



20th September, 2017

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| The Corporate Relationship Department The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex Bandra (E), Mumbai-400 051 NSE Trading Symbol- DEN | The Corporate Relationship Department BSE Limited 15 th Floor, Phiroze Jee Jeebhoy Towers Dalal Street, Mumabi-400 001 Scrip Code-533137 |
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Sub: - Approval of scheme of arrangement viz., Demerger of Broadband undertaking of DEN Networks Limited into Wholly Owned Subsidiary Company

Dear Sir/ Madam,

This is to inform you that a scheme of arrangement for Demerger of Broadband undertaking/ Internet Service Provider Business of DEN Networks Limited (“DEN”) with Skynet Cable Network Pvt. Ltd. (“SKYNET”) (A Wholly Owned Subsidiary Company of DEN) has been approved by the honourable National Company Law Tribunal.

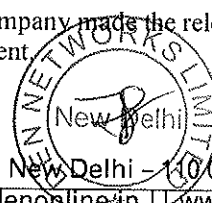
We hereby attach the following documents as required under SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015;

| | | |
|----|--|--|
| 1. | Copy of Scheme as approved by the NCLT | The scheme of arrangement as approved by NCLT is attached herewith as ‘Annexure-A’ |
| 2. | Results of voting by shareholders for approving the Scheme | The scheme of arrangement was unanimously approved at the court convened meeting of Shareholders /Secured Creditors and Unsecured Creditors of DEN and Shareholders Meeting of SKYNET on 11th March, 2017. The voting results was intimated to the Stock Exchanges on March 24, 2017. The copy of results is again enclosed as ‘Annexure- B’. |
| 3. | Statement explaining changes, if any, and reasons for such changes carried out in the approved scheme vis-à-vis the draft scheme | <p>It was referred in letter of BSE and NSE dated November 28, 2016 and November 29, 2016, that SEBI has given the following comments on the draft scheme of arrangement:-</p> <ul style="list-style-type: none"> - Company shall ensure that information submitted by company, DEN Networks Limited vide letter dated November 11, 2016 pertaining to Mr. Krishna Kumar P.T.Gangadharan being nominee director in Digi Port Limited and Konaseema Gas Power Limited which have been declared wilful defaulters by RBI is disclosed in the scheme under the heading “action taken by SEBI/RBI” and the same is brought to the notice of the shareholders and Hon’ble High Court. - Company shall duly comply with provisions of the circulars <p>Accordingly, the Company made the relevant changes in the scheme of arrangement</p> |

DEN Networks Limited

CIN: L92490DL2007PLC165673

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





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| 4. | Status of compliance with the observation letter/ no observation letter issued by the designated exchange | The company has complied with the Observation Letter(s) of the BSE and NSE (as mentioned in point 3 above). The status of compliance as per SEBI Circular dated 30 th November, 2015 is attached as 'Annexure-C'. |
| 5. | Complaints report | The compliant report is attached as 'Annexure-D' |

You are requested to take note of the same into your records.

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.

Landline: +91 11 40522200 || Facsimile: +91 11 40522203 || E-Mail : den@denonline.in || www.dennetworks.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

PRINCIPAL BENCH

NEW DELHI

COMPANY PETITION NO.(CAA) 71/PB/2017

CONNECTED WITH

COMPANY APPLICATION NO. A /2/PB/2017



Judgement dated:

Coram:

CHIEF JUSTICE (Rtd.) M.M.KUMAR
Hon'ble President

MS. DEEPA KRISHAN
Hon'ble Member (T)

In the matter of:

Sections 230 and 232 and other applicable sections and provisions of the
Companies Act, 2013 read Companies (Compromises, Arrangements, and
Amalgamations) Rules, 2016

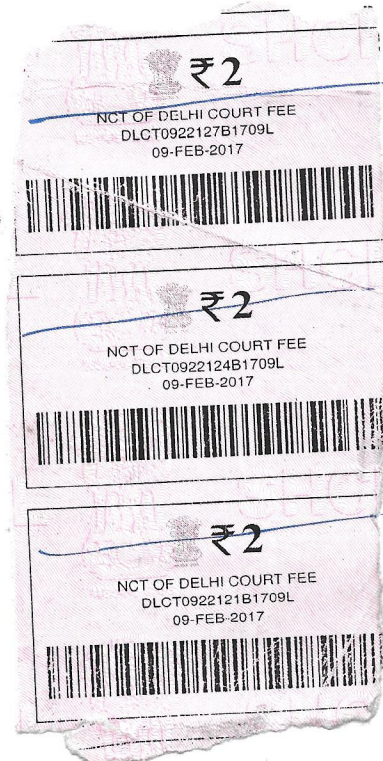
AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

BETWEEN

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DEN NETWORKS LIMITED



DEN NETWORKS LIMITED
..... TRANSFEROR COMPANY/ APPLICANT COMPANY NO.1
AND

SKYNET CABLE NETWORK PRIVATE LIMITED
.....RESULTING COMPANY/APPLICANTS COMPANY NO.2

AND

Their respective Shareholders and Creditors

ADVOCATE FOR THE PETITIONERS: Mr. Deepak Diwan , Advocate, Mr.
Vinod Kumar, Ms. Himanshi Taneja & Ms. Neerja Sharma, (Advocates)

JUDGMENT/ORDER

DEEPA KRISHAN, MEMBER (TECHNICAL)

1. This Petition filed by Petitioner Companies is coming up finally before us on 02.08.2017 for the purpose of approval of a Scheme of Arrangement by way of demerger of demerged undertaking of the Transferor/ Demerged Company into the Resulting/ Transferee Company.
2. A perusal of the petition discloses that initially the application seeking the directions for convening/ dispensing



with the meetings of Equity Shareholders, Secured and Unsecured Creditors of the Transferor as well as transferee Company were filed before the Hon'ble National Company Law Tribunal, Principal Bench in (CAA) 2/PB/2017. The Hon'ble National Company Law Tribunal, Principal Bench vide its order dated 23.01.2017 duly amended on 25.01.2017 ,directed the transferor company to convene the meeting of Equity shareholders, Secured Creditors as well as the Unsecured Creditors. In relation to the transferee company the Tribunal, vide its order dated 23.01.2017 directed to convene the meeting of equity shareholders whereas in relation to the secured creditor of the Transferee/ Resulting/ Applicant Company No. 2 the necessity of convening the meetings did not arise as there were none in the Transferee/ Resulting company. In relation to unsecured creditors the meetings were dispensed with as the consent affidavit had been placed on record.

3. Under these circumstances, the petitioner had filed a petition for sanctioning of the Scheme of Arrangement before the Tribunal under the provisions of the erstwhile Companies



Act, 1956 subsequent to the order of the tribunal dated 23.01.2017.

4. Tribunal issued Notice in the Second Motion petition being C.P. No. CAA 71 PB 2017 on 05.05.2017 moved by the petitioners under Sections 391 to 394 of the Companies Act, 1956 read with relevant Rules of the Companies (Court) Rules, 1959 in connection with the Scheme of Arrangement to the Regional Director Northern Region, Ministry of Corporate Affairs, Registrar of Companies, Income Tax Department, BSE Limited, National Stock Exchange of India Limited, SEBI and Department of telecommunication. The present Company Petition was in connection with a Scheme of Arrangement by way of demerger, there was no action required to be taken on behalf of the Official Liquidator. The Petitioner Companies were also directed vide said order to carry out publication in "Indian Express (English, Daily)" and "Jansatta(Hindi, Delhi Edition)". Separate affidavits dated 26.07.2017 have been filed by all the Petitioner Companies confirming that notices were duly published in "Indian Express (English, Daily)" and in the Hindi Daily 'Jansatta' on 14.07.2017.

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4
DEN NETWORKS LIMITED



5. Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, after receiving the report from the Registrar of Companies has filed his report on 25.07.2017. It is stated in the report that the Petitioner Companies have not violated laws such as Companies Act, 1956 /2013, FEMA, SEBI Act, RBI Act, etc.

