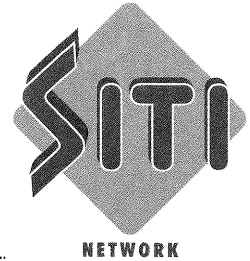


SITI Cable Network Limited  
GYS Global, Tower A, 4th Floor, Sector - 125  
Noida, Uttar Pradesh - 201301, India  
Tel. : +91-0120-4526700  
Website : www.siticable.com



January 5, 2016

To,

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400001.

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra - Kurla Complex, Bandra (E)  
Mumbai - 400051.

**SUBJECT :- OUTCOME OF THE BOARD MEETING**

Dear Sir,

This is to inform you that the Board of Directors of the Company at its meeting held today i.e. on January 5, 2016, *inter alia*, has approved the following matters:-

1. Subject to approval of shareholders, issuance of :-

- (i) 142,857,143 number of Warrants convertible at the option of the holder, in one or more tranches, into equivalent number of equity shares of Re.1/- each of the Company to M/s. Direct Media & Cable Private Limited and/or Arrow Media & Broadband Private Limited, entities forming part of Promoter/ Promoter Group of the Company, at Rs 35.00 per Warrants (including premium of Rs. 34.00 per Warrants) being the price determined in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI ICDR Regulations"), so that the total value of Warrants so issued shall not be more than Rs. 500 crores (Rupees Five Hundred Crores Only); and
- ii) 51,428,571 number of Optionally Fully Convertible Debentures (OFCDs) of face value of Re.1/- each, convertible at the option of the holder, in one or more tranches, into equivalent number of Equity Shares of Re.1/- each of the Company, to M/s. Digital Satellite Media & Broadband Private Limited, entity forming part of Promoter/ Promoter Group of the Company, at Rs. 35.00 per OFCD (including premium of Rs. 34.00 per OFCD) being the price determined in accordance with Chapter VII of the SEBI ICDR Regulations, so that the total value of the OFCDs so issued shall not be more than Rs. 180 crores (Rupees One Hundred Eighty Crores Only).

The "Relevant Date" under SEBI (ICDR) Regulations for the purpose of determination of issue price of Warrants and OFCDs be fixed as 5<sup>th</sup> January, 2016, being the date 30 days prior to the date of Extra-Ordinary General Meeting proposed to be held that is 4<sup>th</sup> February, 2016.

2. Alteration in the Capital Clause of the Memorandum of Association of the Company by increasing the Authorised Share Capital from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 99,00,00,000 (Ninety Nine Crores) Equity Shares of Re. 1/- each and 1,00,00,000 (One Crore) Preference Shares of Re.1/- each to Rs. 130,00,00,000/- (Rupees One Hundred Thirty Crores Only) divided into 129,00,00,000 (One Hundred Twenty Nine Crores)



Regd. Off. : 135, Continental Building, Dr. Annie Besant Road, Worli, Mumbai - 400 018, India.  
Tel. : +91-22-6697 1234 Fax : +91-22-2490 0302

Corporate Identity Number  
L64200MH2006PLC160733

CIN - L64200MH2006PLC160733

Equity Shares of Re. 1/- each and 1,00,00,000 (One Crore) Preference Shares of Re.1/- each, by creation of additional 30,00,00,000 (Thirty Crores) Equity Shares of Re. 1/- each.

3. Convening of the Extra-ordinary General Meeting of the Company on February 4, 2016.
4. Acquisition of 51% equity stake in equity share capital of Sai Star Digital Media Private Limited
5. Acquisition of 76% equity stake in equity share capital of SCOD 18 Networking Private Limited.
6. Acquisition of 100% equity stake in equity share capital of Variety Entertainment Private Limited.
7. Acquisition of 51% equity stake in equity share capital of Bargachh Digital Communication Network Private Limited.
8. Acquisition of 51% equity stake in equity share capital of Krishna Teja Digital Entertainment Private Limited.
9. Acquisition of 49% equity stake in equity share capital of Siti Faction Digital Private Limited.
10. Acquisition of 49% equity stake in equity share capital of Siti Jony Digital Cable Network Private Limited

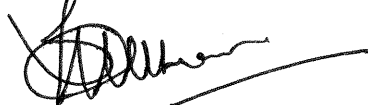
As per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015, the details required to be disclosed on the acquisition by the Company is enclosed herewith as **Annexure –A**.

You are therefore, requested to take note of the same in your record.

