



Dated June 23, 2015

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|---|--|
| 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, Mumbai-400 001 |
|---|--|

Sub: - Postal Ballot Results

Dear Sir,

This is to inform you that pursuant to section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the members of the Company was sought vide Postal Ballot Notice dated May 11, 2015 for following special resolutions:-

| Item No. | Type of Resolution |
|----------|---|
| 1 | Special Resolution for approval of increase in Foreign Investment Limits in the Company |
| 2 | Special Resolution under section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under for appointment of Mr. Mohammad Ghulam Azhar as Whole Time Director |
| 3 | Special Resolution for amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of Securities to employees of the Company |
| 4 | Special Resolution for amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of Securities to employees and directors of the subsidiary companies |

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 22nd June, 2015. The Scrutinizer has reported that Shareholders of the Company have approved proposed Special Resolutions with requisite majority.

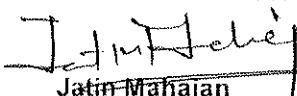
In compliance with the requirement of Clause 35A of the Listing Agreement, we are enclosing herewith, the Postal Ballot Results in the Prescribed Format (Annexure A) and the Scrutinizer Report (Annexure B).

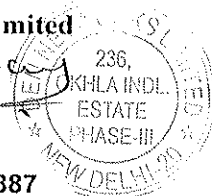
You are requested to take the note of the same in your record.

Thanking you,

Yours faithfully

For DEN Networks Limited


Jatin Mahajan
Company Secretary
Membership No.- F-6887



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
Special Resolution for approval of increase in Foreign Investment Limits in the Company

Ballot Paper

| | 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 | 41,435,156 | - | - | - | - | - | - |
| Public-Others | 65,404,230 | 4,219,887 | 6.45 | 4,219,787 | 100 | 100.00 | 0.00 |
| Total | 178,199,806 | 4,219,887 | 2.37 | 4,219,787 | 100.00 | 100.00 | 0.00 |

E- Voting

| | 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 | 41,435,156 | 20,607,217 | 49.73 | 20,607,217 | - | 100.00 | - |
| Public-Others | 65,404,230 | 34,854,466 | 53.29 | 34,854,466 | - | 100.00 | - |
| Total | 178,199,806 | 126,822,103 | 71.17 | 126,822,103 | - | 100.00 | - |

Combined Voting (E-Voting + Ballot Paper)

| | 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 | 41,435,156 | 20,607,217 | 49.73 | 20,607,217 | - | 100.00 | - |
| Public-Others | 65,404,230 | 39,074,353 | 59.74 | 39,074,253 | 100 | 100.00 | 0.00 |
| Total | 178,199,806 | 131,041,990 | 73.54 | 131,041,890 | 100 | 100.00 | 0.00 |



Resolution 2
Special Resolution under section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under for appointment of Mr. Mohammad Ghulam Azhar as Whole Time Director

| Ballot Paper | | 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/Public | | | | | | | | |
| Promoter and Promoter Group | | 71,360,420 | - | - | - | - | - | - |
| Public - Institutional holders | | 41,435,156 | - | - | - | - | - | - |
| Public-Others | | 65,404,230 | 2,972,823 | 4.55 | 2,972,723 | 100 | 100.00 | 0.00 |
| Total | | 178,199,806 | 2,972,823 | 1.67 | 2,972,723 | 100 | 100.00 | 0.00 |

| E- Voting | | 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/Public | | | | | | | | |
| Promoter and Promoter Group | | 71,360,420 | 71,360,420 | 100.00 | 71,360,420 | - | 100.00 | 0.00 |
| Public - Institutional holders | | 41,435,156 | 20,607,217 | 49.73 | 19,424,332 | 1,182,885 | 94.26 | 5.74 |
| Public-Others | | 65,404,230 | 34,854,466 | 53.29 | 34,854,466 | - | 100.00 | 0.00 |
| Total | | 178,199,806 | 126,822,103 | 71.17 | 125,639,218 | 1,182,885 | 99.07 | 0.93 |

| Combined Voting (E-Voting + Ballot Paper) | | 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/Public | | | | | | | | |
| Promoter and Promoter Group | | 71,360,420 | 71,360,420 | 100.00 | 71,360,420 | - | 100.00 | 0.00 |
| Public - Institutional holders | | 41,435,156 | 20,607,217 | 49.73 | 19,424,332 | 1,182,885 | 94.26 | 5.74 |
| Public-Others | | 65,404,230 | 37,827,289 | 57.84 | 37,827,189 | 100.00 | 100.00 | 0.00 |
| Total | | 178,199,806 | 129,794,926 | 72.84 | 128,611,941 | 1,182,985 | 99.09 | 0.91 |



Resolution 3

Special Resolution for amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of Securities to employees of the Company

