

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of DEN Networks Limited will be held on **Friday, August 22, 2025 at 12:00 Noon (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, 2025 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, 2025 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, 2025 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, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Sameer Manchanda (DIN: 00015459), 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. Sameer Manchanda (DIN: 00015459), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."

3. To appoint Mr. Saurabh Sancheti (DIN: 08349457), 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. Saurabh Sancheti (DIN: 08349457), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

4. To appoint Secretarial Auditor 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 204 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, Mr. Neelesh

Kumar Jain, Practicing Company Secretary, Proprietor of N.K.J & Associates (Certificate of Practice No. 5233), be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors."

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026 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, 2026, be and is hereby ratified."

By Order of the Board of Directors

Hema Kumari
Company Secretary & Compliance Officer

New Delhi, April 23, 2025

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 circular dated September 19, 2024 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 and September 25, 2023 (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 ("**the Act**") read with Rules made thereunder and the Securities and Exchange Board of India ("**SEBI**") (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. 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. Sameer Manchanda (DIN: 00015459) and Mr. Saurabh Sancheti (DIN: 08349457), Directors of the Company, retire by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company commend their appointment.

Mr. Sameer Manchanda and Mr. Saurabh Sancheti are interested in the Ordinary Resolution set out at Item No. 2 and Item No. 3 respectively of this Notice with regard to their appointment. The relatives of Mr. Sameer Manchanda and Mr. Saurabh Sancheti may be deemed to be interested in the ordinary resolutions set out at Item No. 2 and Item No. 3 respectively 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 Directors retiring by rotation at this Meeting are provided in the "Annexure" 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 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Share 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 2024-25 is available is being sent to those Members whose e-mail address is not registered with the Company / Registrar and Share Transfer Agent/ Depository Participants / Depositories.

Members may note that this Notice and Annual Report for the financial year 2024-25 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 Share 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 ("DP"). 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://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 **Sunday, August 17, 2025 to Tuesday, August 19, 2025**. 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 tanujvohra@yahoo.com with a copy marked to einward.ris@kfinetech.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@kfinetech.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:	9:00 a.m. (IST) on, Monday, August 18, 2025
End of remote e-voting:	5:00 p.m. (IST) on, Thursday, August 21, 2025

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., Friday, August 15, 2025 ("Cut-off Date").

The Board of Directors of the Company has appointed Mr. Tanuj Vohra, Company Secretary in Practice (C.P. No. 5253), Partner, TVA & Co. LLP, failing him Mr. Vishhal Arorah, Company Secretary in Practice (C.P. No. 5992), Partner, TVA & Co. LLP, as Scrutinizer 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 in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date 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/0155 dated November 11, 2024, 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>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. A new page will open. Enter your User ID and Password for accessing IDeAS. 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. You will be able to see Company Name: “DEN Networks Limited” on the next screen. Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com 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 Proceed to complete registration using your DP ID-Client ID, Mobile Number etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following link: https://www.evoting.nsdl.com/ Click on the button “Login” available under “Shareholder/Member” section. 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or https://www.cdslindia.com and click on New System Myeasi/ Login to Myeasi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox). Enter your User ID and Password for accessing Easi / Easiest. You will see Company Name: “DEN Networks Limited” on the next screen. Click on the e-Voting link available against DEN Networks Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following links: https://evoting.cdslindia.com/Evoting/EvotingLogin Provide Demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. 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.

<p>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 the OTP received on your registered email id / mobile number and click on 'Log-in' button. After successful authentication, you will be redirected to NSDL Depository website, wherein you can see e-Voting page.</p> <p>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.</p>	
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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
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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 / 1800 102 0990	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
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(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)]:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- 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.

- After entering these details appropriately, click on "**LOGIN**".
- 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 the Notice separately. In case you do not 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: tanujvohra@yahoo.com 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".
- (IB.) 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 Permanent Account Number ("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 (vii) 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 the 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 dematerialised 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

 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.

- (b) 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).
- (c) 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.
- (d) 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
KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032, India
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 declared 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 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., Friday, August 22, 2025.**

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 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 **Friday, August 15, 2025** by sending an e-mail on 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 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 <https://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 SEBI, shares of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form 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. a. 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.

- b. Members holding shares in dematerialised mode should contact 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 opt-in / opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>
- c. Members holding shares in physical mode should submit 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

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 shall be effected only in demat mode. Further, SEBI vide its Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, 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 by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be, 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/isc/isrforms.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. 4

Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or

a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the Board of the Directors.

