

1. Name of Listed Entity : DEN Networks Limited
2. Quarter ending : 31.12.2015

#### I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/in dependent/N ominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity <sup>1</sup> (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity <sup>2</sup> (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: ADCPC7778E DIN:02334456	Non Executive- Independent Director	25/09/2014	1.3 years	01	Audit Committee-01 <sup>#</sup> Stakeholders Relationship Committee - 01 <sup>#</sup>	Audit Committee-01 Stakeholders Relationship Committee - 01
Mr.	ROBINDRA SHARMA	PAN: AAAPS6294A DIN: 00375141	Non Executive- Independent Director	25/09/2014	1.3 years	01	Audit Committee - 01 Stakeholders Relationship Committee - 01	-
Mr.	ATUL SHARMA	PAN: AARPS6964J DIN: 00308698	Non Executive - Independent Director	25/09/2014	1.3 years	01	-	-
Mr.	SAMEER MANCHANDA**	PAN: AARPM0062H DIN: 00015459	Chairman Managing Director - Executive Director	29/09/2015	-	01	Stakeholders Relationship Committee - 01 Audit Committee - 02 <sup>#</sup>	-



Mr.	KRISHNAKUMAR GANGADHARAN	PAN: AFBPG4014L DIN: 00090715	Non Executive - Nominee Director	03/11/2015	-	02	Audit Committee - 05 <sup>#</sup>	Audit Committee-01
Mr.	ANKUR AMBIKA SAHU	PAN: DPHPS7421J DIN: 03623120	Non Executive - Nominee Director	27/09/2013	-	01	-	-

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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

\* 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.

<sup>#</sup>Unlisted companies.

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>#</sup>Memberships 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. 16, 2014. **It has been stated by MIB that application is pending with Ministry of Home Affairs ("MHA"). The Company shall appoint Ms. Nandita Agarwal Parker after getting approval of MHA.**

**Mr. Mohammad Ghulam Azhar (PAN: ACPPM7671J / 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 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 <sup>6</sup>	Mr. Ajaya Chand Mr. Robindra Sharma Mr. Sameer Manchanda	Chairman - Non-Executive- Independent Director Non-Executive - Independent Director Executive Director

<sup>6</sup>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.

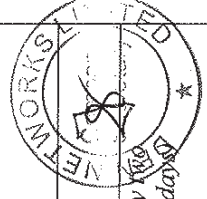
Apart from aforesaid committees, the Company have Corporate Social Responsibility Committee, Independent Director's Committee, Finance Committee, Securities Issue Committee, Routine Business Matters Committee and Whistle Blower Committee.

## 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)



31.07.2015	03.11.2015	95 days
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#### IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee - 03.11.2015	Yes	31.07.2015	95 days

\* 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 committees, meetings of Finance Committee, Routine Business Matters Committee were held during the quarter ended on Dec. 31, 2015

#### V. Related Party Transactions

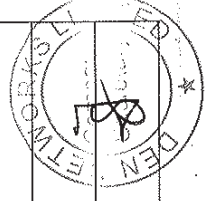
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed 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 "No" details of non-compliance may be given here.

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes



31.07.2015	03.11.2015	94 days
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#### 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 - 03.11.2015	Yes	31.07.2015	94 days

\* 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 committees, meetings of Finance Committee, Routine Business Matters Committee were held during the quarter ended on Dec. 31, 2015

#### 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

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2 If status is "No" details of non-compliance may be given here.

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes



2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015

- a. Audit Committee - **Yes**
- b. Nomination & remuneration committee - **Yes**
- c. Stakeholders relationship committee - **Yes**
- d. Risk management committee (applicable to the top 100 listed entities) - **Yes**

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **The Compliance of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 shall be made in upcoming meeting of Board/Committee(s) and meeting held thereafter.**

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **It will be made in upcoming and onward Board meeting of each quarter.**

Name & Designation

*J. H. H. H.*  
 Company Secretary & Compliance Officer / Managing Director - CEO  
 Secretary  