6. A Perusal of the representation made by the Regional Director as also emphasized at the time of oral hearing by the representative of the Regional Director, following observations come to the fore:

- The Tribunal may direct the Petitioner Companies to pay the stamp duty for vesting of assets and liabilities of the transferor company with the transferee company, as per the applicable rates.
- In para 7 of representation of Regional Director(Northern Region), has reproduced the report of Registrar of Companies, NCT of Delhi & Haryana and asked for clarification of the same. He reproduced para 23 of *the report of Registrar of Companies which read as under:*

(17)



a. It has been observed that as per the Scheme, Paid-up Share Capital of the Transferor Company (DEN NETWORKS LIMITED) is Rs. 1,78,19,98,060/- divided into 17,81,99,806/- Equity Shares of Rs. 10 each as on 31.03.2016 whereas per MCA portal, the paid up share Capital of the said Company is Rs. 1,77,74,20,000/- as on 31.03.2016 (Copy of attachment e-form AOC-4 filed for "Form for filing XBRL document in respect of financial Statement and other documents with the Registrar" vide SRN G17596719 dated 26.10.2016 is enclosed as Annexure-A). The Hon'ble Tribunal may direct the Petitioners Companies to clarify the same and amended the Scheme accordingly.

b. As per clause 11 of Explanatory statement provided by the Resulting Company, the Transferor Company holds 100% shareholding in the Resulting Company, whereas, as per MCA portal, the transferor Company has no shareholding in the Resulting Company. (Copy of attachment of e-form MGT-7 filed for "Annual Return" vide SRN G26909424 dated 29.11.2016 is enclosed as



Annexure-B). The Hon'ble Tribunal may direct the Petitioner Companies to clarify the same.

c. As per Rule 6(3)(v)(c) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Companies has not furnished Valuation Report with the notice/explanatory statement. Hence, merits on the consideration, in view of the valuation Report not being furnished cannot be given."

7. A Rejoinder Affidavit has been filed by the Petitioner companies on 29.03.2017 company to the report of Registrar of company dated 8th March 2017, wherein they have undertaken:

1. That the issued capital of the company was Rs. 1, 78, 19, 98, 06/- as on March 31, 2016. There are 4,57,931 Equity Shares are being held by ESOP Trust which is being administered by the Company for issuance and allotment to employees of the Company as and when being exercised by them, However, in terms of opinion given by the Expert Advisory Committee of the Institute of Chartered Accountant of India, the shares which are held by ESOP Trust will continue to remain recorded in a separate account



and for disclosure purposes, they would be shown as deduction from share capital/ share premium. Accordingly, the issued capital was 1,78,19,98,06/- as on March 31, 2016. However, to comply the disclosure requirement of ICAI, the ESOP Trust has been deducted and shown as Rs. 1,77,74,20,000/-.

2. That the Transferor Company holds 100% shareholding in the Resulting Company w.e.f. 01st April, 2016. The shares of the Skynet were earlier held by Amogh Broadband Services Pvt. Ltd. ("Amogh") which were transferred to Den Networks Limited on 01st April, 2016. It is further submitted that it has been inadvertently mentioned on the list of shareholders filed with the Registrar of Companies 'as on the date of AGM' instead of 'as on the 31st day of March, 2017'. It shall be read as under:

"List of Shareholders

Company Name: SKYNET CABLE NETWORK PRIVATE LIMITED Details of Shares / Debentures held As on 31st day of March, 2016"

3. That the Company had submitted the valuation Report with the notice, as required under Section 230(5) of the



Companies Act, 2013, through courier on 7th February, 2017. The valuation Report is again sent to Registrar of Companies vide Courier dated 16th March, 2017. The copy of Valuation Report along with Courier Receipt dated 16.03.2017.

8. In view of the reply submitted by the Petitioner companies the observation made by the Ld. Regional Director stands satisfied. Consequently, sanction is hereby granted to the Scheme under section 230 and 232 of the Companies Act, 2013. The Petitioners shall however remain bound to comply with the statutory requirements in accordance with law.

9. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

10. While approving the Scheme as above, we further clarify that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes



including income tax or any other charges, if any, and payment in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.

1. THIS TRIBUNAL DO FURTHER ORDER

a) That all the property, rights and powers of the Demerged Undertaking of Transferor Company be transferred without further act or deed, to the Resulting Company and accordingly the same shall pursuant to Section 232 of 2013 Act, be transferred to and vest in the Resulting Company for all intents; and interests of the Demerged Undertaking of Transferor Company therein but subject nevertheless to all charges now affecting the same; and

b) That all the liabilities and duties of Demerged Undertaking of Transferor Company be transferred without further act or deed, to the Resulting Company and accordingly the same shall pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the Resulting Company;

~~and~~ and



- c) That all proceedings now pending by or against the Demerged Undertaking of Transferor Company be continued by or against the Resulting Company; and
- d) That Petitioner Companies shall file within thirty days of the date of the receipt of this order , a certified copy of this order to be delivered to the Registrar of Companies; and
- e) That any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

—sd—

15.09.2017

(CHIEF JUSTICE (Rtd) M.M. KUMAR)
PRESIDENT

—sd—

(DEEPA KRISHAN)
MEMBER (TECHNICAL)

Pronounced today under Rule 151 of the NCLT Rules 2016
as Hon'ble Ms Deepa Krishan is not holding court today

PTP/Ruvv

15.09.2017

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DEN NETWORKS LIMITED



Nirmala Vincent
19/9/17
NIRMALA VINCENT
Court Officer
National Company Law Tribunal
Govt. of India, New Delhi

SCHEME OF ARRANGEMENT

BETWEEN

DEN NETWORKS LIMITED ("DEN")

HAVING ITS REGISTERED OFFICE AT

236, OKHLA INDUSTRIAL AREA, PHASE-III, NEW DELHI-110020

...TRANSFEROR COMPANY

AND

SKYNET CABLE NETWORK PRIVATE LIMITED ("SKYNET")

HAVING ITS REGISTERED OFFICE AT

C-148, MAYAPURI, INDUSTRIAL AREA, PHASE-II, NEW DELHI-110064

...RESULTING COMPANY

AND

THEIR RESPECTIVE SHAREHOLDERS

AND CREDITORS

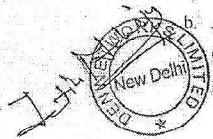
(UNDER SECTIONS 391-394 OF THE COMPANIES ACT, 1956)

PREAMBLE:

A. BACKGROUND OF COMPANIES:

a. WHEREAS DEN NETWORKS LIMITED (hereinafter referred to as "DEN" or "Transferor Company") is incorporated under the Companies Act, 1956 on 10th July, 2007 with the Registrar of Companies, NCT of Delhi & Haryana. 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 Registered Office of the Company 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.

b. AND WHEREAS SKYNET CABLE NETWORK PRIVATE LIMITED, (hereinafter referred to as the "Resulting Company" or "SKYNET") is incorporated as Private Limited Company on the 5th December, 2011 under the Skynet Cable Network Private Limited



Manoj
Authorized Signatory



Companies Act, 1956, with the Registrar of Companies, NCT of Delhi & Haryana. The Registered Office of the 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.

B. PURPOSE AND RATIONAL OF THE SCHEME:

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

- 1. Cable Television Business
- 2. 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:

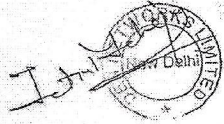
The factors which induced the decision were, *inter alia*, as follows:

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

C. PARTS OF THE SCHEME OF ARRANGEMENT;

The Scheme is divided into the following parts:

- a) Part A deals with the Definitions.
- b) Part B deals with Demerger of ISP Undertaking of DEN, Transferor Company into SKYNET, Resulting Company.
- c) Part C deals with Special Terms relating to Demerger of ISP Undertaking of DEN into SKYNET.
- d) Part D deals with Other Terms and Conditions.



Skynet Cable Network Private, Limited
Mayapuri
Authorized Signatory

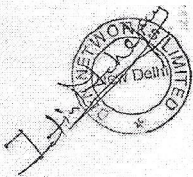


1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 1.1 'Act' means the Companies Act 1956, or any statutory modifications or re-enactments thereof, or amendments thereto and also mean and refer to the relevant applicable sections of Companies Act, 2013 as and when notified in the Official Gazette by the Central Government;
- 1.2 '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.
- 1.3 'Board' in relation to all the companies means the Board of Directors of such company and include a duly authorised committee of the Board constituted for the implementation of this Scheme;
- 1.4 '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.
- 1.5 'Transferor Company' means 'DEN Networks Limited' or 'DEN', incorporated under the Companies Act, 1956 on 10th July, 2007 with the Registrar of Companies, NCT of Delhi & Haryana, having its Registered Office at 236, Okhla Industrial Area, Phase-III, New Delhi-110020.
- 1.6 'Demerged Undertaking' means 'ISP Undertaking of Transferor Company' as on the Appointed Date (Schedule D):

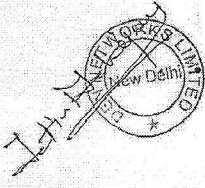
- any and all the properties and assets whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building, all fixed and movable plant and machinery, leasehold or freehold, tangible or intangible, including all computers and accessories, software and related data, leasehold improvements, plant and machinery, offices, capital work-in-progress, raw materials, finished goods, vehicles, stores and spares, loose tools, sundry debtors, furniture, fixtures, fittings, office equipment, telephone, facsimile and other communication facilities and equipments, electrical appliances, accessories, deferred tax assets and investments related to the Demerged Undertaking of the Transferor Company;
- any and all liabilities present and future including the contingent liabilities related to the Demerged Undertaking of the Transferor Company;