The Board of Directors of the Company ("Board"), at its meeting held on April 23, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the Members of the Company, appointment of Mr. Neelesh Kumar Jain, Practicing Company Secretary, Proprietor of NKJ & Associates (Certificate of Practice No. 5233), as Secretarial Auditor for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 on such remuneration as may be determined by the Board of Directors of the Company from time to time.

Mr. Neelesh Kumar Jain is a seasoned and senior practicing Company Secretary with over 22 years of comprehensive experience in Corporate Secretarial Services and Compliance. His expertise spans Secretarial Audits, Corporate Compliance Management, Due Diligence, SEBI Regulations, and more, serving a diverse clientele across various industry sectors.

Mr. Neelesh Kumar Jain, Practicing Company Secretary, Proprietor of NKJ & Associates (Certificate of Practice No. 5233), has consented to his appointment as the Secretarial Auditor, if appointed and has confirmed that he has subjected himself to the peer review process of the Institute of Company Secretaries of India ("ICSI") and holds a valid certificate of peer review issued by the ICSI.

Further, Mr. Neelesh Kumar Jain, Practicing Company Secretary, Proprietor of NKJ & Associates (Certificate of Practice No. 5233), has confirmed that he is eligible for appointment as the Secretarial Auditor and is free from any disqualifications. The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is ₹ 2,00,000/- (Rupees Two Lakh only). The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of his term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor, is required to be approved by the Members of the Company. Accordingly, approval of the Members is sought for passing the 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 commends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the Members.

Item No. 5

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, 2026 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, 2026 by passing an Ordinary Resolution as set out at Item No. 5 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. 5 of this Notice for ratification by the Members.

By Order of the Board of Directors

Hema Kumari
Company Secretary & Compliance Officer

New Delhi, April 23, 2025

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

ANNEXURE TO THE NOTICE DATED APRIL 23, 2025

Details of Directors retiring by rotation and seeking re-appointment at the Meeting

	Mr. Sameer Manchanda	Mr. Saurabh Sancheti
Age	63 Years	40 Years
Qualifications	Fellow Member of the Institute of Chartered Accountants of India (ICAI).	B. Tech from IIT Roorkee and Post Graduate Diploma in Management (PGDM) from IIM Ahmedabad
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Sameer Manchanda is a qualified Chartered Accountant. He has around four decades of experience in the Indian media and television industry. Besides executing ideas, his expertise spans across strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations and joint ventures.</p> <p>Prior to DEN, he co-founded the erstwhile IBN18, home of CNN IBN and IBN7. He was a founder member of the News Broadcasters Association and served as its President from 2009 to 2010.</p>	<p>Mr. Saurabh Sancheti has over 16 years of experience in multiple sectors. He has expertise in driving growth, turning around operations and corporate development. He holds multiple accolades like Economic Times 40 under forty, Fortune 40 under forty and Young Distinguished Alumni award from IIM, Ahmedabad. Currently, he is a Chief Financial Officer at Jio Platforms Limited and Jio Media Limited.</p>
Terms and Conditions of appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Sameer Manchanda, is liable to retire by rotation.	In terms of Section 152(6) of the Companies Act, 2013, Mr. Saurabh Sancheti, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2024-25)	₹2.70 Lakh (by way of sitting fees) (for remuneration details, please refer to Corporate Governance Report)	₹2.70 Lakh (by way of sitting fees) (for remuneration details, please refer to Corporate Governance Report)
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.	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	September 15, 2007	March 29, 2019
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	1,75,99,220 equity shares of ₹10/- each	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Sameer Manchanda is not related to any other Director / Key Managerial Personnel.	Mr. Saurabh Sancheti is not related to any other Director / Key Managerial Personnel.
Number of meetings of the Board attended during the financial year 2024-25	4 out of 4 meetings held	4 out of 4 meetings held
Directorship of other Boards as on March 31, 2025	Lucid Systems Private Limited	Hathway Cable and Datacom Limited

Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Nil	Hathway Cable and Datacom Limited <ul style="list-style-type: none"> Investment & Loan Committee – Chairman Administrative cum- Regulatory Committee-Member Corporate Social Responsibility Committee- Member Business Responsibility and Sustainability Committee- Member Risk Management Committee-Chairman Jio Platforms Limited <ul style="list-style-type: none"> Risk Management Committee – Member
Listed entities from which the Director has resigned in the past three years	Nil	Nil

By Order of the Board of Directors

Hema Kumari
Company Secretary & Compliance Officer

New Delhi, April 23, 2025

Registered Office:

Unit No.116, First Floor, C Wing Bldg. No. 2
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