

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 Sixteenth Annual General Meeting of the Equity Shareholders of **DEN Networks Limited** held on Tuesday, August 22, 2023 at 04:00 p.m. (IST) through Video Conferencing ("VC").

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 July 14, 2023 ("**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, 02/2022 dated 05.05.2022 and 10/2022 dated 28.12.2022 issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Sixteenth Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**") through VC. The AGM was convened on Tuesday, August 22, 2023 at 04:00 p.m. (IST) through VC. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, the Notice along with the Annual Report 2022-23 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 2022-23 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 Sunday, July 30, 2023 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 and 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. Tuesday, August 15, 2023 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 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 at the meeting were unblocked on Tuesday, August 22, 2023 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 Friday, August 18, 2023 (9:00 a.m. (IST)) to Monday, August 21, 2023 (5:00 p.m. (IST)).
- ii. The votes cast were unblocked on Tuesday, August 22, 2023 after the conclusion of the AGM and was witnessed by two witnesses, Mr. Mohnish Luthra and Ms. Pratibha Gusain, who are not in the employment of the Company and/ or KFinTech. They have signed below in confirmation of the same.



Mohnish Luthra .



Pratibha Gusain

- 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 Resolutions

(a) Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2023 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	312	18	330	363586413	187802	363774215	99.99990
Dissent	11	0	11	362	0	362	0.00010
Total	323	18	341	363586775	187802	363774577	100
Invalid Votes	0	18	18	0	601609	601609	
Abstain	5	0	5	78227	0	78227	

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, 2023 and the report of the 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	312	18	330	363586413	187802	363774215	99.99990
Dissent	11	0	11	362	0	362	0.00010
Total	323	18	341	363586775	187802	363774577	100
Invalid Votes	0	18	18	0	601609	601609	
Abstain	5	0	5	78227	0	78227	

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



Resolution-2: Ordinary Resolution

Appointment of Mr. Anuj Jain (DIN: 08351295), 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	290	18	308	361749711	187802	361937513	99.47365
Dissent	35	0	35	1915130	0	1915130	0.52635
Total	325	18	343	363664841	187802	363852643	100
Invalid Votes	0	18	18	0	601609	601609	
Abstain	4	0	4	161	0	161	

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

Resolution-3: Ordinary Resolution

Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2024

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	311	18	329	363664170	187802	363851972	99.99982
Dissent	14	0	14	672	0	672	0.00018
Total	325	0	343	363664842	187802	363852644	100
Invalid Votes	0	18	18	0	601609	601609	
Abstain	3	0	3	160	0	160	

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



Resolution-4: Special Resolution


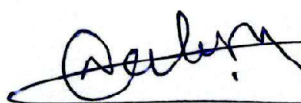
Appointment of Ms. Naina Krishna Murthy (DIN: 01216114) as an Independent Director

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	305	18	323	363215865	187802	363403667	99.87660
Dissent	19	0	19	448976	0	448976	0.12340
Total	324	18	342	363664841	187802	363852643	100
Invalid Votes	0	18	18	0	601609	601609	
Abstain	4	0	4	161	0	161	

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.

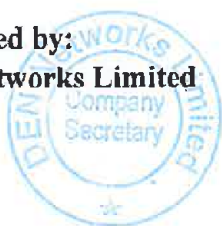
Thanking You
Yours faithfully



Scrutinizer
Name: Neelesh Kumar Jain
Practicing Company Secretary
FCS: 5593
CP No.: 5233
UDIN: F005593E000844827

Date: 23.08.2023
Place: New Delhi

Countersigned by:
For DEN Networks Limited



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