

**SITI Cable Network Limited**

GYS Global, Tower A, 4th Floor, Sector - 125

Noida, Uttar Pradesh - 201301, ndia

Tel. : +91-0120-4526700

Website : www.siticable.com



February 5, 2016

BSE Limited

National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

**Sub: Proceedings of Extra-ordinary General Meeting**

Dear Sirs,

The Extra-ordinary General Meeting ("EGM") of the Equity Shareholders of the Company was held on Thursday, February 4, 2016, at 3.00 p.m. at Kohinoor Continental, Andheri Kurla Road, Chakala, Andheri (E), Mumbai - 400 059.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had provided remote E-voting facility, to facilitate all Equity Shareholders of the Company (as at cut-off date of January 28, 2016), to cast their votes electronically on all businesses proposed in the Notice of EGM. The remote E-voting period commenced on Monday, February 1, 2016 at 9.00 a.m. and concluded on Wednesday, February 3, 2016 at 5.00 p.m. Additionally, to facilitate voting by the Shareholders who had not voted using remote e-voting facility, a Poll was conducted at the Extra-ordinary General Meeting held on February 4, 2016.

Based on the report dated January 5, 2016 submitted by Mr. Satish K Shah (CP No. 3142), Company Secretary in Practice, who was engaged by the Company as Scrutiniser, to supervise remote E-voting and voting by poll at the EGM held on February 4, 2016, the Chairman of the EGM has declared that all the proposals contained in Item nos. 1 and 2 of the Notice of EGM were approved by the Equity Shareholders of the Company, **with overwhelming majority**.


Copy of the Scrutiniser's report along with requisite particulars of E-voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed for your information and record.

Yours truly,

**Siti Cable Network Limited**



**Suresh Kumar**

**Compliance Officer & Company Secretary**



Encl. As above

**Details of e-voting and voting by poll at Extra-ordinary  
General Meeting held on February 4, 2016**

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**Details of Attendance at Extra-ordinary General Meeting:**

<b>Particulars</b>	<b>Details</b>
Date of EGM	February 4, 2016
Total number of Equity shareholders as on record date/Cut-off date i.e. January 28, 2016	109845
<b>No of Equity Shareholders present in the meeting either in person of through proxy</b>	
a) Promoters & Promoter Group	6
b) Public	73
<b>No of Equity Shareholders attended the meeting through video conferencing</b>	
a) Promoters & Promoter Group	Not arranged
b) Public	
Details of Agenda	As per "Annexure-A" enclosed herewith
Resolution required	
Mode of Voting	
Voting results	

**Siti Cable Network Limited**



**Suresh Kumar  
Compliance Officer & Company Secretary**



Place: Delhi

Date: February 5, 2016

## ANNEXURE - A

### Details of Voting on the following items proposed at Extra-ordinary General Meeting

#### Resolution No. 1 – Ordinary Resolution

Increase in Authorised Share Capital of the Company from Rs.100,00,00,000/- (Rupees One Hundred Crores Only) to Rs.130,00,00,000/- (Rupees One Hundred Thirty Crores Only) and consequential alteration in the existing Clause V(a) of the Memorandum of Association of the Company.

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 $3 = \frac{(2)}{(1)} * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled $6 = \frac{(4)}{(2)} * 100$	% of votes against on votes polled $7 = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group	E-Voting	447242427	447242427	100.00	447242427	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
Public – Institutions	E-Voting	151250944	78806851	52.10	78776716	30135	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
Public – Non-institutions	E-Voting	79139764	129474	0.16	129474	0	100.00	0.00
	Poll		4341	0.01	4340	1	99.98	0.02
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>677633135</b>	<b>526183093</b>	<b>77.65</b>	<b>526152957</b>	<b>30136</b>	<b>99.99</b>	<b>0.01</b>

From the aforesaid position it is observed the votes cast in favour of the subject Ordinary Resolution are more than 50 % of the total votes cast.

Hence, this Ordinary Resolution has therefore been approved by the Shareholders with the requisite majority


## Resolution No. 2: Special Resolution

To approve the issuance and allotment of 142,857,143 Warrants and 51,428,571 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 the entities forming part of Promoter/ Promoter Group of the Company.

Whether promoter/ promoter group are interested in the agenda/ resolution?					Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled $6 = \frac{(4)}{(2)} * 100$	% of votes against on votes polled $7 = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group#	E-Voting	447242427	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
Public - Institutions	E-Voting	151250944	78806851	52.10	78806851	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
Public - Non-institutions	E-Voting	79139764	129474	0.16	129474	0	100.00	0.00
	Poll		4341	0.01	4340	1	99.98	0.02
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>677633135</b>	<b>78940666</b>	<b>11.65</b>	<b>78940665</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

#Note: The voting by Promoter and Promoter group, if any, has not been considered for the above purpose as they being the related party for the purpose of proposed resolution.

From the aforesaid position it is observed the votes cast by the public (i.e. other than promoters) in favour of the subject Special Resolution are more than 75% of the total votes cast.

