



01<sup>st</sup> September, 2017

The General Manager Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers Dalai Street, Fort, Mumbai-400001	The Manager National Stock Exchange of India Ltd. Exchange Plaza, C/1, Block G Badra-Kurla Complex, BAndra (East) Mumbai- 400051
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Sub:- Intimation of Annual General Meeting

Dear Sir,

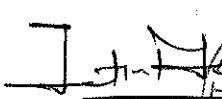
This is to inform you that the Tenth Annual General Meeting ("AGM") of the Company will be held on Wednesday, 27th day of September 2017 at Sri Sathya Sai Auditorium, Lodhi Road, Bhishm Pitamah Marg, New Delhi – 110003 and the register of members and Share Transfer Books of the company will be closed from September 22, 2017 to September 26, 2017 (both days inclusive) for the purpose of AGM. The cut-off date for the purpose of e-voting is September 20, 2017.


You are requested to take the note of the same in your record.

Thanking you,

Yours faithfully,

For DEN Networks Limited

  
Jatin Mahajan  
Company Secretary  
Membership No. F-6887



**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 Tenth Annual General Meeting of the members of DEN Networks Limited will be held on Wednesday, 27<sup>th</sup> day of September, 2017 at 11.30 A.M. at Sri Sathya Sai Auditorium, Lodhi Road, Bhishm Pitamah Marg, New Delhi - 110003 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, 2017.**

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, 2017, 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, 2017.**

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, 2017, 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. Sameer Manchanda 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. Sameer Manchanda (DIN: 00015459), 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. **Ratification of Appointment of M/s. Deloitte Haskins & sells, Chartered Accountants as the Statutory Auditors of the Company**

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 139 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), the Company hereby ratifies the appointment of M/s. Deloitte Haskins & sells, Chartered Accountants, (Firm Registration No. 015125N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 11<sup>th</sup> AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company at such remuneration as shall be fixed by the Board of Directors on recommendation of the Audit Committee.”

### SPECIAL BUSINESS

5. **To regularize the appointment of Additional Director, Mr. Krishna Kumar Gangadharan**

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

**“RESOLVED THAT** pursuant to Section 161 of the Companies act, 2013 and all other applicable provisions of the Companies Act, 2013 read with the applicable Rules, including any statutory modification(s) or re-enactment thereof, Mr. Krishna Kumar Gangadharan (DIN: 00090715), who was appointed as an Additional Director (Non-Executive Nominee Director) on August 01, 2017, be and is hereby appointed as a Non-Executive Nominee Director of the Company.

**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 2017-2018**

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 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, the Cost Auditor, M/s. Ajay Kumar Singh & Co., member of the Institute of Cost Accountants of India (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 2017-2018, 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.”

7. **To consider and determine the fees for delivery of any document through a particular mode of delivery to the member(s) of the Company**

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

**“RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the members of the company be and is hereby accorded to charge from the member, the requisite charges in advance pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite charges has been duly received by the company at least ten days in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder, the charges payable for such delivery, as prescribed below for each mode of dispatch.

S. No.	Mode of Dispatch	Minimum rate per document at the minimum slab of the weight of the document in each category (in Rs.)	
		Within India	International
1.	Ordinary post	15	1.2 times of the actual charges in each case
2.	Registered post	100	
3.	Speed post	100	
4.	Courier	100	
5.	Electronic mail (email)	20	20

Note- printing charges of providing the documents shall be charged as per provisions of the Companies Act, 2013

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

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

Sd/-

**Jatin Mahajan  
Company Secretary**

**Place: New Delhi  
Dated: August 01, 2017**

**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 10<sup>th</sup> Annual General Meeting and the DEN's Annual Report for FY 2016-2017 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. Sameer Manchanda (DIN: 00015459), 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. Sameer Manchanda, 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. Sameer Manchanda (DIN: 00015459) will continue to act as Managing Director of the company. The Board of directors recommends his re-appointment.
11. In terms of section 161 of the Companies Act 2013, Mr. Krishna Kumar Gangadharan (DIN: 00090715), was appointed as a Non- Executive Nominee Director of IL& FS Investment Managers Limited ("IL& FS") on August 01, 2017. The Company received a letter from shareholder alongwith prescribed fee, to regularise the appointment of Mr. Krishna Kumar Gangadharan as Director as per provisions of Section 152 of the Companies Act, 2013 and its rules. Brief resumes/information of Mr. Krishna Kumar Gangadharan, 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 appointment, Mr. Krishna Kumar Gangadharan will continue to act as Non-Executive Nominee Director of the Company. The Board of directors recommends his appointment to the members.
12. The registers of members will be closed from September 22, 2017 to September 26, 2017, both days inclusive. The transfer Books of the company will also remain closed for the aforesaid period.
13. 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.
14. 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.
15. Notice of the 10th 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 Participant(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 10th Annual General

Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

16. 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.
17. The details of the stock exchanges, on which the securities of the company are listed, are given separately in this Annual Report.
18. 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.
19. 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.
20. 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 to 7 of the Notice, is annexed hereto.
21. The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder.
22. 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.

