

July 08, 2016

The National Stock Exchange of India Limited
Exchange Plaza, Fifth Floor
Plot no. C/1, G- Block
Bandra Kula Complex
Bandra (E), Mumbai - 400051

The BSE Limited
15th Floor, P J Towers
Dalal Street, Mumbai - 400001

Sub: - Corporate Governance Report under regulation 27 of the SEBI (LODR) Regulation, 2015

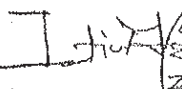
Dear Sir/ Madam,

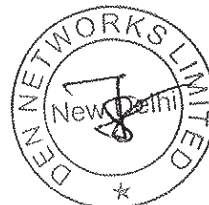
Please find enclosed Corporate Governance Report of DEN Networks Limited for the quarter ended June 30, 2016 in compliance with regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) in prescribed format.

You are requested to take note of the same.

Yours faithfully

For DEN Networks Limited


Jatin Mahajani
(Company Secretary)
Membership no. F6887



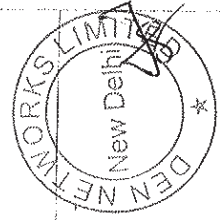
Encl: As stated above.

54

1. Name of Listed Entity : DEN Networks Limited
2. Quarter ending : 30.06.2016

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN ¹ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ²	Date of Appointment in the current term (cessation)	Tenure*	No of Directorship in listed entities including this listed entity ¹ (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity ² (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	AJAYA CHAND	PAN: ADPC778E DIN:02334456	Non Executive- Independent Director	25/09/2014	5 years	01	Audit Committee-01 ²	Audit Committee-01
Mr.	ROBINDRA SHARMA	PAN: AAAPS6294A DIN: 00375141	Non Executive- Independent Director	25/09/2014	5 years	01	Stakeholders Relationship Committee -01 ²	Stakeholders Relationship Committee -01
Mr.	ATUL SHARMA	PAN: AARPS6964J DIN: 00308698	Non Executive - Independent Director	25/09/2014	5 years	01	Audit Committee -01	Audit Committee -01
Mr.	SAMEER MANCHANDA**	PAN: AARPM0062H DIN: 00015459	Chairman Managing Director - Executive Director	29/09/2015		01	Stakeholders Relationship Committee -01	Stakeholders Relationship Committee -01



(15)

Mr.	KRISHNAKUMAR GANGADHARAN	PAN: AFBPG4014L DIN: 00090715	Non Executive - Nominee Director	03/11/2015	-	02	Audit Committee - 05 [*]	Audit Committee-01
Mr.	ANKUR AMBIKA SAHU	PAN: DPPHS7421J DIN: 03625120	Non Executive - Nominee Director	27/09/2013	-	01	-	-

⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁴Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** Re-appointed as Chairman Managing Director for a period of 3 years from 10.09.2015 to 09.09.2018.
⁴Unlisted companies.

¹ While calculating the no. of Directorship in listed entities including this listed entity i.e., DEN Networks Limited, the calculation is made without any test of category (Chairperson/Executive/Non-Executive/Independent/Nominee) in any listed entities.

² While calculating the number of memberships in Audit/ Stakeholder Committee(s) including this listed entity i.e., DEN Networks Limited, the membership of Audit/ Stakeholder Committee(s) in unlisted public companies and private limited companies which is/are subsidiary/(ies) of public limited listed companies are included.

³ Membership in audit committees / stakeholders relationship committee includes company(ies) in which he acts as chairman of audit committee/ stakeholders relationship committee.

Ms. Nandita Agarwal Parker (PAN: ANXPP5896P / DIN: 00189131): 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 (as amended) for appointment of Directors on the Board of the Company. The Company had filed the application with MIB on dated Oct. 15, 2014. *It has been stated by MIB in New Delhi application is pending with Ministry of Home Affairs ("MHA"). The Company shall appoint Ms. Nandita Agarwal Parker after getting approval from MHA.*

Mr. Mohammad Ghulam Azhar (PAN: ACPMM767UJ / DIN: 01992641): The Board of directors in its meeting dated February 13, 2015 had approved appointment of Mr. Mohammad Ghulam Azhar as Whole Time Director (Executive 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 (as amended) for appointment of Directors on the

(86)



Board of the Company. The Company had filed the application with MIB on dated Feb. 27, 2015. The Company is yet to receive approval from MIB for appointment.

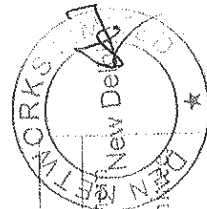
(Ms.) Dr. Archana Hingorani (PAN: ABLPH8227Q / DIN: 00028037): The Board of directors in its meeting dated November 03, 2015 had approved appointment of Dr. Archana Hingorani as Non Executive - Nominee Director subject to approval of Ministry of Information and Broadcasting (hereinafter referred as MIB), in terms of Clause 6.2.7.6 of consolidated FDI Policy dated May 12, 2015 (as amended) for appointment of Directors on the Board of the Company. The Company had filed the application with MIB on dated Dec. 18, 2015.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &
1. Audit Committee	Mr. Ajaya Chand Mr. Robindra Sharma Mr. Krishna Kumar P.T. Gangadharan	Chairman - Non-Executive- Independent Director Non-Executive - Independent Director Non-Executive - Nominee Director
2. Nomination & Remuneration Committee	Mr. Ajaya Chand Mr. Robindra Sharma Mr. Ankur Ambika Sahu Mr. Sameer Manchanda	Chairman - Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Nominee Director Executive Director
3. Risk Management Committee (if applicable)	Mr. Ajaya Chand Mr. Ankur Ambika Sahu Mr. Robindra Sharma	Chairman-Non-Executive - Independent Director Non-Executive - Nominee Director Non-Executive - Independent Director
4. Stakeholders Relationship Committee	Mr. Ajaya Chand Mr. Robindra Sharma Mr. Sameer Manchanda	Chairman - Non-Executive- Independent Director Non-Executive - Independent Director Executive Director

*Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

Apart from aforesaid committees, the Company have Corporate Social Responsibility Committee, Independent Director's Committee, Finance Committee, Securities Issue Committee, Routine Business Matters Committee and Whistle Blower Committee.



(S)

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
09.02.2016	30.05.2016	110 days
29.01.2016	-	-

The Board of Directors has also passed certain resolutions through circulation during the quarter under review.

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee - 20.04.2016	Yes	29.01.2016	81 days
30.05.2016	Yes	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. Apart from meetings of aforesaid committee, meetings of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Independent Director's Committee were held during the quarter ended on March 31, 2016

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been comprised in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "N", details of non-compliance may be given here.

58

