



Date: October 17, 2018

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| <b>National Stock Exchange of India Limited</b><br>Exchange Plaza,<br>Bandra Kurla Complex,<br>Bandra (E),<br>Mumbai- 400051 | <b>BSE Limited</b><br>Listing Department<br>P.J. Towers, 1 <sup>st</sup> Floor,<br>Dalal Street, Fort,<br>Mumbai – 400 001 |
| <b>Ref: Scrip Name: DEN</b>  | <b>Scrip Code: 533137</b>  |

Dear Sir/Madam,

**Subject: Intimation under Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Further to our intimation dated 13<sup>th</sup> October, 2018 and pursuant to Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III, we wish to inform you that at the meeting of the Board of Directors of the Company held today i.e. 17<sup>th</sup> October, 2018, the Board of Directors of the Company have approved:

- a) Subject to the shareholders' and other necessary approvals (including applicable governmental and regulatory approvals) and compliance with applicable law and regulations, raising of funds up to Rs. 2045,00,11,680 (Rupees Two Thousand Forty Five Crores Eleven Thousand and Six Hundred and Eighty only) by way of creating, offering, issuing and allotting, in one or more tranches (**Proposed Preferential Allotment**) 28,14,48,000 equity shares of face value Rs.10 (Rupees Ten) each of the Company at an issue price of Rs. 72.66 per equity share on preferential basis as per details given below:

| Sr. No. | Name of the Investors                                | Number of Shares to be issued |
|---------|--|-------------------------------|
| 1.      | Jio Futuristic Digital Holdings Private Limited      | 13,68,47,150                  |
| 2.      | Jio Digital Distribution Holdings Private Limited    | 7,12,48,280                   |
| 3.      | Jio Television Distribution Holdings Private Limited | 7,33,52,570                   |

In connection with the Proposed Preferential Allotment, the Board has also approved and the parties have executed share subscription agreement ("**SSA**")

**DEN Networks Limited**

CIN: L92490DL2007PLC165673

Registered Office: 236, Okhla Industrial Estate, Phase - III, New Delhi - 110 020.

Landline : +91 11 40522200 || Facsimile: +91 11 40522203 || E-Mail : den@denonline.in || www.dennetworks.com



and shareholders' agreement ("**SHA**") among (i) the Company, (ii) Mr. Sameer Manchanda, Lucid Systems Private Limited and Verve Engineering Private Limited, part of the existing promoters and promoter group ("**Existing Promoters**") and (iii) Jio Futuristic Digital Holdings Private Limited, Jio Digital Distribution Holdings Private Limited and Jio Television Distribution Holdings Private Limited ("**Investors**"). The execution of the SSA shall attract an obligation on the Investors to make an open offer to the shareholders of the Company under applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The Existing Promoters have informed the Company that they have entered into a share purchase agreement ("**SPA**") for sale of 3,35,85,000 equity shares of the Company at a per share price of Rs. 72.66 to Jio Futuristic Digital Holdings Private Limited.

- b) (i) The Company, (ii) Existing Promoters and (iii) Broad Street Investments (Singapore) Pte Ltd, MBD Bridge Street 2013 Investments (Singapore) Pte Ltd, MBD Bridge Street 2016 Investments (Singapore) Pte Ltd have mutually agreed and entered into a Waiver and Termination Agreement dated October 17, 2018 terminating the investment agreement dated May 6, 2013 and the share subscription agreement dated September 20, 2016 amongst the parties ("the said Agreements"). This Waiver and Termination Agreement, which is effective from the date on which the Investors acquire equity shares in terms of the SPA and the SSA, terminates certain rights given to the entities listed in (iii) above as provided in the said Agreements.

The details required to be disclosed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI circular dated 9 September 2015, are enclosed as Annexure A.

