



Dated June 23, 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, Mumbai-400 001
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Sub: - Postal Ballot Results

Dear Sir,

This is to inform you that pursuant to section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the members of the Company was sought vide Postal Ballot Notice dated May 11, 2015 for following special resolutions:-

Item No.	Type of Resolution
1	Special Resolution for approval of increase in Foreign Investment Limits in the Company
2	Special Resolution under section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under for appointment of Mr. Mohammad Ghulam Azhar as Whole Time Director
3	Special Resolution for amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of Securities to employees of the Company
4	Special Resolution for amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of Securities to employees and directors of the subsidiary companies

Mr. Neelesh Kumar Jain, Practising Company Secretary, who was appointed as Scrutinizer by the Board of Directors, has submitted his report, on the Postal Ballot Forms (including e-voting) received from the members of the Company. The last date of submission of Postal Ballot Forms including e-voting was 22nd June, 2015. The Scrutinizer has reported that Shareholders of the Company have approved proposed Special Resolutions with requisite majority.

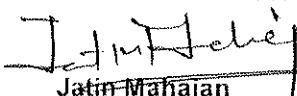
In compliance with the requirement of Clause 35A of the Listing Agreement, we are enclosing herewith, the Postal Ballot Results in the Prescribed Format (Annexure A) and the Scrutinizer Report (Annexure B).

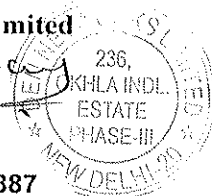
You are requested to take the note of the same in your record.

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

Resolution 1

Special Resolution for approval of increase in Foreign Investment Limits in the Company

Ballot Paper

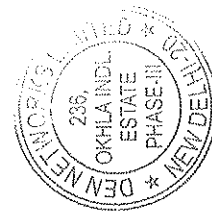
	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-
Public - Institutional holders	41,435,156	-	-	-	-	-	-
Public-Others	65,404,230	4,219,887	6.45	4,219,787	100	100.00	0.00
Total	178,199,806	4,219,887	2.37	4,219,787	100.00	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
	(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	41,435,156	20,607,217	49.73	20,607,217	-	100.00	-
Public-Others	65,404,230	34,854,466	53.29	34,854,466	-	100.00	-
Total	178,199,806	126,822,103	71.17	126,822,103	-	100.00	-

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
	(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	41,435,156	20,607,217	49.73	20,607,217	-	100.00	-
Public-Others	65,404,230	39,074,353	59.74	39,074,253	100	100.00	0.00
Total	178,199,806	131,041,990	73.54	131,041,890	100	100.00	0.00



Resolution 2
Special Resolution under section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under for appointment of Mr. Mohammad Ghulam Azhar as Whole Time Director

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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter/Public								
Promoter and Promoter Group		71,360,420	-	-	-	-	-	-
Public - Institutional holders		41,435,156	-	-	-	-	-	-
Public-Others		65,404,230	2,972,823	4.55	2,972,723	100	100.00	0.00
Total		178,199,806	2,972,823	1.67	2,972,723	100	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter/Public								
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100.00	0.00
Public - Institutional holders		41,435,156	20,607,217	49.73	19,424,332	1,182,885	94.26	5.74
Public-Others		65,404,230	34,854,466	53.29	34,854,466	-	100.00	0.00
Total		178,199,806	126,822,103	71.17	125,639,218	1,182,885	99.07	0.93

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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter/Public								
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100.00	0.00
Public - Institutional holders		41,435,156	20,607,217	49.73	19,424,332	1,182,885	94.26	5.74
Public-Others		65,404,230	37,827,289	57.84	37,827,189	100.00	100.00	0.00
Total		178,199,806	129,794,926	72.84	128,611,941	1,182,985	99.09	0.91



Resolution 3

Special Resolution for amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of Securities to employees of the Company

Ballot Paper

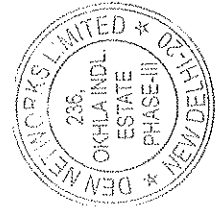
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-
Public - Institutional holders	41,435,156	-	-	-	-	-	-
Public-Others	65,404,230	3,761,956	5.75	3,761,756	200	99.99	0.01
Total	178,199,806	3,761,956	2.11	3,761,756	200	99.99	0.01

