NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of DEN Networks Limited will be held on **Wednesday, September 2, 2026 at 12:30 P.M. (IST)** through Video Conferencing **("VC")**/ Other Audio Visual Means **("OAVM")**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

   a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

   b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Anuj Jain (DIN: 08351295), who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anuj Jain (DIN: 08351295), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2027 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to this Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2027, be and is hereby ratified."

4. To approve Material Related Party Transactions of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time **("Listing Regulations")**, the applicable provisions of the Companies Act, 2013 **("Act")** read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company, to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) between the Company (or its successor entity) and the related parties (or their respective successor entity) as more specifically set out in Table nos. A1 and A2 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 and A2;

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

Hema Kumari
Company Secretary and Compliance Officer

New Delhi, July 14, 2026

Registered Office:
Unit No.116, First Floor, C Wing Bldg. No. 2,
Kailas Industrial Complex, L.B.S Marg Park Site,
Vikhroli (W), Mumbai – 400 079
CIN: L92490MH2007PLC344765
Website: www.dennetworks.com
E-mail: investorrelations@denonline.in
Tel.: +91-22-25170178

NOTES:

1. The Ministry of Corporate Affairs **("MCA")** has, vide its General circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as **"MCA Circulars")**, permitted convening of the Annual General Meeting **("AGM" / "Meeting")** through Video Conferencing **("VC")** or Other Audio Visual Means **("OAVM")**, without physical presence of the Members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 **("Act")** read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

3. Generally, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. In terms of the provisions of Section 152 of the Act, Mr. Anuj Jain (DIN: 08351295), Director of the Company, retires by rotation at the Meeting.

   The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

   Mr. Anuj Jain, Director of the Company, is interested in the Ordinary Resolution set out at Item No. 2 of this Notice with regard to his re-appointment.

   The relatives of Mr. Anuj Jain may be deemed to be interested in the Ordinary Resolution set out at Item No. 2 of this Notice, to the extent of their shareholding, if any, in the Company.

   Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of this Notice.

6. Details of Director retiring by rotation at this Meeting are provided in the **"Annexure I"** to this Notice.

DESPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. **In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those Members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants/ Depositories.**

   Members may note that this Notice and Annual Report for the financial year 2025-26 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 Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at https://evoting.kfintech.com

8. For receiving all communication (including Annual Report) from the Company electronically:

   a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited **("NSDL")** has provided a facility for registration/ updation of e-mail address through the link: **https://eservices.nsdl.com/kyc-attributes/#/login**

   b) Members holding shares in physical mode are requested to follow the process set out in Note No. 21 in this Notice.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

9. The Company will provide VC / OAVM facility to its Members for participating at the AGM.

   a) **Members will be able to attend the AGM through VC / OAVM through JioEvents by using their login credentials provided in the accompanying communication.**

      Members are requested to follow the procedure given below:

      (i) Launch internet browser by typing / clicking on the following link: **https://jioevents.jio.com/dennetworksagm** (best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)

      (ii) Click on **"Shareholders CLICK HERE"** button

      (iii) **Enter the login credentials (i.e., User ID and password provided in the accompanying communication) and click on "Login"**.

      (iv) Upon logging-in, you will enter the Meeting Room.

b) **Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No.13.C.(vii)(III).**

c) Members who would like to express their views or ask questions during the AGM may register themselves at **https://emeetings.Kfintech.com.** The Speaker Registration will be open from **Friday, August 28, 2026 to Sunday, August 30, 2026.** Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

d) All Members attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.

e) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.

f) **Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to nkj@nkj.co.in with a copy marked to einward.ris@kfintech.com. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.**

g) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.

h) Members who need assistance before or during the AGM, can contact KFinTech on **emeetings@kfintech.com** or call on toll free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number **("EVEN")** in all your communications.

10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

11. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

12. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.

Procedure for 'remote e-voting' and e-voting at the AGM ('Insta Poll'):

13. **A. E-VOTING FACILITY:**

The Company is providing to its Members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means **("e-voting")**. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below **("remote e-voting")**.

Further, the facility for voting through electronic voting system will also be made available at the Meeting **("Insta Poll")** and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely 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 under C. and D. hereinbelow.

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

Commencement of remote e-voting:	09:00 a.m. (IST) on, Saturday, August 29, 2026
End of remote e-voting:	05:00 p.m. (IST) on, Tuesday, September 1, 2026

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.