#### **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 9.00 A.M on September 24, 2017 and will end at 05.00 P.M. on September 26, 2017.
- f) The cut-off date (i.e. the record date) for the purpose of e-voting is September 20, 2017.
- 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.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha 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 24, 2017 at 9.00 A.M. up to September 26, 2017 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/FLLs/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](mailto:manojfcs@gmail.com), with copy to [evoting@karvy.com](mailto: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. the record date), being September 20, 2017.
- 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](http://www.dennetworks.com)) and on Karvy's website (<https://evoting.karvy.com>).

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

Name of Director	Mr. Sameer Manchanda
Date of Birth	17/06/1961
Nationality	Indian
Date of Appointment on the Board	15/09/2007
Qualifications	Chartered Accountant
Expertise in Specific Functional Area	Mr. Sameer Manchanda is a qualified Chartered Accountant, he has over two decades' experience in the Indian media & television industry. He has been associated with the Indian television industry since 1984 and has seen major stages of evolution in this sector. He has considerable and varied experience and expertise in distribution; media sector operations, strategic and financial planning, capital structuring, mergers and acquisitions, collaborations and joint ventures.  He has been Member of the Finance Committee of the Indo-American Chambers of Commerce. He is also a member of the News Broadcaster Association. Mr. Manchanda has been a Fellow of the Institute of Chartered Accountants of India.
Number of shares held in the Company	4,66,54,550
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**

The Board at its meeting held on August 01, 2017, appointed Mr. Krishnakumar Gangadharan (DIN: 00090715) as additional director with effect from such Board meeting date, pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold 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 he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Directors. Accordingly, the Board recommends the resolution No. 5, in relation to appointment of Mr. Krishnakumar Gangadharan (DIN: 00090715) as Director, for the approval by the shareholders of the Company. Brief information about Mr. Krishnakumar Gangadharan is appended below:

Name of Director	Mr. Krishna Kumar P.T. Gangadharan
Date of Birth	28/09/1971
Nationality	Indian
Date of Appointment on the Board	01.08.2017
Qualifications	B. Com.
Expertise in Specific Functional Area	Mr. Krishna Kumar P.T. Gangadharan holds a Bachelor's degree in Commerce from University of Mumbai (India), majoring in financial accounting. Mr. Kumar has managed private equity funds that have invested in assets of infrastructure sectors, including power, telecom and maritime. From 1992 to 1995, Mr. Kumar was associated with Kotak Mahindra Group as a senior officer and with Synergy Credit Corporation Limited as an officer in the finance department. Prior to joining IL&FS Investment Managers Limited in 2002, Mr. Kumar was with IL&FS as a manager in asset management. Mr. Kumar has over 21+ years of financial service and infrastructure experience.
Number of shares held in the Company	7,720

Disclosure of relationships between directors <i>inter-se</i>	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)	Ramky Infrastructure Limited (Director) Audit Committee - Member Nomination and Remuneration committee - Member

\*Excluding Den Networks Limited

#### 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 Accountant, as Cost Auditor, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 on remuneration of Rs. 60,000/- (Rupees Sixty Thousand) plus applicable service tax 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, 2018.

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

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.

#### ITEM NO. 7

Pursuant to the provisions of Sections 20 of the Companies Act, 2013 and other applicable sections of the said act, if any, and rules

made thereunder, a document may be served on any member by sending him by post or by registered post or by speed post or by courier or by delivering to their office or address, or by such electronic or other mode as may be prescribed.

Further, a member may request for delivery of any document through a particular mode, for which, shall pay such fees in advance as may be determined by the company in its annual general meeting. Accordingly, the Board of Directors recommends the resolution for your approval by an Ordinary resolution.

