

March 7, 2019

The Secretary

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400001
email: corp.relations@bseindia.com

The Secretary

National Stock Exchange of India Ltd.
Exchange Plaza, 3rd Floor
Plot No.3-1, "G" Block, I.F.B. Centre,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
email: takeover@nse.co.in

The Company Secretary

Den Networks Limited
236, Okhla Industrial Estate,
Phase III, New Delhi – 110 020,
email: jatin.mahajan@denonline.in

Dear Sirs,

Subject: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("SAST Regulations")

This is to inform you that we, Jio Futuristic Digital Holdings Private Limited, Jio Digital Distribution Holdings Private Limited and Jio Television Distribution Holdings Private Limited have acquired an aggregate of 5,74,89,612 equity shares of Den Networks Limited on March 5, 2019 pursuant to an open offer under SAST Regulations.

In view of the above, please find attached the requisite disclosure under Regulation 29(2) of the SAST Regulations.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For **JIO FUTURISTIC DIGITAL HOLDINGS PRIVATE LIMITED**

For **JIO DIGITAL DISTRIBUTION HOLDINGS PRIVATE LIMITED**

For **JIO TELEVISION DISTRIBUTION HOLDINGS PRIVATE LIMITED**



Director
Name: K. R. Raja
DIN: 00006673



Director
Name: Geeta Fulwadaya
DIN: 03341926



Director
Name: Geeta Fulwadaya
DIN: 03341926

Place: Mumbai
Date: March 7, 2019

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations")

Name of the Target Company (TC) Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirer	Den Networks Limited Acquirers: - Jio Futuristic Digital Holdings Private Limited ("Acquirer 1") - Jio Digital Distribution Holdings Private Limited ("Acquirer 2") - Jio Television Distribution Holdings Private Limited ("Acquirer 3") Acquirer 1, Acquirer 2 and Acquirer 3 are hereinafter collectively referred to as "Acquirers". PACs: - Reliance Industries Limited ("PAC 1") - Digital Media Distribution Trust ("PAC 2") - Reliance Content Distribution Limited ("PAC 3") - Reliance Industrial Investments and Holdings Limited ("PAC 4") PAC 1, PAC 2, PAC 3 and PAC 4 are hereinafter collectively referred to as "PACs".
Whether the acquirer belongs to Promoter/Promoter group	Yes. - The Acquirers have acquired sole control of the TC and the Acquirers and the PACs have become part of 'promoter and promoter group' of the TC pursuant to the: (i) preferential allotment to the Acquirers of 28,14,48,000 equity shares of the TC representing 58.98% of its post-preferential issue paid-up equity share capital and (ii) purchase of 3,35,85,000 equity shares of TC representing 7.04% of its post-preferential issue paid-up equity share capital. - Further, prior to the acquisitions referred to in (i) above, Reliance Ventures Limited ("RVL"), Reliance Strategic Investments Limited ("RSIL") and Network18 Media & Investments limited ("NW 18") (RVL and RSIL are wholly owned subsidiaries of PAC 1. Independent Media Trust (of which PAC 1 is the sole beneficiary) owns and controls 73.15% of the paid-up equity share capital of NW 18 (directly and indirectly through companies wholly owned and controlled by it)) together were holding 26,46,968 equity shares constituting 0.55% of the post-preferential issue paid-up equity share capital of the TC. Post the acquisitions by the Acquirers referred to in (i) above, RVL, RSIL and NW 18 have also become part of the 'promoter and promoter group' of the TC. The acquisition for which the present disclosure is being filed is pursuant to an open offer made by the Acquirers and the PACs pursuant to the aforesaid preferential allotment and purchase of equity shares.
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited



Details of the acquisition / disposal as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share /voting capital of the TC (**)
Before the acquisition under consideration, holding of Acquirers, RVL, RSIL and NW 18 of:			
a) Shares carrying voting rights			
(i) Jio Futuristic Digital Holdings Private Limited ("Acquirer 1")	17,04,32,150	35.71%	35.68%
(ii) Jio Digital Distribution Holdings Private Limited ("Acquirer 2")	7,12,48,280	14.93%	14.91%
(iii) Jio Television Distribution Holdings Private Limited ("Acquirer 3")	7,33,52,570	15.37%	15.35%
(iv) Reliance Ventures Limited ("RVL")	4,61,520	0.10%	0.10%
(v) Reliance Strategic Investments Limited ("RSIL")	14,87,160	0.31%	0.31%
(vi) Network18 Media & Investments limited ("NW 18")	6,98,288	0.15%	0.15%
b) Shares in the nature of encumbrance (pledge / lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	31,76,79,968	66.57%	66.50%
Details of acquisition / sale			
a) Shares carrying voting rights acquired			
(i) Jio Futuristic Digital Holdings Private Limited ("Acquirer 1")	3,11,01,751	6.52%	6.51%
(ii) Jio Digital Distribution Holdings Private Limited ("Acquirer 2")	1,30,01,927	2.72%	2.72%
(iii) Jio Television Distribution Holdings Private Limited ("Acquirer 3")	1,33,85,934	2.80%	2.80%
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants / convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-
d) Shares encumbered / invoked / released by the acquirer	-	-	-
e) Total (a+b+c+/- d)	5,74,89,612	12.05%	12.03%
After the acquisition / sale, holding of Acquirers, RVL, RSIL and NW 18 of:			
a) Shares carrying voting rights			
(i) Jio Futuristic Digital Holdings Private Limited ("Acquirer 1")	20,15,33,901	42.23%	42.19%
(ii) Jio Digital Distribution Holdings	8,42,50,207	17.65%	17.64%

Private Limited ("Acquirer 2")			
(iii) Jio Television Distribution Holdings Private Limited ("Acquirer 3")	8,67,38,504	18.18%	18.16%
(iv) Reliance Ventures Limited ("RVL")	4,61,520	0.10%	0.10%
(v) Reliance Strategic Investments Limited ("RSIL")	14,87,160	0.31%	0.31%
(vi) Network18 Media & Investments limited ("NW 18")	6,98,288	0.15%	0.15%
b) Shares encumbered / invoked / released by the acquirer	-	-	-
c) VRs otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	37,51,69,580	78.62%	78.53%
Mode of acquisition /sale (e.g. open market/ public issue/ rights issue/ preferential allotment / inter-se transfer/ encumbrance, etc.)	Open offer pursuant to SAST Regulations		
Date of acquisition /sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 5, 2019		
Equity share capital /total voting capital of the TC before the said acquisition	INR 477,22,38,450 (47,72,23,845 equity shares of Rs 10/- each)		
Equity share capital/total voting capital of the TC after the said acquisition	INR 477,22,38,450 (47,72,23,845 equity shares of Rs 10/- each)		
Total diluted share/voting capital of the TC after the said acquisition	INR 477,71,88,450 (47,77,18,845 equity shares of Rs 10/- each)		

(**) Diluted share / voting capital of the TC post the acquisitions as provided by the TC is equal to the post preferential issue paid-up equity share capital plus 4,95,000 outstanding ESOPs.

For JIO FUTURISTIC DIGITAL HOLDINGS PRIVATE LIMITED

For JIO DIGITAL DISTRIBUTION HOLDINGS PRIVATE LIMITED

For JIO TELEVISION DISTRIBUTION HOLDINGS PRIVATE LIMITED



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Name: K. R. Raja
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Date: March 7, 2019
Place: Mumbai

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.