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	41,435,156	20,607,217	49.73	14,481,454	6,125,763	70.27	29.73
Public-Others	65,404,230	34,854,466	53.29	34,854,366	100	100.00	0.00
Total	178,199,806	126,822,103	71.17	120,696,240	6,125,863	95.17	4.83

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	-	100.00	0.00
Public - Institutional holders	41,435,156	20,607,217	49.73	14,481,454	6,125,763	70.27	29.73
Public-Others	65,404,230	38,616,422	59.04	38,616,122	300.00	100.00	0.00
Total	178,199,806	130,584,059	73.28	124,457,996	6,126,063	95.31	4.69



Resolution 4

Special Resolution for amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of Securities to employees and directors of the subsidiary companies

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	-	-	-	-	-	-
Public -- Institutional holders	41,435,156	-	-	-	-	-	-
Public-Others	65,404,230	3,761,956	5.75	3,761,756	200	99.99	0.01
Total	178,199,806	3,761,956	2.11	3,761,756	200	99.99	0.01

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	41,435,156	20,607,217	49.73	14,481,454	6,125,763	70.27	29.73
Public-Others	65,404,230	34,854,466	53.29	34,854,366	100.00	100.00	0.00
Total	178,199,806	126,822,103	71.17	120,696,240	6,125,863	95.17	4.83

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	-	100.00	0.00
Public -- Institutional holders	41,435,156	20,607,217	49.73	14,481,454	6,125,763	70.27	29.73
Public-Others	65,404,230	38,616,422	59.04	38,616,122	300.00	100.00	0.00
Total	178,199,806	130,584,059	73.28	124,457,996	6,126,063	95.31	4.69



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Email : nilesh676@gmail.com
Website: www.nkj.co.in

NKJ & ASSOCIATES
COMPANY SECRETARIES

Scrutinizer Report
On the Notice of the Postal Ballot of
M/S DEN NETWORKS LIMITED Put to vote through Postal Ballot
(Postal Ballot Notice dated 11th May, 2015)

New Delhi
June 23rd 2015

M/S DEN NETWORKS LIMITED
236, Okhla Industrial Area,
Phase III, New Delhi- 110 020

I have scrutinized the Postal Ballot forms received by me till 22nd June, 2015 on the agenda item of the Notice of the Postal Ballot of M/S DEN NETWORKS LIMITED (herein after referred "as the Company") sent pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of Companies (Management and Administration) Rules, 2014.

On the basis of the Postal Ballot Forms including E-Voting received by me from the shareholders of the Company, I hereby confirm the following in respect of aforesaid Item put to vote through Postal Ballot:

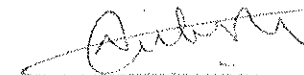
	<i>No. of Shares</i>
<i>No. of Total votes received by scrutinizer</i>	13,10,41,990
<i>Less Rejected due to technical reason</i>	0
<i>No. of valid votes</i>	*13,10,41,990

*No. of Valid votes includes Number of Votes abstained which are not included below.

R. N.	Brief Description of Resolution	No. of valid votes polled	No. of Votes - in favour	No. of Votes against	% of Votes - in favour on valid votes polled	% of Votes against on valid votes polled
1	Special Resolution for approval for increase in Foreign Investment Limits	13,10,41,990	13,10,41,890	100	100	0
2	Special Resolution for appointment of Mr. Mohammad Ghulam Azhar as Whole Time director	12,97,94,926	12,86,11,941	11,82,985	99.09	0.91
3	Special Resolution for amendment to DEN ESOP Plan B, 2014 to issue of Securities to employees of the Company	13,05,84,059	12,44,57,996	61,26,063	95.31	4.69
4	Special Resolution for amendment to DEN ESOP Plan B, 2014 to issue of Securities to the Employees and Directors of Subsidiary Companies	13,05,84,059	12,44,57,996	61,26,063	95.31	4.69

Result:

The members have, therefore, approved the resolution with more than requisite majority.


Neelesh Kumar Jain
Scrutinizer

