



Date: March 28, 2020

To,

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E) Mumbai-400 051
Trading Symbol- **DEN**

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001
Scrip Code- **533137**

Dear Sir(s),

Sub: Disclosure of Voting Results of Postal Ballot (including voting by electronic means) as per the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The details of voting results of the Postal Ballot (including voting by electronic means) in respect of resolutions contained in the Postal Ballot Notice dated February 17, 2020 are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the resolutions contained in the said Notice have been passed with requisite majority effective March 27, 2020.


We also submit herewith a copy of the Scrutinizer's Report dated March 28, 2020 of Mr. Neelesh Kumar Jain, Company Secretary in practice of M/s. NKJ & Associates, on the voting results of the aforesaid Postal Ballot (including voting by electronic means).

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

Thanking You,

Yours faithfully,

For DEN Networks Limited

Jatin Mahajan
Company Secretary
Email: jatin.mahajan@denonline.in
FCS-6887

Encl.: as above

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



DEN NETWORKS LIMITED

POSTAL BALLOT VOTING RESULT

Date of the declaration of Voting Result	March 28, 2020
Total number of shareholders on record date	As on record date i.e. February 14, 2020, No. of shareholders were 15330
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:	Not Applicable

Details of Agenda:

Sr. No.	Agenda Item	Resolution type (Ordinary/Special)	Mode of voting (Show of hands/ Poll/Postal ballot/ E-voting)	Remarks
1.	To approve shifting of the Registered Office of the Company from the National Capital Territory of Delhi & Haryana to the State of Maharashtra, i.e. within the Jurisdiction of the Registrar of Companies, Maharashtra at Mumbai	Special	Postal ballot/ E-voting	Resolution passed with requisite majority as per table below
2.	To approve appointment of Mr. Rajendra Dwarkadas Hingwala (DIN: 00160602) as an Independent Director of the Company	Ordinary	Postal ballot/ E-voting	Resolution passed with requisite majority as per table below



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AGENDA - WISE DISCLOSURE

Resolution No. 1

Resolution required	Special								
Whether promoter/promoter group are interested in the agenda/resolution?	No								
Description of resolution considered	To approve shifting of the Registered Office of the Company from the National Capital Territory of Delhi & Haryana to the State of Maharashtra, i.e. within the Jurisdiction of the Registrar of Companies, Maharashtra at Mumbai								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	41,29,45,000	41,29,45,000	100.00	41,29,45,000	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		41,29,45,000	41,29,45,000	100.00	41,29,45,000	0	100.00	0.00
Public-Institutions	E-Voting	53,61,507	33,98,091	63.38	33,98,091	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		53,61,507	33,98,091	63.38	33,98,091	0	100.00	0.00
Public- Non Institutions	E-Voting	5,89,17,338	4,81,35,252	81.70	4,81,35,250	2	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		3,518	0.006	3,184	25	90.51	0.71	309
	Total		5,89,17,338	4,81,38,770	81.71	4,81,38,434	27	99.99930	0.00006
Total	47,72,23,845	46,44,81,861	97.33	46,44,81,525	27	99.99993	0.00001	309	



Resolution No. 2

Resolution required	Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution?	No								
Description of resolution considered	To approve appointment of Mr. Rajendra Dwarkadas Hingwala (DIN: 00160602) as an Independent Director of the Company								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	41,29,45,000	41,29,45,000	100.00	41,29,45,000	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		41,29,45,000	41,29,45,000	100	41,29,45,000	0	100.00	0.00
Public-Institutions	E-Voting	53,61,507	33,98,091	63.38	33,98,091	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		53,61,507	33,98,091	63.38	33,98,091	0	100.00	0.00
Public- Non Institutions	E-Voting	5,89,17,338	4,81,35,252	81.70	4,81,35,245	7	99.99	0.01	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		3,518	0.006	3,184	25	90.51	0.71	309
	Total		5,89,17,338	4,81,38,770	81.71	4,81,38,429	32	99.99929	0.00007
Total	47,72,23,845	46,44,81,861	97.33%	46,44,81,520	32	99.99993	0.00001	309	





Declaration of results of Postal Ballot

In terms of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any subsequent amendment thereto), Members approval was sought for the resolutions appended to the Postal Ballot Notice dated February 17, 2020. The Postal Ballot Notice containing Special/Ordinary Resolutions together with the statement to be annexed to the Postal Ballot Notice was sent to all the Members on February 26, 2020 and the last date for receipt of postal ballot forms duly completed, from the Members was March 27, 2020.

