



Dated- February 07, 2017

The Manager, Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E) Mumbai-400 051

The General Manager
The Bombay Stock Exchange Limited
Listing Department
15th Floor, P J Towers
Dalal Street, Mumbai-400 001

Sub: - Intimation of Shareholders' Meeting (ISIN Number – INE947J01015)

Dear Sir,

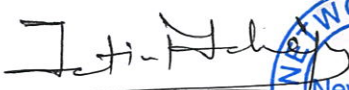
This is to inform you that pursuant to the Company Application (M) No: CA(CAA)-02(PB)/2017 and pursuant to an Order dated 23rd January, 2017 duly amended by Order dated 25th January, 2017 by the Principal Bench of the National Company Law Tribunal, New Delhi, a Meeting of the Equity Shareholders/Secured Creditors and Unsecured Creditors of Den Networks Limited ("DEN"/ "Transferor Company") will be convened on **Saturday, 11th March, 2017** for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement of DEN or Transferor Company and SKYNET Cable Network Private Limited ("SYKNET" or "Resulting Company"), *wherein Internet Service Provider (ISP) Business / Broadband Undertaking of DEN is demerged into SKYNET, a wholly owned subsidiary of DEN.* The cut-off date (i.e. the record date) is March 03, 2017.

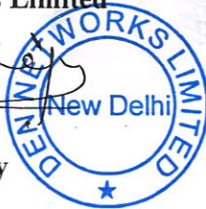
You are requested to take the note of the same in your record.

Thanking you,

Yours faithfully

For DEN Networks Limited


Jatin Mahajan
Company Secretary
F-6887



Encl: - Notice of Shareholders Meeting

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

BY ORDER OF THE NATIONAL COMPANY LAW TRIBUNAL,
PRINCIPAL BENCH, NEW DELHI

IN THE MATTER OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF APPLICATION UNDER SECTION 230 - 234
OF
THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
BETWEEN
DEN NETWORKS LIMITED ("DEN")
...TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1
AND
SKYNET CABLE NETWORK PRIVATE LIMITED ("SKYNET")
...RESULTING COMPANY / APPLICANT COMPANY NO. 2

COMPANY APPLICATION (M) NO. CA(CAA) -02(PB)/2017

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF DEN NETWORKS LIMITED

To,

The Equity Shareholders of
DEN NETWORKS LIMITED, Transferor Company/Applicant Company No. 1
CIN No: L92490DL2007PLC165673

TAKE NOTICE that in the above Company Application (M) No: CA(CAA) - 02(PB)/2017, by an Order dated 23rd January, 2017, duly amended by Order dated 25th January, 2017, the Principal Bench of the National Company Law Tribunal, New Delhi, has directed that a meeting of the Equity Shareholders of the Transferor Company / Applicant Company No. 1, i.e. DEN NETWORKS LIMITED be convened and held for the purpose of considering and if thought fit, approving with or without modifications, the arrangement embodied in the Scheme of Arrangement of DEN NETWORKS LIMITED ('DEN' or 'Transferor Company / Applicant Company No. 1') and SKYNET CABLE NETWORK PRIVATE LIMITED ('SKYNET' or 'Resulting Company / Applicant Company No. 2') wherein Internet Service Provider (ISP) Business / Broadband Undertaking of DEN is demerged into SKYNET, a wholly owned subsidiary of DEN.

TAKE FURTHER NOTICE that in pursuance of the said Order and as directed therein, a Meeting of the Equity Shareholders of the Transferor Company / Applicant Company I will be held at PHD Chamber of Commerce, No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016 at 10:00 a.m. under the supervision of the National Company Law Tribunal appointed Hon'ble. Justice D. R. Deshmukh (Retd) as Chairperson and Ms. Ranjana Roy Gawai, Advocate as Alternate Chairperson which you are requested to attend. Further, Mr. Vineet Chaudhary, the Practising Company Secretary has been appointed as a Scrutinizer for the said meeting.

TAKE FURTHER NOTICE that you may attend and vote at the said Meeting in person or through proxy, provided that a proxy in the prescribed form, duly signed by you or your Authorized representative is deposited at the Registered Office of the Company at 236, Okhla Industrial Area, Phase-III, New Delhi - 110020 atleast 48 hours before the commencement of the Meeting.

TAKE FURTHER NOTICE THAT as per the Order dated 23rd January, 2017 duly amended by Order dated 25th January, 2017, the members have the option of E-Voting facility or Proxy or in person 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 Computershare Pvt. Ltd., on resolution set forth in this Notice.

