



Date: 20th September, 2018

The Corporate Relationship Department The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex Bandra (E), Mumbai-400 051 NSE Trading Symbol- DEN	The Corporate Relationship Department BSE Limited 15 th Floor, Phiroze JeeJeebhoy Towers Dalal Street, Mumbai-400 001 Scrip Code-533137
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Sub: - Voting Results of the 11th Annual General Meeting pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD/8/2015, Please find attached details of consolidated voting results, in prescribed format, of the Eleventh Annual General Meeting of the members of DEN Networks Limited, which was held on Wednesday, September 19, 2018 at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001.

The consolidated scrutinizer report issued by Mr. Manoj Kumar Jain, a Practising Company Secretary, pursuant to Section 108 and Section 109 of Companies Act, 2013 read with rule 21(2) of Companies (Management & Administration) Rules, 2014 (as amended) is also attached.

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

Thanking You,
Yours faithfully

For DEN Networks Limited

Jatin Mahajan
(Company Secretary)
Membership no. F6887



Encl: As stated above

DEN Networks Limited

CIN: L92490DL2007PLC165673

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

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

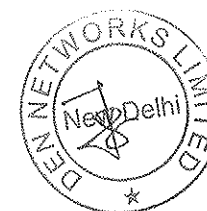
Name of Company	DEN NETWORKS LIMITED
Date of the AGM/EGM	19-09-2018
Total number of shareholders on record date	15,497
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	2,665
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018.							
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
Promoter and Promoter Group	E-Voting	7,13,60,420	7,13,60,420	100.00	7,13,60,420	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7,13,60,420	100.00	7,13,60,420	-	100.00	-
Public- Institutions	E-Voting	3,94,24,947	2,94,61,062	74.73	2,94,61,062	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,94,61,062	74.73	2,94,61,062	-	100.00	-
Public- Non Institutions	E-Voting	8,49,90,478	5,26,71,190	61.97	5,26,71,164	26	100.00	-
	Poll		169	0.00	169	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		52671359	61.9732	52671333	26	100.0000	0.0000
	Total	19,57,75,845	15,34,92,841	78.4023	15,34,92,815	26	100.0000	0.0000

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Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018							
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
Promoter and Promoter Group	E-Voting	7,13,60,420	7,13,60,420	100.00	7,13,60,420	0.00	100.00	0.00
	Poll		-	0.00	-	0.00	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	0.00	0.00	0.00
	Total		7,13,60,420	100.00	7,13,60,420	0.00	100.00	0.00
Public- Institutions	E-Voting	3,94,24,947	2,94,61,062	74.73	2,94,61,062	0.00	100.00	0.00
	Poll		-	0.00	-	0.00	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	0.00	0.00	0.00
	Total		2,94,61,062	74.73	2,94,61,062	0.00	100.00	0.00
Public- Non Institutions	E-Voting	8,49,90,478	5,26,71,190	61.97	5,26,71,190	0.00	100.00	0.00
	Poll		169	0.00	169	0.00	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	0.00	0.00	0.00
	Total		5,26,71,359	61.97	5,26,71,359	0.00	100.00	0.00
Total	Total	19,57,75,845	15,34,92,841	78.40	15,34,92,841	0.00	100.00	0.00



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Ankur Ambika Sahu as a Non Executive Nominee Director who shall be liable to retire by rotation							
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
Promoter and Promoter Group	E-Voting	7,13,60,420.0	7,13,60,420.0	100.00	7,13,60,420	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		7,13,60,420.0	100.00	7,13,60,420	-	100.00	0.00
Public- Institutions	E-Voting	3,94,24,947.0	2,95,45,943.0	74.94	1,97,30,176	98,15,767	66.78	33.22
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		2,95,45,943.0	74.94	1,97,30,176	98,15,767	66.78	33.22
Public- Non Institutions	E-Voting	8,49,90,478.0	5,26,71,190.0	61.97	5,26,71,165	25	100.00	0.00
	Poll		169.0	0.00	169	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		5,26,71,359.0	61.97	5,26,71,334	25	100.00	0.00
	Total	19,57,75,845.0	15,35,77,722.0	78.45	14,37,61,930	98,15,792	93.61	6.39

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Statutory Auditor 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
Promoter and Promoter Group	E-Voting	7,13,60,420	7,13,60,420	100.00	7,13,60,420	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		7,13,60,420	100.00	7,13,60,420	-	100.00	0.00
Public- Institutions	E-Voting	3,94,24,947	2,95,45,943	74.94	2,95,45,943	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		2,95,45,943	74.94	2,95,45,943	-	100.00	0.00
Public- Non Institutions	E-Voting	8,49,90,478	5,26,71,164	61.97	5,26,71,164	-	100.00	0.00
	Poll		169	0.00	169	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		5,26,71,333	61.97	5,26,71,333	-	100.00	0.00
Total		19,57,75,845	15,35,77,696	78.45	15,35,77,696	-	100.00	0.00

