

26-09-2014



National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai-400051

BSE Limited  
P J Towers  
Dalal Street  
Mumbai-400 001

Scrip Code: 533137  
Company Code: DEN

Dear Sir/Madam,

**Sub: Details of Voting as per clause 35A of Listing Agreement conducted at the 07<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> Day of September, 2014**

This is to inform you that 07<sup>th</sup> Annual General Meeting of the members of the Company was held on Thursday, the 25<sup>th</sup> September, 2014 at 11.30 A.M. at PHD Chamber of Commerce & Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

In compliance with clause 35A of the Listing Agreement, please find below the voting details at the said Annual General Meeting:

<i>Name of Company</i>	Den Networks Limited
<i>Date of A.G.M</i>	25 <sup>th</sup> September, 2014
<i>Total Number of Shareholders on record date</i>	■ As on 22 <sup>nd</sup> August, 2014 (for e-voting) : 6256 ■ As on 18 <sup>th</sup> September, 2014 (i.e., before book closure for the purpose of A.G.M.):6532
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	
<i>Promoter and Promoter Group</i>	4 ( 3 in person and 01 in proxy)
<i>Public</i>	1440 (1305 in person and 135 in proxy)
<i>Mode of Voting (for all resolutions)</i>	E-voting and Poll

The agenda-wise voting details in the format prescribed under Clause 35A of the Listing Agreement is enclosed herewith, wherefrom it may be noted that all the resolutions set-out in the item number 1 to 9 of the notice dated 13<sup>th</sup> August, 2014 convening the Seventh Annual General Meeting of the members of the Company on 25<sup>th</sup> September, 2014 are passed with the requisite majority.

Please take the information on record and do the needful.

Thanking you,

Yours faithfully,

For Den Networks Limited

  
Jatin Mahajan  
Company Secretary



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



**Resolution 1 (a)- Adoption of Standalone Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014 (Ordinary Resolution)**

<b>Ballot Paper</b>		No. of shares held	No. of votes polled	% of Votes Polled on d	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group		71,360,420	-	0	-	-	-	-
Public – Institutional holders		38,556,303	40,000	0.10	40,000	-	100	-
Public-Others		68,283,083	35,175,843	51.51	35,175,843	-	100	-
<b>Total</b>		<b>178,199,806</b>	<b>35,215,843</b>	<b>19.76</b>	<b>35,215,843</b>	<b>-</b>	<b>100</b>	<b>-</b>

<b>E- Voting</b>		No. of shares held	No. of votes polled	% of Votes Polled on d	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public – Institutional holders		38,556,303	4,452,452	11.55	4,452,452	-	100	-
Public-Others		68,283,083	3,613,928	5.29	3,613,928	-	100	-
<b>Total</b>		<b>178,199,806</b>	<b>79,426,800</b>	<b>44.57</b>	<b>79,426,800</b>	<b>-</b>	<b>100</b>	<b>-</b>

**Combined Voting (E-Voting + Ballot Paper)**

<b>Ballot Paper</b>		No. of shares held	No. of votes polled	% of Votes Polled on d	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public – Institutional holders		38,556,303	4,492,452	11.65	4,492,452	-	100	-
Public-Others		68,283,083	38,789,771	56.81	38,789,771	-	100	-
<b>Total</b>		<b>178,199,806</b>	<b>114,642,643</b>	<b>64.33</b>	<b>114,642,643</b>	<b>-</b>	<b>100</b>	<b>-</b>

**Resolution 1(b)- Adoption of Consolidated Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014 (Ordinary Resolution)**

<b>Ballot Paper</b>		No. of shares held	No. of votes polled	% of Votes Polled on d	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public – Institutional holders		38,556,303	4,492,452	11.65	4,492,452	-	100	-
Public-Others		68,283,083	38,789,771	56.81	38,789,771	-	100	-
<b>Total</b>		<b>178,199,806</b>	<b>114,642,643</b>	<b>64.33</b>	<b>114,642,643</b>	<b>-</b>	<b>100</b>	<b>-</b>

Promoter and Promoter Group	71,360,420	-	-	-	-	-	-	-	-
Public – Institutional holders	38,556,303	40,000	0.10	40,000	-	100	-	-	-
Public-Others	68,283,083	35,175,843	51.51	35,175,843	-	100	-	-	-
<b>Total</b>	<b>178,199,806</b>	<b>35,215,843</b>	<b>19.76</b>	<b>35,215,843</b>	<b>-</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>E- Voting</b>									
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$6= [(4)/(2)]*100$	$7= [(5)/(2)]*100$		
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-		
Public – Institutional holders	38,556,303	4,452,452	11.55	4,452,452	-	100	-		
Public-Others	68,283,083	3,613,928	5.29	3,613,928	-	100	-		
<b>Total</b>	<b>178,199,806</b>	<b>79,426,800</b>	<b>44.57</b>	<b>79,426,800</b>	<b>-</b>	<b>100</b>	<b>-</b>		