Maya
Authorized Signator



- any and all rights and licenses including license obtained from Department of Telecommunication (Internet Service Provider License No. 820-990/07-LR dated 06th February 2008) and all assignments and grants thereof, all permits, quotas, holidays, benefits, clearances and registrations whether under Central, State or other laws, rights (including rights/ obligations under any agreement, contracts, applications, letters of intent, or any other contracts), subsidies, grants, tax credits including unutilized CENVAT credit, tax deferrals, advance tax credit, deferred tax assets, incentives or schemes of central/ state/ local governments, certifications and approvals, regulatory approvals, entitlements, other licenses, environmental clearances, municipal permissions, approvals, consents, tenancies, investments and/ or interest (whether vested, contingent or otherwise), cash balances, bank balances, bank accounts, reserves, deposits, advances, recoverable, receivables, benefit of insurance claims, easements, advantages, financial assets, hire purchase and lease arrangements, the benefits of bank guarantees issued by the Transferor Company, funds belonging to or proposed to be utilised by Transferor Company, privileges, all other claims, rights and benefits (including under any powers of attorney issued by the Transferor Company or any powers of attorney issued in favour of the Transferor Company or from or by virtue of any proceeding before a legal, quasi judicial authority or any other statutory authority, to which the Transferor Company was a party), powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, water and other services, provisions, funds, benefits duties and obligations of all agreements, contracts and arrangements and all other interests related to the Demerged Undertaking of the Transferor Company;
- all employees who are on the payroll of proposed Transferor Company immediately preceding the Effective Date related to the Demerged Undertaking of the Transferor Company;
- any and all deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, share application money, earnest moneys and/ or security deposits paid or received by the Transferor Company related to the Demerged Undertaking;
- any and all books, records, files, papers, product specifications and process information, records of standard operating procedures, computer programs along with their licenses, manuals and back up copies, drawings, other manuals, data catalogues, quotations, sales and advertising materials, and



SkyNet Cable Networks Private Limited

Authorised Signator

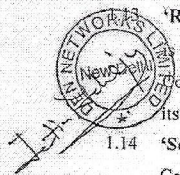


other data and records whether in physical or electronic form related to the Demerged Undertaking of the Transferor Company;

- all intellectual property rights including all trademarks, trademark applications, trade names, patents and patent applications, domain names, logo, websites, internet registrations, copyrights, trade secrets, service marks, quality certifications and approvals and all other interests exclusively Demerged Undertaking of the Transferor Company;

It is intended that the definition of Demerged Undertaking under this clause would enable the transfer of all property, assets, rights, liabilities, employees etc of Transferor Company to Resulting Company pursuant to this Scheme.

- 1.7 'Demerger' means the demerger, transfer and vesting of the Demerged Undertaking of DEN from DEN to SKYNET on the terms and conditions as set out in this Scheme and in accordance with Section 391-394 as the Companies Act, 1956 and other relevant provisions of the Act.
- 1.8 'DEN Networks Limited' or 'Transferor Company' or 'DEN' is incorporated under the Companies Act, 1956 on 10th July, 2007 with the Registrar of Companies, NCT of Delhi & Haryana, having its Registered Office at 236, Okhla Industrial Area, Phase-III, New Delhi-110020.
- 1.9 '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.
- 1.10 'Governmental Authority' means any applicable Central, State or local Government, legislative body, regulatory or administrative authority, agency or commission or any Court, Tribunal, Board, Bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction;
- 1.11 'High Court' shall mean the Hon'ble High Court of Judicature at Delhi, having jurisdiction in relation to the Transferor Company and Resulting Company, and the said term shall, include 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.
- 1.12 'Residual Undertaking' means the business of Transferor Company other than the Demerged Business.
- 'Resulting Company' means 'Skynet Cable Network Private Limited' or 'SKYNET' incorporated as Private Limited Company on the 5th of December, 2011 under the Companies Act, 1956, with the Registrar of Companies, NCT of Delhi & Haryana, having its Registered Office at C-148, Mayapuri Industrial Area, Phase II, New Delhi-110064.
- 1.14 'Schedule 1' means the Assets and Liabilities of the ISP Undertaking of Transferor Company to be transferred to Resulting Company on the Appointed Date.



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Authorized Signatory



1.15 'Scheme' means this Scheme of Arrangement in its present form or with modification(s) approved or imposed or directed by the High Court, as the case may be.

1.16 In this Scheme, unless the context otherwise requires:

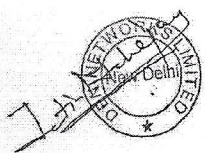
- a) references to persons shall include individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;
- b) the headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;
- c) words in the singular shall include the plural and vice versa;
- d) any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall mean the Effective Date; and
- e) all terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

SHARE CAPITAL AS AT 31ST MARCH, 2016

As per the latest Audited Annual accounts of the Companies as on 31st March 2016, the Authorized share capital and the Issued, Subscribed and Paid-up share capital of the Companies are as under:

| Name of the Company | Authorised Share Capital | Issue and Paid-up Share Capital |
|--------------------------------------|---|---|
| DEN Networks Limited | Rs. 2,00,00,00,000/- divided into 20,00,00,000 Equity Shares of Rs. 10 each | Rs. 1781998060/- divided into 17,81,99,806 Equity Shares of Rs. 10 each |
| Skynet Cable Network Private Limited | Rs. 90,00,000/- divided into 9,00,000 Equity Shares of Rs. 10 each | Rs. 81,50,000/- divided into 8,15,000 Equity Shares of Rs. 10 each |

As on date, there has been no change in the Authorized Share capital and the Issued, Subscribed and Paid-up share capital of the companies.



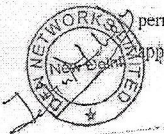
Skynet Cable Network Private Limited
Manoj
 Authorized Signatory



PART-B

DEMERGER OF DEMERGED UNDERTAKING OF TRANSFEROR COMPANY INTO RESULTING COMPANY

- 1.1 With effect from the Appointed Date and subject to the provisions of the Scheme, including in relation to the mode of transfer / vesting, the entire business including all movable and immovable properties tangible and intangible properties, assets, buildings, offices, investments, lease and hire purchase contracts, licensing, arrangements, lending contracts, benefits of any security, arrangements, revisions, powers, authorities, allotments, approvals, consents, licenses, registrations, contracts, agreements, engagements, arrangements of all kind, rights, titles, interests, benefits, easements and privileges of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Demerged Undertaking of Transferor Company whether accrued or to accrue after the Appointed Date including but without being limited to patents, trademarks, copyrights and other intellectual property rights of any nature whatsoever, permits, approvals, authorization, right to use the telephones, telexes, facsimile, connections, and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all agreements and all other interest (hereinafter referred to as "said Assets") shall be transferred and stand vested in and / or be deemed to be and stand vested in Resulting Company as a going concern pursuant to the provisions of Section 394 of the said Act, so as to become on and from the Appointed Date, the assets, rights, title and interests of the Resulting Company as per Schedule I as on the Appointed Date.
- 1.2 Without prejudice to clause 1.1 above, in respect of such of the said Assets of the Demerged Undertaking of Transferor Company as are movable in nature or incorporeal property, or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same may be so transferred to Resulting Company and shall upon such transfer become the property as an integral part of Resulting Company. In respect of such of the said Assets other than those referred hereinabove, the same shall, without any further act, instruments or deed, be transferred and vested in and / or be deemed to be transferred to and vested in Resulting Company pursuant to an order being made thereof under Section 394 of the Act.
- 1.3 (a) Notwithstanding the generality of clause above, with effect from the Appointed Date and upon the Scheme becoming effective, all statutory licenses, permissions, approvals or consents issued in the name of the Demerged Undertaking of Transferor Company shall stand vested in or transferred to Resulting Company without any further act or deed, and shall be appropriately transferred / endorsed / mutated by the authorities concerned therewith in favour of Resulting Company. The benefits of all statutory and regulatory permission or approvals or consents including the statutory licenses, permissions or approval, or consents required to carry on the operations of Demerged Undertaking of



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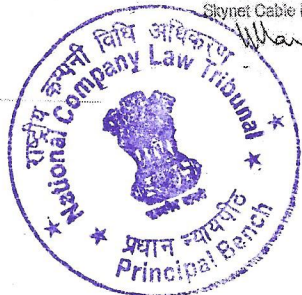
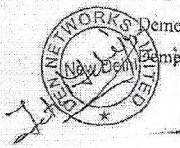
Transferor Company shall vest in and become available to Resulting Company pursuant to the Scheme.

b) Upon the Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all taxes paid or payable by the Transferor Company in relation to the Demerged Undertaking including advance tax payments, tax deducted at source, tax liabilities or any refunds and claims (including unutilized input credits of the Demerged Undertaking) shall be treated as advance tax payments, tax deducted at source, tax liabilities or refunds/ claims (including unutilized input credits) as the case may be, of the Resulting Company. Upon the Scheme coming into effect on the Effective Date and with effect from the Appointed Date, all existing and future incentives, un-availed credits and exemptions and other statutory benefits, including in respect of income tax, excise (including CENVAT credit), customs, value added tax, sales tax, service tax (including CENVAT credit) to which the Transferor Company is entitled in relation to the Demerged Undertaking shall be available to and shall stand transferred and vested in the Resulting Company without any further act, instrument or deed required by either the Resulting Company or the Transferor Company and without any approval or acknowledgement of any third party. Upon the Scheme coming into effect on the Effective Date with effect from the Appointed Date, any tax deducted at source deducted by or on behalf of the Transferor Company until the Effective Date shall be deemed to have been deducted on behalf of the Resulting Company to the extent of the income attributable to the Demerged Undertakings during such period. Without prejudice to any other rights available to Resulting Company under the provisions of Income Tax Act, 1961, Resulting Company shall after the Scheme becomes effective be entitled to revise the income tax returns, if any, filed by it or Demerged Undertaking of Transferor Company in respect of any previous year or thereafter, notwithstanding that the time prescribed for such revision may have elapsed.