The Scrutinizer will submit his report to the designated Chairperson upon completion of scrutiny, in a fair and transparent manner, of voting through e-voting platform within stipulated time period. The Chairperson shall thereafter on or before 14th March, 2017 announce the results of e-Voting and physical voting including the votes casted at Court Convened Meeting on 11th March, 2017. The Result will also be displayed at the notice board at Registered Office of the company and posted on the Company's website, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

Items of business requiring approval of shareholders as Special Business:

ITEM NO.1

SCHEME OF ARRANGEMENT

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

"RESOLVED THAT pursuant to the provisions of Section 230 to 234 of the Companies Act, 2013 and applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactments thereof for the time being in force, and subject to the relevant provisions of the Memorandum & Articles of Association of the Company and subject to the requisite approvals if required, the concerned Stock Exchanges and subject to the sanction by the appropriate bench of the High Court of Delhi or the National Company Law Tribunal constituted under the applicable provisions of the Companies Act, 2013 ("Tribunal"), as the case may be and in accordance with the regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time to the extent applicable and subject to such approvals, consents, permissions and sanctions of the appropriate authorities as may be necessary / required and subject to such conditions as may be prescribed, directed or made by any of them while granting such approvals, consents and permissions, and further based on Valuation Report dated August 30, 2016 from M/s B.L.Sachdeva & Associates, an Independent Chartered Accountant, Fairness Opinion dated September 05, 2016 from D&A Financial Services Private Limited, Merchant Banker and Certificate dated September 05, 2016 in accordance with Regulation 37 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 obtained from M/s Deloitte Haskins Sells, Statutory Auditors, regarding the accounting treatment being followed in the Scheme is in compliance with all the applicable Accounting Standards and on the recommendation of the Audit Committee and other relevant documents placed before it, the consent and approval of the Company be and is hereby accorded for the Demerger of ISP Business of DEN Networks Limited ("DEN" or "Transferor Company") to SkyNet Cable Network Private Limited ("SKYNET" or "Resulting Company") with 1st April, 2016 as the Appointed Date through a Court approved Scheme of Arrangement between DEN and SKYNET and their respective Shareholders and creditors.

RESOLVED FURTHER THAT Mr. S.N.Sharma, Chief Executive Officer, Mr. Manish Dawar, Group Chief Financial Officer, Mr. Rajesh Kaushal, Chief Financial Officer, Mr. K. Hari Govind, Finance Controller and Mr. Jatin Mahajan, Company Secretary of the Company be and are hereby severally authorised to take all necessary steps as under:

- sign, file, submit or present the Scheme and related applications, supplementary applications, documents, replies in connection with the proposed demerger with the BSE Limited & National Stock Exchange of India Limited (both, collectively as the "Stock Exchanges"); SEBI or such other regulatory or statutory authority as may be required in terms of the applicable laws, regulations and the listing agreement(s) for obtaining approval to the provisions of the Scheme or for giving effect thereto;

- prepare, sign, file, submit or present the Scheme and related applications, petitions, supplementary applications / petitions, summonses, deeds, documents, instruments, rejoinders, replies and to swear affidavits or execute bonds for the proposed demerger, appear (in person or through a representative) before the High Court or at the offices of the Registrar of Companies, NCT of Delhi and Haryana, the Regional Director, Ministry of Corporate Affairs, or before any other authority or person in connection with the proposed demerger and to do any other act, deed or thing which may be ancillary or incidental to the proposed merger or which may otherwise be required for giving effect to any of the provisions contained in the Scheme;
- sign, declare and file on behalf of the Company all necessary documents including, but not limited to, authorization, vakalatnamas, affidavits, pleadings, reports and issue public advertisements and notices and to do all acts incidental and necessary for the above purposes;
- preparing, executing and filing appropriate applications, consents, waiver letters and other documents before the High Court for holding or dispensing with the requirement for holding meeting(s) of the shareholders and / or creditors of the Company and, where necessary, to take steps to convene such meetings as per the directors of the High Court and to prepare and issue the notice convening such meeting(s) of the shareholders and the secured and / or unsecured creditors of the Company;
- assent to and make such alterations and modifications in the Scheme as may be expedient or necessary or to any conditions or limitations that the High Court or SEBI and / or any other authority may deem fit to direct or impose or which may be otherwise considered necessary, desirable or appropriate by them; (ii) to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary or desirable in connection with this Scheme and (iii) resolve any doubts, difficulties or questions whether by reason of any directive or order of any authority or otherwise howsoever arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith; and to make and file all applications, affidavits and documents as may be necessary to give effect to such amendment or modification;
- engage/ ratify and/or authorize the advocate(s)/ counsel(s)/ valuer(s)/ merchant banker(s)/ auditor(s) or other persons as may be required in connection with the proposed demerger from time to time;
- settle any question(s), issue(s) or difficulty(ies) that may arise with regard to the implementation of the above Scheme, and to give effect to this resolution;
- conveying consent of the Company for any of the matters in relation to the Scheme;
- affixing the Common Seal of the Company, if required, in accordance with the Articles of Association of the Company on any document executed or furnished by the Company in connection with or incidental to the Scheme and to send the Common Seal of the Company to other places, if so required, to facilitate the execution of such documents in connection with or incidental to the Scheme;
- incur such expenses as may be necessary to give effect to the Scheme, including payment of fees to attorneys, counsels and other expenses;
- appoint one or more attorney(s)/ representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke, remove such persons and to appoint any other person(s) from time to time to act on their behalf; and
- to do all such acts, deeds, matters and things as maybe necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT a Committee in the name and title of Routine Business Matters Committee be and is hereby constituted, comprising of Directors of the Company and Mr. S.N.Sharma, Chief Executive Officer, Mr. Manish Dawar, Group Chief Financial Officer, Mr. Rajesh Kaushal, Chief Financial Officer, Mr. K. Hari Govind, Finance Controller and Mr. Jatin Mahajan, Company Secretary of the Company, be and are hereby severally authorize to take all necessary steps in connection with the Scheme including the powers as contained and delegated under this resolution.

