

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 Fourteenth Annual General Meeting of the Equity Shareholders of **Den Networks Limited** held on Friday, September 17, 2021 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 April 16, 2021 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 2/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Fourteenth Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**") through VC. The AGM was convened on Friday, September 17, 2021 at 04:00 p.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 ("**Insta Poll**").

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 Insta Poll) 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 ("KFinTech"), 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 KFinTech 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. Friday, September 10, 2021 were entitled to vote on the resolutions (item nos. 1 to 3 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

6. Insta Poll 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 KFinTech under my instructions.
- ii. The e-votes cast at the meeting were unblocked on Friday, September 17, 2021 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company/ KFinTech and the authorizations lodged with the Company/ KFinTech on test check basis.

7. Remote e-voting process:

- i. The remote e-voting period remained open from Monday, September 13, 2021 (9:00 a.m. (IST)) to Thursday, September 16, 2021 (5:00 p.m. (IST)).
- ii. The votes cast during the remote e-voting were unblocked on Friday, September 17, 2021 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Madhuri Rawat and Ms. Swati Bansal, who are not in the employment of the Company and/ or KFinTech. They have signed below in confirmation of the same.

Madhuri Rawat

Swati Bansal



iii. Thereafter, the details containing, *interalia*, 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 KFinTech, i.e. <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

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

Resolution-1: Ordinary Resolutions

(a) Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2021 and the Report of the Board of Directors and Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E- Voting	Insta Poll	Total	(%)
Assent	328	10	338	360820204	31220	360851424	99.993436
Dissent	20	0	20	23688	0	23688	0.006564
Total	348	10	358	360843892	31220	360875112	100
Invalid Votes	0	9	9	0	16	16	

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 March 31, 2021 and the report of Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E- Voting	Insta Poll	Total	(%)
Assent	330	10	340	360820354	31220	360851574	99.993491
Dissent	17	0	17	23488	0	23488	0.006509
Total	347	10	357	360843842	31220	360875062	100



Invalid Votes	0	9	9	0	16	16	
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Based on the above, the Resolution has been passed with requisite majority

Resolution-2: Ordinary Resolution

Appointment of Ms. Geeta Fulwadaya (DIN: 03341926), a director retiring by rotation.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	322	10	332	360796855	31220	360828075	99.987140
Dissent	25	0	25	46407	0	46407	0.012860
Total	347	10	357	360843262	31220	360874482	100
Invalid Votes	0	9	9	0	16	16	

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

Resolution-3: Ordinary Resolution

Ratification of the remuneration of the Cost Auditors for the financial year ending March 31, 2022.



Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	323	10	333	360818462	31220	360849682	99.993364
Dissent	22	0	22	23947	0	23947	0.006636
Total	345	10	355	360842409	31220	360873629	100
Invalid Votes	0	9	9	0	16	16	

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 and Insta Poll 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 :F005593C000964375

Date: 18.09.2021

Place: New Delhi

Countersigned by:

For Den Networks Limited



On Behalf of Chairman Mr. Sameer Manchanda

Jatin Mahajan

Company Secretary and Compliance Officer