

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



NETWORK

August 27, 2015

BSE Limited  
National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

**Sub: Proceedings of 9<sup>th</sup> Annual General Meeting**

Dear Sirs,

The 9th Annual General Meeting of the Equity Shareholders of the Company was held today (Thursday, August 27, 2015) at 3.30 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018.

In accordance with Clause 35B of the Listing Agreement 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 August 20, 2015), to cast their votes electronically on all businesses proposed in the Notice of AGM. The remote E-voting period commenced on Monday, August 24, 2015 at 9.00 a.m. and concluded on Wednesday, August 26, 2015 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 Annual General Meeting held today.

Based on the report dated August 27, 2015 submitted by Mr. Satish K Shah (CP No. 3142), Practising Company Secretary, who was engaged by the Company as Scrutiniser, to supervise remote E-voting and voting by poll at the AGM held today, the Chairman of the AGM has declared that all the proposals contained in Item nos. 1 to 8 of the Notice of AGM were approved by the Equity Shareholders of the Company through E-voting, **with overwhelming majority**.

Copy of the Scrutiniser's report along with requisite particulars of E-voting results as per Clause 35A of the Listing Agreement is enclosed for your information and record.

Yours truly,  
**SITI CABLE NETWORK LIMITED**

  
**Suresh Kumar**  
**Compliance Officer & Company Secretary**



Encl. As above

**Details of Voting Results at 9th Annual General Meeting held on  
 August 27, 2015**

(Pursuant to Clause 35A of the Listing Agreement)

**A. Details of Attendance at Annual General Meeting:**

Particulars	Details
Date of AGM	August 27, 2015
Total number of Equity shareholders as on Cut-off date i.e. August 20, 2015	1,10,377
No of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	6
b) Public	43
No of Equity Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	0
b) Public	0
Details of Agenda	
Resolution required	As detailed in 'B' below
Mode of Voting	
Voting results	

**B. Details of E-Voting on the following items proposed at Annual General Meeting**

**Resolution No. 1 – Ordinary Resolution**

To receive, consider and adopt the audited Financial Statements of the Company on the standalone and consolidated basis, for the financial year ended on March 31, 2015 including the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss of the Company for the year ended on that date and the report of the Auditors' and Directors' thereon.

**Resolution No. 2 – Ordinary Resolution**

To re-appoint Mr. Subodh Kumar, as Director of the Company, who retires by rotation and being eligible for re-appointment, offers himself for reappointment.

**Resolution No. 3 – Ordinary Resolution**

To re-appoint Walker Chandiok & Co. LLP, Chartered Accountants, New Delhi, the retiring Auditors of the Company, holding Firm registration no. 001076N/N500013, as Statutory Auditors of the Company to hold office from conclusion of ensuing Annual General Meeting until the conclusion of the Annual General Meeting to be held in year



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2020, subject to ratification at every Annual General Meeting, on such remuneration as may be fixed by the Board.

**Resolution No. 4 – Ordinary Resolution**

To appoint Ms. Kavita Kapahi as an Independent Director of the Company, not liable to retire by rotation, for the period upto March 31, 2018.

**Resolution No. 5 – Special Resolution**

To approve increase in FII/FPI holding limit up to an aggregate of 49% of the paid-up equity share capital of the Company or such other limit as may be permissible under applicable laws.

**Resolution No. 6 – Special Resolution**

To approve raising of funds by issue of Equity Shares or securities convertible into Equity Shares, in one or more tranches, so that the total amount raised through such issue(s) of Securities shall not exceed Rupee equivalent of USD 100 Million.

**Resolution No. 7 – Special Resolution**

To approve the implementation of Employee Stock Option Plan ("SITI ESOP 2015").

**Resolution No. 8 – Special Resolution**

To approve extending the benefits of SITI ESOP 2015 to the employees and Directors of the subsidiaries / holding company of the Company

Details of voting for each of the resolutions mentioned above is as per the annexed report of M/s. Sharepro Services (India) Pvt Ltd, the Registrar & Share Transfer Agent of the Company.