1.4 Transferor Company shall give notice in such form as it may deem fit and proper to such party, debtor or depositor that pursuant to the High Court having sanctioned the arrangement between Transferor Company and Resulting Company under Sections 391 to 394 of the Act, the said debt, loan or advance relating to the Demerged Undertaking of Transferor Company be paid or made good to or held on account of Resulting Company as the person entitled thereto and the right of Transferor Company to recover or realize the same shall stand vested accordingly.

1.5 Resulting Company shall give notice in such form as it may deem fit and proper, to each party, debtor or depositor as the case may be, relating to the Demerged Undertaking of Transferor Company that pursuant to the High Court having sanctioned the demerger of Demerged Undertaking of the Transferor Company into Resulting Company under Sections 391 to 394 of the Act, the said debt, loan, advance, be paid or made good or held on account of Resulting Company as the person entitled thereto to the end and intent that the right of Transferor Company to recover or realize the same stands extinguished and that appropriate entry should be passed in their respective books to record the aforesaid changes.

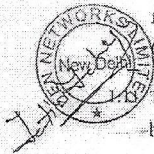
1.6 With effect from the Appointed Date, all debts, duties, liabilities and obligations of Demerged Undertaking of Transferor Company pertaining to and / or arising out of the said Demerged Undertaking of Transferor Company as on the Appointed Date as



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appearing/disclosed in the Books of Accounts of Demerged Undertaking of Transferor Company, (whether or not provided or accounted for in the Books of Accounts of Demerged Undertaking of Transferor Company) and long term loans, to the extent agreed to between the parties, shall also under the provisions of Sections 391 to 394 of the Act and pursuant to the Orders of the High Court become the debts, liabilities and obligations and long term liabilities of Resulting Company and Resulting Company undertakes to meet, discharge and satisfy the same to the exclusion of the Transferor Company including liability for bonus for the period upto the Appointed Date to the extent not provided in the books.

- 1.7 Resulting Company undertakes to deal with and discharge the liabilities stated hereof, which are vested in Resulting Company and keep the Transferor Company indemnified from and against all debts, duties, liabilities and obligations as also actions, claims and demands in respect thereof. In the event any such liability is required to be met and paid by Transferor Company, Transferor Company undertakes to deal with all proceeds in respect thereof in consultation with and as per advice of Resulting Company and to the account of Resulting Company.
- 1.8 Any legal or other proceedings by or against Demerged Undertaking of Transferor Company whether pending on the Effective Date on any matter arising before the Appointed Date and relating to the Demerged Undertaking of Transferor Company (including those relating to any pending licenses, issues, right, power, liability, duty / duties of Demerged Undertaking of Transferor Company in respect of Demerged Undertaking of Transferor Company) shall subject to any Orders of any Court of competent jurisdiction be continued and enforced by or against Resulting Company and at the cost of Resulting Company.
- 1.9 If any suit, appeal or other proceedings of whatever nature relating to the Demerged Undertaking of Transferor Company (hereinafter called "the proceedings") by or against the Transferor Company be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Demerged Undertaking of Transferor Company of anything contained in this Scheme but the said proceedings may be continued, prosecuted and enforced by or against the Resulting Company as if this Scheme had not been made.
- 1.10 Subject to the provisions contained in the Scheme, all contracts, deeds, bonds, agreements, instruments and writings and benefits of whatsoever nature to which Transferor Company is a party and subject to such changes and variations in the terms, conditions and provisions thereof as may be mutually agreed to between the Transferor Company and other parties thereto, subsisting or having effect implicitly before the Effective Date, shall remain in full force and effect in favour of and may be enforced by and / or against Resulting Company as fully and effectively as if Resulting Company was party thereto instead of Transferor Company.



The transfer and vesting of the assets and liabilities and the continuance of the proceedings by Resulting Company and / or the contracts, etc. as aforesaid shall not affect any transactions

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or proceedings already concluded by Transferor Company in the ordinary course of business on and after the Appointed Date to the end and intent that Resulting Company accepts on behalf of itself all acts, deeds and things done lawfully and executed by Transferor Company in the ordinary course of business.

1.12 With effect from the Appointed Date and up to and including the Effective Date:

- a) Transferor Company shall be deemed to have been carrying on or to be carrying on all business and activities relating to Demerged Undertaking and stand possessed of the assets so to be vested in Resulting Company for and on account of and in trust of Resulting Company.
- b) All profits accruing to the Transferor Company or losses arising or incurred by it relating to Demerged Undertaking shall for all purposes, be treated as the profits or losses, as the case may be of Resulting Company.
- c) All investment made in form of shares/ debenture/ bond/ warrant or any other instrument and or loan whether secured or unsecured whether in Indian currency or foreign currency taken or to be taken for the purpose of Demerged Undertaking shall be transferred to Resulting Company on scheme being effective.

1.13 Transferor Company hereby undertakes from the Appointed Date upto and including the Effective Date:

- a) to carry on business of the Demerged Undertaking Of Transferor Company in the ordinary course of business and not (without the prior written consent of 'Resulting Company)to alienate, charge or otherwise deal with or dispose off the Demerged Undertaking of Transferor Company or any part thereof except in the usual course of business; and
- b) not to utilize the profits, if any, relating to the Demerged Undertaking of Transferor Company for the purpose of declaring or paying any dividend in respect of the period falling on and after the Appointed Date except with the consent of Board of Directors of Resulting Company.

1.14 a) Resulting Company undertakes to engage, on and from the Effective Date, all the employees of Demerged Undertaking of Transferor Company engaged in the Demerged Undertaking of Transferor Company on the same terms and conditions on which they are engaged as on the Effective Date by Transferor Company without any interruption of service as a result of the transfer. Resulting Company agrees that the services of all such employees with Demerged Undertaking of Transferor Company up to the Effective Date shall be taken into account for the purposes of all benefits to which the said employees may be eligible, including for the purpose of payment of any bonus, retrenchment compensation, gratuity and other terminal benefits.

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SKYNET NETWORKS LIMITED
New Delhi

SkyNet Cable Network Private, Limited

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Authorized Director

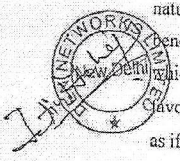


- b) The accumulated balances, if any, standing to the credit of the employees and officers of the Demerged Undertaking of Transferor Company in the existing Provident Fund, Gratuity Fund and Superannuation Fund, of which they are members, will be transferred to such Provident Fund, Gratuity Fund and Superannuation Fund nominated by Resulting Company and / or such new Funds to be established and caused to be recognized by the concerned authorities by Resulting Company pending the transfer as aforesaid, the Provident Fund, Gratuity Fund and Superannuation Fund dues to the said employees and Officers of the Demerged Undertaking of Transferor Company would be continued to be deposited in the existing Provident, Gratuity and Superannuation Funds respectively. This shall be binding on the Managers of such funds, if any.
- c) Resulting Company undertakes to pay, discharge and satisfy all debts, liabilities, duties and obligations of Transferor Company relating to the Demerged Undertaking of Transferor Company as appearing / disclosed in the Books of accounts of the Transferor Company and all loans as agreed to and interest thereon as on the Appointed Date.