Mr. Neelesh Kumar Jain, Company Secretary in practice of M/s. NKJ & Associates was appointed as the Scrutinizer for conducting the Postal Ballot process in the manner prescribed under Section 110 of the Act read with the rules and the said provisions are duly complied with. The Scrutinizer has submitted his report on votes cast through postal ballots and e-voting with their pattern of voting as per Annexure and based on the Report received from the Scrutinizer, I declare that the resolutions as mentioned below have been passed with the requisite majority.



Resolution No. 1-Special Resolution

To approve shifting of the Registered Office of the Company from the National Capital Territory of Delhi & Haryana to the State of Maharashtra, i.e. within the Jurisdiction of the Registrar of Companies, Maharashtra at Mumbai

Resolution No. 2 -Ordinary Resolution

To approve appointment of Mr. Rajendra Dwarkadas Hingwala (DIN: 00160602) as an Independent Director of the Company

For **DEN Networks Limited**

Jatin Mahajan
Company Secretary
Email: jatin.mahajan@denonline.in
FCS-6887

Date: March 28, 2020

Place: New Delhi

DEN Networks Limited

CIN: L92490DL2007PLC165673

Registered Office: 236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020

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A summary of Ballots received/ votes cast through e-voting is as under:

For Resolution No. 1

S. No.	Particulars	Resolution 1	
		No. of Ballots/ Remote voting confirmations	No. of Shares voted
a.	Votes casted through ballots	28	3,518
b.	Remote e-voting confirmations received	41	46,44,78,343
	Total	69	46,44,81,861
c.	Less: Invalid Ballots/ Remote e-Voting confirmations	1	309
d.	Net Valid Ballots / Remote e-Voting confirmations	68	46,44,81,552
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	41	46,44,81,525
	% of Assent		100
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	27	27
	% of Dissent		0.00

*Rounded off to nearest number



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For Resolution No. 2

S. No.	Particulars	Resolution 2	
		No. of Ballots/ Remote voting confirmations	No. of Shares voted
a.	Votes casted through ballots	28	3,518
b.	Remote e-voting confirmations received	41	46,44,78,343
	Total	69	46,44,81,861
c.	Less: Invalid Ballots/ Remote e-Voting confirmations	1	309
d.	Net Valid Ballots / Remote e-Voting confirmations	68	46,44,81,552
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	40	46,44,81,520
	% of Assent		100
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	28	32
	% of Dissent		0

*Rounded off to nearest number

For DEN Networks Limited



**Jatin Mahajan
(Company Secretary)
Membership No. - F6887**

Date: March 28, 2020

Place: New Delhis

DEN Networks Limited

CIN: L92490DL2007PLC165673

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SCRUTINIZER'S REPORT

To,

The Chairman,
DEN NETWORKS LIMITED
236, Okhla Industrial Area,
Phase III, New Delhi 110020

Dear Sir,

I, Neelesh Kumar Jain, Company Secretary in Practice (FCS:5593/ CP No. 5233), have been appointed as the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 by the Board of Directors of **DEN Networks Limited ('Company')** vide its resolution dated 17th February 2020 to conduct the postal ballot and e-voting process of the Company in connection with passing of the resolutions for the Business stated in the notice of Postal Ballot/e-Voting dated 17th February, 2020.

I submit my report as under:

1. The Company has completed the electronic transmission and physical dispatch of Postal Ballot Notice along with the explanatory statement, the Postal Ballot Form and the postage pre-paid reply envelope on 26th February, 2020 to its members/shareholders whose names appeared in the register of members/ list of beneficial owners as on 14th February 2020.
2. On the basis of the register of members/ list of beneficial owners made available by the Registrar and Share Transfer Agent of the Company i.e KFin Technologies Private Limited (Kfin), the Company had dispatched the notice of the Postal Ballot/e-Voting.
3. The Company has also provided to the members/shareholders the facility of e-voting through e-voting website of KFin Technologies Private Limited i.e. <https://evoting.karvy.com>.



