



**DEN NETWORKS LIMITED**

**Registered Office: 236, Okhla Industrial Area, Phase-III, New Delhi-110020**

**CIN: L92490DL2007PLC165673**

**Website: www.dennetworks.com - E-mail:-investorgrievance@denonline.in**

**Telephone Number:- 011-40522200; 40522242; Fax No.- 011-40522203**

<b>Form No. MGT-12</b>
<b>Postal Ballot Form</b> (Kindly refer to the instructions specified overleaf before filling the form)
<i>[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]</i>

Sr. No.....

1. Name(s) of Shareholder(s) (in block letters) :  
(Including joint holders, if any)
2. Registered address of the sole/first named shareholder :
3. Registered Folio No. / DP ID No. and Client ID No.\* :  
(\* Applicable to investors holding shares in demat form)
4. Number of equity shares held :
5. I/We hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below.

Item No.	Resolution	No. of Shares	I/we assent to the Resolution(In Favour)	I/We dissent to the Resolution (Against)
1.	Special Resolution for approval of increase in Foreign Investment Limits in the Company			
2.	Special Resolution under section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under for appointment of Mr. Mohammad Ghulam Azhar as Whole Time Director			
3.	Special Resolution for amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of Securities to employees of the Company			
4	Special Resolution for amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of Securities to employees and directors of the subsidiary companies			

Place:

Date:

(Signature of the shareholder)

Electronic Voting Particulars		
EVEN (E-Voting Event No.)	User ID	Password/PIN



**POSTAL BALLOT NOTICE/E-voting**  
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that the draft Resolutions set out below are proposed to be passed through Postal Ballot in pursuant to section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company ("the Board") proposes the same for the approval by members.

Accordingly, your consent is sought for the proposal as contained in the draft resolutions attached along with an explanatory statement pertaining to the resolutions setting out all material facts and the reasons thereof. Postal Ballot Form is also enclosed.

The Board of Directors has appointed Mr. Neelesh Kumar Jain, Practicing Company Secretary, to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.

The members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the scrutinizer at the Registered Office of the Company on or before the close of working hours on Monday, 22<sup>nd</sup> June, 2015. Members may choose to vote using the e-voting facility, the details whereof are also specified under instructions for e-voting as contained under 'Notes'.

The scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Tuesday, 23<sup>rd</sup> June, 2015 at the Registered Office of the Company.

**RESOLUTIONS: Special Business**

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

**Approval for Increase in Foreign Investment Limits**

“RESOLVED THAT subject to the approval of the Foreign Investment Promotion Board of India, Ministry of Finance (“**FIPB**”) and/or the Reserve Bank of India (“**RBI**”) and all other applicable Acts, laws, rules, regulations, circulars, directions, notifications, press notes and guidelines, permissions and sanctions (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the approval of the members be and is hereby accorded to the Company to permit the total foreign investment limit in the Company by eligible Foreign Institutional Investors (“**FIIs**”), Foreign Portfolio Investors (“**FPIs**”), Non Resident Indians (**NRIs**) and other eligible foreign investors under the Portfolio Investment Scheme (“**PIS**”) in accordance with Schedules 2 and 2A of Foreign Exchange Management (Transfer or Issue of Security by a person Resident Outside India) Regulations, 2000 (“**FEMA 20**”) beyond 49% of the issued and fully paid-up share capital of the Company to 74% of the issued and fully paid-up share capital of the Company, being the maximum limit permissible for the 'Broadcasting Carriage Services' sector under the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, dated May 12, 2015 (“**FDI Policy**”).”



