Macquarie Equities Research

The Asia Specialist

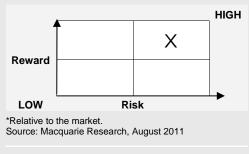
INDIA

DEN IN		Not rated
Stock price as of 19/08/2011	Rs	42
GICS sector		Media
Market cap	US\$m	121
Avg Value Traded (3m)	US\$m	0.3
12m high/low	Rs	250/35
PER FY12	х	11.3
P/BV FY 12	х	0.7

Historical financials

March Year End (Rs m)	2009A	2010A	2011A
Revenue	7,122	9,103	10,240
% growth	529.1%	27.8%	12%
EBITDA	93	808	994
% growth	1.3%	8.9%	9.7%
EPS	(1.67)	2.59	2.9
% growth	NM	NM	12.0%
EBIT Margin	(0.9%)	5.3%	6.5%
Source: Company data	, FactSet, Au	ugust 2011	

Historical business risk/reward*



Share Price Driver



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22 August 2011	

Macquarie Capital Securities India (Pvt) Ltd

MacVisit

DEN Networks: Content advantage

- We met with the management of DEN Networks (DEN IN) to understand the outlook for the Indian cable players, the business drivers of the company, and its positioning vs. the offerings of other vendors.
- DEN Networks was founded in July, 2007 by Mr. Sameer Manchanda, who has over 20 years of experience in media and channel distribution.

Key differentiator: Star DEN channel distribution JV

- JV provides content advantage. In 2008, the company formed a JV with Star India to exclusively distribute all the broadcaster's channels to different platforms (i.e. Cable and DTH operators). This JV accounts for ~50% of the consolidated revenue but only 10% of the EBITDA given the low pass-through margins in the TV channel distribution business. This JV helps the company in its Cable business given Star's leading position in key TV genres.
- Partnership with arch rival to address leakage. In May 2011, Star DEN announced the formation of a 50-50 Joint Venture with Zee Turner (the TV channel distribution JV of Zee Entertainment and Turner). The arch rivals in the TV channel distribution business came together to jointly market 68 channels. The JV has been in force since July 2011 but we expect to see the financial performance of this JV only in FY13 across the ecosystem.

Dominant cable operator: potential threat from DTH

- Large subs base but largely analogue. DEN has about 10m subscribers across 80+ cities. Its key markets are Delhi, Uttar Pradesh and Karnataka followed by a presence in certain cities in Maharashtra (including Mumbai), Gujarat, Rajasthan, Haryana, West Bengal and Kerala. The existing subs base is largely analogue with only 700k subscribers on the digital platform.
- Leader in LCO consolidation. It has acquired and integrated 80+ MSOs since inception and offers digital cable in 45+ cities.

IPO cash balance: Reason for strength of expansion

• **IPO funding has strengthened the balance sheet.** DEN had its IPO in Nov 2009 and raised Rs3.6bn. The company currently has cash of Rs2bn on the balance sheet and debt of Rs1.25bn. The net cash position is sufficient to fund free set-top boxes for 0.625m subscribers.

Risks and Valuation

- A play on digitisation but prefer DTH. Den is riding the digitisation wave in the Indian TV distribution industry. Even so, we believe the company's growth forecasts are predicated on government strictly sticking to the analogue sunset clause. We believe DTH players that have demonstrated consumer pull are better placed than the digital cable industry in India.
- Steep correction results in trough valuation. Management expects FY12 EBITDA of Rs1,400m, implying an FY12E EV/EBITDA of 2.9x based on the current share price. The biggest risk to the business model is potential pressure on the carriage and placement fees that comprise ~27% of consolidated revenues.

Please refer to the important disclosures and analyst certification on inside back cover of this document, or on our website www.macquarie.com.au/disclosures.



