

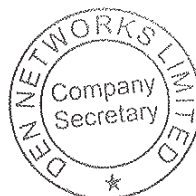
Annexure XI

Compliance Report on Corporate Governance

Name of the Company: DEN NETWORKS LIMITED

Quarter ending on: 31.03.2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors			
(A) Composition of Board	49 (IIA)	No	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 (Women Director) 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. The Company is yet to receive approval from MIB for appointment.
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee			
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(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	
IV. Nomination and Remuneration Committee			
V. Subsidiary Companies			
VI. Risk Management			
VII. Related Party Transactions			
VIII. Disclosures			
(A) Related party transactions	49 (VIIIA)	Yes	All related party transactions are pre-



			approved by the Audit Committee. However, there are no material related party transactions.
(B) Disclosure of Accounting Treatment	49 (VIII B)	N/A	No different accounting treatment is followed
(C) Remuneration of Directors	49 (VIII C)	Yes	The required information shall be made in Annual Report.
(D) Management	49 (VIII D)	Yes	The required information shall be made in Annual Report.
(E) Shareholders	49 (VIII E)	Yes	The required information shall be made in Annual Report.
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	





October 16, 2014

To,

The Director,
Broadcasting Policy and Legislation,
Ministry of Information and Broadcasting,
A-Wing, Shastri Bhavan,
Dr. Rajendra Prasad Road,
New Delhi - 110 001

Dear Sir,

Subject: Security clearance and approval for the appointment of Non Executive, Independent Director namely Ms. Nandita Agarwal Parker on the board of directors ("Board") of Den Networks Limited ("Company")

1. **Background and Proposed Transaction**

1.1 The Company was incorporated as 'DEN Digital Entertainment Networks Private Limited' on July 10, 2007, as a private limited company under the (Indian) Companies Act, 1956. The status of the Company was subsequently changed to a public limited company by a special resolution of its shareholders on March 4, 2008. The name of the Company was changed to 'DEN Networks Limited' by a special resolution of the shareholders on June 17, 2008. Thereafter the Company listed its securities on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited in November 2009. The Company received approval of Ministry of Information & Broadcasting vide letter dated September 16, 2013 subject to adherence to the conditions stipulated in Department of Industrial Policy and Promotion (DIPP)'s consolidated FDI Policy dated April 05, 2013. In terms of Clause 6.2.7.6 dated of consolidated FDI Policy dated April 05, 2013, for appointment of Directors on the Board of the Company, prior permission of the Ministry of Information and Broadcasting shall have to be obtained.

1.2 We would like to draw your kind attention on revised Listing Agreement and Section 149 of the Companies Act, 2013 which provides that every listed company shall appoint at least one Women Director on Board of the Company. In compliance with Companies Act, 2013 and Listing Agreement, the Board of Directors of the Company has approved appointment of Women Director on Board of the Company subject to approval of the Ministry of Information and Broadcasting.

In compliance with the Listing Agreement and Section 149 of the Companies Act, 2013, Pursuant to completion of Proposed Investment, the Board of Directors of the Company has approved appointment of Ms. Nandita Agarwal Parker. Ms. Nandita Agarwal Parker a citizen of India bearing PAN ANXPP5896P, currently residing at New Delhi, India, is proposed to be appointed as the Non Executive Independent Director. Ms. Nandita Parker is one of the pioneers of Equities Research in India. Nandita is Portfolio Manager and CEO with 20 years of combined experience in Emerging markets investing, asset management and equities research. Brief profiles of Ms. Nandita Agarwal Parker along with her scanned PAN copy and her existing directorships are annexed as Annexure A hereto.

1.3 Please note that the proposed appointment has been approved by the Board of the Company in its meeting dated August 13, 2014 ("Board Meeting") *inter-alia* subject to receipt of

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





applicable regulatory clearances and approvals (including security clearance from the MIB). Certified true copy of the extract of the resolutions passed in the Board Meeting of the Company are annexed as Annexure B hereto.

2. Regulatory framework

Further, the FDI Policy under paragraph 6.2.7.6 specifies certain conditions/terms for foreign investment in the broadcasting carriage services (including companies engaged in the Cable Networks Business) which *inter-alia* include the following conditions:

"Security Clearance of Personnel

.....shareholders who individually hold 10% or more paid-up capital in the company and any other category, as may be specified by the Ministry of Information and Broadcasting from time to time, shall require to be security cleared.

In case of the appointment of Directors on the Board of the Companyprior permission of the Ministry of Information and Broadcasting shall have to be obtained.

It shall be obligatory on the part of the company to also take prior permission from the Ministry of Information and Broadcasting before effecting any change in the Board of Directors."

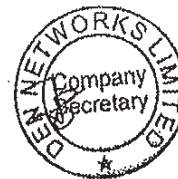
The relevant extract of the terms and conditions relating to security clearance and prior permission prescribed under the FDI Policy with respect to FDI in companies engaged in the broadcasting carriage services is annexed as Annexure C hereto.

3. Request

In light of paragraph 6.2.7.6 of the FDI Policy (as stated in Section 2.2 of this Letter) and based on the information furnished in this Letter (including the supporting documents provided under the Annexure hereof), we humbly request you to consider and grant security clearance and approval for the appointment of Ms. Nandita Agarwal Parker as the Non Executive Independent Director and the resultant re-constitution of the Board of the Company pursuant to the Proposed Appointment.

We would be pleased to furnish any further details that you may require in support of our application or meet with you in person to discuss the application further. Kindly note that any request for further information may be addressed to:

Mr. Jatin Mahajan,
Company Secretary,
Den Networks Limited
236, Okhla Industrial Estate,
Phase III, New Delhi
Landline: 011- 40522242
Mobile: 9871535366



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The National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai-400051

Date: - 13th August, 2014

The BSE Limited
15th Floor, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

Sub: - Conclusion of the Board Meeting

Dear Sir,

This is to inform you that the Board of Directors of the DEN Networks Limited ("Company") in their meeting held on August 13, 2014 have inter-alia considered and approved:-

1. Adoption of Standalone and Consolidated Unaudited Financial Results for the quarter ended on June 30, 2014;
2. Adoption of new set of Articles of Association in terms of Companies Act, 2013;
3. Appointment of Mr. Ajaya Chand, Mr. Robindra Sharma and Mr. Atul Sharma as Independent Directors for a period of five years from the conclusion of ensuing Annual General Meeting;
4. Regularization of Appointment of Mr. Ankur Ambika Sahu, Additional Director;
5. Appointment of Ms. Nandita Agarwal Parker as Non Executive Independent Director in terms of Listing Agreement and Companies Act, 2013 subject to necessary approval(s).
6. As per provisions of new Companies Act, 2013, borrowing powers and creation of charge/security has to be approved by passing Special Resolution. The Company had already taken approval of the Shareholders through Postal Ballot dated February 28, 2013. The Company is seeking re-approval of shareholders in terms of Companies Act, 2013 and proposing following special resolutions through Postal Ballot Notice :-
 - authorization of borrowing powers & creation of charge on assets by way of special resolution in terms of Section 180 of the Companies Act, 2013 and other applicable provisions, if any;
 - alteration of Object Clause of the Company by way of special resolution in terms Section 13 of the Companies Act, 2013 and other applicable provisions, if any;

This is for your information and record

Thanking you,

Yours faithfully,

For DEN Networks Limited

Company Secretary

Jatin Mahajan

Company Secretary *

Membership No.- F-6887



DEN Networks Limited

CIN: L92490DL2007PLC165673

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