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, i.e., Wednesday, August 26, 2026 ("Cut-off Date").

The Board of Directors has appointed Mr. Neelesh Kumar Jain, Practicing Company Secretary, Proprietor of N.K.J & Associates (Certificate of Practice No. 5233), or failing him Mr. Tanuj Vohra, Company Secretary in Practice (Certificate of Practice No. 5253), Partner, TVA & Co. LLP, Company Secretaries, as Scrutiniser to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The scrutiniser's decision on validity of the votes cast through remote e-voting and Insta Poll shall be final.

B. **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

(i) **The Members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**

(ii) **Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.**

(iii) A Member can opt for only single mode of voting, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as **"INVALID"**.

(iv) **Only a person, whose name is recorded as on the Cut-off Date, in the Register of Members / Register of Beneficial Owners maintained by the Depositories, shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the Cut-off Date, should treat this Notice for information purpose only.**

(v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. **REMOTE E-VOTING:**

(vi) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended, **all "individual Members 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 remote e-voting, as devised 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")
1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure: i. Type in the browser / Click on the following e-Services link: **https://eservices.nsdl.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.	**1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:** i. Type in the browser / Click on any of the following links: **https://web.cdslindia.com/myeasitoken/home/login** or **www.cdslindia.com** and click on (a) **My Easi New (Token)** under **"Login"**; or (b) **Login to My Easi** option under **"Quick Links"** available at the bottom of homepage (best operational in Internet Explorer 10 or above and Mozilla Firefox). ii. A new page will open. Enter your User ID and Password; or PAN, for accessing Easi / Easiest. iii. On successful authentication, 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.

2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure: i. To register, type in the browser / Click on the following e-Services link: **https://eservices.nsdl.com** ii. Select option **"Register Online for IDeAS"** available on the left hand side of the page or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 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.	**2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:** i. To register, type in the browser / Click on the following link:**https://web.cdslindia.com/myeasitoken/Home/EasiRegistration** or **https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration** i. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. ii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
3. Users may directly access the e-Voting module of NSDL as per the following procedure: i. Type in the browser / Click on the following link: **https://www.evoting.nsdl.com/** ii. Click on the button **"Login"** available under **"Shareholder/Member"** section. iii. On the login page, enter User ID (i.e., (a)16-character demat account number held with NSDL, starting with IN);(b) alpha-numeric User ID already set by the Member), Login Type, i.e., 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. As an alternate OTP based login, click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp** Enter 8-digit DP ID, 8 digit Client ID, PAN, verification code as shown on the screen and click on 'Generate OPT' button. Enter the OTP received on your registered e-mail id / mobile nuber and click on 'Log-in' button. After successful authenticaton, you will be redirected to NSDL Depository website, wherein you can see e-Voting page. iv. 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.	**3. Users may directly access the e-Voting module of CDSL as per the following procedure:** i. Type in the browser / Click on the following links: **https://evoting.cdslindia.com/Evoting/EvotingLogin** 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.

PROCEDURE TO LOGIN THROUGH THEIR DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT
Individual Members 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.com** or call at: **022-4886 7000**	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at **1800 210 9911**

(vii) INFORMATION AND INSTRUCTIONS FOR REMOTE 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.

(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 this 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 (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: **nkj@nkj.co.in** with a copy marked to **einward.ris@kfintech.com**. 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, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on **https://rkarisma.kfintech.com/Shareholders** or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at **investorrelations@denonline.in** or to KFinTech at **einward.ris@ kfintech.com**

(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**

(III) **Any person who becomes a Member of the Company after despatch of this Notice of the Meeting and holding shares as on the Cut-off Date / any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**

(a) If the mobile number of the Member is registered against his/ her/its Folio No. / DP ID Client ID:

In case the shares are held in dematerialized mode: The Member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

In case the shares are held in physical mode: The Member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. to 9212993399

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 Note No. 13.E.

D. INSTA POLL:

(viii) INFORMATION AND INSTRUCTIONS FOR INSTA POLL:

Facility to vote through Insta Poll will be made available on the Meeting screen (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E. CONTACT DETAILS FOR ASSISTANCE ON E-VOTING

(ix) **Members are requested to note the following contact details for addressing e-voting related grievances:**
Shri V. Balakrishnan, Vice President
KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
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

F. E-VOTING RESULT:

(x) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or any person authorised by him. The result of e-voting will be announced within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: **www.dennetworks.com** and on the website of KFinTech at: **https://evoting.kfintech.com**. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the Registered Office/Corporate Office of the Company.

