



DEN Networks Limited

Regd. Office: - 236, Okhla Industrial Estate, Phase-III, New Delhi-110020
Tel:- 011-40522200, Fax: - 011-40522200, CIN:- L92490DL2007PLC165673
Email: - investorrelations@denonline.in; Web-site: - www.dennetworks.com

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Den Networks Limited will be held on **Wednesday, 14th Day of November, 2018 at PHD Chamber of Commerce and Industry PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016 at 11.30 A.M** to transact the following special business:-

SPECIAL BUSINESS

1. Increase in Authorised Share Capital

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 read with the rules framed thereunder and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), the authorised share capital of the Company be and is hereby increased from INR. 200,00,00,000 (Rupees Two Hundred Crore only) divided into 20,00,00,000 Equity Shares of INR.10 (Rupees Ten only) each to INR. 500,00,00,000 (Rupees Five Hundred Crore only) divided into 50,00,00,000 equity shares of INR. 10 (Rupees Ten only) each.

RESOLVED FURTHER THAT Clause V of the memorandum of association of the Company be and is hereby altered to be read as:

V. The Authorised Share Capital of the Company is INR. 500,00,00,000 (Rupees Five Hundred Crore only) divided into 50,00,00,000 equity shares of INR. 10 (Rupees Ten only) each.

RESOLVED FURTHER THAT the any of the Directors or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute any such agreements, documents, applications and writings as may be deemed necessary, proper or desirable to give effect to the aforesaid resolutions and to issue such notices and to make such filings as may be required by law to make amendments or modifications to the relevant documentation as may be applicable.”

2. Issue of Equity Shares on Preferential Basis

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 (1) (c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and/or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) (**“SEBI (ICDR) Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (**“SEBI (LODR) Regulations”**)



as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company 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 (including but not limited to approval from the Competition Commission of India) and which may be agreed to, by the board of directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board 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, 28,14,48,000 equity shares of face value INR 10/- each (“Equity Shares”) for cash at a price of INR 72.66/- (including a premium of INR 62.66/- per Equity Share) to Jio Futuristic Digital Holdings Private Limited (“Investor 1”), Jio Digital Distribution Holdings Private Limited (“Investor 2”) and Jio Television Distribution Holdings Private Limited (“Investor 3”) (hereinafter collectively referred to as the “Investors”), for a total consideration of INR 2,045 crore, as specified below:

S. NO	ALLOTTEES	NUMBER OF SHARES	% OF SHAREHOLDING POST ALLOTMENT
1.	Investor 1	13,68,47,150	28.68%
2.	Investor 2	7,12,48,280	14.93%
3.	Investor 3	7,33,52,570	15.37%

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

- A. The Investors shall be required to bring in 100% of the consideration for the Equity Shares to be allotted on or before the date of allotment thereof.
- B. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors.
- C. The Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.
- D. The Equity Shares to be allotted shall be in dematerialized form only and 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.
- E. The Equity Shares so offered, issued and allotted will be listed and traded on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- F. The Equity Shares shall be issued and allotted by the Company to the Investors within a period of 15 (Fifteen) days from the date of passing of the shareholders’ resolution provided that where any approval or permission by any regulatory authority or the Central Government for the allotment of the Equity Shares is pending as on the date of the shareholders’ resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the consent of the Company be and is hereby accorded for the issuance of a private placement letter and application form in respect of the Equity Shares to be subscribed by the Investors, in the form and manner prescribed under the applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder.

RESOLVED FURTHER THAT the price of the aforesaid Equity Shares has been calculated in accordance with the provisions of the SEBI (ICDR) Regulations and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is the date 30 (thirty) days prior to the date of this extraordinary general meeting i.e., November 14, 2018.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account.

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 for the purpose of giving effect to the resolution, any of the Directors or the Company Secretary, be and are hereby severally authorized to engage / appoint depositories, registrars, bankers, and such other consultants and advisors to the issue and to remunerate them by way of brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

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) or 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."