**SITI CABLE NETWORK LIMITED**



**Suresh Kumar**  
**Compliance Officer & Company Secretary**

Place: Mumbai  
Date: August 27, 2015



Regd. Off. : 135, Continental Building, Dr. Annie Besant Road, Worli, Mumbai - 400 018, India  
Tel. : +91-22-6697 1234 Fax : +91-22-2490 0302 CIN : L64200MH200PLC160733

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

Telefax : 25649808 • Cell : 7738036028  
E-mail: satshah@gmail.com



Satish K. Shah

B.A., LL.B., FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

August 27, 2015

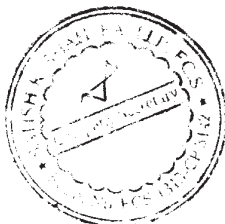
The Chairman  
Board of Directors  
Siti Cable network Limited  
Continental Building,  
135, Dr. Annie Besant Road,  
Worli, Mumbai 400 018

Dear Sirs,

### SCRUTINISER'S REPORT

Report on remote e-voting & poll conducted in relation to the agenda items proposed in the Notice dated May 28, 2015, at the 9<sup>th</sup> Annual General Meeting of Equity Shareholders of Siti Cable Network Limited (**'the Company'**)

- In terms of Clause 35B of the Listing Agreement with Stock Exchanges and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, in connection with all resolutions proposed in the 9th AGM, the Company had provided remote e-voting facility through CDSL and facility of separate voting on Poll at the AGM to the Shareholders of the Company who could not vote through remote e-voting facility provided by the Company.
- The remote e-voting period, to facilitate e-voting by Equity Shareholders of the Company as at the cut-off date of August 20, 2015, commenced on Monday, August 24, 2015 at 9.00 a.m. and ended on Wednesday, August 26, 2015 at 5.00 p.m.
- The Chairman of the AGM had announced a Poll to facilitate voting by Equity Shareholders of the Company as at cut-off date of August 20, 2015 who had attended the AGM and not voted using remote e-voting facility earlier.
- Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, I unblocked the E-voting on CDSL website on August 27, 2015, in the presence of Mr. Anil S. Dalvi and Mr. Harish Gawade, both resident of Mumbai. These witnesses are not in the employment with the Company.
- Based on report available on CDSL website, I hereby report that 76 Equity Shareholders holding in aggregate 522,991,363 Equity Shares cast votes on the resolutions proposed in the Notice of AGM by using remote E-voting facility.
- At the 9th AGM, after scrutinizing all Poll Papers relating to Votes cast by the Equity Shareholders present at the Meeting, I hereby report that 26 Equity Shareholders holding in aggregate 71,997 Equity Shares cast votes on the resolutions proposed in the Notice of AGM at Poll.





Details of Votes cast on all the resolutions proposed at the Annual General Meeting is as detailed herein:

**Item No. 1 – Ordinary Resolution**

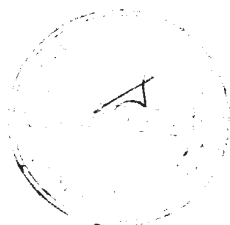
**To adopt audited financial statements of the Company – on a standalone and consolidated basis for the financial year ended 31 March 2015**

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	47	522918264	99.999789
Physical	26	71997	100.00
Total-A	73	522990261	99.999789
Voted Against			
Electronic	3	1102	0.000211
Physical	0	0	0
Total-B	3	1102	0.000211
<b>Grand Total (A+B)</b>	<b>76</b>	<b>522991363</b>	<b>100</b>

**Item No. 2 – Ordinary Resolution**

**To appoint a Director in place of Mr. Subodh Kumar, who retires by rotation.**

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	38	515168007	98.517676
Physical	26	71997	100.00
Total-A	64	515240004	98.517880
Voted Against			
Electronic	12	7751359	1.482120
Physical	0	0	0
Total-B	12	7751359	1.482120
<b>Grand Total (A+B)</b>	<b>76</b>	<b>522991363</b>	<b>100</b>



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Mulund West, Mumbai – 400 080.

Telefax : 25649808 • Cell : 7738036028  
E-mail: satshah@gmail.com



Satish K. Shah

B.A., LL.B., FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

### Item No. 3 – Ordinary Resolution

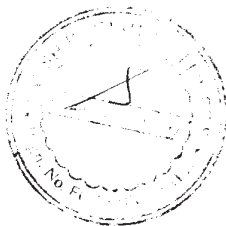
To re-appoint M/s Walker ChandioK & Co. LLP, Chartered Accountants, New Delhi as Statutory Auditors of the Company

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	47	522918264	99.999789
Physical	26	71997	100.00
Total-A	73	522990261	99.999789
Voted Against			
Electronic	3	1102	0.000211
Physical	0	0	0
Total-B	3	1102	0.000211
<b>Grand Total (A+B)</b>	<b>76</b>	<b>522991363</b>	<b>100</b>

### Item No. 4 – Ordinary Resolution

To appoint Ms. Kavita Kapahi as an Independent Director.

