



Date: 14<sup>th</sup> November, 2018

<b>The Corporate Relationship Department</b> 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	<b>The Corporate Relationship Department</b> BSE Limited 15 <sup>th</sup> Floor, Phiroze JeeJeebhoy Towers Dalal Street, Mumbai-400 001 Scrip Code-533137
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**Sub: - Voting Results of Extra Ordinary General Meeting ("EOGM") pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Voting Results of EOGM dated November 14, 2018**

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 Extra Ordinary General Meeting of the members of DEN Networks Limited, which was held on Wednesday, November 14, 2018 at PHD Chamber of Commerce and Industry at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016. All the resolutions transacted at the meeting has been passed with requisite majority.

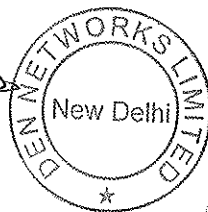
The consolidated scrutinizer report issued by Mr. Manoj Kumar Jain, a Practising Company Secretary, pursuant to Section 108 and Section 109 of Companies Act, 2013 read with rule 21(2) of Companies (Management & Administration) Rules, 2014 (as amended) is also attached.

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



## 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 Extra Ordinary General Meeting of the Members of **DEN NETWORKS LIMITED** held on 14<sup>th</sup> November, 2018 at 11:30 A.M. at PHD Chamber of Commerce and Industry PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016 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 EGM held on 14.11.2018 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 13<sup>th</sup> November, 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](http://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:

**SPECIAL BUSINESS**

**Resolution No.-1 Ordinary Resolution**

**Increase in Authorised Share Capital** -

(a) (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
149	160557004	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	2	0

(iii) Invalid votes: -

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
1* (*Abstain)	4

**Resolution No.-2 Special Resolution**

**Issue of Equity Shares on Preferential Basis**

(a) (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
150	160557002-	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	8	0




(iii) **Invalid** 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: 14.11.2018  
Place: Delhi

For AMJ & Associates  
Company Secretaries



*Manoj Jain*

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

DEN NETWORKS LIMITED	
Date of the AGM/EGM	14-11-2018
Total number of shareholders on record date	16919
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	2470
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 - Increase in Authorised Share Capital						
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes						
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)	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							
		5,53,60,420	77.58	5,53,60,420	0	100.00	0.00
		1,60,00,000	22.42	1,60,00,000	0	100.00	0.00
	7,13,60,420	0	0.00	0	0	0.00	0.00
		7,13,60,420	100.00	7,13,60,420	0	100.00	0.00
		3,01,04,651	85.15	3,01,04,651	0	100.00	0.00
		0	0.00	0	0	0.00	0.00
	3,53,52,955	0	0.00	0	0	0.00	0.00
		0	0.00	0	0	0.00	0.00
		3,01,04,651	85.15	3,01,04,651	0	100.00	0.00
		5,90,53,424	66.31	5,90,53,422	2	100.00	0.00
		38,511	0.04	38,511	0	100.00	0.00
	8,90,62,470	0	0.00	0	0	0.00	0.00
		5,90,91,935	66.35	5,90,91,933	2	100.00	0.00
		16,05,57,006	82.01	16,05,57,004	2	100.00	0.00
	19,57,75,845						



Resolution No.	Special - Issue of Equity Shares on Preferential Basis									
Resolution required: (Ordinary/ Special)	Special - Issue of Equity Shares on Preferential Basis									
(Whether promoter/ promoter group are interested in the agenda/resolution?)	Special - Issue of Equity Shares on Preferential Basis									
Yes	Special - Issue of Equity Shares on Preferential Basis									
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)	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	Mode of Voting	7,13,60,420	100.00	7,13,60,420	0	100.00	0.00			
	E-Voting		0.00		0		0.00			
	Poll	7,13,60,420								
Public- Institutions	Postal Ballot (if applicable)		0.00		0		0.00			
	Total	7,13,60,420	100.00	7,13,60,420	0	100.00	0.00			
	E-Voting	3,01,04,651	85.15	3,01,04,651	0	100.00	0.00			
Public- Non Institutions	Poll	0	0.00		0		0.00			
	Postal Ballot (if applicable)	3,53,52,955								
	Total	3,01,04,651	85.15	3,01,04,651	0	100.00	0.00			
Public- Non Institutions	E-Voting	5,90,53,428	66.31	5,90,53,420	8	100.00	0.00			
	Poll	38,511	0.04	38,511	0	100.00	0.00			
	Postal Ballot (if applicable)	8,90,62,470								
Total	Total	5,90,91,939	66.35	5,90,91,931	8	100.00	0.00			
	Total	19,57,75,845	87.01	16,05,57,092	8	100.00	0.00			