The copies of the said arrangement and of the statement under section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the company at 236, Okhla Industrial Area, Phase-III, New Delhi - 110020 or at the office of its authorized representative Mr Deepak Diwan, Advocate at M-5, Basement, Saket, New Delhi-110017 between 11:00 a.m. to 5:00 p.m. on all working days.

Persons entitled to attend and vote at the respective meetings, may vote in person or by proxy, provided that all proxies

in the prescribed form are deposited at the registered office of the company at236, Okhla Industrial Area, Phase-III, New Delhi - 110020 atleast 48 hours before the meeting. Votes may be cast by shareholders by e-Voting also.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.
A copy of the Scheme of Arrangement, the Explanatory Statement under Section 230 of the Companies Act, 2013, Observation letter Issued by BSE and NSE, Valuation Report,Fairness Opinion Report, Certificate from the Statutory Auditor,Complaint Report, Form of Proxy and the Attendance Slip are enclosed.

By order of the National Company Law Tribunal

**Sd/
Jatin Mahajan
Company Secretary**

Dated this February 02, 2017

Registered Office: 236, Okhla Industrial Area, Phase-III, New Delhi - 110020

Note:

1. All alterations made in the Form of Proxy should be initiated.
2. Only registered members of the Company may attend and vote (either in person or by proxy or through electronic means) at the Shareholders Meeting. The Authorized representative of a body corporate which is a registered Equity Shareholder of the Company may attend and vote at the Equity Shareholders Meeting provided a certified true copy of the Resolution of the Board of Directors or other governing body of the body corporate is deposited at the Registered Office of the Company not later than 48 hours before the Meeting authorizing such representative to attend and vote at the Equity Shareholders Meeting.
3. Foreign Institutional Investors are required to deposit certified copies of Custodial resolutions / Power of Attorney, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on their behalf.
4. The term court includes the National Company Law Tribunal or such other forum or authority which may be vested with any of the powers of a High court to sanction this scheme under the act.
5. In case of persons other than above, the proxy should be executed under the official stamp of the organization indicating the name and designation of the person executing the proxy.
6. The e-voting period will commence at 09:00 a.m on March 08, 2017 and will end at 05:00 p.m. on March 10, 2017.
7. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) between 10:00 a.m. to 5:30 p.m. up to Friday,10th March, 2017.
8. Members who hold Shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
9. Members are informed that in case of joint holders attending the Meeting; only such joint holder whose name stands first in the Register of Members of the Company in respect of such joint holding will be entitled to vote.
10. The members / authorized representatives / proxies are advised to bring original photo identity for verification.
11. The person attending the meeting must bring the duly filled-in attendance slip annexed.

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 Principal Bench of National Company Law Tribunal has appointed Mr. Vineet Choudhary, 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 March 08, 2017 and will end at 05:00 P.M. on March 10, 2017.

f) The cut-off date (i.e. the record date) for the purpose of e-voting is March 03, 2017.

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:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- <ul style="list-style-type: none">• Event no. followed by Folio Number registered with the company
	Password Your Unique password is Your 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 March 08, 2017 and will end at 05:00 P.M. on March 10, 2017.

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

**BY ORDER OF THE NATIONAL COMPANY LAW TRIBUNAL,
PRINCIPAL BENCH, NEW DELHI**

**IN THE MATTER OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF APPLICATION UNDER SECTION 230 - 234
OF
THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
BETWEEN
DEN NETWORKS LIMITED ("DEN")
...TRANSFEROR COMPANY / APPLICANT COMPANY NO. 1
AND
SKYNET CABLE NETWORK PRIVATE LIMITED ("SKYNET")
...RESULTING COMPANY / APPLICANT COMPANY NO. 2

COMPANY APPLICATION (M) NO. CA(CAA) -02(PB)/2017**

EXPLANATORY STATEMENT UNDER SECTION 230 TO 234 READ WITH SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 FOR THE COURT CONVENED MEETING OF EQUITY SHAREHOLDERS OF DEN NETWORK LIMITED.

