



July 29, 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 Result in respect of the 15th Annual General Meeting of the Company held on Wednesday, July 27, 2022

The details of voting result in respect of the 15th Annual General Meeting of the Company held on Wednesday, July 27, 2022 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**



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, 400079

Landline: +91 22 20870451 || E-mail: den@denonline.in || www.dennetworks.com

DEN NETWORKS LIMITED

Format for Voting Results

Date of AGM/EGM	July 27, 2022
Total number of shareholders on record date (i.e., July 20, 2022 - cut-off date for voting purpose):	102599
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:	7 137



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, 2022 and the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)

Category	Mode of voting	Whether promoter/promoter group are interested in the agenda/resolution?		No				
		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	100.0000	357459952	0	100.0000	0.0000
	Poll	357459952	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
Public-Institutions	E-Voting		4073600	68.8578	4073600	0	100.0000	0.0000
	Poll	5915956	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5915956	4073600	68.8578	4073600	0	100.0000	0.0000
Public- Non Institutions	E-Voting		10426884	9.1586	10425712	1172	99.9888	0.0112
	Poll	113847937	145	0.0001	145	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	113847937	10427029	9.1587	10425857	1172	99.9888	0.0112
Total		477223845	371960581	77.9426	371959409	1172	99.9997	0.0003

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, 2022 and the reports of the Auditors thereon (Ordinary Resolution)

Category	Mode of voting	Whether promoter/promoter group are interested in the agenda/resolution?			No			
		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	100.0000	357459952	0	100.0000	0.0000
	Poll	357459952	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
Public- Institutions	E-Voting		4073600	68.8578	4073600	0	100.0000	0.0000
	Poll	5915956	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5915956	4073600	68.8578	4073600	0	100.0000	0.0000
Public- Non Institutions	E-Voting		10428271	9.1598	10425099	3172	99.9696	0.0304
	Poll	113847937	145	0.0001	145	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	113847937	10428416	9.1600	10425244	3172	99.9696	0.0304
Total		477223845	371961968	77.9429	371958796	3172	99.9991	0.0009

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



Resolution 2: To appoint Mr. Sameer Manchanda, who retires by rotation as a Director (Ordinary Resolution)

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	Whether promoter/promoter group are interested in the agenda/resolution?				
				% 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	320055432	89.5360	320055432	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	357459952	320055432	89.5360	320055432	0	100.0000	0.0000
Public-Institutions	E-Voting	5915956	4151666	70.1774	3882181	269485	93.5090	6.4910
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5915956	4151666	70.1774	3882181	269485	93.5090	6.4910
Public- Non Institutions	E-Voting	113847937	10428274	9.1598	10395777	32497	99.6884	0.3116
	Poll		145	0.0001	145	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	113847937	10428419	9.1600	10395922	32497	99.6884	0.3116
Total	Total	477223845	334635517	70.1213	334333535	301982	99.9098	0.0902

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



Resolution 3: To appoint Mr. Saurabh Sancheti, who retires by rotation as a Director (Ordinary Resolution)

Category	Mode of voting	Whether promoter/promoter group are interested in the agenda/resolution?			No			
		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	100.0000	357459952	0	100.0000	0.0000
	Poll	357459952	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
Public-Institutions	E-Voting		4151666	70.1774	2998185	1153481	72.2164	27.7836
	Poll	5915956	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5915956	4151666	70.1774	2998185	1153481	72.2164	27.7836
Public- Non Institutions	E-Voting		10428316	9.1599	10393819	34497	99.6692	0.3308
	Poll	113847937	145	0.0001	145	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	113847937	10428461	9.1600	10393964	34497	99.6692	0.3308
Total		477223845	372040079	77.9592	370852101	1187978	99.6807	0.3193

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



Resolution 4: To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023 (Ordinary Resolution)

Category	Mode of voting	Whether promoter/promoter group are interested in the agenda/resolution?		No				
		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	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	
	Total	357459952	357459952	100.0000	357459952	0	100.0000	0.0000
Public-Institutions	E-Voting	5915956	4151666	70.1774	4151666	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	
	Total	5915956	4151666	70.1774	4151666	0	100.0000	0.0000
Public- Non Institutions	E-Voting	113847937	10428323	9.1599	10427148	1175	99.9887	0.0113
	Poll		145	0.0001	145	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	
	Total	113847937	10428468	9.1600	10427293	1175	99.9887	0.0113
Total	Total	477223845	372040086	77.9592	372038911	1175	99.9997	0.0003

