



DEN NETWORKS LIMITED

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

Tel. : 011-40522200, Fax: - 011-40522200

CIN:- L92490DL2007PLC165673

Email: investorrelations@denonline.in; Web-site: - www.dennetworks.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of **DEN Networks Limited** will be held on Monday, April 15, 2019 at 11.00 A.M at **PHD Chamber of Commerce and Industry**, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016 to transact the following special business(s):-

1. APPOINTMENT OF STATUTORY AUDITORSTO FILL CASUAL VACANCY:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Chaturvedi & Shah LLP, Chartered Accountants (FRN.: 101720W/W100355), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. BSR & Associates LLP, Chartered Accountants (FRN.: 116231W/W-100024) and to hold the office till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

2. TO CONSIDER AND APPROVE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules made thereunder, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorized 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
For DEN Networks Limited

Jatin Mahajan
Company Secretary

Place: New Delhi

Date: March 18, 2019

NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the special business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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.**
3. 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 the Meeting.
4. Attendance slip and route map of the venue of the meeting is annexed to the notice.
5. 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.
6. 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.
7. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.
8. 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 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 Fintech Private Limited, the Registrar and Share transfer Agent of the company.
10. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M to 1.00 P.M. upto the date of EGM except holidays.
11. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith. 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. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the meeting.
12. Notice of this EGM dated March 18, 2019, 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 Participants 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 EGM of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
13. 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 Fintech Private Limited, at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032

14. 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 Fintech Private Limited, for consolidation into a single folio.

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 Fintech 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(s).
 - e. The E-voting period will commence at 09.00 A.M on April 11, 2019 and will end on April 14, 2019 at 5.00 P.M.
 - f. The cut-off date (i.e. the record date) for the purpose of e-voting is April 5, 2019.
 - 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 Ballot Form. Your folio/DP Client ID will be your 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
	Your Unique password is printed on the Ballot Form / via email forwarded through the electronic notice
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 our toll free No. **1800-3454-001** for any further clarifications.
- iv. Members can cast their vote online from April 11, 2019 at 9.00 A.M to April 14, 2019 till 05.00 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 Fintech Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, 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 existing 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/FILs/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, with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _ Event no."
- xiv. 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.
- xv. 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 April 05, 2019.

The results shall be declared on or after the EGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company (www.dennetworks.com) and on Karvy's website (<https://evoting.karvy.com>) and will also be submitted to the BSE Limited and National Stock Exchange of India Limited.

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

ITEM No. 1

The Company has appointed BSR & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for a period of five years at the Annual General Meeting of the Company held on September 19, 2018. The Company made a Preferential Allotment of 28,14,48,000 Equity Shares of the Company ("DEN Networks Limited") on February 04, 2019 to Jio Futuristic Digital Holdings Private Limited, Jio Digital

Distribution Holdings Private Limited and Jio Television Distribution Holdings Private Limited (collectively be referred as “allottees”). The allottees belong to the Reliance Group. BSR & Associates LLP are providing certain services to Reliance Industries Limited and its subsidiary companies. In view of this and in compliance with the provisions of the Companies Act, 2013, BSR & Associates LLP, Statutory Auditors (FRN: 116231W/W-100024) have tendered their resignation from the office of Statutory Auditors with effect from February 04, 2019, resulting into a casual vacancy in the office of Statutory Auditors of the company under the provisions of section 139(8) of the Companies Act, 2013. In terms of Section 139(8) of the Act, the casual vacancy in the office of Auditors shall be filled by the Board of Directors and the casual vacancy is as a result of the resignation of the auditor shall also be approved by the Company in general meeting of the Company.

The Audit Committee of the Board of Directors of the Company has reviewed the experience, independence, eligibility of M/s Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration No. 101720W/W100355) and recommended to the Board their appointment, remuneration and the terms of appointment as Statutory Auditors of the Company. The Board of Directors of the Company have appointed and recommended the appointment of M/s Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration No. 101720W/W100355) as Statutory Auditors of the Company. The Board has received the consent and eligibility to act as Statutory Auditors from M/s Chaturvedi & Shah LLP along with a confirmation that their appointment, if made by the members, would be within the limits prescribed under Companies Act, 2013. M/s Chaturvedi & Shah LLP shall conduct the Statutory Audit for the period ended March 31, 2019 and subsequent quarter(s) up-to the next Annual General Meeting of the Company.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the directors, key managerial personnel of the Company or any of their relative, is in anyway, concerned or interested, financially or otherwise, in the above resolution, except to the extent of their respective shareholding in the Company.

