



September 22, 2016

The National Stock Exchange of India Limited
Exchange Plaza, Fifth Floor
Plot no. C/1, G- Block
Bandra Kula Complex
Bandra (E), Mumbai – 400051

The BSE Limited
15th Floor, P J Towers
Dalal Street, Mumbai - 400001

Sub: -Notice of Extra-Ordinary General Meeting

Dear Sir/ Madam,

Please find enclosed notice of Extra-Ordinary General Meeting of members of the Company, which is scheduled to be held on Friday, October 14, 2016 at 11:00 A.M.

You are requested to take note of the same.

Yours faithfully

For DEN Networks Limited


Jatin Mahajan
(Company Secretary)
Membership no. F6887

Encl: As stated above.



DEN Networks Limited

Regd. Office:- 236, Okhla Industrial Estate, Phase-III, New Delhi-110020

CIN No.- L92490DL2007PLC165673

Telephone No.- 011-40522200, Fax No. -011-40522203

E-mail :investorrelations@denonline.in

website:-www.dennetworks.com

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the members of DEN Networks Limited will be held on Friday, 14th day of October 2016 at Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi -110003 at 11.00 A.M to transact the following special business:-

1. Preferential Issue of Shares

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), the provisions of Foreign Exchange Management Act, 1999, and rules and regulations framed there under, the extant foreign direct investment policy and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended up to date (“SEBI ICDR Regulations”), SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended from time to time, as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and enabling provisions of the memorandum and articles of association of the Company and the Listing Agreements entered into between the Company and the stock exchanges, where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company (“Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constituted to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose), the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential basis, up-to 1,58,26,039 equity shares of face value INR 10 each (“Equity Shares”) in cash, to Broad Street Investments (Singapore) Pte. Ltd. and MBID Bridge Street 2016 Investments (Singapore) Pte. Ltd., affiliates of The Goldman Sachs Group, Inc., who form part of persons belonging to the non promoter category (“**Non Promoter Investors**”) at a price per Equity Share of INR 90 (including premium), which price is determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under Chapter VII the SEBI ICDR Regulations including the following terms and conditions:

- A. The Non Promoter Investors shall be required to bring in 100% of the consideration on the shares to be allotted on or before the date of allotment thereof.
- B. The Equity Shares shall be locked in as per the provisions of Chapter VII of the SEBI ICDR Regulations.
- C. The Equity Shares proposed to be so allotted shall rank *pari passu* in all respects including as to dividend, with the existing fully paid up equity shares of face value INR 10 each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the price of the aforesaid Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. The “Relevant Date” for the purpose of calculating the price of the Investor Shares is the date 30 days prior to the date of this Extraordinary General Meeting i.e., October 14, 2016.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to seeking listing of the Equity Shares on the relevant stock exchange(s), making application to the relevant depository for admission of the new equity shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

By order of the Board
For DEN Networks Limited

Jatin Mahajan
Company Secretary

Place: New Delhi
Dated: 20th September, 2016

Notes:-

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the special business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members/ Proxies are requested to bring a copy of this notice as no copies will be made available at the meeting. Under no circumstances, photocopies of the admission slip will be allowed for admission to the meeting place.
7. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.
8. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of attorney authorizing their representative to attend and vote at the Meeting.
9. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the EGM.
10. The Registers of Contract and Arrangements in which directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
11. Members can avail the nomination facility with respect to shares held, by submitting a request in writing to the company or to M/s. Karvy Computershare Private Limited, the Registrar and Share transfer Agent of the company.
12. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M to 1.00 P.M. upto the date of EGM except holidays.
13. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by KARVY, on resolution set forth in this Notice.



14. Notice of this EGM dated 20th September 2016, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
15. Members are requested to send all the correspondence concerning registration of transfer, transmission, subdivision, consolidation of shares or any other share related matters and or change in address to the Company's Registrar & Share Transfer agent, M/s Karvy Computershare Private Limited, at Karvy House, 46 Avenue 4, Street No. 1, Banjara Hills, Hyderabad- 500 034
16. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer agent, Karvy Computershare Private Limited, for consolidation into a single folio.

INSTRUCTIONS FOR E-VOTING

1. Voting through electronic means:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- b) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facilities.
- c) The Board of Directors has appointed Mr. Manoj Kumar Jain, Company Secretary in practice as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- d) Members are requested to carefully read the instructions for e-voting before casting their vote.
- e) The e-voting period will commence at 09.00 A.M on October 10, 2016 and will end at 05.00 P.M. on October 13, 2016.
- f) The cut-off date (i.e. the record date) for the purpose of e-voting is October 07, 2016.
- g) The procedure and instructions for e-voting are as under:
 - i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
 - ii) Enter the login credentials (i.e., user-id & password) mentioned on the Ballot Form. Your folio/DP Client ID will be your User-ID.

