



May 29, 2024

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: Annual Secretarial Compliance Report for the financial year ended March 31, 2024

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Annual Secretarial Compliance Report, duly issued by M/s. NKJ & Associates, Practicing Company Secretaries, for the financial year ended March 31, 2024.

Please take the same on 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-110 020

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

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, 400 079

Landline: +91 22 25170178 || E-mail: den@denonline.in || Website: www.dennetworks.com

**Secretarial compliance report of DEN Networks Limited
for the year ended 31 March 2024**

To,
The Board of Directors,
DEN Networks Limited

We, M/s. NKJ & Associates, a firm of 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 document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 ('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 (SEBI LODR);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the listed entity during the Review Period)**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(Not applicable to the listed entity during the Review Period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the listed entity during the Review Period)**;



(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the listed entity during the Review Period**);

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and paragraph 6.1 and 6.2 of Section V-D of chapter V of the Master Circular dated July 11, 2023 issued by SEBI on compliance with the provisions of the SEBI LODR by listed entities;

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 taken the following actions to comply with the observations made in the previous reports: **Not Applicable**

We report below the compliance status by the listed entity of the items stated in the table:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).</p>	Yes	--
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities; and All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	--



3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website; • Timely dissemination of the documents/ information under a separate section on the website; and • Web-links provided in annual corporate governance reports under Regulation 27(2) of the SEBI LODR are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	Yes	--
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the listed entity are disqualified under Section 164 of the Companies Act, 2013.</p>	Yes	--
5.	<p><u>Details related to subsidiaries of listed entities have been examined with respect to:</u></p> <p>(a) Identification of material subsidiary companies*; and</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	--
6.	<p><u>Preservation of documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the SEBI LODR.</p>	Yes	--
7	<p><u>Performance Evaluation:</u></p>		

	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	--
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; and (b) In case no prior approval was obtained, the listed entity shall provide detailed reasons along with confirmation that the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes NA	-- No such instances observed.
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III to the SEBI LODR within the time limits prescribed thereunder.	Yes	--
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	--



12	Additional Non-compliances, if any:		
	No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	--

*The listed entity does not have any material subsidiary during the FY 2023-24.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For NKJ & Associates
Company Secretaries**



(Handwritten Signature)

**Neelesh Kumar Jain
Practicing Company Secretary
FCS No.: 5593
CP No. :5233
UDIN: F005593F000425881
PR No.: 688/2020**

**Date: 22.05.2024
Place: Delhi**