



SITI CABLE NETWORK LIMITED

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

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CIN: L64200MH2006PLC160733 Website: www.siticable.com

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Siti Cable Network Limited ("**Company**") will be held on Thursday, 4th February, 2016 at 3:00 p.m. at Kohinoor Continental, Andheri Kurla Road, Chakala, Andheri (E), Mumbai - 400 059 to transact the following business:-

SPECIAL BUSINESS:

1. To consider and if thought fit to pass, with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, the Authorised Share Capital of the Company be and is hereby increased from ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 99,00,00,000 (Ninety Nine Crores) Equity Shares of ₹ 1/- each and 1,00,00,000 (One Crore) Preference Shares of ₹1/- each to ₹ 130,00,00,000/- (Rupees One Hundred Thirty Crores Only) divided into 129,00,00,000 (One Hundred Twenty Nine Crores) Equity Shares of ₹ 1/- each and 1,00,00,000 (One Crore) Preference Shares of ₹1/- each, by creation of additional 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 1/- each and in consequence thereof the existing Clause V(a) of the Memorandum of Association of the Company relating to share capital be substituted by the following clause:

V(a) The Authorised Share Capital of the Company is ₹ 130,00,00,000/- (Rupees One Hundred Thirty Crores Only) divided into 129,00,00,000 (One Hundred Twenty Nine Crores) Equity Shares of ₹ 1/- each and 1,00,00,000 (One Crore) Preference Shares of ₹1/- each, with power to increase or decrease, consolidate or sub-divide the shares under the power of the Companies Act, 2013."

2. To consider and if thought fit to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:-

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force and hereinafter collectively referred as "**Act**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**") and other applicable Guidelines, Clarifications, Rules, Regulations issued by the Securities and Exchange Board of India, the Listing Agreement entered into between the Company and BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and enabling provisions of the Memorandum and Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory authority and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches, on Preferential basis;

- i) 14,28,57,143 number of Warrants convertible at the option of the holder, in one or more tranches, into equivalent number of Equity Shares of ₹ 1/- each of the Company, to M/s. Direct Media & Cable Private Limited and/or Arrow Media & Broadband Private Limited, (hereinafter referred as "Allottee 1" and "Allottee 2", respectively) entities forming part of Promoter/ Promoter Group of the Company, at ₹ 35 per Warrant (including premium of ₹ 34 per Warrant) being the price determined in accordance with Chapter VII of the SEBI ICDR Regulations, so that the total value of Warrants so issued shall not be more than ₹ 500 crores (Rupees Five Hundred Crores Only); and
- ii) 5,14,28,571 number of Optionally Fully Convertible Debentures (OFCDs) of face value of ₹1/- each, convertible at the option of the holder, in one or more tranches, into equivalent number of Equity Shares of ₹1/- each of the Company, to M/s. Digital Satellite Media & Broadband Private Limited (hereinafter referred as "Allottee 3"), entity forming part of Promoter/ Promoter Group of the Company, at ₹ 35 per OFCD (including premium of ₹ 34 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 ₹ 180 crores (Rupees One Hundred Eighty Crores Only)

on such terms and conditions in accordance with SEBI ICDR Regulations and in such a manner as the Board may think fit in its absolute discretion.

Hereinafter, Allottee 1, Allottee 2 and Allottee 3 are collectively referred as "Allottees"

