



**DEN NETWORKS LIMITED**

**Registered Office: 236, Okhla Industrial Area, Phase-III, New Delhi-110020  
Website: dennetworks.com**

**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 resolutions 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 resolutions by placing the tick (✓) mark at the appropriate box below.

Item No.	Resolution	No. of Shares	I/We assent to the Resolution (In Favour)	I/We dissent to the Resolution (Against)
1.	Adoption of a new set of Articles of Association of the Company			

Place:

Date:

(Signature of the shareholder)

**The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of sending the Postal Ballot Forms to the Scrutinizer. E-Voting is optional.**

Electronic Voting Particulars		
EVEN (E-Voting Event No.)	User ID	Password/PIN

**DEN Networks Limited**

236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020  
T: +91 11 40522200, F: +91 11 40522203, W: www.dennetworks.com



### **INSTRUCTIONS FOR VOTING IN PHYSICAL MODE**

1. A Shareholder/Beneficial Owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form (in original) and send it to the Scrutinizer appointed by the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted. Voting through any other form or photocopy of the postal ballot form will not be considered valid.
2. The self-addressed envelope bears the address of the Scrutinizer appointed on the authority of the Board of Directors of the Company.
3. The vote should be cast, for resolution, either in favour or against by putting the tick mark in the column provided for assent or dissent.
4. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified above.
5. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on October 14, 2013.
7. A Member need not use all his votes nor needs to cast all his votes in the same way.
8. Votes will be considered invalid on the following grounds:
  - a. If the postal ballot is unsigned;
  - b. If the member's signature does not tally;
  - c. If the member has marked all his shares both in favour and also against the special resolution;
  - d. If the form is incomplete or incorrectly filled;
  - e. If the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
9. Duly completed and signed Postal Ballot Form should reach the Company not later than the close of working hours on Wednesday, November 20, 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
10. In case of shares held by companies, trust, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board/Trustee Resolution/ Authority. The Scrutinizer reserves the right to disqualify the Postal Ballot Form in case proof of authority is not accompanied with the Postal Ballot Form, which decision shall be final & binding.
11. Members are requested not to send any other paper along-with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company and / or the Scrutinizer shall not be held responsible for the same.
12. There will be only one Postal Ballot form for every folio irrespective of the number of joint member(s).

## **DEN Networks Limited**

236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020  
T: +91 11 40522200, F: +91 11 40522203, W: [www.dennetworks.com](http://www.dennetworks.com)



13. The date of declaration of the results of postal ballot will be taken to be the date of passing the resolutions.

14. The Scrutinizers decision on the validity of the Postal Ballot will be final.

**DEN Networks Limited**

236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020  
T: +91 11 40522200, F: +91 11 40522203, W: [www.dennetworks.com](http://www.dennetworks.com)



---

**DEN Networks Limited**

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

**Notice Pursuant to Section 192A of the Companies Act, 1956**

Notice is hereby given, pursuant to section 192A and other provisions, if any, of the Companies Act, 1956 (“Act”) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, to transact the following special business by the members of Den Networks Limited (“Company”) by passing the resolution through postal ballot and e-voting.

**Special Business****ITEM NO. 1****Adoption of a new set of Articles of Association of the Company**

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

“**RESOLVED THAT** pursuant to and in accordance with the provisions of Section 31 of the Companies Act, 1956 (“Act”) and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of articles of association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of articles of association of the Company, in substitution for, and to the exclusion of, the existing articles of association of the Company.”

“**RESOLVED FURTHER THAT** each of the directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to the above resolution.”

By Order of the Board  
For **DEN NETWORK LIMITED**

Sd/-  
**Jatin Mahajan**  
Company Secretary

Place : New Delhi  
Date : October 14, 2013

Notes :

**DEN Networks Limited**  
236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020  
T: +91 11 40522200, F: +91 11 40522203, W: www.dennetworks.com



1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts is annexed hereto.
2. The Board of Directors has appointed Mr. Neelesh Kumar Jain, FCS as Scrutinizer to conduct the voting through postal ballot, in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted duly) completed with the assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before close of working hours i.e. 5.00 P.M. on 20<sup>th</sup> November, 2013, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutinizer will submit his report to the Chairman after completion of scrutiny on 22<sup>nd</sup> November, 2013 and the results of the Postal Ballot will be announced on 22<sup>nd</sup> November, 2013 at 5.00. P.M. at the registered office of the Company at 236, Okhla Industrial Estate, Phase-III, New Delhi-110020. The results of the Postal Ballot will be published in English and Hindi newspapers and will also be posted on the website of the Company at [www.dennetworks.com](http://www.dennetworks.com)
4. A copy of the proposed new set of the articles of association of the Company is open for inspection at the registered office of the Company on all working days except Saturdays and Public Holidays between 9.30 A.M and 2.00 P.M from 14<sup>th</sup> October, 2013 upto the date of declaration of the results of voting by Postal Ballot by the Company.
5. In compliance with clause 35B of the Listing Agreement and provisions of section 192A of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate for its Members, to enable them to cast their votes electronically instead of despatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.
6. Members opting to vote through physical mode; i.e. sending the Postal Ballot Form duly signed by post, are requested to carefully read the instructions and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 20<sup>th</sup> November, 2013.
7. The Results will be displayed at the Registered Office and the Corporate Office, besides being communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The Results will also be hosted on the Company's website [www.dennetworks.com](http://www.dennetworks.com) and will be published in the Newspapers for the information of the Member(s).

