



NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of **DEN Networks Limited** will be held on **Wednesday, July 27, 2022 at 4:00 P.M. (IST)** through Video Conferencing ("**VC**"), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon; and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:
 - a) "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
 - b) "**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. To appoint Shri Sameer Manchanda (DIN: 00015459), who retires by rotation as a Director 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** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Sameer Manchanda (DIN: 00015459), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."
3. To appoint Shri Saurabh Sancheti (DIN: 08349457), who retires by rotation as a Director 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** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Saurabh Sancheti (DIN: 08349457), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023 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** in accordance with the provisions of Section 148 and 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(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and

set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, be and is hereby ratified."

5. To re-appoint Shri Rajendra Dwarkadas Hingwala (DIN: 00160602) as an Independent Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Rajendra Dwarkadas Hingwala (DIN: 00160602), who was appointed as an Independent Director and who holds office as an Independent Director up to December 20, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, that is, up to December 20, 2027;

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Shri Rajendra Dwarkadas Hingwala (DIN: 00160602), as an Independent Director of the Company, after he attains the age of 75 years, during the second term of office;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised 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 of Directors
For DEN Networks Limited**

**Hema Kumari
Company Secretary & Compliance Officer**

New Delhi, May 16, 2022

Registered Office

Unit No.116, First Floor, CWing Bldg. No. 2 Kailas Industrial Complex
L.B.S Marg Park Site Vikhroli(W), Mumbai - 400079, Maharashtra
Tel. : +91-022-25170178
Website : www.dennetworks.com
Email id : investorrelations@denonline.in
CIN : L92490MH2007PLC344765

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under SEBI Listing Regulations is also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Shri Sameer Manchanda (DIN: 00015459) and Shri Saurabh Sancheti (DIN: 08349457), Directors of the Company, retire by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments. Shri Sameer Manchanda and Shri Saurabh Sancheti, Directors of the Company, are interested in the Ordinary Resolutions set out at Item Nos. 2 and 3 respectively, of the Notice with regard to their re-appointments. The relatives of Shri Sameer Manchanda and Shri Saurabh Sancheti, may be deemed to be interested in the resolutions set out at Item Nos. 2 and 3 of the Notice respectively, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.
6. Details of Directors retiring by rotation/ seeking re-appointment at this Meeting are provided in the "Annexure" to the Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. In compliance with the MCA Circulars and Securities and Exchange Board of India ("SEBI") Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email address is registered with the Company/ Registrar and Transfer Agent/Depository Participants/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.dennetworks.com, websites of the Stock Exchanges, that is BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>
8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered/updated their e-mail address with the Company are requested to register/update the same with KFinTech, by clicking the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>, and following the registration process as guided therein or by sending an e-mail request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the e-mail address, mobile number, self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form) to enable KFinTech to register their e-mail address.
 - b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant with whom they maintain their account.

PROCEDURE FOR JOINING THE AGM THROUGH VC:

9. The Company will provide VC facility to its Members for participating at the AGM.
 - a) **Members will be able to attend the AGM through VC by using their login credentials provided in the accompanying communication.**

Members are requested to follow the procedure given below:

OPTION 1
 - (i) Launch internet browser by typing / clicking on the following link: <https://jiomeet.jio.com/dennetworksagm/>

(best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)

- (ii) Click on “Shareholders **CLICK HERE**” button
- (iii) Enter the login credentials (that is, User ID and password provided in the accompanying communication) and click on “Login”.
- (iv) Upon logging-in, you will enter the Meeting Room.
- b) **Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No.13.C.(vii).(III).**
- c) Members who would like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com>. The Speaker Registration will be open during Friday, July 22, 2022 to Sunday, July 24, 2022. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- d) All Members attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.
- e) Members will be allowed to attend the AGM through VC on first come, first served basis.
- f) **Institutional / Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to nkj@nkj.co.in with a copy marked to einward.ris@kfintech.com. Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.**
- g) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
- h) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free number 1800 309 4001 (from 9:00 a.m. to 6:00 p.m. on all working days). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number (“**EVEN**”) in all your communications.
- 10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- 11. Members attending the AGM through VC shall be reckoned for the purpose of quorum under Section 103 of the Act.
- 12. Members of the Company under the category of ‘Institutional Investors’ are encouraged to attend and vote at the AGM.

PROCEDURE FOR ‘REMOTE E-VOTING’ AND E-VOTING AT THE AGM (‘INSTA POLL’):

13. A. E-VOTING FACILITY:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means (“**e-voting**”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“**remote e-voting**”).

