



Date: December 18, 2022

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

National Stock Exchange of India Limited

Exchange Plaza,
Plot No. C/1, G- Block,
Bandra -Kurla Complex,
Bandra (East), Mumbai-400 051

Scrip Code - **533137**

Trading Symbol- **DEN**

Dear Sirs,

Sub: **Disclosure of Voting Results - Postal Ballot Notice dated November 12, 2022**

The Company had sought approval of the Members of the Company for the appointment of Mr. Rahul Yogendra Dutt (DIN: 08872616) and Mr. Siddharth Achuthan (DIN: 00016278) as Independent Directors of the Company. Details of voting results of the Postal Ballot, conducted through remote e-voting process, in respect of special resolutions contained in the Postal Ballot Notice dated November 12, 2022, are enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the Scrutinizer's Report on the e-voting.

The said special resolutions are passed with requisite majority on December 16, 2022 (the last date for e-voting).

You are requested to take the same on record and disseminate on your website.

Thanking you,

Yours faithfully,

For DEN Networks Limited

Hema Kumari
Company Secretary & Compliance Officer

Enclosed: as above

DEN Networks Limited

CIN: L92490MH2007PLC344765

Corp. 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

Regd. Office: Unit No.116, First Floor, C Wing Bldg. No.2 Kailas Industrial Complex L.B.S Marg Park Site
Vikhroli(W), Mumbai, Mumbai City, Maharashtra, India, 400 079

Landline: +91 22 25170178 | E-mail: den@denonline.in | Website: www.dennetworks.com

DEN NETWORKS LIMITED

Voting Results (Postal Ballot by way of remote e-voting)

Date of the AGM/EGM:	Not applicable (Resolutions passed through Postal Ballot on December 16, 2022)
Total number of Shareholders on record date (i.e., November 11, 2022 - cut-off date for voting purpose):	98668
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)

Sharma
DEN NETWORKS LIMITED
Company Secretary

AGENDA - WISE DISCLOSURE

The Mode of voting for all resolutions was remote e-voting.

Resolution No. 1: Appointment of Mr. Rahul Yogendra Dutt (DIN: 08872616) as an Independent Director of the Company (Special Resolution)

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	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
	Poll		N.A.	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
Public- Institutions	E-Voting	7187234	4153992	57.7968	4153992	0	100.0000	0.0000
	Poll		N.A.	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7187234	4153992	57.7968	4153992	0	100.0000	0.0000
Public- Non Institutions	E-Voting	112576659	824913	0.7328	813506	11407	98.6172	1.3828
	Poll		N.A.	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	112576659	824913	0.7328	813506	11407	98.6172	1.3828
Total		477223845	362438857	75.9473	362427450	11407	99.9969	0.0031

Whether resolution is passed or not? (YES/NO): YES

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Resolution No. 2: Appointment of Mr. Siddharth Achuthan (DIN: 00016278) as an Independent Director of the Company (Special Resolution)

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	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
	Poll		N.A.	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
Public- Institutions	E-Voting	7187234	4153992	57.7968	4153992	0	100.0000	0.0000
	Poll		N.A.	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7187234	4153992	57.7968	4153992	0	100.0000	0.0000
Public- Non Institutions	E-Voting	112576659	824911	0.7328	813455	11456	98.6112	1.3888
	Poll		N.A.	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	112576659	824911	0.7328	813455	11456	98.6112	1.3888
Total		477223845	362438855	75.9473	362427399	11456	99.9968	0.0032

Whether resolution is passed or not? (YES/NO): YES

Includes voting rights on shares held in the Unclaimed Suspense Account (on which voting rights are frozen pursuant to Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI thereto).

\$ Represents valid votes polled.

Note: All the aforesaid resolutions have been passed with requisite majority.

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Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

December 17, 2022

To,
The Chairman,
DEN Networks Limited
Unit No.116, First Floor, CWing Bldg. No. 2 Kailas Industrial Complex
L.B.S Marg Park Site Vikhroli (W), Mumbai - 400079, Maharashtra

Scrutinizer's Report on Postal Ballot voting by way of remote e-voting by electronic means in respect of passing of the special resolutions set-out in the Notice dated 12 November 2022 through Postal Ballot

Dear Sir,

I, Neelesh Kumar Jain, Company Secretary in Practice (FCS: 5593/ CP No. 5233), have been appointed as Scrutinizer by the Board of Directors of DEN Networks Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the special resolutions contained in the postal ballot notice dated 12 November 2022 ("Notice") issued in accordance with General Circular Nos. 14 / 2020 dated 8 April 2020 and 17 / 2020 dated 13 April 2020 read with other relevant circulars, including General Circular No. 3/2022 dated 5 May 2022 issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars").