## **DEN Networks Limited**

236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020

T: +91 11 40522200, F: +91 11 40522203, W: [www.dennetworks.com](http://www.dennetworks.com)



## ANNEXURE TO NOTICE

### **EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

#### **Adoption of a new set of Articles of Association of the Company**

The members of the Company at its duly called and convened extra ordinary general meeting held on June 05, 2013 had approved the preferential issue of fully paid-up equity shares of the Company of face value INR 10 (Rupees Ten only) to Broad Street Investments (Singapore) Pte. Ltd. (“**BSI**”) and MBD Bridge Street 2013 Investments (Singapore) Pte. Ltd. (“**MBD**”) (BSI and MBD are hereinafter collectively referred to as the “**Investors**”), persons belonging to the non-promoter category of the Company, on a preferential basis, for an aggregate consideration of US\$ 110 million, at a price per equity share of INR 217.50 determined in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended up to date), in accordance with the terms and conditions of the Investment Agreement dated May 06, 2013, executed by and among the Company, the Investors and certain promoters of the Company (the “**Investment Agreement**”).

The members may note that in terms of the Investment Agreement, the Company is required to amend the existing articles of association of the Company to reflect certain provisions of the Investment Agreement. Additionally, certain articles that were included in the existing articles of association of the Company prior to the listing of the Company and which are no longer relevant in the context of a listed company are to be deleted. Accordingly, in lieu of amendments to various articles in the existing articles of association, it is considered prudent and desirable to adopt a new set of articles of association of the Company, in substitution for, and to the exclusion of, the existing articles of association of the Company.

Pursuant to Section 31 of the Companies Act, 1956 (“**Act**”), the consent of the members of the Company by way of a special resolution is required for adoption of a new set of articles of association of the Company. Accordingly, this matter has been placed before the shareholders for approval.

The board of directors of the Company, therefore, recommends passing of the resolution as set out in the Notice above.

A copy of the proposed new set of the articles of association of the Company would be available for inspection at the registered office of the Company situated at 236, Okhla Industrial Estate, Phase III, New Delhi, on all working days except Saturdays and Public Holidays from 14<sup>th</sup> October, 2013 between 9.30 A.M and 2.00 P.M upto the date of declaration of the results of voting by Postal Ballot by the Company.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

**DEN Networks Limited**

236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020

T: +91 11 40522200, F: +91 11 40522203, W: [www.dennetworks.com](http://www.dennetworks.com)



**PROCEDURE & INSTRUCTION FOR E-VOTING**

The instructions for Members for e-voting are as under:

- a. Open your web browser during the voting period and navigate to <https://www.evoting.karvy.com>
- b. 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:-  • 1010 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 the numbers in the exact way as they are displayed for security reasons.

- c. Please contact our toll free No. **1-800-34-54-001** for any further clarifications.
- d. Members can cast their vote online from 14<sup>th</sup> October 2013 to 20<sup>th</sup> November, 2013
- e. After entering these details appropriately, click on "LOGIN".
- f. 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.. Change the password with new password of your choice with minimum 8 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(s) 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, email id etc. on 1<sup>st</sup> login..

**DEN Networks Limited**  
236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020  
T: +91 11 40522200, F: +91 11 40522203, W: [www.dennetworks.com](http://www.dennetworks.com)





Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- a. You need to login again with the new credentials
  - b. Select "EVENT" i.e. DEN Networks Limited
  - c. Now you are ready for e-Voting as Cast Vote page opens
  - d. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - e. Upon confirmation, the message "Vote cast successfully" will be displayed
  - f. Once you have voted on the resolution, you will not be allowed to modify your vote
- g. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail khamankar@gmail.com with a copy marked to evoting@karvy.com. The file scanned image of the Board Resolution/ Authority letter etc. should be in the naming format " Corporate Name\_1010" In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of [www.evoting@karvy.com](http://www.evoting@karvy.com) or contact Karvy at the following Telephone No: 040-23420818
- h. If you are holding shares in Dmat 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. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- i. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), Karvy Computershare Pvt. Limited or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at above.

## **DEN Networks Limited**

236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020  
T: +91 11 40522200, F: +91 11 40522203, W: [www.dennetworks.com](http://www.dennetworks.com)