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	46	522916864	99.999522
Physical	26	71997	100.00
Total-A	72	522988861	99.999522
Voted Against			
Electronic	4	2502	0.000478
Physical	0	0	0
Total-B	4	2502	0.000478
<b>Grand Total (A+B)</b>	<b>76</b>	<b>522991363</b>	<b>100</b>



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Company Secretary

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#### Item No. 5 – Special Resolution

**Approval for increasing the FII/FPI holding limit to 49% of the paid up equity share capital of the Company.**

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	46	522916864	99.999522
Physical	26	71997	100.00
Total-A	72	522988861	99.999522
Voted Against			
Electronic	4	2502	0.000478
Physical	0	0	0
Total-B	4	2502	0.000478
<b>Grand Total (A+B)</b>	<b>76</b>	<b>522991363</b>	<b>100</b>

#### Item No. 6 – Special Resolution

**Approval for raising of funds equivalent to USD 100 Million**

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	39	515170207	98.518097
Physical	26	71997	100.00
Total – A	65	515242204	98.518301
Voted Against			
Electronic	11	7749159	1.481903
Physical	0	0	0
Total – B	11	7749159	1.481903
<b>Grand Total (A+B)</b>	<b>76</b>	<b>522991363</b>	<b>100</b>



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**Item No. 7 – Special Resolution**

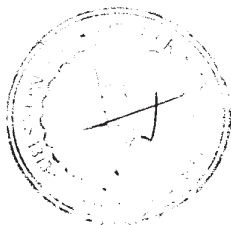
**To authorize Board of Directors to introduce and implement Employee Stock option Plan.**

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	45	516573568	98.786467
Physical	26	71997	100.00
Total –A	71	516645565	98.786634
Voted Against			
Electronic	5	6345798	1.213533
Physical	0	0	0
Total – B	5	6345798	1.213533
<b>Grand Total (A+B)</b>	<b>76</b>	<b>522991363</b>	<b>100</b>

**Item No. 8 – Special Resolution**

**To appoint extend benefits of ESOP to employees and Directors of Subsidiary/Holding Companies.**

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	44	516572168	98.786199
Physical	26	71997	100.00
Total – A	70	516644165	98.786367
Voted Against			
Electronic	6	6347198	1.213801
Physical	0	0	0
Total- B	6	6347198	1.213801
<b>Grand Total (A+B)</b>	<b>76</b>	<b>522991363</b>	<b>100</b>





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Satish K. Shah

B.A., LL.B., FCS

**Company Secretary**

FCS 1313; CP 3142;

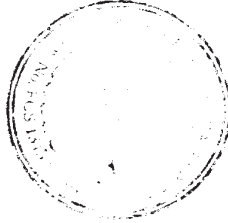
Trade Marks Agent Code No. 1503

The relevant records relating to remote e-voting and voting by poll shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approves and signs the Minutes of the 9th Annual General Meeting and shall thereafter be handed over to the Company Secretary of the Company.

**Satish K Shah**

FCS-1313, CP-3142

B-2/201 Lok Everest ,  
Jatashankar Dosa Road,  
Mulund, (West)  
Mumbai – 400 080





**SITI CABLE NETWORK LIMITED (CIN : L64200MH2006PLC160733)**  
Clause 35A (Physical and e-Voting)

**Resolution 1**

Promoter/Public	Total Ballot Forms	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	9	447242427	447242427	100.000000	447242427	0	100.000000	0.000000
Public - Institutional holders	18	144042064	75582202	52.472313	75582202	0	100.000000	0.000000
Public-Others	49	86348644	166734	0.193094	165632	1102	99.339067	0.660933
<b>Total</b>	<b>76</b>	<b>677633135</b>	<b>522991363</b>	<b>77.179131</b>	<b>522990261</b>	<b>1102</b>	<b>99.999789</b>	<b>0.000211</b>

**SITI CABLE NETWORK LIMITED (CIN : L64200MH2006PLC160733)**  
Clause 35A (Physical and e-Voting)

**Resolution 2**

Promoter/Public	Total Ballot Forms	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	9	447242427	447242427	100.000000	447242427	0	100.000000	0.000000
Public - Institutional holders	18	144042064	75582202	52.472313	67834845	7747357	89.749760	10.250240
Public-Others	49	86348644	166734	0.193094	162732	4002	97.599770	2.400230
<b>Total</b>	<b>76</b>	<b>677633135</b>	<b>522991363</b>	<b>77.179131</b>	<b>515240004</b>	<b>7751359</b>	<b>98.517880</b>	<b>1.482120</b>

