



SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rule 21(2) of the Companies (management & Administration) Rules 2014 as amended]

To
The Chairman
DEN Networks Limited
236, Okhla Industrial Estate, Phase III
New Delhi – 110020

Dear Sir,
Sub- Consolidated Scrutinizer's Report on remote E-voting and voting through physical Ballot.

I Manoj Kumar Jain, Practicing Company Secretary, Partner of M/s AMJ & Associates, Companies Secretaries, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolutions at the Extra Ordinary General Meeting of the Members of **DEN NETWORKS LIMITED** held on 14th November, 2018 at 11:30 A.M. at PHD Chamber of Commerce and Industry PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016 through **E-voting** and voting through **Ballot (Physical)**.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the other applicable laws, relating to ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice of EGM held on 14.11.2018 based on the reports generated from the e-voting system provided by Karvy Computershare Pvt Ltd, the agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the closing of the voting process.

After the time fixed for closing of the e-voting, i.e. 5:00 P.M. on 13th November, 2018, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website 'www.evoting.karvy.com' of Karvy Computershare Pvt Ltd, the Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.

The physical ballots received till the closing of polling, were diligently scrutinized and reconciled with the records maintained by the Company through **Karvy Computershare Pvt Ltd, the Registrar and Transfer Agents** of the Company and the authorizations lodged with the Company.



The Consolidated Results are as under:

SPECIAL BUSINESS

Resolution No.-1 Ordinary Resolution

Increase in Authorised Share Capital *

(a) (i) Voted in favour of the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
149	160557004	100

(ii) Voted against the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
1	2	0

(iii) Invalid votes: *

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
1* (*Abstain)	4

Resolution No.-2 Special Resolution

Issue of Equity Shares on Preferential Basis

(a) (i) Voted in favour of the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
150	160557002*	100

(ii) Voted against the resolution:

Number of Members casted Votes (E-voting and Poll)	Number of votes cast by them	% of total number of valid votes cast
1	8	0




(iii) **Invalid** votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them
0	0

The Electronic data along with the Physical Ballot Forms and the other related papers/ registers or records will be handed over to the company for safe custody of the same after signing of the scrutinizer's Report.

Date: 14.11.2018
Place: Delhi

For AMJ & Associates
Company Secretaries



Manoj Jain
Manoj Kumar Jain
Partner
FCS:-5832, C.P.No.-5629