



**Annexure XI**

**Compliance Report on Corporate Governance**

**Name of the Company: DEN NETWORKS LIMITED**

**Quarter ending on: 30.09.2015**

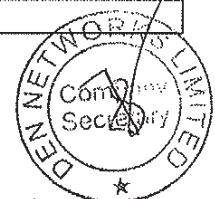
Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>			
(A) Composition of Board	49 (IIA)	Yes	The Board of the Company has optimum combination of executive and non-executive directors with 50% of members as Independent Directors. The Board of directors in its meeting dated August 13, 2014 had approved appointment of Ms. Nandita Agarwal Parker as Non Executive Independent Director ( <b>Women Director</b> ) subject to approval of Ministry of Information and Broadcasting (hereinafter referred as MIB), in terms of Clause 6.2.7.6 of consolidated FDI Policy dated April 17, 2014 for appointment of Directors on the Board of the Company. The Company had filed the application with MIB on dated Oct. 16, 2014.  <b>The Company is yet to receive approval from MIB for appointment.</b>
(B) Independent Directors	49 (IIB)	Yes	The Criteria for performance evaluation and details of familiarization programme of Independent Directors is disclosed in the Annual Report.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Only sitting fee is paid to Non-Executive Directors and Independent Directors, during the quarter. The requisite disclosures are given in the Annual Report.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	A declaration by the CEO for compliance of code of conduct by all Board members and senior management personnel are given in the Annual Report on yearly basis.
(F) Whistle Blower Policy	49 (IIF)	Yes	Requisite disclosures are made in Board's Report on yearly basis.
<b>III. Audit Committee</b>			
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-

**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



(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	The necessary disclosures relating to remuneration policy and its evaluation criteria are given in the Annual Report on yearly basis.
<b>V. Subsidiary Companies</b>	49 (V)	Yes	The necessary disclosures of policy determining 'material' subsidiaries and a web link are provided in the Annual Report on yearly basis.
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	The Company has not entered into material transactions with the Related Party falling within the purview of sub clause VII of Clause 49 of the Listing Agreement.
<b>VIII. Disclosures</b>	49 (VIII)		-
(A) Related party transactions	49 (VIII A)	Yes	All related party transactions are pre-approved by the Audit Committee. However, there are no material related party transactions. The necessary disclosures including web link are given in the Annual Report on yearly basis.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosures are made in the Annual Report on yearly basis.
(C) Remuneration of Directors	49 (VIII C)	Yes	The required disclosures/ information are made in Annual Report.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis Report is appended to Annual Report on yearly basis.
(E) Shareholders	49 (VIII E)	Yes	The required disclosures/ information are made in Annual Report.
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	Necessary information's placed before the Audit Committee on quarterly basis.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	CEO/CFO Certificate, as required under clause 49(IX) of the Listing Agreement, are annexed to the Annual Report.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Corporate Governance Report are annexed to the Annual Report. The Quarterly Compliance Reports are regularly submitted with the Stock Exchanges.

**DEN Networks Limited**

CIN: L92490DL2007PLC165673

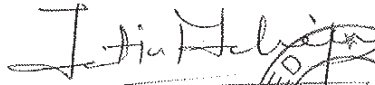
Registered Office: 236, Okhla Industrial Estate, Phase-III, New Delhi, 110 020


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



<b>XI. Compliance</b>	49 (XI)	Yes	Compliance certificate for compliance of Corporate Governance are annexed to the Director's report.
-----------------------	---------	-----	---

For DEN Networks Limited

  
**Jatin Mahajan**  
(Company Secretary)  
Membership no. F-06887



**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