1. Pursuant to an Order dated 23rd January, 2017 duly amended by Order dated 25th January, 2017 by the Principal Bench of the National Company Law Tribunal, New Delhi in the Company Application referred to hereinabove, a Meeting of the Equity Shareholders of the Transferor Company / Applicant Company No. 1 will be convened and held at PHD Chamber of Commerce, No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016 on Saturday, 11th March, 2017 at 10:00 am for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement of DEN NETWORKS Limited ('DEN' or 'Transferor Company / Applicant Company No. 1') and SKYNET Cable Network Private Limited ('SKYNET' or 'Resulting Company / Applicant Company No. 2').
2. The proposed Scheme envisages arrangement of DEN Networks Limited with SKYNET Cable Network Private Limited pursuant to Sections 230 to 234 read with other applicable provisions, if any, of the Companies Act, 2013.
3. A copy of the Scheme setting out in detail the terms and conditions of the proposed Scheme of Arrangement, which has been approved unanimously by the Board of Directors of the Applicant Company No. 1 and Applicant Company No. 2 at their respective Meetings, both held on September 5th, 2016.
4. Background of the Companies
 - 4.1 DEN Network Limited (i.e. Transferor Company / Applicant Company No. 1)
 - (a) Applicant Company No. 1 was incorporated as Private Limited company under the Companies Act, 1956 on 10th July, 2007 with the Registrar of Companies, NCT of Delhi & Haryana, bearing Corporate Identity No. L92490DL2007PLC165673 and PAN No. AACCD6420E. That the company got converted to public limited w.e.f. 15th April, 2008. Subsequently, the name of the company was changed from DEN DIGITAL ENTERTAINMENT NETWORKS LIMITED to DEN NETWORKS LIMITED w.e.f. 27th June, 2008 and is operating under the Internet Service Provider License No. 820-990/07-LR dated 06th February 2008 granted by Department of Telecommunications, Ministry of Communications & IT. The email-id of the company is den@denonline.com/investorrelations@denonline.in.

- (b) The Registered Office of Applicant Company No. 1 is situated at 236, Okhla Industrial Area, Phase-III, New Delhi-110020. DEN is listed on BSE Ltd. and National Stock Exchange of India Ltd. and is having the main objects to carry on the business of broadcasting, telecasting, relaying, transmitting, distributing, Cable services encompassing distribution and internet based services. The main objects of DEN are as follows:
- "To carry on the business of broadcasting, telecasting, relaying, transmitting, distributing or running any video, audio, voice, or other programmes or software, (both proprietary and third party) over television, radio, internet, telecom or any other media.
 - To carry on the business of Cable services encompassing distribution, relaying, transmission of signals including but not limited to TV, voice over Internet Protocol, Video On Demand or any other services through cable within and outside India by means of any system.
 - To offer internet based services including but not limited to offering international and domestic voice, voice-over- internet protocol (VOIP), Broadband internet, wireless, data and hosting services to business and residential retail customers and other carriers located in the territory of India and to apply and obtain licenses to carry on these objects.
 - To create/ raise infrastructure of dark fibres, right of way, duct space & tower for relaying and transmission of signals for internet and telecom based cable services to end subscribers and customers in Indian territory, to offer such infrastructure to other business establishment on lease and commercial terms and to apply and obtain licenses to carry on these objects.
 - To undertake all kinds of activities in the sports and cultural related fields including the providing of sports infrastructure, consultancy and to engage in activities such as organizing sports events, owing or maintain sports teams, taking on or leasing out stadiums (indoor and outdoor) or play grounds and undertaking other sports related and cultural activities."

- (c) The Resulting Company / Applicant Company No. 2 is, inter-alia, a wholly-owned subsidiary of Transferor Company / Applicant Company No.1

- (a) The Share Capital of Transferor Company / Applicant Company No. 1 as on March 31, 2016, was as under:

Particulars	Rs.
Authorized Capital	
20,00,00,000 Equity Shares of Rs. 10 each	2,00,00,00,000/-
Total	2,00,00,00,000/-
Issued, Subscribed and Paid-up Capital	
17,81,99,806 Equity Shares of Rs.10/-each fully Paid up	1,78,19,98,060/-
Total	1,78,19,98,060/-

Subsequent to the above Balance Sheet date, there has been a change in the Share Capital of Transferor Company/ Applicant Company No. 1. As on date, the revised share capital of the company is as follows:

Particulars	Rs.
Authorized Capital	
20,00,00,000 Equity Shares of Rs. 10 each	2,00,00,00,000/-
Total	2,00,00,00,000/-
Issued, Subscribed and Paid-up Capital	
19,40,25,845 Equity Shares of Rs. 10 each	Rs. 1,94,02,58,450/-
Total	1,94,02,58,450/-

4.2 Skynet Cable Network Private Limited (i.e. Resulting Company / Applicant Company No. 2)

- (a) Resulting Company / Applicant Company No. 2 is incorporated as Private Limited Company on the 5th

December, 2011 under the Companies Act, 1956, with the Registrar of Companies, NCT of Delhi & Haryana, bearing Corporate Identity No. U74140DL2011PTC228312 and PAN No. AAQCS7345M. The email-id of the Company is den@denonline.in//investorrelations@denonline.in

- (b) The Registered Office of the Resulting Company is situated at C-148, Mayapuri Industrial Area, Phase II, New Delhi-110064. Resulting Company is a wholly owned subsidiary of Transferor Company and is having the main objects to carry on the business of broadcasting, telecasting, relaying, transmitting, distributing, Cable services encompassing distribution and internet based services. The main objects of the Resulting Company as enumerated in the Memorandum of Association are as follows:

- To carry on the business of broadcasting, telecasting, relaying, transmitting, distributing, or running any, video, audio, voice, or other programmes or software, (both proprietary and third party) over television, radio, internet, telecom or any media.
- To carry on the business of Cable services encompassing distribution, relaying, transmission of signals including but not limited to TV, voice over Internet Protocol, Video On Demand or any other service through cable within and outside India by means of any system.
- To offer internet based services including but not limited to offering international and domestic voice, voice-over-internet protocol (VOIP), Broadband internet, wireless, date and hosting services, to business and residential retail customers and other carriers located in the territory of India and to apply and obtain licenses to carry on these objects.

