



DEN NETWORKS LIMITED

CIN: L92490DL2007PLC165673

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

website: www.dennetworks.com | e-mail:-investorrelations@denonline.in

Phone: 011-40522200 | Fax: 011-40522203

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the resolution set out below are proposed to be passed by Postal Ballot.

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

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

The members are requested to carefully read the instructions printed on the Postal Ballot Form (no other form is permitted) and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the scrutinizer at the Registered Office of the Company on or before the close of working hours on Thursday, October 18, 2018. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification/amendment thereof), the Company has also provided e-voting facility for its Members to exercise their vote on resolution proposed to be passed through Postal Ballot. The procedure for e-voting is given above the Explanatory Statement. Members may choose to vote using the e-voting facility, the details whereof are also specified under instructions for e-voting.

The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot shall be announced on Friday, October 19, 2018 at the Registered Office of the Company.

RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT: Special Business

To consider and approve re-appointment of Mr. Sameer Manchanda (DIN: 00015459) as a Chairman Managing Director 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 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (as amended), if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, and such other rules, laws, regulations as may be applicable, and the Articles of Association of the Company and remuneration policy of the company, the approval of the members be and is hereby accorded for re-appointment of Mr. Sameer Manchanda (DIN: 00015459) as Chairman Managing Director of the Company, for a period of three years commencing from 10th September 2018 till 09th September 2021 on such remuneration as specified below and as decided by the board of directors on recommendation of nomination and remuneration committee of the company, on the key terms and conditions as set out below and subject to the approval of Central Government/Ministry of Corporate Affairs and other approvals, consents, permissions and sanctions as may be necessary and subject



to such conditions and modifications as may be prescribed by appropriate authorities with granting such permissions and his terms of office shall be liable to retire by rotation:-

Salary Gross

Rs. 3.25 Cr Per Annum

(This is same remuneration which was approved by Shareholders in AGM dated September 29, 2015. The Company is proposing the same remuneration for approval of shareholders without any change in terms and conditions).

Perquisites

Medical Benefits for Self and Family:

Reimbursement of expenses actually incurred.

Leave Travel Concession:

For self and family, reimbursement in respect of which shall not exceed one month's salary in a year. Any unspent amount be repaid at the end of tenure or may be carried forward to the succeeding years in case of extension of appointment.

Provident Fund:

Contribution to the Company's Provident Fund Scheme, in accordance with the rules of the scheme.

Gratuity:

One month's half salary for each completed year of service.

Leave Encashment:

Encashment of leave at the end of the tenure subject to a maximum of 45 days, including brought forward leaves if any.

Car:

Free use of Company maintained car with chauffeur for official purpose.

Telephone:

Free telephone facility at residence.

Club Membership:

Actual fees for a maximum of two clubs.

He will not be receiving sitting fees for attending meeting of the Board or Committee thereof.

Further, he shall be entitled to be paid and / or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

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

RESOLVED FURTHER THAT the Board (on the recommendation of the Nomination and Remuneration Committee) is hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of Mr. Sameer Manchanda as Chairman Managing Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if applicable and as may be agreed by and between the Board of Directors and Mr. Sameer Manchanda, without requiring to obtain any further approval from the shareholders

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing such re-appointment

DEN NETWORKS LIMITED



and generally for giving effect to these resolutions, the Board (including the Nomination and Remuneration Committee) be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard including payment of remuneration within the prescribed limit of the Companies Act, 2013 read with Schedule V of the Act and its applicable rules, schedule etc. (as amended from time to time) without further approval.

RESOLVED FURTHER THAT in the event of any relaxation made by the Central Government in the guidelines or ceiling on managerial remuneration during his tenure the remuneration payable to Mr. Sameer Manchanda may be increased as the Board may deem fit, in accordance with such guidelines for ceiling or necessary approval, if applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.

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

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

**Date: September 07, 2018
Place: New Delhi**

**Jatin Mahajan
Company Secretary**

Notes:

1. Explanatory Statement and reasons for the proposed special business pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 is given hereunder.
2. The Notice is being sent through courier / e-mail to all the Members, whose names would appear in the Register of Members / Record of Depositories as on September 07, 2018.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
4. The Board of Directors of the Company has appointed Mr. Manoj Kumar Jain, Practicing Company Secretary, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to the Company Secretary of the Company.
5. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolution. The result of the Postal Ballot will be declared on Friday, October 19, 2018 at 05.00 p.m. at the Registered Office of the



Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website www.dennetworks.com besides communicating the same to the BSE Limited and the National Stock Exchange Limited where the shares of the Company are listed.

