



## NOTICE

**NOTICE** is hereby given that the Seventeenth Annual General Meeting of the members of DEN Networks Limited will be held on **Monday, September 16, 2024 at 01:00 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, 2024 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, 2024 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, 2024 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, 2024 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
2. To appoint Ms. Geeta Kalyandas Fulwadaya (DIN: 03341926), 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, Ms. Geeta Kalyandas Fulwadaya (DIN: 03341926), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”
3. To re-appoint Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration Number 101720W/W100355) as the Statutory Auditors of the Company and fix their remuneration 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 Sections 139, 142 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), Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration Number 101720W/W100355), be and are hereby re-appointed as the Statutory Auditors of the Company, for a further term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Twenty-second Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS**

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025 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 the 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, 2025, be and is hereby ratified.”
5. 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**”), 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) 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 finalizing 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 & Compliance Officer**

**New Delhi, August 23, 2024**

**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: <https://dennetworks.com>  
E-mail: [investorrelations@denonline.in](mailto:investorrelations@denonline.in)  
Tel.: +91-22-25170178

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 25, 2023 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 and December 28, 2022 (collectively referred to as “MCA Circulars”), permitted convening 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, Ms.

Geeta Kalyandas Fulwadaya (DIN: 03341926), Director of the Company, retires by rotation at the Meeting.

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

Ms. Geeta Kalyandas Fulwadaya is interested in the Ordinary Resolution set out at Item No. 2 of this Notice with regard to her re-appointment. The relatives of Ms. Geeta Kalyandas Fulwadaya may be deemed to be interested in the 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 to 3 of this Notice.

6. Details of Director retiring by rotation at this Meeting are provided in the “Annexure” to this Notice.

**DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

7. **In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/ KFin Technologies Limited (“KFinTech”), Company’s Registrar and Transfer Agent/ Depository Participants/ Depositories. Members may note that this Notice and Annual Report for the financial year 2023-24 will also be available on the Company’s website at <https://dennetworks.com>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of 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. 19 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 Jio Meet 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://t.jio/v/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 **Wednesday, September 11, 2024 to Friday, September 13, 2024**. 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](mailto:nkj@nkj.co.in) with a copy marked to [einward.ris@kfintech.com](mailto: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](mailto: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:**

<b>Commencement of remote e-voting:</b>	9:00 a.m. (IST) on Wednesday, September 11, 2024
<b>End of remote e-voting:</b>	5:00 p.m. (IST) on Sunday, September 15, 2024

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.

**Subject to the provisions of the Articles of Association of the Company, 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., Monday, September 9, 2024 (“Cut-off Date”).**

The Board of Directors has appointed Mr. Neelesh Kumar Jain, Company Secretary in Practice (FCS No.: 5593) of NKJ & Associates,

as Scrutiniser to scrutinise the remote e-voting and Insta Poll 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 Scrutiniser's decision on the 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. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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)
<p><b>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section.</li> <li>iii. A new page will open. Enter your User ID and Password for accessing IDeAS.</li> <li>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.</li> <li>v. You will be able to see Company Name: "DEN Networks Limited" on the next screen. <b>Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider "KFinTech"</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ul>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Type in the browser / Click on any the following Links: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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).</li> <li>ii. Enter your User ID and Password for accessing Easi / Easiest.</li> <li>iii. You will see Company Name: "DEN Networks Limited" on the next screen. <b>Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider "KFinTech"</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ul>



<p><b>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select option <b>“Register Online for IDeAS”</b> available on the left hand side of the page.</li> <li>Proceed to complete registration using your DP ID-Client ID, Mobile Number etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>	<p><b>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, type in the browser / Click on the following link: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></li> <li>Proceed to complete registration using your DP ID-Client ID (BO ID), etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>
<p><b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the button <b>“Login”</b> available under <b>“Shareholder/Member”</b> section.</li> <li>On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), 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.</li> <li>You will be able to see Company Name: “DEN Networks Limited” on the next screen. <b>Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>	<p><b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on the following links: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>Provide Demat Account Number and PAN.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account.</li> <li>On successful authentication, you will enter the e-voting module of CDSL. <b>Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>

**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.**

<b>Contact details in case of any technical issue on NSDL Website</b>	<b>Contact details in case of any technical issue on CDSL Website</b>
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at <b>022-4886 7000 / 022-2499 7000.</b>	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>1800 210 9911.</b>