“RESOLVED FURTHER THAT the Board of Directors(“**Board**”) / any Committee of Directors and/or any officer of the Company as may be authorised by the Board and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including raising the total foreign investment limit in the company only by FIIs, FPIs, NRIs and other eligible foreign investors under the PIS in accordance with Schedules 2 and 2A of FEMA 20 from 49% under the automatic route to 74% under the approval/government route under the FDI Policy, in one or more tranches without requiring to secure any further consent or approval of the Board, filing of application for FIPB approval and obtaining approval from or intimating any other concerned authorities or other regulatory bodies ”

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

### **Appointment of Mr. Mohammad Ghulam Azhar as Whole Time Director**

“Resolved that pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and Memorandum & Articles of Association of the Company, any amendments or re-enactments thereto and any other acts, rules or other statues applicable, the approval of the members of the company be and is hereby accorded for appointment of Mr. Mohammad Ghulam Azhar as a Whole Time Director of the Company for a period of three (3) years (**effective date of appointment shall be from the date of receipt of approval from Ministry of Information and Broadcasting in terms of Ministry of Commerce and Industry, Government of India, Consolidated FDI policy dated May 12, 2015 as may be amended from time to time**) subject to approval of the Central Government/Ministry of Corporate Affairs and other approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed by appropriate authorities while granting such permissions.”

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a total remuneration of ` 2,60,00,000/- (Rupees Two Crore Sixty Lacs) per annum with 12% increment on yearly basis to Mr. Mohammad Ghulam Azhar of the Company, the details of which are given in the Explanatory Statement to the notice.

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary the remuneration from time to time as may be required to the extent the Board may consider appropriate in accordance with the applicable provisions of Companies Act, 2013, any rules, regulations and schedules made there under for the time being in force.



RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized, severally, to file necessary application(s), document(s), form(s), clarification(s), give representation(s), returns etc., and to do all such acts, matters, deeds and things necessary or desirable in connection with, or incidental to, giving effect to the above resolution, including filing of the resolution/application(s) with the Registrar of Companies, NCT of Delhi & Haryana, Central Government and any other authority, if any and to comply with all requirements in this regards.”

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

**Amendment to DEN ESOP Plan B, 2014 to issue of Securities to employees of the Company**

"RESOLVED THAT in accordance with terms & conditions of the **DEN ESOP Plan-A, 2014**, the consent of the members be and is hereby accorded to terminate DEN ESOP Plan-A, 2014 which was approved vide shareholders approval through Postal Ballot dated January 05, 2015 to purchase up-to 2.5% (i.e., 44,54,995 (Forty Four Lacs Fifty Four thousand nine hundred ninety five only)) of paid-up equity share capital of the Company from the secondary market."

“RESOLVED FURTHER THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”) and such other applicable laws (including any statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute (hereinafter referred to as “the Committee”) to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to amend "**DEN Employees Stock Option Scheme- Plan B- 2014**" (hereinafter referred to as the "**DEN ESOP Plan B**") by introducing 44,54,995 (Forty Four Lacs Fifty Four thousand nine hundred ninety five only) equity shares in addition to the existing shares (i.e., 44,54,995 (Forty Four Lacs Fifty Four thousand nine hundred ninety five only)) reserved under the Scheme and to offer, issue, and allot at any time to or to the benefit of employees who are in permanent employment of the Company, whether working in India or out of India, including directors of the Company(all such persons are hereinafter collectively referred to as “Employees”), as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time in one or more tranches on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or Regulations issued by the relevant authority.

RESOLVED FURTHER THAT, post amendment, the total number of equity shares reserved under the **DEN ESOP Plan B** shall be 89,09,990 (Eighty Nine Lacs Nine Thousand Nine Hundred Ninety only) and the Board be and is hereby authorized to make any modification(s), change(s), variation(s), alteration(s) or revision(s) or alteration(s) in the terms and conditions of **DEN ESOP Plan B** from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise **DEN ESOP Plan B** and to take necessary steps for listing of the Securities on the Stock Exchanges as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division of the Company and others, the Board is authorized to do all such acts, deeds, matters and things



as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Employees.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Re. 10 per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to issue and allot equity shares upon exercise of Options from time to time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the existing equity shares of the Company and nothing contained in this resolution shall effect the previous resolutions passed in this regard under DEN ESOP Plan B.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company and to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard and to issue and allot equity shares of the company to the employees either directly or through a Trust as set up in permissible manner.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue, allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

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

**Amendment to DEN ESOP Plan B, 2014 to issue of Securities to the Employees and Directors of Subsidiary Companies**

"RESOLVED THAT in accordance with terms & conditions of the **DEN ESOP Plan-A, 2014**, the consent of the members be and is hereby accorded to terminate DEN ESOP Plan-A, 2014 which was approved vide shareholders approval through Postal Ballot dated January 05, 2015 to purchase up-to 2.5% (i.e., 44,54,995 (Forty Four Lacs Fifty Four thousand nine hundred ninety five only)) of paid-up equity share capital of the Company from the secondary market."

