



Date: June 10, 2021

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 year ended March 31, 2021

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 8th February, 2019, please find enclosed the Annual Secretarial Compliance Certificate for the year ended 31st March, 2021 issued by NKJ & Associates, Practicing Company Secretary.

Please take the same on your record.

Thanking You,

Yours faithfully,

For DEN Networks Limited

Jatin Mahajan
Company Secretary

Encl: as above

DEN NETWORKS LIMITED

CIN: L92490MH2007PLC344765

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

Landline: +91 22 61289999|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 ('the Company')

For the financial year ended 31st March, 2021

We have examined:

- (a) all the documents and records made available to us and explanation provided by the Company;
- (b) the filings/ submissions made by the Company to the BSE Limited and the National Stock Exchange of India Limited, from time to time;
- (c) website of the Company; and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on 31st March, 2021 ("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, as amended;
- (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;
- c. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and
- e. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- f. Clause 6A & 6B of SEBI Circular -CIR/CFD/CMD 1/114/2019 dated October 18, 2019

and circulars/ guidelines issued thereunder; and based on the above examination, I/We hereby report that, during the Review Period:

The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder

- a) 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.
- b) 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
1.	BSE Limited and The National Stock Exchange of India Limited.	Maintenance of minimum public shareholding of atleast 25%, pursuant to Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957.	Penalty of Rs. 5,000 per day for the period from September 01, 2020 to December 31, 2020 levied by BSE Limited and The National Stock Exchange of India Limited	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. Also the Company has suo moto paid the penalty for the period upto March 31, 2021.

c) 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...	Actions taken by Listed entity, if any	Comments of Practising Company Secretary on the action taken by the Listed entity
	Not Applicable			



**For NKJ & Associates
Company Secretaries**

(Signature)

**Neelesh Kumar Jain
Practicing Company Secretary**

FCS No.: 5593

C P No.:5233

UDIN: F005593C000388041

Date: 28th May, 2021

Place: New Delhi