



FORMAT FOR QUARTELY INTEGRATED FILING (GOVERNANCE)

A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. **Name of the Listed Entity:** DEN NETWORKS LIMITED

2. **Quarter ending:** DECEMBER 31, 2024

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non-Executive/in dependent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in Months)*	Date of Birth	No. of directorship in listed entities including this listed entity [with reference to Regulation 17A]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1)] & reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr.	SAMEER MANCHANDA	PAN- [REDACTED] DIN- 00015459	Chairperson- Non-Executive - Non Independent Director	15-09-2007	19-09-2008	-	-	17-06-1961	1	0	1	0

DEN Networks Limited

CIN: L92490MH2007PLC344765

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Mr.	ANUJ JAIN	PAN- [REDACTED] DIN- 08351295	Non-Executive - Non Independent Director	29-03-2019	23-09-2019	-	-	06-03-1967	2	0	0	0
Ms.	GEETA KALYANDAS FULWADAYA	PAN- [REDACTED] DIN-03341926	Non-Executive - Non Independent Director	29-03-2019	23-09-2019	-	-	17-11-1979	3	0	1	0
Mr.	SAURABH SANCHETI	PAN- [REDACTED] DIN- 08349457	Non-Executive - Non Independent Director	29-03-2019	23-09-2019	-	-	08-03-1985	2	0	1	0
Mr.	RAJENDRA DWARKADAS HINGWALA	PAN- [REDACTED] DIN- 00160602	Non-Executive Independent Director	21-12-2019	21-12-2022	-	60.11	26-08-1952	3	3	5	4
Mr.	RAHUL YOGENDRA DUTT	PAN- [REDACTED] DIN- 08872616	Non-Executive Independent Director	22-09-2022	22-09-2022	-	27.1	24-08-1976	5	5	7	0
Mr.	ACHUTHAN SIDDHARTH	PAN- [REDACTED] DIN- 00016278	Non-Executive Independent Director	22-09-2022	22-09-2022	-	27.1	16-05-1953	4	4	10	5
Ms.	NAINA KRISHNA MURTHY	PAN- [REDACTED] DIN- 01216114	Non-Executive Independent Director	14-07-2023	14-07-2023	-	17.18	15-09-1971	5	5	6	0

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Whether Regular Chairperson appointed : Yes
Whether Chairperson is related to Managing Director or CEO: No

Note:

1. Mr. Sameer Manchanda, Chairperson is a part of the Promoter Group of the Company.
2. Approval of the shareholders obtained by means of special resolution for continuation of directorship of Mr. Rajendra Dwarkadas Hingwala on the Board of the Company, after attains the age of 75 years, during the second term of office as an Independent Director.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/ Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	RAJENDRA DWARKADAS HINGWALA	Chairperson - Non-Executive - Independent Director	22-09-2022	
		SAURABH SANCHETI	Member - Non-Executive - Non-Independent Director	23-09-2019	
		RAHUL YOGENDRA DUTT	Member - Non-Executive - Independent Director	22-09-2022	

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		NAINA KRISHNA MURTHY	Member - Non-Executive - Independent Director	09-11-2023	
2. Nomination and Remuneration Committee	Yes	RAJENDRA DWARKADAS HINGWALA	Chairperson - Non-Executive - Independent Director	22-09-2022	
		SAMEER MANCHANDA	Member - Non-Executive - Non-Independent Director	06-07-2009	
		NAINA KRISHNA MURTHY	Member - Non-Executive - Independent Director	09-11-2023	
3. Risk Management Committee	Yes	RAJENDRA DWARKADAS HINGWALA	Chairperson - Non-Executive - Independent Director	22-09-2022	
		SAMEER MANCHANDA	Member - Non-Executive - Non-Independent Director	15-01-2019	
		SAURABH SANCHETI	Member - Non-Executive - Non-Independent Director	23-09-2019	
		NAINA KRISHNA MURTHY	Member - Non-Executive - Independent Director	09-11-2023	
4. Stakeholders Relationship Committee	Yes	RAJENDRA DWARKADAS HINGWALA	Chairperson - Non-Executive - Independent Director	22-09-2022	

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		SAMEER MANCHANDA	Member - Non-Executive - Non-Independent Director	06-07-2009	
		NAINA KRISHNA MURTHY	Member - Non-Executive Independent Director	09-11-2023	
5. Corporate Social Responsibility Committee	Yes	RAJENDRA DWARKADAS HINGWALA	Chairperson - Non-Executive - Independent Director	22-09-2022	
		SAMEER MANCHANDA	Member - Non-Executive - Non-Independent Director	30-05-2014	
		NAINA KRISHNA MURTHY	Member - Non-Executive - Independent Director	09-11-2023	

III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
	Yes/No				
10-10-2024	Yes	7	4	15-07-2024	86

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IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	10-10-2024	Yes	3	2	15-07-2024	86
Risk Management Committee	10-10-2024	Yes	3	1	-	
Stakeholders Relationship Committee	10-10-2024	Yes	2	1	-	

V. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none">a. Audit Committeeb. Nomination & remuneration committeec. Stakeholders relationship committeed. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000)

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3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Yes, this report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Further, there are no comments/observations/advice of the Board on the Corporate Governance Report.

Details of Cyber Security Incidence

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidence of breaches or loss of data or documents during the quarter	No
Date of event	Brief details of event

Name	Hema Kumari
Designation	Company Secretary & Compliance Officer

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B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	7
No. of investor complaints disposed off during the Quarter	7
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the Quarter
Not Applicable					

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D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
Not Applicable					

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Deputy Commissioner of Commercial Tax	25-03-2015	The Company had received Value Added Tax (VAT) assessment orders in the state of Karnataka for the financial years 2008-09 to 2017-18 (up to July 2017) demanding tax, interest and penalty of Rs. 294.02 million calculating interest and penalty till the date of	The appeal filed by the Company for the financial year 2009-10 with the Commercial Tax Tribunal was rejected during the quarter. The

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			<p>assessment orders. The Karnataka Commercial Taxes Department has assumed Transfer of Right to use of Set Top Boxes (STBs), alleging STB are under control of subscribers and levied VAT on Activation Charges. However, the Company had already paid service tax on the alleged activation charges. For the financial year 2008-09 & from financial years 2011-12 to July 2017, the Company had filed petitions before the Hon'ble Karnataka High Court after getting adverse orders from the Commercial Tax Tribunal and for the financial years 2009-10 & 2010-11, the Company had filed appeals with the Commercial Tax Tribunal after getting adverse orders from the Joint Commissioner Commercial Taxes - Appeals.</p>	<p>Company intends to file a petition before the Hon'ble Karnataka High Court against the Order of Commercial Tax Tribunal.</p>
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