



Date: 24<sup>th</sup>, September, 2019

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051	<b>BSE Limited</b> Listing Department P.J. Towers, 1 <sup>st</sup> Floor, Dalal Street, Fort, Mumbai – 400 001
<b>Trading Symbol: “DEN”</b>	<b>Scrip Code: 533137</b>

Dear Sir/Madam,

**Sub: Disclosure of Voting Results of the 12<sup>th</sup> Annual General Meeting of the Company held on Monday, September 23, 2019.**

The details of voting results of the 12th Annual General Meeting of the Company held on Monday, September 23, 2019 are enclosed herewith in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully

**For DEN Networks Limited**

**Jatin Mahajan**  
**Company Secretary**

Encl: As above

**DEN Networks Limited**

CIN: L92490DL2007PLC165673

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

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**DEN NETWORKS LIMITED**  
Format for Voting Results

Date of the AGM/EGM	DEN NETWORKS LIMITED
Total number of shareholders on record date	23-09-2019 15293
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	2920
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

**Details of Agenda**

Resolution No.	1(a)									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt- Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	41,29,45,000	41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>41,14,57,840</b>	<b>99.6399</b>	<b>41,14,57,840</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	61,84,964	39,32,294	63.5783	39,32,294	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>39,32,294</b>	<b>63.5783</b>	<b>39,32,294</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	5,80,93,881	4,81,37,062	82.8608	4,81,37,062	0	100.0000	0.0000	0	0
	Poll		32,611	0.0561	32,611	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>4,81,59,673</b>	<b>82.9169</b>	<b>4,81,69,673</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>47,72,23,845</b>	<b>46,35,59,807</b>	<b>97.1368</b>	<b>46,35,59,807</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>

Resolution No.	1(b)									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt- Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of auditors thereon									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	41,29,45,000	41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>41,14,57,840</b>	<b>99.6399</b>	<b>41,14,57,840</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	61,84,964	39,32,294	63.5783	39,32,294	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>39,32,294</b>	<b>63.5783</b>	<b>39,32,294</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	5,80,93,881	4,81,37,062	82.8608	4,81,37,062	0	100.0000	0.0000	0	0
	Poll		32,611	0.0561	32,611	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>4,81,69,673</b>	<b>82.9169</b>	<b>4,81,69,673</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>47,72,23,845</b>	<b>46,35,59,807</b>	<b>97.1368</b>	<b>46,35,59,807</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Mr. Sameer Manchanda, a Director retiring by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	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)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	41,29,45,000	37,36,82,420	90.4921	37,36,82,420	0	100.0000	0.0000	0	3,77,75,420
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>37,36,82,420</b>	<b>90.4921</b>	<b>37,36,82,420</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>37775420</b>
Public- Institutions	E-Voting	61,84,964	39,32,294	63.5783	33,10,390	6,21,904	84.1847	15.8152	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>39,32,294</b>	<b>63.5783</b>	<b>33,10,390</b>	<b>6,21,904</b>	<b>84.1847</b>	<b>15.8153</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	5,80,93,881	4,81,37,062	82.8608	4,81,37,062	0	100.0000	0.0000	0	0
	Poll		32,611	0.0561	32,611	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>4,81,69,673</b>	<b>82.9169</b>	<b>4,81,69,673</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>47,72,23,845</b>	<b>42,57,84,387</b>	<b>89.2211</b>	<b>42,57,67,483</b>	<b>6,21,904</b>	<b>89.8539</b>	<b>0.1481</b>	<b>0</b>	<b>37775420</b>



*[Handwritten signature]*

Resolution No.		3									
Resolution required: (Ordinary/ Special)		ORDINARY - To appoint Ms Chaturvedi Shah LLP, Chartered Accountants FRN101720WW100355 as Statutory Auditors of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	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)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	41,29,45,000	41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	61,84,964	39,32,294	63.5783	39,32,294	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		39,32,294	63.5783	39,32,294	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	5,80,93,881	4,81,37,062	82.8608	4,81,37,062	0	100.0000	0.0000	0	0	
	Poll		32,611	0.0561	32,611	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		4,81,69,673	82.9169	4,81,69,673	0	100.0000	0.0000	0	0	
Total:		47,72,23,845	46,35,59,807	97.1368	46,35,59,807	0	100.0000	0.0000	0	0	