For **Den Networks Limited**

Jatin Mahajan
Company Secretary
FCS-6887

Date: October 17, 2018

Place: New Delhi



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 Contracts 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 October 17, 2018, 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 Participants(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 November 10, 2018 and will end at 05.00 P.M. on November 13, 2018.
- f. The cut-off date (i.e. the record date) for the purpose of e-voting is November 02, 2018.
- 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:-
	• Event no. followed by Folio Number registered with the company
	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 at 09.00 A.M on November 10, 2018 and will end at 05.00 P.M. on November 13, 2018.
- 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/FILs/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.”.

- xiv. 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.
- xv. 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 02nd November, 2018.
- xvi. 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:**ITEM NO. 1**

The board of directors of the Company at its meeting held on October 17, 2018, subject to consent of the members of the Company, approved preferential issue of equity shares. Presently, the authorized share capital is INR 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty Crore Only) Equity Shares of INR10 (Rupees Ten).

In order to issue the equity shares of the Company, it is necessary for the Company to increase its authorised share capital to INR 500,00,00,000 (Rupees Five Hundred Crore only) divided into 50,00,00,000 Equity Shares of INR 10 each and consequently alter the existing Clause V of the memorandum of association of the Company and substituted the same with the following:

V. "The Authorised Share Capital of the Company is INR 500,00,00,000 (Rupees Five Hundred Crore only) divided into 50,00,00,000 (fifty crore only) Equity Shares of INR 10 each."

None of the directors, key managerial personnel of the Company or any of their relative, is in anyway, concerned or interested, financially or otherwise, in the above resolution, except to the extent of their respective shareholding in the Company.

ITEM NO. 2

The board of directors of the Company ("**Board**") in their meeting held on October 17, 2018 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding INR 2,045 crore by way of issue of 28,14,48,000 Equity shares having face value of INR 10 each to mobilize funds for funding current/ future expansion plans, potential acquisitions, working capital and general corporate purposes.

In terms of the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder, as amended (the "Act") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 / Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (as applicable) ("**SEBI (ICDR) Regulations**"), preferential allotment can be made only with the approval of the members of the Company by way of special resolution.

Subject to approval of the shareholders of the Company, the Board vide its board resolution dated October 17, 2018 has authorized the issuance and allotment of 28,14,48,000 Equity Shares at a price of INR 72.66 per Equity Share, to the Investors by way of a preferential allotment for a total consideration of INR 2,045 crore. Pursuant to the same, the Company, the Investors, members of the existing promoter and promoter group of the Target Company namely; Mr. Sameer Manchanda, Lucid Systems Private



Limited and Verve Engineering Private Limited have entered into a share subscription agreement dated October 17, 2018 ("SSA") in relation to the proposed preferential allotment to the Investors. Simultaneously with the execution of the SSA, the Company, Investors and members of the existing promoter and promoter group of the Target Company namely; Mr. Sameer Manchanda, Lucid Systems Private Limited and Verve Engineering Private Limited have entered into a shareholders' agreement dated October 17, 2018 ("SHA").

Further, the Investor 1, members of the existing promoter and promoter group of the Target Company namely; Mr. Sameer Manchanda, Lucid Systems Private Limited and Verve Engineering Private Limited have entered into a share purchase agreement dated October 17, 2018 ("SPA"), wherein Investor 1 has agreed to acquire an aggregate of 3,35,85,000 equity shares of the Company from Mr. Sameer Manchanda, Lucid Systems Private Limited and Verve Engineering Private Limited.

(the transactions pursuant to the SSA, SHA and SPA are collectively referred to as the "**Underlying Transactions**").