Further, the facility for voting through electronic voting system will also be made available at the Meeting (“**Insta Poll**”) and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (i) individual Members holding shares of the Company in demat mode, (ii) Members other than individuals holding shares of the Company in demat mode, (iii) Members holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address is explained in the instructions given under C. and D. hereinbelow.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	9:00 A.M. (IST) on Saturday, July 23, 2022
End of remote e-voting:	5:00 P.M. (IST) on Tuesday, July 26, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, Wednesday, July 20, 2022 (“Cut-off Date”).

The Board of Directors of the Company has appointed Shri Neelesh Kumar Jain, Company Secretary in Practice (FCS No.: 5593) of M/s. NKJ & Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

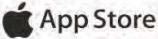



- (i) **The Members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
- (ii) **Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.**
- (iii) A Member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting i.e. Insta Poll. If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- (iv) **A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.**
- (v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. REMOTE E-VOTING:

(vi) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all **"individual Members holding shares of the Company in demat mode"** can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below

Procedure to login through websites of Depositories	
National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. v. You will be able to see Company Name: "DEN Networks Limited" on the next screen. Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) ii. Enter your User ID and Password for accessing Easi / Easiest. iii. You will see Company Name: "DEN Networks Limited" on the next screen. Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Select option "Register Online for IDeAS" available on the left hand side of the page iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 	<p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

<p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following link: https://www.evoting.nsdl.com/ Click on the button “Login” available under “Shareholder/Member” section. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen. You will be able to see Company Name: “DEN Networks Limited” on the next screen. Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>4. NSDL Mobile App – Speede Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>	<p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following links: www.cdslindia.com / https://www.evotingindia.com Provide Demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
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Procedure to login through their demat accounts / Website of Depository Participant

Individual Members holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for “**e-Voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “**e-Voting**” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 / 1800 22 44 30	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

(vii) **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

(I) (A.) In case a Member receives an e-mail from the Company / KFinTech [for Members whose e-mail address is registered with the Company / KFinTech / Depository Participant(s)]:

- Launch internet browser by typing the **URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com)**
- Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number+Folio No. or DP

ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 18003094001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.

- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for DEN Networks Limited.
- (g) On the voting page, enter the number of shares as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Institutional/ Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser

at e-mail id: nkj@nkj.co.in with a copy marked to einward.ris@kfintech.com. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

(B.) In case of a Member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

- (a) Members holding shares in physical mode and who have not registered/updated their e-mail address with the Company are requested to register/update the same with KFinTech, by clicking the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>, and following the registration process as guided therein or by sending an e-mail request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the e-mail address, mobile number, self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form) to enable KFinTech to register their e-mail address.
- (b) **Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at I.(A). (a) to (m) to cast your vote.

(II) Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).

(III) Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-off Date / any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:

- (a) If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678



Example for Physical: MYEPWD <SPACE> XXXX123456789

- (b) If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.
 - (c) Member may call on KFinTech's toll-free number 18003094001 (from 9:00 a.m. to 6:00 p.m. on all working days).
 - (d) Member may send an e-mail request to einward.ris@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
 - (e) If the Member is already registered with KFinTech's e-voting platform, then he/she/ it can use his/her/its existing password for logging-in.
- (IV) In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.
- (V) **Members are requested to note the following contact details for addressing e-voting related grievances:**
Shri Raj Kumar Kale, Asst. Vice President
KFin Technologies Limited
(Formerly known as KFin Technologies Private Limited)
Selenium Tower B, 6th Floor, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad 500 032
Phone No: +91 40 6716 1700
Toll-free No: 18003094001 (from 9:00 a.m. to 6:00 p.m. on all working days)
E-mail: einward.ris@kfintech.com

D. INSTA POLL:

(viii) **INFORMATION AND INSTRUCTIONS FOR INSTA POLL:**

Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E. E-VOTING RESULT:

- (ix) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared **within two working days** of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company : www.dennetworks.com and

on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges and will also be displayed at the Registered Office of the Company.

- (x) **Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, that is, Wednesday, July 27, 2022.**

PROCEDURE FOR INSPECTION OF DOCUMENTS:

- 14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to investorrelations@denonline.in

- 15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **Wednesday, July 20, 2022** by sending e-mail on investorrelations@denonline.in. The same will be replied by the Company suitably.

IEPF RELATED INFORMATION:

- 16. The Company had transferred Share Application Money received and due for refund or unclaimed by Members for more than seven consecutive years or more, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of Share Application Money transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- 17. Members may note that unclaimed Share Application Money transferred to IEPF Authority can be claimed back from the IEPF Authority. The concerned members/investors are advised to visit the weblink of the IEPF Authority <http://iepf.gov.in/IEPF/refund.html>, or contact KFin, for detailed procedure to lodge the claim for refund of unclaimed amounts from IEPF Authority.