- (f) The Share Capital of the Resulting Company / Applicant Company No. 2 as on March 31, 2016, was as under:

Particulars	Rs.
Authorized Capital	
9,00,000 Equity Shares of Rs. 10/- each	90,00,000/-
Total Authorized Capital	90,00,000/-
Issued, Subscribed and Paid-up Share Capital	
8,15,000 Equity Shares of Rs. 10/- each	81,50,000/-
Total Paid-up Share Capital	81,50,000

Subsequent to the above Balance Sheet Date, there is no change in the Share Capital structure set out above.

- (g) SKYNET is a subsidiary of a public limited company.

5. Rationale for the Scheme of Arrangement

Whereas DEN Networks Limited (DEN) is primarily engaged into two business segments viz,

- Cable Television Business
- Internet Service Provider (ISP) Business

And whereas Consultants were engaged to restructure DEN in such a manner that the ISP Business should be moved to a Special Purpose Vehicle which will be 100% subsidiary Company and SKYNET, a 100% subsidiary of DEN has been chosen for the purpose of Demerging the ISP Business Undertaking/ Division of DEN.

The factors which induced the decision were, inter alia, as follows:

- To enable a focused attention on the ISP Business
- To achieve structural and operational efficiency
- To enhance competitiveness and greater accountability
- Accelerating value creation for shareholders
- To focus on the significant growth potential for high speed data and related services in India

6. The Scheme is not prejudicial to the interests of the Shareholders as well as Creditors of any of the Companies involved in the Scheme.

7. The Board of Directors of the Transferor Company / Applicant Company No. 1 and Resulting Company / Applicant Company No. 2 in their respective Meetings both held on 5th September, 2016 have unanimously approved the Scheme of Arrangement. The Directors who have voted in favour or against are as follows:

Particulars	DEN	SKYNET
Name of the Directors who voted in favour of the resolution	Ajaya Chand and Robindra Sharama	Sameet Dinesh Khona, Baiju Phillip and Surinder Kumar
Name of the Directors who voted against the resolution	None	None
Name of the Director who did not vote on the resolution	None	None
Name of the Director who did not participate on the resolution	None	None
Absent Directors	Sameer Manchanda, Atul Sharma, Ankur Sahu and Krishna Kumar	None

8. It is therefore proposed to demerge the Internet Service Provider (ISP) Business / Broadband Undertaking of DEN into SKYNET by way of a Scheme of Arrangement under Sections 230 to 234 read with other applicable provisions, if any, of the Companies Act, 2013.

9. Salient features of the Scheme

(a) The Scheme envisages arrangement of Demerger of Internet Service Provider (ISP) Business / Broadband Undertaking of DEN into SKYNET pursuant to Sections 230 to 234 read with other applicable provisions, if any, of the Companies Act, 2013.

(b) **'Appointed Date'** means the open of business hours on 1st April, 2016, the date with effect from which this Scheme will be deemed to be effective.

© **'Effective Date'** means the date on which the last of the approvals or sanctions as specified in Clause 1.3 of Para D in the Scheme and if the approvals or sanctions are received on different dates, the last of the dates and the Scheme is made effective with effect from the Appointed Date.

(d) **'ISP Undertaking of Transferor Company'** means all Assets and Liabilities of the Internet Service Provider (ISP) Business / Broadband Undertaking of Demerged Company on a going concern basis as on Appointed Date for Demerger of Broadband Undertaking of DEN.

(e) **'Effective Date'** means the date on which the last of the approvals or sanctions as specified in Clause 1.3 of Para D in the Scheme are, and if the approvals or sanctions are received on different dates, the last of the dates and the Scheme is made effective with effect from the Appointed Date.

(f) In respect of the stock options granted by the Transferor Company under the DEN ESOP Scheme, 2010 and DEN ESOP Plan B - 2014 ("ESOP Schemes") to employees engaged in the Demerged Undertaking who are

proposed to be transferred as part of the Scheme to the Resulting Company, which have been granted (including unvested options) but have not been exercised as on the Effective Date, such options shall continue to vest in the employees of the Demerged Undertaking being transferred to the Resulting Company unless such Resulting Company ceases to be a subsidiary of the Transferor Company, in which case, the same shall be decided based on the provisions of the ESOP Schemes. Upon exercise of the aforesaid options by the said employees from time to time in accordance with the ESOP Schemes, the Transferor Company shall continue to honour its obligations under the ESOP Schemes and shall issue and allot fully paid-up equity shares of the Transferor Company in respect of such exercised options in accordance with the ESOP Schemes. The Resulting Company shall have no obligation to issue any stock options or shares to such employees of the Demerged Undertaking in lieu of the stock options granted by the Transferor Company under the ESOP Schemes. The exercise price of the stock options granted (whether vested or not) under the ESOP Schemes shall continue to remain the same with all other conditions of grant remaining the same.

(g) Subject to clause 1.3 of Part D of the Scheme, in consideration of the transfer of the Demerged Undertaking by Transferor Company to Resulting Company in terms of this Scheme, Resulting Company shall pay to Transferor Company, an aggregate all-inclusive lump sum cash consideration of Rs. 40.00 Millions (Rupees Forty Millions Only) without values being assigned to individual assets and liabilities.