1.15 Upon the Scheme becoming effective and on the demerger, transfer and vesting of Demerged Undertaking of Transferor Company to Resulting Company, existing charges on the assets of the Demerged Undertaking of Transferor Company shall continue in favour of the Bankers and Financial Institutions, if any, as may be modified, readjusted apportioned and reallocated by them between the Transferor Company and Resulting Company and Transferor Company shall provide all assistance in getting the charges of the Demerged Undertaking of Transferor Company vacated. The Bankers / Financial Institutions shall have a charge only on the assets of the respective division financed by them and release the charge, if any on the assets of the division not financed by them. Provided further that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created or available to Transferor Company which shall vest in Resulting Company by virtue of the Demerger and Resulting Company shall not be obliged to create any further or additional security thereof after the Demerger has become effective or otherwise.

1.16 Even after the Effective Date, Resulting Company shall be entitled to realize all money and complete and enforce all pending contracts and transactions in respect of the Demerged Undertaking of Transferor Company in the name of the Transferor Company in so far as may be necessary.

1.17 Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature to which the Demerged Undertaking of Transferor Company is a party or to the benefit of which the Demerged Undertaking of Transferor Company may be eligible, and which are subsisting on the Effective Date, shall be in full force and effect against or in favour of Resulting Company as the case may be and may be enforced as fully and effectually as if, instead of Transferor Company, Resulting Company had been a party or beneficiary or



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oblige thereto. Resulting Company shall wherever necessary enter into and / or issue and or execute deeds, writings or confirmations, enter into any arrangements, confirmations or novations to which Transferor Company is a party in order to give formal effect to the provisions of this clause.

1.18 a) Since, each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations in respect of the Demerged Undertaking of Transferor Company in the name of Transferor Company shall stand transferred by the order of the High Court to Resulting Company, Resulting Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning courts.

b) Without prejudice to generality of the aforesaid, any concessional / statutory forms under the respective Central / State sales / work contract tax / lease tax laws issued / received by the Transferor Company in respect of the Demerged Undertaking of Transferor Company, for the period commencing from Appointed Date shall be deemed to be issued / received in the name of Resulting Company and benefit of such forms, shall be allowable to Resulting Company in the same manner and to the same extent as would have been available in respect of the Demerged Undertaking of Transferor Company in the name of Transferor Company.

1.19 On the coming into effect of the Scheme:

a) All motor vehicles of any nature whatsoever comprised in or relatable in respect of the Demerged Undertaking of Transferor Company in the name of Transferor Company shall vest in Resulting Company and appropriate Governmental and Registration Authorities shall mutate and register the said vehicles in the name of Resulting Company.

b) All patents, trademarks, copyrights and other intellectual property rights registered with the authorities concerned or applications submitted at any time on or before the Effective Date in respect of the Demerged Undertaking of Transferor Company shall stand transferred and vested in the name of Resulting Company without any further act or deed. Resulting Company however shall after the scheme becoming effective file the relevant intimation with the concerned statutory authority(ies) who shall take them on record pursuant to vesting orders of the sanctioning authority.

1.20 Save and except as expressly provided in this Scheme nothing contained in this Scheme of Demerger of Demerged Undertaking of Transferor Company to Resulting Company shall affect the rest of the assets, liabilities and business of the Transferor Company which shall continue to belong to and be vested in and be managed by Transferor Company.



All the assets, properties and liabilities of the Demerged Undertaking of Transferor Company, shall be transferred to Resulting Company at the values appearing in the books of Transferor Company immediately before the Appointed Date.

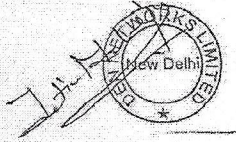
1.22 In respect of the stock options granted by the Transferor Company under the DEN ESOP Scheme, 2010 and DEN ESOP Plan B- 2014 ("ESOP Schemes") to employees engaged in

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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.

The Boards of Directors of the Transferor Company and the Resulting Company may take such actions and execute such further documents as may be necessary or desirable.



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1.1 Consideration

Subject to clause 1.3 of Part D below, 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.

1.2 Accounting Treatment:**Treatment in the books of Transferor Company:**

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.

The difference, if any, between the amount of consideration and the net book value of assets and liabilities of the demerged undertaking shall be adjusted against the capital reserves of the transferor Company.

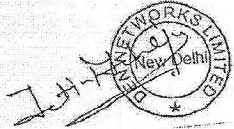
Treatment in the books of Resulting Company:

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.

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PART D

1.1 Application to Hon'ble High Court:

The respective Companies shall with all reasonable dispatch make applications/ petitions to the Hon'ble High Court under Section 391 and 394 and other applicable provisions of the Act for sanctioning the Scheme of Arrangement and to obtain all other approvals as may be required under law.

1.2 Action taken by SEBI/RBI:

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 directorship of the Company w.e.f., 13th December, 2016.

1.3 Modifications/ Amendments to the Scheme:

- a) The Companies involved in this Scheme of Arrangement by their respective Board of Directors either by themselves or by any other committee constituted by the Board of Directors in this behalf may make or assent from time to time on behalf of the company concerned to any extension, modification of this Scheme or any other conditions or limitation which the Court and / or any authorities/ persons may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters, and things necessary for putting the Scheme into effect.
- b) For the purpose of giving effect to this Scheme or to any modification or amendments thereof the Board of Directors of the respective Companies or any committee constituted by the Board of Directors of the respective companies in this behalf may give and is authorized to give all such directions as are necessary including directions for setting any question or doubt or difficulty that may arise.

1.4 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.



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1.5 Power to withdraw from the Scheme:

The Board of Directors of the respective Companies shall be at liberty to withdraw from this Scheme in case any condition or alteration imposed by any authority is unacceptable to either of them.

1.6 Settlement of Difference or any Issue through Arbitration:

If any doubt or difference or issue shall arise between the parties, hereto or any of their shareholders as to the construction hereof or as to any account, valuation or apportionment to be taken or made of any asset or liability transferred under this Scheme or as to the accounting treatment thereof or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to Arbitration for interpretation and / or clarification.

1.7 Compliance with the Companies Act:

The Scheme shall comply with the applicable provisions of the Companies Act and the rules, guidelines, regulations, if any, made thereunder and for the time being in force relating to accounting principles.

1.8 Errors or Omissions:

Any error, mistake, omission, commission which is apparent and / or absurd in the Scheme should be read in a manner which is appropriate to the intent and purpose of the Scheme and in line with the preamble as mentioned hereinabove.

1.9 Severability of any part of the Scheme:

If any part of the Scheme (or any part of a Section thereof) is ruled invalid or illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties that at the discretion of the parties, such part shall be severable from the remainder of the Scheme (or any Section thereof) and the Scheme (or any Section thereof) shall not be affected thereby, unless the deletion of such part shall cause the Scheme (or any Section thereof) to become materially adverse to any party, in which case the Transferor Company and the Resulting Company, (acting through their respective boards of directors) shall attempt to bring about a modification in the Scheme (or any Section thereof), as will best preserve for the parties, the benefits and obligations of this Scheme (or any Section thereof), including but not limited to such part.

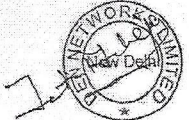
1.10 Costs and Expenses:

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.

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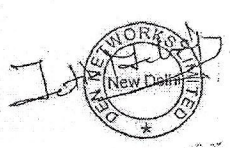
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SCHEDULE-I
Demerged Undertaking

| Description | (Rs. In Millions) |
|---------------------------|-------------------|
| Fixed Assets | |
| -Tangible Assets | 974.31 |
| -Intangible Assets | 8.45 |
| -Capital work in progress | 234.91 |
| | 1217.67 |
| Other Assets | 89.55 |
| Total Assets | 1307.22 |
| Borrowings | 284.14 |
| Other Liabilities | 983.08 |
| Total Liabilities | 1267.22 |
| Net Assets | 40 |



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| | |
|---|---|
| <p>FOR DEN NETWORKS LIMITED</p> <p><i>Jatin Mahajan</i></p> <p>(JATIN MAHAJAN) New Delhi</p> <p>AUTHORISED SIGNATORY</p> | <p>FOR SKYNET CABLE NETWORK PRIVATE LIMITED</p> <p>Skynet Cable Network Private Limited</p> <p><i>K. Hari Govind</i></p> <p>AUTHORISED SIGNATORY</p> |
|---|---|





Dated- 24th March, 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 15 th Floor, P J Towers Dalal Street, Mumabi-400 001 |
|---|--|

Sub: - Shareholders/Creditors Approve the Broadband Demerger Scheme

Dear Sir,

This is to inform you that pursuant to an Order by the Principal Bench of the National Company Law Tribunal ("NCLT"), New Delhi, a Meeting of the Equity Shareholders/Secured Creditors and Unsecured Creditors of DEN Networks Limited ("DEN") and Shareholders Meeting of Skynet Cable Network Pvt. Ltd. ("SKYNET") was held 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 or Resulting Company, through which Internet Service Provider (ISP) Business / Broadband Undertaking of DEN will demerge into SKYNET, a wholly owned subsidiary of DEN.


