



SITI CABLE NETWORK LIMITED

Registered Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Tel: +91-22 - 24831234 Fax: +91- 22 - 24955974

CIN: L64200MH2006PLC160733 Website: www.siticable.com

POSTAL BALLOT NOTICE

Dear Shareholder(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013, (the "Act") read with the Companies (Management & Administration) Rules, 2014, including any statutory modifications or re-enactment thereof, for the time being in force, Clause 35B of the Listing Agreement and other applicable laws and regulations, to transact the following special business by the Members of SITI Cable Network Limited, by passing the special resolution through Postal Ballot.

Pursuant to Section 102 of the Companies Act, 2013, the explanatory statement pertaining to the proposed resolution setting out the material facts and the reasons thereof along with a Postal Ballot Form is annexed herewith. The Company has appointed FCS Satish K. Shah, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form & the Notice and return the completed Postal Ballot Form so as to reach the Scrutinizer at the Registered Office of the Company at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai 400 018, **on or before 6.00 p.m. on Thursday, the 9th day of July, 2015**, the last date for the receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date & time will be considered invalid.

Upon completion of the scrutiny of the Postal Ballot Forms and E-Voting, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot will be announced on **Monday, the 13th day of July, 2015**. The result of the Postal Ballot will also be uploaded on the Company's website www.siticable.com besides the Company sending appropriate communications to the BSE Limited and National Stock Exchange of India Limited.

The date of declaration of the results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed by the Members, if approved by requisite majority.

E-Voting Option

The Company is pleased to offer E-Voting facility also as an alternative for the Members which would enable you to cast your votes electronically, instead of sending Physical Postal Ballot Form(s). E-voting is optional. Please carefully read and follow the instructions on E-Voting printed in this Notice.

Proposed Resolution

Item No. 1

To approve the borrowing limit u/s 180(1)(c) of the Companies Act, 2013

*To consider and if thought fit, to pass the following resolution as **Special Resolution**:*

"RESOLVED THAT in supersession of the Special Resolution passed by the members of the Company at Annual General Meeting held on August 12, 2014 pursuant to Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called "the Board", which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereafter constitute to exercise its powers including powers conferred by this resolution and with the power to delegate such authority to any person or person(s)), to borrow or raise, from time to time, such sum(s) of money or monies as they may deem appropriate for the purposes of the Company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company's bankers in the ordinary course of business) will exceed the paid-up capital and free reserves of the Company, Provided that the total amount upto which monies may be borrowed or raised by the Board of Directors shall not exceed Rs.3000 crores (Rupees Three Thousand Crores only) at any point of time."

Notes:

1. Explanatory Statement for the proposed resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 along with the applicable rules thereunder setting out material facts is appended herein below.
2. The Notice will be dispatched to all the Members whose name appears in the Register of Members / Record of Depositories as on 29th day of May, 2015.
3. Voting period will commence on and from Wednesday, the 10th day of June, 2015 at 9.00 a.m. and end on Thursday, the 9th day of July, 2015 at 6.00 p.m.
4. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.
5. Members are also requested to carefully read the instructions printed behind the Postal Ballot Form before exercising their vote in physical form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

As per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the shareholders accorded by way of special resolution, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves. The shareholders had already authorised the Board of Directors of the Company to borrow monies up to Rs.1500 crores.

The increasing business operations and implementation of Digital Addressable System in Phase III & IV notified areas, would necessitate restructuring the existing borrowing limits of Rs.1500 crores by authorizing the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves but not exceeding Rs.3,000 crores. Therefore, it is necessary to obtain approval of the shareholders by way of Special Resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, authorising the Board to borrow monies upto Rs.3,000 crores.

Your Board recommends the special resolution as set out in this notice for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in Special Resolution.

**By Order of the Board of Directors
For Siti Cable Network Limited**

**Suresh Kumar
Company Secretary**

**Place: New Delhi
Date: May 28, 2015
Registered Office
Continental Building
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018**

INSTRUCTIONS FOR VOTING

Kindly note that a Member can opt for only one mode for voting either Physical Ballot or E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through a valid Physical Postal Ballot Form shall prevail and E-Voting of that member shall be treated as invalid.

VOTING THROUGH POSTAL BALLOT

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

E-VOTING –

In compliance with Clause 35B of the Listing Agreement entered into with the Stock Exchanges and Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The procedure and instructions for the same are as follows:

- (i) The voting period begins on Wednesday, the 10th day of June, 2015 at 9.00 a.m. and end on Thursday, the 9th day of July, 2015 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 29, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (xi) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for SITI CABLE NETWORK LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.