



SITI CABLE NETWORK LIMITED

Regd Off.: 4th Floor, Madhu Industrial Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013

Tel: +91-22 – 43605555 E-mail : csandlegal@siticable.com

CIN: L64200MH2006PLC160733 Website : www.siticable.com

POSTAL BALLOT NOTICE

Dear Member (s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) read with the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that approval of the shareholders of the Company is sought by transacting the Special Resolution through postal ballot / electronic voting (e-voting) for change of the name of the Company from “Siti Cable Network Limited” to “Siti Networks Limited”.

Pursuant to Section 102 of the Companies Act, 2013, the explanatory statement pertaining to the proposed Special Resolution setting out the material facts and the reasons thereof along with a Postal Ballot Form is annexed herewith. The Company has appointed Amit Agrawal & Associates, Company Secretary in Practice, 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 Notice and Form and return the completed Postal Ballot Form so as to reach the Scrutinizer, at the Registered Office of the Company at 4th Floor, Madhu Industrial Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013, **on or before 5.00 p.m. on Wednesday, the 27th day of July, 2016**, 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 Friday, the 29th day of July, 2016. After declaration, the result of the Postal Ballot will be intimated to the Stock Exchanges where the shares of the Company are listed and placed along with the Scrutinizer’s report on the Company’s website viz: www.siticable.com and National Securities Depository Limited (“NSDL”) website and also be displayed at the Registered Office and Corporate Office of the Company. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.

The resolution, if approved by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or E-Voting i.e. Wednesday, the 27th day of July, 2016.

E-Voting Option

The Company is pleased to offer E-Voting facility through E-Voting Platform of National Securities Depository Limited (NSDL), as an alternate, which would enable Members to cast votes electronically, instead of sending Physical Postal Ballot Form(s). Please note that E-Voting is optional and the Members who do not opt for the E-Voting facility can cast their vote in writing in the duly filled in physical Postal Ballot Form. Please carefully read and follow the instructions on E-Voting process printed in this Notice.

Proposed Resolution

Change of the name of the Company from “Siti Cable Network Limited” to “Siti Networks Limited”

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, Regulation 45 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the approval of the Central Government (power delegated to Registrar of Companies) and other regulatory authorities, if any required, approval be and is hereby granted to change the name of the Company from **“Siti Cable Network Limited” to “Siti Networks Limited”**.”

RESOLVED FURTHER THAT the name 'Siti Cable Network Limited' wherever it appears in the Memorandum and Articles of Associations of the Company, including Clause I of Memorandum of Association and Clause I of Articles of Association, be substituted by the new name 'Siti Networks Limited' with effect from the date of issue of the Fresh Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai consequent upon such change of name.”

Place: New Delhi
Date: May 25, 2016

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

**Suresh Kumar
Company Secretary
M. No. AI4390**

Registered Office

4th Floor, Madhu Industrial Estate,
Pandurang Budhkar Marg, Worli, Mumbai 400013.

Notes:

1. Explanatory Statement for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 along with the applicable rules there under setting out material facts is appended herein below.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services Limited (“CDSL”) as on cut-off date i.e. Friday, the 27th day of May 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity shares capital of the Company as on the cut-off date.
3. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link from the Company’s website www.siticable.com.
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. The voting period begins on Tuesday, the 28st day of June, 2016 at 9:00 A.M. and ends on Wednesday, the 27th day of July, 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 i.e. Friday, the 27th day of May 2016, cast their vote electronically.
6. Members are requested to read carefully the instructions printed on the Postal Ballot Form before exercising their physical vote and return the Postal Ballot Form duly completed with the assent (for) and dissent (against), so as to reach the Scrutinizer at the Registered Office of the Company at 4th Floor, Madhu Industrial Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013 **on or before 5.00 p.m. on Wednesday, the 27th day of July, 2016**. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if reply from the Member has not been received. No other form or photocopy thereof is permitted. Members who do not receive the Postal Ballot Form may download the Postal Ballot Form from the Company’s website www.siticable.com or seek duplicate Postal Ballot Form from the Company.

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

Your Company is in the business of distribution of content across the country to its subscribers. The content being distributed by the Company is signals of television channels of various broadcasters and local content developed by your Company for the purpose of consumption of its subscribers. The word "Cable" used in the name of the Company is restricting and limiting the scope and area of business operation of the Company as 'Cable Operator' within the territory of a city/town. Whereas, the Company is a Multi System Operator, operating in more than 300 cities across pan India.

Further, in common parlance, the word "Cable" used in the name of the Company also gives an impression to the general public that as if the Company is either manufacturing or trading in cables (i.e. wires).

It is pertinent to mention here that the word/mark "SITI", being prominent word used in name of the Company, has acquired a distinctive character, goodwill, brand equity and recall value as a result of the continuous use made of it. The word "SITI" is also a very well-known brand/trade mark in Media and Entertainment Industry, which is exclusively associated with the Company. Therefore, the word "SITI" used in the name of the Company is sufficient for the members of the trade and general public to associate and identify the services being provided by the Company under its brand "SITI".

It has thereof, become imperative to change the name of the Company to "Siti Networks Limited" by removing the word "Cable" from the name of the Company.

As per the provisions of Sections 13 and 14 of the Companies Act, 2013, the proposed change of name and consequential alteration of Memorandum and Articles of Association of the Company require approval of the shareholders of the Company by way of Special Resolution.

The Registrar of Companies, Central Registration Ministry of Corporate Affairs has approved the availability of name "Siti Networks Limited" under Section 4(5) of the Companies Act, 2013.

The Board is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence, recommends the above resolution for your approval as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested in the Special Resolution, except as shareholders of the Company.

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 Wednesday, the 27th day of July, 2016 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

Place: New Delhi
Date: May 25, 2016

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

**Suresh Kumar
Company Secretary
M. No. AI4390**

Registered Office
4th Floor, Madhu Industrial Estate,
Pandurang Budhkar Marg, Worli, Mumbai 400013.

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.

PHYSICAL VOTING

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 and 110 of the Companies Act, 2013 and Rules made there under, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for shareholders voting electronically are as under:

- A. Members whose shareholding is in dematerialised form and whose email addresses are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing the User-ID and Password :
- i. Open e-mail and open PDF file viz; “remote e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select “EVEN” of SITI CABLE NETWORK LIMITED.
 - viii. Now you are ready for e-Voting as Cast Vote page opens
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail amitagcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/Depository Participants and Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice, it may be noted that the Initial User ID & Password is being provided in the Postal Ballot Form. Such members are requested to follow all steps from Sl.No. (ii) to (xii) above to cast vote.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forget User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. : 1800-222-990
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on tollfree no. : 1800-222-990.
- D. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

SPECIAL NOTE: This is to inform you that the Company has terminated ‘Registrar & Share Transfer Agent Agreement’ with its Registrar and Share Transfer Agent - Sharepro Services (India) Pvt. Ltd., with effect from the close of business on June 30, 2016. Further, the Company has appointed Link Intime India Private Limited, (a SEBI Registered share transfer agent) having its address at C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (West), Mumbai 400 078, as the Company’s Registrar and Share Transfer Agent effective from July 1, 2016.