

NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of the members of DEN Networks Limited ("the Company") will be held on Wednesday, September 23, 2020 at 4:00 p.m.(IST) through Video Conferencing ("VC"), to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt: (a) the audited financial statement of the Company for the financial year ended March 31, 2020 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, 2020 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**:

- "RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
- "RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

- To appoint Shri Anuj Jain (DIN: 08351295), 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 Anuj Jain (DIN: 08351295), who retires by rotation at this meeting, be and is hereby appointed as Director of the Company."

SPECIAL BUSINESS:

- To re-appoint Dr. (Ms.) Archana Niranjana Hingorani (DIN: 00028037) 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), Dr. (Ms.) Archana Niranjana Hingorani (DIN: 00028037), who was appointed as an Independent Director and who holds office as an Independent Director up to November 8, 2020 and in respect of whom the Company has received a notice in writing

under Section 160 of the Act from a member proposing her 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 3 (three) consecutive years, i.e., up to November 8, 2023;

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."

- To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 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, 2021, be and is hereby ratified."

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

**Jatin Mahajan
Company Secretary**

New Delhi, August 27, 2020

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. : +91-22-61289999
Website : www.dennetworks.com
Email id : investorrelations@denonline.in
CIN : L92490MH2007PLC344765

NOTES:

- Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') 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.
- A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed

hereto.

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 Anuj Jain, Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.
Shri Anuj Jain is interested in the Ordinary Resolution set out at Item No. 2, of the Notice with regard to his re-appointment. The relatives of Shri Anuj Jain may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, 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 2 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 SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for 2019-20 will also be available on the Company’s website www.dennetworks.com, websites of the Stock Exchanges, i.e., 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 Private Limited (“KFin”) at <https://evoting.karvy.com/public/Downloads.aspx>**
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 email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investorrelations@denonline.in or to KFin at einward.ris@kfintech.com
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with

the relevant Depository Participants.

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 e-voting login credentials.**

Members are requested to follow the procedure given below:

OPTION 1 (through JioMeet weblink)

- (i) Launch internet browser (Edge 44+, Firefox 78+, Chrome 83+, Safari 13+) by typing the URL : <https://jiomeet.jio.com/dennetworksagm/>
- (ii) Select “Shareholders” option on the screen
- (iii) Enter the login credentials

User ID: For demat shareholders: 16 digit DPID+Client ID is your User ID (DP ID and Client ID to be typed continuously)

For e.g. : IN12345612345678 (NSDL)
1402345612345678 (CDSL)

(Client ID is the last 8 digits of your demat account number as per your account statement / contract note / delivery instruction slip / email sent by the Company); or

For holders of shares in physical form: E-Voting Event Number + your Folio No. is your User ID (to be typed continuously)

Password: Enter your password for e-voting sent by the Company through e-mail.

In case you do not remember your password, then click on “Forgot Password” and follow steps given below in this Notice, to generate password.

- (iv) After logging in, you will be directed to the AGM.

OPTION 2 (through KFin weblink)

- i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on “Video Conference” option
 - iv. Then click on camera icon appearing against AGM event of DEN Networks Limited, to attend the Meeting.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
 - c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The Speaker Registration will be open during Friday, September 18, 2020 to Monday,

September 21, 2020. 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) Members will be allowed to attend the AGM through VC on first come, first served basis.
 - e) Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - f) Members who need assistance before or during the AGM, can contact KFin on emeetings@kfintech.com or call on toll free numbers 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number 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 AGM.
 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:

13. 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, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at 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 KFin as the agency to provide e-voting facility.

The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

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

Commencement of remote e-voting:	9.00 A.M. on Saturday, September 19, 2020
End of remote e-voting:	5.00 P.M. on Tuesday, September 22, 2020

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 KFin 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 share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday, September 16, 2020.

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, as Scrutiniser to scrutinise 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.

