

January 05, 2015

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai-400051

BSE Limited  
P J Towers  
Dalal Street  
Mumbai-400 001

**Sub: Clause 35A-Declaration of Postal Ballot Results**

Dear Sir/Madam,

This is to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the equity shareholders of the Company, vide postal Ballot dated November 14, 2013, for passing nine resolutions as special resolution(s) was sought. The last date for receipt of postal ballot form(s)/e-voting from shareholders was January 02, 2015.

The Scrutinizer appointed by the Board has submitted his report on the postal ballot. On the basis of the said report, the result was declared at the registered office of the Company on January 05, 2014. The Scrutinizer has reported that Shareholders of the Company have approved proposed special resolutions with requisite majority.

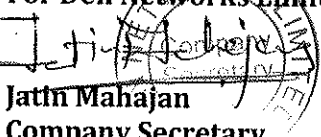
In compliance with the requirement of clause 35A of the Listing Agreement, we are enclosing herewith the said results in the prescribed format (Annexure-A).

Please take the information on record and do the needful.

Thanking you,

Yours faithfully,

For Den Networks Limited

  
Jatni Mahajan  
Company Secretary  
Membership No.: F-6887

Encl: Results of Postal Ballot (Annexure-A)  
Scrutinizer Report (Annexure-B)

**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

**Resolution 1** **Authorization for borrowings under Section 180 (1) (c) of the Companies Act, 2013 (Special Resolution)**

<b>Ballot Paper</b>									
	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100		
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-		
Public - Institutional holders	42,383,561	6,067,108	14.31	6,067,108	-	100	-		
Public-Others	64,455,825	2,060,541	3.20	2,060,541	-	100	-		
<b>Total</b>	<b>178,199,806</b>	<b>8,127,649</b>	<b>4.56</b>	<b>8,127,649</b>	<b>-</b>	<b>100</b>	<b>-</b>		
<b>E- Voting</b>									
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100		
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-		
Public - Institutional holders	42,383,561	19,546,043	46.16	19,546,043	20,000	99.90	0.10		
Public-Others	64,455,825	33,155,198	51.44	33,154,998	200	100	0.00		
<b>Total</b>	<b>178,199,806</b>	<b>124,081,661</b>	<b>69.63</b>	<b>124,061,461</b>	<b>20,200.00</b>	<b>99.98</b>	<b>0.02</b>		
<b>Combined Voting (E-Voting + Ballot Paper)</b>									
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100		
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-		
Public - Institutional holders	42,383,561	25,633,151	60.48	25,613,151	20,000	99.92	0.08		
Public-Others	64,455,825	35,215,739	54.64	35,215,539	200	100	0.00		
<b>Total</b>	<b>178,199,806</b>	<b>132,209,310</b>	<b>74.19</b>	<b>132,189,110</b>	<b>20,200</b>	<b>99.98</b>	<b>0.02</b>		



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**Resolution 2**

**Creation of charge on assets under Section 180 (1) (a) of the Companies Act, 2013 (Special Resolution)**

**Ballot Paper**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-
Public - Institutional holders	42,383,561	6,067,108	14.31	6,067,108	-	100	-
Public-Others	64,455,825	33,155,198	51.44	33,154,998	200	100	-
Total	178,199,806	39,222,306	22.01	39,222,106	200	100	0.0

**E- Voting**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public - Institutional holders	42,383,561	19,566,043	46.16	19,546,043	20,000	99.90	0.10
Public-Others	64,455,825	2,060,541	3.20	2,060,496	45	100	45.00
Total	178,199,806	92,987,004	52.18	92,966,959	20,045	99.98	0.02

**Combined Voting (E-Voting + Ballot Paper)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public - Institutional holders	42,383,561	25,633,151	60.48	25,613,151	20,000	99.92	0.08
Public-Others	64,455,825	35,215,739	54.64	35,215,494	245.00	100	0.00
Total	178,199,806	132,209,310	74.19	132,189,065	20,245	99.98	0.02