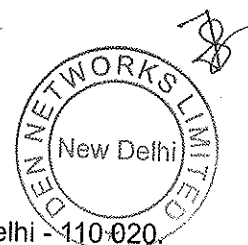
- c) Subject to approval of the shareholders, increase in the authorised share capital of the Company from Rs. 200 crores to Rs. 500 crores and consequent alteration in Clause V of the Memorandum of Association of the Company.
- d) Convening an extra-ordinary general meeting of the shareholders of the Company on November 14, 2018 along with the draft notice convening the meeting to be issued to the shareholders for seeking their approval for:
- increasing the authorised share capital of the Company from Rs. 200 crores to Rs. 500 crores and consequential alteration to Clause 'V' of the Memorandum of Association of the Company; and
  - the Proposed Preferential Allotment.

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We would like to inform you that the said Meeting commenced at 5.30 p.m. and concluded at 6.40 p.m.

We request you to take note of the same.

Thanking you,

Yours' truly,

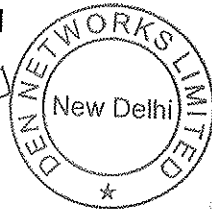
**ForDEN Networks Limited**



**Jatin Mahajan**

**Company Secretary**

**Membership No. F-6887**



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## Annexure A



Details which a listed entity needs to disclose for the events that are deemed to be material as specified in Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated September 9, 2015.

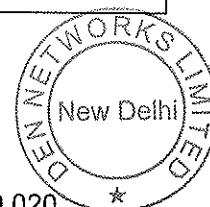
| Sr. No. | Particulars  | Details   |
|---------|--|---|
| 1       | <b>Name(s) of parties with whom the agreement is entered</b>   | (i) the Company, (ii) Mr. Sameer Manchanda, Lucid Systems Private Limited and Verve Engineering Private Limited (" <b>Existing Promoters</b> ") and (iii) Jio Futuristic Digital Holdings Private Limited, Jio Digital Distribution Holdings Private Limited and Jio Television Distribution Holdings Private Limited (" <b>Investors</b> ")  |
| 2       | <b>Purpose of entering into the agreement</b>  | <p>The SSA specifies terms of raising funds through Preferential Allotment to the Investors. Upon (i) allotment of equity shares pursuant to the SSA; and (ii) purchase of equity shares under the SPA, the Investors will acquire 66.01% voting rights and sole control of the Company. Upon completion of the Proposed Preferential Allotment, Investors will be classified as promoters of the Company along with the existing promoters.</p> <p>The SHA records the inter-se arrangement for any intended shares transfer by the existing promoter.</p> |
| 3       | <b>Shareholding, if any, in the entity with whom the agreement is executed</b>   | Nil   |
| 4       | <b>Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.</b> | Upon (i) allotment of equity shares pursuant to the SSA; and (ii) purchase of equity shares under the SPA, the Investors will acquire 66.01% voting rights and sole control of the Company. Upon completion of the Proposed Preferential Allotment, Investors will be classified as promoters of the Company along with the existing promoters.   |

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|---|---|---|
|   |   | <p>The SHA records the inter-se arrangement for any intended share transfer by the existing promoter and casts an obligation on the existing promoter to 'vote along' with the Investors.</p> <p>The SHA will come into effect upon completion of issue and allotment of the equity shares to the Investors in accordance with the provisions of the SSA.</p> |
| 5 | <b>Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship</b>  | Mr. Sameer Manchanda, Lucid Systems Private Limited and Verve Engineering Private Limited are part of the existing promoter and promoter group of the Company. The Investors are not connected with the promoter/promoter group/ group companies in any manner.   |
| 6 | <b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"</b>  | No  |
| 7 | <b>In case of issuance of shares to the parties, details of issue price, class of shares issued;</b>  | Issue of up to 28,14,48,000 equity shares of face value Rs. 10 each at an issue price of Rs. 72.66 per equity share (including premium of Rs. 62.66 per equity share) to the Investors.   |
| 8 | <b>Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.</b> | Nil   |



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