<b>Combined Voting (E-Voting + Ballot Paper)</b>									
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$6= [(4)/(2)]*100$	$7= [(5)/(2)]*100$		
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-		
Public – Institutional holders	38,556,303	4,492,452	11.65	4,492,452	-	100	-		
Public-Others	68,283,083	38,789,771	56.81	38,789,771	-	100	-		
<b>Total</b>	<b>178,199,806</b>	<b>114,642,643</b>	<b>64.33</b>	<b>114,642,643</b>	<b>-</b>	<b>100</b>	<b>-</b>		

**Resolution 2**  
**Appoint a director in place of Sh. Shahzaad Siraj Dalal, who retires by rotation and being eligible, seeks re-appointment (Ordinary Resolution)**

<b>Ballot Paper</b>									
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$6= [(4)/(2)]*100$	$7= [(5)/(2)]*100$		
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-		
Public – Institutional holders	38,556,303	40,000	0.10	40,000	-	100.00	-		
Public-Others	68,283,083	35,175,843	51.51	35,175,843	-	100.00	-		
<b>Total</b>	<b>178,199,806</b>	<b>35,215,843</b>	<b>19.76</b>	<b>35,215,843</b>	<b>-</b>	<b>100.00</b>	<b>-</b>		

<b>E- Voting</b>									
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$6= [(4)/(2)]*100$	$7= [(5)/(2)]*100$		
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-		
Public – Institutional holders	38,556,303	40,000	0.10	40,000	-	100.00	-		
Public-Others	68,283,083	35,175,843	51.51	35,175,843	-	100.00	-		
<b>Total</b>	<b>178,199,806</b>	<b>35,215,843</b>	<b>19.76</b>	<b>35,215,843</b>	<b>-</b>	<b>100.00</b>	<b>-</b>		



	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public – Institutional holders	38,556,303	4,452,452	11.55	1,831,110	2,621,342	41.13	58.87
Public-Others	68,283,083	3,613,928	5.29	3,613,928	-	100.00	-
<b>Total</b>	<b>178,199,806</b>	<b>79,426,800</b>	<b>44.57</b>	<b>76,805,458</b>	<b>2,621,342</b>	<b>96.70</b>	<b>3.30</b>
<b>Combined Voting (E-Voting + Ballot Paper)</b>							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100	
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public – Institutional holders	38,556,303	4,492,452	11.65	1,871,110	2,621,342	41.65	58.35
Public-Others	68,283,083	38,789,771	56.81	38,789,771	-	100	-
<b>Total</b>	<b>178,199,806</b>	<b>114,642,643</b>	<b>64.33</b>	<b>112,021,301</b>	<b>2,621,342</b>	<b>97.71</b>	<b>2.29</b>

**Resolution 3**  
**Re-appoint M/s Deloitte Haskins Sells, Chartered Accountants as Statutory Auditors of the Company (Ordinary Resolution)**

	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-
Public – Institutional holders	38,556,303	40,000	0.10	40,000	-	100.00	-
Public-Others	68,283,083	35,175,843	51.51	35,175,843	-	100.00	-
<b>Total</b>	<b>178,199,806</b>	<b>35,215,843</b>	<b>19.76</b>	<b>35,215,843</b>	<b>-</b>	<b>100</b>	<b>-</b>

	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public – Institutional holders	38,556,303	4,452,452	11.55	4,452,452	-	100.00	-
Public-Others	68,283,083	3,613,928	5.29	3,613,928	-	100.00	-
<b>Total</b>	<b>178,199,806</b>	<b>79,426,800</b>	<b>44.57</b>	<b>79,426,800</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Combined Voting (E-Voting + Ballot Paper)</b>							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100	



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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public - Institutional holders	38,556,303	4,492,452	11.65	4,492,452	-	100	-
Public-Others	68,283,083	38,789,771	56.81	38,789,771	-	100	-
Total	178,199,806	114,642,643	64.33	114,642,643	-	100.00	-