Ownership	History and corporate governance	
 Promoters – 54% Top Shareholders: 	 DEN Networks was established in July 2007, reaching households across 80+ cities in Delhi, Uttar Pradesh ar 	
Top Shareholders: FII – 12%	Karnataka. It has a presence in certain cities in Maharashtra	
 Corporate Bodies – 16% 	(including Mumbai), Gujarat, Rajasthan, Haryana and Kerala.	
Note: As of 30 June 2011.	 DEN also has a 50-50 joint venture with News Corporation's 	
Source: Bloomberg, NSE, August 2011	Star TV group called Star DEN which is the exclusive distributor of over 25 leading channels in India.	
	Auditors: Deloitte Haskins & Sells.	
	 3/7 Independent directors on the Board of Directors. 	
Balance sheet data and refinancing (As of end-FY10)	Management and Directors background	
 Cash and cash equivalents: Rs2,432m 	• Mr. Sameer Manchanda, Chairman & MD. An industry	
 Investments: Rs917m 	veteran with over 20 yrs of experience in media & channel distribution.	
 Secured Loans: Rs1,620m 	 Mr. Rajesh Kaushall, CFO. Over 13yrs of experience at 	
 Unsecured Debt: Rs129m 	PWC and Lucent.	
Note: FY11 Annual Report has not been released	 Mr. Navroz Behramfram, CTO. Over 25yrs of experience. Previous stints with Tata Sky and Hathway Cable. 	
Latest Consolidated quaterly results (As of 1Q FY12)	Latest Consolidated Annual results highlights (FY11)	
 Revenue: Rs2.8bn (up %15 YoY) 	 Revenue: Rs10.2bn (up 12% YoY) 	
 Operating Income: Rs947m (Down 59% YoY) 	 Operating Income: Rs668m (up 39% YoY) 	
 Operating Income margin: 3.3% 	 Operating Income margin: 6.5% 	
 PAT: Rs29m (Down 83% YoY) 	 PAT: Rs378m (up 26% YoY) 	
 Diluted EPS: Rs0.14 (vs Rs0.77 YoY) 	 Diluted EPS: Rs2.90 (up 12% YoY) 	
Fig 1 Revenue Distribution Breakup – FY11	Fig 2 EBITDA and EBITDA Margin (%) steadily improving	
	(Rsm)	
Subscription	1,200 1,000	
revenues 27%	800 - 12% - 5%	
	600 - 1123 - 0%	
Star Den JV	400 - 809	
46%	200 - (212) 8415%	
	20%	
	(200) - (400) -24.9% -25%	

Source: Company Data, Macquarie Research, August, 2011

22 August 2011

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Source: Company Data, Macquarie Research, August, 2011

The growth proposition

- The Indian TV distribution industry rides on the twin levers of 1) Consolidation of local cable operators and 2) Digitalization of cable.
- DEN's growth has been driven by a surge in consolidation over the last few years. DEN's affiliate count has grown to 80+ in 3 years.
- Digitalization has been the priority given the regulator's (TRAI) recommendation to convert the entire Indian TV market to digital by 2014.

The business model

- DEN drives business by consolidating local cable MSO and increasing the level of digital subscribers across the user base. The conversion of analogue subs to digital would decrease under-reporting and materially increase revenues.
- The digital subscribers can be used to up-sell other services including broadband internet, value added services, etc.

Strengths

- Star-DEN JV. Star DEN the JV has exclusive rights to distribute all Star channels and channels from other leading broadcasting houses across various distribution platforms like cable, DTH, IPTV, etc. STAR DEN is the largest content aggregator in India by revenues.
- Focus on certain markets of Delhi, Gujarat, Karnataka.

Opportunities

- Analogue Cable sunset as per TRAI deadline by 2014. The regulator has listed 2014 as the sunset date for analogue cable in India.
- Triple Play services including Broadband. Globally, broadband is the key revenue driver for cable operators. DEN has an all-India ISP license for providing these services.

The value propositon

Bloomberg estimates for FY3/12:

- Revenue: Rs11.8bn
- EBITDA: Rs1.5bn
- PAT: Rs480m
- EPS: Rs3.70
- FY12 PER 11.3x

The main risks

- Failure to attract and retain digital subscribers would materially and adversely affect business.
- Continued under-reporting of analogue cable subscribers by LCOs could impact revenue growth.
- Loss of subscribers to other cable operators.

Weaknesses

- Limited ability to manage cost levers could pressure margins.
- The cable players have limited sustainable competitive advantages against DTH operators.