6. The terms and conditions of re-appointment of Mr. Sameer Manchanda shall be open for inspection in physical at the registered office of the company by any member during normal business hours on any working day except Saturday, Sunday and public holidays, without any fee, up-to last date of receiving of Postal Ballot Forms by the scrutinizer.
7. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
8. Resolution, if approved, by the shareholders by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the shareholders.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Mr. Sameer Manchanda is a promoter / director of Den Networks Limited ('Company'). He was appointed as Chairman Managing Director of the Company for a period of 05 years on September 10, 2010 by resolution passed through postal ballot on October 21, 2010. He was re-appointed as Chairman Managing Director of the Company for a period of 03 years at the 08th Annual General Meeting of the Company held on September 29, 2015. His present tenure has been completed on September 09, 2018.

In terms of the provisions of the Companies Act 2013, and the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors have approved at their respective meeting held on September 07, 2018, the re-appointment of Mr. Sameer Manchanda as Chairman Managing Director of the Company **on same terms and conditions on which he was earlier appointed on September 29, 2015.**

It is pertinent to mention that the shareholders had approved remuneration of Rs. 3.25 Cr with 10% increment on yearly basis. However, the Company has paid remuneration of Rs. 2.47 Crore during financial year 2017-2018 as per Schedule V of the Companies Act, 2013.

It is also informed that the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 vide its notification dated May 09, 2018, there is a new clause (1B) is inserted in regulation 17. It has been provided that with effect from April 1, 2020, the top 500 listed entities shall ensure that the Chairperson of the board of such listed entity shall be a non-executive director; and not be related to the Managing Director or the Chief Executive Officer. The Board will look into the composition of the Board to check the applicability of the said Regulation.

The Company has received consent in writing from Mr. Sameer Manchanda to act as Chairman Managing Director and a declaration in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that Mr. Sameer Manchanda is not disqualified from being appointed as a Chairman Managing Director of the Company.

Mr. Sameer Manchanda satisfies all the conditions as set out in Part-I of Schedule V of the Companies Act, 2013 and conditions as set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment as Chairman Managing Director of the Company.

In compliance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations, 2015, Schedule V of the Companies Act, 2013, and Secretarial Standard on General Meeting as issued by ICSI, all relevant information relating to Mr. Sameer Manchanda are provided in this explanatory statement.

DEN NETWORKS LIMITED



Brief information about Mr. Sameer Manchanda, as per Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations, 2015, and Secretarial Standard -2 on General Meeting is appended below:

Name of Director	Mr. Sameer Manchanda
DIN	00015459
Date of Birth	17/06/1961
Age	57
Nationality	Indian
Date of Appointment on the Board	15/09/2007
Qualifications	Chartered Accountant
Expertise in Specific Functional Area	<p>Mr. Sameer Manchanda is the Chairman Managing Director of Den Networks Limited ('DEN'), India's leading cable TV distribution company serving 12 million homes across major states of India.</p> <p>DEN was founded in 2007 with the vision to bring about a paradigm shift in India's cable TV distribution industry through consolidation and digitization. Within a few years from its formation DEN become India's leading cable TV distribution company and is a pioneer of India's cable TV digitization movement.</p> <p>Prior to DEN, he co-founded the erstwhile IBN18, home of CNN IBN and IBN7 and was Joint Managing Director of the Company from 2005 to 2010. He was a founding members of the News Broadcasters Association and served as its President in 2009 to 2010.</p> <p>A qualified Chartered Accountant, he has over three decade's experience in the Indian media and television industry. His expertise spans across strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations and joint ventures.</p> <p>He is a member of the CCI National Committee on Media & Entertainment and the FICCI Broadcast forum.</p>
Number of shares held in the Company	466,54,550 equity Shares (23.83%)
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn	<p>Proposed re-appointment for 03 years</p> <p>Proposed remuneration – as mentioned in resolution</p> <p>Remuneration last drawn – 2.47 Cr.</p> <p>(as per schedule V of the Companies Act, 2013- as it was case of inadequate profitability)</p>
Date of First appointment on the Board of Den Networks Limited	September 15, 2007



DEN NETWORKS LIMITED

Number of Meetings of the Board attended during the financial year 2017-2018	No. of meeting held – 04 No. of meeting attended – 04
Disclosure of relationships between directors <i>inter-se</i>	There is no relationship with any director(s).
Disclosure of relationship with Manager and other Key Managerial Personnel of the company	There is no relationship with any KMP/Manager.
Names of listed entities* in which he holds the directorship and the membership of the Committees of the Board (i.e., Audit Committee/ Nomination and Remuneration committee)	Nil

*Excluding DEN Networks Limited

Information as per Schedule V, Part II, Section II, (iv) of the Companies Act, 2013, is given herein below:-

I. General information:

(1) *Nature of industry*

The Company is engaged in providing Cable TV distribution services all across India. It also provides internet broadband services through its wholly owned subsidiary company viz., DEN Broadband Pvt. Ltd.

(2) *Date or expected date of commencement of commercial production*

The Company is not a manufacturing/ production Company. However, the Company commenced its operations since July 10, 2007.

