

## 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 the Eighteenth Annual General Meeting of the Members of **DEN Networks Limited** held on Friday, August 22, 2025 at 12:00 Noon (IST) through Video Conferencing ("VC") or other Audio-Visual Means ("OAVM").

Dear Sir,

1. I, Tanuj Vohra, Company Secretary in practice and Partner, TVA & Co. LLP, Company Secretaries, (Certificate of Practice Number C.P. No. 5253), 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 23, 2025 ("**Notice**") issued in accordance with General Circulars No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/2020 dated 05.05.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023 and 09/2024 dated 19.09.2024 issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Eighteenth Annual General Meeting of the Members of the Company ("**the Meeting**" / "**AGM**") through VC/ OAVM. The AGM was held on Friday, August 22, 2025 at 12:00 Noon (IST) through VC/ OAVM. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars, the Annual Report of the Company for the financial year 2024-25 including the Notice was sent through electronic mode to those Members whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, KFin Technologies Limited ("**KFinTech**")/ National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") / Depository Participants. Further, pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), a letter providing the web-link of the Annual Report, was sent to those Members(s) who have not registered their e-mail address;

The Annual Report of the Company for the financial year 2024-25 including the Notice and a letter under Regulation 36(1)(b) of the Listing Regulations were also placed on the website of the Company at: [www.dennetworks.com](http://www.dennetworks.com) and on the website of the Stock

Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively; and on the website of KFinTech at: <https://evoting.kfintech.com>, the Registrar and Transfer Agent of the Company, being the agency appointed by the Company to provide to its Members facility to exercise their right to vote on the resolutions contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("**remote e-voting**"); and (ii) at the Meeting ("**Insta Poll**");

In compliance with the relevant MCA Circulars, a newspaper advertisement was published on Wednesday, July 30, 2025 in 'Financial Express' (English language newspaper) and 'Mumbai Lakshdeep' (Marathi language newspaper), respectively specifying the day, date and time of the AGM.

3. 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 remote e-voting; and
- (ii) process of Insta Poll.

#### 4. **Management's Responsibility**

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 Listing Regulations 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.

#### 5. **Scrutinizer's Responsibility**

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 KFinTech, being the Agency authorized under the Act and the Rules made thereunder 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.

#### 6. **Cut-off date**

The Members of the Company as on the "Cut-Off Date", as set out in the Notice, i.e. Friday, August 15, 2025 were entitled to vote on the resolutions (Item nos. 1 to 5 as set out in the

Notice) 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.

**7. Insta Poll process at the AGM:**

- i. The facility for voting electronically was also made available at the Meeting (InstaPoll) to those Members who had not cast their votes through remote e-voting.
- ii. After the time fixed for closing of the e-voting at the Meeting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by KFinTech under my instructions.
- iii. The e-votes cast at the Meeting were unblocked on Friday, August 22, 2025 after the conclusion of the AGM.
- iv. The e-votes were reconciled with the records maintained by the Company /KFinTech and the authorizations lodged with the Company/ KFinTech.

**8. Remote e-voting process:**

- i. The remote e-voting period remained open from Monday, August 18, 2025 (9:00 a.m. (IST)) to Thursday, August 21, 2025 (5:00 p.m. (IST)).
- ii. The votes cast were unblocked on Friday, August 22, 2025 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Heena and Ms. Hritika Deepani, who are not in the employment of the Company and/ or KFinTech. They have signed below in confirmation of the same.

**HEENA** Digitally signed by  
HEENA  
Date: 2025.08.23  
14:09:40 +05'30'

**Ms. Heena**

**HRITIKA  
DEEPANI** Digitally signed by  
HRITIKA DEEPANI  
Date: 2025.08.23  
14:11:43 +05'30'

**Ms. Hritika Deepani**

iii. Thereafter, the details containing, *inter alia*, the list of Members 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.

9. 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 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, 2025 and the reports 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	377	9	386	359183905	257	359184162	99.93
Dissent	23	0	23	263044	0	263044	0.07
Total	400	9	409	359446949	257	359447206	100
Invalid Votes	0	0	0	0	0	0	
Abstain	4	0	4	78706	0	78706	

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, 2025 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	378	9	387	359252971	257	359253228	99.93
Dissent	23	0	23	263044	0	263044	0.07
Total	401	9	410	359516015	257	359516272	100
Invalid Votes	0	0	0	0	0	0	
Abstain	3	0	3	640	0	640	

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

**Resolution-2: Ordinary Resolution**

Appointment of Mr. Sameer Manchanda (DIN: 00015459), 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	366	9	375	337451999	257	337452256	99.91
Dissent	29	0	29	297426	0	297426	0.09
Total	<b>395</b>	<b>9</b>	<b>404</b>	<b>337749425</b>	<b>257</b>	<b>337749682</b>	<b>100</b>
Invalid Votes	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Abstain	<b>9</b>	<b>0</b>	<b>9</b>	<b>21776230</b>	<b>0</b>	<b>21776230</b>	

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

**Resolution-3: Ordinary Resolution**

Appointment of Mr. Saurabh Sancheti (DIN: 08349457), 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	371	9	380	359227079	257	359227336	99.92
Dissent	28	0	28	297416	0	297416	0.08
Total	<b>399</b>	<b>9</b>	<b>408</b>	<b>359524495</b>	<b>257</b>	<b>359524752</b>	<b>100</b>
Invalid Votes	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Abstain	<b>5</b>	<b>0</b>	<b>5</b>	<b>1160</b>	<b>0</b>	<b>1160</b>	

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

**Resolution-4: Ordinary Resolution**

Appointment of the Secretarial Auditor of the Company.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	(%)
Assent	375	9	384	359250801	257	359251058	99.92
Dissent	25	0	25	274044	0	274044	0.08
Total	<b>400</b>	<b>9</b>	<b>409</b>	<b>359524845</b>	<b>257</b>	<b>359525102</b>	<b>100</b>
Invalid Votes	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Abstain	<b>4</b>	<b>0</b>	<b>4</b>	<b>810</b>	<b>0</b>	<b>810</b>	

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

**Resolution-5: Ordinary Resolution**

Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2026.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	(%)
Assent	373	9	382	359228946	257	359229203	99.92
Dissent	28	0	28	296069	0	296069	0.08
Total	<b>401</b>	<b>9</b>	<b>410</b>	<b>359525015</b>	<b>257</b>	<b>359525272</b>	<b>100</b>
Invalid Votes	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Abstain	<b>3</b>	<b>0</b>	<b>3</b>	<b>640</b>	<b>0</b>	<b>640</b>	

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

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Hema Kumari, Company Secretary and Compliance Officer of the Company, for preserving safely as provided in the Act read with the relevant Rules.

Thanking You

Yours Faithfully

**For TVA & Co. LLP**  
**Company Secretaries**  
**LLPIN: AAE-9329**

**TANUJ**  
**VOHRA**

Digitally signed  
by TANUJ VOHRA  
Date: 2025.08.23  
14:12:19 +05'30'

**Tanuj Vohra**  
**Partner**  
**M. No.: F5621, CP No. 5253**  
**UDIN: F005621G001067429**  
**PR No-6544/2025**  
**UC: L2015UP000900**  
**Date: 23.08.2025**  
**Place: New Delhi**

**Countersigned by:**

**For DEN Networks Limited**

**HEMA**  
**KUMARI**

Digitally signed  
by HEMA KUMARI  
Date: 2025.08.23  
14:14:33 +05'30'

**On Behalf of the Chairman Mr. Sameer Manchanda**  
**Ms. Hema Kumari**  
**Company Secretary and Compliance Officer**