(xi) **Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e., Wednesday, September 2, 2026.**

PROCEDURE FOR INSPECTION OF DOCUMENTS:

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the Members during the AGM.

All the documents referred to in this Notice will also be available for inspection electronically on all working days without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to **investorrelations@denonline.in** mentioning his / her/ its folio number / DP ID and Client ID.

15. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before **Wednesday, August 26, 2026** by sending e-mail on **investorrelations@denonline.in**. The same will be replied by the Company suitably.

IEPF RELATED INFORMATION:

16. The Company had transferred the Share Application Money received and due for refund or unclaimed by Investors for seven consecutive years or more, to the Investor Education and Protection Fund **("IEPF")** established by the Central Government. Details of Share Application Money transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: **www.iepf.gov.in** and also on the website of the Company: **www.dennetworks.com**

Members may note that unclaimed share application money transferred to IEPF Authority can be claimed back from the IEPF Authority. The concerned investors are advised to visit the weblink of the IEPF Authority **www.iepf.gov.in/IEPF/refund.html** or contact KFinTech, for detailed procedure to lodge the claim with IEPF Authority.

OTHER INFORMATION:

17. As mandated by Securities and Exchange Board of India **("SEBI")**, securities of the Company can be transferred/ traded only in dematerialised mode. Members holding shares in physical mode are advised to avail of the facility of dematerialisation.

18. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.

19. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

(i) For shares held in dematerialised mode to their Depository Participant for making necessary changes. NSDL has provided a facility for registration / updation of e-mail address through the link: **https://eservices.nsdl.com/kyc-attributes/#/login** and for opt-in / opt-out of nomination through the link: **https://eservices.nsdl.com/instademat-kyc-nomination/#/login**

(ii) For shares held in physical mode by submitting to KFinTech, the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account details or changes /updation thereof	ISR -1
2	Confirmation of Signature of Member by the Banker	ISR -2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

Any service request shall be entertained by KFinTech only upon registration of the PAN and KYC details.

20. Non-Resident Indian Members are requested to inform the Company / KFinTech (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.

21. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, as amended, has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account/renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account/renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 (Request for issue of Duplicate Certificate and other Service Requests) along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at **https://dennetworks.com/corporate-announcement#corporate-governance** and are also available on the website of KFinTech at **https://ris.kfintech.com/clientservices/investors/isrs.aspx**

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned under Note No. 13. E. above.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the special business proposed in this Notice:

ITEM NO. 3

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment of Ajay Kumar Singh & Co., Cost Accountants (Firm Registration No. 000386), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2027 and also approved the remuneration of ₹ 85,000/- (Rupees Eighty-five Thousand Only), excluding taxes, to be paid to them.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the Company, is required to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027 by passing an Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Ordinary Resolution set out at Item No. 3 of the Notice for ratification by the Members.

ITEM NO. 4

The Company is engaged in distribution of television channels through digital cable distribution network. The annual consolidated turnover of the Company for the financial year ended March 31, 2026 is ₹ 974.28 crore (excluding duties and taxes).

In furtherance of its business activities, the Company has entered into/will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc) (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

All related party transactions of the Company are at arm's length and in the ordinary course of business.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by an Independent Chartered Accountant Firm for arm's length consideration and a certificate in this regard is presented to the Audit Committee.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. Three out of four members of the Audit Committee of the Company are independent directors. All related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approvals.

In accordance with Regulation 23 of the Listing Regulations, approval of the Members is sought (a) for related party transactions which in a financial year, exceed 10% of the annual consolidated turnover of the Company; and (b) for enhancement of limits earlier approved by the Members.

The approval of the Members pursuant to Resolution No. 4 is being sought for the related party transactions / contracts / agreements / arrangements set out in Table nos. A1 and A2.

In addition to the transactions set out in the Tables below, approval of the Members is also sought for any other transactions between the Company and the related parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The values of such additional transactions (to the maximum of 10% of the total value of limits) are included in the values set out in each of the Tables below.

