

Date: February 6, 2019

The Secretary

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400001
E-mail: 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
E-mail: jatin.mahajan@denonline.in

Dear Sirs,

Subject: Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations")

Please note that:

- (i) Jio Futuristic Digital Holdings Private Limited, Jio Digital Distribution Holdings Private Limited and Jio Television Distribution Holdings Private Limited have been allotted an aggregate of 28,14,48,000 equity shares of Den Networks Limited on February 4, 2019; and
- (ii) Jio Futuristic Digital Holdings Private Limited has acquired by way of off-market purchase 3,35,85,000 equity shares of Den Networks Limited from Shri Sameer Manchanda and Verve Engineering Private Limited on February 4, 2019.

In view of the above, please find attached the requisite disclosure under Regulation 29(1) 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**



K.R. Raja
Director
Name: K. R. Raja
DIN: 00006673



G.K. Fulwadaya
Director
Name: Geeta Fulwadaya
DIN: 03341926

G.K. Fulwadaya
Director
Name: Geeta Fulwadaya
DIN: 03341926



Date: February 6, 2019
Place: Mumbai

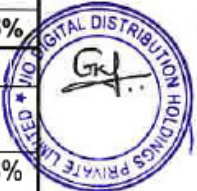
Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations")

Part A – Details of the Acquisition

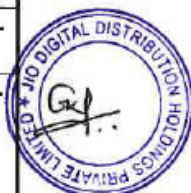
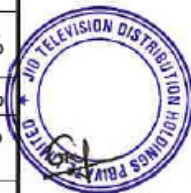
<p>Name of the Target Company (TC)</p>	<p>Den Networks Limited</p>
<p>Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirer</p>	<p><u>Acquirers:</u></p> <ul style="list-style-type: none"> a. Jio Futuristic Digital Holdings Private Limited ("Acquirer 1") b. Jio Digital Distribution Holdings Private Limited ("Acquirer 2") c. Jio Television Distribution Holdings Private Limited ("Acquirer 3") <p>Acquirer 1, Acquirer 2 and Acquirer 3 are hereinafter collectively referred to as "Acquirers".</p> <p><u>PACs:</u></p> <ul style="list-style-type: none"> a. Reliance Industries Limited ("PAC 1") b. Digital Media Distribution Trust ("PAC 2") c. Reliance Content Distribution Limited ("PAC 3") d. Reliance Industrial Investments and Holdings Limited ("PAC 4") <p>PAC 1, PAC 2, PAC 3 and PAC 4 are hereinafter collectively referred to as "PACs".</p>
<p>Whether the acquirer belongs to Promoter/Promoter group</p>	<p>Prior to the acquisitions for which the present disclosure is being filed, the Acquirers and PACs did not belong to the 'promoter and promoter group' of the TC.</p> <p>The Acquirers have acquired sole control of the TC and the Acquirers together with the PACs have become part of the 'promoter and promoter group' of the TC pursuant to the: (i) preferential allotment of 28,14,48,000 equity shares of the TC representing 58.98% of its post-preferential issue paid-up equity share capital of the TC; and (ii) purchase of 3,35,85,000 equity shares of the TC representing 7.04% of its post-preferential issue paid-up equity share capital.</p> <p>Further, prior to the acquisitions for which the present disclosure is being filed, 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, RVL, RSIL and NW 18 have also become part of the 'promoter and promoter group' of the TC.</p>
<p>Name(s) of the Stock Exchange(s) where the shares of TC are Listed</p>	<p>BSE Limited National Stock Exchange of India Limited</p>