4. The voting period commenced on 27th February, 2020 at 09:00 AM and concluded on 27th March, 2020 at 5:00 PM for voting through physical postal ballot form as well through e-Voting.
5. The members/shareholders holding shares as on the cut-off date i.e.14th February, 2020 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot/e-Voting dated 17th February, 2020 of the Company.
6. The Postal Ballot Forms received were kept under safe custody before commencing the scrutiny of such Postal Ballot Forms.
7. Particulars of all the Postal Ballot Forms received from the members/shareholders have been entered in a separate register maintained for the purpose.
8. I did not find any defaced or mutilated Ballot Papers.
9. Also for the e-voting, the votes were unblocked at 5:02 PM on Friday, the 27th March, 2020 in the presence of two witnesses Ms. Ashi Jain and Ms. Anuja Jain who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.
10. The details of e-voting, inter-alia, containing the list of equity members/shareholders who voted "For", "Against" on each of the resolutions that were put to vote were generated from the e-voting website of KFin i.e., <https://evoting.karvy.com>.

11. A combined report of the Postal Ballot and e-Voting conducted is given below:

	Physical	Electronic
No. of Total Ballots recd. by scrutinizer	28	41
Less: Rejected due to technical reason*	1	0
No. of valid Ballots	27	41

*Number of votes rejected are for 309 votes for all two resolutions (shareholder/members category – Public-Others)

Resolution 1: To shift the Registered Office of the Company from the National Capital Territory of Delhi & Haryana to the State of Maharashtra, i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.



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%	41,29,45,000	0	100%	0
	Postal Ballot		0	0	0	0	0	
Public – Institutional holders	e-Voting	53,61,507	33,98,091	63.38%	33,98,091	0	100%	0
	Postal Ballot		0	0	0	0	0	
Public-Others	e-Voting	5,89,17,338	4,81,35,252	81.70%	4,81,35,250	2	100%	0
	Postal Ballot		3,518	0.006%	3184	25	90.51%	0.71%
Total		47,72,23,845	46,44,81,861	97.33%	46,44,81,525	27	99.99993%	0.00007%

Resolution 2: To appoint Mr. Rajendra Dwarkadas Hingwala as an Independent Director of the Company

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%	41,29,45,000	0	100%	0
	Postal Ballot		0	0	0	0	0	
Public – Institutional holders	e-Voting	53,61,507	33,98,091	63.38%	33,98,091	0	100%	0
	Postal Ballot		0	0	0	0	0	
Public-Others	e-Voting	5,89,17,338	4,81,35,252	81.70%	4,81,35,245	7	99.99%	0.01%
	Postal Ballot		3,518	0.006%	3184	25	90.51%	0.71%
Total		47,72,23,845	46,44,81,861	97.33%	46,44,81,520	32	99.99993%	0.00007%



On reckoning the voting of the shareholders/members as above, I report that the resolutions as contained in Item No. 1 and 2 of the Notice of Postal Ballot/e-Voting dated 17th February, 2020 have been passed with requisite majority.

I shall hand over the Postal Ballot Forms and other related papers/ registers and records for the safe custody to the Company once the Chairman considers, approves and signs the minutes of the meeting.

You may accordingly declare the result on the voting by the Postal Ballot.

For NKJ & Associates
(Company Secretaries)

Place: Delhi
Date: 28.03.2020



A handwritten signature in blue ink, appearing to read "Neelesh Kr. Jain".

Neelesh Kr. Jain
FCS: 5593
CP No. :5233

Witness

1. ASHI CHAKRESH JAIN
D/O CHAKRESH R. JAIN
R/O HIMADRI HOSTEL, IIT DELHI
NEW DELHI
2. ANUJA JAIN
D/O MAHENDRA KUMAR JAIN
R/O D-408 ANANDLOK APP. MAYUR VIHAR PH-I
NEW DELHI

A handwritten signature in blue ink, appearing to read "Ashi".

A handwritten signature in blue ink, appearing to read "Anuja".

Countersigned by:

For **DEN NETWORKS LIMITED**

s/d

SAMEER MANCHANDA
Chairman and Managing Director