(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](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](mailto:nkj@nkj.co.in) with a copy marked to [einward.ris@kfintech.com](mailto: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 writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [investorrelations@denonline.in](mailto:investorrelations@denonline.in) or to KFinTech at [einward.ris@kfintech.com](mailto: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: 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](mailto: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 page (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 / Mr. Raj Kumar Kale, Asst. 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](mailto: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 authorized by him. The results of e-voting will be announced on or before Wednesday, September 18, 2024 and the same, along with the consolidated Scrutiniser’s Report, will be placed on the website of the Company: <https://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 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., Monday, September 16, 2024.**

#### 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 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](mailto: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 **Monday, September 9, 2024** by sending e-mail on [investorrelations@denonline.in](mailto:investorrelations@denonline.in). The same will be replied by the Company suitably.

#### IEPF RELATED INFORMATION:

16. The Company had transferred Share Application Money received and due for refund or unclaimed by Investors for more than 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](http://www.iepf.gov.in) and also on the website of the Company: <https://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](http://www.iepf.gov.in/IEPF/refund.html), or contact KFinTech, for detailed procedure to lodge the claim for refund of share application money from IEPF Authority.

#### OTHER INFORMATION

17. As mandated by the 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 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.,
- For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration / updation of e-mail address through the link: <https://www.eservices.nsdl.com/kyc-attributes/#/login> and opt-in / opt-out of nomination through the link: <https://www.eservices.nsdl.com/instademat-kycnomination/#/login>
  - For shares held in physical form by submitting to KFinTech, the forms given below 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 services 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 Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, as amended, has mandated the listed companies to issue securities in dematerialized 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, 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 is also available on the website of KFinTech at <https://ris.kfintech.com/client-services/isc/isrforms.aspx>

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

22. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution (‘ODR’) through a common ODR portal. Members are requested to first take up their grievance, if any, with KFinTech. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines; and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.





**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 business proposed under Item Nos. 3 to 5 in this Notice:**

**ITEM NO. 3**

The Members of the Company at the Twelfth Annual General Meeting held on September 23, 2019 approved the appointment of Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration Number 101720W/W100355), as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said Annual General Meeting till the conclusion of the Seventeenth Annual General Meeting. Chaturvedi & Shah LLP will complete their present term (i.e. first term) on conclusion of this Annual General Meeting.

The Board of Directors of the Company, at its meeting held on April 16, 2024 has, considering the experience and expertise of the firm and on the recommendation of the Audit Committee, propose to the Members of the Company, re-appointment of Chaturvedi & Shah LLP as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Twenty-second Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

The Members may note that Chaturvedi & Shah LLP, Chartered Accountants, founded in 1967, has its head office in Mumbai and has diversified client base of large corporates in different sectors.

Chaturvedi & Shah LLP has consented to its appointment as the Statutory Auditors and has confirmed that if appointed, its appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. Chaturvedi & Shah LLP has also provided confirmation that it has subjected itself to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the 'Peer Review Board' of the ICAI.

The proposed remuneration to be paid to the Statutory Auditors for the financial year 2024-25 is ₹ 1.33 Crores. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

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 this Notice for approval by the Members.

**ITEM NO. 4**

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment of Ajay Kumar Singh & Company, 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, 2025 and also approved the remuneration of ₹75,000/- (Rupees Seventy-five Thousand only) 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, has 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, 2025 by passing an Ordinary Resolution as set out at Item No. 4 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. 4 of this Notice for ratification by the members.

**ITEM NO. 5**

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, 2024 is ₹ 1,080.75 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 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 the 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 by the Company during the previous quarter, pursuant to its approvals.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is required for related party transactions which in a financial year, exceed the lower of (i) ₹ 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Accordingly, the material related party transactions for which the

approval of the members is sought are as follows:

- 1) Transactions between the Company and TV18 Broadcast Limited / (TV18) Network18 Media & Investments Limited (Network18):

Presently, the Company pays subscription charges to TV18 for carrying the various channels of TV18 on the distribution network of the Company. The Company also receives Fees from TV18 for various services rendered by the Company. The aggregate value of transactions of the Company with TV18 during the FY2024-25 and in the subsequent financial years may exceed materiality threshold.

Members may note that under a scheme of arrangement, TV18 is merging with Network18. Post the merger, the above transactions of the Company will be with Network18.

Approval of the members of the Company is sought for the transactions as more specifically set out in Table A1 below.