#### Resolution 4 Adoption of new set of Articles of Association of the Company (Special Resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-
Public - Institutional holders	38,556,303	40,000	0.10	40,000	-	100.00	-
Public-Others	68,283,083	35,175,843	51.51	35,175,843	-	100.00	-
Total	178,199,806	35,215,843	19.76	35,215,843	-	100	-

#### E- Voting

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public - Institutional holders	38,556,303	2,686,488	6.97	2,662,868	23,620	99.12	0.88
Public-Others	68,283,083	3,613,928	5.29	3,613,928	-	100.00	-
Total	178,199,806	77,660,836	43.58	77,637,216	23,620	99.97	0.03

#### Combined Voting (E-Voting + Ballot Paper)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public - Institutional holders	38,556,303	2,726,488	7.07	2,702,868	23,620	99.13	0.87



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Public-Others	68,283,083	38,789,771	56.81	38,789,771	-	100	-
Total	178,199,806	112,876,679	63.34	112,853,059	23,620	99.98	0.02

**Resolution 5**  
**Appointment of Mr. Ajaya Chand (DIN: 02334456) as an Independent Director (Ordinary Resolution)**

<b>Ballot Paper</b>							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-
Public – Institutional holders	38,556,303	40,000	0.10	40,000	-	100.00	-
Public-Others	68,283,083	35,175,843	51.51	35,175,842	1	100.00	0.00
Total	178,199,806	35,215,843	19.76	35,215,842	1	100	0.00

<b>E- Voting</b>							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public – Institutional holders	38,556,303	4,452,452	11.55	4,428,832	23,620	99.47	0.53
Public-Others	68,283,083	3,613,928	5.29	3,613,928	-	100.00	-
Total	178,199,806	79,426,800	44.57	79,403,180	23,620	99.97	0.03

<b>Combined Voting (E-Voting + Ballot Paper)</b>							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public – Institutional holders	38,556,303	4,468,832	11.59	4,468,832	23,620	100.00	0.53
Public-Others	68,283,083	38,789,770	56.81	38,789,770	1	100	0.00
Total	178,199,806	114,619,022	64.32	114,619,022	23,621	100.00	0.02



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**Resolution 6** Appointment of Mr. Robindra Sharma (DIN: 0035141) as an Independent Director (Ordinary Resolution)

<b>Ballot Paper</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group		71,360,420	-	-	-	-	-	-
Public – Institutional holders		38,556,303	40,000	0.10	40,000	-	100.00	-
Public-Others		68,283,083	35,175,843	51.51	35,175,842	1	100.00	0.00
<b>Total</b>		<b>178,199,806</b>	<b>35,215,843</b>	<b>19.76</b>	<b>35,215,842</b>	<b>1</b>	<b>100</b>	<b>0.00</b>

<b>E- Voting</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public – Institutional holders		38,556,303	4,452,452	11.55	4,452,452	-	100.00	-
Public-Others		68,283,083	3,613,928	5.29	3,613,928	-	100.00	-
<b>Total</b>		<b>178,199,806</b>	<b>79,426,800</b>	<b>44.57</b>	<b>79,426,800</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

<b>Combined Voting (E-Voting + Ballot Paper)</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public – Institutional holders		38,556,303	4,492,452	11.65	4,492,452	-	100.00	-
Public-Others		68,283,083	38,789,771	56.81	38,789,770	1	100.00	0.00
<b>Total</b>		<b>178,199,806</b>	<b>114,642,643</b>	<b>64.33</b>	<b>114,642,642</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 7** Appointment of Mr. Atul Sharma (DIN: 00308698) as an Independent Director (Ordinary Resolution)

<b>Ballot Paper</b>		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group		71,360,420	71,360,420	100.00	71,360,420	-	100	-
Public – Institutional holders		38,556,303	4,492,452	11.65	4,492,452	-	100.00	-
Public-Others		68,283,083	38,789,771	56.81	38,789,770	1	100.00	0.00
<b>Total</b>		<b>178,199,806</b>	<b>114,642,643</b>	<b>64.33</b>	<b>114,642,642</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>



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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-
Public – Institutional holders	38,556,303	40,000	0.10	40,000	-	100.00	-
Public-Others	68,283,083	35,175,843	51.51	35,175,842	1	100.00	0.00
<b>Total</b>	<b>178,199,806</b>	<b>35,215,843</b>	<b>19.76</b>	<b>35,215,842</b>	<b>1</b>	<b>100</b>	<b>0.00</b>