The Board commends the Ordinary resolution set out at Item No. 1 of the Notice for approval of members

ITEM No. 2

The members of the Company in the Extra-Ordinary General Meeting held on November 14, 2018 had approved the preferential issue of 28,14,48,000 fully paid-up equity shares of the Company of face value INR 10 (Rupees Ten only) to Jio Futuristic Digital Holdings Private Limited, Jio Digital Distribution Holdings Private Limited and Jio Television Distribution Holdings Private Limited (collectively referred as “Investors”) in accordance with the terms and conditions of the Share Subscription Agreement (“SSA”) dated October 17, 2018, executed by and among the Company, the Investors and certain members of the promoter and promoter group of the Company. The Board of Directors in its meeting held on February 04, 2019 have allotted 28,14,48,000 fully paid-up equity shares to the aforesaid Investors. In terms of the SSA, the Company is required to alter the existing articles of association of the Company to reflect certain provisions of the Shareholders' Agreement (“SHA”) and SSA both dated October 17, 2018, executed by and among the Company, the Investors and certain members of the promoter and promoter group of the Company and the confidentiality and non-disclosure agreement executed between an affiliate of the Investors and the Company and any other documents required to be executed in connection with the transactions contemplated under the said agreements and documents.

The Board of Directors in its meeting held on February 04, 2019, has approved a new set of regulations in the articles of association of the Company, in substitution for, and to the entire exclusion of, the existing regulations contained in the articles of association of the Company. In terms of Section 14 of Companies Act, 2013 and rules made thereunder, the consent of the Members by way of Special Resolution is required for

alteration of AOA of the Company.

The physical copy of the Articles of Association shall be open for inspection at the registered office of the company during the working hours of the Company between 10.00 A.M to 1.00 P.M. upto the date of EGM except on holidays.

None of the directors, key managerial personnel of the Company or any of their relative, is in anyway, concerned or interested, financially or otherwise, in the above resolution, except to the extent of their respective shareholding in the Company.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval of members

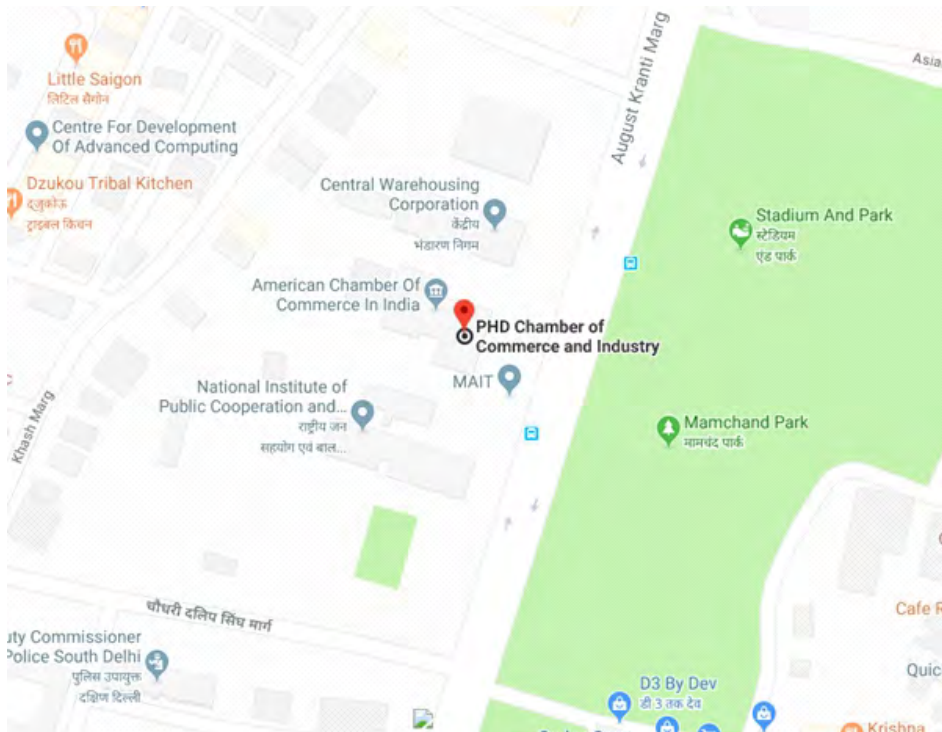
By Order of the Board
For DEN Networks Limited

Jatin Mahajan
Company Secretary

Place: New Delhi

Date: March 18, 2019

Route map to the venue of the EGM



**ATTENDANCE SLIP****DEN NETWORKS LIMITED**

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

investorrelations@denonline.in | www.dennetworks.com

Tel: + 91 11 40522200, Fax: + 91 11 40522203

Extra Ordinary General Meeting - April 15, 2019

Registered Folio no. / Client ID no. :

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DP ID no:

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Number of shares held

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I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company at PHD Chamber of Commerce and Industry PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016 on Monday, April 15, 2019 at 11:00 A.M.IST.

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

**Proxy form**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of
the Companies (Management and Administration) Rules, 2014]

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Extra Ordinary General Meeting - April 15, 2019

Name of the member(s)

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Registered address

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Email

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Folio no. / Client ID

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DP ID

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I/We, being the member(s) of shares of the above named company, hereby appoint

Name:..... Email:.....

Address:.....

..... Signature:

or failing him / her

Name:..... Email:.....

Address:.....

..... Signature:

or failing him / her

Name:..... Email:.....

Address:.....

..... Signature:

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 PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016 on Monday, April 15, 2019, at 11:00 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
Special Business(s)				
1.	Appointment of Statutory Auditors to fill Casual Vacancy (Ordinary Resolution)			
2.	To consider and approve alteration of Articles of Association of the Company (Special Resolution)			

Signed this day of 2019.

.....
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.