Hence, this Special Resolution has therefore been approved by the Shareholders with the requisite majority




B-2/201, Lok Everest, Jata Shankar Dosa Road,  
Mulund West, Mumbai – 400 080.

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**Satish K. Shah**

B.A., LL.B., FCS

**Company Secretary**

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

February 05, 2016

The Board of Directors  
Siti Cable Network Limited  
Continental Building,  
135, Dr. Annie Besant Road,  
Worli, Mumbai 400 018

Dear Sirs,

**Re: SCRUTINISER'S REPORT**

Report on Voting in connection with resolutions as stated in the Notice dated January 05, 2016 issued by Siti Cable Network Limited ('the Company'), seeking Shareholders' approval to increase the Authorized Share capital from Rs. 100 Crores to Rs.130 Crores and consent of the Members of the Company to the Board of Directors of the Company to create, offer, issue and allot Warrants and Optionally Fully Convertible Debentures on preferential basis to promoters/promoter group companies, proposed to be passed by e-Voting and voting by poll at the Extra-ordinary General Meeting.

The Company has provided E-voting facility to the Shareholders, in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, relating to the proposed Resolutions. The undersigned was appointed as Scrutinizer by the Company on January 05, 2016, to conduct E-voting and voting by poll at the EGM and in a fair and transparent manner and to scrutinize votes cast by the Shareholders and submit a report thereon to the Board of Directors.

The Company had availed E-voting platform/facility provided by Central Depository Services (India) Limited ('CDSL'). The voting, to be exercised by the Shareholders of the Company commenced on Monday, February 01, 2016 at 9.00 a.m. and concluded on Wednesday, February 03, 2016 at 5.00 p.m.

The Company completed the dispatch of Notice along with forms to the Shareholders by Courier / Air Mail on 11<sup>th</sup> January, 2016 and by e-mails on 12<sup>th</sup> January, 2016.

Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, at the close of voting period, I unblocked the E-voting on CDSL platform, in the presence of Ms. Prabha Shah and Ms. Priya Parab both residing at B2/201 Lok Everest J. S. D. Road, Mulund West Mumbai – 400080. These witnesses are not in the employment with the Company.





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**Satish K. Shah**

B.A., LL.B., FCS

**Company Secretary**

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The details of E-voting by the Shareholders on the facility provided by Central Depository Services (India) Ltd ('CDSL') were obtained and verified by me by logging on CDSL online voting site at the close of business on February 03, 2016.

Based on verification of poll papers and e-voting details downloaded from CDSL website, after conclusion of voting period, I hereby report that 44 Shareholders casted their votes electronically and 48 Shareholders through physical ballots as per details mentioned herein below:

**Item No. 1—Ordinary Resolution:**

**Increase in Authorised Share Capital of the Company and consequential change in Clause V(a) of the Memorandum of Association of the Company relating to Share Capital.**

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 $3 = \frac{(2)}{(1)} * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled $6 = \frac{(4)}{(2)} * 100$	% of votes against on votes polled $7 = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group	E-Voting	447242427	447242427	100.00	447242427	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
Public Institutions	E-Voting	151250944	78806851	52.10	78776716	30135	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
Public – Non-institutions	E-Voting	79139764	129474	0.16	129474	0	100.00	0.00
	Poll		4341	0.01	4340	1	99.98	0.02
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>677633135</b>	<b>526183093</b>	<b>77.65</b>	<b>526152957</b>	<b>30136</b>	<b>99.99</b>	<b>0.01</b>

From the aforesaid position it is observed the votes cast in favour of the subject Ordinary Resolution are more than 50 % of the total votes cast.

Hence, this Ordinary Resolution has therefore been approved by the Shareholders with the requisite majority





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**Item No.2: Special Resolution:**

**Issuance of convertible Warrants and Optionally Fully Convertible Debentures to Promoter / Promoter Group entities.**

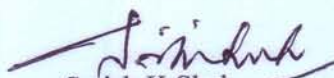
Whether promoter/ promoter group are interested in the agenda/ resolution?					Yes			
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
		(1)	(2)	$3 = \frac{(2)}{(1)} * 100$	(4)	(5)	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group#	E-Voting	447242427	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
Public Institutions	E-Voting	151250944	78806851	52.10	78806851	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
Public Non-institutions	E-Voting	79139764	129474	0.16	129474	0	100.00	0.00
	Poll		4341	0.01	4340	1	99.98	0.02
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>677633135</b>	<b>78940666</b>	<b>11.65</b>	<b>78940665</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

**#Note: The voting by Promoter and Promoter group, if any, has not been considered for the above purpose as they being the related party for the purpose of proposed resolution.**

From the aforesaid position it is observed that the votes cast by the public (i.e. other than promoters) in favour of the subject Special Resolution are more than 75% of the total votes cast.

Hence, this Special Resolution has therefore been approved by the Shareholders with the requisite majority

All the records relating to electronic voting shall remain in my safe custody until the Chairman of the Company considers, approves and signs the minutes and shall thereafter be handed over to the Company Secretary of the Company.

  
Satish K Shah  
FCS-1313, CP-3142



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JSD Road, Mulund, (West),  
Mumbai – 400 080.