Resolution No.		4									
Resolution required: (Ordinary/ Special)		SPECIAL - To re-appoint Mr. Ajaya Chand as an Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	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)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	41,29,45,000	41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	61,84,964	39,32,294	63.5783	33,60,185	5,72,109	85.4510	14.5489	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		39,32,294	63.5783	33,60,185	5,72,109	85.4510	14.5490	0	0	
Public- Non Institutions	E-Voting	5,80,93,881	4,81,37,062	82.8608	4,81,37,062	0	100.0000	0.0000	0	0	
	Poll		32,611	0.0561	32,611	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		4,81,69,673	82.9169	4,81,69,673	0	100.0000	0.0000	0	0	
Total:		47,72,23,845	46,35,59,807	97.1368	46,29,87,698	5,72,109	99.8766	0.1234	0	0	

Resolution No.		5									
Resolution required: (Ordinary/ Special)		SPECIAL - To re-appoint Mr. Atul Sharma as an Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	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)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	41,29,45,000	41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	61,84,964	39,32,294	63.5783	32,35,075	6,97,219	82.2694	17.7305	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		39,32,294	63.5783	32,35,075	6,97,219	82.2694	17.7306	0	0	
Public- Non Institutions	E-Voting	5,80,93,881	4,81,37,062	82.8608	4,81,37,062	0	100.0000	0.0000	0	0	
	Poll		32,611	0.0561	32,611	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		4,81,69,673	82.9169	4,81,69,673	0	100.0000	0.0000	0	0	
Total:		47,72,23,845	46,35,59,807	97.1368	46,28,87,588	6,97,219	99.8496	0.1504	0	0	

Resolution No.		6									
Resolution required: (Ordinary/ Special)		ORDINARY - To appoint Mr. Anuj Jain as Non-Executive Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	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)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	41,29,45,000	41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	61,84,964	39,32,294	63.5783	33,60,185	5,72,109	85.4510	14.5489	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		39,32,294	63.5783	33,60,185	5,72,109	85.4510	14.5490	0	0	
Public- Non Institutions	E-Voting	5,80,93,881	4,81,37,062	82.8608	4,81,37,062	0	100.0000	0.0000	0	0	
	Poll		32,611	0.0561	32,611	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		4,81,69,673	82.9169	4,81,69,673	0	100.0000	0.0000	0	0	
Total:		47,72,23,845	46,35,59,807	97.1368	46,29,87,698	5,72,109	99.8496	0.1504	0	0	





Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Ms. Geeta Fulwadaya as Non-Executive Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	41,29,45,000	41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	61,84,964	39,32,294	63.5783	38,38,432	93,862	97.6130	2.3869	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		39,32,294	63.5783	38,38,432	93,862	97.6130	2.3870	0	0
Public- Non Institutions	E-Voting	5,80,93,881	4,81,37,062	82.8608	4,81,37,062	0	100.0000	0.0000	0	0
	Poll		32,611	0.0561	32,611	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,81,69,673	82.9169	4,81,69,673	0	100.0000	0.0000	0.0000	0
Total		47,72,23,845	46,35,59,807	97.1368	46,34,65,945	93,862	99.9798	0.0202	0	0

Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Saurabh Sancheti as Non-Executive Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	41,29,45,000	41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	61,84,964	39,32,294	63.5783	38,38,432	93,862	97.6130	2.3869	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		39,32,294	63.5783	38,38,432	93,862	97.6130	2.3870	0	0
Public- Non Institutions	E-Voting	5,80,93,881	4,81,37,062	82.8608	4,81,37,062	0	100.0000	0.0000	0	0
	Poll		32,611	0.0561	32,611	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,81,69,673	82.9169	4,81,69,673	0	100.0000	0.0000	0.0000	0
Total		47,72,23,845	46,35,59,807	97.1368	46,34,65,945	93,862	99.9798	0.0202	0	0