RESOLVED FURTHER THAT

- a) the 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of issue price of the abovementioned Equity Shares arising on conversion of Warrants and OFCDs (hereinafter collectively be referred to as "**the Securities**") shall be January 5, 2016, being the date 30 days prior to the date of Extra-ordinary General Meeting scheduled to be held on February 4, 2016;
- b) the Warrants which would be issued and allotted upon payment of subscription money of at least 25% of the issue price shall give the Allottee 1 & Allottee 2 to seek conversion of the Warrants into equivalent number of equity shares within 18 months from the date of allotment;
- c) OFCDs which would be issued and allotted upon payment of subscription money of entire amount of the issue price shall give the OFCD holder the right to seek conversion of the OFCDs into equivalent number of equity shares within 18 months from the date of allotment at ₹ 35 per OFCD (including premium of ₹ 34 per OFCD) being the price determined in accordance with Chapter VII of the SEBI ICDR Regulations;
- d) allotment of the equity shares pursuant to conversion of Securities shall only be made in dematerialised form;
- e) The consideration on issue of securities shall be received from the Allottees' respective banks account;
- f) the Equity Shares to be issued and allotted as a result of conversion of Securities shall be listed and traded on BSE and NSE and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- g) the Equity Shares to be issued and allotted as a result of conversion of Securities shall remain locked in as per the provisions of SEBI ICDR Regulations from the date of their trading approval (the date of trading approval shall mean the latest date when trading approval has been granted by BSE and NSE);
- h) the Equity Shares to be issued and allotted as a result of conversion of Securities shall rank *pari passu* with the then existing Equity Shares of the Company in all respects including that of payment of dividend, if any;
- i) the Board/ Committee be and is hereby authorised to modify the terms and conditions of allotment of Securities including the terms of conversion of Securities into Equity Shares in accordance with the provisions of SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Securities and listing of the Equity Shares with the stock exchange(s) as appropriate and for the purpose of giving effect to the above, the Board/Committee be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authority or under applicable bye-laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Securities and the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board/Committee in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

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

Date : January 5, 2016

Place : New Delhi

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf, instead of himself/herself and the proxy need not be a member of the Company. A person can act as proxy on behalf members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy

and such person can not act as a proxy for any other person or member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution/ Power of Attorney/other valid authority, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Meeting.
4. Members/Proxies should fill-in the attendance slip for attending the meeting and bring their attendance slip along with their copy of Notice of Extra-ordinary General Meeting (EGM) as no copies will be made available at the meeting.
5. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
7. Electronic copy of the Notice of EGM of the Company *inter alia* indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail IDs are registered with the Company / Depository Participants for Communication purpose unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copy of this Notice of the same is being sent in the permitted mode.
8. Members may note that the Notice of the EGM will also be available on the Company's website www.siticable.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id : csandlegal@siticable.com.
9. The Company hereby request Members who have not updated their email IDs to update the same. Members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai-400 072 or at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai-400 021, quoting their folio number(s).
10. The Company has appointed Mr. Satish K. Shah (C.P No. 3142) as a Scrutinizer to scrutinize the E-voting and Poll process in a fair and transparent manner and for conducting the scrutiny of the votes cast. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of EGM/Executive Director of the Company. The results of the EGM will also be posted on the Company's website www.siticable.com and the website of the CDSL, besides communicating to the stock exchanges on which the shares of the Company are listed.

11. E-voting

In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 & Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on the resolutions proposed to be considered at the EGM by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the EGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this notice.

The remote e-voting period for all items of business contained in this Notice shall commence from Monday the 1st day of February, 2016 at 9.00 a.m. and will end on Wednesday the 3rd day of February, 2016 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut off date i.e 28th day of January, 2016, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

12. The facility for voting by way of Ballot / Poll paper shall also be made available at the venue of the EGM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
13. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the meeting but shall not be entitled to cast their vote again.
14. The voting rights of Members either by way of remote e-voting prior to the meeting or by way of Ballot / Poll paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the cut-off date i.e. 28th day of January, 2016.
15. The instructions and process for e-voting are as under :-

- (i) The voting period begins on 1st day of February, 2016 at 9:00 a.m. and ends on 3rd day of February, 2016 at 5:00 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 of 28th day of January, 2016 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 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for SITI CABLE NETWORK LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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 linked in the login 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.

(xix) 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

The Board of Directors of the Company has proposed to increase the Authorised Share Capital of the Company from ₹100,00,00,000/- (Rupees One Hundred Crores Only) divided into 99,00,00,000 (Ninety Nine Crores) Equity Shares of ₹ 1/- each and 1,00,00,000 (One Crore) Preference Shares of ₹1/- each to ₹ 130,00,00,000/- (Rupees One Hundred Thirty Crores Only) divided into 129,00,00,000 (One Hundred Twenty Nine Crores) Equity Shares of ₹ 1/- each and 1,00,00,000 (One Crore) Preference Shares of ₹1/- each, by creation of additional 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 1/- each. The proposed alteration to the Capital Clause of Memorandum of Association of the Company is in consequence of increase in the Authorised Share Capital.

As per the Section 61 of the Companies Act, 2013, any increase in Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company requires consent and approval of the Members of the Company.

Accordingly, the consent of the Members is being sought pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, for increasing the Authorised Share Capital of the Company.

