



Date: 19<sup>th</sup> October, 2018

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	BSE Limited 15 <sup>th</sup> Floor, Phiroze JeeJeebhoy Towers Dalal Street, Mumbai-400 001 Scrip Code-533137
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**Sub: - Disclosure of Voting Results of the Postal Ballot (including voting by electronic means) pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Ma'am,

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 voting results of the Postal Ballot (including voting by electronic means) in respect of resolution contained in the Postal Ballot notice dated September 07, 2018. The resolution contained in the said notice has been passed with requisite majority effective October 19, 2018.

The scrutinizer report issued by Mr. Manoj Kumar Jain, a Practising Company Secretary, pursuant to Section 108 and Section 110 of Companies Act, 2013 read with 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

Name of Company	DEN NETWORKS LIMITED
Date of the AGM/EGM/POSTAL BALLOT	19-09-2018
Total number of shareholders on record date	15,546
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
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)	SPECIAL - To consider and approve Re-appointment of Mr. Sammer Manchanda (DIN: 00015459) as a Chairman Managing Director of the Company							
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
Promoter and Promoter Group	E-Voting	7,13,60,420	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Institutions	E-Voting	3,94,60,397	1,66,39,220	42.17	1,07,21,341	59,17,879	64.43	35.57
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,66,39,220	42.17	1,07,21,341	59,17,879	64.43	35.57
Public- Non Institutions	E-Voting	8,49,55,028	5,35,50,580	63.03	5,35,30,555	20,025	99.96	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		22,751	0.03	22,751	-	100.00	-
	Total		53573331	63.06	53553306	20025	99.96	0.04
Total		19,57,75,845	7,02,12,551	35.86	6,42,74,647	5937904	91.54	8.46





## Scrutinizer's Report

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

Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated September 7, 2018 through Postal Ballot.

Dear Sir,

I Manoj Kumar Jain, Practicing Company Secretary, Partner of M/s AMJ & Associates, appointed by DEN NETWORKS LIMITED (the Company) to act as the Scrutinizer for scrutinizing Postal Ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated September 7, 2018 through Postal Ballot process.

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 SEBI (LODR) Regulations, 2015 and other applicable Laws relating to postal 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 dated September 7, 2018 based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5:00 P.M. on 18<sup>th</sup> October, 2018.

### **I submit my report as under:**

1. After the time fixed for closing of the e-voting, i.e. 5:00 P.M. on 18<sup>th</sup> October, 2018, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website "<https://evoting.karvy.com>" of Karvy Computershare Private Limited, the Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
2. The physical postal ballots received till the date fixed for closing of the Postal Ballot, i.e. 5:00 P.M. on 18<sup>th</sup> October, 2018, were diligently scrutinized and reconciled with the records maintained by the Company through M/s Karvy Computershare Private Limited, the



Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

The result of the scrutiny of the above postal voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated September 7, 2018 through Postal Ballot is as under:

**SPECIAL BUSINESS**

**Resolution No.-1 Special Resolution**

To consider and approve Re-appointment of Mr. Sameer Manchanda (DIN: 00015459) as a Chairman Managing Director of the Company.

(i) Voted in favour of the resolution:

Postal Ballot Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Physical (Ballot)	4	22,751	00.03
Electronic(E-voting)	49	6,42,51,896	91.51
<b>Total</b>	<b>53</b>	<b>6,42,74,647</b>	<b>91.54</b>

(ii) Voted against the resolution:

Postal Ballot Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Physical (Ballot)	0	0	0
Electronic(E-voting)	5	59,37,904	8.46
<b>Total</b>	<b>5</b>	<b>59,37,904</b>	<b>8.46</b>

(iii) Invalid votes:

Postal Ballot Voting	Number of Members voted	Number of votes cast by them
Physical (Ballot)	0	0
Electronic(E-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



iv) Abstain votes:

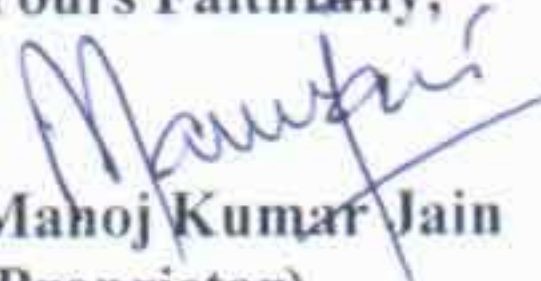
Postal Ballot Voting	Number of Members voted	Number of votes cast by them
Physical (Ballot)	0	0
Electronic(E-voting)	1	50
Total	0	0

The Electronic data along with the Postal 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 Minutes of Postal Ballot process.

The Resolution have secured requisite majority of votes, the respective resolution may be considered to have been passed. The chairman may accordingly declare the result of voting.

Thanking You.

Yours Faithfully,

  
Manoj Kumar Jain  
(Proprietor)  
M/s AMJ & Associates  
FCS:-5832  
C.P. No.-5629



Date: 18.10.2018  
Place: New Delhi