



Dated Sep 30, 2015

| | |
|---|--|
| The Manager, Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai-400 051 | The General Manager The Bombay Stock Exchange Limited Listing Department 15 th Floor, P J Towers Dalal Street, Mumabi-400 001 |
|---|--|

Scrip Code - 533137- Company Code- DEN

Sub: - Voting as per Clause 35A of the Listing Agreement conducted at the 08th AGM

Dear Sir,

This is to inform you that eighth Annual General Meeting ("AGM") of the members of the company was held on Tuesday 29th September, 2015 at Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi-110001 at 11.30 A.M. In compliance with clause 35A of the Listing Agreement, please find below the voting details at the said AGM:-

| SLNO | DESCRIPTION | | | | | |
|------|---|-------------------|-----------------------|-------|----------|--|
| A | DATE OF AGM | | | | | 29-09-2015 |
| B | BOOK CLOSURE DATE | | | | | 22-09-2015 TO 26-09-2015 (BOTH DAYS INCLUSIVE) |
| C | TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE | | | | | 7605 |
| D | NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY | | | | | 1176 |
| | SHAREHOLDERS | PRESENT IN PERSON | PRESENT THROUGH PROXY | TOTAL | SHARES | % TO CAPITAL |
| | PROMOTER AND PROMOTER GROUP () | 6 | 0 | 6 | 71360420 | 40.04517 |
| | PUBLIC | 1063 | 107 | 1170 | 7888179 | 4.42659 |
| | TOTAL | 1069 | 107 | 1176 | 79248599 | 44.47176 |
| E | No. of shareholders attended the meeting through Video conferencing _____. No video conferencing facility was made available. | | | | | |

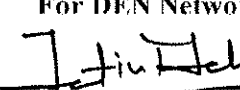
Mr. Manoj Kumar Jain, Practising Company Secretary, who was appointed as Scrutinizer by the Board of Directors, has submitted his report, on the voting received from the members of the Company(physical and e-voting). The agenda-wise voting details in the format prescribed under Clause 35A of the Listing Agreement is enclose herewith (as Annexure A) and the Scrutinizer Report (as Annexure B). All resolutions as set-out in the item number 1 to 6 of the notice of the AGM are passed with the requisite majority.

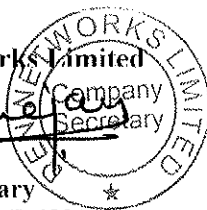
You are requested to take the note of the same in your record.

Thanking you,

Yours faithfully

For DEN Networks Limited


Jatin Mahajan
Company Secretary
Membership No.- F-6887



DEN Networks Limited

CIN: L92490DL2007PLC165673

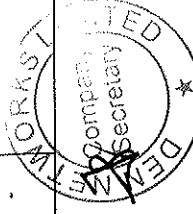
Registered Office: 236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020

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

DEN NETWORKS LIMITED-Date of Annual General Meeting - 29/09/2015- at NEW DELHI

Consolidated results (e-voting and physical voting)

| Resolution ID | 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) | % of Votes in favour on votes polled (5)= [(4)/(2)]*100 | No. of Votes - against (6) | % of Votes against on votes polled (7)= [(6)/(2)]*100 |
|---------------|--------------------------------|---------------------------|----------------------------|---|---------------------------------|--|-------------------------------|---|
| 1 | Promoter and Promoter Group | 71,360,420 | 71,360,420 | 100.00 | 71,360,420 | 100.00 | - | 0.00 |
| 1 | Public – Institutional Holders | 42,503,484 | 13,830,168 | 32.54 | 13,830,168 | 100.00 | - | 0.00 |
| 1 | Public-Others | 64,335,902 | 38,418,941 | 59.72 | 38,418,941 | 100.00 | - | 0.00 |
| | Total | 178,199,806 | 123,609,529 | 69.37 | 123,609,529 | 100.00 | - | 0.00 |
| 2 | Promoter and Promoter Group | 71,360,420 | 71,360,420 | 100.00 | 71,360,420 | 100.00 | - | 0.00 |
| 2 | Public – Institutional Holders | 42,503,484 | 13,830,168 | 32.54 | 13,830,168 | 100.00 | - | 0.00 |
| 2 | Public-Others | 64,335,902 | 38,418,941 | 59.72 | 38,418,941 | 100.00 | - | 0.00 |
| | Total | 178,199,806 | 123,609,529 | 69.37 | 123,609,529 | 100.00 | - | 0.00 |
| 3 | Promoter and Promoter Group | 71,360,420 | - | - | - | - | - | 0.00 |
| 3 | Public – Institutional Holders | 42,503,484 | 13,830,168 | 32.54 | 13,020,644 | 94.15 | 809,524 | 5.85 |
| 3 | Public-Others | 64,335,902 | 38,418,941 | 59.72 | 38,418,941 | 100.00 | - | 0.00 |
| | Total | 178,199,806 | 52,249,109 | 29.32 | 51,439,585 | 98.45 | 809,524 | 1.55 |
| 4 | Promoter and Promoter Group | 71,360,420 | 71,360,420 | 100.00 | 71,360,420 | 100.00 | - | 0.00 |
| 4 | Public – Institutional Holders | 42,503,484 | 13,830,168 | 32.54 | 13,824,779 | 99.96 | 5,389 | 0.04 |
| 4 | Public-Others | 64,335,902 | 38,418,941 | 59.72 | 38,418,941 | 100.00 | - | 0.00 |



