



September 18, 2021

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Scrip Code- **533137**

National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G- Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai-400 051
Trading Symbol- **DEN**

Dear Sirs,

Sub: Disclosure of Voting Result in respect of the 14th Annual General Meeting of the Company held on Friday, September 17, 2021



The details of voting result in respect of the 14th Annual General Meeting of the Company held on Friday, September 17, 2021 is enclosed 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 Scrutinizer's Report on e-voting (remote e-voting and e-voting at the Meeting).

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

Thanking You,

Yours faithfully,

For **DEN NETWORKS LIMITED**

Jatin Mahajan
Company Secretary

Encl: as above

DEN NETWORKS LIMITED

CIN: L92490MH2007PLC344765

Registered Office: Unit No.116, First Floor, CWing Bldg. No.2 Kailas, Industrial Complex L.B.S Marg
Park Site Vikhroli(W), Mumbai, Mumbai City, Maharashtra, India, 400079

Landline: +91 22 61289999|E-mail: den@denonline.in|| Website: www.dennetworks.com

DEN NETWORKS LIMITED

Format for Voting Results

Date of AGM/EGM	September 17, 2021
Total number of shareholders on record date (i.e., September 10, 2021 - cut-off date for voting purpose):	82799
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	12 149



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, 2021 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 (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)		0	0.0000	0	0	0.0000	0.0000
	Total		357459952	357459952	100.0000	357459952	0	100.0000
Public- Institutions	E-Voting	3617832	2980692	82.3889	2980692	0	100.0000	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3617832	2980692	82.3889	2980692	0	100.0000
Public- Non Institutions#	E-Voting	116146061	403248	0.3472	379560	23688	94.1257	5.8743
	Poll		31220	0.0269	31220	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		116146061	434468	0.3741	410780	23688	94.5478
Total		477223845	360875112	75.6197	360851424	23688	99.9934	0.0066

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, 2021 and the reports 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
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)		0	0.0000	0	0	0.0000	0.0000
	Total		357459952	357459952	100.0000	357459952	0	100.0000
Public- Institutions	E-Voting	3617832	2980692	82.3889	2980692	0	100.0000	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3617832	2980692	82.3889	2980692	0	100.0000
Public- Non Institutions#	E-Voting	116146061	403198	0.3471	379710	23488	94.1746	5.8254
	Poll		31220	0.0269	31220	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		116146061	434418	0.3740	410930	23488	94.5932
Total		477223845	360875062	75.6197	360851574	23488	99.9935	0.0065

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



Resolution 2: To appoint Ms. Geeta Fulwadaya, 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
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)		0	0.0000	0	0	0.0000	0.0000
	Total		357459952	357459952	100.0000	357459952	0	100.0000
Public- Institutions	E-Voting	3617832	2980692	82.3889	2958107	22585	99.2423	0.7577
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3617832	2980692	82.3889	2958107	22585	99.2423
Public- Non Institutions#	E-Voting	116146061	402618	0.3466	378796	23822	94.0832	5.9168
	Poll		31220	0.0269	31220	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		116146061	433838	0.3735	410016	23822	94.5090
Total		477223845	360874482	75.6195	360828075	46407	99.9871	0.0129

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, 2022 (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)		0	0.0000	0	0	0.0000	0.0000
	Total		357459952	357459952	100.0000	357459952	0	100.0000
Public- Institutions	E-Voting	3617832	2980692	82.3889	2980692	0	100.0000	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3617832	2980692	82.3889	2980692	0	100.0000
Public- Non Institutions#	E-Voting	116146061	401765	0.3459	377818	23947	94.0396	5.9604
	Poll		31220	0.0269	31220	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		116146061	432985	0.3728	409038	23947	94.4693
Total		477223845	360873629	75.6194	360849682	23947	99.9934	0.0066

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

Voting Rights under "Public - Non Institutions" category 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)

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 Fourteenth Annual General Meeting of the Equity Shareholders of **Den Networks Limited** held on Friday, September 17, 2021 at 04:00 p.m. (IST) through Video Conferencing (VC).

Dear Sir,

1. I, Neelesh Kumar Jain, 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 April 16, 2021 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 2/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Fourteenth Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**") through VC. The AGM was convened on Friday, September 17, 2021 at 04:00p.m. (IST) through VC.

2. 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 e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote e-voting**"); and

(ii) process of e-voting at the AGM through electronic voting system ("**Insta Poll**").

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 & 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

4. 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 KFin Technologies Private Limited ("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, September 10, 2021 were entitled to vote on the resolutions (item nos. 1 to 3 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, subject to the provisions of Articles of Association of the Company.

6. Insta Poll process at the AGM:

i. After the time fixed for closing of the e-voting by the Chairman, 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 Friday, September 17, 2021 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.

7. Remote e-voting process:

i. The remote e-voting period remained open from Monday, September 13, 2021 (9:00 a.m. (IST)) to Thursday, September 16, 2021 (5:00 p.m. (IST)).

ii. The votes cast during the remote e-voting were unblocked on Friday, September 17, 2021 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Madhuri Rawat and Ms. Swati Bansal, who are not in the employment of the Company and/ or KFinTech. They have signed below in confirmation of the same.

Madhuri Rawat

Swati Bansal



iii. Thereafter, the details containing, *interalia*, 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.

8. 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, 2021 and the Report 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	328	10	338	360820204	31220	360851424	99.993436
Dissent	20	0	20	23688	0	23688	0.006564
Total	348	10	358	360843892	31220	360875112	100
Invalid Votes	0	9	9	0	16	16	

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, 2021 and the report of 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	330	10	340	360820354	31220	360851574	99.993491
Dissent	17	0	17	23488	0	23488	0.006509
Total	347	10	357	360843842	31220	360875062	100



Invalid Votes	0	9	9	0	16	16	
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Based on the above, the Resolution has been passed with requisite majority

Resolution-2: Ordinary Resolution

Appointment of Ms. Geeta Fulwadaya (DIN: 03341926), 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	322	10	332	360796855	31220	360828075	99.987140
Dissent	25	0	25	46407	0	46407	0.012860
Total	347	10	357	360843262	31220	360874482	100
Invalid Votes	0	9	9	0	16	16	

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

Resolution-3: Ordinary Resolution

Ratification of the remuneration of the Cost Auditors for the financial year ending March 31, 2022.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	323	10	333	360818462	31220	360849682	99.993364
Dissent	22	0	22	23947	0	23947	0.006636
Total	345	10	355	360842409	31220	360873629	100
Invalid Votes	0	9	9	0	16	16	

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



9. The electronic data and all other relevant records relating to e-voting and Insta Poll are under my safe custody and will be handed over to Mr. Jatin Mahajan, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You
Yours Faithfully



Scrutinizer

Name: Neelesh Kr. Jain

Practicing Company Secretary

FCS: 5593

CP No.: 5233

UDIN :F005593C000964375

Date: 18.09.2021

Place: New Delhi

Countersigned by:

For Den Networks Limited



On Behalf of Chairman Mr. Sameer Manchanda

Jatin Mahajan

Company Secretary and Compliance Officer