Threats

- **Competition from multiple players.** Rivals include Analogue cable operators; Digital cable operators and DTH players, all of which constitute the Distribution industry.
- **Price War**. The competitive intensity could increase with any further decrease in price tariffs.

Fig 3 DEN Networks – Financial Statements (Rs m)

P&L Statements	2008	2009	2010	2011	BALANCE SHEET	2008	2009	2010
(Year Ending Mar 31)					(Year Ending Mar 31)			
Total Revenue	1,132	7,122	9,103	10,240	ASSETS			
YoY Growth (%)	NA	529.1%	27.8%	12%	Cash And Equivalents	338	511	2,432
		0.504	0.040	4 000	Accounts Receivable	486	1,909	2,656
Gross Profit Margin %	80 7.1%	2,521 35.4%	3,343 36.7%	1,063 10.4%	Notes Receivable Other Current Assets	105 379	3 1,113	16 1,787
Wargin 70	7.170	00.470	50.770	10.470	Total Current Assets	1,307	3,536	6,891
EBITDA	(282)	93	808	994				
Margin %	(24.9%)	1.3%	8.9%	9.7%	Gross PPE	516	1,823	2,422
EBIT	(298)	(67)	482	668	Accumulated Depreciation Net PPE	(9) 507	(141) 1,682	(402) 2,020
Margin %	(26.3%)	(0.9%)	5.3%	6.5%			-,	_,
	(007)	(470)			Long-term Investments	982	0	917
Earnings from Cont. Ops. Margin %	(287) (25.4%)	(172) (2.4%)	364 4.0%	448 4.4%	Goodwill Other Intangibles	481 20	1,163 123	2,514 382
Margin 70	(20.470)	(2.470)	4.070	4.470	Deferred Tax Assets, LT	17	92	156
Net Income	(289)	(151)	301	378	Other Long-Term Assets	-	367	66
Margin %	(25.5%)	(2.1%)	3.3%	3.7%	Total Assets	<u>3,314</u>	<u>6,963</u>	<u>12,946</u>
Diluted EPS Excl. Extra Items	(5.76)	(1.67)	2.59	26% 2.9	LIABILITIES			
Growth Over Prior Year	(0.70) NA	(1.07) NM	NM	12.0%	-	584	1,703	2,534
					Accrued Exp.	5	23	35
					Short-term Borrowings	140	529	406
CASH FLOW STATEMENT	2008	2009	2010	2011	Unearned Revenue, Current	63	129	143
(Year Ending Mar 31)					Other Current Liabilities	446	1,051	718
Net Income	(289)	(151)	301	Na	Total Current Liabilities	1,245	3,437	3,837
Depreciation & Amort., Total	16	160	326	Na	Long-Term Debt	91	798	1,389
					Def. Tax Liability, Non-Current	-	15	73
Other Amortization	-	-	3		Total Liabilities	1,335	4,251	5,299
(Gain) Loss On Sale Of Invest.	(16)	(10)	(48)					
Asset Write-down Costs	-	7	1		Common Stock	181	181	1,305
Provision & Write-off of Bad debts Other Operating Activities	82 (49)	133 (103)	120 (55)		Additional Paid In Capital Pref. Stock, Convertible	1,722 32	2,322 40	6,105
Change in Other Net Operating Assets	346	43	34		Minority Interest	44	169	237
Cash from Ops.	90	78	683	Na	Total Equity	<u>1,978</u>	<u>2,712</u>	<u>7,647</u>
Capital Expenditure	(593)	(1,320)	(921)		Total Liabilities And Equity	<u>3,314</u>	<u>6,963</u>	<u>12,946</u>
Cash Acquisitions	(636)	(677)	(1,572)					
Invest. in Marketable securities.	(1,416)	689	(869)					
Net (Inc.) Dec. in Loans Originated/Sold Other Investing Activities	(140)	102 20	(12) 149					
Cash from Investing	-	(1,186)		Na				
Short Term Debt Issued								
Long-Term Debt Issued	158 105	331 719	125 591					
Total Debt Issued	263	1,050	717	Na				
Short Term Debt Repaid	-	(60)	(155)					
Long-Term Debt Repaid Total Debt Repaid	(1)	(2)	(2) (157)	Na				
	(1)	(62)	(157)	INd				
Issuance of Common Stock	735	0	4,395					
Issuance of Pref. Stock	2,133	400	-					
Other Financing Activities	(8)	(107)	(489)					
Cash from Financing	3,123	1,281	4,465	Na				
Misc. Cash Flow Adj.	18	-	-					