1. In compliance with the MCA Circulars, the Notice was sent through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, KFin Technologies Limited ("KFinTech")/ National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL")/ Depository Participants as on Friday, 11 November 2022 ("Cut-Off Date").

The said Notice was also placed on the website of the Company at: <https://dennetworks.com> and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively; and on the website of KFinTech at <https://evoting.kfintech.com>, the Registrar and Transfer Agent of the Company, being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the special resolutions contained in the Notice.

In compliance with the relevant MCA Circulars, a newspaper Advertisement was published on 17 November 2022 in 'The Financial Express' (English newspapers) and in 'Mumbai Lakshdeep' (Marathi language newspaper) respectively specifying the details of dispatch of notices and instructions for e-voting.

2. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize



the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the special resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

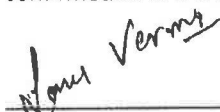
4. My responsibility as a Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" by the equity shareholders in respect of the special resolutions contained in the Notice, based on the reports generated from the e-voting system provided KFinTech, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically by the Company and/ or KFinTech for my verification.

Cut-Off date

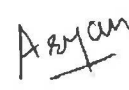
5. The equity shareholders of the Company as on the Cut-Off Date, as set out in the Notice, i.e., Friday, 11 November 2022 were entitled to vote on the special resolutions (item nos. 1 and 2 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, subject to the provisions of Articles of Association of the Company.

6. Remote e-voting process

- i. The remote e-voting period remained open from Thursday, 17 November 2022 (9:00 a.m. IST) to Friday, 16 December 2022 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting period were unblocked on Friday, 16 December 2022 after the conclusion of e-voting period for Postal ballot and was witnessed by two witnesses, Mr. Sonu Verma and Mr. Aryan Ray, who are not in the employment of the Company and / or KFinTech. They have signed below in confirmation of the same.



Mr. Sonu Verma



Mr. Aryan Ray

- iii. Thereafter, the details containing, *inter alia*, the list of equity shareholders who voted "in favour" or "against" on each of the special resolutions, were generated from the remote e-voting website of KFinTech i.e., <https://evoting.kfintech.com>. Based on the



report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the reports generated by KFinTech, scrutinized on test check basis and relied upon by me as under:-

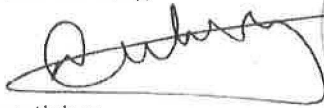
Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the resolution		Invalid votes (due to lack of proper authorization) Nos. (vi)
	Number of Valid Votes (ii)	As a % of total number of valid votes (in Favour and Against) (iii=ii/ (ii+iv)* 100)	Number of Valid Votes (iv)	As a % of total number of valid votes (in Favour and Against) (v =iv/ (ii+iv)* 100)	
Item No. 1 - Appointment of Mr. Rahul Yogendra Dutt (DIN: 08872616) as an Independent Director (As a Special Resolution)	362427450	99.99685%	11407	0.00315%	0
Item No. 2 – Appointment of Mr. Siddharth Achuthan (DIN: 00016278) as an Independent Director (As a Special Resolution)	362427399	99.99684%	11456	0.00316%	0

Based on the aforesaid results, I report that both the special resolutions as set out in items nos. 1 and 2 of the Notice have been passed with requisite majority.

8. The electronic data and all other relevant records relating to remote e-voting will be handed over to Ms. Hema Kumari, Company Secretary and Compliance Officer of the Company for safe keeping as provided in the Act read with the relevant Rules.

Thanking you,

Yours faithfully,



Scrutinizer

Name: Neelesh Kumar Jain

Practicing Company Secretary

FCS: 5593

CP No.: 5233

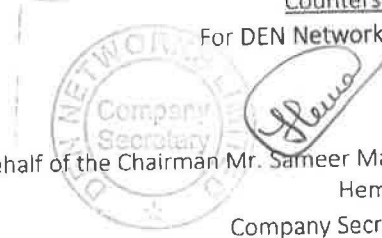
Place: New Delhi

Date: 17 December 2022

UDIN: F005593D002737729

Countersigned by:

For DEN Networks Limited



On behalf of the Chairman Mr. Sameer Manchanda
Hema Kumari
Company Secretary and
Compliance Officer