

The Manager, Listing Department The National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai-400 051	The General Manager The Bombay Stock Exchange Limited Listing Department 15 th Floor, P J Towers Dalal Street, Mumabi-400 001
Securities and Exchange Board of India SEBI Bhavan, Plot No.C4-A, "G" Block Bandra Kurla Complex Bandra (E), Mumbai – 400 051	

Sub: - Postal Ballot Results

Dear Sir,

This is further to our letter dated January 15, 2013 for circulation of Postal Ballot Notice to the members of the Company for seeking their approval to the business listed therein pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

Mr. Neelesh Kumar Jain, Practising Company Secretary, who was appointed as Scrutinizer by the Board of Directors, has submitted his report, on the Postal Ballot Forms (including e-voting) received from the members of the Company. The last date of submission of Postal Ballot Forms including e-voting was 25th February, 2013. The Scrutinizer submitted his report to the Company after completion of scrutiny on 26th February, 2013 and the results of the Postal Ballot announced on 28th February, 2013.

Based on the report submitted by the Scrutinizer, Mr. Ajaya Chand, Director of the Company has declared the result of the resolution passed through Postal Ballot.

The following resolutions have been carried with the requisite majority:-

Item No.	Type of Resolution	Description
1	Increase in Borrowing powers of the Company under Section 293(1)(d) of the Companies Act, 1956	Ordinary Resolution
2	Authorisation for creation of Charge over moveable & immoveable properties for securing term loans and working capital facilities under Section 293(1)(a) of the Companies Act, 1956.	Ordinary Resolution
3	Modification of Objects of the Initial Public Offer ("IPO") as mentioned in the Prospectus dated November 05, 2009.	Ordinary Resolution
4	Increase in remuneration of Mr. Sameer Manchanda, Chairman Managing Director of the Company.	Special Resolution

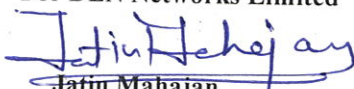
Please find attached Postal Ballot Results in terms of Clause 35A of the Listing Agreement in the format specified therein.

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

Thanking you,

Yours faithfully

For DEN Networks Limited


Jatin Mahajan
Company Secretary

DEN Networks Limited

236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020
T: +91 11 40522200, F: +91 11 40522203, W: www.dennetworks.com

STATEMENT SHOWING POSTAL BALLOT RESULTS IN TERMS OF CLAUSE 35A OF THE LISTING AGREEMENT

Item No.	Particulars	CATEGORY	No. of votes Held	No. of Shares Polled	% of Votes on Polled outstanding shares	No. of Votes - Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes in against on votes polled
1	Increase in Borrowing powers of the Company under Section 293(1)(d) of the Companies Act, 1956	Promoter and Promoter Group	71360420	71337620	99.96	71337620	Nil	100	Nil
		Public - Institutional holders	31690023	6462305	20.39	6445396	16909	99.74	0.26
		Public-Others	30973658	6421643	20.73	6420923	720	99.98	0.02
		Total	134024101	84221568	62.84	84203539	17629	99.98	0.02
			(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$

Item No.	Particulars	CATEGORY	No. of votes Held	No. of Shares Polled	% of Votes on Polled outstanding shares	No. of Votes - Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes in against on votes polled
2	Authorisation for creation of Charge over moveable & immovable properties for securing term loans and working capital facilities under Section 293(1)(a) of the Companies Act, 1956.	Promoter and Promoter Group	71360420	71337620	99.96	71337620	Nil	100	Nil
		Public - Institutional holders	31690023	6462305	20.39	5445395	16909	99.74	0.26
		Public-Others	30973658	6421768	20.73	5421085	682	99.98	0.02
		Total	134024101	84221693	62.84	5420412	17591	99.98	0.02
			(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$

8

STATEMENT SHOWING POSTAL BALLOT RESULTS IN TERMS OF CLAUSE 35A OF THE LISTING AGREEMENT

Item No.	Particulars	CATEGORY	No. of votes Held	No. of Shares Polled	% of Votes Polled on outstanding shares	No. of Votes - favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes in against on votes polled
3	Modification of Objects of the Initial Public Offer ("IPO") as mentioned in the Prospectus dated November 05, 2009.	Promoter and Promoter Group	71360420	71337620	99.96	71337620	Nil	100	Nil
		Public - Institutional holders	31690023	7429958	23.44	7429958	Nil	100	Nil
		Public-Others	30973658	6421768	20.73	5420354	1414	99.98	0.02
		Total	134024101	85189346	63.56	35187932	1414	99.99	0.01
			(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$

Item No.	Particulars	CATEGORY	No. of votes Held	No. of Shares Polled	% of Votes Polled on outstanding shares	No. of Votes - favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes in against on votes polled
4	Increase in remuneration of Mr. Sameer Manchanda, Chairman Managing Director of the Company.	Promoter and Promoter Group	71360420	71337620	99.96	71337620	Nil	100	Nil
		Public - Institutional holders	31690023	6462305	20.39	6444896	17409	99.73	0.27
		Public-Others	30973658	6421768	20.73	6419700	2068	99.96	0.04
		Total	134024101	84221693	62.84	84202216	19477	99.98	0.02
			(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$



812, Laxmi Deep Building,
9, Laxmi Nagar District Centre,
Vikas Marg, Delhi 110 092
Tel 9312284670, 9810554670
Email: nilesh676@gmail.com

NKJ & ASSOCIATES
COMPANY SECRETARIES

Scrutinizer Report

On the Notice of the Postal Ballot of M/S DEN NETWORKS LIMITED
(Postal Ballot notice dated 17th January 2013)

February 26th 2013

M/S DEN NETWORKS LIMITED
236, Okhla Industrial Area,
Phase III, New Delhi- 110 020

I have scrutinized the Postal Ballot (including e-voting) forms received by me till 25th February 2013 on the agenda item of the Notice of the Postal Ballot dated 17th January 2013 of M/S DEN NETWORKS LIMITED (herein after referred 'as the Company') sent pursuant to section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules 2001.

On the basis of the Postal Ballot Forms including E-Voting received by me from the shareholders of the Company, I hereby confirm the following in respect of aforesaid Item put to vote through Postal Ballot:

	No. of Postal Ballot (Including EVoting)	No. of Shares
No. of Total votes recd. by scrutinizer	109	8,51,90,246
Less Rejected due to technical reason	1	900
No. of valid votes	108	8,51,89,346

R.N:	Brief Description of Resolution	No. of votes polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
1	Ordinary Resolution for increase in borrowing powers of Company under Section 293(1)(d) of the Companies Act, 1956	8,42,21,568	8,42,03,939	17,629	99.98	0.02
2	Ordinary resolution for creation of charge over moveable & immoveable properties for securing term loans and working capital facilities under Section 293(1)(a) of the Companies Act, 1956	8,42,21,693	8,42,04,102	17,591	99.98	0.02
3	Ordinary resolution for Modification of the objects of the initial public offer ("IPO") as mentioned in the prospectus dated November 05,2009	8,51,89,346	8,51,87,932	1,414	99.99	0.01
4	Special Resolution for increase in remuneration of Mr. Sameer Manchanda, Chairman Managing Director of the Company.	8,42,21,693	8,42,02,216	19,477	99.98	0.02

Result:

The members have, therefore, approved the all resolutions with more than requisite majority.


Neelesh Kumar Jain

