

Annexure XI

Compliance Report on Corporate Governance

Name of the Company: DEN NETWORKS LIMITED

Operter ending on: 31 12 2014

Quarter ending on: 31.12.2014			
Particulars	Clause of	Complianc	Remarks
***************************************	Listing	e Status	
	Agreement	Yes/No	
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	of Directors of the Board of the Company.
(C) Non-executive Directors'	49 (IIC)	Yes	
compensation & disclosures	49 (110)	1 03	
(D) Other provisions as to Board	49 (IID)	Yes	
and Committees	77 (1112)		
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(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	49 (IIIE)	Yes	
Audit Committee	., (,		
IV. Nomination and	49 (IV)	Yes	
Remuneration Committee			
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party	49 (VII)	Yes	
Transactions			
VIII. Disclosures	49 (VIII)	**	
(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 (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.

DEN Networks Limited CIN: L92490DL2007PLC165673

Registered Office: 236, Okhla Industrial Estate, Phase – III, New Derhi – \$10,020.

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Company Secretary



(E) Shareholders	49 (VIII E)	Yes	The required information shall be made in Annual Report.
(1) 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	