Note: The company is yet to release it FY11 Annual Report and hence certain financial information is not available Source: CapitalLine, NSE, August 2011

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Important disclosures:

Recommendation definitions

Macquarie - Australia/New Zealand Outperform – return >3% in excess of benchmark return Neutral – return within 3% of benchmark return Underperform – return >3% below benchmark return

Benchmark return is determined by long term nominal GDP growth plus 12 month forward market dividend yield

Macquarie - Asia/Europe

Outperform – expected return >+10% Neutral – expected return from -10% to +10% Underperform – expected return <-10%

Macquarie First South - South Africa

Outperform – expected return >+10% Neutral – expected return from -10% to +10% Underperform – expected return <-10%

Macquarie - Canada

Outperform – return >5% in excess of benchmark return Neutral – return within 5% of benchmark return Underperform – return >5% below benchmark return

Macquarie - USA

Outperform (Buy) – return >5% in excess of Russell 3000 index return Neutral (Hold) – return within 5% of Russell 3000 index return

Underperform (Sell)- return >5% below Russell 3000 index return

Volatility index definition*

This is calculated from the volatility of historical price movements.

Very high-highest risk – Stock should be expected to move up or down 60–100% in a year – investors should be aware this stock is highly speculative.

High – stock should be expected to move up or down at least 40–60% in a year – investors should be aware this stock could be speculative.

 $\ensuremath{\text{Medium}}$ – stock should be expected to move up or down at least 30–40% in a year.

Low-medium – stock should be expected to move up or down at least 25–30% in a year.

Low – stock should be expected to move up or down at least 15–25% in a year. * Applicable to Australian/NZ/Canada stocks only

Recommendations – 12 months Note: Quant recommendations may differ from

Fundamental Analyst recommendations

Financial definitions

All "Adjusted" data items have had the following adjustments made:

Added back: goodwill amortisation, provision for catastrophe reserves, IFRS derivatives & hedging, IFRS impairments & IFRS interest expense Excluded: non recurring items, asset revals, property revals, appraisal value uplift, preference dividends & minority interests

EPS = adjusted net profit / efpowa*

ROA = adjusted ebit / average total assets ROA Banks/Insurance = adjusted net profit /average total assets ROE = adjusted net profit / average shareholders funds

Gross cashflow = adjusted net profit + depreciation *equivalent fully paid ordinary weighted average number of shares

All Reported numbers for Australian/NZ listed stocks are modelled under IFRS (International Financial Reporting Standards).

Recommendation proportions – For quarter ending 30 June 2011

	AU/NZ	Asia	RSA	USA	CA	EUR	
Outperform	50.37%	64.60%	64.62%	45.63%	67.74%	48.02% (for U	JS coverage by MCUSA, 12.44% of stocks covered are investment banking clients)
Neutral	36.86%	21.22%	29.23%	51.30%	28.50%	38.42% (for U	JS coverage by MCUSA, 12.95% of stocks covered are investment banking clients)
Underperform	12.77%	14.18%	6.15%	3.07%	3.76%	13.56% (for U	JS coverage by MCUSA, 0.00% of stocks covered are investment banking clients)

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Sunaina Dhanuka (Malaysia)	(603) 2059 8993
David Gambrill (Thailand)	(662) 694 7753
Insurance	
Scott Russell (Asia, China)	(852) 3922 3567
Chung Jun Yun (Korea) Media and Internet	(822) 2095 7222
	(953) 2022 2500
Jiong Shao (China, Hong Kong) Steve Zhang (China, Hong Kong)	(852) 3922 3566 (852) 3922 3578
Nitin Mohta (India)	(9122) 6720 4090
Prem Jearajasingam (Malaysia)	(603) 2059 8989
Alex Pomento (Philippines)	(632) 857 0899

Asia Sales

Regional	Heads	of Sales
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(852) 3922 2074 (65) 6601 0288 (1 617) 598 2502 (852) 3922 2061 (41) 22 818 7712