Information and instructions relating to e-voting are as under:

- 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. 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.
- ii. A member can opt for only single mode of voting, i.e., through remote e-voting or 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".
- iii. 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, i.e., Wednesday, September 16, 2020 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.
- iv. 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 may obtain the User ID and password from KFin 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> XXXX1234567890
 - (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.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may call on KFin's toll-free numbers 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.)
 - (d) Member may send an e-mail request to einward.ris@kfintech.com
 - (e) If the member is already registered with KFin's e-voting platform, then he can use his existing password for logging in.

- 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.

vi. **Information and instructions for remote e-voting:**

I. A. In case a member receives an e-mail from the Company / KFin [for members whose e-mail addresses are registered with the Company / KFin / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (b) Enter the login credentials (**User ID and password given in the e-mail**). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.karvy.com> or contact toll-free number 1800-345-4001 for 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) Corporate / Institutional Members (i.e., 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. 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 EVENT NO."

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

- (a) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investorrelations@denonline.in or KFin at einward.ris@kfintech.com
- (b) **Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.**
- (c) After due verification, the Company / KFin will forward your login credentials to your registered email address.
- (d) Follow the instructions at I. (A). (a) to (m) to cast your vote.

II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).

III. 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.

IV. In case of any query pertaining to 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 KFin's website <https://evoting.karvy.com/public/Faq.aspx> or contact KFin 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 grievances:

Shri Rajkumar Kale, Senior Manager
KFin Technologies Private Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032, India
Tel: +91 40 67162222
Toll Free No.: 1800-345-4001
(From 9:00 a.m. to 6:00 p.m.)
e-mail: einward.ris@kfintech.com

VI. Information and instructions for Insta Poll:

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

VII. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting 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 forty-eight hours 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 KFin at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.

VIII. **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, i.e., Wednesday, September 23, 2020.**

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 email 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 Tuesday, September 15, 2020 through email 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 shareholders 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. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / KFin has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

19. Members holding shares in physical mode are:

- required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFin at einward.ris@kfintech.com. Shareholders, if not registered with the Company/ KFin, as mandated by SEBI can register by writing to the Company at investorrelations@denonline.in or to KFin at einward.ris@kfintech.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.
- advised to register nomination in respect of their shareholding in the Company as per Section 72 of the Act and are requested to write to Kfin.

20. Members holding shares in electronic mode are:

- requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
- advised to contact their respective DPs for registering nomination.

21. Non-Resident Indian members are requested to inform KFin / respective DPs, immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

22. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.



23. 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 KFin for consolidation into a single folio.

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. 3

The members of the Company had appointed Dr. (Ms.) Archana Niranjana Hingorani (DIN: 00028037) as an Independent Director of the Company, to hold office up to November 8, 2020 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Dr. (Ms.) Archana Niranjana Hingorani as an Independent Director, for a second term of 3 (three) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Dr. (Ms.) Archana Niranjana Hingorani would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, it is proposed to re-appoint Dr. (Ms.) Archana Niranjana Hingorani as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years on the Board of the Company.

Dr. (Ms.) Archana Niranjana Hingorani is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given her consent to act as a director.

The Company has also received declaration from Dr. (Ms.) Archana Niranjana Hingorani that she 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 ("Listing Regulations").

In the opinion of the Board, Dr. (Ms.) Archana Niranjana Hingorani fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Dr. (Ms.) Archana Niranjana Hingorani is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Dr. (Ms.) Archana Niranjana Hingorani are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

She shall be paid remuneration by way of sitting 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 within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Dr. (Ms.) Archana Niranjana

Hingorani setting out the terms and conditions of appointment is available for inspection by the members.

Dr. (Ms.) Archana Niranjana Hingorani is interested in the resolution set out at Item No. 3 of the Notice with regard to her re-appointment. Relatives of Dr. (Ms.) Archana Niranjana Hingorani 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. 3 of the Notice for approval by the members.

Item No. 4

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration 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, 2021 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, 2021 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.

