

30<sup>th</sup> September, 2016

**The National Stock Exchange of India Limited**  
Exchange Plaza, Fifth Floor  
Plot no. C/1, G- Block  
Bandra Kula Complex  
Bandra (E), Mumbai – 400051

**The BSE Limited**  
15<sup>th</sup> Floor, P J Towers  
Dalal Street, Mumbai - 400001

**Sub: - Voting result – 9th Annual General Meeting**

Dear Sir/ Madam,


Pursuant to regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no. CIR/CFD/CMD/8/2015, please find attached details of voting results of Ninth Annual General Meeting of the members of DEN Networks Limited held on Thursday, September 29, 2016 at 11.30 A.M. at Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001, Delhi, in prescribed format.

The all resolutions have been passed with requisite majority, also find attached copy of scrutinizer report.

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

Thanking you,

For DEN Networks Limited

  
**Jatin Mahajan**  
(Company Secretary)  
Membership no. F6887

*Encl: As stated above.*

DEN NETWORKS LIMITED	
Date of the AGM/EGM	29-09-2016
Total number of shareholders on record date	10111
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group:	4
Public:	1031
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	ORDINARY - To receive, consider and adopt audited standalone financial statements of the Company for the financial year ended March 31, 2016.									
Whether promoter/promoter group are interested in the agenda/resolution?	No	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 – in 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 Poll Postal Ballot (if applicable)	71,337,620 - -	71,337,620 - -	100.00 - -	71,337,620 - -	- - -	100.00 - -	- - -	- - -
Public- Institutions		Total E-Voting Poll Postal Ballot (if applicable)	71,337,620 39,607,569 - -	71,337,620 15,020,978 - -	100.00 37.92 - -	71,337,620 15,020,978 - -	- - - -	100.00 100.00 - -	- - - -	- - - -
Public- Non Institutions		Total E-Voting Poll Postal Ballot (if applicable)	15,020,978 67,254,617 - -	15,020,978 36,132,207 2,061,569 -	37.92 53.72 3.07 -	15,020,978 36,132,171 2,061,569 -	- 36 - -	100.00 100.00 100.00 -	- - - -	- - - -
		Total	178,199,806	38,193,776	56.79	38,193,740	36	100.00	0.00	0.00
		Total	124,552,974	69.89	124,552,938	36	100.00	100.00	0.00	0.00



Resolution No.	ORDINARY - To receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended March 31, 2016.									
Resolution required: (Ordinary/ Special)	2									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	71,337,620	71,337,620	100.00	71,337,620	-	100.00	-		
	Poll	-	-	-	-	-	-	-		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	<b>Total</b>		<b>71,337,620</b>	<b>100.00</b>	<b>71,337,620</b>	<b>-</b>	<b>100.00</b>	<b>-</b>		
Public- Institutions	E-Voting	39,607,569	15,020,978	37.92	15,020,978	-	100.00	-		
	Poll	-	-	-	-	-	-	-		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	<b>Total</b>		<b>15,020,978</b>	<b>37.92</b>	<b>15,020,978</b>	<b>-</b>	<b>100.00</b>	<b>-</b>		
Public- Non Institutions	E-Voting	67,254,617	36,132,207	53.72	36,132,171	36	100.00	-		
	Poll	-	2,061,569	3.07	2,061,569	-	100.00	-		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	<b>Total</b>		<b>38,193,776</b>	<b>56.79</b>	<b>38,193,740</b>	<b>36</b>	<b>100.00</b>	<b>0.00</b>		
	<b>Total</b>	<b>178,199,806</b>	<b>124,552,374</b>	<b>69.89</b>	<b>124,552,338</b>	<b>36</b>	<b>100.00</b>	<b>0.00</b>		

Resolution No.	ORDINARY - Re-appointment of Mr. Ankur Ambika Sahu as a Director liable to retire by rotation									
Resolution required: (Ordinary/ Special)	3									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									