Resolution No.	9										
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	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)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	41,29,45,000	41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		41,14,57,840	99.6399	41,14,57,840	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	61,84,964	39,32,294	63.5783	39,32,294	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		39,32,294	63.5783	39,32,294	0	100.0000	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	5,80,93,881	4,81,37,062	82.8608	4,81,37,062	0	100.0000	0.0000	0	0	
	Poll		32,611	0.0561	32,611	0	100.0000	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		4,81,69,673	82.9169	4,81,69,673	0	100.0000	0.0000	0.0000	0	0
Total		47,72,23,845	46,35,59,807	97.1368	46,35,59,807	0	100.0000	0.0000	0	0	



Handwritten signature or initials in blue ink.





**Consolidated Scrutinizer's Report** [Pursuant to Section 108 of the Companies Act, 2013  
read with Rule 20 of the Companies (Management and Administration) Rules 2014]

To,  
The Chairman,  
Den Networks Limited  
236, Okhla Industrial Estate,  
Phase-III, New Delhi-110020

**Sub: Consolidated Report on Remote e-voting and voting at the meeting through Ballot (Physical) , pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

I, Manoj Kumar Jain, Company Secretary in Practice, have been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of scrutinizing the e-voting process (i.e. remote e-voting) and voting through Ballot (Physical) at the venue of the AGM for ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), on the resolutions contained in the Notice dated August 19, 2019, calling the AGM of the equity shareholders of the Company.

1. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and Listing Regulations relating to voting through electronic means (i.e. by remote e-voting) and through Ballot on the resolutions contained in the Notice of the AGM.
2. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast "in favour of" or "against" the resolutions stated in the Notice of the AGM, based on the reports generated from the remote e-voting provided by Karvy Fintech Private Limited ("Karvy"), the agency authorised under the Rules to provide e-voting facilities, engaged by the Company and Ballot Voting at the venue of AGM. I have also verified various compliances as mentioned in Rules prescribed for Remote e-voting, made by the Company and mentioned in this report.
3. I confirm that the Company has complied with the process of mailing the Notice of the AGM to members through the methods as authorized in the Rules namely through Courier / Post, as the case may be, at members' registered addresses and





electronically to those members who have registered their e-mail addresses with Depositories/Company.

4. Karvy had provided a system for recording the votes of the members electronically (through remote e-voting) on all the items of the special business transacted at the AGM.
5. The Company had uploaded Notice of AGM containing all the items of the business to be transacted thereat along with voting instructions on its website and also that of Karvy to facilitate its members to cast their votes through remote e-voting.
6. The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Friday, September 13, 2019**.
7. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open from **9.00 A.M. (IST) on Thursday, September 19, 2019 to 5.00 P.M. (IST) on Sunday, September 22, 2019**.
8. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Rules, the Company had also released an advertisement, which was published more than 21 days before the date of the AGM in English newspaper "Financial Express" dated August 25, 2019 and in Hindi newspaper "Jansatta" dated August 25, 2019. The notice published in the newspaper carried the required information as specified in sub rule 4(v) (a) to (h) of the said Rule 20.
9. Further to the above, I submit my report on remote e-voting and for the voting through Ballot (Physical) as under: -
  - i. The votes cast through remote e-voting was blocked on Monday, September 23, 2019, for the limited purposes of identifying those shareholders who have participated through remote e-voting process and the details of the shareholders were downloaded on September 23, 2019 from the e-voting portal of Karvy.
  - ii. After the conclusion of voting at the AGM through Ballot Poll, the votes cast at the meeting was counted first and thereafter the votes cast through remote e-voting was unblocked and the details containing *inter alia*, list of Equity





Shareholders, who voted “for” or “against” each of the resolutions that were put to vote, were generated from the e-voting system of Karvy in the presence of 2 witnesses, Ms. Ankita Goel and Ms. Preeti Varshney who are not in the employment of the Company and who have signed this report in confirmation of the votes being unblocked in their presence on September 23, 2019.

