



Dated Sep 30, 2015

The Manager, Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai-400 051	The General Manager The Bombay Stock Exchange Limited Listing Department 15 <sup>th</sup> Floor, P J Towers Dalal Street, Mumabi-400 001
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Scrip Code - 533137- Company Code- DEN

Sub: - Voting as per Clause 35A of the Listing Agreement conducted at the 08th AGM

Dear Sir,

This is to inform you that eighth Annual General Meeting ("AGM") of the members of the company was held on Tuesday 29th September, 2015 at Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi-110001 at 11.30 A.M. In compliance with clause 35A of the Listing Agreement, please find below the voting details at the said AGM:-

SLNO	DESCRIPTION					
A	DATE OF AGM					29-09-2015
B	BOOK CLOSURE DATE					22-09-2015 TO 26-09-2015 ( BOTH DAYS INCLUSIVE )
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE					7605
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY					1176
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ( )	6	0	6	71360420	40.04517
	PUBLIC	1063	107	1170	7888179	4.42659
	TOTAL	1069	107	1176	79248599	44.47176
E	No. of shareholders attended the meeting through Video conferencing _____. No video conferencing facility was made available.					

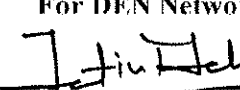
Mr. Manoj Kumar Jain, Practising Company Secretary, who was appointed as Scrutinizer by the Board of Directors, has submitted his report, on the voting received from the members of the Company( physical and e-voting). The agenda-wise voting details in the format prescribed under Clause 35A of the Listing Agreement is enclose herewith ( as Annexure A) and the Scrutinizer Report (as Annexure B). All resolutions as set-out in the item number 1 to 6 of the notice of the AGM are passed with the requisite majority.

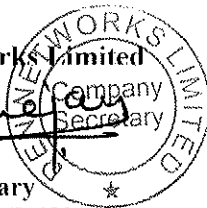
You are requested to take the note of the same in your record.

Thanking you,

Yours faithfully

For DEN Networks Limited

  
Jatin Mahajan  
Company Secretary  
Membership No.- F-6887



**DEN Networks Limited**

CIN: L92490DL2007PLC165673

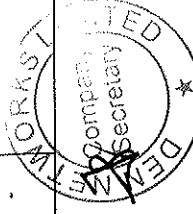
Registered Office: 236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020

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

**DEN NETWORKS LIMITED-Date of Annual General Meeting - 29/09/2015- at NEW DELHI**

**Consolidated results (e-voting and physical voting)**

Resolution ID	Category	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (5)= [(4)/(2)]*100	No. of Votes - against (6)	% of Votes against on votes polled (7)= [(6)/(2)]*100
1	Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	100.00	-	0.00
1	Public – Institutional Holders	42,503,484	13,830,168	32.54	13,830,168	100.00	-	0.00
1	Public-Others	64,335,902	38,418,941	59.72	38,418,941	100.00	-	0.00
	Total	178,199,806	123,609,529	69.37	123,609,529	100.00	-	0.00
2	Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	100.00	-	0.00
2	Public – Institutional Holders	42,503,484	13,830,168	32.54	13,830,168	100.00	-	0.00
2	Public-Others	64,335,902	38,418,941	59.72	38,418,941	100.00	-	0.00
	Total	178,199,806	123,609,529	69.37	123,609,529	100.00	-	0.00
3	Promoter and Promoter Group	71,360,420	-	-	-	-	-	0.00
3	Public – Institutional Holders	42,503,484	13,830,168	32.54	13,020,644	94.15	809,524	5.85
3	Public-Others	64,335,902	38,418,941	59.72	38,418,941	100.00	-	0.00
	Total	178,199,806	52,249,109	29.32	51,439,585	98.45	809,524	1.55
4	Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	100.00	-	0.00
4	Public – Institutional Holders	42,503,484	13,830,168	32.54	13,824,779	99.96	5,389	0.04
4	Public-Others	64,335,902	38,418,941	59.72	38,418,941	100.00	-	0.00



	Total	178,199,806	123,609,529	69.37	123,604,140	100.00	5,389	0.00
5	Promoter and Promoter Group	71,360,420	-	-	-	-	-	0.00
5	Public – Institutional Holders	42,503,484	13,830,168	32.54	13,004,397	94.03	825,771	5.97
5	Public-Others	64,335,902	38,418,941	59.72	38,418,941	100.00	-	0.00
	Total	178,199,806	52,249,109	29.32	51,423,338	98.42	825,771	1.58
6	Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	100.00	-	0.00
6	Public – Institutional Holders	42,503,484	13,830,168	32.54	13,824,779	99.96	5,389	0.04
6	Public-Others	64,335,902	38,418,941	59.72	38,418,941	100.00	-	0.00
	Total	178,199,806	123,609,529	69.37	123,604,140	100.00	5,389	0.00





### SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rule 21(2) of the Companies (management & Administration) Rules 2014 as amended]

To  
The Chairman  
DEN Networks Limited  
236, Okhla Industrial Estate, Phase III  
New Delhi – 110020

Dear Sir,

#### Sub- Consolidated Scrutinizer's Report on remote E-voting and voting through physical Ballot.

I Manoj Kumar Jain, Practicing Company Secretary, Partner of M/s AMJ & Associates, Companies Secretaries, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolutions at the Eighth Annual General Meeting of the Equity Shareholders of DEN NETWORKS LIMITED held on 29<sup>th</sup> September, 2015 at 11:30 A.M. at Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi-110001 submit our **Consolidated report** of E-voting and voting through **ballot (Physical)** as under:

The Consolidated Results are as under:

(a) Resolution No.-1 To Receive, consider and adopt audited standalone financial statements of the Company for the financial year ended March 31, 2015.

(i) Voted in **favour** of the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
120	123609529	100

(ii) Voted **against** the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(b) Resolution No.-2 To Receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended March 31, 2015.

(i) Voted in favour of the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
120	123609529	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(c) Resolution No.-3 Re-appointment of Mr. Sameer Manchanda as Director liable to retire by rotation

(i) Voted in favour of the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
110	51439585	98.4506



(ii) Voted **against** the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
4	809524	1.5494

(iii)Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
6*	71360420

\*Abstained from Voting, promoters and promoter's group.

(d) Resolution No 4 Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as the Statutory Auditors of the company

(i) Voted in **favour** of the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
119	123604140	99.9956

(ii) Voted **against** the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
1	5389	0.0044

(iii)Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0

### SPECIAL BUSINESS

(e) Resolution No.-5 Re-Appointment and fixation of remuneration of Mr. Sameer Manchanda, Chairman Managing Director of the company



(i) Voted in **favour** of the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
110	51423338	98.4196

(ii) Voted **against** the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
4	825771	1.5804

(iii) **Invalid** votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
6*	71360420

\*Abstained from Voting, promoters and promoter's group.

**(f) Resolution No.-6 To approve the remuneration payable to M/s. Ajay Kumar Singh & Co, Cost Accountants as Cost Auditors of the Company for the Financial Year 2015-2016**

(i) Voted in **favour** of the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
119	123604140	99.9956

(ii) Voted **against** the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
1	5389	0.0044



(iii) **Invalid** votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Date: 30.09.2015

Place: Delhi



For AMJ & Associates  
Company Secretaries

*Manoj Kumar Jain*  
Manoj Kumar Jain  
Partner

FCS:-5832, C.P.No.-5629





**Declaration of results of remote e-voting/ballot papers voting at the Eighth Annual General Meeting of DEN Networks Limited held on 29th September, 2015**

In terms of Section 108 read with rule 20 of the Companies (Management and Administrative) Rules, 2014 and Clause 35 B of the Listing Agreement, DEN Networks Limited ("the Company") had provided remote e-voting facility and voting through ballot forms to the members vide notice of 08th Annual General Meeting ("AGM") dated 29th September, 2015.

Members voting through remote e-voting during the period from 25th September, 2015 to 28th September, 2015 being the dates fixed for remote e-voting have been considered by the Scrutinizer. Further, to enable those members who could not vote through remote e-voting, physical voting forms were distributed on 29th September, 2015 i.e., the day of the 08th AGM. The Board had appointed Mr. Manoj Jain, Practising Company Secretary as Scrutinizer to scrutinize the voting process for the 08th AGM of the Company.

Based on the Scrutinizer's Report dated September 30, 2015, the Company hereby declare that all the six (6) resolutions as set out in the notice dated July 31, 2015 of the 08th AGM of the Company, have been duly passed with the requisite majority, the details of which are mentioned herein below:-

S.No.	Particulars	% of votes in favour	% of votes against	Passed as
1	To receive, consider and adopt audited Standalone Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015	100.00%	0.00%	ORDINARY
2	To receive, consider and adopt audited Consolidated Balance Sheet, Statement of Profit and Loss and Auditors Report for the financial year ended March 31, 2015	100.00%	0.00%	ORDINARY
3	Appoint a director in place of Sh. Sameer Manchanda, who retires by rotation and being eligible, seeks re appointment	98.45%*	1.55%	ORDINARY
4	Re-appointment of M/s. Deloitte Haskins Sells, Chartered Accountants as Statutory Auditors of the Company	100.00%	0.00%	ORDINARY
5	Re-appointment of Mr. Sameer Manchanda as Chairman Managing Director	98.42%*	1.58%	SPECIAL
6	To approve the remuneration payable to M/s. Ajay Kumar Singh & Co, Cost Accountants as cost auditors of the Company for the financial year 2015-2016	100.00%	0.00%	ORDINARY

\* Promoter and Promoter Group abstained from voting

**DEN Networks Limited**

CIN: L92490DL2007PLC165673

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

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