

Notice

Notice is hereby given that the Sixth Annual General Meeting of the members of DEN Networks Limited will be held on Wednesday the 18th Day of September 2013 at 11.30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi - 110003 to transact the following businesses:-

Ordinary Business

- To receive, consider & adopt the audited Balance Sheet of the Company as on March 31, 2013 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors & Auditors thereon.
- To appoint a director in place of Mr. Ajaya Chand, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint M/s. Deloitte Haskins & sells, Chartered Accountants to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

RESOLVED THAT M/s. Deloitte Haskins & sells, Chartered Accountants, (Registration No. 015125N), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.

By order of the Board
For DEN Networks Limited

Place : New Delhi
Dated: August 14, 2013
Sd/
Jatin Mahajan
Company secretary

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.
- 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.
- 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. Those members who do not receive copies of annual report can collect their copies from the Registered Office of the Company.

4. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.

5. 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.

6. 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 Computer Share Private Limited, the Registrar and Share Transfer Agent of the company.

7. Mr. Ajaya Chand, director, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Brief resume of the director, nature of his expertise and names of other Public Limited companies in which they hold directorship and chairmanship / membership of committees of Board as required under clause 49 of the Listing agreement entered into with the stock exchange(s), are provided in the corporate Governance report annexed in the annual report. On re-appointment, Mr. Ajaya Chand will continue to act as Non Executive Independent Director. The Board of directors recommends his re-appointment.

8. The registers of members will be closed from Thursday the 12th day of September to Wednesday the 18th day of September, 2013, both days inclusive. The transfer Books of the company will also remain closed for the aforesaid period.

9. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 1.00 P.M. except holidays upto the date of Annual General Meeting.

10. 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 Computer Share Private Limited, at Karvy House, 46 Avenue 4, Street No. 1, Banjara Hills, Hyderabad-500034

11. The details of the stock exchanges, on which the securities of the company are listed, are given separately in this Annual Report

12. 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.

13. 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 Computer Share Private Limited, for consolidation into a single folio.

DEN NETWORKS LIMITED

Regd. Office: 236, Okhla Industrial Estate, Phase-III, New Delhi-110020

ADMISSION SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Name Registered Folio No.

Address Client Id No.

..... DP Id No.

..... No. of shares held

I/We hereby record my presence at the Sixth Annual General Meeting of the Company being held on Wednesday, 18th day of September, 2013 at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi - 110003, India.

Please (✓) in the box

MEMBER PROXY

*Applicable for investor holding shares in physical form.

..... Signature of Member/Proxy

DEN NETWORKS LIMITED

Regd. Office: 236, Okhla Industrial Estate, Phase-III, New Delhi-110020

PROXY FORM

DP Id No.

Client Id No.

Regd. Folio No.*

No. of Shares held

I/We Name(s) and address of the shareholder in full..... of

being a member of DEN Networks Limited, hereby appoint of

in the district of or failing him..... of

in the district of as my/our Proxy to attend and vote for me/us on my/our behalf at the Sixth Annual General Meeting of the Company Scheduled to be held on Wednesday, 18th day of September 2013 at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi - 110003 or/and at any adjournment there of.

Affix the requisite Revenue Stamp

Signed by the Said

* Applicable for investor holding shares in physical form.

Note:

- The proxy form duly completed and signed should be deposited at the Registered Office of the Company situated at 236, Okhla Industrial Estate, Phase - III, New Delhi - 110020 not later than 48 hours before the commencement of the Annual General Meeting.
- A Proxy need not be a member of the Company.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- In Case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.