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

Item No 2:

In order to augment the long term funding needs of the Company viz., to meet capital expenditure in connection with implementation of Digital Addressable System (DAS), acquisition of Multi System Operators (MSOs)/ Local Cable Operators (LCOs), to reduce debts and to meet the working capital requirements, your Company is proposing issue of Warrants and Optionally Fully Convertible Debentures (“OFCDs”)(hereinafter collectively be referred to as “**the Securities**”) on a preferential basis.

Consent of the shareholders is sought for issuing the Warrants resulting in an inflow of up to ₹ 500 Crores (Rupees Five Hundred Crores) assuming that they would be fully subscribed for conversion and issuing the OFCDs resulting in an inflow of up to ₹ 180 Crores to the Company.

Section 62 of the Companies Act, 2013 and the provisions of the Listing Agreement provides, *inter alia*, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

Further, as per Section 71 the issue of debentures with option to convert such debentures into shares, wholly or partly, shall require to be approved by a special resolution passed at a general meeting.

The special resolution, if passed, will have the effect of allowing the Board/Committee to issue and allot Securities to the above mentioned promoter companies who are not existing members of the Company.

Since the proposed special resolution would result in issue of Securities of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, the consent of the shareholders is being sought pursuant to the provisions of Section 62, 42, 71 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Listing Agreement and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”).

Equity Shares to be issued and allotted as a result of conversion of Warrants and OFCDs, would be listed on BSE and NSE, subject to obtaining necessary regulatory approvals, if any.

In terms of the provision of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations and other applicable provisions of the law, the relevant disclosures/details are given below:

a) Objects of the Issue:

To augment the long term funding needs of the Company for its on-going capital expenditure as well as for expansion projects and to augment working capital needs and/or to reduce the debt of the Company.

b) Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot from time to time in one or more tranches, on Preferential basis;

- 14,28,57,143 number of Warrants convertible at the option of the holder, in one or more tranches, into equivalent number of Equity Shares of ₹1/- each of the Company, to M/s. Direct Media & Cable Private Limited and/or Arrow Media & Broadband Private Limited, (hereinafter referred as “Allottee 1” and “Allottee 2”, respectively) entities forming part of Promoter/ Promoter

Group of the Company, at ₹35 per Warrant (including premium of ₹ 34 per Warrant) being the price determined in accordance with Chapter VII of the SEBI ICDR Regulations, so that the total value of Warrants so issued shall not be more than ₹ 500 crores (Rupees Five Hundred Crores Only); and

- ii) 5,14,28,571 number of Optionally Fully Convertible Debentures (OFCDs) of face value of ₹1/- each, convertible at the option of the holder, in one or more tranches, into equivalent number of Equity Shares of ₹1/- each of the Company, to M/s. Digital Satellite Media & Broadband Private Limited (hereinafter referred as "Allottee 3"), entity forming part of Promoter/ Promoter Group of the Company, at ₹ 35 per OFCD (including premium of ₹ 34 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 ₹ 180 crores (Rupees One Hundred Eighty Crores Only)

on such terms and conditions in accordance with SEBI ICDR Regulations and in such a manner as the Board may think fit in its absolute discretion.

c) Proposal of the Promoters, Directors, Key Managerial Personnel of the Company to Subscribe to the Offer:

The preferential issue of the Warrants will be subscribed by M/s. Direct Media & Cable Private Limited and/or M/s Arrow Media & Broadband Private Limited, being the entities forming part of the Promoters and/or Promoter Group of the Company. The preferential issue of the OFCDs will be subscribed by M/s. Digital Satellite Media & Broadband Private Limited, being the entity forming part of the Promoters and/or Promoter Group of the Company.

d) Relevant Date:

The Relevant Date for the purpose of determination of issue price of the Equity shares arising on conversion of Warrants and OFCDs shall be January 5, 2016, being the date 30 days prior to the date of Extra-ordinary General Meeting scheduled to be held on February 4, 2016 in accordance with Regulation 71 of SEBI ICDR Regulations;

e) Pricing of Preferential Issue:

In accordance with Regulation 76, Chapter VII of SEBI ICDR Regulations, the Equity Shares to be issued and allotted as a result of conversion of Securities on a preferential basis shall be made at a price not less than the higher of the following:

- i) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during twenty six weeks preceding the Relevant Date; or
- ii) The average of the weekly high and low of the volume weighted average prices of the related shares quoted on a recognized stock exchange during two weeks preceding the Relevant Date.