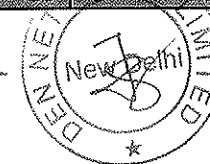
Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - To regularize appointment of Additional Director, Dr. Archana Niranjan Hingorani who will be designated as Non-Executive Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	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
Promoter and Promoter Group	E-Voting	7,13,60,420	7,13,60,420	100.00	7,13,60,420	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		7,13,60,420	100.00	7,13,60,420	-	100.00	0.00



Public- Institutions	E-Voting	3,94,24,947	2,95,45,943	74.94	2,95,45,943	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		2,95,45,943	74.94	2,95,45,943	-	100.00	0.00
Public- Non Institutions	E-Voting	8,49,90,478	5,26,71,187	61.97	5,26,71,156	31	100.00	0.00
	Poll		169	0.00	169	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		5,26,71,356	61.97	5,26,71,325	31	100.00	0.00
	Total	19,57,75,845	15,35,77,719	78.45	15,35,77,688	31	100.00	0.00

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the remuneration payable to M/s. Ajay Kumar Singh & Co., Cost Accountants as cost auditors of the Company, for the financial year 2018-2019							
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
Promoter and Promoter Group	E-Voting	7,13,60,420	7,13,60,420	100.00	7,13,60,420	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		7,13,60,420	100.00	7,13,60,420	-	100.00	0.00
Public- Institutions	E-Voting	3,94,24,947	2,95,45,943	74.94	2,95,45,943	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		2,95,45,943	74.94	2,95,45,943	-	100.00	0.00
Public- Non Institutions	E-Voting	8,49,90,478	5,26,71,190	61.97	5,26,71,160	30	100.00	0.00
	Poll		169	0.00	169	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		5,26,71,359	61.97	5,26,71,329	30	100.00	0.00
	Total	19,57,75,845	15,35,77,722	78.45	15,35,77,692	30	100.00	0.00

[Handwritten Signature]





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, Proprietor 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 Eleventh Annual General Meeting of the Members of **DEN NETWORKS LIMITED** held on 19th day of September, 2018 at 11:30 AM at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001 through **E-voting** and voting through **Ballot (Physical)**.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the other applicable laws, relating to ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice of AGM held on 19.09.2018 based on the reports generated from the e-voting system provided by Karvy Computershare Pvt Ltd, the agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the closing of the voting process.

After the time fixed for closing of the e-voting, i.e. 5:00 P.M. on 18th September, 2018, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website 'www.evoting.karvy.com' of Karvy Computershare Pvt Ltd, the Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.

The physical ballots received till the closing of polling, were diligently scrutinized and reconciled with the records maintained by the Company through **Karvy Computershare Pvt Ltd, the Registrar and Transfer Agents** of the Company and the authorizations lodged with the Company.

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, 2018.

(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
116	153492815	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
1	26	0

(iii)Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
2	206

iv)Abstain votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
1	84881

(b) Resolution No.-2 To Receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended March 31, 2018.

(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
117	153492841	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
2	206

iv)Abstain votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
1	84881

(c) Resolution No.-3 Re-appointment of Mr. Ankur Ambika Sahu as a 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
102	143761930	93.6086

(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
16	9815792	6.3914

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
2	206

iv) Abstain votes:



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

(d) Resolution No 4 Appointment of Statutory Auditor 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
117	153577696	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
2	206

iv) Abstain votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
1	26

SPECIAL BUSINESS

(e) Resolution No.-5 To regularize appointment of Non-Executive Independent Director (Additional Director), (Ms.) Dr. Archana Niranjana Hingorani as Non-Executive Independent 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
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116	153577688	100
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(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
2	31	0

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
2	206

iv) Abstain votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
1	3

(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 2018-2019.

(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
117	153577692	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
2	30	0

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
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2	206
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iv) **Abstain** votes:

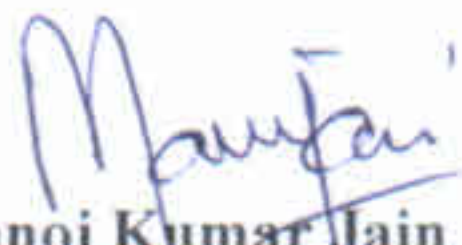
Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0

The Electronic data along with the Physical Ballot Forms and the other related papers/ registers or records will be handed over to the company for safe custody of the same after signing of the scrutinizer's Report.

Date: 20.09.2018
Place: Delhi



For AMJ & Associates
Company Secretaries


Manoj Kumar Jain
Proprietor
FCS:-5832, C.P.No.-5629