**E- Voting**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public – Institutional holders	38,556,303	4,452,452	11.55	1,831,110	2,621,342	41.13	58.87
Public-Others	68,283,083	3,613,928	5.29	3,613,928	-	100.00	-
<b>Total</b>	<b>178,199,806</b>	<b>79,426,800</b>	<b>44.57</b>	<b>76,805,458</b>	<b>2,621,342</b>	<b>96.70</b>	<b>3.30</b>

**Combined Voting (E-Voting + Ballot Paper)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public – Institutional holders	38,556,303	4,492,452	11.65	1,871,110	2,621,342	41.65	58.35
Public-Others	68,283,083	38,789,771	56.81	38,789,770	1	100.00	0.00
<b>Total</b>	<b>178,199,806</b>	<b>114,642,643</b>	<b>64.33</b>	<b>112,021,300</b>	<b>2,621,343</b>	<b>97.71</b>	<b>2.29</b>

**Resolution 8 Appointment of Mr. Ankur Ambika Sahu (DIN: 03623120) as Non Executive Nominee Director (Ordinary Resolution)**

**Ballot Paper**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-
Public – Institutional holders	38,556,303	40,000	0.10	40,000	-	100.00	-
Public-Others	68,283,083	35,175,843	51.51	35,175,842	1	100.00	0.00
<b>Total</b>	<b>178,199,806</b>	<b>35,215,843</b>	<b>19.76</b>	<b>35,215,842</b>	<b>1</b>	<b>100</b>	<b>0.00</b>

**E- Voting**

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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public – Institutional holders	38,556,303	4,452,452	11.55	2,686,488	1,765,964	60.34	39.66
Public-Others	68,283,083	3,613,928	5.29	3,613,928	-	100.00	-
<b>Total</b>	<b>178,199,806</b>	<b>79,426,800</b>	<b>44.57</b>	<b>77,660,836</b>	<b>1,765,964</b>	<b>97.78</b>	<b>2.22</b>

**Combined Voting (E-Voting + Ballot Paper)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public – Institutional holders	38,556,303	4,492,452	11.65	2,726,488	1,765,964	60.69	39.31
Public-Others	68,283,083	38,789,771	56.81	38,789,770	1	100.00	0.00
<b>Total</b>	<b>178,199,806</b>	<b>114,642,643</b>	<b>64.33</b>	<b>112,876,678</b>	<b>1,765,965</b>	<b>98.46</b>	<b>1.54</b>

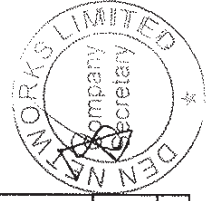
**Resolution 9 Appointment of M/s Ajay Kumar Singh & Co., Cost Accountant to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting (Ordinary Resolution)**

**Ballot Paper**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	-	-	-	-	-	-
Public – Institutional holders	38,556,303	40,000	0.10	40,000	-	100.00	-
Public-Others	68,283,083	35,175,843	51.51	35,175,843	-	100.00	-
<b>Total</b>	<b>178,199,806</b>	<b>35,215,843</b>	<b>19.76</b>	<b>35,215,843</b>	<b>-</b>	<b>100</b>	<b>-</b>

**E- Voting**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-



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Public – Institutional holders	38,556,303	4,452,452	11.55	4,452,452	-	100.00	-
Public-Others	68,283,083	3,613,928	5.29	3,613,928	-	100.00	-
<b>Total</b>	<b>178,199,806</b>	<b>79,426,800</b>	<b>44.57</b>	<b>79,426,800</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Combined Voting (E-Voting + Ballot Paper)</b>							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	71,360,420	71,360,420	100.00	71,360,420	-	100.00	-
Public – Institutional holders	38,556,303	4,492,452	11.65	4,492,452	-	100.00	-
Public-Others	68,283,083	38,789,771	56.81	38,789,771	-	100.00	-
<b>Total</b>	<b>178,199,806</b>	<b>114,642,643</b>	<b>64.33</b>	<b>114,642,643</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

by *SP*



**Consolidated Report**

To

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

Result of voting through electronic means conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Poll conducted pursuant to Section 109 of the Companies Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 for the Seventh Annual General Meeting of the Company held on Thursday September 25, 2014 at 11.30 A.M. at the PHD Chamber of Commerce & Industry, 4/2, Siri Institutional Area, August Kranti Marg New Delhi-110016.