Thanking you

Yours truly,

**For Siti Cable Network Limited**



**Suresh Kumar**

**Company Secretary**

**M No. A14390**


**GYS Global Tower -A**

**4th Floor, Sector -125**

**Noida – 201301.**

## Format of Disclosure to be given to Stock Exchanges as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

|        |   |   |   |   |  |  |   |  |
|--------|---|---|---|---|--|--|---|--|
| a)     | Name of the target entity, details in brief such as size, turnover etc.   | Krishna Teja Digital Entertainment Private Limited currently working in Cable TV Sector | Bargachh Digital Communication Network Private Limited currently working in Cable TV Sector | Variety Entertainment Private Limited currently working in Cable TV Sector  | SCOD 18 Networking Private Limited currently working in Cable TV Sector                | Sat Star Digital Media Private Limited currently working in Cable TV Sector            | Siti Faction Digital Private Limited currently working in Cable TV Sector   | Siti Jony Digital Cable Network Private Limited currently working in Cable TV Sector                                     |
| b)     | Whether the acquisition would fall within related party transaction (s) and whether the promoter/ promoter group / group companies have any interest in the entity being acquired? If Yes, nature of interest and details thereof and whether the same is done at " arms length". | Not Applicable  | Not Applicable  | Not Applicable  | Not Applicable   | Not Applicable   | Yes. The transaction will fall within related party transactions. Siti Cable currently holds 51% equity in this company.                | Yes. The transaction will fall within related party transactions. Siti Cable currently holds 51% equity in this company. |
| c)     | Industry to which the entity being acquired belongs   | Cable TV Sector in Media and Entertainment Industry, within which the Company operates  | Cable TV Sector in Media and Entertainment Industry, within which the Company operates      | Cable TV Sector in Media and Entertainment Industry, within which the Company operates  | Cable TV Sector in Media and Entertainment Industry, within which the Company operates | Cable TV Sector in Media and Entertainment Industry, within which the Company operates | Cable TV Sector in Media and Entertainment Industry, within which the Company operates  | Cable TV Sector in Media and Entertainment Industry, within which the Company operates                                   |
| d)     | Objects and effects of acquisition ( including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)   | To acquire DAS business   | To acquire DAS business   | To acquire DAS business   | To acquire DAS business  | To acquire DAS business  | To acquire DAS business   | To acquire DAS business  |
| e)     | Brief details of any governmental or regulatory approvals required for the acquisition  | Not Applicable  | Not Applicable  | Not Applicable  | Not Applicable   | Not Applicable   | Not Applicable  | Not Applicable   |
| f)     | Indicative time period for completion of the acquisition  | On or before Mar. '16   | On or before Mar. '16   | On or before Mar. '16   | On or before Mar. '16  | On or before Mar. '16  | On or before Mar. '16   | On or before Mar. '16  |
| g)     | Nature of consideration – whether cash consideration or share swap and details of the same.   | Combination of cash/ or in kind   | Combination of cash/ or in kind   | Combination of cash/ or in kind   | Combination of cash/ or in kind  | Combination of cash/ or in kind  | Combination of cash/ or in kind   | Combination of cash/ or in kind  |
| h) (i) | Cost of acquisition   | Total aggregate price of shares to be acquired would be Rs. 2.55 Lakhs                  | Total aggregate price of shares to be acquired would be Rs. 51,000                          | Total maximum aggregate price of shares to be acquired would be Rs. 1.50 crores subject to adjustment on account of liabilities/ assets | To be ascertained  | To be ascertained  | Total maximum aggregate price of shares to be acquired would be Rs. 4.50 crores subject to adjustment on account of liabilities/ assets | Total maximum aggregate price of shares to be acquired would be Rs. 50 lakhs subject to due diligence                    |
| (ii)   | Price at which shares are to be acquired  | To be acquired  | To be acquired  | To be acquired  | To be acquired   | To be acquired   | To be acquired  | To be acquired   |
| i)     | Percentage of shareholding/ control acquired and/ or number of shares acquired  | 51% of the total equity share capital   | 51% of the total equity share capital   | 100% of the total equity share capital  | 76% of the total equity share capital  | 51% of the total equity share capital  | 49% of the total equity share capital   | 49% of the total equity share capital  |
| j)     | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information                                       | Business - Cable TV<br>Dol - 10-03-2015<br>Presence - India                             | Business - Cable TV<br>Dol - 19-05-2015<br>Presence - India                                 | Business - Cable TV<br>Dol - 14-07-1998<br>Presence - India   | Business - Cable TV<br>Dol - 12-02-2008<br>Presence - India                            | Business - Cable TV<br>Dol - 27-02-2013<br>Presence - India                            | Business - Cable TV<br>Dol - 30-10-2012<br>Presence - India   | Business - Cable TV<br>Dol - 13-09-2012<br>Presence - India  |

  
 (Suresh Kumar)  
 Company Secretary