



August 24, 2018

**The National Stock Exchange of India Limited**

Exchange Plaza,  
Plot no. C/1, G- Block  
Bandra Kula Complex  
Bandra (E), Mumbai – 400051  
NSE Trading Symbol- DEN

**BSE Limited**

15<sup>th</sup> Floor, P J Towers  
Dalal Street, Mumbai - 400001  
Scrip Code- 533137

**Sub - Intimation of 11<sup>th</sup> Annual General Meeting & Book Closure of Den Networks Limited**

Dear Sir/ Ma'am,

This is to inform that the 11<sup>th</sup> Annual General Meeting of Den Networks Limited ("Company") is scheduled to be held on Wednesday, 19<sup>th</sup> day of September, 2018 at 11.30 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110 001. The registers of members and Register of Share Transfers will be closed from September 12, 2018 to September 18, 2018 (both days inclusive) for the purpose of Annual General Meeting. The cut-off date (i.e. the record date) for the purpose of e-voting is September 12, 2018.

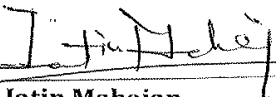
The notice of Annual General Meeting is enclosed.

You are requested to take note of the same.

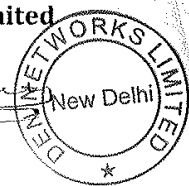
Thanking You,

Yours faithfully

For DEN Networks Limited



Jatin Mahajan  
(Company Secretary)  
Membership No. F6887



**DEN Networks Limited**

CIN: L92490DL2007PLC165673

Registered Office: 236, Okhla Industrial Estate, Phase - III, New Delhi - 110 020.

Landline : +91 11 40522200 || Facsimile: +91 11 40522203 || E-Mail : den@denonline.in || www.dennetworks.com

## NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the members of DEN Networks Limited will be held on Wednesday, 19<sup>th</sup> day of September, 2018 at 11.30 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110 001 to transact the following businesses:-

### ORDINARY BUSINESS

**1. To receive, consider and adopt audited standalone financial statements of the Company for the financial year ended March 31, 2018.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** the audited standalone financial statements of the Company including the balance sheet as at March 31, 2018, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

**2. To receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended March 31, 2018.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** the audited consolidated financial statements of the Company including the balance sheet as at March 31, 2018, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

**3. Re-appointment of Mr. Ankur Ambika Sahu as a Director liable to retire by rotation.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Ankur Ambika Sahu (DIN: 03623120), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

**4. Appointment of Statutory Auditor of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act,

2013 and the Rules framed thereunder, as amended from time to time, B S R & Associates LLP, Chartered Accountants (Firm Registration No. 116231W /W-100024), be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixteenth AGM of the Company to be held in the year 2023, at such remuneration plus applicable taxes, out-of-pocket etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS

**5. To regularize appointment of Non-Executive Independent Director (Additional Director), (Ms.) Dr. Archana Niranjana Hingorani as Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to Section 149 and 152 of the Companies Act, 2013, as amended, and all other applicable provisions of the said act, applicable Rules, read with Schedule IV of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, (Ms.) Dr. Archana Niranjana Hingorani (DIN: 00028037), who was appointed as Non-Executive Independent Director by the Board of Directors on November 09, 2017 who shall hold the office upto the date of Annual General meeting, in respect of which the Company has received a notice from a member under Section 160 of the Companies Act, 2013, as amended, proposing (Ms.) Dr. Archana Niranjana Hingorani, to be appointed as Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a tenure upto November 08, 2020 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To approve the remuneration payable to M/s. Ajay Kumar Singh & Co., Cost Accountants as Cost Auditors of the Company, for the financial year 2018-2019**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013,



as amended, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and as per the recommendation of the Audit Committee, M/s. Ajay Kumar Singh & Co., Cost Accountants, (FRN-000386), appointed as Cost Auditors of the company by the Board of Directors of the Company, to audit the cost records of the Company for the financial year 2018-2019, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By order of the Board  
For DEN Networks Limited**

**Sd/-  
Jatin Mahajan  
Company secretary**

**Place: New Delhi**

**Date: August 03, 2018**

**Notes:-**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

1. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of Annual General Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/ Proxies are requested to bring a copy of this notice as no copies will be made available at the meeting. Under no circumstances, photocopies of the admission slip will be allowed for admission to the meeting place. The notice of the

11th Annual General Meeting and the DEN's Annual Report for FY 2017-2018 will be available on the Company's website i.e., [www.dennetworks.com](http://www.dennetworks.com), those members who do not receive copies of annual report can collect their copies from the Registered Office of the Company.

5. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.
6. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of attorney authorizing their representative to attend and vote at the Annual General Meeting.
7. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
8. The Registers of Contract and Arrangements in which directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
9. Members can avail the nomination facility with respect to shares held, by submitting a request in writing to the company or to M/s. Karvy Computershare Private Limited, the Registrar and Share transfer Agent of the company.
10. In terms of section 152 of the Companies Act 2013, Mr. Ankur Ambika Sahu (DIN: 03623120), Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Brief resumes/ information of Mr. Ankur Ambika Sahu, nature of expertise and names of other listed companies in which he holds directorship and chairmanship / membership of committees of Board is annexed herewith. On re-appointment, Mr. Ankur Ambika Sahu (DIN: 03623120) will continue to act as Non-Executive Nominee Director of the company. The Board of directors recommends his re-appointment.
11. In terms of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Deloitte Haskins & Sells ('Deloitte'), Chartered Accountants were appointed as Statutory Auditors of the Company for a period of 3 years at the Annual General Meeting held on 29th Sep, 2015. The office of Deloitte shall be completed in ensuing Annual General Meeting. The Board of Directors in their meeting held on 03rd August, 2018 has proposed appointment of M/s. B S R & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for a period of 5 years (i.e., from the conclusion of Eleventh Annual General Meeting to the conclusion of Sixteenth Annual General Meeting), subject to the approval of shareholders in this 11th Annual General Meeting. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Statutory Auditors and are eligible to hold the office as Auditors of the Company.

Pursuant to the first proviso of Section 139 of the Cos. Act, 2013, the requirement of ratification of Statutory Auditors by members at every Annual General Meeting, has been omitted by the notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, New Delhi.

12. In terms of section 161 of the Companies Act 2013, (Ms.) Dr. Archana Niranjana Hingrani (DIN: 00028037), was appointed as a Non-Executive Independent Director on November 09, 2017. The Company received a letter from a shareholder alongwith prescribed fee to regularise the appointment of (Ms.) Dr. Archana Niranjana Hingrani as Non-Executive Independent Director as per provisions of Section 149 and 152 of the Companies Act, 2013 and its rules. Brief resumes/information of (Ms.) Dr. Archana Niranjana Hingrani, nature of expertise and names of other listed companies in which she holds directorship and chairmanship / membership of committees of Board is annexed herewith. On appointment, (Ms.) Dr. Archana Niranjana Hingrani will continue to act as Non-Executive Independent Director of the Company, up-to November 08, 2020. The Board of directors recommends her appointment to the members.
13. The registers of members will be closed from September 12, 2018 to September 18, 2018, both days inclusive. The transfer Books of the company will also remain closed for the aforesaid period.
14. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company during working hours between, except holidays upto the date of Annual General Meeting.
15. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by KARVY, on all resolutions set forth in this Notice.
16. Notice of the 11th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 11th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
17. Members are requested to send all the correspondence concerning registration of transfer, transmission, subdivision, consolidation of shares or any other share related matters and or change in address to the Company's Registrar & Share

Transfer agent, M/s Karvy Computershare Private Limited, at Karvy House, 46 Avenue 4, Street No. 1, Banjara Hills, Hyderabad- 500 034

18. The details of the stock exchanges, on which the securities of the company are listed, are given separately in this Annual Report.
19. Any query related to the accounts may be sent at the Registered Office of the Company at least 10 days before the date of the Annual General Meeting.
20. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer agent, Karvy Computershare Private Limited, for consolidation into a single folio.
21. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 5 and 6 of the Notice, is annexed hereto.
22. The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder.
23. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form and with respective Depository Participants (DP) where the shares are held in dematerialised form.
23. The Route-map to the AGM venue is provided as a part of this Notice as required under Secretarial Standards issued by ICSI.