In the event of any restructuring of the Company or related parties referred in Table nos. A1 and A2, resulting in transfer of the business carried on by these entities to successor entities, the approval of the Members pursuant to the Ordinary Resolution No. 4 proposed in this Notice shall be deemed to be approval for these transactions with or between such successor entities.

The values of related party transactions specified in the Tables below exclude duties and taxes.

The approval of the Members for the transactions set out in Table nos. A1 and A2 shall be deemed to include the approval to any modification not resulting in material modification as currently defined by the Audit Committee as a part of the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions. Any subsequent material modification in the transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the Listing Regulations.

The value of transactions (for which the approval is being sought) for the period commencing from April 1, 2026 till the date of this Notice has not exceeded and is not likely to exceed - a) the existing limits approved by Members, for transactions set out in Table no. A1; and b) the materiality threshold, for transactions set out in Table no. A2, till the approval of these transactions by the Members.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended **("SEBI Master Circular")** along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" **("RPT Industry Standards")** are set forth below:

Table no. A1 - Transactions between the Company and Jiostar India Private Limited

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1</td><td>Name of the related party, its relationship with the listed entity, including nature of its concern or interest (financial or otherwise), shareholding of the listed entity whether direct or indirect, in the related party and shareholding of the related party, whether direct or indirect, in the listed entity</td><td>Name of the Related Party
Jiostar India Private Limited (formerly known as Star India Private Limited) (Jiostar)
Relationship and shareholding
Jiostar is a fellow subsidiary of the Company as per the Indian Accounting Standards.
The Company and Jiostar do not hold, directly or indirectly, any shareholding in each other.</td></tr>
<tr><td>2</td><td>Name of Director(s) or Key Managerial Personnel who is related, if any</td><td>Not Applicable</td></tr>
<tr><td>3</td><td>Type, tenure, basis of determination of price, bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services and other material terms and particulars</td><td>Jiostar pays fees to the Company for various services (which are commonly provided by Multi System Operators in the industry) rendered by the Company as per the agreement(s) entered into between the Company and Jiostar.
The above transactions are in accordance with commercial agreements and applicable regulations of the Telecom Regulatory Authority of India.
The above arrangements are continuing business transactions. Approval of the Members is being sought for aforesaid and allied transactions during the period from FY 2026-27 to FY 2028-29.</td></tr>
<tr><td>4</td><td>Value of the transaction</td><td>The Members of the Company, at the 17th Annual General Meeting held on September 16, 2024, approved a limit of ₹207 crore per annum for transactions at 3 above and allied transactions till FY2028-29. In view of the increase in the scale of business operations and higher anticipated transaction volume, the said limit is sought to be increased to i) ₹429 crore for FY 2026-27; and ii) ₹703 crore in each of the FY2027-28 and FY 2028-29 .</td></tr>
<tr><td>5</td><td>Value of the transaction as a percentage of-
(i) Listed entity's annual consolidated turnover for the immediately preceding financial year
(ii) the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The estimated transaction value at 4 above for FY 2026-27 represents:
a. 44.03% of the annual consolidated turnover of the Company for FY 2025-26; and
b. 1.38% of the annual consolidated turnover of Jiostar for FY 2025-26.</td></tr>
<tr><td>6</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>(Amount in ₹ Crore)
<table><tr><th>Nature of transactions</th><th>FY 2025-26</th><th>Quarter ended June 30, 2026</th></tr><tr><td>transactions at 3 above</td><td>206.96</td><td>93.73</td></tr></table>The Members of the Company, at the 17th Annual General Meeting held on September 16, 2024, have approved the limit of ₹714 crore for subscription charges to be paid by the Company to Jiostar for carrying its various television channels through digital cable distribution network of the Company and allied transactions till FY 2028-29.
The value of subscription charges paid by the Company to Jiostar during FY 2025-26 and quarter ended June 30, 2026 is ₹333.60 crore and ₹93.40 crore, respectively.</td></tr>
<tr><td>7</td><td>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:
a. Amount of Trade advance
b. Tenure
c. Whether same is self-liquidating?</td><td>Not Applicable</td></tr>
</table>