The information as required under the SEBI (ICDR) Regulations and the Act for preferential issue is as under:

- a) **Object of the issue:** To mobilize funds for funding current/ future expansion plans, potential acquisitions, working capital and general corporate purposes.
- b) **Total Number of shares to be offered:** The resolution set out in the accompanying Notice entitles the Board to issue equity shares not exceeding 28,14,48,000 as may be deemed appropriate in the best interest of the Company.
- c) **The price at which the allotment is proposed:** The allotment is proposed to be made at price of INR 72.66, which is determined in accordance with the SEBI (ICDR) Regulations.
- d) **Basis on which the price has been arrived:** The price has been arrived at in accordance with the relevant provisions of the SEBI (ICDR) Regulations.

The Equity Shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price per equity share, trading at the National Stock Exchange of India Limited (the stock exchange which has the highest trading volume in respect of the equity shares of the Company) during the preceding twenty- six weeks prior to the relevant date has been considered.

In terms of the SEBI (ICDR) Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- i. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty-six weeks preceding the Relevant Date, or
- ii. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price of INR 72.66 per equity share is higher than the price of INR 60.64, which has been calculated in accordance with the above provisions.

Since the equity shares of the Company have been listed on the recognized stock exchanges for

a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

e) Relevant Date with reference to which the price has been arrived at: October 15, 2018, which is 30 days prior to the date of passing of special resolution by the members of the Company for approving the preferential issue on private placement basis.

f) The name of proposed allottees & percentage of shareholding post allotment:

S. No.	Name of the proposed allottees	% of shareholding post allotment
1.	Jio Futuristic Digital Holdings Private Limited	28.68%
2.	Jio Digital Distribution Holdings Private Limited	14.93%
3.	Jio Television Distribution Holdings Private Limited	15.37%

g) The change in control: Upon completion of the Underlying Transactions, the Investors will be in sole control of the Company.

h) Lock-in: The securities issued under the above preferential issue shall be subject to a lock-in period in accordance with the applicable provisions of the SEBI (ICDR) Regulations.

i) Auditors’ Certificate: The certificate from Statutory Auditors of the Company that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be placed before the shareholders of the Company at the Extraordinary General Meeting of the Company and shall be available for inspection at the registered office of the Company during the business hours except public holidays.

j) Relevant Date: The Relevant date for the purpose of determining the price of shares in accordance with pricing method given in the SEBI (ICDR) Regulations is 30 days prior to date of the extraordinary general meeting and in case where relevant date falls on Weekend/ Holiday, the day preceding the Weekend/ Holiday is reckoned as Relevant Date. Accordingly, the Relevant Date is October 15, 2018.

k) Undertakings:

- i. It is hereby confirmed that neither the Company nor its directors and to the Company’s knowledge any of its promoters is a wilful defaulter.
- ii. Since the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share and therefore the Company is not required to submit the undertaking specified under the SEBI (ICDR) Regulations.

l) Particulars of Subscribers & Intention of Promoters/ directors/ Key Managerial Persons to Subscribe the Offer: None of the promoters, directors or key managerial personnel of the Company are subscribing to the Preferential Allotment. However, upon completion of the proposed preferential issue, the investors shall be classified as “Promoters” and will be in sole control of the Company.

m) Identity of the proposed allottees: The allotment of the equity shares of the Company will be made to the following persons:-

**DEN NETWORKS LIMITED**

S. No.	Com-panies – List of Allottees	No. of Shares to be allotted	If Allottee is not a Natural Person, Identity of the Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued, if applicable.	Pre- Issue		Post - Issue	
				No. of Shares	%	No. of Shares	%
1.	Jio Futuristic Digital Holdings Private Limited	13,68,47,150	Digital Media Distribution Trust (represented by its trustees Reliance Media Transmission Private Limited, Shri Madhusudana Siva Prasad Panda and Shri Atul S. Dayal) controls the allottee. Reliance Content Distribution Limited, a wholly owned subsidiary (through Reliance Industrial Investments and Holdings Limited) of Reliance Industries Limited (a listed company) is the sole beneficiary of Digital Media Distribution Trust.	Nil	Nil	13,68,47,150	28.68%
2.	Jio Digital Distribution Holdings Private Limited	7,12,48,280	Digital Media Distribution Trust (represented by its trustees Reliance Media Transmission Private Limited, Shri Madhusudana Siva Prasad Panda and Shri Atul S. Dayal) controls the allottee. Reliance Content Distribution Limited, a wholly owned subsidiary (through Reliance Industrial Investments and Holdings Limited) of Reliance Industries Limited (a listed company) is the sole beneficiary of Digital Media Distribution Trust.	Nil	Nil	7,12,48,280	14.93%