The Chairperson Retd. Justice D.R.Deshmukh has issued the report dated March 23, 2017 and has stated that resolution in relation to the aforesaid scheme of arrangement has been unanimously passed at the meeting of Shareholders /Secured Creditors and Unsecured Creditors of DEN and Shareholders Meeting of SKYNET. Please also find enclosed report of the Chairperson and results of voting conducted at Shareholders' meeting, as per format, in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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: - Report of Chairperson

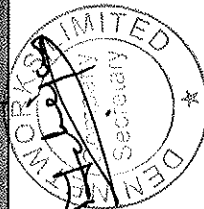
DEN Networks Limited

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

| DEN NETWORKS LIMITED | | | | | | | | | |
|---|-------------------------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---|
| Date of the Court Convened Meeting of shareholders | | | | | | | | | |
| 11-03-2017 | | | | | | | | | |
| Total number of shareholders on record date | | | | | | | | | |
| 10614 | | | | | | | | | |
| No. of shareholders present in the meeting either in person or through proxy: | | | | | | | | | |
| Promoters and Promoter Group: | | | | | | | | | |
| Public: | | | | | | | | | |
| 0 | | | | | | | | | |
| 1343 | | | | | | | | | |
| No. of Shareholders attended the meeting through Video Conferencing | | | | | | | | | |
| Promoters and Promoter Group: | | | | | | | | | |
| Not Applicable | | | | | | | | | |
| Public: | | | | | | | | | |
| Not Applicable | | | | | | | | | |
| Resolution No. | | | | | | | | | |
| 1 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | | | | | | | | | |
| Composite Scheme of Arrangement | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | | |
| NO | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | |
| Promoter and Promoter Group | E-Voting | 713,60,420 | 713,60,420 | 100.000 | 713,60,420 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| | Total | | 713,60,420 | 100.000 | 713,60,420 | - | 100.00 | - | - |
| Public- Institutions | E-Voting | 399,96,311 | 172,55,721 | 43.143 | 172,55,721 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| | Total | | 172,55,721 | 43.143 | 172,55,721 | - | 100.00 | - | - |
| Public- Non Institutions | E-Voting | 826,69,114 | 528,79,120 | 66.263 | 528,79,120 | - | 100.00 | - | - |
| | Poll | | 7,10,391 | 0.859 | 7,10,391 | - | 100.00 | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| | Total | | 535,89,511 | 67.123 | 535,89,511 | - | 100.00 | - | - |
| | Total | 940,25,845 | 1422,05,652 | 73.292 | 1422,05,652 | - | 100.00 | - | - |



J. H. [Signature]

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
 PRINCIPAL BENCH, NEW DELHI
 IN THE MATTER OF THE COMPANIES ACT, 2013
 AND
 IN THE MATTER OF AN APPLICATION UNDER SECTION 230-232
 OF
 THE COMPANIES ACT, 2013
 AND
 IN THE MATTER OF SCHEME OF ARRANGEMENT
 BY WAY OF DEMERGER
 BETWEEN
 DEN NETWORKS LIMITED ("DEN")
 ...TRANSFEROR / APPLICANT COMPANY NO. 1
 AND
 SKYNET CABLE NETWORK PRIVATE LIMITED ("SKYNET")
 ...RESULTING / APPLICANT COMPANY NO. 2
 AND
 IN THE MATTER OF A JOINT APPLICATION FILED BY
 THE RESPECTIVE SHAREHOLDERS
 AND
 CREDITORS
 OF
 DEN NETWORKS LIMITED
 AND
 SKYNET CABLE NETWORK PRIVATE LIMITED**

**COMPANY APPLICATION (CAA) NO. 2/PB/2017
REPORT BY CHAIRPERSON OF THE MEETING OF EQUITY
 SHAREHOLDERS OF TRANSFEROR COMPANY/ APPLICANT
 COMPANY NO.1**

I, D.R.Deshmukh, having been duly appointed vide order dated 23rd January, 2017 duly amended by order dated 25th January, 2017 and 17th February, 2017 of this Hon'ble Tribunal, to act as chairperson of the meeting of Equity Shareholders of Applicant Company No.1, duly summoned by notice served individually upon them as well as by advertisement published in Indian Express(English Daily, Delhi Edition) and

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Jansatta (Hindi Daily Delhi Edition) both dated the 8th day of February 2017, and held at 10:00 a.m. on the 11th day of March 2017 at PHD Chamber of Commerce, No. 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016, do hereby report to this Hon'ble Tribunal as follows:

1. That pursuant to said order, Notice for convening and holding meeting of the Equity Shareholders of Transferor Company/ Applicant Company No. 1 along with (a) Scheme of Arrangement (b) Explanatory Statement under Section 230 of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 (c) Form of Proxy and Attendance Slip and other relevant papers were sent to Equity Shareholders vide Courier dated 07.01.2017 on at their respective last known addresses. A copy of the notice sent to the Equity Shareholders is annexed hereto as Annexure - 'A'.
2. That pursuant to the said order, notice for convening meeting of the Equity Shareholders was also published in the newspapers namely, "Indian Express" (English Daily, Delhi Edition) and "Jansatta" (Hindi Daily, Delhi Edition) on 8th February, 2017. The copy of the publication in the newspapers namely, "Indian Express" (English Daily, Delhi Edition) and "Jansatta" (Hindi Daily, Delhi Edition) is annexed herewith as Annexure - 'B'(colly).
3. That in compliance of the order passed on 23rd January, 2017 duly amended by order dated 25th January, 2017 and 17th February, 2017 by this Hon'ble Tribunal, the meeting of the Equity Shareholders of Transferor Company/ Applicant Company No. 1 was convened, held and conducted under my supervision as also that of the alternate Chairperson Mrs. Ranjana Roy Gowai, Mr. Vineet Chaudhary, Scrutinizer on Saturday, the 11th day of March, 2017 at 10:00 a.m. at PHD Chamber of Commerce, No. 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016, to consider approval of the Scheme of Arrangement between DEN NETWORKS LIMITED (hereinafter referred to as "Transferor Company / Applicant Company No. 1" or "DEN") and SKYNET CABLE NETWORK PRIVATE LIMITED (hereinafter referred to as "Resulting Company / Applicant Company No. 2" or "SKYNET").

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- 3
4. That the proxy register maintained by Applicant Company No. 1 was called for after its closure 48 hours before the meeting. A total number of 8 proxies and authorizations by body corporate u/s 113 of the Companies Act, 2013 were received by Transferor Company/ Applicant Company No. 1 from its Equity Shareholders within the prescribed time (i.e. 48 hours prior to the commencement of the meeting) all of whom attended the meeting. The register for Proxies and/or Authorised Representatives is annexed hereto and marked as Annexure 'C' (Colly).
 5. That as per the said order, the quorum fixed for the meeting of the Equity shareholders of DEN is 1000 in number and more than 20% in value in terms of the total Equity Share Capital. At the scheduled time of the meeting i.e. 10:00 A.M., 1343 Equity Shareholders present at the meeting and having the requisite percentage in value constituted the requisite quorum for the meeting and the meeting was called "to order". The Attendance Register and/or Attendance Slips are Annexed hereto and marked collectively as Annexure 'D' (Colly).
 6. That the Scheme of Arrangement was read out and explained to the members at the meeting. All the Equity share holders of the Applicant Company No.1 present/duly represented vocally and unanimously approved the scheme of Arrangement by way of Demerger between DEN and SKYNET.
 7. That no amendments in the Scheme were proposed by any Equity Shareholder.
 8. That thereupon the aforesaid resolution on the Scheme was put to vote. The poll papers were duly distributed to the Equity Shareholders and the procedure to fill the poll papers was further explained to them. The Equity Shareholders were requested to cast their votes by way of Ballot papers "For" and "Against" the Scheme of Arrangement. The poll papers were casted by the Equity shareholders in my presence in the empty ballot box, which was, before the commencement of the poll, shown to the Equity Shareholders and locked before the casting of the votes.
 9. Mr. Vineet Chaudhary, Practicing Company Secretary appointed by the Hon'ble Tribunal as Scrutinizer to scrutinize the poll papers was asked to report to me the result of the meeting. After the Equity Shareholders present



in person or through proxies or authorised representatives casted their votes in the ballot box, the Scrutinizer took charge of the ballot box and at the conclusion of the poll verified the ballot papers. The report of the Scrutinizer is enclosed herewith as Annexure-‘E’.