OTHER INFORMATION

- 18. As mandated by the SEBI, securities of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
- 19. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December

14, 2021, mandated furnishing of PAN, KYC details and nomination by holders of physical securities. Further, it is stated that folios wherein any one of the cited document / details are not furnished or made available on or after April 1, 2023, the relevant folio(s) shall be frozen by the Registrars and Transfer Agent of the Company. The Company has sent the communication to the Members holding shares in physical form in relation to the aforesaid. The investor service requests forms are available on website of the Company at www.dennetworks.com. In view of the above, we urge the Members to submit the investor service request form along with the supporting documents at the earliest.

20. Members holding shares in physical mode are:

- a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFinTech at einward.ris@kfinetech.com, if not registered / updated with the Company / KFinTech, as mandated by SEBI. Alternatively, such Members may write to the Company at investorrelations@denonline.in or to KFinTech at einward.ris@kfinetech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque leaf.
- b) advised to register nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website and can be accessed at link https://dennetworks.com/upload/corporate_gov/Nomination_Forms.pdf

21. Members holding shares in electronic mode are:

- a) requested to submit their PAN and bank account details to their respective Depository Participants with which they are maintaining their demat accounts.
 - b) advised to contact their respective Depository Participants for registering nomination.
22. Non-Resident Indian members are requested to inform the Company / KFinTech (if shareholding is in physical mode) / respective Depository Participants (if shareholding is in demat mode), immediately of:
- a) Change in their residential status on return to India for permanent settlement; and
 - b) Particulars of their bank account maintained in India with account type, account number and name and address of the bank with pin code number, if not furnished earlier.
23. Pursuant to SEBI circular dated January 25, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Special Business mentioned in the Notice:

Item No. 4

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment of M/s. Ajay Kumar Singh & Company, Cost Accountants (Firm Registration No. 000386), as Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2023 and also approved the remuneration of ₹75,000 /- (Rupees Seventy-five Thousand only) to be paid to him.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for ratification by the Members.

Item No. 5

The Members of the Company had appointed Shri Rajendra Dwarkadas Hingwala (DIN: 00160602) as an Independent Director of the Company, to hold office up to December 20, 2022 ("**first term**").

The Nomination and Remuneration Committee ("**NRC**") of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Shri Rajendra Dwarkadas Hingwala as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his professional background and experience and contributions made by him during his tenure, the continued association of Shri Rajendra Dwarkadas Hingwala would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Shri Rajendra Dwarkadas Hingwala as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Shri Rajendra Dwarkadas Hingwala is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("**the Act**"), and has given his consent to act as a director. The Company has also received requisite declaration/confirmation from Shri Rajendra Dwarkadas Hingwala *inter alia* stating that



he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Listing Regulations"**).

In the opinion of the Board, Shri Rajendra Dwarkadas Hingwala fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Rajendra Dwarkadas Hingwala is independent of the management.

Details of Shri Rajendra Dwarkadas Hingwala are provided in the **"Annexure"** to the Notice, pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (**"SS-2"**), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Act.

As per Regulation 17(1A) of the Listing Regulations, a listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Considering that during the course of second term of Shri Rajendra Dwarkadas Hingwala as Independent Director of the Company, he will be attaining the age of 75 years, the Company is required to obtain approval of the Members by means of a special resolution for continuation of his directorship on the Board of the Company after he attains the age of 75 years, during the second term of office.

The NRC had identified amongst others, expertise and experience in the areas of finance and tax as the skills and capabilities for the role. Shri Rajendra Dwarkadas Hingwala is a Chartered Accountant from the Institute of Chartered Accountants of India and has deep insights on advising on Double Taxation Avoidance Agreements, direct and indirect tax implications of acquiring undertakings/ companies, structuring of business transactions, compliance of tax laws including litigation support and structuring of investment by foreign entities in India through various investment routes. Considering the educational background and rich experience of

over four decades in the areas of finance and tax, Shri Rajendra Dwarkadas Hingwala meets the requirements as laid down by the NRC.

Copy of draft letter of appointment of Shri Rajendra Dwarkadas Hingwala setting out the terms and conditions of appointment is available electronically for inspection by the Members.