#### **INSTRUCTIONS FOR E-VOTING**

##### **1. Voting through electronic means:**

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- b) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facilities.
- c) The Board of Directors has appointed Mr. Manoj Kumar Jain, Company Secretary in practice as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- d) Members are requested to carefully read the instructions for e-voting before casting their vote.



- e) The e-voting period will commence at 09.00 A.M on September 15, 2018 and will end at 05.00 P.M. on September 18, 2018.
- f) The cut-off date (i.e. the record date) for the purpose of e-voting is September 12, 2018.
- g) The procedure and instructions for e-voting are as under:
  - i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
  - ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

	<p>For Members holding shares in Demat Form:-</p> <ul style="list-style-type: none"> <li>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID</li> <li>b) For CDSL :- 16 digits beneficiary ID</li> </ul> <p>For Members holding shares in Physical Form:-</p> <ul style="list-style-type: none"> <li>• Event no. followed by Folio Number registered with the company</li> </ul>
	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact toll free No. **1800-3454-001** for any further clarifications.
- iv) Members can cast their vote online from September 15, 2018 at 9.00 A.M. upto September 18, 2018 at 5.00 P.M.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z) one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., **'DEN NETWORKS LIMITED'**.
- ix) If you are holding shares in Demat form and had logged on to https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (Corporate/FIs/FII's/Trust Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to manojfcs@gmail.com, with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."
- h) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not be allowed to vote again at the Meeting.
- i) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut off date (i.e., record date), being September 12, 2018
- j) The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company (www.dennetworks.com) and on Karvy's website (https://evoting.karvy.com).



**Brief information about Mr. Ankur Ambika Sahu, a Director being re-appointed (liable to retire by rotation) pursuant to Section 152 of the Companies Act, 2013**

Name of Director	Mr. Ankur Ambika Sahu
Date of Birth	18/10/1969
Nationality	Indian
Date of Appointment on the Board	27/09/2013
Qualifications	B.S., M. B. A
Expertise in Specific Functional Area	Mr. Ankur Ambika Sahu holds a degree in Electrical Engineering from Tufts University (batch of 1991) and an MBA from Harvard Business School (batch of 1996). He joined Goldman Sachs in 1998 as an associate in High Technology and then moved to the Principal Investment Area in 2000.  He is currently the co-head of the Merchant Banking Division in Asia Pacific. He was named managing director in 2005 and Partner in 2006.
Number of shares held in the Company	Nil
Disclosure of relationships between directors inter-se	N/A
Names of listed entities* in which he holds the directorship and the membership of the Committees of the Board (i.e., Audit Committee/ Nomination and Remuneration committee)	N/A

\*Excluding DEN Networks Limited

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 5**

Pursuant to Section 161 of the Companies Act, 2013 ('Act'), the Board of Directors in its meeting held on November 09, 2017, appointed (Ms.) Dr. Archana Niranjn Hingorani (DIN: 00028037) as Non-Executive Independent Director of the Company. She will hold the office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as Directors in Form DIR 2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

Pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 and its rules made thereunder, the Board is in the opinion that (Ms.) Dr. Archana Niranjn Hingorani, proposed to be appointed as Non-Executive Independent Director, fulfils the conditions specified in the Act and the rules made thereunder. (Ms.) Dr. Archana Niranjn Hingorani is independent of the management.

Further, the Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as Non-Executive Independent Director. Accordingly, the Board recommends the resolution No. 5, in relation to appointment of (Ms.) Dr. Archana Niranjn Hingorani (DIN: 00028037) Non-Executive Independent Director up-to November 08, 2020, for the approval by the members of the Company as an Ordinary Resolution.

Brief information about (Ms.) Dr. Archana Hingorani is appended below:

Name of Director	(Ms.) Dr. Archana Hingorani
Date of Birth	09/09/1965
Nationality	Indian
Date of Appointment on the Board	09.11.2017
Qualifications	Bachelor of Arts (Economics), Post-graduate in Management (MBA), Ph.D. in Corporate Finance from the University of Pittsburgh, USA.