8	Justification as to why the RPT is in the interest of the listed entity	The Company is engaged in distribution of television channels through its digital cable distribution network and Jiostar operates a number of television channels for broadcast and streaming of content. The transactions are in the interest of the parties. This is not a new related party transaction. The transactions of the Company with Jiostar have earlier been approved by the Members, at the 17th Annual General Meeting held on September 16, 2024, till FY 2028-29. Considering the increase in the scale of business operations and higher anticipated transaction volumes, approval of the Members is sought for enhanced limits for FY 2026-27 to FY 2028-29.
9	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
10	Any other information that may be relevant	The Members of the Company, at the 17th Annual General Meeting held on September 16, 2024, have approved the limit of ₹714 crore for subscription charges to be paid by the Company to Jiostar for carrying its various television channels through digital cable distribution network of the Company and allied transactions till FY 2028-29. There is no change in the said limit approved by the Members. All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. Please refer Annexure II for other details as per the RPT Industry Standards.

Table no. A2 - Transactions between the Company and Den Ambey Cable Networks Private Limited

S. No.	Particulars	Details
1	Name of the related party, its relationship with the listed entity including nature of its concern or interest (financial or otherwise), shareholding of the listed entity whether direct or indirect, in the related party and shareholding of the related party, whether direct or indirect, in the listed entity	**Name of the Related Party** Den Ambey Cable Networks Private Limited (Den Ambey) **Relationship and shareholding** Den Ambey is a subsidiary of the Company. The Company holds 61% of paid-up equity share capital of Den Ambey. Den Ambey does not hold, directly or indirectly, any shareholding in the Company.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3	Type, tenure, basis of determination of price, bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services and other material terms and particulars	i. Den Ambey pays fees to the Company towards feeder charges for carrying various channels of the broadcasters on it's distribution network along with charges for other support services rendered by the Company. ii. The Company pays fees to Den Ambey for carrying television channels, running marketing activities and various other services rendered by Den Ambey to the Company. The above transactions at 3(i) & (ii) is/will be based on the commercial agreements and applicable regulations of the Telecom Regulatory Authority of India. iii. Sale of set top boxes and other equipment by the Company to Den Ambey. The above transactions at 3(iii) will be at market price or cost-plus margin, as applicable.

<table>
<tr><td></td><td></td><td>The above arrangements are continuing business transactions. Approval of the Members is being sought for aforesaid and allied transactions during the period from FY 2026-27 to FY 2030-31.</td></tr>
<tr><td>4</td><td>Value of the Transaction</td><td>(a) The Company estimates that the monetary value for transactions at 3(i) above and allied transactions - i) for FY 2026-27 to be upto ₹61 crore; and ii) in each of the subsequent financial years from FY2027-28 to FY 2030-31 to be upto ₹134 crore.
(b) The Company estimates that the monetary value for transactions at 3(ii) above and allied transactions - i) for FY2026-27 to be upto ₹51 crore; and ii) in each of the subsequent financial years from FY2027-28 to FY2030-31 to be upto ₹172 crore.
(c) The Company estimates that the monetary value for transactions at 3(iii) above and allied transactions- i) for FY2026-27 to be upto ₹2.50 crore; and ii) in each of the subsequent financial years from FY2027-28 to FY2030-31 to be upto ₹4.50 crore.</td></tr>
<tr><td>5</td><td>Value of the transaction as a percentage of-
(i) Listed entity's annual consolidated turnover for the immediately preceding financial year
(ii) the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>i. The estimated transaction value at 4(a) above for FY2026-27 represents:
a. 6.26% of the annual consolidated turnover of the Company for FY2025-26; and
b. 91.67% of the annual standalone turnover of Den Ambey for FY2025-26.
ii. The estimated transaction value at 4(b) above for FY2026-27 represents:
a. 5.23% of the annual consolidated turnover of the Company for FY2025-26; and
b. 76.65% of the annual standalone turnover of Den Ambey for FY2025-26.
iii. The estimated transaction value at 4(c) above for FY2026-27 represents:
a. 0.26% of the annual consolidated turnover of the Company for FY2025-26; and
b. 3.76% of the annual standalone turnover of Den Ambey for FY2025-26.</td></tr>
<tr><td>6</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>(Amount in ₹ Crore)
<table><tr><th>Nature of transactions</th><th>FY 2025-26</th><th>Quarter ended June 30, 2026</th></tr><tr><td>Transactions at 3(i) above</td><td>48.95</td><td>11.97</td></tr><tr><td>Transactions at 3(ii) above</td><td>37.40</td><td>8.10</td></tr><tr><td>Transactions at 3(iii) above</td><td>0.45</td><td>0.07</td></tr></table></td></tr>
<tr><td>7</td><td>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:
a. Amount of Trade advance
b. Tenure
c. Whether same is self-liquidating?</td><td>Not Applicable</td></tr>
</table>