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

**Jatin Mahajan
Company Secretary**

New Delhi, August 27, 2020

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. : +91-22-61289999
Website : www.dennetworks.com
Email id : investorrelations@denonline.in
CIN : L92490MH2007PLC344765

ANNEXURE TO THE NOTICE

Details of Director retiring by rotation/seeking re-appointment at the Meeting

Shri Anuj Jain	
Age	53 years
Date of first Appointment on the Board	March 29, 2019
Qualifications	B. Tech (AMU, India), MBA (CSU, San Jose USA)
Experience (including expertise in specific functional area) / Brief Resume	Mr. Anuj Jain has over 7 years of experience with Reliance Jio. He has been working in Reliance Jio since inception. He has total 28 years of industry experience in multiple sectors.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Anuj Jain, who was appointed as a Non-executive Director at the Annual General Meeting held on September 23, 2019, is being proposed to be re-appointed as Director of the Company, liable to retire by rotation.
Remuneration last drawn(FY 2019-20) (including sitting fees, if any)	₹ 2,00,000
Remuneration proposed to be paid	As per existing approved terms and conditions
Shareholding in the Company as on March 31, 2020	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year(2019-20)	4
Directorships of other Boards as on March 31, 2020	Hathway Cable and Datacom Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	Hathway Cable and Datacom Limited Investment and Loan Committee-Member

Dr. (Ms.) Archana Niranjana Hingorani	
Age	54 years
Date of first Appointment on the Board	November 9, 2017
Qualifications	Bachelor of Arts (Economics), Post-graduate in Management (MBA), Ph.D. in Corporate Finance from the University of Pittsburgh, USA.
Experience (including expertise in specific functional area) / Brief Resume	<p>Dr. (Ms.) Archana Niranjana Hingorani is Co-founder of Siana Capital Management LLP, an asset manager investing in the science and technology domains.</p> <p>Previously, she was the Chief Executive Officer of IL & FS Investment Managers Limited, and has over 25 years' experience of investing in private equity transactions.</p> <p>She serves on the University of Pittsburgh, Chancellor's Global Advisory Council and the Advisory Board of Talent Nomics, a Washington based group focused on encouraging upward movement of women in the workforce, and Global Impact Initiative, an Australian firm focused on impact investments.</p> <p>In the recent past, she has also served on the Investment Commissions of the United Nations Environment Programme. She has been recognized for leadership by Business World, Fortune India and Asian Investor. She is also an Adjunct Faculty at the Katz Business School, for Private Equity and Alternative Assets. In sum, she has over 34 years' experience in the financial services business, teaching and research.</p>



Terms and Conditions of Re-appointment	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Dr. (Ms.) Archana Niranjana Hingorani is proposed to be re-appointed as an Independent Director
Remuneration last drawn (FY 2019-20) (including sitting fees)	Rs. 2,80,000/-
Remuneration proposed to be paid	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto and the resolution at Item No. 5 passed by the shareholders at the Annual General Meeting held on September 19, 2018
Shareholding in the Company as on March 31, 2020	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2019-20)	4
Directorships of other Boards as on March 31, 2020	1. Alembic Pharmaceuticals Limited 2. Grindwell Norton Limited 3. 5 Paisa Capital Limited 4. Sidbi Venture Capital Limited 5. PNB Metlife India Insurance Company Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	Alembic Pharmaceuticals Limited a. Audit Committee- Member Grindwell Norton Limited a. Audit Committee- Member b. Stakeholders Relationship Committee- Chairperson 5 Paisa Capital Limited a. Audit Committee- Chairperson b. Stakeholders Relationship committee- Member c. Nomination & Remuneration committee- Member Sidbi Venture Capital Limited a. Audit committee- Chairperson b. HR Committee- Member c. Nomination & Remuneration Committee- Chairperson PNB Metlife India Insurance Company Limited a. Audit Committee - Chairperson b. Nomination & Remuneration Committee- Member c. ALM & Risk Management Committee- Chairperson

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

**Jatin Mahajan
Company Secretary**

New Delhi, August 27, 2020

Registered Office

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