**Resolution 3** **Alteration of Memorandum of Association in terms of Companies Act, 2013 (Special Resolution)**

**Ballot Paper**

	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	-	0.00	-	-	-	-
Public - Institutional holders	42,383,561	6,067,108	14.31	6,067,108	-	100.00	-
Public-Others	64,455,825	33,155,198	51.44	33,154,998	200	100.00	0.00
Total	178,199,806	39,222,306	22.01	39,222,106	200	100.00	0.00

**E- Voting**

	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public - Institutional holders	42,383,561	19,566,043	46.16	16,301,632	3,264,411	83.32	16.68
Public-Others	64,455,825	2,060,541	3.20	2,060,541	-	100.00	-
Total	178,199,806	92,987,004	52.18	89,722,593	3,264,411	96.49	3.51

**Combined Voting (E-Voting + Ballot Paper)**

	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public - Institutional holders	42,383,561	25,633,151	60.48	22,368,740	3,264,411	87.26	12.74
Public-Others	64,455,825	35,215,739	54.64	35,215,539	200.00	100.00	0.00
Total	178,199,806	132,209,310	74.19	128,944,699	3,264,611	97.53	2.47



**Resolution 4**  
**Issue of Securities under Employee Stock Option Scheme (ESOS) through Purchase from Secondary Market to employees of the Company (Special Resolution)**

<b>Ballot Paper</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)		(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
Promoter and Promoter Group		71,360,420	-	-	-	-	-	-
Public - Institutional holders		42,383,561	6,067,108	14.31	6,067,108	-	100.00	-
Public-Others		64,455,825	33,155,198	51.44	33,154,998	200	100.00	0.00
<b>Total</b>		<b>178,199,806</b>	<b>39,222,306</b>	<b>22.01</b>	<b>39,222,106</b>	<b>200</b>	<b>100</b>	<b>0.00</b>

<b>E-Voting</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)		(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public - Institutional holders		42,383,561	18,859,073	44.50	13,584,411	5,274,662	72.03	27.97
Public-Others		64,455,825	2,060,541	3.20	2,060,541	-	100.00	-
<b>Total</b>		<b>178,199,806</b>	<b>92,280,034</b>	<b>51.78</b>	<b>87,005,372</b>	<b>5,274,662</b>	<b>94.28</b>	<b>5.72</b>

<b>Combined Voting (E-Voting + Ballot Paper)</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)		(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public - Institutional holders		42,383,561	24,926,181	58.81	19,651,519	5,274,662	78.84	21.16
Public-Others		64,455,825	35,215,739	54.64	35,215,539	200.00	100.00	0.00
<b>Total</b>		<b>178,199,806</b>	<b>131,502,340</b>	<b>73.79</b>	<b>126,227,478</b>	<b>5,274,862</b>	<b>95.99</b>	<b>4.01</b>



**Resolution 5**  
**Issue of Securities under Employee Stock Option Scheme (ESOS) to the Employees and Directors of**  
**Subsidiary/Associate Company(ies) through Purchase from Secondary Market (Special Resolution)**

**Ballot Paper**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$6= [(4)/(2)]*100$	$7= [(5)/(2)]*100$
Promoter and Promoter Group	71,360,420	-	0.00	-	-	-	-
Public – Institutional holders	42,383,561	6,067,108	14.31	6,067,108	-	100.00	-
Public-Others	64,455,825	33,155,198	51.44	33,154,998	200	100.00	0.00
<b>Total</b>	<b>178,199,806</b>	<b>39,222,306</b>	<b>22.01</b>	<b>39,222,106</b>	<b>200</b>	<b>100</b>	<b>0.00</b>

**E- Voting**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$6= [(4)/(2)]*100$	$7= [(5)/(2)]*100$
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public – Institutional holders	42,383,561	18,859,073	44.50	13,584,411	5,274,662	72.03	27.97
Public-Others	64,455,825	2,060,541	3.20	2,060,541	-	100.00	-
<b>Total</b>	<b>178,199,806</b>	<b>92,280,034</b>	<b>51.78</b>	<b>87,005,372</b>	<b>5,274,662</b>	<b>94.28</b>	<b>5.72</b>