| | | | | | | | | |
|---|--------------------------------|-------------|-------------|--------|-------------|--------|---------|------|
| | Total | 178,199,806 | 123,609,529 | 69.37 | 123,604,140 | 100.00 | 5,389 | 0.00 |
| 5 | Promoter and Promoter Group | 71,360,420 | - | - | - | - | - | 0.00 |
| 5 | Public – Institutional Holders | 42,503,484 | 13,830,168 | 32.54 | 13,004,397 | 94.03 | 825,771 | 5.97 |
| 5 | Public-Others | 64,335,902 | 38,418,941 | 59.72 | 38,418,941 | 100.00 | - | 0.00 |
| | Total | 178,199,806 | 52,249,109 | 29.32 | 51,423,338 | 98.42 | 825,771 | 1.58 |
| 6 | Promoter and Promoter Group | 71,360,420 | 71,360,420 | 100.00 | 71,360,420 | 100.00 | - | 0.00 |
| 6 | Public – Institutional Holders | 42,503,484 | 13,830,168 | 32.54 | 13,824,779 | 99.96 | 5,389 | 0.04 |
| 6 | Public-Others | 64,335,902 | 38,418,941 | 59.72 | 38,418,941 | 100.00 | - | 0.00 |
| | Total | 178,199,806 | 123,609,529 | 69.37 | 123,604,140 | 100.00 | 5,389 | 0.00 |





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 Eighth Annual General Meeting of the Equity Shareholders of DEN NETWORKS LIMITED held on 29th September, 2015 at 11:30 A.M. at Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi-110001 submit our **Consolidated report of E-voting and voting through ballot (Physical)** as under:

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, 2015.**

(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 |
|--|------------------------------|---------------------------------------|
| 120 | 123609529 | 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 |
|---|------------------------------|
| 0 | 0 |

(b) Resolution No.-2 To Receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended March 31, 2015.

(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 |
|---|---------------------------------|--|
| 120 | 123609529 | 100 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or by proxy) | 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 |
|---|------------------------------|
| 0 | 0 |

(c) Resolution No.-3 Re-appointment of Mr. Sameer Manchanda as 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 |
|---|---------------------------------|--|
| 110 | 51439585 | 98.4506 |



(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 |
|---|------------------------------|---------------------------------------|
| 4 | 809524 | 1.5494 |

(iii)Invalid votes:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them |
|--|------------------------------|
| 6* | 71360420 |

*Abstained from Voting, promoters and promoter's group.

(d) Resolution No 4 Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as the Statutory Auditors 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 |
|---|------------------------------|---------------------------------------|
| 119 | 123604140 | 99.9956 |

(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 | 5389 | 0.0044 |

(iii)Invalid votes:

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

SPECIAL BUSINESS

(e) Resolution No.-5 Re-Appointment and fixation of remuneration of Mr. Sameer Manchanda, Chairman Managing 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 |
|--|------------------------------|---------------------------------------|
| 110 | 51423338 | 98.4196 |

(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 |
|--|------------------------------|---------------------------------------|
| 4 | 825771 | 1.5804 |

(iii) **Invalid** votes:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them |
|---|------------------------------|
| 6* | 71360420 |

*Abstained from Voting, promoters and promoter's group.

(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 2015-2016

(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 |
|--|------------------------------|---------------------------------------|
| 119 | 123604140 | 99.9956 |

(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 | 5389 | 0.0044 |



(iii) **Invalid** votes:

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

Date: 30.09.2015

Place: Delhi



For AMJ & Associates
Company Secretaries

Manoj Kumar Jain
Manoj Kumar Jain
Partner

FCS:-5832, C.P.No.-5629



Declaration of results of remote e-voting/ballot papers voting at the Eighth Annual General Meeting of DEN Networks Limited held on 29th September, 2015

In terms of Section 108 read with rule 20 of the Companies (Management and Administrative) Rules, 2014 and Clause 35 B of the Listing Agreement, DEN Networks Limited ("the Company") had provided remote e-voting facility and voting through ballot forms to the members vide notice of 08th Annual General Meeting ("AGM") dated 29th September, 2015.

Members voting through remote e-voting during the period from 25th September, 2015 to 28th September, 2015 being the dates fixed for remote e-voting have been considered by the Scrutinizer. Further, to enable those members who could not vote through remote e-voting, physical voting forms were distributed on 29th September, 2015 i.e., the day of the 08th AGM. The Board had appointed Mr. Manoj Jain, Practising Company Secretary as Scrutinizer to scrutinize the voting process for the 08th AGM of the Company.

Based on the Scrutinizer's Report dated September 30, 2015, the Company hereby declare that all the six (6) resolutions as set out in the notice dated July 31, 2015 of the 08th AGM of the Company, have been duly passed with the requisite majority, the details of which are mentioned herein below:-

| S.No. | Particulars | % of votes in favour | % of votes against | Passed as |
|-------|--|----------------------|--------------------|-----------|
| 1 | To receive, consider and adopt audited Standalone Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015 | 100.00% | 0.00% | ORDINARY |
| 2 | To receive, consider and adopt audited Consolidated Balance Sheet, Statement of Profit and Loss and Auditors Report for the financial year ended March 31, 2015 | 100.00% | 0.00% | ORDINARY |
| 3 | Appoint a director in place of Sh. Sameer Manchanda, who retires by rotation and being eligible, seeks re appointment | 98.45%* | 1.55% | ORDINARY |
| 4 | Re-appointment of M/s. Deloitte Haskins Sells, Chartered Accountants as Statutory Auditors of the Company | 100.00% | 0.00% | ORDINARY |
| 5 | Re-appointment of Mr. Sameer Manchanda as Chairman Managing Director | 98.42%* | 1.58% | SPECIAL |
| 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 2015-2016 | 100.00% | 0.00% | ORDINARY |

* Promoter and Promoter Group abstained from voting

DEN Networks Limited

CIN: L92490DL2007PLC165673

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

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