



May 31, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

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

Scrip Code - **533137**

Trading Symbol- **DEN**

Dear Sir(s),

Sub: Disclosure under Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Copy of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" of the Company, is attached.

This is for information and records.

Thanking you,

Yours faithfully,
For **DEN NETWORKS LIMITED**

Hema Kumari
Company Secretary & Compliance Officer

Encl: As above

DEN Networks Limited

CIN: L92490MH2007PLC344765

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**CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**



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1. INTRODUCTION:

- 1.1. In terms of Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of DEN Networks Limited (“DEN” or “the Company”) had formulated the Fair Disclosure Code and approved the same at its meeting held on May 11, 2015. The Fair Disclosure Code was amended by the Board of Directors of DEN at its meeting held on April 23, 2025.
- 1.2. DEN endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives and in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, DEN has adopted this Fair Disclosure Code.
- 1.3. This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.

2. TERMS AND DEFINITIONS:

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

3. PRINCIPLES OF FAIR DISCLOSURE OF UPSI:

In order to adhere to the principles as mentioned in Schedule A to the SEBI (Prohibition of Insider Trading) Regulations, 2015, DEN shall:

- 3.1. Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.
- 3.2. Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website.
- 3.3. Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on the Company’s website.



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- 3.4. Put on the Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.
 - 3.5. Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
 - 3.6. Ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumours by regulatory authorities such as stock exchanges, etc.

(Note: The Company shall not comment on every market rumour unless it is required to do so in terms of the SEBI Regulations).

- 3.7. Ensure that information shared with analysts and research personnel is not UPSI.
- 3.8. Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences, wherever required as per law, available on the Company's website to ensure official confirmation and documentation of disclosures made.
- 3.9. Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company. The "Policy for determination of legitimate purposes" is as below:
 - a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
 - b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task / activity / deal including any other assignment for furtherance of the business interests of the Company.
 - c) Subject to conditions prescribed in (a) and (b) above, UPSI can be shared with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. in respect of proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.



Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

4. CHIEF INVESTOR RELATIONS OFFICER (CIRO)

4.1. The Compliance Officer of the Company is designated as the Chief Investor Relations Officer of the Company, to deal with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at: investorrelations@denonline.in

4.2. The CIRO shall be responsible for compliance of this Fair Disclosure Code.

4.3. Employees of the Company shall not respond under any circumstances to enquiries from the stock exchanges, the media or others unless authorised to do so by the CIRO or by the CFO of the Company.

5. AMENDMENTS TO THE FAIR DISCLOSURE CODE:

The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.

Any subsequent amendment/ modification in the SEBI Regulations impacting the provisions of this Fair Disclosure Code shall automatically apply and the relevant provision(s) of this Fair Disclosure Code shall stand modified and / or amended to that extent, even if not incorporated herein.