



Date: 15th April, 2019

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 th Floor, Phiroze JeeJeebhoy Towers Dalal Street, Mumbai-400 001 Scrip Code-533137
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Sub: - Voting Results of Extra-Ordinary General Meeting (“EGM”) pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Voting Results of EGM dated April 15, 2019

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 consolidated voting results, in prescribed format, of the Extra-Ordinary General Meeting of the members of DEN Networks Limited, which was held on Monday, April 15, 2019 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

New Delhi


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.

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Consolidated Scrutinizer's Report [Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies (Management and Administration) Rules 2014]

To,
The Chairman of Extra-Ordinary General Meeting of the Equity Shareholders of **DEN Networks Limited** held on Monday, April 15, 2019 at 11.00 A.M.(IST) at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 (EGM).

Sub: Consolidated Report on Remote e-voting and voting at the meeting through Ballot (Physical) , pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

I, Manoj Kumar Jain, Company Secretary in Practice, have been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of scrutinizing the e-voting process (i.e. remote e-voting) and voting through Ballot (Physical) at the venue of the EGM for ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), on the resolutions contained in the Notice dated March 18, 2019, calling the EGM of the equity shareholders of the Company.

1. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.
2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and Listing Regulations relating to voting through electronic means (i.e. by remote e-voting) and through Ballot on the resolutions contained in the Notice of the EGM.
3. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast "in favour of" or "against" the resolutions stated in the Notice of the EGM, based on the reports generated from the remote e-voting provided by Karvy Fintech Private Limited ("Karvy"), the agency authorised under the Rules to provide e-voting facilities, engaged by the Company and Ballot Voting at the venue

of EGM. I have also verified various compliances as mentioned in Rules prescribed for Remote e-voting, made by the Company and mentioned in this report.

4. I confirm that the Company has complied with the process of mailing the Notice of the EGM to members through the methods as authorized in the Rules namely through Courier / Post, as the case may be, at members' registered addresses and electronically to those members who have registered their e-mail addresses with Depositories/Company.
5. Karvy had provided a system for recording the votes of the members electronically (through remote e-voting) on all the items of the special business transacted at the EGM.
6. The Company had uploaded Notice of EGM containing all the items of the business to be transacted thereat along with voting instructions on its website and also that of Karvy to facilitate its members to cast their votes through remote e-voting.
7. The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Friday, April 5, 2019**.
8. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open from **9.00 A.M. (IST) on Thursday, April 11, 2019 to 5.00 P.M. (IST) on Sunday, April 14, 2019**.
9. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Rules, the Company had also released an advertisement, which was published more than 21 days before the date of the EGM in English newspaper "Business Standard" dated March 21, 2019 and in Hindi newspaper "Business Standard" dated March 21, 2019. The notice published in the newspaper carried the required information as specified in sub rule 4(v) (a) to (h) of the said Rule 20.
10. Further to the above, I submit my report on remote e-voting and for the voting through Ballot (Physical) as under: -



- i. The votes cast through remote e-voting was blocked on Monday, April 15, 2019, for the limited purposes of identifying those shareholders who have participated through remote e-voting process and the details of the shareholders were downloaded on April 15, 2019 from the e-voting portal of Karvy.
- ii. After the conclusion of voting at the EGM through Ballot Poll, the votes cast at the meeting was counted first and thereafter the votes cast through remote e-voting was unblocked and the details containing *inter alia*, list of Equity Shareholders, who voted “for” or “against” each of the resolutions that were put to vote, were generated from the e-voting system of Karvy in the presence of 2 witnesses, Mr. ShahidSaifi and Ms. Namita Jain who are not in the employment of the Company and who have signed this report in confirmation of the votes being unblocked in their presence on April 15, 2019.

The results of the Remote E-voting together with that of the voting conducted at venue of the EGM by way of Ballot (Physical) Poll are as under:

SPECIAL BUSINESS

Item No. 1 of the Notice:

Appointment of Statutory Auditors to Fill the Casual Vacancy
(As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,44,67,465	100	0	0	Nil

The resolution stands passed with the requisite majority.

Item No. 2 of the Notice:

To Consider and Approve Alteration of Articles of Association of the Company
(As a Special Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
46,43,77,582	99.9806	89883	0.0194	Nil

The resolution stands passed with the requisite majority.

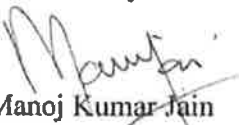


All the Resolutions mentioned in the EGM Notice dated March 18, 2019 as per the details mentioned above stand passed with the requisite majority and hence deemed to be passed as on the date of the EGM i.e. April 15, 2019.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the minutes of the EGM.

Thanking you,

Yours Faithfully


CS Manoj Kumar Jain
Company Secretary in Practice
(FCS No 5832 COP No 5629)
Proprietor
AMJ & Associates
COMPANY SECRETARIES



Place: New Delhi

Date: April 15, 2019

The following were the witnesses to the unblocking the votes cast through remote e-voting.


1. Shahid Saifi


2. Namita Jain

	DEN NETWORKS LIMITED
Date of the AGM/EGM	15-04-2019
Total number of shareholders on record date	14419
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	2608
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 - Appointment of Statutory Auditors to fill Casual Vacancy .							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	41,29,45,000	41,29,45,000	100.0000	41,29,45,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,29,45,000	100.0000	41,29,45,000	0	100.0000	0.0000
Public- Institutions	E-Voting	53,74,860	33,24,932	61.8608	33,24,932	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,24,932	61.8608	33,24,932	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,89,03,985	4,75,95,609	80.8020	4,75,95,609	0	100.0000	0.0000
	Poll		6,01,924	1.0219	6,01,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,81,97,533	81.8239	4,81,97,533	0	100.0000	0.0000
Total		47,72,23,845	46,44,67,465	97.3270	46,44,67,465	0	100.0000	0.0000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - Alteration of Articles of Association of Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	41,29,45,000	41,29,45,000	100.0000	41,29,45,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,29,45,000	100.0000	41,29,45,000	0	100.0000	0.0000
Public- Institutions	E-Voting	53,74,860	33,24,932	61.8608	32,35,075	89,857	97.2974	2.7025
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,24,932	61.8608	32,35,075	89,857	97.2975	2.7025
Public- Non Institutions	E-Voting	5,89,03,985	4,75,95,609	80.8020	4,75,95,583	26	99.9999	0.0000
	Poll		6,01,924	1.0219	6,01,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,81,97,533	81.8239	4,81,97,507	26	99.9999	0.0001
Total		47,72,23,845	46,44,67,465	97.3270	46,43,77,582	89,883	99.9806	0.0194

