



Annexure XI

Compliance Report on Corporate Governance

Name of the Company: DEN NETWORKS LIMITED

Quarter ending on: 31.12.2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors			
(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 has approved appointment of Women Director subject to approval of Ministry of Information and Broadcasting, 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.
(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	There are no material related party transactions.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	N/A	No different accounting treatment is followed
(C) Remuneration of Directors	49 (VIIC)	Yes	The required information shall be made in Annual Report.
(D) Management	49 (VIID)	Yes	The required information shall be made in Annual Report.

DEN Networks Limited

CIN: L92490DL2007PLC165673

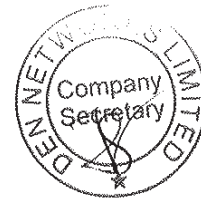
Registered Office: 236, Okhla Industrial Estate, Phase - III, New Delhi - 110 020.

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





(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	



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