Expertise in Specific Functional Area	<p>Dr. Hingorani is Co-founder of Siana Capital Management LLP, an asset manager investing in the science and technology domains. Previously, she was the Chief Executive Officer of IL&amp;FS Investment Managers Limited, and has over 23 years' experience of investing in private equity transactions.</p> <p>She serves on the University of Pittsburgh, Chancellor's Global Advisory Council and the Advisory Board of TalentNomics, a Washington based group focused on encouraging upward movement of women in the workforce, and Global Impact Initiative, an Australian firm focused on impact investments.</p> <p>In the recent past, she has also served on the Investment Commissions of the United Nations Environment Programme. She has been recognized for leadership by Business World, Fortune India and Asian Investor. She is also an Adjunct Faculty at the Katz Business School, for Private Equity and Alternative Assets. In sum, she has over 32 years' experience in the financial services business, teaching and research.</p>
Number of shares held in the Company	Nil
Disclosure of relationships between directors inter-se	N/A
Names of listed entities* in which she holds the directorship and the membership of the Committees of the Board (i.e., Audit Committee/ Nomination and Remuneration committee)	<p>Alembic Pharmaceuticals Limited (Non-Executive Independent Director &amp; Member of Audit Committee)</p> <p>5 Paisa Capital Limited (Non-Executive Chairman &amp; Independent Director &amp; Chairman of Audit Committee and Member of NRC)</p>

\*Excluding DEN Networks Limited

The terms and conditions of appointment of (Ms.) Dr. Archana Niranjana Hingorani shall be open for inspection at the registered office of the company by any member during normal business hours on any working day except Saturday, Sunday and public holidays, without any fee.

None of the persons namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, except (Ms.) Dr. Archana Niranjana Hingorani, being Non- Executive Independent Director, are concerned or interested in the above resolution financially or otherwise.

#### ITEM NO. 6

The Board of the Directors of the Company as per the recommendation of the Audit Committee, has approved the appointment of M/s. Ajay Kumar Singh & Co., Cost Accountants, as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 on remuneration of Rs. 40,000/- (Rupees Forty Thousand) plus applicable taxes and out of pocket expenses as may be incurred.

Accordingly, it is proposed to sought consent of the members by passing an Ordinary Resolution as set out at Item No. 6 of the notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019.

The proposal as mentioned in Item No. 6 is in the interest of the Company and the Board recommends the resolution for the approval by the members of the Company as an Ordinary Resolution.

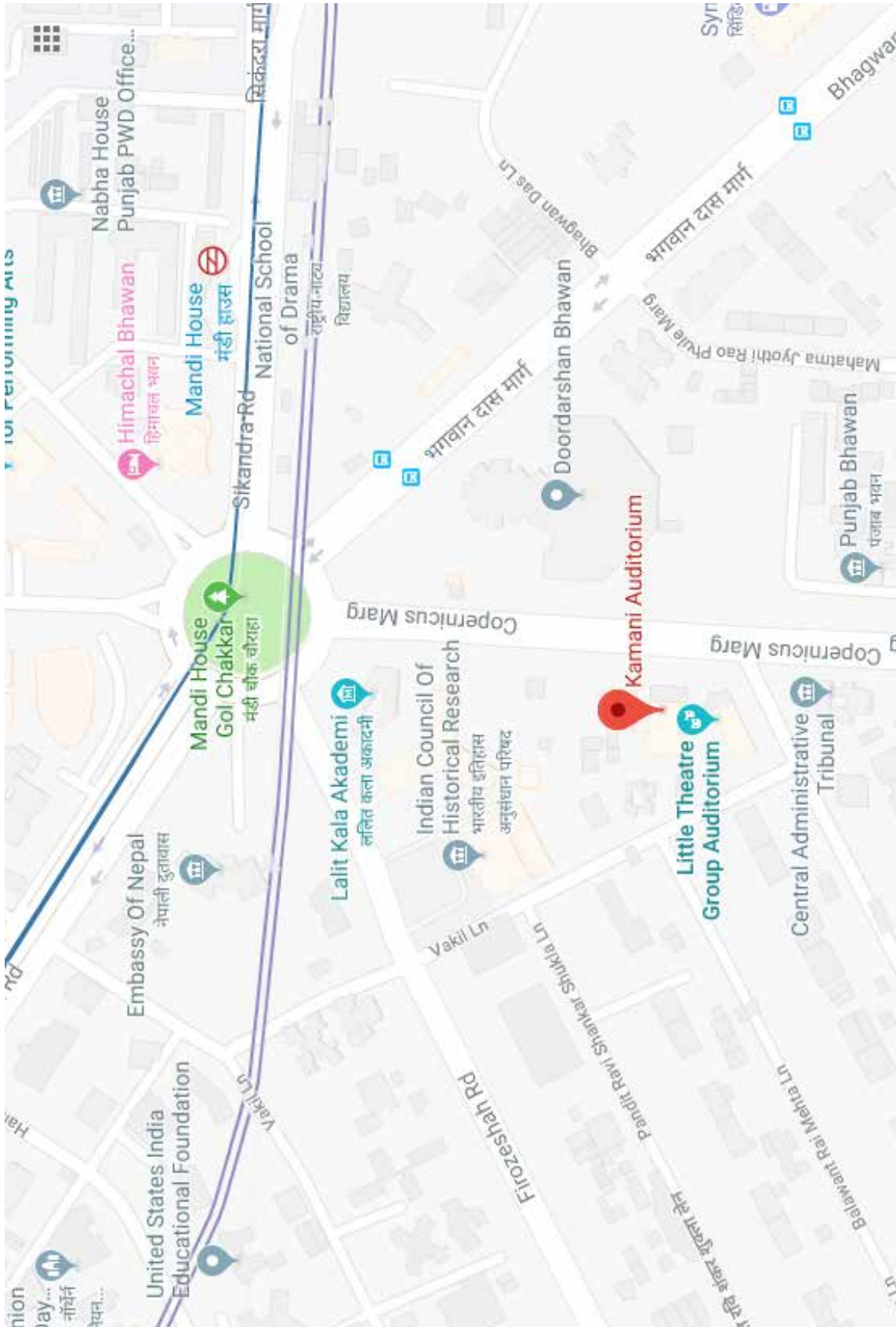
None of the persons namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution financially or otherwise.