Details of the acquisition 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, PACs and RVL, RSIL and NW 18 of:			
a) Shares carrying voting rights			
(i) Jio Futuristic Digital Holdings Private Limited ("Acquirer 1")	0	0.00%	0.00%
(ii) Jio Digital Distribution Holdings Private Limited ("Acquirer 2")	0	0.00%	0.00%
(iii) Jio Television Distribution Holdings Private Limited ("Acquirer 3")	0	0.00%	0.00%
(iv) Reliance Industries Limited ("PAC 1")	0	0.00%	0.00%
(v) Digital Media Distribution Trust ("PAC 2")	0	0.00%	0.00%
(vi) Reliance Content Distribution Limited ("PAC 3")	0	0.00%	0.00%
(vii) Reliance Industrial Investments and Holdings Limited ("PAC 4")	0	0.00%	0.00%
(viii) Reliance Ventures Limited ("RVL") – (the pre-acquisition holding was not held as a part of 'promoter and promoter group' as explained in this form)	4,61,520	0.10%	0.10%
(ix) Reliance Strategic Investments Limited ("RSIL") – (the pre-acquisition holding was not held as a part of 'promoter and promoter group' as explained in this form)	14,87,160	0.31%	0.31%
(x) Network18 Media and Investments Limited ("NW 18") – (the pre-acquisition holding was not held as a part of 'promoter and promoter group' as explained in this form)	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)	26,46,968	0.55%	0.55%
Details of acquisition			
a) Shares carrying voting rights acquired.			
(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 Industries Limited ("PAC	0	0.00%	0.00%



1")			
(v) Digital Media Distribution Trust ("PAC 2")	0	0.00%	0.00%
(vi) Reliance Content Distribution Limited ("PAC 3")	0	0.00%	0.00%
(vii) Reliance Industrial Investments and Holdings Limited ("PAC 4")	0	0.00%	0.00%
(viii) Reliance Ventures Limited ("RVL")	0	0.00%	0.00%
(ix) Reliance Strategic Investments Limited ("RSIL")	0	0.00%	0.00%
(x) Network18 Media and Investments Limited ("NW 18")	0	0.00%	0.00%
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 in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/- d)	31,50,33,000	66.01%	65.95%
After the acquisition, holding of acquirer along with PACs and RVL, RSIL and NW18 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 Industries Limited ("PAC 1")	0	0.00%	0.00%
(v) Digital Media Distribution Trust ("PAC 2")	0	0.00%	0.00%
(vi) Reliance Content Distribution Limited ("PAC 3")	0	0.00%	0.00%
(vii) Reliance Industrial Investments and Holdings Limited ("PAC 4")	0	0.00%	0.00%
(viii) Reliance Ventures Limited ("RVL")	4,61,520	0.10%	0.10%
(ix) Reliance Strategic Investments Limited ("RSIL")	14,87,160	0.31%	0.31%
(x) Network18 Media and Investments Limited ("NW 18")	6,98,288	0.15%	0.15%
b) VRs 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) after acquisition.	-	-	-



d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	31,76,79,968	66.57%	66.50%
Mode of acquisition (e.g. open market/ public issue/ rights issue/ preferential allotment / inter-se transfer/ encumbrance, etc.)	a. Preferential allotment of 28,14,48,000 equity shares to the Acquirers; and b. Off-market purchase of 3,35,85,000 equity shares by Acquirer 1 from Mr. Sameer Manchanda and Verve Engineering Private Limited pursuant to a share purchase agreement dated October 17, 2018 executed among Acquirer 1 and Mr. Sameer Manchanda, Lucid Systems Private Limited and Verve Engineering Private Limited		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	The equity shares acquired as above rank <i>pari passu</i> with the existing equity shares of the TC.		
Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	February 4, 2019		
Equity share capital /total voting capital of the TC before the said acquisition	INR 195,77,58,450 (19,57,75,845 equity shares of INR 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 INR 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 INR 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



Director
Name: K. R. Raja
DIN: 00006673

For JIO DIGITAL DISTRIBUTION HOLDINGS PRIVATE LIMITED



Director
Name: Geeta Fulwadaya
DIN: 03341926

For JIO TELEVISION DISTRIBUTION HOLDINGS PRIVATE LIMITED



Director
Name: Geeta Fulwadaya
DIN: 03341926

Date: February 6, 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.