



August 23, 2023

**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 Sir(s),

**Sub: Voting Results in respect of the Sixteenth Annual General Meeting of the Company**

The voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the consolidated Scrutinizer's Report on voting through electronic means (i.e. remote e-voting and voting at the Meeting through electronic voting system), in respect of the Sixteenth Annual General Meeting of the Company held on Tuesday, August 22, 2023 are enclosed.

This for your information and records.

Thanking You,

Yours faithfully,

For **DEN NETWORKS LIMITED**

**Hema Kumari**

**Company Secretary & Compliance Officer**

**Encl: 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

### Format for Voting Results

<b>Date of AGM/EGM</b>	<b>August 22, 2023</b>
Total number of shareholders on record date ( i.e., August 15, 2023 - cut-off date for voting purpose):	<b>96,267</b>
No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	<b>Not Applicable</b>
No. of Shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group: Public:	<b>12</b> <b>142</b>

**AGENDA - WISE DISCLOSURE**

The Mode of voting for all resolutions was remote e-voting and e-voting at the Meeting.

**Resolution 1(a): To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon (Ordinary 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 <sup>s</sup> (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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	7833656	4798782	61.2585	4798782	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	7833656	4798782	61.2585	4798782	0	100.0000	0.0000
<b>Public- Non Institutions</b>	<b>E-Voting</b>	111930237	1328041	1.1865	1327679	362	99.9727	0.0273
	<b>Poll</b>		187802	0.1678	187802	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	111930237	1515843	1.3543	1515481	362	99.9761	0.0239
	<b>Total</b>	477223845	363774577	76.2272	363774215	362	99.9999	0.0001

Whether resolution is passed or not? (yes/No): Yes

**Resolution 1(b): To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon (Ordinary 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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
<b>Public- Institutions</b>	<b>E-Voting</b>	7833656	4798782	61.2585	4798782	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	7833656	4798782	61.2585	4798782	0	100.0000	0.0000
<b>Public- Institutions Non</b>	<b>E-Voting</b>	111930237	1328041	1.1865	1327679	362	99.9727	0.0273
	<b>Poll</b>		187802	0.1678	187802	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	111930237	1515843	1.3543	1515481	362	99.9761	0.0239
<b>Total</b>		477223845	363774577	76.2272	363774215	362	99.9999	0.0001

Whether resolution is passed or not? (yes/No): Yes



**Resolution 2: To appoint Mr. Anuj Jain (DIN: 08351295), who retires by rotation as a Director (Ordinary 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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	7833656	4876848	62.2551	2973294	1903554	60.9675	39.0325
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	7833656	4876848	62.2551	2973294	1903554	60.9675	39.0325
<b>Public- Non Institutions</b>	<b>E-Voting</b>	111930237	1328041	1.1865	1316465	11576	99.1283	0.8717
	<b>Poll</b>		187802	0.1678	187802	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	111930237	1515843	1.3543	1504267	11576	99.2363	0.7637
	<b>Total</b>	477223845	363852643	76.2436	361937513	1915130	99.4737	0.5263

Whether resolution is passed or not? (yes/No): Yes

Resolution 3: To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024 (Ordinary 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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
Public-Institutions	E-Voting	7833656	4876848	62.2551	4876848	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	7833656	4876848	62.2551	4876848	0	100.0000	0.0000
Public- Non Institutions	E-Voting	111930237	1328042	1.1865	1327370	672	99.9494	0.0506
	Poll		187802	0.1678	187802	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	111930237	1515844	1.3543	1515172	672	99.9557	0.0443
	<b>Total</b>	477223845	363852644	76.2436	363851972	672	99.9998	0.0002

Whether resolution is passed or not? (yes/No): Yes

Resolution 4: To appoint Ms. Naina Krishna Murthy (DIN: 01216114) as an Independent Director (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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
Public-Institutions	E-Voting	7833656	4876848	62.2551	4876848	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	7833656	4876848	62.2551	4876848	0	100.0000	0.0000
Public- Non Institutions	E-Voting	111930237	1328041	1.1865	879065	448976	66.1926	33.8074
	Poll		187802	0.1678	187802	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	111930237	1515843	1.3543	1066867	448976	70.3811	29.6189
	<b>Total</b>	477223845	363852643	76.2436	363403667	448976	99.8766	0.1234

Whether resolution is passed or not? (yes/No): Yes

# Include 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)

\$ Number of votes polled represents valid votes polled.

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

**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, as amended]**

To

The Chairman of Sixteenth Annual General Meeting of the Equity Shareholders of **DEN Networks Limited** held on Tuesday, August 22, 2023 at 04:00 p.m. (IST) through Video Conferencing ("VC").

