

DCS/AMAL/KS/IP/ 623/2016-17  
November 28, 2016

The Company Secretary  
**Den Networks Ltd**  
236, Okhla Industrial Estate,  
Phase III, New Delhi – 110020

Sir/Madam,

**Sub: Observation letter regarding the Draft Scheme of Arrangement between Den Networks Ltd and SKYNET Cable Network Private Ltd.**

We are in receipt of the Draft Scheme of Arrangement between Den Networks Limited and SKYNET Cable Network Private Limited.

As required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated November 25, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement:

- *"Company shall ensure that information submitted by Company, DEN Networks Limited vide Letter dtd. November 11, 2016 pertaining to Mr. Krishna Kumar P. T. Gangadharan being nominee director in Dighi Port Limited and Konaseema Gas Power Limited which have been declared wilful defaulters by RBI is disclosed in the Scheme under the heading "action taken by SEBI/RBI" and the same is brought to the notice of shareholders and Hon'ble High Court"*
- *"Company shall duly comply with various provisions of the Circulars."*

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a) Copy of the High Court approved Scheme;
- b) Result of voting by shareholders for approving the Scheme;
- c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d) Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e) Status of compliance with the Observation Letter/s of the stock exchanges;
- f) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g) Complaints Report as per Annexure II of this Circular.
- h) Any other document/disclosure as informed by the Exchange.

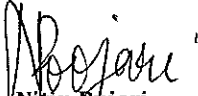
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The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

  
Nitin Pujari  
Manager

MP



Assistant Manager  
Corporation Finance Department  
Division of Issues and Listing  
Phone: +91 22 26449262 / +91 22 40459262  
Fax: +91 22 26449031 | Email: [abhishek@sebi.gov.in](mailto:abhishek@sebi.gov.in)

2016-12/23  
भारतीय प्रतिभूति  
और विनियम बोर्ड  
Securities and Exchange  
Board of India

CFD/DIL/BNS/AKD/32157 /2016  
November 25, 2016

f  
Shri Avinash Kharkar  
Assistant Vice President,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051.

Shri Khushro Bulsara  
Senior General Manager,  
Bombay Stock Exchange Ltd.  
Floor 25, P J Towers, Dalal Street,  
Mumbai – 400 001.

Mr. K. Bulsara  
Rep-05/12/2016

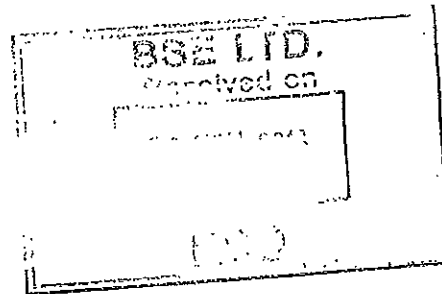
Sir,

Sub: Draft Scheme of Arrangement between DEN Networks Limited and SKYNET Cable Network Private Limited

1. This has reference to your letter No. NSE/LIST/89056 dated October 04, 2016 whereby you have forwarded the application of Draft Scheme of Arrangement between DEN Networks Limited and SKYNET Cable Network Private Limited filed in accordance with SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 (hereinafter referred to as 'the Circular') for our comments on the draft Scheme of Amalgamation (hereinafter referred to as 'draft Scheme').
2. The matter has been examined by SEBI in the light of the provisions under Part A, Annexure I of the aforesaid Circular. Accordingly, SEBI's comments on the draft Scheme are as under:
  - a. BSE to ensure that information submitted by the Company, DEN Networks Limited vide letter dated November 11, 2016, pertaining to Mr. Krishna Kumar P. T. Gangadharan being nominee director in Dighi Port Limited and Konaseema Gas Power Limited which have been declared wilful defaulters by RBI (Copy attached) is disclosed in the scheme under the heading "action taken by SEBI /RBI" and the same is brought to the notice of shareholders and Hon'ble High Court.
  - b. Stock exchanges to ensure compliance with the said Circular.
  - c. The company shall duly comply with various provisions of the Circular.
3. Please note that the submission of documents/information in accordance with the Circular, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

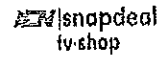
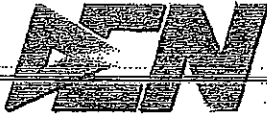
Yours faithfully,

  
Abhishek Kumar D



सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व), मुंबई - 400 051.  
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : [www.sebi.gov.in](http://www.sebi.gov.in)

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.  
Tel.: 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax: 2644 9019 to 2644 9022 Web : [www.sebi.gov.in](http://www.sebi.gov.in)



Date :- 11th November, 2016

To,

Mr. Abhishek Kumar D  
Assistant Manager,  
Division of Issues and Listing, Corporate Finance Department,  
Securities and Exchange Board of India,  
C-4A, "G" Block, SEBI Bhavan,  
Bandra Kurla Complex,  
Bandra (East), Mumbai-400051

Sub:- Proposed scheme of Arrangement between DEN Networks Limited ("DEN") and  
Skynet Cable Network Pvt. Ltd. ("Skynet") under Regulation 37 of the SEBI-  
(Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir,

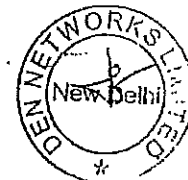
This is in reference to your e-mail dated November 04, 2016, in this regard, please find below  
point-wise reply of your queries:-

1. Status of SEBI Action taken Report against directors of DEN and Skynet  
Status Against Directors of DEN

S.No.	Name of Director	PAN	Status
1	Sameer Manchanda	AARPM0062H	The Company ("DEN") had filed a consent application dated July 12, 2012 with SEBI, without admitting any guilt on their part, for settling the adjudication proceedings commenced against the Company and its directors pursuant to the show cause notices. Accordingly, SEBI passed a consent order dated March 11, 2013 for settlement of the adjudication proceedings upon payment of Rs 20.88 million by the Company and Rs 0.20 million by each of Directors as settlement charges. The matter has been closed.
2	Ajaya Chand	ADCPC7778E	
3	Robindra Sharma	AAAPS6294A	
4	Alul Sharma	AARPS6964J	
5	Krishna Kumar P.T Gangadharan	AFBPG4014L	

Status Against Directors of Skynet

S.No.	Name of Director	PAN	Status
1	Amit Singh	BSNPS6220E	The Company has received confirmation from Mr. Amit Singh and Mr. Surinder Kumar directors that they are/were not directors in any of the said companies. The same are enclosed as Annexure 1.
2	Surinder Kumar	ALZPK8471D	



DEN Networks Limited

CIN: L92490DL2007PLC165673

Registered Office: 211, 1st Floor, Okhla Industrial Estate, Phase III, New Delhi - 110020

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