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	71,337,620	71,337,620	100.00	71,337,620	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>		<b>71,337,620</b>	<b>100.00</b>	<b>71,337,620</b>	-	<b>100.00</b>	-
Public- Institutions	E-Voting	39,607,569	15,020,978	37.92	9,998,832	5,022,146	66.57	33.43
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>		<b>15,020,978</b>	<b>37.92</b>	<b>9,998,832</b>	<b>5,022,146</b>	<b>66.57</b>	<b>33.43</b>
Public- Non Institutions	E-Voting	67,254,617	36,132,207	53.72	36,132,171	36	100.00	-
	Poll	-	2,061,569	3.07	2,061,569	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>		<b>38,193,776</b>	<b>56.79</b>	<b>38,193,740</b>	<b>36</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>178,199,806</b>	<b>124,552,374</b>	<b>69.89</b>	<b>19,530,192</b>	<b>5,022,182</b>	<b>95.97</b>	<b>4.03</b>

Resolution No.	ORDINARY - Ratification of appointment of M/s. Deloitte Haskins & sells, Chartered Accountants as the Statutory Auditors of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	71,337,620	71,337,620	100.00	71,337,620	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-



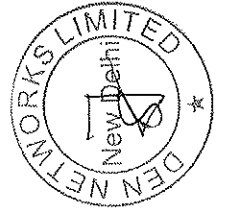
	Total		71,337,620	100.00	71,337,620								
Public- Institutions													
E-Voting	39,607,569		15,020,978	37.92	15,000,783	20,195			100.00			0.13	
Poll	-		-	-	-	-			-			-	
Postal Ballot (if applicable)	-		-	-	-	-			-			-	
Total			15,020,978	37.92	15,000,783	20,195			99.87			0.13	
Public- Non Institutions													
E-Voting	67,254,617		36,132,207	53.72	36,132,171	36			100.00			-	
Poll	-		2,061,569	3.07	2,061,569	-			100.00			-	
Postal Ballot (if applicable)	-		-	-	-	-			-			-	
Total			38,193,776	56.79	38,193,740	36			100.00			0.00	
Total	178,199,806		174,532,374	69.89	174,532,143	20,231			99.98			0.02	

Resolution No.	ORDINARY - To regularize the appointment of Additional Director, Mr. Krishnakumar Gangadharan												
Resolution required: (Ordinary/ Special)	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					
Category													
Promoter and Promoter Group													
E-Voting	71,337,620	71,337,620	71,337,620	100.00	71,337,620	-	100.00	-					
Poll	-	-	-	-	-	-	-	-					
Postal Ballot (if applicable)	-	-	-	-	-	-	-	-					
Total			71,337,620	100.00	71,337,620	-	100.00	-					
Public- Institutions													
E-Voting	39,607,569	15,020,978	15,020,978	37.92	15,000,783	20,195	99.87	0.13					
Poll	-	-	-	-	-	-	-	-					
Postal Ballot (if applicable)	-	-	-	-	-	-	-	-					
Total			15,020,978	37.92	15,000,783	20,195	99.87	0.13					
Public- Non Institutions													
E-Voting	67,254,617	36,132,207	36,132,207	53.72	36,132,171	36	100.00	-					
Poll	-	2,061,569	2,061,569	3.07	2,061,569	-	100.00	-					
Postal Ballot (if applicable)	-	-	-	-	-	-	-	-					
Total			38,193,776	56.79	38,193,740	36	100.00	0.00					



		178,199,806	124,552,574	69.89	124,552,145	20,231	99.98	0.02
Resolution No.	6	ORDINARY - To approve the remuneration payable to M/s. Ajay Kumar Singh & Co., Cost Accountants as cost auditors of the Company, for the financial year 2016-2017						
Resolution required: (Ordinary/ Special)	No							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	71,337,620	71,337,620	100.00	71,337,620	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	71,337,620	71,337,620	100.00	71,337,620	-	100.00	-
Public- Institutions	E-Voting	39,607,569	15,020,978	37.92	15,000,785	20,195	99.87	0.13
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	39,607,569	15,020,978	37.92	15,000,785	20,195	99.87	0.13
Public- Non Institutions	E-Voting	67,254,617	36,132,207	53.72	36,132,171	36	100.00	-
	Poll	-	2,061,569	3.07	2,061,569	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	67,254,617	2,061,569	3.07	2,061,569	-	100.00	-
	Total	178,199,806	124,552,574	69.89	124,552,145	20,231	99.98	0.02