10. That the final result of the poll worked out under my supervision with the help of the Scrutinizer is as under:

- I. In the meeting of the Equity Shareholders, total of 156 ballots were casted.
- II. Following is the summary (through Poll conducted at the meeting) of the Polling Results:

a) Voted in favour of the resolution:

| Number of Equity Shareholders Voted | % of total Number of Equity Shareholders voted | Number of Votes casted (in terms of shares) | % of Total Number of Votes casted (in terms of shares) |
|-------------------------------------|--|---|--|
| 155 | 1.46% | 710,391* | 0.36% |

b) Voted against the resolution:

| Number of Equity Shareholders Voted | % of total Number of Equity Shareholders voted | Number of Votes casted (in terms of shares) | % of Total Number of Votes casted (in terms of shares) |
|-------------------------------------|--|---|--|
| Nil | NA | Nil | NA |



c) Invalid votes :

5

| Number of Equity Shareholders whose votes were declared Invalid | Number of Votes Casted |
|---|------------------------|
| 1 | 1 |

*Number of Valid Votes (Total Votes - Invalid Votes - less Voted) = 710,391 (710,397-1- 5)

Votes in Favour (% of Total Valid votes) = 100%

Votes in Against (% of Total Valid votes) = Nil

III. A total of 48 ballots were casted through Electronic means through E-voting Facility.

IV. Following is the summary (through remote E-voting facility) of the Polling Results:

a) Voted in favour of the resolution:

| Number of Equity Shareholders Voted | % of total Number of Equity Shareholders voted | Number of Votes casted (in terms of shares) | % of Total Number of Votes casted (in terms of shares) |
|-------------------------------------|--|---|--|
| 48 | 0.45% | 141,495,261** | 72.95% |

b) Voted against the resolution:

| Number of Equity Shareholders Voted | % of total Number of Equity Shareholders voted | Number of Votes casted (in terms of shares) | % of Total Number of Votes casted (in terms of shares) |
|-------------------------------------|--|---|--|
| | | | |



| | | | |
|-----|----|-----|----|
| Nil | NA | Nil | NA |
|-----|----|-----|----|

c) Invalid votes :

| Number of Equity Shareholders whose votes were declared Invalid | Number of Votes Casted |
|---|------------------------|
| 3 | 1,900,084 |

****Number of Valid Votes (Total Votes -Invalid Votes) = 141,495,261**
 (143,395,345 -1,900,084)
Votes in Favour (% of Total Valid Votes) = 100%
Votes in Against (% of Total Valid Votes) = Nil

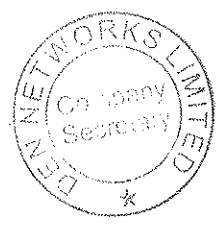
V. Therefore by consolidating the physical voting and E-Voting facility, the following position emerges:

VI. a) Voted in favour of the resolution:

| Number of Equity Shareholders Voted | % of total Number of Equity Shareholders voted | Number of Votes casted (in terms of shares) | % of Total Number of Votes casted (in terms of shares) | % of Total votes casted by those attending and voting |
|-------------------------------------|--|---|--|---|
| 203 | 1.82% | 142,205,652 | 73.31% | 100% |

VII. b) Voted against the resolution:

| Number of Equity Shareholders Voted | % of total Number of Equity Shareholders voted | Number of Votes casted (in terms of shares) | % of Total Number of Votes casted (in terms of shares) |
|-------------------------------------|--|---|--|
| | | | |



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| | | | |
|-----|----|-----|----|
| Nil | NA | Nil | NA |
|-----|----|-----|----|

c) **Invalid votes :**

| Number of Equity Shareholders whose votes were declared Invalid | Number of Votes Casted |
|--|-------------------------------|
| 4 | 1,900,085 |

11. The valid votes cast by the Equity Shareholders of DEN present/represented at the meeting indicates clearly that they have unanimously voted in favour of the Scheme of Arrangement by way of Demerger. The Original Ballot papers casted by the Equity shareholders form part of this report as **Annexure 'F' (Colly)**.

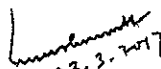
12. Accordingly, in view of the above the resolution for approval of the Equity Shareholders of Transferor Company/ Applicant Company No. 1 to the Scheme of Arrangement by way of Demerger, as placed before the Equity Shareholders, was passed.

OPINION OF THE CHAIRPERSON ON THE SCHEME

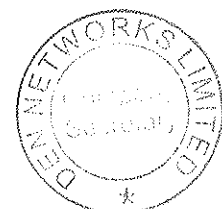
Having Convened, held and conducted the meeting of the Equity Shareholders of DEN Networks Limited Transferor/ Applicant Company No.1, I am of the considered opinion that the resolution in relation to the scheme of arrangement by way of Demerger between DEN and SKYNET has been unanimously passed at such meeting.

Dated: this 21st day of March 2017.

Place: New Delhi


23.3.2017
(D.R. Deshmukh)

Chairperson appointed for the Meeting





Annexure C

Annexure C-1

Status of compliance with the Observation Letter/s of the stock exchanges

The Board of Directors of DEN Networks Limited ("**Company**" / "**Transferor Company 1**") at its meeting held on September 05, 2016, approved the draft of the Scheme of Arrangement between itself and Skynet Cable Network Private Limited ("**Resulting Company**") and their respective shareholders and creditors under Sections 230-234 of the Companies Act, 2013 ("**Scheme**").

1. Checklist on the status of compliance with various provisions of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 is as under:

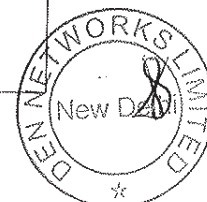
| Sr. No. | Clause No. | Particulars / Compliance requirements as per SEBI Circulars | Complied / Not Applicable | Status / Remark |
|---------|------------|---|---------------------------|---|
| 1 | 1 | <p>Eligibility conditions for companies seeking relaxation under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957</p> <p>A listed issuer may submit the Draft Scheme of arrangement under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, thereby seeking relaxation from the strict enforcement of clause (b) to sub-rule (2) of rule 19 thereof, for listing of its equity shares on a recognized stock exchange without making an initial public offer, if it satisfies the following conditions:</p> <p>(a) The equity shares sought to be listed are proposed to be allotted by the unlisted issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under section 391-394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013;</p> <p>(b) At least twenty five per cent of the post-scheme paid up share capital of the transferee entity shall comprise of shares</p> | Not Applicable | 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 has been approved by the honorable the National Company law Tribunal. The Resulting Company is proposed to be unlisted. |

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



| Sr. No. | Clause No. | Particulars / Compliance requirements as per SEBI Circulars | Complied / Not Applicable | Status / Remark |
|---------|------------|---|---------------------------|--|
| | | <p>allotted to the public shareholders in the transferor entity;</p> <p>(c) The transferee entity will not issue/ reissue any shares, not covered under the Draft Scheme of arrangement;</p> <p>(d) As on date of application, there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft Scheme, the percentage referred to in Para (b) above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised; and</p> <p>(e) The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity will be subject to lock-in for the remaining period.</p> | | |
| 2 | 2(a) | Listed companies shall choose one of the stock exchanges having nationwide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI | Yes | BSE Limited is a the Designated Stock Exchange |
| 3 | 2(b) | For companies listed solely on regional stock exchange, wherein exemption from Rule 19(2) (b) of Securities Contracts (Regulation) Rules, 1957 is sought, the listed entity shall obtain in-principle approval for listing of equity shares on any stock exchange having nationwide trading terminals | Not Applicable | |



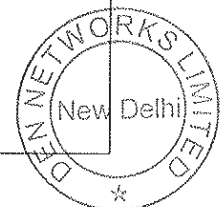
| Sr. No. | Clause No. | Particulars / Compliance requirements as per SEBI Circulars | Complied / Not Applicable | Status / Remark |
|---------|------------|---|---------------------------|--|
| 4 | 2(c) | In cases, wherein exemption from Rule 19(2)(b) of Securities Contracts (Regulation) Rules, 1957 is not sought by the listed entity, one of the stock exchanges having nationwide trading terminals shall provide a platform for dissemination of information of such Schemes and other documents required under this circular. For such purpose, stock exchanges having nationwide trading terminals may charge reasonable fees from such companies | Yes | BSE Limited is a the Designated Stock Exchange |
| 5 | 3 | The Listed entity shall submit the documents, as specified in the aforesaid SEBI Circular, to the stock exchanges | Yes | The documents were submitted with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on September 26, 2016 |
| 6 | 4(a) | All listed entities are required to submit a valuation report | Yes | Valuation report was obtained from M/s B L Sachdeva & Associates, Chartered Accountants. |
| 7 | 5 | An auditors' certificate shall be filed to the effect that the accounting treatment contained in the scheme is in compliance with all the Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013 read with the rules framed thereunder or the Accounting Standards issued by ICAI, as applicable, and other generally accepted accounting principles | Yes | The Certificate obtained from Deloitte Haskins & Sells, Statutory Auditors was submitted with BSE & NSE. |
| 8 | 6(a) | The Listed entity shall submit to stock exchanges a 'Complaints Report' which shall contain the details of complaints/comments received by it on the Draft Scheme from various sources (complaints/comments written directly to the listed entity or forwarded to it by the stock exchanges/SEBI) as per Annexure III of this Circular prior to obtaining | Yes | The report was submitted with BSE & NSE on November 03, 2016. |