(h) Upon the coming into effect of this scheme, the Transferor Company shall reduce the book value of assets and liabilities pertaining to the Demerged undertaking, as on the appointed date, from its books of accounts.

(i) On the effectiveness of the Scheme and with effect from the Appointed Date, since the transaction involves entities which are ultimately controlled by the same party before and after the transaction, Resulting Company shall account for the Transferred Undertaking in its books of account in accordance with Appendix C 'Business combinations of entities under common control' of Indian Accounting Standard (IND AS) 103 for Business Combination prescribed under Section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015 and generally accepted accounting principles, as may be amended from time to time, as under:

(a) Resulting Company will record the assets and liabilities of Demerged Undertaking at the carrying amounts as appearing in the books of DEN at the close of business on the day preceding the Appointed Date.

(b) The difference between the Consideration paid and of the carrying amounts of assets and liabilities of the Demerged Undertaking shall be recorded as capital reserve.

(j) The director of the company namely Mr. Krishna Kumar P.T. Gangadharan being nominee director in Dighi Port Limited and Konaseema Gas Power Limited has been declared as willful defaulters by RBI. However, he has resigned from the directorship of the company w.e.f. 13th December, 2016.

(k) This Scheme is conditional upon and subject to:

a) The Scheme being approved by the requisite majorities in number and value of such classes of persons including the shareholders and/or creditors of the Transferor Company and the Resulting Company as may be required under applicable laws;

b) The Stock Exchanges issuing their observation/ no-objection letters and SEBI issuing its comments on the Scheme, as required under applicable laws.

c) Approval of this Scheme by the concerned regulatory and governmental authorities as applicable, including Department of Telecommunications;

d) The sanctions of the Hon'ble High Court being obtained under section 391 and 394 and other applicable provisions of the Act;

e) The certified copies of the order of the High Court being filed with Registrar of Companies, NCT of Delhi and Haryana, by both the Transferor Company and the Resulting Company.

(l) The Scheme also provides for:

- i. The manner of vesting and transfer of the assets of the Internet Service Provider (ISP) Business / Broadband Undertaking of DEN to SKYNET;
- ii. The transfer of all debts, liabilities, duties, and obligations of Internet Service Provider (ISP) Business / Broadband Undertaking of DEN to SKYNET;
- iii. The transfer of all legal proceedings by or against of Internet Service Provider (ISP) Business / Broadband Undertaking of DEN to SKYNET;
- iv. All costs, charges and expenses of the Demerger respectively in relation to or in connection with the Scheme and of carrying out and completing the terms and provisions of the Scheme and / or incidental to the completion of the same in pursuance of this Scheme shall be borne and paid by the Transferor Company.

The features set out above being only the salient features of the Scheme of Arrangement, the Unsecured Creditors of DEN Networks Limited are requested to read the entire text of the Scheme of Arrangement to get themselves fully acquainted with the provisions thereof.

10. That no investigation / proceedings are pending in relation to Applicant Company No. 1 and Applicant Company No. 2 under Section 210, 213, 214, 215, 216(1), 216(3), 216(4), 217, 219, 220, and Section 222 to 227 respectively of the Companies Act, 2013.
11. The indicative Pre arrangement Shareholding of the Transferor Company /Applicant Company No. 1 based on December 31, 2016 Shareholding would be as detailed below:

Category of Shareholder	No. of Shares held	Total Shareholding as a % of total no. of Shares
Promoter <ul style="list-style-type: none"> • Individuals / Hindu Undivided Family • Bodies Corporate • Trusts 	Pre merger 10.80 25.98 -	Pre merger _____ 100 -
Non Promoter <ul style="list-style-type: none"> • Foreign Shareholding • Institutions • Bodies Corporate • Public (Individuals) • Others (NRI/CW/Trust / HUF) 	49.23 0.98 6.44 6.23 0.34	100 -
Total	100%	100.00%

12. DEN has obtained the approval to the Scheme, in terms of Regulation 37 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 from National Stock Exchange of India Limited vide their letter dated 29th November, 2016 bearing Ref No. NSE/LIST/95405 and from BSE Limited vide their letter dated 28th November, 2016 vide Ref No DCS/ANAL/KS/IP/623/2016-17. As per the said observation letter, one of the director of DEN i.e. P. T. Gangadharan being nominee Director in Digi Port Limited and Konaseema Gas Power Limited have been declared willful defaulters by RBI and the same has been provided under the scheme under the hearing "Action taken by SEBI/RBI". However, the said director has resigned from the Board of Directors of DEN w.e.f. 13th December, 2016.

13. The total amount due to Unsecured Creditors of DEN as on December 15, 2016 is 445,209 Cr. Further, there are nil Unsecured Creditor of SKYNET.

14. The Directors of Transferor Company / Applicant Company No. 1 and Resulting Company / Applicant Company No. 2 may be deemed to be concerned and/ or interested in the Scheme to the extent of their Shareholding in the Companies, or to the extent the said Directors are common Directors in the Companies, or to the extent the said Directors are the partners, directors, members of the Companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold Shares in any of the Companies. Further, the proposed scheme doesn't have any effect on key managerial personnel, promoters, non- promoter members, depositors, creditors, debenture holders, deposit trustee and debenture trustee and the employees of the Transferor company and the Resulting Company.