(3) *In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus*

Not applicable

(4) *Financial performance based on given indicators*

Based on the Audited Standalone Financial Statement for the financial year ended March 31, 2018:

In Cr.

Particulars	Amount
Total Revenue	1101.01
EBITDA	137.36
Net profit/ (loss) before tax	(45.79)
Net Profit/(Loss) after tax	(30.98)

(5) *Foreign investments or collaborations, if any.*

As on June 30, 2018, the Company has 44.57% foreign shareholding.

II. Information about the appointee:

(1) *Background details*

Mr. Sameer Manchanda has more than 3 decades experience in the Indian media industry and has played an active role in the evolution of the Indian television industry since 1984. His experience and expertise span all segments of the media industry including the fields of strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations and joint ventures. He is a qualified Chartered Accountant & a Fellow member of the Institute of Chartered Accountants of

India. Mr. Sameer Manchanda is appointed/to be appointed as Chairman Managing Director for 3 years from 10-09-2018 to 09-09-2021

(2) *Past remuneration*

Mr. Sameer Manchanda was paid Rs. 2.47 Crore as remuneration during the Financial year ended on 31.3.2018.

(3) *Recognition or awards*

Mr. Sameer Manchanda has been associated with the Indian television industry since 1984 and is an acknowledged expert in various fields including strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations and joint ventures. He was a co-founder of the erstwhile IBN18, home of leading television channels CNN IBN and IBN7 and was the Joint Managing Director of the company from 2005 to 2010. He was also a founding member of the News Broadcasters Association and served as its President in 2009 and 2010. The industry portal indiantelevision.com has recognized him as a Top 10 executive of the Indian television industry for two successive years, 2008 and 2009.

(4) *Job profile and his suitability*

Mr. Sameer Manchanda, is associated with Company since its inception as Promoter/ Director. Mr. Sameer Manchanda is responsible for all matters pertaining to finance, raising of funds, investor relations and business development. He is also jointly responsible for matters pertaining to MSO acquisitions and technical areas among others. Mr. Sameer Manchanda has experience and expertise span in all segments of the media industry including the fields of strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations' & joint ventures. He is highly suitable for the job. Looking at his enriched experience and vast profile, he is an ideal fit to take the Company forward.

(5) *Remuneration proposed*

It is proposed to re-appoint Mr. Sameer Manchanda as Chairman Managing Director on same terms and conditions, on which he was appointed in 08th Annual General Meeting. The terms and conditions are mentioned in the resolution

(6) *Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)*

S. no.	Industry	Name & Size of Company (Turnover)	Name, profile & position hold	Salary
01	Cable T.V. Distribution	Name : Hathway Cable and Datacom Limited Turnover: Rs. 544.54 Crore (Standalone)	Name: Mr. Rajan Gupta Profile: Managing business affairs of the Company. Designation: Managing Director	Rs. 2,19,16,092

During the year 2017-2018, Mr. Sameer Manchanda was paid remuneration of Rs. 2.47 Cr. in terms of Schedule V of the Companies Act, 2013. The proposed remuneration of Mr. Sameer Manchanda is in line with remuneration drawn by his peers in the Industry.

(7) *Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.*

Mr. Sameer Manchanda is a Promoter/Director/KMP of the Company. Except and otherwise, Mr.



Manchanda does not have any pecuniary relationship with the Company and is not related with any other director or any other managerial personnel(s) of the company.

III. Other information:*Reasons of loss or inadequate profits.*

Your Company is into distribution of cable and internet distribution business which involves significant expenses in technology, infrastructure and skilled professionals for successfully running its business. The Broadband business of the Company is at nascent stage and involves significant investment. The company faces several competitive pressures from within the cable industry and from other distribution platforms. At the same time the higher content cost and delay in implementation of digitalization has also effected the industry. The company has been making significant investments in various areas to maintain its leadership position within the industry and further growing its subscriber base. The company also maintains a large infrastructure for digital cable services which has high operating and maintenance costs attached to it. These are the broad reasons of loss or inadequate profits.

Steps taken or proposed to be taken for improvement

The Company is well verse with the scenario and has taken following steps for improvement of profitability:-

- ❖ The company is focusing on enhancing the monetization of DAS 3 & 4 boxes significantly.
- ❖ Increasing ARPU by packaging & higher monetization of boxes in DAS 1/2 markets.
- ❖ Increasing Cable TV Penetration and deploying HD boxes across Territories to enhance customer experience and ARPU.
- ❖ Launch of online / live streaming services (DENTV+).

Besides pursuing growth to bolster its revenue streams, the Company is also seeking to expand into new areas which can give it new revenue streams. The Company is also strictly controlling its expenses to maximize its margins and the profitability. It is constantly seeking new ways and means to increase efficiency of its resources. The Company is also intending to increase its subscriber base in Cable and Broadband to maximize the returns.