3.	Jio Television Distribution Private Limited	7,33,52,570	Digital Media Distribution Trust (represented by its trustees Reliance Media Transmission Private Limited, Shri Madhusudana Siva Prasad Panda and Shri Atul S. Dayal) controls the allottee. Reliance Content Distribution Limited, a wholly owned subsidiary (through Reliance Industrial Investments and Holdings Limited) of Reliance Industries Limited (a listed company) is the sole beneficiary of Digital Media Distribution Trust.	Nil	Nil	7,33,52,570	15.37%
	Total	28,14,48,000				28,14,48,000	58.98%

n) The number of persons to whom allotment on preferential basis have already been made during the financial year 2017-18: Nil

o) The proposed time of completion of allotment: As required under the SEBI (ICDR) Regulations, equity shares of the Company shall be issued and allotted by the Company to the Investors within a period of 15 (Fifteen) days from the date of passing of this shareholders' resolution provided that where any approval or permission by any regulatory authority or the Central Government for the allotment of the Equity Shares is pending as on the date of the shareholders' resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be. The preferential allotment requires the approval of the Competition Commission of India.

The members are, therefore, requested to accord their approval authorizing the Board for the proposed preferential issue by way of private placement as set out in the resolution.

Other than as disclosed herein with respect to the SSA, SHA and the SPA, none of the directors, key managerial personnel or any of their relative, is in anyway, concerned or interested, financially or otherwise, in the above resolution, except to the extent of their respective shareholding in the Company.

p) Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

A	Promoters' Holding	Pre-Issue		Post-Issue	
1	Indian				
a	Existing Promoters				
	Individual	5,08,07,950	25.95	3,77,75,420	7.92
	Bodies Corporate	2,05,52,470	10.50		
b	New Promoters				
	Investor 1*	-	0.00	17,04,32,150	35.71