**SITI CABLE NETWORK LIMITED (CIN : L64200MH2006PLC160733)**  
Clause 35A (Physical and e-Voting)

**Resolution 3**

Promoter/Public	Total Ballot Forms	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	9	447242427	447242427	100.000000	447242427	0	100.000000	0.000000
Public - Institutional holders	18	144042064	75582202	52.472313	75582202	0	100.000000	0.000000
Public-Others	49	86348644	166734	0.193094	165632	1102	99.339067	0.660933
<b>Total</b>	<b>76</b>	<b>677633135</b>	<b>522991363</b>	<b>77.179131</b>	<b>522990261</b>	<b>1102</b>	<b>99.999789</b>	<b>0.000211</b>

**SITI CABLE NETWORK LIMITED (CIN : L64200MH2006PLC160733)**  
Clause 35A (Physical and e-Voting)

**Resolution 4**

Promoter/Public	Total Ballot Forms	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	9	447242427	447242427	100.000000	447242427	0	100.000000	0.000000
Public - Institutional holders	18	144042064	75582202	52.472313	75582202	0	100.000000	0.000000
Public-Others	49	86348644	166734	0.193094	164232	2502	98.499406	1.500594
<b>Total</b>	<b>76</b>	<b>677633135</b>	<b>522991363</b>	<b>77.179131</b>	<b>522988861</b>	<b>2502</b>	<b>99.999522</b>	<b>0.000478</b>



SITI CABLE NETWORK LIMITED (CIN : L64200MH2006PLC160733)								
Clause 35A (Physical and e-Voting)								
Resolution 5								
	Total Ballot Forms	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/Public								
Promoter and Promoter Group	9	447242427	447242427	100.000000	447242427	0	100.000000	0.000000
Public - Institutional holders	18	144042064	75582202	52.472313	75582202	0	100.000000	0.000000
Public-Others	49	86348644	166734	0.193094	164232	2502	98.499406	1.500594
<b>Total</b>	<b>76</b>	<b>677633135</b>	<b>522991363</b>	<b>77.179131</b>	<b>522988861</b>	<b>2502</b>	<b>99.999522</b>	<b>0.000478</b>

SITI CABLE NETWORK LIMITED (CIN : L64200MH2006PLC160733)								
Clause 35A (Physical and e-Voting)								
Resolution 6								
	Total Ballot Forms	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/Public								
Promoter and Promoter Group	9	447242427	447242427	100.000000	447242427	0	100.000000	0.000000
Public - Institutional holders	18	144042064	75582202	52.472313	67834845	7747357	89.749760	10.250240
Public-Others	49	86348644	166734	0.193094	164932	1802	98.919237	1.080763
<b>Total</b>	<b>76</b>	<b>677633135</b>	<b>522991363</b>	<b>77.179131</b>	<b>515242204</b>	<b>7749159</b>	<b>98.518301</b>	<b>1.481699</b>

SITI CABLE NETWORK LIMITED (CIN : L64200MH2006PLC160733)								
Clause 35A (Physical and e-Voting)								
Resolution 7								
	Total Ballot Forms	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/Public								
Promoter and Promoter Group	9	447242427	447242427	100.000000	447242427	0	100.000000	0.000000
Public - Institutional holders	18	144042064	75582202	52.472313	69237506	6344696	91.605569	8.394431
Public-Others	49	86348644	166734	0.193094	165632	1102	99.339067	0.660933
<b>Total</b>	<b>76</b>	<b>677633135</b>	<b>522991363</b>	<b>77.179131</b>	<b>516645565</b>	<b>6345798</b>	<b>98.786634</b>	<b>1.213366</b>

SITI CABLE NETWORK LIMITED (CIN : L64200MH2006PLC160733)								
Clause 35A (Physical and e-Voting)								
Resolution 8								
	Total Ballot Forms	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/Public								
Promoter and Promoter Group	9	447242427	447242427	100.000000	447242427	0	100.000000	0.000000
Public - Institutional holders	18	144042064	75582202	52.472313	69237506	6344696	91.605569	8.394431
Public-Others	49	86348644	166734	0.193094	164232	2502	98.499406	1.500594
<b>Total</b>	<b>76</b>	<b>677633135</b>	<b>522991363</b>	<b>77.179131</b>	<b>516644165</b>	<b>6347198</b>	<b>98.786637</b>	<b>1.213633</b>