**Combined Voting (E-Voting + Ballot Paper)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$6= [(4)/(2)]*100$	$7= [(5)/(2)]*100$
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public – Institutional holders	42,383,561	24,926,181	58.81	19,651,519	5,274,662	78.84	21.16
Public-Others	64,455,825	35,215,739	54.64	35,215,539	-	100.00	-
<b>Total</b>	<b>178,199,806</b>	<b>131,502,340</b>	<b>73.79</b>	<b>126,227,478</b>	<b>5,274,662</b>	<b>95.99</b>	<b>4.01</b>





**Resolution 6**  
**Issue of more than 1% Securities under Employee Stock Option Scheme (ESOS) to employees of the Company through Purchase from Secondary Market (Special Resolution)**

<b>Ballot Paper</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)		(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
Promoter and Promoter Group		71,360,420	-	-	-	-	-	-
Public - Institutional holders		42,383,561	6,067,108	14.31	6,067,108	-	100.00	-
Public-Others		64,455,825	33,155,198	51.44	33,154,998	200	100.00	0.00
<b>Total</b>		<b>178,199,806</b>	<b>39,222,306</b>	<b>22.01</b>	<b>39,222,106</b>	<b>200</b>	<b>100</b>	<b>0.00</b>

<b>E-Voting</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)		(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public - Institutional holders		42,383,561	18,859,073	44.50	13,584,411	5,274,662	72.03	27.97
Public-Others		64,455,825	2,060,541	3.20	2,060,341	200	99.99	0.01
<b>Total</b>		<b>178,199,806</b>	<b>92,280,034</b>	<b>51.78</b>	<b>87,005,172</b>	<b>5,274,862</b>	<b>94.28</b>	<b>5.72</b>

<b>Combined Voting (E-Voting + Ballot Paper)</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)		(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public - Institutional holders		42,383,561	24,926,181	58.81	19,651,519	5,274,662	78.84	21.16
Public-Others		64,455,825	35,215,739	54.64	35,215,339	400	100	0.00
<b>Total</b>		<b>178,199,806</b>	<b>131,502,340</b>	<b>73.79</b>	<b>126,227,278</b>	<b>5,275,062</b>	<b>95.99</b>	<b>4.01</b>



**Resolution 7**  
**Issue of Securities under Employee Stock Option Scheme (ESOS) through issuance and allotment of new shares (Special Resolution)**

<b>Ballot Paper</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100	
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-	
Public - Institutional holders	42,383,561	6,067,108	14.31	6,067,108	-	100.00	-	
Public-Others	64,455,825	33,155,198	51.44	33,154,998	200	100.00	0.00	
<b>Total</b>	<b>178,199,806</b>	<b>39,222,306</b>	<b>22.01</b>	<b>39,222,106</b>	<b>200</b>	<b>100</b>	<b>0.00</b>	

**E-Voting**

<b>Combined Voting (E-Voting + Ballot Paper)</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100	
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-	
Public - Institutional holders	42,383,561	18,859,073	44.50	13,584,411	5,274,662	72.03	27.97	
Public-Others	64,455,825	2,060,541	3.20	1,895,246	165,295.00	91.98	8.02	
<b>Total</b>	<b>178,199,806</b>	<b>92,280,034</b>	<b>51.78</b>	<b>86,840,077</b>	<b>5,439,957</b>	<b>94.10</b>	<b>5.90</b>	

**Combined Voting**

<b>Combined Voting</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100	
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-	
Public - Institutional holders	42,383,561	24,926,181	58.81	19,651,519	5,274,662	78.84	21.16	
Public-Others	64,455,825	35,215,739	54.64	35,050,244	165,495	99.53	0.47	
<b>Total</b>	<b>178,199,806</b>	<b>131,502,340</b>	<b>73.79</b>	<b>126,062,183</b>	<b>5,440,157</b>	<b>95.86</b>	<b>4.14</b>	