Since the Company is listed on both BSE and NSE, the trading volume of Equity Shares of the Company on both the stock exchanges will be considered to determine the highest trading volume for computation of issue price.

The Securities be issued at the price of ₹ 35 per Security (including premium of ₹ 34 per Security) being the price determined in accordance with Regulation 76 of SEBI ICDR Regulations;

f) Shareholding Pattern Pre and Post Preferential Allotment:

S. No.	Category	Pre Issue (as on 31.12.2015)		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters Holding				
1	Indian				
	Individual	10,21,000	0.15	10,21,000	0.12
	Bodies Corporate	26,20,40,427	38.67	45,63,26,141	52.34
	Sub Total	26,30,61,427	38.82	45,73,47,141	52.45
2	Foreign Promoters	18,41,81,000	27.18	18,41,81,000	21.12
	Sub Total (A)	44,72,42,427	66.00	64,15,28,141	73.58
B	Non Promoters Holding				
1	Institutional Investors	14,78,72,831	21.82	14,78,72,831	16.96
2	Non Institution				
	Private Corporate Bodies - Dom. Companies	1,77,58,568	2.62	1,77,58,568	2.04
	Director and Relatives	50	0.00	50	0.00
	Indian Public	5,82,13,892	8.59	5,82,13,892	6.68
	Others (including NRIs)	65,45,367	0.97	65,45,367	0.74
	Sub Total (B)	23,03,90,708	34.00	23,03,90,708	26.42
	GRAND TOTAL	67,76,33,135	100.00	87,19,18,849	100.00

(*) The above post-issue shareholding assumes conversion of all the Securities into equivalent number of Equity Shares of the Company.

(**) Include 3,338 partly paid-up Equity Shares on which Company had received first and final call money. However due to failure of Corporate Action at the depository level these shares could not be converted into fully paid shares and listed on Stock Exchanges.

g) Proposed time within which allotment will be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Securities on or before the expiry of 15 days from the date of passing of this resolution by the Shareholders or where allotment of securities require any approval(s) from any regulatory authority or the Central Government, the said allotment will be completed within 15 days from the date of such approval(s) as the case may be.

h) The identity of the natural person who are the ultimately beneficial owner of the shares proposed to be allotted and/or who ultimately control the proposed allottees and changes in control, if any, in the Company consequent to the preferential issue:

The identity of the Allottees, the percentage of post preferential issue capital consequent to the allotment of Equity Shares upon conversion of Warrants and OFCD into Equity Shares, on preferential basis:

Sl. No	Identity of the Allottee	Ultimate Beneficial Owner	Category	Pre-Issue Holding		No of Equity shares to be allotted	Post-Issue Holding	
				No of shares	% of shareholding		No of shares	% of shareholding
1	M/s Direct Media & Cable Private Limited	Dr.Subhash Chandra and Mrs. Sushila Goenka	Promoter Group	Nil	Nil	19,42,85,714	19,42,85,714	22.28
2	M/s Arrow Media & Broadband Private Limited							
3	M/s Digital Satellite Media & Broadband Private Limited							

There shall be no change in the management or control of the Company pursuant to the issue of Securities.

i) Terms of Issue:

- The Securities are proposed to be issued at an issue/exercise price determined in accordance with Regulation 76 of the SEBI ICDR Regulations.
- Any of the Securities proposed to be issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board/Committee in its absolute discretion to any person/entity controlled by the Promoters and/or Promoter Group, on the same terms and conditions.
- These Securities proposed to be issued shall be transferable by the security holder to any person/entity controlled by the Promoters and/or Promoter Group, on the same terms and conditions.
- The proposed Allottee 1 and Allottee 2 shall on or before the date of allotment of Warrants pay 25% of the issue price.
- The proposed Allottee 3 of OFCDs shall on or before the date of allotment of OFCDs pay 100% of the issue price.
- OFCDs shall be unsecured and bear no interest.
- The Allottees shall also be entitled to any future bonus /right issues of equity shares or other securities convertible into equity shares by the Company in the same proportion and manner as any other shareholders of the Company for the time being.
- The number of equity shares that each Securities converts into and the price per equity share upon conversion of each Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring.
- The holders of each Security will be entitled to apply for and obtain allotment of equivalent number of equity share of ₹ 1 each of the Company against each Security at any time after the date of allotment of such Securities but on or before the expiry of 18 months from the date of allotment, in one or more tranches. In case of Warrants, at the time of exercise of such entitlement, the Warrant holders shall pay the balance 75% of the consideration towards the balance subscription for each equity share.

