



DEN NETWORKS LIMITED

CIN: L92490MH2007PLC344765

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

Landline: +91 22 25170178 ||E-mail: investorrelations@denonline.in|| Website: www.dennetworks.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Den Networks Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Mr. Neelesh Kumar Jain, Company Secretary in Practice (Membership No.: FCS 5593) of M/s. NKJ & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (“KFinTech” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than **5:00 p.m. (IST) on Friday, December 16, 2022**, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report after the completion of scrutiny, to the Chairman or any person authorized by him. The results of e-voting will be announced on or before Sunday, December 18, 2022, and will be displayed on the Company's website www.dennetworks.com and will also be communicated to the Stock Exchanges, National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”) and KFinTech. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

1. Appointment of Mr. Rahul Yogendra Dutt (DIN: 08872616) as an Independent Director of the Company

To consider and pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications 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



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the time being in force), Mr. Rahul Yogendra Dutt (DIN: 08872616), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to September 21, 2027;

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.”

2. Appointment of Mr. Siddharth Achuthan (DIN: 00016278) as an Independent Director of the Company

To consider and pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications 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), Mr. Siddharth Achuthan (DIN: 00016278), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to September 21, 2027;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Hema Kumari
Company Secretary & Compliance Officer**

New Delhi, November 12, 2022

Registered Office:

Unit No.116, First Floor, CWing Bldg. No. 2 Kailas Industrial Complex
L.B.S Marg Park Site Vikhroli(W), Mumbai - 400079, Maharashtra

Tel.: +91- 22 - 25170178

Website: www.dennetworks.com

E-mail: investorrelations@denonline.in

CIN: L92490MH2007PLC344765

Notes:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, November 11, 2022 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.



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3. This Postal Ballot Notice will also be available on the Company's website at 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 KFinTech at <https://evoting.kfintech.com>
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) With the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company www.dennetworks.com) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.
6. **Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of KFinTech as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences at **9:00 a.m. (IST) on Thursday, November 17, 2022 and ends at 5:00 p.m. (IST) on Friday, December 16, 2022**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, December 16, 2022.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an e-mail to investorrelations@denonline.in

PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of KFinTech to its Members to exercise their right to vote on the proposed resolutions by electronic means.

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

- **Commencement of e-voting: 9:00 a.m. (IST) on Thursday, November 17, 2022**
- **End of e-voting: 5:00 p.m. (IST) on Friday, December 16, 2022**

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

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





2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. Once the Member has exercised the vote, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- ii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

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

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES	
National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nsd.com ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side. v. You will be able to see Company Name: “DEN Networks Limited” on the next screen. Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsd.com ii. Select option “Register Online for IDeAS” available on the left hand side of the page iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following link: https://www.evoting.nsd.com/ ii. Click on the button “Login” available under “Shareholder/Member” section. iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen. iv. You will be able to see Company Name: “DEN Networks Limited” on the next screen. Click on the e-Voting link 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login Or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) ii. Enter your User ID and Password for accessing Easi / Easiest. iii. You will see Company Name: “DEN Networks Limited” on the next screen. Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following links: www.cdslindia.com / https://www.evotingindia.com ii. Provide Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

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<p>available against DEN Networks Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p> <p>4. NSDL Mobile App – Speede</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>	
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PROCEDURE TO LOGIN THROUGH THEIR DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

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

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

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

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

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

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- b. Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-309-4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- c. After entering these details appropriately, click on “LOGIN”.
- d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- e. You need to login again with the new credentials.



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- f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for DEN Networks Limited.
- g. On the voting page, enter the number of shares as on the Cut-off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
- j. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- k. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- l. Once you confirm, you will not be allowed to modify your vote.
- m. Institutional/ Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: nkj@nkj.co.in with a copy marked to einward.ris@kfintech.com. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

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

- a. Members holding shares in physical mode and who have not registered their e-mail address are requested to register the same by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and following the registration process as guided therein or by sending an e-mail request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first Member, providing the e-mail address, mobile number, self-attested copy of PAN card and copy of the share certificate, if the shares are held in physical form.
 - b. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.
 - c. After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
 - d. Follow the instructions at I.(A). (a) to (m) to cast your vote.
- (II)** Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- (III)** Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:



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

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX123456789

- b. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.
- c. Member may call on KFinTech’s toll-free number 1800-309-4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
- d. Member may send an e-mail request to einward.ris@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
- e. If the Member is already registered with KFinTech’s e-voting platform, then he/she/ it can use his/her/its existing password for logging-in.

(IV) In case of any query on e-voting, Members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.