Dear Sir,

I, Neelesh Kr. Jain, Practicing Company Secretary, appointed as scrutinizer of DEN NETWORKS LIMITED (the Company), with respect to the captioned subject hereby submit my consolidated report as under:

**Resolution-I(a) : Ordinary Resolution**

To consider and adopt the audited standalone financial statements of the Company for the year ended 31st March, 2014 and the Report of the Auditors and Directors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total	(% )
	E-voting	Poll	Total	E- voting	Poll	Total		
Assent	26	85	111	7,94,26,800	3,52,15,843	114642643	100	
Dissent	0	0	0	0	0	0	0	
Total	26	85	111	7,94,26,800	35215843	114642643	100	

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

**Resolution-I(b) : Ordinary Resolution**

To consider and adopt the audited consolidated financial statements of the Company for the year ended 31st March, 2014 and the Report of the Auditors and Directors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total	(% )
	E-voting	Poll	Total	E- voting	Poll	Total		
Assent	26	85	111	7,94,26,800	3,52,15,843	114642643	100	
Dissent	0	0	0	0	0	0	0	
Total	26	85	111	7,94,26,800	35215843	114642643	100	

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

**Resolution-2 : Ordinary Resolution**

Re-appointment of Mr. Shahzaad Siraj Dalal as Non-Executive Nominee Director of the Company, liable to retire by rotation.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total	(% )
	E-voting	Poll	Total	E- voting	Poll	Total		
Assent	15	85	100	7,68,05,458	3,52,15,843	112021301	97.71346688	
Dissent	11	0	11	26,21,342	0	2621342	2.286533118	
Total	26	85	111	7,94,26,800	35215843	114642643	100	



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

**Resolution-3 : Ordinary Resolution**

To appoint M/s. Deloitte Haskins & Sells., Chartered Accountants as Statutory Auditors of the Company to hold office from the Conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	26	85	111	7,94,26,800	3,52,15,843	114642643	100
Dissent	0	0	0	0	0	0	0
Total	26	85	111	7,94,26,800	35215843	114642643	100

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

**Resolution-4 : Special Resolution**

Adoption of new set of Articles of Association of the Company.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	22	85	107	7,76,37,216	3,52,15,843	112853059	99.97907451
Dissent	1	0	1	23,620	0	23620	0.020925492
Total	23	85	108	7,76,60,836	35215843	112876679	100

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

**Resolution-5 : Ordinary Resolution**

Appointment of Mr. Ajay Chand as Non-Executive Independent Director of the Company to hold office up to the conclusion of 12th Annual General Meeting, not liable to retire by rotation.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	25	84	109	7,94,03,180	3,52,15,842	114619022	99.97939597
Dissent	1	1	2	23,620	1	23621	0.020604026
Total	26	85	111	7,94,26,800	35215843	114642643	100

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

**Resolution-6 : Ordinary Resolution**

Appointment of Mr. Robindra Sharma as Non-Executive Independent Director of the Company, to hold office up to the conclusion of 12th Annual General Meeting, not liable to retire by rotation

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	26	84	110	7,94,26,800	3,52,15,842	114642642	99.99999913
Dissent	0	1	1	0	1	1	0.00000087
Total	26	85	111	7,94,26,800	35215843	114642643	100

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

**Resolution-7 : Ordinary Resolution**

Appointment of Mr. Atul Sharma as Non-Executive Independent Director of the Company, to hold office up to the conclusion of 12th Annual General Meeting, not liable to retire by rotation.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	15	84	99	7,68,05,458	3,52,15,842	112021300	97.71346601
Dissent	11	1	12	26,21,342	1	2621343	2.286533991
Total	26	85	111	7,94,26,800	35215843	114642643	100

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

**Resolution-8 : Ordinary Resolution**

Appointment of Mr. Ankur Ambika Sahu as Non-Executive Nominee Director of the Company, liable to retire by rotation



Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	23	84	107	7,76,60,836	3,52,15,842	112876678	98.45959152
Dissent	3	1	4	17,65,964	1	1765965	1.540408485
Total	26	85	111	7,94,26,800	35215843	114642643	100

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

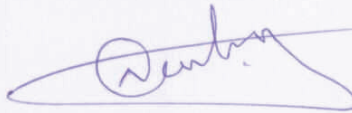
**Resolution-9 : Ordinary Resolution**

To appoint M/s. Ajay Kumar Singh & Co., Cost Accountants as Cost Auditors of the Company to hold office from the Conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	26	85	111	7,94,26,800	3,52,15,843	114642643	100
Dissent	0	0	0	0	0	0	0
Total	26	85	111	7,94,26,800	35215843	114642643	100

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

For NKJ & Associates




Scrutinizer

Name: Neelesh Kr. Jain

Practicing Company Secretary

FCS: 5593 CP No.: 5233

Date: 26.09.2014

Place: New Delhi