



Date: May 29, 2022

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**

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001
Scrip Code- **533137**

Subject: Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2022

Respected Sir(s)/Madam,

Pursuant to Regulation 24A of the 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 the Annual Secretarial Compliance Report for the financial year ended March 31, 2022 issued by NKJ & Associates, Practicing Company Secretary.

Please take the same on your record.

Thanking You,

Yours faithfully,

For DEN NETWORKS LIMITED



Hema Kumari
Company Secretary & Compliance officer

Encl: as above

DEN NETWORKS LIMITED

CIN: L92490MH2007PLC344765

Corp. Office: 236, Okhla Industrial Estate, Phase-III, New Delhi-110020

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Regd. Office: Unit No.116, First Floor, C Wing Bldg. No.2 Kailas, Industrial Complex L.B.S Marg Park Site Vikhroli(W), Mumbai, Mumbai City, Maharashtra, India, 400079

Landline: +91 22 20870451||E-mail: den@denonline.in|| Website: www.dennetworks.com

ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

of

DEN Networks Limited

for the financial year ended 31st March, 2022

We have examined:

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

for the financial year ended 31st March, 2022 ("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 Contracts (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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



Provisions of the following Regulations and Circular/Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Review Period: -

- a. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- c. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
- f. Clause 6A & 6B of SEBI Circular No.- CIR/CFD/CMD1/114/2019 dated October 18, 2019

and 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 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	Observations/ Remarks of the Practicing Company Secretary, if any.
1	Please refer to point no. d below			



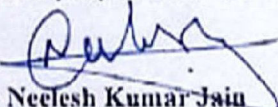
d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Observations of Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2021	Actions taken by Listed entity, if any	Comments of Practising Company Secretary on the action taken by the Listed entity
1	<p>To achieve compliance of 25% MPS (against 13.37% public shareholding), the Promoters had made an offer for sale of 5,54,85,048 equity shares representing 11.63% of the total issued and paid-up equity share capital of the Company, in accordance with the provisions of the applicable SEBI Circulars. Pursuant to the said offer for sale, effective March 30, 2021, the public shareholding of the Company increased from 13.37% to 25.00%. Accordingly, the Company has achieved compliance with the MPS requirement.</p> <p>Also, the Company has suo moto paid the penalty for the period upto March 31, 2021.</p>		<p>The Company had achieved the requisite compliance effective 30th March, 2021.</p> <p>Further, the Company had received notices from BSE and NSE, dated 05th July, 2021 for payment of penalty of Rs. 6,31,300 for the period of January 1, to March 29, 2021.</p> <p>With regard to aforementioned notices, the Company had suo moto made payment of Rs. 5,31,000/- (Rupees Five Lakhs Thirty-One Thousand Only) respectively to BSE and NSE on 02nd April, 2021, while it made the balance payment of Rs 1,00,300/- (Rupees One Lakh Three Hundred Only) respectively to both the stock exchanges on 08th July, 2021.</p>	<p>Effective 30th March, 2021, the Company is fully compliant with MPS requirements.</p>

Date: 23.05.2022
Place: New Delhi



For NKJ & Associates
Company Secretaries


Neelesh Kumar Jain

Practising Company Secretary
FCS No.: 5593
C P No.:5233
UDIN: F005593D000356812