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



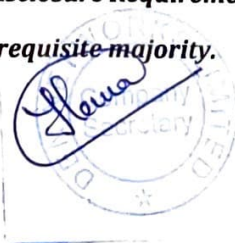
Resolución 5: To Re-appoint Shri Rajendra Dwarkadas Hingwala as an Independent Director (Special Resolution)

Category	Mode of voting	Whether promoter/promoter group are interested in the agenda/resolution?			No				
		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	
	Postal Ballot (if applicable)		0	0.0000		0	0	0	
	Total	357459952	357459952	100.0000	357459952	0	100.0000	0.0000	
Public-Institutions	E-Voting	5915956	4151666	70.1774	4151666	0	100.0000	0.0000	
	Poll		0	0.0000		0	0	0	
	Postal Ballot (if applicable)		0	0.0000		0	0	0	
	Total	5915956	4151666	70.1774	4151666	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	113847937	10426894	9.1586	10394405	32489	99.6884	0.3116	
	Poll		145	0.0001		145	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000		0	0	0	0
	Total	113847937	10427039	9.1587	10394550	32489	99.6884	0.3116	
Total		477223845	372038657	77.9589	372006168	32489	99.9913	0.0087	

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 15th Annual General Meeting of the Equity Shareholders of **Den Networks Limited** held on Wednesday, July 27, 2022 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 May 16, 2022 ("**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 and 02/2022 dated 05.05.2022, issued by the Ministry of Corporate Affairs, Government of India, (MCA) (hereinafter referred to as ("**MCA Circulars**")), calling the 15th Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**") through VC. The AGM was convened on Wednesday, July 27, 2022 at 04:00 p.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 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. Wednesday, July 20, 2022 were entitled to vote on the resolutions (item nos. 1 to 5 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.

6. Insta Poll 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-voting system was scrutinized on test check basis. 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.

iii. The e-votes cast were unblocked on Wednesday, July 27, 2022 after the conclusion of the AGM.

7. Remote e-voting process:

i. The remote e-voting period remained open from Saturday, July 23, 2022 (9:00 a.m. (IST)) to Tuesday, July 26, 2022 (5:00 p.m. (IST)).

ii. The votes cast were unblocked on Wednesday, July 27, 2022 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Swati Bansal and Mr. Mohnish Luthra, who are not in the employment of the Company and/ or KFinTech. They have signed below in confirmation of the same.



Swati Bansal



Mohnish Luthra

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.

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 Resolution

(a) Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2022 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	240	14	254	371959264	145	371959409	99.99968
Dissent	13	0	13	1172	0	1172	0.00032
Total	253	14	267	371960436	145	371960581	100
Invalid Votes	0	20	20	0	97	97	
Abstain	6	0	6	80181	0	80181	

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, 2022 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	239	14	253	371958651	145	371958796	99.99915
Dissent	14	0	14	3172	0	3172	0.00085
Total	253	14	267	371961823	145	371961968	100
Invalid Votes	0	20	20	0	97	97	
Abstain	6	0	6	78794	0	78794	

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



Resolution-2: Ordinary Resolution

Appointment of Mr. Sameer Manchanda (DIN: 00015459), 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	222	14	236	334333390	145	334333535	99.90976
Dissent	28	0	28	301982	0	301982	0.09024
Total	250	14	264	334635372	145	334635517	100
Invalid Votes	0	20	20	0	97	97	
Abstain	9	0	9	37405245	0	37405245	

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

Resolution-3: Ordinary Resolution

Appointment of Mr. Saurabh Sancheti (DIN: 08349457), 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	222	14	236	370851956	145	370852101	99.68069
Dissent	34	0	34	1187978	0	1187978	0.31931
Total	256	14	270	372039934	145	372040079	100
Invalid Votes	0	20	20	0	97	97	
Abstain	3	0	3	683	0	683	

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



Resolution-4: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	242	14	256	372038766	145	372038911	99.99968
Dissent	14	0	14	1175	0	1175	0.00032
Total	256	14	270	372039941	145	372040086	100
Invalid Votes	0	20	20	0	97	97	
Abstain	3	0	3	676	0	676	

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

Resolution-5: Special Resolution

To re-appoint Shri Rajendra DwarkadasHingwala (DIN: 00160602) as an Independent Director


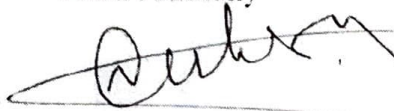
Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	235	14	249	372006023	145	372006168	99.99127
Dissent	20	0	20	32489	0	32489	0.00873
Total	255	14	269	372038512	145	372038657	100
Invalid Votes	0	20	20	0	97	97	
Abstain	4	0	4	2105	0	2105	

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 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: F005593D000697680

Date: 28th July, 2022

Place: New Delhi

Countersigned by:

For Den Networks Limited



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