(V) **Members are requested to note the following contact details for addressing e-voting related grievances:**

Mr. Raj Kumar Kale, Asst. Vice President

KFin Technologies Limited

Selenium Tower B, Plot 31-32,

Gachibowli, Financial District, Nanakramguda,

Hyderabad 500 032

Phone No: +91 40 6716 1700

Toll-free No: 1800-309-4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)

E-mail: einward.ris@kfintech.com

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

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

Item No. 1

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (**“the Act”**) read with the Articles of Association of the Company, had approved the appointment of Mr. Rahul Yogendra Dutt (DIN: 08872616) as an Additional Director, designated as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 22, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**), appointment of Independent Directors requires approval of Members of the Company.

Mr. Rahul Yogendra Dutt is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Rahul Yogendra Dutt that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and the Listing Regulations.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Rahul Yogendra Dutt for the office of a Director of the Company.

In the opinion of the Board, Mr. Rahul Yogendra Dutt fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rahul Yogendra Dutt is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Rahul Yogendra Dutt has the skills and capabilities required for the role of Independent Director. Mr. Rahul Yogendra Dutt is a legal professional with Bachelor’s degree in Law from the Government Law College, Mumbai (2000). He has a Master’s degree with distinction in Law from the UK (University of Leicester, 2001). He is a Member of the Bar Council of Maharashtra & Goa and a partner in the Mumbai office of the law firm M/s. Khaitan & Co. He was recognized as a Notable Practitioner for expertise in Corporate M&A by Asia Law Profile. He *inter alia* possesses skills in legal and financial matters. He has over 16 years’ work experience with focus on mergers and acquisitions, joint ventures, infrastructure, technology licensing and business contracts across various sectors such as petrochemicals, petro-marketing, telecommunications, retail and sports. In view of these, appointment of Mr. Rahul Yogendra Dutt as an Independent Director is in the interest of the Company.

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

Copy of letter of appointment of Mr. Rahul Yogendra Dutt setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to investorrelations@denonline.in

Save and except Mr. Rahul Yogendra Dutt and his relatives (to the extent of their shareholding, if any), 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.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Item No. 2

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (**“the Act”**) read with the Articles of Association of the Company, had approved the appointment of Mr. Siddharth Achuthan (DIN: 00016278) as an Additional



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Director, designated as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 22, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), appointment of Independent Directors requires approval of Members of the Company.

Mr. Siddharth Achuthan is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Siddharth Achuthan that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and the Listing Regulations.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Siddharth Achuthan for the office of a Director of the Company.

In the opinion of the Board, Mr. Siddharth Achuthan fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Siddharth Achuthan is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Siddharth Achuthan has the skills and capabilities required for the role of Independent Director. Mr. Siddharth Achuthan is a Commerce and Law Graduate from the Mumbai University, a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Company Secretaries of India. He *inter alia* possesses skills in legal and financial matters. He was associated with Deloitte, Haskins & Sells for over 4 decade and served as Partner for 33 years. He has vast and varied experience in the field of Audit of domestic as well as multinational companies in sectors such as manufacturing, hospitality, technology and non- banking financial services. In view of these, appointment of Mr. Siddharth Achuthan as an Independent Director is in the interest of the Company.

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

Copy of letter of appointment of Mr. Siddharth Achuthan setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to investorrelations@denonline.in

Save and except Mr. Siddharth Achuthan and his relatives (to the extent of their shareholding, if any), 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.

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

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

**Hema Kumari
Company Secretary & Compliance Officer**

New Delhi, November 12, 2022

Registered Office:

Unit No.116, First Floor, CWing Bldg. No. 2 Kailas Industrial Complex
L.B.S Marg Park Site Vikhroli(W), Mumbai - 400079, Maharashtra
Tel.: +91- 22 - 25170178
Website: www.dennetworks.com
E-mail: investorrelations@denonline.in
CIN: L92490MH2007PLC344765

POSTAL BALLOT NOTICE

ANNEXURE TO THE NOTICE DATED NOVEMBER 12, 2022

Details of Directors seeking appointment:

MR. RAHUL YOGENDRA DUTT (DIN: 08872616)	
Age	46 years
Qualifications	Bachelor's degree in Law from the Government Law College, Mumbai (2000). Master's degree with distinction in Law from the UK (University of Leicester, 2001)
Experience (including expertise in specific functional area) / Brief Resume	Mr. Rahul Yogendra Dutt is a Member of the Bar Council of Maharashtra & Goa and a partner in the Mumbai office of the law firm M/s. Khaitan & Co. He was recognized as a Notable Practitioner for expertise in Corporate M&A by Asia Law Profile. He has over 16 years' work experience with focus on mergers and acquisitions, joint ventures, infrastructure, technology licensing and business contracts across various sectors such as petrochemicals, petro-marketing, telecommunications, retail and sports
Terms and Conditions of Appointment	As per the resolution at Item No. 1 of the Notice read with the Statement hereto
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	Rs. 60,000/- (by way of sitting fees)
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013
Date of first appointment on the Board	September 22, 2022
Shareholding in the Company including shareholding as a beneficial owner as on the date of Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Rahul Yogendra Dutt is not related to any other Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.
Number of meetings of the Board attended during the financial year 2022-23	1 out of 1 board meeting held since his appointment
Directorships of other Boards as on date of Notice	<ul style="list-style-type: none"> Alok Industries Limited – Independent Director Reliance 4IR Realty Development Limited – Independent Director Strand Life Sciences Private Limited – Independent Director
Membership / Chairmanship of Committees of other Boards as on date of Notice	<p>Alok Industries Limited</p> <ul style="list-style-type: none"> Audit Committee - Member Nomination and Remuneration Committee - Chairman Corporate Social Responsibility & Governance Committee - Member <p>Reliance 4IR Realty Development Limited</p> <ul style="list-style-type: none"> Audit Committee - Member Nomination and Remuneration Committee - Member <p>Strand Life Sciences Private Limited</p> <ul style="list-style-type: none"> Audit Committee - Member Nomination and Remuneration Committee - Member
Listed entities from which the director has resigned in the past three years	NIL
MR. SIDDHARTH ACHUTHAN (DIN: 00016278)	
Age	69 years
Qualifications	Mr. Siddharth Achuthan is a Commerce and Law Graduate from the Mumbai University, a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Company Secretaries of India.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Siddharth Achuthan was associated with Deloitte, Haskins & Sells for over 4 decade and served as Partner for 33 years. He has vast and varied experience in the field of Audit of domestic as well as multinational companies in sectors such as manufacturing, hospitality, technology and non- banking financial services.
Terms and Conditions of Appointment	As per the resolution at Item No. 2 of the Notice read with the Statement hereto
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	Rs. 50,000/- (by way of sitting fees)
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013
Date of first appointment on the Board	September 22, 2022
Shareholding in the Company including shareholding as a beneficial owner as on the date of Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Siddharth Achuthan is not related to any other Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.
Number of meetings of the Board attended during the financial year 2022-23	1 out of 1 board meeting held since his appointment
Directorships of other Boards as on date of Notice	<ul style="list-style-type: none"> Alok Industries Limited - Independent Director Indiabulls Housing Finance Limited - Independent Director Reliance Industrial Infrastructure Limited - Director JM Financial Products Limited - Independent Director Reliance Ethane Pipeline Limited - Independent Director Strand Life Sciences Private Limited - Independent Director Jio Payments Bank Limited - Independent Director JM Financial Asset Management Limited - Independent Director



POSTAL BALLOT NOTICE

Membership / Chairmanship of Committees of other Boards as on date of Notice

Alok Industries Limited

- Audit Committee - Chairman
- Stakeholders' Relationship Committee - Chairman
- Nomination and Remuneration Committee - Member

Indiabulls Housing Finance Limited

- Audit Committee - Chairman
- Risk Management Committee - Member
- Review Committee - Member
- Securities Issuance Committee - Chairman
- Regulatory Measures Oversight Committee - Chairman

Reliance Industrial Infrastructure Limited

- Audit Committee - Member
- Stakeholders' Relationship Committee - Member
- Corporate Social Responsibility Committee - Member
- Risk Management Committee - Member

JM Financial Products Limited

- Audit Committee - Chairman

Reliance Ethane Pipeline Limited

- Audit Committee - Member
- Nomination and Remuneration Committee - Member
- Corporate Social Responsibility Committee - Member

Strand Life Sciences Private Limited

- Audit Committee - Member
- Nomination and Remuneration Committee - Member

Jio Payments Bank Limited

- Audit Committee - Chairman
- Nomination and Remuneration Committee - Member
- Risk Management Committee - Member

JM Financial Asset Management Limited

- Audit Committee - Chairman
- Investment Advisory Committee - Member
- Nomination and Remuneration Committee - Member
- Transfer Committee - Member
- Risk Management Committee - Member

Listed entities from which the director has resigned in the past three years

Hathway Cable and Datacom Limited

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

**Hema Kumari
Company Secretary & Compliance Officer**

New Delhi, November 12, 2022

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