8	Justification as to why the RPT is in the interest of the listed entity	Den Ambey is engaged in the distribution of television channels through its digital cable distribution network across the eastern region of Uttar Pradesh. The wide reach of Den Ambey in the said region is leveraged by the Company to expand its cable television distribution business, while Den Ambey benefits from the Company's industry expertise and pan-India presence. In order to achieve cost efficiencies, the Company purchases set top boxes and other equipment in bulk as part of its regular business operations, including for onward sale to its subsidiaries. This mutually beneficial arrangement strengthens the distribution networks of both companies, enhances their market share in the region, and serves the commercial interests of both parties.
9	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
10	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. Please refer Annexure II for other details as per the RPT Industry Standards.

The Audit Committee has reviewed the certificate provided by the Chief Financial Officer and Chief Executive Officer of the Company as required under the RPT Industry Standards.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 4 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

By Order of the Board of Directors

Hema Kumari
Company Secretary and Compliance Officer

New Delhi, July 14, 2026

Registered Office:
Unit No.116, First Floor, C Wing Bldg. No. 2,
Kailas Industrial Complex, L.B.S Marg Park Site,
Vikhroli (W), Mumbai – 400 079
CIN: L92490MH2007PLC344765
Website: www.dennetworks.com
E-mail: investorrelations@denonline.in
Tel.: +91-22-25170178

ANNEXURE I TO THE NOTICE DATED JULY 14, 2026

Details of Director retiring by rotation at the Meeting

Mr. Anuj Jain	
Age	59 Years
Qualifications	B. Tech (AMU, India), MBA (CSU, San Jose USA)
Experience (including expertise in specific functional area) / Brief Resume	Mr. Anuj Jain has over 33 years of industry experience in multiple sectors.
Terms and Conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Anuj Jain is liable to retire by rotation
Remuneration last drawn (including sitting fees, if any) (FY 2025-26)	₹1,00,000 by way of sitting fees (for attending Board meeting)
Remuneration proposed to be paid	He shall be paid remuneration by way of fees 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.
Date of first appointment on the Board	March 29, 2019
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Anuj Jain 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	FY 2025-26: 2 out of 4 meetings held
Directorship of other Boards as on March 31, 2026	Karexpert Technologies Private Limited
Membership / Chairmanship of Statutory Committees of other Boards as on March 31, 2026	NIL
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

Hema Kumari
Company Secretary and Compliance Officer

New Delhi, July 14, 2026

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Unit No.116, First Floor, C Wing Bldg. No. 2,
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Vikhroli (W), Mumbai – 400 079
CIN: L92490MH2007PLC344765
Website: www.dennetworks.com
E-mail: investorrelations@denonline.in
Tel.: +91-22-25170178

Annexure II Other details as per RPT Industry Standards

1. Details of financial performance of related party and interest of promoter(s) / directors / key managerial personnel

S. No	Name of Related Party	Nature of Business	Country of Incorporation	Financial Performance of Related Party during FY 2025-26 (in ₹ crore)			Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
				Turnover	Net Profit (Profit after tax)	Networth	a. Name of the promoter/ director / KMP	b. Shareholding of the promoter/ director / KMP, whether direct or indirect, in the related party
1	Jiostar India Private Limited	Engaged in the business of television broadcasting and production, acquisition and distribution of motion pictures.	India	30,818.9	3,145.10	56,295.2	None of Directors / KMPs / Promoter of the Company have any interest in the transaction.	Nil
2	Den Ambey Cable Networks Private Limited	Engaged in distribution of television channels through digital cable distribution network.	India	66.54	0.48	41.42	None of Directors / KMPs / Promoter of the Company have any interest in the transaction.	Nil

2. There was no default in any obligation undertaken by the related parties (covered in the table above) under a transaction or arrangement entered into with the Company during the FY 2025-26.
3. No bidding or other process was applied for choosing the related party for the above transactions.
4. None of the above transactions are omnibus in nature.

By Order of the Board of Directors

Hema Kumari
Company Secretary and Compliance Officer

New Delhi, July 14, 2026

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