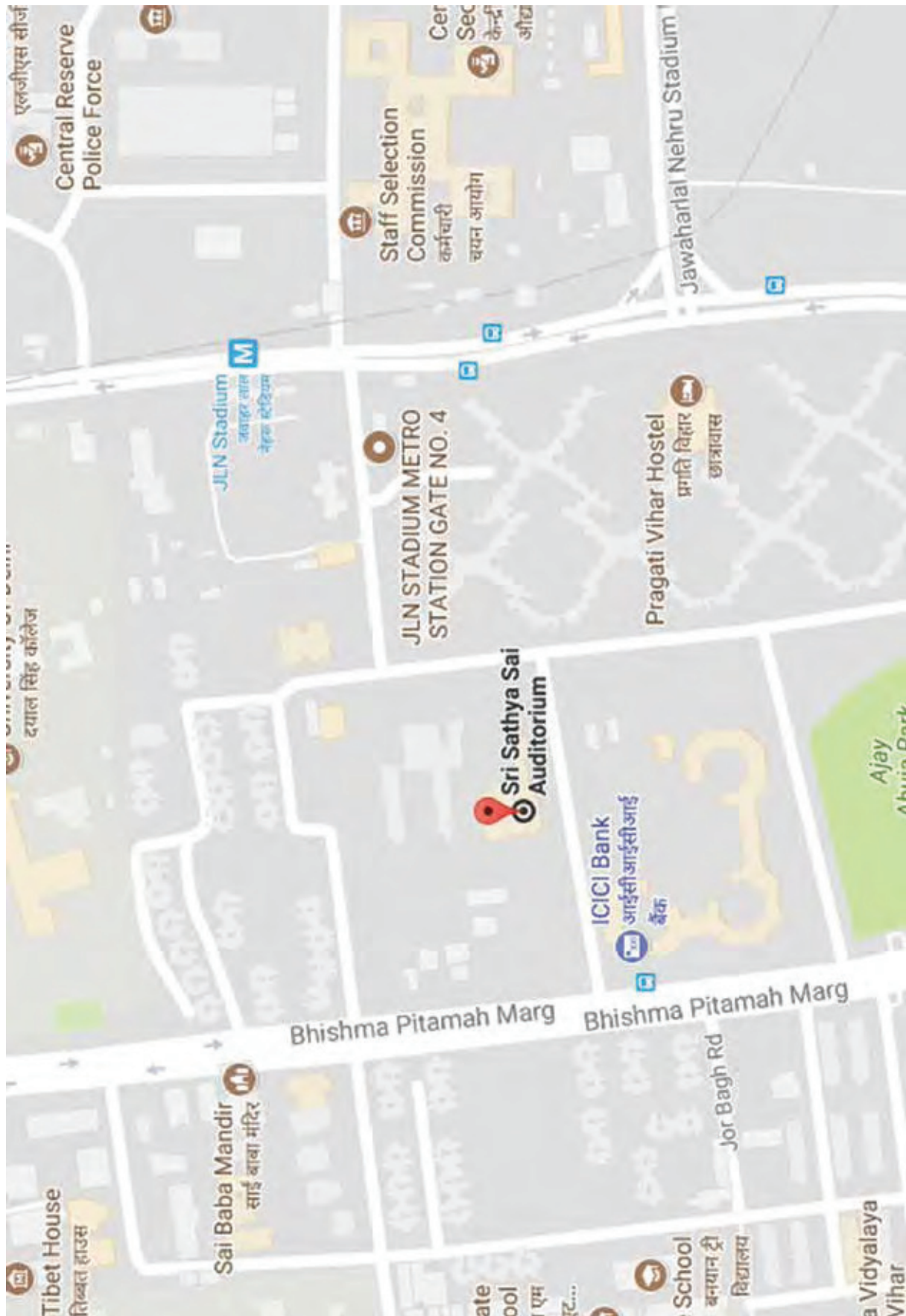
None of the persons namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution financially or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

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

Sd/-  
**Jatin Mahajan**  
Company secretary

**Place: New Delhi**  
**Dated: August 01, 2017**

ROUTE MAP TO THE VENUE OF THE AGM







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 10th Annual General Meeting of the Company at Sri Sathya Sai Auditorium, Lodhi Road, Bhishm Pitamah Marg, New Delhi - 110003 on Wednesday, September 27, 2017, at 11.30 A.M. (IST) 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, 2017.			
2	To receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended March 31, 2017			
3	Re-appointment of Mr. Sameer Manchanda as a Director liable to retire by rotation			
4	Ratification of Appointment of M/s. Deloitte Haskins & sells, Chartered Accountants as the Statutory Auditors of the Company			
Special Business				
5	To regularize the appointment of Additional Director, Mr. Krishna Kumar Gangadharan			
6	To approve remuneration payable to Mr. Ajay Kumar Singh & Co., Cost Accountants as Cost Auditors of the Company for the Financial year 2017-18			
7	To consider and determine the fees for delivery of any document through a particular mode of delivery to the member(s) of the Company			

Signed this ..... day of ..... 2017.

.....

Signature of the member(s)

Signature of the proxy holder(s)

Affix revenue stamp

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.