- 2) Transactions between the Company and Star India Private Limited (SIPL):

Members may note that media undertaking of Viacom 18 Media Private Limited (fellow subsidiary of the Company) ("Viacom18") (which includes TV Channels broadcast by Viacom18) is being transferred to SIPL in terms of a scheme of arrangement. Post completion of the scheme, SIPL will be controlled by Reliance Industries Limited (Enterprise exercising control over the Company) (RIL) and owned 16.34% by RIL and 46.82% by Viacom18. Accordingly, SIPL will become a fellow subsidiary and a related party of the Company as per the Indian Accounting Standard.

Presently, the Company pays subscription charges to SIPL for carrying the various channels of SIPL on the distribution network of the Company. The Company also receives fees from SIPL for various services rendered by the Company.

Upon consummation of the scheme, since SIPL will become a related party of the Company, approval of the members of the Company is sought for the transactions with SIPL as more specifically set out in Table A2 below.

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

In addition to the transactions set out in the Tables below, approval of the members is also sought for any other transactions between the 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 are included in the values set out in each of the Tables below.

The value of transactions (for which the approval is being sought) for the period commencing from April 01, 2024 till the date of this Notice has not exceeded the materiality threshold.

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/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

#### A1. Transactions between the Company and TV18 Broadcast Limited, post merger, Network18 Media & Investments Limited

S. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Party:</b> TV18 Broadcast Limited (TV18), post merger, Network18 Media &amp; Investments Limited (Network18)</p> <p><b>Relationship:</b> TV18 is a fellow subsidiary of the Company as per the Indian Accounting Standard.</p> <p>TV18 is <i>inter alia</i> engaged in the media business and it broadcasts television channels and is providing services to the Company under interconnect agreement.</p> <p>Network18 is a member of the Promoter Group of the Company and holds 0.15% of total paid-up equity share capital of the Company. Network18 is also a fellow subsidiary of the Company as per the Indian Accounting Standard.</p> <p>Network18, <i>inter alia</i>, houses a portfolio of digital news websites and magazines.</p>
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3	Type, tenure, material terms and particulars	<ol style="list-style-type: none"> <li>i. The Company carries various television channels of TV18 through its digital cable distribution network and pays subscription charges to TV18 in consideration thereof.</li> <li>ii. TV18 pays fees to the Company for various services rendered by the Company as per the agreement(s) entered into between the Company and TV18.</li> </ol>



		<p>Post the merger, above transactions of the Company will be with Network18.</p> <p>The above transactions will be in accordance with commercial agreements and applicable regulations of the Telecom Regulatory Authority of India.</p> <p>The above arrangements are continuing business transactions. Approval of the members is being sought for aforesaid and allied transactions during 5 financial years i.e., from FY2024-25 to FY2028-29.</p>
4	Value of Transaction	<p>i. The Company estimates that the monetary value for transactions at 3(i) above and allied transactions for - (a) FY2024-25 to be up to ₹ 150 crore; and (b) in each of 4 subsequent financial years from FY2025-26 to FY2028-29 to be upto ₹ 220 crore.</p> <p>ii. The Company estimates that the monetary value for transactions at 3(ii) above and allied transactions for - (a) FY2024-25 to be up to ₹ 30 crore and (b) in each of 4 subsequent financial years from FY2025-26 to FY2028-29 to be upto ₹ 44 crore.</p>
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i. The estimated transaction value at 4(i) above for FY2024-25 represents 13.88% of the annual consolidated turnover of the Company for FY2023-24.</p> <p>ii. The estimated transaction value at 4(ii) above for FY2024-25 represents 2.78% of the annual consolidated turnover of the Company for FY2023-24.</p>
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity	<p>The Company is engaged in the distribution of television channels through its digital cable distribution network and TV18 operates a number of television channels for broadcast and streaming of content. Post merger, transactions of the Company with TV18 shall stand transferred to Network18 and the arrangement shall continue. The transactions are in the interest of the parties.</p>
8	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9	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.

