



The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalai Street, Fort,
Mumbai-400001



05th September, 2016
DEN shopdeal
tv-shop



The Manager
National Stock Exchange of India Ltd.
Exchange Plaza, C/1, Block G
Badra-Kurla Complex, BAndra (East)
Mumbai- 400051

Sub:- Conclusion of the Board Meeting

Dear Sir,

This is to inform you that the Board of Directors of the Company in their meeting held on September 05, 2016 have inter-alia considered and approved:-

1. That Ninth Annual General Meeting ("AGM") of the Company will be held on Thursday, 29th day of September 2016 at Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, ND-1;
2. The Register of Members and Share Transfer Books of the company will be closed from September 22, 2016 to September 26, 2016 (both days inclusive) for the purpose of AGM. The cut-off date for the purpose of e-voting is September 22, 2016;
3. A Scheme of Arrangement between DEN Networks Limited ("the Company") and the Skynet Cable Network Private Limited ("Skynet") (a wholly owned subsidiary of the Company), for demerger of Broadband/Internet Service Provider ("ISP") Business Undertaking into Skynet subject to receipt of requisite approvals from the shareholders, creditors, High Court(s), Stock Exchanges, Securities and Exchange Board of India and other applicable regulatory/governmental authorities and
4. A Composite Scheme of Arrangement between direct/ indirect subsidiaries of the Company with another Wholly Owned Subsidiary Company of the Company subject to receipt of requisite approvals.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 09th September, 2015 are given in **Annexure A** to this letter.

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
Membership No.- F-6887



DEN Networks Limited

CIN: L92490DL2007PLC165673

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

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Disclosures of events and information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/1/2015 dated September 9, 2015.

a. Brief Details of the division(s) to be demerged:

Scheme of Arrangement between DEN Networks Limited ("the Company") and Skynet Cable Network Private Limited (a wholly owned subsidiary of the Company) for demerger of Broadband Undertaking (ISP Business) pursuant to the Scheme of Arrangement under Section 391-394 of the Companies Act, 1956.

b. Turnover of the Demerged Division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year:

Particulars	Turnover (for the F.Y 15-16)	% to the total turnover of DEN
Broadband Undertaking	406.3 million	3.53%

c. Rationale for Demerger:

The Purpose and rational as defined under Part-B(Purpose and Rational) of the Scheme is as follows:

- ❖ to enable a focused attention on the ISP Business
- ❖ to achieve structural and operational efficiency
- ❖ enhanced 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

d. Brief Details of change in Shareholding Pattern(if any) of all entities:

There is no change of the shareholding pattern of the Company and Skynet pursuant to the Scheme of Arrangement.

e. In case of cash consideration –amount or otherwise share exchange ratio:

This will be cash consideration based on net value of the assets and liabilities of demerged undertaking.

f. Whether listing would be sought for the resulting entity.
No.