“RESOLVED FURTHER THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”) and such other applicable laws (including any statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which





term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute (hereinafter referred to as “the Committee”) to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to amend “**DEN Employees Stock Option Scheme- Plan B- 2014**” (hereinafter referred to as the “**DEN ESOP Plan B**”) by introducing 44,54,995 (Forty Four Lacs Fifty Four thousand nine hundred ninety five only) equity shares in addition to the existing shares (i.e., 44,54,995 (Forty Four Lacs Fifty Four thousand nine hundred ninety five only)) reserved under the Scheme and to offer, issue, and allot at any time to or to the benefit of employees of the Subsidiary Company(ies) and Directors of the Subsidiary Company(ies) whether Whole-time Directors or otherwise (all such persons are hereinafter collectively referred to as “Employees”), as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time in one or more tranches on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or Regulations issued by the relevant authority.

**RESOLVED FURTHER THAT**, post amendment, the total number of equity shares reserved under the **DEN ESOP Plan B** shall be 89,09,990 (Eighty Nine Lacs Nine Thousand Nine Hundred Ninety only) and the Board be and is hereby authorized to make any modification(s), change(s), variation(s), alteration(s) or revision(s) or alteration(s) in the terms and conditions of **DEN ESOP Plan B** from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise **DEN ESOP Plan B** and to take necessary steps for listing of the Securities on the Stock Exchanges as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division of the Company and others, the Board is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Employees.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Re. 10 per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to issue and allot equity shares upon exercise of Options from time to time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the existing equity shares of the Company and nothing contained in this resolution shall effect the previous resolutions passed in this regard under DEN ESOP Plan B.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company and to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard and to issue and allot equity shares of the company to the employees either directly or through a Trust as set up in permissible manner.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue, allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power



on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

**By Order of the Board of Directors  
For DEN Networks Limited**

**Date: 11-05-2015  
Place: New Delhi**

**Jatin Mahajan  
Company Secretary  
Membership No. - F-6887**

**Notes:**

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Board of Directors has appointed Mr. Neelesh Kumar Jain, FCS as Scrutinizer to conduct the voting through postal ballot, in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted duly) completed with the assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before close of working hours i.e. 5.00 P.M. on Monday, 22nd June, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutinizer will submit his report to the Chairman after completion of scrutiny on Tuesday, 23rd June, 2015 and the results of the Postal Ballot will be announced on Tuesday, 23rd June, 2015 at 5.00. P.M. at the registered office of the Company at 236, Okhla Industrial Estate, Phase-III, New Delhi-110020. The results of the Postal Ballot will be published in English and Hindi newspapers and will also be posted on the website of the Company at [www.dennetworks.com](http://www.dennetworks.com)
4. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the registered office of the company during the office hours on all working days except Saturday and Sunday between 11.00 A.M to 1.00 P.M up to 22nd June, 2015. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th May, 2015, may cast their vote electronically on the Business(es) as set out in the Notice of the Postal Ballot.
5. In compliance with clause 35B of the Listing Agreement and provisions of section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate for its Members, to enable them to cast their votes electronically instead of despatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Computershare Private Limited to provide e-voting facility to its Members. In case a Member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.
6. Members opting to vote through physical mode; i.e. sending the Postal Ballot Form duly signed by post, are requested to carefully read the instructions and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 22nd June, 2015.
7. The Results will be displayed at the Registered Office, besides being communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The Results will also be hosted on the