**By order of the Board  
For DEN Networks Limited**

**Sd/-  
Jatin Mahajan  
Company secretary**

**Place: New Delhi  
Date: August 03, 2018**

### Route map to the venue of the AGM







## DEN NETWORKS LIMITED

Registered Office: 236, Okhla Industrial Estate, Phase-III, New Delhi – 110020  
 investorrelations@denonline.in | www.dennetworks.com  
 Tel: + 91 11 40522200, Fax: + 91 11 40522203  
 11th Annual General Meeting – September 19, 2018

### Attendance Slip

Registered Folio no. / Client ID no. :

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DP ID no:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number of shares held

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 11th Annual General Meeting of the Company at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110 001, Delhi, on September 19, 2018, at 11.30 a.m. IST

.....  
Name of the member / proxy

(in BLOCK letters)

.....  
Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.



## DEN NETWORKS LIMITED

Registered Office: 236, Okhla Industrial Estate, Phase-III, New Delhi – 110020  
 investorrelations@denonline.in | www.dennetworks.com  
 Tel: + 91 11 40522200, Fax: + 91 11 40522203  
 11th Annual General Meeting – September 19, 2018

### Proxy form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)

Registered address

Email

Folio no. / Client ID

DP ID

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

Name: ..... Email: .....

Address: .....

.....Signature:

or failing him / her

Name: ..... Email: .....

Address: .....

.....Signature:

or failing him / her

Name: ..... Email: .....

Address: .....

.....Signature:

or failing him/ her as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 11th Annual General Meeting of the Company on Wednesday, 19th day of September 2018 at 11.30 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110 001, Delhi, and at any adjournment thereof in respect of such resolutions are indicated below:

Resolution no.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	To receive, consider and adopt audited standalone financial statements of the Company for the financial year ended March 31, 2018.			
2	To receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended March 31, 2018			
3	Re-appointment of Mr. Ankur Ambika Sahu as a Director liable to retire by rotation			
4	Appointment of Statutory Auditor of the Company.			
Special Business				
5	To regularize appointment of Non-Executive Independent Director (Additional Director), (Ms.) Dr. Archana Niranjana Hingorani as Non-Executive Independent Director of the Company.			
6	To approve the remuneration payable to M/s. Ajay Kumar Singh & Co., Cost Accountants as Cost Auditors of the Company, for the financial year 2018-2019			

Signed this ..... day of .....2018.

.....

.....

Signature of the member(s)

Signature of the proxy holder(s)

Affix revenue stamp
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**Notes:**

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.