| Sr. No. | Clause No. | Particulars / Compliance requirements as per SEBI Circulars | Complied / Not Applicable | Status / Remark |
|---------|------------|--|---------------------------|--|
| | | Observation Letter from stock exchanges on Draft Scheme | | |
| 9 | 6(b) | 'Complaints Report' as mentioned above, shall be submitted by listed entity to the stock exchanges within 7 days of expiry of 21 days from the date of filing of Draft Scheme with stock exchanges and hosting the Draft Scheme along with documents specified under para (3) above on the websites of stock exchanges and the listed entity. | Yes | The report was submitted with BSE & NSE on November 03, 2016. |
| 10 | 7(a) | Immediately upon filing of the Draft Scheme of arrangement with the stock exchanges, the listed company shall disclose the Draft Scheme of arrangement and all the documents specified under para (3) above on its website | Yes | The documents were placed on the website of the Company |
| 11 | 7(b) | Listed entity shall also disclose the Observation Letter of the stock exchanges on its website within 24 hours of receiving the same | Yes | The observation letters received from BSE & NSE were placed on the website of the Company |
| 12 | 8 | (a) The Listed entity shall include the Observation Letter of the stock exchanges, in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders seeking approval of the Scheme. (b) The listed entity shall ensure that in the explanatory statement or notice or proposal accompanying resolution to be passed, it shall disclose the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern, and the "fairness opinion" obtained from a merchant bankers on valuation of assets / shares done by the independent chartered accountant for the | Yes Yes Yes | The details were disclosed in the explanatory statement to the notice of the meeting of shareholders convened by Hon'ble NCLT. |



| Sr. No. | Clause No. | Particulars / Compliance requirements as per SEBI Circulars | Complied / Not Applicable | Status / Remark |
|---------|------------|--|---------------------------|--|
| | | <p>listed entity and unlisted company.</p> <p>(c) The Listed entity shall include the 'Complaints Report' in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the Scheme</p> | | |
| 13 | 9(a) | <p>The Listed companies shall ensure that the Scheme of Arrangement submitted with the Hon'ble High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, in the following cases:</p> <p>i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity, or</p> <p>ii. Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.</p> <p>iii. Where the parent listed entity, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary</p> | Not Applicable | The Certificate obtained from Deloitte Haskins & Sells, Statutory Auditors was submitted with BSE & NSE. |



| Sr. No. | Clause No. | Particulars / Compliance requirements as per SEBI Circulars | Complied / Not Applicable | Status / Remark |
|---------|------------|---|---------------------------|--|
| | | who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of arrangement. | | |
| 14 | 9(b) | Such Scheme of arrangement shall also provide that the Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957 | Not Applicable | The Certificate obtained from Deloitte Haskins & Sells, Statutory Auditors was submitted with BSE & NSE. |
| 15 | 9(c) | For all other cases, the requirements stated at para (9) (a) above shall not be applicable. In such cases, the listed entities shall furnish an undertaking certified by the auditor and duly approved by the Board of the company, clearly stating the reasons for non-applicability of para (9) (a) above | Not Applicable | The Certificate obtained from Deloitte Haskins & Sells, Statutory Auditors was submitted with BSE & NSE. |
| 16 | 9(d) | The undertaking as referred to in Para (9)(c) above shall be displayed on the websites of stock exchanges and the listed company along with other documents submitted, as stipulated under Para (3) above | Not Applicable | The Certificate obtained from Deloitte Haskins & Sells, Statutory Auditors was submitted with BSE & NSE. |
| 17 | 9(e) | Any mis-statement or furnishing of false information with regard to the said undertaking would be viewed seriously and liable for punitive action as per the provisions of applicable laws and regulations | Not Applicable | The Certificate obtained from Deloitte Haskins & Sells, Statutory Auditors was submitted with BSE & NSE. |



DCS/AMAL/KS/IP/ 623/2016-17
November 28, 2016

The Company Secretary
Den Networks Ltd
236, Okhla Industrial Estate,
Phase III, New Delhi - 110020

Sir/Madam,

Sub: Observation letter regarding the Draft Scheme of Arrangement between Den Networks Ltd and SKYNET Cable Network Private Ltd.

We are in receipt of the Draft Scheme of Arrangement between Den Networks Limited and SKYNET Cable Network Private Limited.

As required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated November 25, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that information submitted by Company, DEN Networks Limited vide Letter dtd. November 11, 2016 pertaining to Mr. Krishna Kumar P. T. Gangadharan being nominee director in Dighi Port Limited and Konaseema Gas Power Limited which have been declared wilful defaulters by RBI is disclosed in the Scheme under the heading "action taken by SEBI/RBI" and the same is brought to the notice of shareholders and Hon'ble High Court"
- "Company shall duly comply with various provisions of the Circulars."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a) Copy of the High Court approved Scheme;
- b) Result of voting by shareholders for approving the Scheme;
- c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d) Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e) Status of compliance with the Observation Letter/s of the stock exchanges;
- f) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g) Complaints Report as per Annexure II of this Circular.
- h) Any other document/disclosure as informed by the Exchange.

... 2/-

:2:

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Manager



Annexure - C



**NATIONAL STOCK EXCHANGE
OF INDIA LIMITED**

NIFTY 50
Stock of the nation

Ref: NSE/LIST/95405

November 29, 2016

The Company Secretary
Den Networks Limited
236, Okhla Industrial Area
Phase- III
New Delhi – 110 020

Kind Attn.: Mr. Jatin Mahajan

Dear Sir,

Sub: Observation Letter for Draft Scheme of Arrangement between DEN Networks Limited and SKYNET Cable Network Private Limited under sections 391 to 394 of the Companies Act, 1956

This has reference to draft scheme of arrangement between DEN Networks Limited and SKYNET Cable Network Private Limited under sections 391 to 394 of the Companies Act, 1956 submitted to NSE vide your letter dated September 28, 2016.

Based on our letter reference no Ref: NSE/LIST/89056 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI vide letter dated November 25, 2016, has given following comments:

- a. The Company shall ensure that information submitted by the Company pertaining to Mr. Krishna Kumar P. T. Gangadharan being nominee director in Dighi Port Limited and Konaseema Gas Power Limited which have been declared wilful defaulters by RBI is disclosed in the scheme under the heading "Action taken by SEBI/RBI" and same be brought to the notice of the shareholders and Hon'ble High Court.
- b. The Company shall duly comply with various provisions of the Circular.

We hereby convey our 'No-objection' with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon'ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from November 29, 2016, within which the Scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

1.



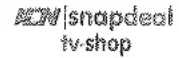
- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme.
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and.
- f. Complaints Report as per Annexure III of SEBI Circular No.CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited

Kautuk Upadhyay
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed



Dated: 03/11/2016

Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

BSE Scrip Code: 533137

Dear Sir

Subject: Complaints Report under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Reference: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Further to our Application dated September 26, 2016, hosted at website of stock exchange on October 07, 2016 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement between DEN Networks Limited and SKYNET Cable Network Limited and their respective Shareholders and Creditors ('Scheme'), Please find enclosed the Complaints Report for the Period from October 07, 2016 to October 27, 2016 (both days inclusive) as **Annexure I**.

We have also uploaded the Complaints report on our website (i.e., www.dennetworks.com)

We request you to take the above on record and provide the requisite 'No-Objection Letter' at the earliest so as to enable us to file the Scheme with the Hon'ble High Court.

If you require any clarifications / information, we would be happy to provide the same.

Yours faithfully

For Den Networks Limited


Jatin Mahajan
Company Secretary
F6887

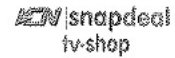


DEN Networks Limited

CIN: L92490DL2007PLC165673

Registered Office: 211, 1st Floor, Okhla Industrial Estate, Phase III, New Delhi - 110020

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ANNEUXRE I

Complaints Report

Details of Complaints, if any received from October 07, 2016 to October 27, 2016 (both days inclusive) for the Proposed Scheme of Arrangement between DEN Networks Limited and SKYNET Cable Network Limited and their respective Shareholders and Creditors are as under:

Part A

| Sr. No. | Particulars | Number |
|---------|--|--------|
| 1. | Number of Complaints received directly | Nil |
| 2. | Number of Complaints forwarded by Stock Exchange | Nil |
| 3. | Total Number of Complaints/Comments received (1+2) | Nil |
| 4. | Number of Complaints resolved | N.A. |
| 5. | Number of Complaints pending | N.A. |

Part B

| Sr. No | Name of the Complainant | Date of Complaint | Status (Resolved / Pending) |
|--------|-------------------------|-------------------|-----------------------------|
| 1. | Not Applicable | | |

