



June 30, 2020

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Scrip Code- **533137**

National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra- Kurla Complex
Bandra (East), Mumbai-400 051
Trading Symbol- **DEN**

Dear Sir(s),

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report duly issued by N.K.J. & Associates, Practising Company Secretaries, for the financial year ended March 31, 2020.

Please take the same on record.

Thanking You,

Yours faithfully,

FOR DEN NETWORKS LIMITED

JATIN MAHAJAN
Company Secretary
FCS: 6887

Encl: a/a

DEN Networks Limited

CIN: L92490DL2007PLC165673

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

Landline: +91 11 40522200 || Facsimile: +91 11 40522203 || E-mail: den@denonline.in || www.dennetworks.com

Secretarial Compliance Report of Den Networks Limited**For the Financial Year ended 31st March 2020**

To,

The Board of Directors

Den Networks Limited

236, Okhla Industrial Area, Phase III, New Delhi 110020

We NKJ & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **Den Networks Limited**("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity
- (d) any other documents/filing, as may be relevant, which has been relied upon to make this clarification,

for the year ended 31st March 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(**Not Applicable to the Company during the Audit Period**);
- (e) Securities and Exchange Board of India (Share Based Employees Benefits) Regulation, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(**Not Applicable to the Company during the Audit Period**);



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013(**Not Applicable to the Company during the Audit Period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; and
- (j) Para 6(A) and 6(B) of SEBI Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:-

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) There are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by stock exchanges (including under the Standard Operating Procedures issue by SEBI through various circulars) under the aforesaid Acts/ Regulations and Circulars/guidelines issued thereunder:



For NKJ & Associates
Company Secretaries


Neelesh Kumar Jain
Practicing Company Secretary

FCS No.: 5593

C P No.:5233

UDIN: F005593B000219895

Date: May 9th, 2020

Place: New Delhi