If the entitlement against the Securities to apply for the Equity Shares is not exercised within the aforesaid period, the entitlement of the Securities holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and the upfront 25% amount paid on Warrants shall stand forfeited. As regards OFCDs if not converted shall be redeemed on such terms as may be mutually agreed.

- j) The Equity Shares to be issued and allotted as a result of conversion of Securities, shall be subject to the Memorandum and Articles of Association of the Company the terms of the issue and shall rank *pari-passu* in all respects with, and carry the same rights including dividend, if any, as the existing equity shares.

j) Auditor's Certificate:

It is proposed to obtain a certificate from M/s Walker Chandio & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of the Securities is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations and the same shall be placed before the shareholders at the Extra-ordinary General Meeting.

k) Undertaking of the Company:

The Company hereby undertakes that:

- (i) It shall re-compute the price of the Securities specified above in terms of the provisions of the SEBI ICDR Regulations, 2009, where it is required to do so.
- (ii) If the amount payable on account of any such re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations the above specified Securities shall continue to be lock in till the time such amount is paid by Allottees.

l) Lock-in

The Equity Shares to be issued and allotted as a result of conversion of Securities, shall be subject to lock-in in accordance with Chapter VII of SEBI ICDR Regulations.

In addition, the entire pre-preferential shareholding of the Allottee(s), if any, shall be under lock-in from the Relevant Date upto a period of six months from the date of allotment of Securities.

- m)** The Company has not made any preferential issue of securities during the current financial year.

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

As per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ordinary resolution would be required wherein all the related parties (including promoters) shall be abstained from voting.

All the documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Corporate Office i.e. 4th Floor GYS Global Tower, Sector 125, Noida - 201301 of the Company between 10:00 a.m. and 1 p.m. on any working day (excluding Saturday and Sunday) up to the date of the meeting.

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

**Date: January 5, 2016
Place: New Delhi**

**Suresh Kumar
Company Secretary**



SITI CABLE NETWORK LIMITED

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

Tel.: +91 22 24831430 **Email:** csandlegal@siticable.com;

CIN: L64200MH2006PLC160733 **Website:** www.siticable.com

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING

I/We hereby record my/our presence at the Extra-ordinary General Meeting of the Company at on Thursday, the 4th day of February, 2016 at 3:00 p.m. at Kohinoor Continental, Andheri Kurla Road, Chakala, Andheri (E), Mumbai - 400 059.

Folio No.	
DP Id No.*	
Client Id No.*	
No. of Shares held	

Name of Shareholder/Proxy: (IN BLOCK LETTERS): _____

Signature of Shareholder/Proxy

**(Applicable for shareholders holding shares in dematerialized form)*



SITI CABLE NETWORK LIMITED

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

Tel.: +91 22 24831430 **Email:** csandlegal@siticable.com;

CIN: L64200MH2006PLC160733 **Website:** www.siticable.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014)

Name of the Member (s)	
Registered Address	
Email Id	
Folio No./DP Id No.*/Client Id No.*	

I/We, being the member(s) of _____ Equity Shares of Siti Cable Network Limited, hereby appoint:

1. Name: _____
E-mail Id: _____
Address: _____
Signature: _____ or failing him
2. Name: _____
E-mail Id: _____
Address: _____
Signature: _____ or failing him
3. Name: _____
E-mail Id: _____
Address: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra -ordinary General Meeting of the Company to be held on Thursday, the 4th day of February, 2016 at 3:00 p.m. at Kohinoor Continental, Andheri Kurla Road, Chakala, Andheri (E), Mumbai - 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. 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		
2. Issuance of convertible Warrants and Optionally Fully Convertible Debentures to Promoter/ Promoter Group entities		

Signed this _____ day of _____ 2016

Signature of Shareholder : _____ Signature of Proxyholder(s) : _____

Note: This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Continental Building, 135, Dr Annie Besant Road, Worli, Mumbai 400 018, not less than 48 hours before the commencement of the Meeting.