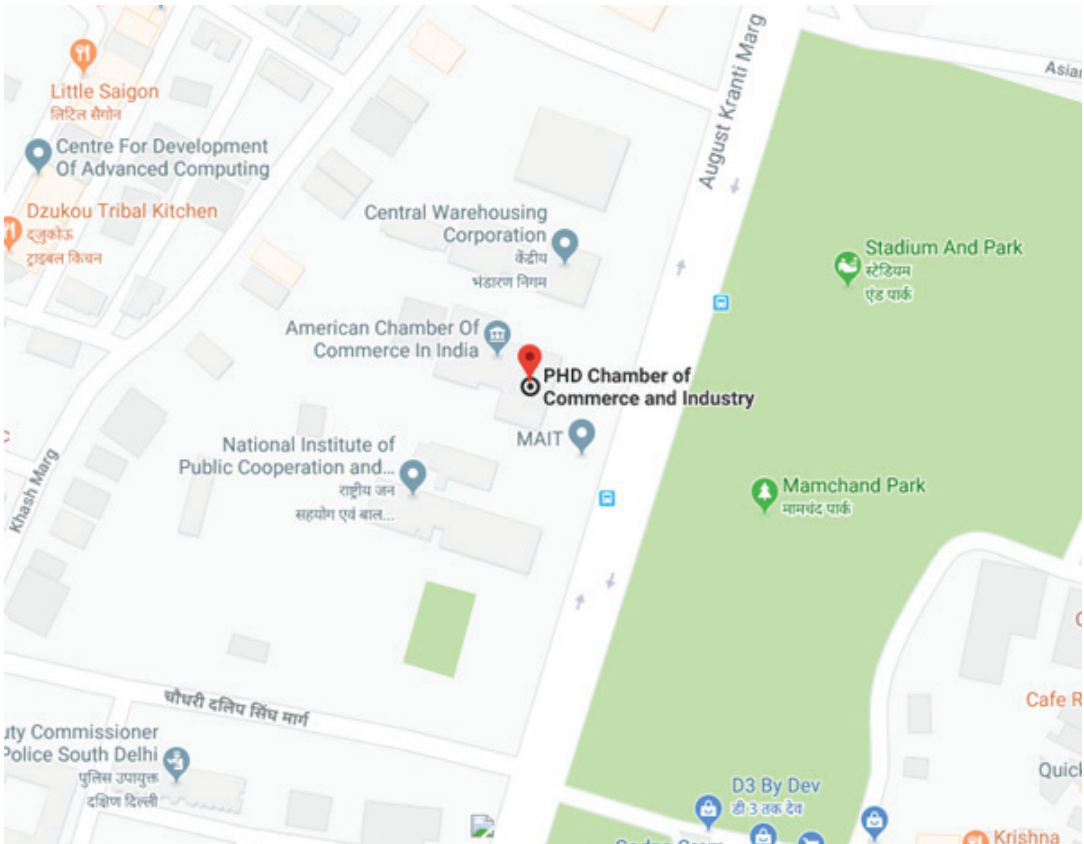
**DEN NETWORKS LIMITED**

	Investor 2	-	0.00	7,12,48,280	14.93
	Investor 3	-	0.00	7,33,52,570	15.37
	Investors' affiliates**	-	0.00	26,46,968	0.55
2	Foreign Shareholding	-	0.00	-	0.00
	Total	7,13,60,420	36.45	35,54,55,388	74.48
B	Non Promoters' Holding				
1	Institutions				
	Mutual Funds	27,11,308	1.38	27,11,308	0.57
	Foreign Portfolio Investors	3,14,50,014	16.06	3,14,50,014	6.59
	Financial Institutional/ Banks	19,50,906	1.00	19,50,906	0.41
	Sub-Total - B(1)	3,61,12,228	18.45	3,61,12,228	7.57
2	Non-Institutions				
	Bodies Corporate	1,33,52,797	6.82	1,07,05,829	2.24
	Directors and Relatives	64,420	0.03	64,420	0.01
	Clearing members	1,81,014	0.09	1,81,014	0.04
	Foreign Corporate Bodies	5,36,47,986	27.40	5,36,47,986	11.24
	HUF	3,36,111	0.17	3,36,111	0.07
	Non Resident Indians	3,35,020	0.17	3,35,020	0.07
	NBFCs	8,880	0.00	8,880	0.00
	Trust- Non Promoter Non Public	4,57,931	0.23	4,57,931	0.10
	Other Trust	100	0.00	100	0.00
	Alternative Investment Funds	43,00,000	2.20	43,00,000	0.90
	Public	1,56,18,938	7.98	1,56,18,938	3.27
	Sub-Total - B(2)	8,83,03,197	45.10	8,56,56,229	17.95
	Total B(1) + B(2)	12,44,15,425	63.55	12,17,68,457	25.52
3	Grand Total- A + B	19,57,75,845	100	47,72,23,845	100.00

Note- * including purchase of equity shares under SPA . ** Earlier part of Bodies Corporate under Non Promoter Holding.

For Den Networks Limited**Jatin Mahajan**Company Secretary
FCS-6887**Date:** October 17, 2018**Place:** New Delhi

Route map to the venue of the EGM



or failing him/ her as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016 on November 14, 2018, at 11:30 A.M. IST and at any adjournment thereof in respect of such resolutions are indicated below:

Resolution no.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
	Special Business			
1	Increase in Authorised Share Capital.			
2	Issue of Equity Shares on Preferential Basis			

Signed this day of2018.

.....
Signature of the member(s)

.....
Signature of the proxy holder(s)

Affix revenue stamp

Notes:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.