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of Ballot (Physical) Poll are as under:

There are 10 Resolutions for which voting was conducted details of which mentioned below:

**ORDINARY BUSINESS**

Item No. 1(a) of the Notice:

**To receive, consider and adopt audited standalone financial statements of the Company for the financial year ended March 31, 2019.**

(As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,35,59,807	100.00	NIL	0	NIL

The resolution stands passed with the requisite majority.

Item No. 1(b) of the Notice:

**To receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended March 31, 2019.**

(As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,35,59,807	100.00	NIL	0	NIL

The resolution stands passed with the requisite majority.

Item No. 2 of the Notice:

**Re-appointment of Mr. Sameer Manchanda (DIN: 00015459) as a Director liable to retire by rotation.**

(As an Ordinary Resolution)





Votes in favour of the resolution		Votes against the resolution		Abstained from Voting
Nos.	%age	Nos.	%age	Nos.
42,51,62,483	99.8539	6,21,904	0.1461	3,77,75,420*

\* Abstained from voting (Being Related Parties).

The resolution stands passed with the requisite majority.

Item No. 3 of the Notice:

**Appointment of M/s Chaturvedi & Shah LLP, Chartered Accountants as Statutory Auditor of the Company.**  
(As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,35,59,807	100.00	NIL	0	NIL

The resolution stands passed with the requisite majority.

**SPECIAL BUSINESS**

Item No. 4 of the Notice:

**To re-appoint Mr. Ajaya Chand (DIN: 02334456) as an Independent Director.**  
(As a Special Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,29,87,698	99.8766	5,72,109	0.1234	NIL

The resolution stands passed with the requisite majority.

Item No. 5 of the Notice:

**To re-appoint Mr. Atul Sharma (DIN: 00308698) as an Independent Director.**  
(As a Special Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,28,62,588	99.8496	6,97,219	0.1504	NIL

The resolution stands passed with the requisite majority.





Item No. 6 of the Notice:

**To appoint Mr. Anuj Jain (DIN: 08351295) as a Director liable to retire by rotation.**  
(As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,29,87,698	99.8766	5,72,109	0.1234	NIL

The resolution stands passed with the requisite majority.

Item No. 7 of the Notice:

**To appoint Ms. Geeta Fulwadaya (DIN: 03341926) as a Director liable to retire by rotation.**  
(As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,34,65,945	99.9798	93,862	0.0202	NIL

The resolution stands passed with the requisite majority.

Item No. 8 of the Notice:

**To appoint Mr. Saurabh Sancheti (DIN: 08349457) as a Director liable to retire by rotation.**  
(As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,34,65,945	99.9798	93,862	0.0202	NIL

The resolution stands passed with the requisite majority.

Item No. 9 of the Notice:

**To ratify remuneration payable to M/s. Ajay Kumar Singh & Co., Cost Accountants as Cost Auditors of the Company, for the financial year 2019-2020.**  
(As an Ordinary Resolution)





Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,35,59,807	100.00	NIL	0	NIL

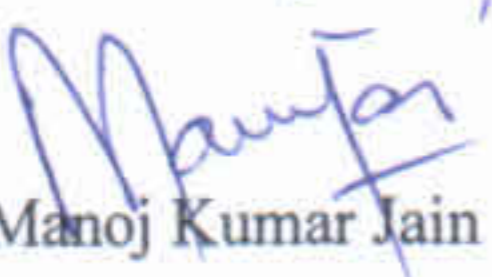
**The resolution stands passed with the requisite majority.**

All the Resolutions mentioned in the AGM Notice dated August 19, 2019 as per the details mentioned above stand passed with the requisite majority and hence deemed to be passed as on the date of the AGM i.e. September 23, 2019.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the minutes of the AGM.

Thanking you,

Yours Faithfully




CS Manoj Kumar Jain  
Company Secretary in Practice  
(FCS No 5832 COP No 5629)  
Proprietor  
AMJ & Associates  
COMPANY SECRETARIES

Place: New Delhi

Date: September 24, 2019

**The following were the witnesses to the unblocking the votes cast through remote e-voting.**



1. Ankita Goel



2. Preeti Varshney