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

## A2. Transactions between the Company and Star India Private Limited

S. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Party:</b> Star India Private Limited (SIPL)</p> <p><b>Relationship:</b> Presently, SIPL is not a related party of the Company. SIPL will be a fellow subsidiary of the Company as per the Indian Accounting Standard post completion of the scheme.</p> <p>SIPL is engaged in the business of television broadcasting and production, acquisition and distribution of motion pictures and is providing services to the Company under interconnect agreement.</p>
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3	Type, tenure, material terms and particulars	<p>(i) The Company carries various television channels of SIPL through its digital cable distribution network and pays subscription charges to SIPL in consideration thereof.</p> <p>(ii) SIPL pays fees to the Company for various services rendered by the Company as per the agreement(s) entered into between the Company and SIPL.</p> <p>The above transactions will be in accordance with commercial agreements and applicable regulations of the Telecom Regulatory Authority of India.</p> <p>The above arrangements are continuing business transactions. Approval of the members is being sought for aforesaid and allied transactions during 5 financial years i.e., from FY2024-25 to FY2028-29.</p>
4	Value of Transaction	<p>(i) The Company estimates that the monetary value for transactions at 3(i) above and allied transactions - (a) for FY2024-25 to be up to ₹ 162 crore; and (b) in each of the 4 subsequent financial years from FY2025-26 to FY2028-29 to be upto ₹ 714 crore.</p> <p>(ii) The Company estimates that the monetary value for transactions at 3 (ii) above and allied transactions - (a) for FY2024-25 to be up to ₹ 64 crore; and (b) in each of the 4 subsequent financial years from FY2025-26 to FY2028-29 to be upto ₹ 207 crore.</p> <p>Presently, SIPL is not a related party and the value of transactions given above considers the period post SIPL becoming a fellow subsidiary of the Company.</p>
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>(i) The estimated transaction value at 4(i) above for FY2024-25 represents 14.99% of the annual consolidated turnover of the Company for FY2023-24.</p> <p>(ii) The estimated transaction value at 4(ii) above for FY2024-25 represents 5.92% of the annual consolidated turnover of the Company for FY2023-24.</p>
6	Details of the transaction relating to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity	<p>The Company is engaged in the distribution of television channels through its digital cable distribution network and SIPL operates a number of television channels for broadcast and streaming of content.</p> <p>The transactions are in the interest of the parties.</p>



8	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9	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.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said 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. 5 whether the entity is a related party to the particular transaction or not.

The Board of Directors commends the Ordinary Resolution set out at Item No. 5 of this Notice for approval by the members.

**By Order of the Board of Directors**

**Hema Kumari**  
**Company Secretary & Compliance Officer**

**New Delhi, August 23, 2024**

**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: <https://denetworks.com>  
E-mail: [investorrelations@denonline.in](mailto:investorrelations@denonline.in)  
Tel.: +91-22-25170178

**ANNEXURE TO THE NOTICE DATED AUGUST 23, 2024**
**Details of Director retiring by rotation at the Meeting:**

<b>Ms. Geeta Kalyandas Fulwadaya</b>	
Age	44 Years
Qualifications	B.Com, Associate Member of the Institute of Company Secretaries of India (ICSI) and Law Graduate from Government Law College
Experience (including expertise in specific functional area) / Brief Resume	Extensive experience in the field of corporate laws and allied matters.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Ms. Geeta Kalyandas Fulwadaya, who was re-appointed as a Non-executive Director at the Annual General Meeting held on September 17, 2021, is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any) (FY 2023-24)	₹2 Lakh paid as sitting fees for attending the Board meetings held during the financial year 2023-24
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of first appointment on the Board	March 29, 2019
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Number of meetings of the Board attended	FY 2023-24 : 4 out of 4 meetings held FY 2024-25 (till the date of this notice) : 2 out of 2 meetings held
Directorships of other Boards as on March 31, 2024	<ul style="list-style-type: none"> <li>• Reliance Retail Limited</li> <li>• Hathway Cable and Datacom Limited</li> <li>• Actoserba Active Wholesale Limited</li> <li>• Just Dial Limited</li> <li>• Reliance Ritu Kumar Private Limited</li> <li>• Metro Cash and Carry India Private Limited</li> </ul>
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	<p><b>Reliance Retail Limited</b></p> <ul style="list-style-type: none"> <li>• Compliance Committee</li> </ul> <p><b>Hathway Cable and Datacom Limited</b></p> <ul style="list-style-type: none"> <li>• Investment and Loan Committee</li> <li>• Administrative-cum-Regulatory Committee</li> <li>• Stakeholders' Relationship Committee</li> </ul> <p><b>Actoserba Active Wholesale Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee</li> </ul>
Listed Entities from which the Director has resigned in the past three years	Nil

**By Order of the Board of Directors**

**Hema Kumari**  
**Company Secretary & Compliance Officer**

**New Delhi, August 23, 2024**

**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  
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