



Date: - May 28, 2019

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

BSE Limited
15th Floor, Phiroze JeeJeebhoy Towers
Dalal Street, Mumbai-400 001
Scrip Code-533137

Sub: - Annual Secretarial Compliance Report for the year ended March 31, 2019

Dear Sir/Ma'am,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report issued by NKJ & Associates, Practicing Company Secretaries for the year ended March 31, 2019.

You are requested to take the same on your record.

Thanking you,

Yours faithfully

For Den Networks Limited

Jatin Mahajan
Company Secretary
FCS: 6887

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 year ended
31st March 2019**

I, Neelesh Kumar Jain, Practicing Company Secretaries, 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 2019 ("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 Review 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 Review 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 Review Period)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;
- (i) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993



- (j) SEBI (Depositories and Participants) Regulations, 2018 and circulars/ guideline issued thereunder;

and based on the above examination, I/ 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) The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Regulation 18 (1) of SEBI (LODR) Regulations, 2015 : Delay in reconstitution of Audit committee	Fine was imposed by BSE Ltd.	During the year one of the Nominee Director resigned from the directorship of the company. Consequently he ceased to be a member of the Audit Committee and the company was left with two members in the Audit Committee. The Company acted pro-actively and appointed a new member to the Audit Committee. It was submitted by the Company that, in the interest of the shareholders at large, a vacancy in the Audit Committee can be fulfilled only after following the process of identifying the right candidate who fits best for the role as a member of the Audit Committee as well as meeting the eligibility criteria. It was also submitted that there has been no timeline defined under the Regulations to reconstitute. The submission of the Company was accepted by NSE and fine has been waived off. The Company is also requesting to BSE Ltd. to consider the matter in the light of above facts.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: This being the first Review Period there is nothing reportable under this item.



**For NKJ & Associates
Company Secretaries**

Neelesh Kumar Jain

Practicing Company Secretary

FCS No.: 5593

C P No.:5233

Date: April 16, 2019

Place: New Delhi