Expected increase in productivity and profits in measurable terms

Operating profit as well as margins are expected to improve in the financial year 2018-19 on account of new initiatives taken and rationalization of costs/expenses;

The Board is of the opinion that Mr. Sameer Manchanda fulfils the conditions specified in the Companies Act, 2013 for such re-appointment and his re-appointment as the Chairman Managing Director would be in the best interest of the Company. Your Board is recommended to appoint him by passing a Special Resolution.

The terms and conditions of re-appointment of Mr. Sameer Manchanda shall be open for inspection in physical at the registered office of the company by any member during normal business hours on any working day except Saturday, Sunday and public holidays, without any fee, up-to last date of receiving of Postal Ballot Forms by the scrutinizer.

None of the Promoter(s)/Director(s)/ KMP(s) or relatives of the Promoter(s)/Director(s)/ KMP(s) or the entities comprising the interest of the Promoter(s)/Director(s)/ KMP(s) are concerned or interested, financially or otherwise, in above resolution except Mr. Sameer Manchanda, Promoter/ Director/ KMP and Promoter Group of the Company (viz., Mrs. Kavita Manchanda, Mr. Sanjeev Manchanda, Mrs. Vandana Manchanda, M/s. Lucid Systems Private Limited, M/s. Access Equity Private Limited and M/s. Verve

Engineering Private Limited).

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

Date: September 07, 2018

Place: New Delhi

**Jatin Mahajan
Company Secretary**

THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:

- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- ♦ Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal 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 at toll free No. **1-800-3454-001** for any further clarifications.
- iv. After entering these details appropriately, click on "LOGIN".
- v. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile number, 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.
- vi. You need to login again with the new credentials.
- vii. On successful login, system will prompt to select the 'Event' and 'Company Name' i.e., DEN NETWORKS LIMITED.
- viii. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.



- ix. 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'
- x. 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.
- xi. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii. Members can cast their vote online (e-voting) from **Monday, September 17, 2018 at 09.00 A.M. (IST) to Thursday, October 18, 2018 till 05.00 P.M. (IST)**
- xiii. Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to manojfcs@gmail.com 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. In case of any queries, members can also contact to Mr. Ravuri Vijay, Deputy Manager, Karvy Computershare Pvt. Ltd., to resolve any grievances with regard to e-voting. Contact number: +91 040 67161522 or 18003454001; email ID: einward.ris@karvy.com.
- xv. **Kindly note that the members can opt only one mode for voting i.e. either by postal ballot or e-voting. If any member votes both by postal ballot and e-voting, his vote through postal ballot shall be treated as invalid.**

INSTRUCTIONS FOR BALLOT VOTING

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form, as enclosed, in all respects and send it after signature to the Scrutinizer in the attached self-addressed, pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Shareholder will also be accepted. Shareholders are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/ Depository) by the first named Shareholder and in his/her absence, by the next named Shareholder. Holders of Power of Attorney ("POA") on behalf of the Shareholders may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM (IST) on Thursday, October 18, 2018. Postal Ballot Form received after that date will be strictly treated as if reply from such Shareholder has not been received. The Shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting

on the Postal Ballot Form.

6. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned above) along with the Postal Ballot Form in the enclosed self-addressed, pre-paid envelope as all such envelopes will be sent to the scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the scrutinizer.
7. There will be only one Postal Ballot Form for every folio/ client ID irrespective of the number of the joint Shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.dennetworks.com) and the same duly completed, should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.
11. Additionally, please note that the Postal Ballot Form shall be considered invalid if:
 - (i) A form other than one issued by the Company has been used;
 - (ii) It is not possible to determine without any doubt the assent or dissent of the Shareholder;
 - (iii) Neither assent nor dissent is mentioned;
 - (iv) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Shareholder;
 - (v) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - (vi) The Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.



DEN NETWORKS LIMITED

CIN: L92490DL2007PLC165673

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

website: www.dennetworks.com | e-mail:-investorrelations@denonline.in

Phone: 011-40522200 | Fax: 011-40522203

POSTAL BALLOT FORM

Sr. No.....

1. Name(s) of Shareholder(s) (in block letters) :
(Including joint holders, if any)

2. Registered address of the sole/first named shareholder :

3. Registered Folio No. / DP ID No. and Client ID No.* :
(* Applicable to investors holding shares in demat form)

4. Number of equity shares held :

5. I/We hereby exercise my/our vote in respect of the resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Item No.	Resolution	No. of Shares	I/We assent to the Resolution(For)	I/We dissent to the Resolution (Against)
1.	Re-appointment of Mr. Sameer Manchanda (DIN: 00015459) as a Chairman Managing Director of the Company			

Place:

Date:

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVCN (E-Voting Sequence No.)	User ID	Password/PIN