

November 22, 2013

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

BSE Limited
P J Towers
Dalal Street
Mumbai-400 001

Sub: Clause 35A-Declaration of Postal Ballot Results

Dear Sir/Madam,

This is to inform you that pursuant to the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the consent of the equity shareholders of the Company, vide postal Ballot dated October 14, 2013, for passing a special resolution were sought. The last date for receipt of postal ballot form(s)/e-voting from shareholders was November 20, 2013.

The Scrutinizer appointed by the Board has submitted his report on the postal ballot. On the basis of the said report, the result was declared at the registered office of the Company on November 22, 2013 (5.00 P.M.)

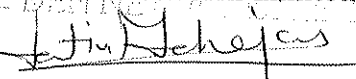
In compliance with the requirement of clause 35A of the Listing Agreement, we are enclosing herewith the said results in the prescribed format (Annexure-A). The Scrutinizer has reported that Shareholders of the Company has approved the special resolution (i.e., adoption of new set of articles of association) with 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: Results of Postal Ballot (Annexure-A)
Scrutinizer Report**

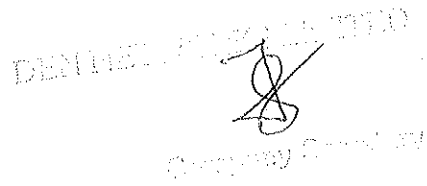
DEN Networks Limited

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

(ANNEXURE-A)
POSTAL BALLOT RESULTS
Special Resolution for adoption of new set of Articles of Association of the Company.

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	7,13,60,420	7,13,60,420	100.00	7,13,60,420	0.00	100.00	0.00
Public – Institutional holders	3,36,67,015	52,51,829	15.59	1,76,992	50,74,837	3.38	96.62
Public-Others	4,14,62,987	62,89,635	15.16	62,88,910	90	99.98	0.02
Total	14,64,90,422	8,29,01,250	56.59	7,78,26,322	50,74,927	93.88%	6.12%

Note- 650 shares have been rejected due to errors.



 DENTEL...

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 Put to vote through Postal Ballot

November 22nd 2013

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

I have scrutinized the Postal Ballot forms received by me till 20th November, 2013 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 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:

	<i>No. of Shares</i>
<i>No. of Total votes received by scrutinizer</i>	8,29,01,885
<i>Less Rejected due to technical reason</i>	635
<i>No. of valid votes</i>	8,29,01,250

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 Adoption of a new set of Articles of Association of the Company.	8,29,01,250	7,78,26,322	50,74,927	93.88	6.12

Result:

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


Neelesh Kumar Jain
Scrutinizer