Dear Sir,

1. I, Neelesh Kumar Jain, Company Secretary in practice and proprietor, NKJ & Associates, Company Secretaries, (Membership Number FCS-5593), have been appointed as Scrutinizer by the Board of Directors of DEN Networks Limited ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated July 14, 2023 ("**Notice**") issued in accordance with General Circular No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/2020 dated 05.05.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022 and 10/2022 dated 28.12.2022 issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Sixteenth Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**") through VC. The AGM was convened on Tuesday, August 22, 2023 at 04:00 p.m. (IST) through VC. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, the Notice along with the Annual Report 2022-23 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.

The said Notice and Annual Report 2022-23 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](http://www.bseindia.com) and [www.nseindia.com](http://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 resolutions contained in





the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("remote e-voting"); and (ii) at the Meeting ("Insta Poll");

In compliance with the relevant MCA Circular(s), a newspaper advertisement was published on Sunday, July 30, 2023 in 'Financial Express' (English newspapers) and 'Mumbai Lakshdeep' (Marathi language newspaper), respectively specifying the day, date and time of the AGM. Notice of the AGM and Annual Report was also made available on the website of the Company, Stock Exchanges and KFinTech.

3. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:

(i) process of remote e-voting; and

(ii) process of Insta Poll .

#### **Management's Responsibility**

4. 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 resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

#### **Scrutinizer's Responsibility**

5. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by 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**

6. The Equity Shareholders of the Company as on the "Cut-off" date, as set out in the Notice, i.e. Tuesday, August 15, 2023 were entitled to vote on the resolutions (item nos. 1 to 4 as set out in the Notice calling the AGM) 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.




### 7. Insta Poll process at the AGM:

- i. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked by KFinTech under my instructions.
- ii. The e-votes cast at the meeting were unblocked on Tuesday, August 22, 2023 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company /KFinTech and the authorizations lodged with the Company/ KFinTech on test check basis.

### 8. Remote e-voting process:

- i. The remote e-voting period remained open from Friday, August 18, 2023 (9:00 a.m. (IST)) to Monday, August 21, 2023 (5:00 p.m. (IST)).
- ii. The votes cast were unblocked on Tuesday, August 22, 2023 after the conclusion of the AGM and was witnessed by two witnesses, Mr. Mohnish Luthra and Ms. Pratibha Gusain, who are not in the employment of the Company and/ or KFinTech. They have signed below in confirmation of the same.

  
-----  
Mohnish Luthra .

  
-----  
Pratibha Gusain

- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the 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.

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





### Resolution-1: Ordinary Resolutions

(a) Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			(% )
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	312	18	330	363586413	187802	363774215	99.99990
Dissent	11	0	11	362	0	362	0.00010
Total	323	18	341	363586775	187802	363774577	100
Invalid Votes	0	18	18	0	601609	601609	
Abstain	5	0	5	78227	0	78227	

Based on the above, the Resolution has been passed with requisite majority

(b) Adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			(% )
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	312	18	330	363586413	187802	363774215	99.99990
Dissent	11	0	11	362	0	362	0.00010
Total	323	18	341	363586775	187802	363774577	100
Invalid Votes	0	18	18	0	601609	601609	
Abstain	5	0	5	78227	0	78227	

Based on the above, the Resolution has been passed with requisite majority



**Resolution-2: Ordinary Resolution**

Appointment of Mr. Anuj Jain (DIN: 08351295), a Director retiring by rotation.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	290	18	308	361749711	187802	361937513	99.47365
Dissent	35	0	35	1915130	0	1915130	0.52635
Total	325	18	343	363664841	187802	363852643	100
Invalid Votes	0	18	18	0	601609	601609	
Abstain	4	0	4	161	0	161	

Based on the above, the Resolution has been passed with requisite majority

**Resolution-3: Ordinary Resolution**

Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2024

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	311	18	329	363664170	187802	363851972	99.99982
Dissent	14	0	14	672	0	672	0.00018
Total	325	0	343	363664842	187802	363852644	100
Invalid Votes	0	18	18	0	601609	601609	
Abstain	3	0	3	160	0	160	

Based on the above, the Resolution has been passed with requisite majority





**Resolution-4: Special Resolution**



Appointment of Ms. Naina Krishna Murthy (DIN: 01216114) as an Independent Director

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	305	18	323	363215865	187802	363403667	99.87660
Dissent	19	0	19	448976	0	448976	0.12340
Total	324	18	342	363664841	187802	363852643	100
Invalid Votes	0	18	18	0	601609	601609	
Abstain	4	0	4	161	0	161	

Based on the above, the Resolution has been passed with requisite majority.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Hema Kumari, Company Secretary and Compliance Officer of the Company, for preserving safely 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**  
**UDIN: F005593E000844827**

**Date: 23.08.2023**  
**Place: New Delhi**

Countersigned by:  
For DEN Networks Limited



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