15. List of Promoters of the Applicant Companies are as follows:-

DEN		SKYNET	
Name	Address	Name	Address
Sameer Manchadna	A-89, Nizamuddin East, New Delhi-110013	DEN Networks Ltd.	236, Okhla Industrial Estate, Phase-III, New Delhi-110020
Lucid Systems Pvt. Ltd.	236, Okhla Industrial Estate, Phase-III, New Delhi-110020		

16. Directors of the Applicant Companies is as follows:

DEN		SKYNET	
NAME	ADDRESS	NAME	ADDRESS
Mr. Sameer Manchanda	A-89, Nizamuddin East, New Delhi-110013	Mr. Kunal Verma	185 POCKET J, SARITA VIHAR S.O. SOUTH DELHI 110076
Mr. Ajaya Chand	P - 10, Green Park Extension, New Delhi-110016	Mr. Amit Singh	1588 M, BEHIND SBI MEHRAULI ROAD, SECTOR -15, PART- GURGAON 122001 HR
Ms. Archana N Hingorani	10, Jeevan Dhara, Dr. Ambedkar Road, Near LIC Building, Bandra(W), Mumbai - 400050	Mr. Surindra Kumar	B 5/3 Shiv Park Khanpur 110062 DL
Mr. Atul Sharma	D-118, Sector -36, Uttar Pradesh, Noida-201301		
Mr. Robindra Sharma	EG - 3/17, Garden Estate, Gurgaon, Haryana- 122002		
Mr. Ankur Sahu	H-6, Nishat Colony Bhopal, Madhya Pradesh		

17. The details of Shareholding of Directors in the Applicant Companies is as follows:

Name of the Directors	DEN	SKYNET
Sameer Manchanda	4,66,54,550	--
Ajaya Chand	64,420	-

18. The rights and interests of the Members and Creditors of DEN and SKYNET will not be prejudicially affected by the Scheme as no sacrifice or waiver at all called from them, nor is their rights sought to be modified in any manner.
19. This statement may also be treated as an Explanatory Statement under Section 102 and 110 of the Companies Act, 2013.
20. On the Scheme being approved by the requisite majority of the Shareholders and Creditors (secured and unsecured), the Resulting Company / Applicant Company No. 1 shall file a petition with the Hon'ble Tribunal at Delhi for sanction of the Scheme under Sections 230-234 and other applicable provisions of the Act.
21. The following documents are available for inspection by the Equity Shareholders of DEN Networks Limited at the Registered Office of the Company upto one day prior to the date of the Meeting between 10:00 A.M to 5:30 PM on all working days (except Saturdays, Sundays and public holidays)
- Copy of the Order dated 23rd January, 2017 duly amended by Order dated 25th January, 2017 of Principal Bench of the National Company Law Tribunal, New Delhi passed in Company Application (M) No. CA(CAA)-02(PB)/2017 directing the convening of the Meeting of the Equity Shareholders of DEN Networks Limited.
 - Scheme of Arrangement.
 - Memorandum and Articles of Association of DEN and SKYNET.
 - Latest Annual Report of DEN and SKYNET for the financial year ending March 31, 2016.
 - Valuation Report dated 30th August, 2016 issued by BL Sachdeva & Associates, Chartered Accountants
 - Fairness Opinion dated 5th September, 2016 received from D & A Financial Services (P) Limited, Merchant Banker.
 - Copy of Observation Letter dated 28th November, 2016 from BSE and 29th November, 2016 from NSE conveying no objection for filing the Scheme with the Delhi High Court/ Tribunal.
 - Copy of Complaints Report submitted by the Company to BSE and NSE and also uploaded on the Company Website.
 - Certificate from the Statutory auditor pertaining to the compliance of the accounting treatment.
22. A copy of the Scheme and this statement may also be obtained up to one day prior to the date of the meetings at the Registered Office of the Applicant Companies between 10:00 A.M to 5:30 PM on all working days (except Saturdays, Sundays and public holidays).

By order of the National Company Law Tribunal

**Sd/
Jatin Mahajan
Company Secretary**

Registered Office: 236, Okhla Industrial Area, Phase-III, New Delhi - 110020

Dated: February 02, 2017

**BY ORDER OF THE NATIONAL COMPANY LAW TRIBUNAL,
PRINCIPAL BENCH, NEW DELHI**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 234 read with other applicable provisions, if any, of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement between Den Networks Limited and Skynet Cable Network Private Limited

DEN Networks Limited, a Company incorporated under the Companies Act, 1956
Registered Office: 236, Okhla Industrial Estate, Phase-III, New Delhi-110020
CIN: L92490DL2007PLC165673

Transferor Company / Applicant Company No. 1

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Equity Shareholder

Address of the Equity Shareholder

(for physical holding)

Registered Folio No.

(for dematerialized holding)

DP ID No.

Client ID No.

