

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Chairman of 13th Annual General Meeting of the Equity Shareholders of **Den Networks Limited** held on Wednesday, September 23, 2020 at 04:00 p.m. IST through Video Conferencing (VC).

Dear Sir,

1. I, Neelesh Kumar Jain, proprietor, NKJ & Associates, Company Secretaries, (Membership Number FCS-5593), have been appointed as Scrutinizer by the Board of Directors of Den Networks Limited ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated 27th August, 2020 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as ("**MCA Circulars**")), Government of India, calling the 13th Annual General Meeting of its Equity Shareholders ("**the Meeting**" /"**AGM**") through VC. The AGM was convened on Wednesday, 23 September 2020 at 04:00p.m. IST through VC.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:

(i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote e-voting**"); and

(ii) process of e-voting at the AGM through electronic voting system ("**e-voting**").

Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("**LODR**") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited (KFin), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or KFin for my verification.


Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e. Wednesday, 16 September 2020 were entitled to vote on the resolutions (item nos. 1 to 4 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

6. Remote e-voting process:

i. The remote e-voting period remained open from Saturday, 19 September 2020 (9:00 a.m. IST) to Tuesday, 22 September 2020 (5:00 p.m. IST).

ii. The votes cast were unblocked on Wednesday, 23 September 2020 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Madhuri Rawat and Ms. Priya Tiwari, who are not in the employment of the Company and/ or KFin. They have signed below in confirmation of the same.


Madhuri Rawat


Priya Tiwari

iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e. <https://evoting.karvy.com>. Based on the report generated by KFin and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. E-voting process at the AGM:

i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.

ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / KFin and the authorizations lodged with the Company/ KFin on test check basis.

iii. The e-votes cast were unblocked on Wednesday, 23 September 2020 after the conclusion of the AGM.



8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by KFin, scrutinized on test-check basis and relied upon by me as under:

Resolution-1: Ordinary Resolution

(a) Adoption of the Audited Financial Statement of the Company for the financial year ended 31 March 2020 and the Report of the Board of Directors and Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	E-Voting	Total	Remote E-Voting	E-Voting	Total	
Assent	224	0	224	464380812	0	464380812	99.999994
Dissent	4	0	4	29	0	29	0.000006
Total	228	0	228	464380841	0	464380841	100
Invalid Votes	0	0	0	0	0	0	0

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

(b) Adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended 31 March 2020 and the report of Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	E-Voting	Total	Remote E-Voting	E-Voting	Total	
Assent	224	0	224	464380812	0	464380812	99.999994
Dissent	4	0	4	29	0	29	0.000006
Total	228	0	228	464380841	0	464380841	100
Invalid Votes	0	0	0	0	0	0	0

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



Resolution-2: Ordinary Resolution

Appointment of Shri Anuj Jain (DIN: 08351295), a director retiring by rotation.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	E-Voting	Total	Remote E-Voting	E-Voting	Total	(%)
Assent	222	0	222	464369293	0	464369293	99.997513
Dissent	6	0	6	11548	0	11548	0.002487
Total	228	0	228	464380841	0	464380841	100
Invalid Votes	0	0	0	0	0	0	0

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

Resolution-3: Special Resolution

Re-appointment of Dr. (Ms.) Archana Niranjana Hingorani (DIN: 00028037) as an Independent Director, for a second term of 3 (three) consecutive years i.e. up to 8 November, 2023:-

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	E-Voting	Total	Remote E-Voting	E-Voting	Total	(%)
Assent	221	0	221	464319498	0	464319498	99.986790
Dissent	7	0	7	61343	0	61343	0.013210
Total	228	0	228	464380841	0	464380841	100
Invalid Votes	0	0	0	0	0	0	0

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

Resolution-4: Ordinary Resolution

Ratification of the remuneration of the Cost Auditors for the financial year ending 31 March 2021.

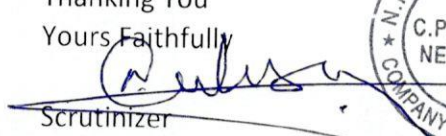
Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	E- Voting	Total	Remote E- Voting	E- Voting	Total	
Assent	223	0	223	464380811	0	464380811	99.999994
Dissent	5	0	5	30	0	30	0.000006
Total	228	0	228	464380841	0	464380841	100
Invalid Votes	0	0	0	0	0	0	0

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

9. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Jatin Mahajan, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You

Yours Faithfully


Scrutinizer



Name: Neelesh Kr. Jain

Practicing Company Secretary

FCS: 5593

CP No.: 5233

UDIN:- F005593B000758631

Date: 24.09.2020

Place: New Delhi

Countersigned by:

For Den Networks Limited

Sd/-

Sameer Manchanda

Chairman and Managing Director