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 | 41,435,156 | - | - | - | - | - | - |
| Public-Others | 65,404,230 | 3,761,956 | 5.75 | 3,761,756 | 200 | 99.99 | 0.01 |
| Total | 178,199,806 | 3,761,956 | 2.11 | 3,761,756 | 200 | 99.99 | 0.01 |

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 | 41,435,156 | 20,607,217 | 49.73 | 14,481,454 | 6,125,763 | 70.27 | 29.73 |
| Public-Others | 65,404,230 | 34,854,466 | 53.29 | 34,854,366 | 100 | 100.00 | 0.00 |
| Total | 178,199,806 | 126,822,103 | 71.17 | 120,696,240 | 6,125,863 | 95.17 | 4.83 |

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 | 0.00 |
| Public - Institutional holders | 41,435,156 | 20,607,217 | 49.73 | 14,481,454 | 6,125,763 | 70.27 | 29.73 |
| Public-Others | 65,404,230 | 38,616,422 | 59.04 | 38,616,122 | 300.00 | 100.00 | 0.00 |
| Total | 178,199,806 | 130,584,059 | 73.28 | 124,457,996 | 6,126,063 | 95.31 | 4.69 |



Resolution 4

Special Resolution for amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of Securities to employees and directors of the subsidiary companies

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 | 41,435,156 | - | - | - | - | - | - |
| Public-Others | 65,404,230 | 3,761,956 | 5.75 | 3,761,756 | 200 | 99.99 | 0.01 |
| Total | 178,199,806 | 3,761,956 | 2.11 | 3,761,756 | 200 | 99.99 | 0.01 |

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 | 41,435,156 | 20,607,217 | 49.73 | 14,481,454 | 6,125,763 | 70.27 | 29.73 |
| Public-Others | 65,404,230 | 34,854,466 | 53.29 | 34,854,366 | 100.00 | 100.00 | 0.00 |
| Total | 178,199,806 | 126,822,103 | 71.17 | 120,696,240 | 6,125,863 | 95.17 | 4.83 |

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 | 0.00 |
| Public -- Institutional holders | 41,435,156 | 20,607,217 | 49.73 | 14,481,454 | 6,125,763 | 70.27 | 29.73 |
| Public-Others | 65,404,230 | 38,616,422 | 59.04 | 38,616,122 | 300.00 | 100.00 | 0.00 |
| Total | 178,199,806 | 130,584,059 | 73.28 | 124,457,996 | 6,126,063 | 95.31 | 4.69 |



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Email : nilesh676@gmail.com
Website: www.nkj.co.in

NKJ & ASSOCIATES
COMPANY SECRETARIES

Scrutinizer Report
On the Notice of the Postal Ballot of
M/S DEN NETWORKS LIMITED Put to vote through Postal Ballot
(Postal Ballot Notice dated 11th May, 2015)

New Delhi
June 23rd 2015

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

I have scrutinized the Postal Ballot forms received by me till 22nd June, 2015 on the agenda item of the Notice of the Postal Ballot of M/S DEN NETWORKS LIMITED (herein after referred "as the Company") sent pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of Companies (Management and Administration) Rules, 2014.

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:

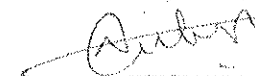
| | <i>No. of Shares</i> |
|---|----------------------|
| <i>No. of Total votes received by scrutinizer</i> | 13,10,41,990 |
| <i>Less Rejected due to technical reason</i> | 0 |
| <i>No. of valid votes</i> | *13,10,41,990 |

*No. of Valid votes includes Number of Votes abstained which are not included below.

| R. N. | Brief Description of Resolution | No. of valid votes polled | No. of Votes - in favour | No. of Votes against | % of Votes - in favour on valid votes polled | % of Votes against on valid votes polled |
|-------|---|---------------------------|--------------------------|----------------------|--|--|
| 1 | Special Resolution for approval for increase in Foreign Investment Limits | 13,10,41,990 | 13,10,41,890 | 100 | 100 | 0 |
| 2 | Special Resolution for appointment of Mr. Mohammad Ghulam Azhar as Whole Time director | 12,97,94,926 | 12,86,11,941 | 11,82,985 | 99.09 | 0.91 |
| 3 | Special Resolution for amendment to DEN ESOP Plan B, 2014 to issue of Securities to employees of the Company | 13,05,84,059 | 12,44,57,996 | 61,26,063 | 95.31 | 4.69 |
| 4 | Special Resolution for amendment to DEN ESOP Plan B, 2014 to issue of Securities to the Employees and Directors of Subsidiary Companies | 13,05,84,059 | 12,44,57,996 | 61,26,063 | 95.31 | 4.69 |

Result:

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


Neelesh Kumar Jain
Scrutinizer