No. of Share(s) held

I/We the undersigned, as Equity Shareholder(s) of DEN Networks Limited, the Transferor Company / Applicant Company No. 1, hereby appoint

1) Name		Email ID	
Address		Signature	
2) Name		Email ID	
Address		Signature	
3) Name		Email ID	
Address		Signature	

as my / our proxy, to attend and vote (on a poll) for me / us and on my/our behalf at the meeting of the Equity Shareholders to be held on Saturday, 11th March, 2017 at 10:00 a.m. at PHD Chambers of Commerce, No. 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016, for the purpose of considering and, if thought fit, approving, with or without modification(s), the Scheme of Arrangement between Den Networks Limited and Skynet Cable Network Private Limited; and at such Meeting, and any adjournment/ adjournments thereof, to vote, for us and in our name(s) _____ (here if 'for' insert 'for', if 'against' insert 'against' and in the latter case strike out the words "either with or without modifications" after the word "Arrangement") the said arrangement embodied in the Scheme of Arrangement either with or without modifications as my/our proxy may approve. (strikeout what is not necessary)

Dated this ____ day of ____ 2017

Affix Re. 1
Revenue
Stamp

Signature of the Shareholder

Signature across the Stamp

NOTES:

- 1 Please affix revenue stamp before putting signature.
- 2 The Proxy need not be a Member of the Transferor Company / Applicant Company No. 1
- 3 All alterations made in the Form of Proxy should be initialed.
- 4 The Proxy Form must be deposited at the Registered Office of the Transferor Company / Applicant Company No. 1 at 236, Okhla Industrial Estate, Phase-III, New Delhi-110020 at least 48 hours before the commencement of the Meeting.
- 5 A member entitled to attend and vote at the court convened meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a member holding more than 10% 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 proxy for any other person or member.
- 6 In case of multiple proxies, the proxy later in time shall be accepted.

DEN NETWORKS LIMITED
Registered Office: 236, Okhla Industrial Area, Phase-III, New Delhi - 110020
Tel. No. +91-11-40522200; Fax : +91-11-40522203
CIN: L92490DL2007PLC165673; Website: www.dennetworks.com;
E-mail: den@denonline.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I hereby record my presence at the Meeting of the Equity Shareholders of the Company, convened pursuant to the Order dated 23rd January, 2017, duly amended by Order dated 25th January, 2017 of Principal Bench of the National Company Law Tribunal, New Delhi, at PHD Chambers of Commerce, No. 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on **11th March, 2017 at 10:00 A. M.**

Name of the Equity Shareholder:

Folio No.

DP ID No.*

Client ID No.*

No. of Share(s) held

Signature

Name of the proxy holder/
authorized representative

Signature

*Applicable for Shareholder(s) holding Shares in dematerialised form.

NOTE: Shareholder(s) attending the Meeting in person or by proxy or through authorised representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the Meeting hall.

Registered Office: 236, Okhla Industrial Area, Phase-III, New Delhi - 110020
Tel. No +91-11-40522200; Fax : +91-11 40522203
CIN: L92490DL2007PLC165673; Website: www.dennetworks.com;
E-mail: den@denonline.com

BALLOT FORM FOR EXERCISING VOTING AT MEETING

(Please read the instructions given below before exercising your vote)

Serial No.....

1. Name(s) of Member(s) :
2. Name & Registered address of the Sole/ First named Member/ Beneficial Owner (in block Letters) :
3. Name of the joint Members(s), if any :
4. I. Registered Folio No. :
II. a) DP ID No.* :
b) Client ID No.* :
(* Applicable to investors holding shares in dematerialized form) :
5. Number of shares held :

6. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through e-voting/physical voting at meeting for the business stated in the notice of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (?) mark at the appropriate box below:

Item No.	Description	No. of shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Resolution for Arrangement between Den Networks Limited and Skynet Cable Network Private Limited through a Tribunal approved Scheme of Arrangement.			

Place: _____

Date _____
(Signature of the Member / Beneficial Owner)

Electronic Voting Particulars

EVENT(E-Voting Event Number)	USER ID	PASSWORD/PIN

INSTRUCTIONS

1. The relative explanatory statement pursuant to Section 230 and 102(2) of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the Resolution contained in the Notice is being determined through e-voting/physical voting at meeting.
3. The Court has appointed Vineet Choudhary as the Scrutinizer for the purpose of conducting business through e-voting/physical voting at meeting.
4. The Scrutinizer will submit his report to the Chairperson of the Company upon completion of scrutiny, in a fair and transparent manner, of voting through e-voting platform.
5. The Result of voting will be published in the Newspaper (English and vernacular) within 48 hours of the declaration of the result and will be placed at the website of the Company at www.dennetworks.com for information of Members besides being communicated to all the Stock Exchanges on which the shares/ securities are listed. The results will also be displayed on website of the agency.
6. This form should be completed and signed by the member as per the specimen signatures registered with the Company. In case of joint holdings, this form should be completed and signed (as per the Specimen Signature registered with the Company) by first named Shareholder and in his absence, by the next named joint holder. In case the Form is signed by persons other than individual members, this form should be signed by an authorized signatory whose signature is already registered with the Company/Depository Participant.
7. If any extraneous paper is found in such envelop the same would not be considered by the Scrutinizer and would be destroyed.

ROUTE MAP