Resolution No.	7	ORDINARY - To ratify Foreign Investments Limits						
Resolution required: (Ordinary/ Special)	No							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							



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	71,337,620	71,337,620	100.00	71,337,620	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public- Institutions	Total		71,337,620	100.00	71,337,620	-	100.00	-
	E-Voting	39,607,569	15,020,978	37.92	15,020,978	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public- Non Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		15,020,978	37.92	15,020,978	-	100.00	-
	E-Voting	67,254,617	36,132,207	53.72	36,132,171	36	100.00	-
	Poll	-	2,061,569	3.07	2,061,569	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		38,193,776	56.79	38,193,740	36	100.00	0.00
Total		178,199,806	124,552,574	69.89	124,552,338	36	100.00	0.00

Access Equity Pvt. Ltd. who form part of Promoter Group has changed its DP Account and change is yet to be effective in records of RTA. Hence, not considered in promoter group.



**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (management & Administration) Rules 2014 as amended]

To  
The Chairman  
DEN Networks Limited  
236, Okhla Industrial Estate, Phase III  
New Delhi - 110020

Dear Sir,

**Sub- Consolidated Scrutinizer's Report on remote E-voting and voting through physical Ballot.**

I Manoj Kumar Jain, Practicing Company Secretary, Partner of M/s AMJ & Associates, Companies Secretaries, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolutions at the Ninth Annual General Meeting of the Members of DEN NETWORKS LIMITED held on 29<sup>th</sup> September, 2016 at 11:30 A.M. at Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi-110001 through E-voting and voting through Ballot (Physical).

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the other applicable laws, relating to ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice of AGM held on 29.09.2016 based on the reports generated from the e-voting system provided by Karvy Computershare Pvt Ltd, the agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the closing of the voting process.

After the time fixed for closing of the e-voting, i.e. 5:00 P.M. on 28<sup>th</sup> September, 2016, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website '[www.evoting.karvy.com](http://www.evoting.karvy.com)' of Karvy Computershare Pvt Ltd, the Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.

The physical ballots received till the closing of polling, were diligently scrutinized and reconciled with the records maintained by the Company through Karvy Computershare Pvt Ltd, the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

The Consolidated Results are as under:

- (a) Resolution No.-1 To Receive, consider and adopt audited standalone financial statements of the Company for the financial year ended March 31, 2016





(i) Voted in favour of the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
117	124552338	99.999

(ii) Voted against the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
1	36	0.001

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(b) Resolution No.-2 To Receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended March 31, 2016.

(i) Voted in favour of the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
117	124552338	99.999

(ii) Voted against the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
1	36	0.001

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0



(e) Resolution No.-3 Re-appointment of Mr. Ankur Ambika Sahu as a Director liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
86	119530192	95.9678

(ii) Voted against the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
32	5022182	4.0322

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(d) Resolution No 4 Ratification of Appointment of M/s. Deloitte Haskins & sells, Chartered Accountants as the Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
116	124532143	99.9838

(ii) Voted against the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
2	20231	.0162

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0



**SPECIAL BUSINESS**

(e) Resolution No.-5 **To Regularize the appointment of Additional Director, Mr. Krishnakumar Gangadharan.**

(i) Voted in favour of the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
116	124532143	99.9838

(ii) Voted against the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
2	20231	.0162

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(f) Resolution No.-6 **To approve the remuneration payable to M/s. Ajay Kumar Singh & Co, Cost Accountants as Cost Auditors of the Company for the Financial Year 2016-2017**

(i) Voted in favour of the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
116	124532143	99.9838

(ii) Voted against the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
2	20231	.0162

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them



0	0
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(g) Resolution No.-7 To ratify Foreign Investments Limits.

(i) Voted in favour of the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
117	124552338	99.999

(ii) Voted against the resolution:

Number of Members casted Votes ( E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
1	36	0.001

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0

The Electronic data along with the Physical Ballot Forms and the other related papers/ registers or records will be handed over to the company for safe custody of the same after signing of the scrutinizer's Report.

Date: 30.09.2016  
Place: Delhi



For AMJ & Associates  
Company Secretaries

*Mandj*  
Mandj Kumar Jain  
Partner

FCS:-5832, C.P.No.-5629