Robin Black (Asia)
· · · · ·
Chris Gray (ASEAN)
Peter Slater (Boston)
Jeffrey Shiu (China & Hong Kong)
Thomas Renz (Geneva)
Andrew Mouat (India)
Kenneth Yap (Indonesia)
JJ Kim (Korea)
Jason Lee (Malaysia)
Chris Gould (Malaysia)
Gino C Rojas (Philippines)
Greg Norton-Kidd (New York)
Luke Sullivan (New York)
Eric Roles (New York)
Sheila Schroeder (San Francisco)

Oil, Gas and Petrochemicals

		_
James Hubbard (Asia)	(852) 3922 1226	J
Jal Irani (India)	(9122) 6720 4080	1
Polina Diyachkina (Japan)	(813) 3512 7886	5
Shawn Park (Korea)	(822) 3705 8669	l
Sunaina Dhanuka (Malaysia)	(603) 2059 8993	_
Trevor Buchinski (Thailand)	(662) 694 7829	ŀ
Pharmaceuticals and Health	care	F
Jonathan Hsu (Hong Kong)	(852) 3922 4625	Å
Abhishek Singhal (India)	(9122) 6720 4086	ć
Eunice Bu (Korea)	822) 2095 7223	
Chinnarat Boonmahanark (Thailand)	(662) 694 7985	
Property	(,	0
Callum Bramah (Asia)	(852) 3922 4731	E
Unmesh Sharma (India)	(9122) 6720 4092	C F
Felicia Barus (Indonesia)	(6221) 2598 8480	
		1
Hiroshi Okubo (Japan) Sunaina Dhanuka (Malaysia)	(813) 3512 7433	7
Alex Pomento (Philippines)	(603) 2059 8993	É
	(632) 857 0899 (65) 6601 0838	
Tuck Yin Soong (Singapore)		E
Elaine Cheong (Singapore)	(65) 6601 0839	F
Corinne Jian (Taiwan)	(8862) 2734 7522	F
Brandon Chen (Taiwan)	(8862) 2734 7518	F
Patti Tomaitrichitr (Thailand)	(662) 694 7727	٦
Resources / Metals and Mini	<u> </u>	(
Andrew Dale (Asia)	(852) 3922 3587	(
Graeme Train (China)	(8621) 2412 9035	Ň
Pelen Ji (China, Hong Kong)	(852) 3922 4741	È
Christina Lee (Hong Kong)	(852) 3922 3571	Ē
Rakesh Arora (India)	(9122) 6720 4093	Å
Adam Worthington (Indonesia)	(852) 3922 4626	ŝ
Polina Diyachkina (Japan)	(813) 3512 7886	
Chak Reungsinpinya (Thailand)	(662) 694 7982	\$
Technology		N
Jeffrey Su (Asia, Taiwan)	(8862) 2734 7512	F
Lisa Soh (China)	(852) 3922 1401	F
Nitin Mohta (India)	(9122) 6720 4090	
Damian Thong (Japan)	(813) 3512 7877	1
David Gibson (Japan)	(813) 3512 7880	
George Chang (Japan)	(813) 3512 7854	(
Jeff Loff (Japan)	(813) 3512 7851	ł
Michiko Kakiya (Japan)	(813) 3512 7868	À
Yukihiro Goto (Japan)	(813) 3512 5984	
Daniel Kim (Korea)	(822) 3705 8641	(
Benjamin Ban (Korea)	(822) 3705 8659	[
Andrew Chang (Taiwan)	(8862) 2734 7526	0
Daniel Chang (Taiwan)	(8862) 2734 7516	F
Jimmy Hsu (Taiwan)	(8862) 2734 7533	
Kylie Huang (Taiwan)	(8862) 2734 7528	ľ
Telecoms		F
Nathan Ramler (Asia)	(813) 3512 7875	Ē
Lisa Soh (China, Hong Kong)	(852) 3922 1401	
Riaz Hyder (Indonesia)	(6221) 2598 8486	
Prem Jearajasingam	, ,	
(Malaysia, Singapore)	(603) 2059 8989	E
Alex Pomento (Philippines)	(632) 857 0899	
Joseph Quinn (Taiwan)	(8862) 2734 7519	
Best Waiyanont (Thailand)	(662) 694 7993	
	. ,	

