

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 15th Annual General Meeting of the Equity Shareholders of **Den Networks Limited** held on Wednesday, July 27, 2022 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 May 16, 2022 ("Notice") issued in accordance with General Circular 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 and 02/2022 dated 05.05.2022, issued by the Ministry of Corporate Affairs, Government of India, (MCA) (hereinafter referred to as ("MCA Circulars")), calling the 15th Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM") through VC. The AGM was convened on Wednesday, July 27, 2022 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 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. Wednesday, July 20, 2022 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.

6. Insta Poll 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-voting system was scrutinized on test check basis. 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.

iii. The e-votes cast were unblocked on Wednesday, July 27, 2022 after the conclusion of the AGM.

7. Remote e-voting process:

i. The remote e-voting period remained open from Saturday, July 23, 2022 (9:00 a.m. (IST)) to Tuesday, July 26, 2022 (5:00 p.m. (IST)).

ii. The votes cast were unblocked on Wednesday, July 27, 2022 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Swati Bansal and Mr. Mohnish Luthra, who are not in the employment of the Company and/ or KFinTech. They have signed below in confirmation of the same.



Swati Bansal



Mohnish Luthra

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.

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 Resolution

(a) Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2022 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	240	14	254	371959264	145	371959409	99.99968
Dissent	13	0	13	1172	0	1172	0.00032
Total	253	14	267	371960436	145	371960581	100
Invalid Votes	0	20	20	0	97	97	
Abstain	6	0	6	80181	0	80181	

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, 2022 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	239	14	253	371958651	145	371958796	99.99915
Dissent	14	0	14	3172	0	3172	0.00085
Total	253	14	267	371961823	145	371961968	100
Invalid Votes	0	20	20	0	97	97	
Abstain	6	0	6	78794	0	78794	

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	222	14	236	334333390	145	334333535	99.90976
Dissent	28	0	28	301982	0	301982	0.09024
Total	250	14	264	334635372	145	334635517	100
Invalid Votes	0	20	20	0	97	97	
Abstain	9	0	9	37405245	0	37405245	

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	222	14	236	370851956	145	370852101	99.68069
Dissent	34	0	34	1187978	0	1187978	0.31931
Total	256	14	270	372039934	145	372040079	100
Invalid Votes	0	20	20	0	97	97	
Abstain	3	0	3	683	0	683	

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



Resolution-4: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	242	14	256	372038766	145	372038911	99.99968
Dissent	14	0	14	1175	0	1175	0.00032
Total	256	14	270	372039941	145	372040086	100
Invalid Votes	0	20	20	0	97	97	
Abstain	3	0	3	676	0	676	

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

Resolution-5: Special Resolution

To re-appoint Shri Rajendra DwarkadasHingwala (DIN: 00160602) as an Independent Director


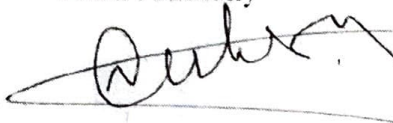
Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	235	14	249	372006023	145	372006168	99.99127
Dissent	20	0	20	32489	0	32489	0.00873
Total	255	14	269	372038512	145	372038657	100
Invalid Votes	0	20	20	0	97	97	
Abstain	4	0	4	2105	0	2105	

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 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: F005593D000697680

Date: 28th July, 2022

Place: New Delhi

Countersigned by:

For Den Networks Limited



On Behalf of the Chairman Mr. Sameer Manchanda

Ms. Hema Kumari

Company Secretary & Compliance Officer