

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 Seventeenth Annual General Meeting of the Equity Shareholders of **DEN Networks Limited** held on Monday, September 16, 2024 at 01:00 P.M. (IST) through Video Conferencing ("VC") or other Audio-Visual Means ("OAVM").

Dear Sir,

1. I, Neelesh Kumar Jain, Company Secretary in practice and 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 August 23, 2024 ("**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 and 09/2023 dated 25.09.2023 issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**", calling the Seventeenth Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**") through VC/ OAVM. The AGM was convened on Monday, September 16, 2024 at 01:00 P.M. (IST) through VC/ OAVM. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, the Notice along with the Annual Report 2023-24 was sent through electronic mode to equity shareholders 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.

The said Notice and Annual Report 2023-24 was also placed on the website of the Company at: <https://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 and 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 equity shareholders 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 Circular(s), a newspaper advertisement was published on Saturday, August 24, 2024 in 'Financial Express' (English newspapers) and 'Mumbai Lakshdeep' (Marathi language newspaper), respectively specifying the day, date and time of the AGM. Notice of the AGM and Annual Report was also made available on the website of the Company, Stock Exchanges and KFinTech.

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.

Management's Responsibility

4. 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

5. 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, 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



6. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e. Monday, September 9, 2024 were entitled to vote on the resolutions (item nos. 1 to 5 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.

7. Insta Poll process at the AGM:

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

ii. The e-votes cast were unblocked on Monday, September 16, 2024 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.

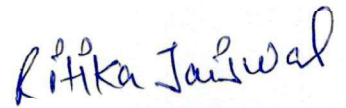
8. Remote e-voting process:

i. The remote e-voting period remained open from Wednesday, September 11, 2024 (9:00 a.m. (IST)) to Sunday, September 15, 2024 (5:00 p.m. (IST)).

ii. The votes cast were unblocked on Monday, September 16, 2024 after the conclusion of the AGM and was witnessed by two witnesses, Mr. Mohnish Luthra and Ms. Ritika Jaiswal, who are not in the employment of the Company and/ or KFinTech. They have signed below in confirmation of the same.



Mr. Mohnish Luthra



Ms. Ritika Jaiswal

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 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.

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, 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 March 31, 2024 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	445	12	457	362153282	78675	362231957	99.971
Dissent	30	1	31	104183	1	104184	0.029
Total	475	13	488	362257465	78676	362336141	100
Invalid Votes	0	20	20	0	40	40	
Abstain	4	0	4	176701	0	176701	

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, 2024 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	447	12	459	362154196	78675	362232871	99.971
Dissent	27	1	28	103269	1	103270	0.029
Total	474	13	487	362257465	78676	362336141	100
Invalid Votes	0	20	20	0	40	40	
Abstain	4	0	4	176701	0	176701	



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

Resolution-2: Ordinary Resolution

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

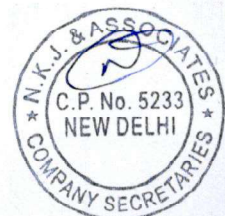
Particulars	Number of Members Casted Votes			Number of votes Casted			%
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	435	12	447	362226648	78675	362305323	99.970
Dissent	40	1	41	108698	1	108699	0.030
Total	475	13	488	362335346	78676	362414022	100
Invalid Votes	0	20	20	0	40	40	
Abstain	2	0	2	98612	0	98612	

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

Resolution-3: Ordinary Resolution

Re-appointment of Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration Number 101720W/W100355) as the Statutory Auditors of the Company and fix their remuneration.

Particulars	Number of Members Casted Votes			Number of votes Casted			%
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	441	7	448	362229913	16767	362246680	99.954
Dissent	36	6	42	105700	61909	167609	0.046
Total	477	13	490	362335613	78676	362414289	100
Invalid Votes	0	20	20	0	40	40	



Abstain	1	0	1	98528	0	98528	
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Based on the above, the Resolution has been passed with requisite majority

Resolution-4: Ordinary Resolution

Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2025.

Particulars	Number of Members Casted Votes			Number of votes Casted			%
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	441	7	448	362229892	16767	362246659	99.954
Dissent	34	6	40	105465	61909	167374	0.046
Total	475	13	488	362335357	78676	362414033	100
Invalid Votes	0	20	20	0	40	40	
Abstain	2	0	2	98628	0	98628	

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

Resolution-5: Ordinary Resolution

Approval of Material Related Party Transactions 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	422	12	434	3923362	78675	4002037	94.060
Dissent	40	1	41	252740	1	252741	5.940
Total	462	13	475	4176102	78676	4254778	100



Invalid Votes	0	20	20	0	40	40	
Abstain	17	0	17	358258066	0	358258066	

#For the Voting results, the votes cast by the members who are eligible to vote in terms of Regulation 23 of LODR have been considered.

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



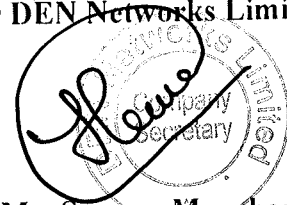

Scrutinizer

Name: Neelesh Kumar Jain
Practicing Company Secretary
FCS: 5593
CP No.: 5233
UDIN F005593F001228595

Date: 16.09.2024
Place: New Delhi

Countersigned by:

For DEN Networks Limited



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