Transport & Infrastructure

Janet Lewis (Asia, Japan)	(852) 3922 5417
Nicholas Cunningham (Japan)	(813) 3512 6044
Sunaina Dhanuka (Malaysia)	(603) 2059 8993
Utilities & Renewables	
Adam Worthington (Asia)	(852) 3922 4626
Jeff Evans (India)	(9122) 6720 4081
Prem Jearajasingam (Malaysia)	(603) 2059 8989
Alex Pomento (Philippines)	(632) 857 0899
Commodities	
Jim Lennon	(4420) 3037 4271
Duncan Hobbs	(4420) 3037 4497
Bonnie Liu	(65) 6601 0144
Graeme Train	(8621) 2412 9035
Rakesh Arora	(9122) 6720 4093
Data Services	
Andrea Dailly (Asia)	(852) 3922 4076
Eric Yeung	(852) 3922 4077
Economics	
Richard Gibbs (Australia)	(612) 8232 3935
Paul Cavey (China)	(852) 3922 3570
Renee Chen (Hong Kong, Taiwan)	(852) 3922 3597
Tanvee Gupta (India)	(9122) 6720 3455
Quantitative / CPG	
Gurvinder Brar (Global)	(4420) 3037 4036
Viking Kwok (Asia)	(852) 3922 4735
Burke Lau (Asia)	(852) 3922 5494
Patrick Hansen (Japan)	(813) 3512 7876
Ayumu Kuroda (Japan)	(813) 3512 7569
Simon Rigney (Japan)	(813) 3512 7872
Strategy/Country	
Michael Kurtz (Asia)	(852) 3922 1403
Peter Eadon-Clarke (Asia, Japan)	(813) 3512 7850
Jiong Shao (China, Hong Kong)	(852) 3922 3566
Rakesh Arora (India)	(9122) 6720 4093
Nicolaos Oentung (Indonesia)	(6121) 2598 8366
David Gibson (Japan)	(813) 3512 7880
Chan Hwang (Korea)	(822) 3705 8643
Kieran Calder (Malaysia)	(603) 2059 8992
Yeonzon Yeow (Malaysia)	(603) 2059 8982
Alex Pomento (Philippines) Conrad Werner (Singapore)	(632) 857 0899 (65) 6601 0182
Daniel Chang (Taiwan)	(8862) 2734 7516
David Gambrill (Thailand)	(662) 694 7753
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Miki Edelman (Taiwan)	(8862) 2734 7580	
Angus Kent (Thailand)	(662) 694 7601	
Michael Newman (Tokyo)	(813) 3512 7920	
Angus Innes (UK/Europe)	(44) 20 3037 4841	
Rob Fabbro (UK/Europe)	(44) 20 3037 4865	
Sean Alexander (Generalist)	(852) 3922 2101	
Regional Head of Distribution		
Justin Crawford (Asia)	(852) 3922 2065	
Sales Trading		
Adam Zaki (Asia)	(852) 3922 2002	
Yat Quan Tan (Hong Kong)	(852) 3922 2028	
Phil Sellaroli (Japan)	(813) 3512 7837	
Grace Lee (Korea)	(822) 3705 8601	
Matthew Ryan (Singapore)	(65) 6601 0288	
	(00) 0001 0200	

Sales Trading cont'd

Mike Keen (Europe)	(44) 20 3037 4905
Chris Reale (New York)	(1 212) 231 2555
Marc Rosa (New York)	(1 212) 231 2555
Stanley Dunda (Indonesia)	(6221) 515 1555
Kenneth Cheung (Malaysia)	(603) 2059 8888
Michael Santos (Philippines)	(632) 857 0813
Isaac Huang (Taiwan)	(8862) 2734 7582
Dominic Shore (Thailand)	(662) 694 7707
Alternative Strategies	

Alternative Strategies

Convertibles - Roland Sharman	(852) 3922 2095
Depository Receipts – Seung-Jin Lee	(65) 6601 0203
Derivatives – Mark Holland	(852) 3922 2081
Structured Products - Andrew Terlich	(852) 3922 2013