	For Members holding shares in Demat Form:- <ol style="list-style-type: none">a) For NSDL :- 8 Character DP ID followed by 8 Digits Client IDb) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- <ul style="list-style-type: none">• <u>Event no.</u> followed by Folio Number registered with the company
	or Unique password is printed on the Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. **1800-3454-001** for any further clarifications.
- iv) Members can cast their vote online from 09.00 A.M on October 10, 2016 and will end at 05.00 P.M. on October 13, 2016.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight



characters consisting of at least one upper case (A-Z) one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**DEN NETWORKS LIMITED**'.
- ix) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (Corporate/FIs/IFIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to manojfcs@gmail.com, with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _ Event no.".
- h) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not be allowed to vote again at the Meeting.
- i) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being October 07, 2016.
- j) The results shall be declared on or after the EGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company (www.dennetworks.com) and on Karvy's website (<https://evoting.karvy.com>).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Preferential Issue of Equity Shares to Persons other than the 'Promoters and the Promoter Group' of the Company under Chapter VII of the SEBI ICDR Regulations, 2009

Your Company is one of the largest cable television companies in India engaged in the distribution of analogue and digital cable television services. It offers analogue cable services in over 300 cities and digital cable services over 250 cities across India, with an aggregate subscriber base of around 13 million and market share of 13% in the cable TV segment. The Company is intending to raise funds for meeting capital expenditure, working capital requirements and other general corporate purposes. Towards this objective, the Company now proposes to increase its capital base by way of infusion of equity.

The board of directors of the Company (hereinafter referred to as the "**Board**") which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution, or any person authorized by the Board or its Committee for such purpose) has approved the execution of a share subscription agreement between the Company, its promoters, MBD Bridge Street 2013 Investments (Singapore) Pte. Ltd, Broad Street Investments (Singapore) Pte. Ltd. and MBD Bridge Street 2016 Investments (Singapore) Pte. Ltd., ("**Non Promoter Investors**"), under which agreement and subject to the terms and conditions of the agreement, the Non Promoter Investors propose to subscribe 1,58,26,039 equity shares @ Rs. 90 each (including premium) (each an "**Equity Share**" and collectively "**Investor Shares**") of the Company in cash, on a preferential basis.

In terms of Section 42 and Section 62(1A) of the Companies Act, 2013 read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**"), the proposed preferential



allotment requires approval of the Company's members by way of a special resolution. The Board, therefore, seeks approval of the Company's members for the special resolution set out in the notice, by way of a special resolution.

The proposed issue and allotment of the Investor Shares will *inter-alia* be governed by the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company, the listing agreement entered into between the Company and the stock exchanges where the equity shares of the Company are listed, the SEBI ICDR Regulations and the terms of the share subscription agreement.

The investment will be subject to customary conditions including receipt of shareholders approval and applicable governmental and regulatory approvals. The satisfaction of these conditions is not necessarily within the control of the Company. Appropriate amendments would be carried out to the articles of association of the Company subject to approval of the shareholders in terms of the proposed investment. The Investor Shares allotted to the investors shall rank *pari-passu* with all other equity shares of the Company in respect of all rights including dividend.

It may be noted that in terms of Chapter VII of the SEBI ICDR Regulations, it is necessary to disclose the details of investor and certain other terms to the shareholders while seeking their approval for issuing the Equity Shares on preferential basis. The shareholders approval is being sought in terms of the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations. The relevant disclosures/details of the preferential allotment are given below:

DISCLOSURES:

1. **Object of the Preferential issue**

Business purpose including funding capital expenditures, working capital requirements and general corporate purposes

2. **Type of security offered and the number of security offered**

The Company proposes to offer, issue and allot up-to 1,58,26,039 equity shares of face value INR 10 each of the Company in cash, to the Non Promoter Investors on a preferential basis, at a price per Equity Share of INR 90 (including premium), which price is determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations.

3. **Important terms and conditions**

The total subscription amount, payable by the Non Promoter Investors, shall be payable in cash at the time of allotment of the Investor Shares. The allotment of Investor Shares are subject to the Non Promoter Investors not having sold any equity shares during the last six months preceding the Relevant Date (defined below).

Under Chapter VII of the SEBI ICDR Regulations, issue of equity shares on a preferential basis shall be made at a price not less than higher of: (a) the average of the weekly high and low of the (volume weighted average price) of the related equity shares quoted on a recognized stock exchange during the twenty six weeks preceding the Relevant Date or (b) the average of the weekly high and low of the (volume weighted average price) of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date;

The "Relevant Date" for determining the issue price of the Investor Shares is the date 30 days prior to the date of this Extraordinary General Meeting i.e. October 14, 2016. The Board Meeting was held on September 20, 2016 at which the Board discussed and approved that pricing shall be equal to or higher than the price as computed under Chapter VII of the SEBI ICDR Regulations.

4. **The proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:-**

Except as mentioned in this Notice, none of present promoters / directors / key management personnel of the Company intend to subscribe to the preferential offer. However, Mr. Ankur A Sahu, who is a nominee director of Broad Street Investments (Singapore) Pte. Ltd. and MBD Bridge Street 2013 Investments (Singapore) Pte. Ltd., may be considered interested and to that extent Mr. Ankur A Sahu has recused himself from the meeting of the board held on September 20, 2016 to consider this preferential issue.