Shri Rajendra Dwarkadas Hingwala is interested in the resolution set out at Item No. 5 of the Notice with regard to his re-appointment. Relatives of Shri Rajendra Dwarkadas Hingwala may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

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

**Hema Kumari
Company Secretary & Compliance Officer**

New Delhi, May 16, 2022

Registered Office

Unit No.116, First Floor, CWing Bldg. No. 2 Kailas Industrial Complex
L.B.S Marg Park Site Vikhroli(W), Mumbai - 400079, Maharashtra
Tel. : +91-022-25170178
Website : www.dennetworks.com
Email id : investorrelations@denonline.in
CIN : L92490MH2007PLC344765

ANNEXURE TO THE NOTICE DATED MAY 16, 2022
Details of Director retiring by rotation/seeking re-appointment at the Meeting

Shri Sameer Manchanda	
Age	60 Years
Nationality	Indian
Date of first appointment on the Board	15 th September, 2007
Qualifications	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	<p>Shri Sameer Manchanda is a qualified Chartered Accountant. He has over three decades of experience in the Indian media and television industry. Beside executing ideas, his expertise spans across strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations and joint ventures.</p> <p>Prior to DEN, he co-founded the erstwhile IBN18, home of CNN IBN and IBN7. He was a founder member of the News Broadcasters Association and served as its President from 2009 to 2010.</p>
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Sameer Manchanda, is liable to retire by rotation.
Remuneration last drawn (FY 2021-22)	₹ 233.96 Lakh by way of remuneration in capacity of Managing Director of the Company and ₹ 2.40 Lakh by way of sitting fees (for attending Board / Committee Meetings) as Non-Executive Director of the Company.
Remuneration proposed to be paid	As per existing approved terms and conditions
Shareholding in the Company as on March 31, 2022	1,75,99,220 equity shares
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2021-22)	6
Directorship of other Boards as on March 31, 2022	Nil
Membership/Chairmanship of Committees of other Boards as on March 31, 2022	Nil
Listed Entities from which resigned as Director in past 3 years	Nil
Shri Saurabh Sancheti	
Age	37 Years
Nationality	Indian
Date of first appointment on the Board	29 th March, 2019
Qualifications	B. Tech (IIT Roorkee), PGDM (IIM Ahmedabad)
Experience (including expertise in specific functional area) / Brief Resume	<p>Shri Saurabh Sancheti has over 13 years of experience in multiple sectors. He has expertise in driving growth, turning around operations and corporate development and holds multiple accolades like Economic Times 40 under forty, Fortune 40 under forty and Young Distinguished Alumni award from IIM, Ahmedabad. Currently, he is a Chief Financial Officer at Jio Platforms Limited and Jio Media Limited.</p>
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Saurabh Sancheti, is liable to retire by rotation.
Remuneration last drawn (FY 2021-22)	₹ 3.50 Lakh by way of sitting fees (for attending Board / Committee Meetings)
Remuneration proposed to be paid	As per existing approved terms and conditions
Shareholding in the Company as on March 31, 2022	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2021-22)	5



Directorship of other Boards as on March 31, 2022	Hathway Cable and Datacom Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2022	Hathway Cable and Datacom Limited • Investment & Loan Committee - Member
Listed Entities from which resigned as Director in past 3 years	Nil
Shri Rajendra Dwarkadas Hingwala	
Age	69 Years
Nationality	Indian
Date of first appointment on the Board	21 st December, 2019
Qualifications	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	Shri Rajendra Dwarkadas Hingwala has worked as Director/ Partner with PricewaterhouseCoopers Private Limited (PWC) and retired therefrom after 38 years of service. His area of work included advising on various provisions of Double Taxation Avoidance Agreements, direct and indirect tax implications of acquiring undertakings/ companies, structuring of business transactions, compliance of tax laws including litigation support and structuring of investment by foreign entities in India through various investment routes.
Terms and Conditions of Re-appointment	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, Shri Rajendra Dwarkadas Hingwala is proposed to be re-appointed as an Independent Director.
Remuneration last drawn (FY 2021-22)	₹ 3.10 Lakh by way of sitting fees (for attending Board / other Meetings)
Remuneration proposed to be paid	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto and the resolution passed by the Members through Postal Ballot dated 27 th March, 2020
Shareholding in the Company as on March 31, 2022	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2021-22)	6
Directorship of other Boards as on March 31, 2022	1. Balkrishna Industries Limited 2. Infinite India Investment Management Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2022	Balkrishna Industries Limited • Audit Committee – Member • Nomination and Remuneration Committee - Member Infinite India Investment Management Limited • Invit Committee - Member
Listed Entities from which resigned as Director in past 3 years	Nil

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

New Delhi, May 16, 2022

Registered Office

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**Hema Kumari
Company Secretary & Compliance Officer**