5. **Pre-issue and Post-issue Shareholding Pattern of the Company**

S.No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
A	Promoter's Holding				
1	Indian				
	Individual	5,08,07,950	28.52	5,08,07,950	26.19
	Bodies Corporate	2,05,52,470	11.53	2,05,52,470	10.59
	Sub-Total	7,13,60,420	40.05	7,13,60,420	36.78
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub-Total (A)	7,13,60,420	40.05	7,13,60,420	36.78
B	Non Promoter's Holding				



1	Institutional Investors	3,95,68,394	22.20	3,95,68,394	20.39
2	Non-Institution				
	Private Corporate Bodies	1,30,24,031	7.30	1,30,24,031	6.71
	Directors and Relatives	72,140	0.04	72,140	0.03
	Indian Public	1,18,60,502	6.66	1,18,60,502	6.11
	Foreign Bodies	4,08,48,110	22.93	5,66,74,149	29.21
	Others (including NRIs)	14,66,209	0.82	14,66,209	0.75
	Sub-Total (B)	10,68,39,386	59.95	12,26,65,425	63.22
	Grand Total	17,81,99,806	100.00	19,40,25,845	100.00

6. Proposed time within which the allotment shall be complete

As required under Chapter VII of the SEBI ICDR Regulations, the allotment of Investor Shares will be completed within 15 (fifteen) days from the date of the passing of the resolution. Provided that where the allotment is pending on account of pendency of any approval of permission of any regulatory authority or the Central Government, the allotment would be completed within 15 (fifteen) days from date of approval or permission as the case may be.

7. Identity of the proposed allottee(s) and percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer, consequent to the preferential issue:

Identity of the proposed allottees

Broad Street Investments (Singapore) Pte. Ltd., and MBD Bridge Street 2016 Investments (Singapore) Pte. Ltd. are affiliates of The Goldman Sachs Group, Inc. The Goldman Sachs Group, Inc. is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals.

Present and Post Issue Shareholding:-

Name of the allottee	Ultimate Beneficial Owners	Pre Issue Equity Holding		No. of Equity Shares to be allotted	Post Issue Holding	
		No. of Shares	%		No. of Shares	%
Broad Street Investments (Singapore) Pte. Ltd.	The Goldman Sachs Group, Inc.	2,88,26,713	16.18	1,30,02,217	4,18,28,930	21.56
MBD Bridge Street 2016 Investments (Singapore) Pte. Ltd.	The Goldman Sachs Group, Inc.	-	N/A	28,23,822	28,23,822	1.46

Change of Control

There will be no change in control of the Company consequent to the preferential issue. However, please note that Broad Street Investments (Singapore) Pte. Ltd. and MBD Bridge Street 2013 Investments (Singapore) Pte. Ltd. (affiliates of The Goldman Sachs Group, Inc.) are already holding 17.79% of existing issued capital and have nominated their nominee on the Board of the company.

During the year, the company has not made any allotment on a preferential basis to any person also in terms of number of securities as well.

Justification for the proposed allotment

Since, the present allotment is for cash consideration and hence there is no requirement of justification for the proposed allotment.

8. The Company hereby undertakes that:

The Company undertakes to re-compute the price of the equity shares in terms of the provisions of the ICDR Regulations wherever applicable. The Company further undertakes that if the amount payable on account of the re-computation of the price is not paid within the time frame specified under the ICDR Regulations, the equity shares shall be locked in till the time such amount is paid by the allottees.



9. Lock-in

The Investor Shares being allotted on preferential basis under the SEBI ICDR Regulations shall be locked in such term as may be prescribed under the SEBI ICDR Regulations, which is currently for a period of 1 (one) year from the date of allotment.

10. Auditor's Certificate

The certificate from the statutory auditors certifying that the issue of the Investor Shares is being made in accordance with the requirements of the SEBI ICDR Regulations and shall be available for inspection at the Extra Ordinary General Meeting of the Company.

Under Section 62(1)(c) of the Companies Act, 2013, approval of the members is required for allotment of securities on preferential basis. Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 and SEBI ICDR Regulations to issue and allot equity shares on preferential basis as stated in the resolutions. The special resolution, if passed, will have the effect of allowing the Board to issue and allot securities to the Non Promoter Investors.

Except as mentioned in this Notice, none of the directors of the Company are in any way interested in the resolution except to the extent of their shareholding in the Company. However, Mr. Ankur A Sahu, who is a nominee director of Broad Street Investments (Singapore) Pte. Ltd. and MBD Bridge Street 2013 Investments (Singapore) Pte. Ltd., may be considered interested and to that extent Mr. Ankur A Sahu has recused himself from the meeting of the board held on September 20, 2016 to consider this preferential issue.

The Board recommends passing of the resolutions as set out in the Notice.

By order of the Board
For DEN Networks Limited

Jatin Mahajan
Company Secretary

Place: New Delhi
Dated: 20th September, 2016



