

SITI Networks Limited

UG Floor, FC-19 & 20, Sector-16 A, Film City,

Noida, Uttar Pradesh-201301, India

Tel: +91-120-4526700

Website : www.sitinetworks.com



September 29, 2020

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street, Fort,
Mumbai- 400 001
BSE Scrip Code: 532795

The Manager
Listing Department
National Stock Exchange of India limited
Plaza, 5th Floor, Plot no. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051
NSE Scrip Symbol: SITINET

Kind Attn: Corporate Relationship Department

Subject : Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation")

Dear Sir,

This is to inform you that the 14th Annual General Meeting ("AGM") of the Company was held on Tuesday, September 29, 2020 at 3:00 p.m. through Video Conferencing/Other Audio Visual Means in accordance with the circular(s) issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regards and business(es) set-out in the Notice dated September 4, 2020, convening the AGM were transacted thereat.

In this regard, we are enclosing herewith the following:

1. Summary of AGM proceedings pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations as **Annexure - I**;
2. Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations as **Annexure - II**; and
3. Consolidated Report of the Scrutinizer dated September 29, 2020, on remote e-voting and electronic voting at the AGM as **Annexure - III**.

The above results will also be available on the website of the Company (i.e. www.sitinetworks.com) and on the website of Central Depository Services (India) Limited (i.e. www.evotingindia.com).

The above is for your information and record please.

Thanking you,

Yours truly,

For **Siti Networks Limited**


Suresh Kumar
Compliance Officer & Company Secretary
Membership No. ACS 14390 *



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**SUMMARY OF PROCEEDINGS OF THE 14TH ANNUAL GENERAL MEETING
OF THE COMPANY**

The 14th Annual General Meeting ("AGM") of the Company was held on Tuesday, September 29, 2020, through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, from time to time, in this regard.

The AGM commenced at 3.00 p.m. and pursuant to Section 104 of the Companies Act, 2013 read with Article 68 of the Articles of Association of the Company, Mr.Suresh Arora, Whole Time Director of the Company, chaired the proceedings of the AGM.

Mr.Suresh Kumar Arora, Chairman of AGM, welcomed all the Members, Directors, Auditors and other officers to the AGM.

He informed the Members that the Company has taken all requisite steps to enable Members to participate through VC and vote at the AGM. The requisite quorum being present through VC, the Chairman called the meeting to order.

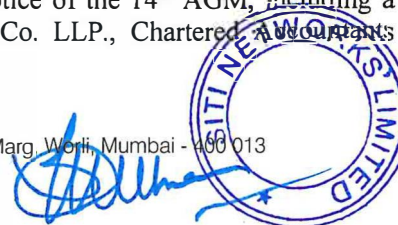
All Directors were present at the meeting through VC from their respective places. The representatives of the Statutory Auditor and Secretarial Auditor were also present through VC.

Thereafter, the Chairman called upon the names of the Directors who had joined the meeting to introduce themselves. Apart from Chairman of AGM, the following Directors were present in the meeting:

| | | |
|----|------------------------------|--|
| 1. | Prof. Sunil Kumar Maheshwari | Non-Executive Independent Director |
| 2. | Mr. Bhanu Pratap Singh | Non-Executive Independent Director and Chairman of Audit Committee |
| 3. | Mr. Amitabh Kumar | Non-Executive Director |
| 4. | Ms. Kavita Kapahi | Non-Executive Independent Director and Chairman of Stakeholders Relationship Committee and Nomination & Remuneration Committee |
| 5. | Mr. Deepak Mittal | Non-Executive Independent Director |

The Chairman of AGM informed the Members that:

1. Since there is no physical attendance of the Members, therefore, the requirement of appointing proxies is not applicable.
2. The necessary Registers and documents referred to in the Notice of the 14th AGM, including a Certificate of Statutory Auditors M/s Walker Chandiook & Co. LLP., Chartered Accountants



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confirming that SITI ESOP 2015 has been implemented in accordance with SEBI Regulations and the resolution passed by the Shareholders, are available for inspection electronically.

3. Members, who have not voted earlier through e-voting, may cast their vote in the course of this meeting through e-voting facility
4. Since, the Notice is already circulated to all the Members, accordingly, he took the Notice convening the meeting as read. He further informed that Audited Accounts along with Directors' Report and Report of Statutory Auditor and Secretarial Auditor already form part of the Annual Report. As required under Section 145 of the Companies Act, 2013, read with Para 13 of the Secretarial Standard -2 on General Meetings, the qualifications in the Statutory Auditor's Report along with the Directors' response on the same, were read out by the Chairman.

The Chairman of AGM then delivered his speech to the Members of the Company which *inter alia* included highlights on business performance, outlook, etc.

The Chairman of AGM informed the Members that:

1. 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 Companies (Management & Administration) Rules 2014, the Company had provided e-voting facility (i.e. remote e-voting) administered by Central Depository Services (India) Limited for Members of the Company as on cut-off date of Tuesday, the 22nd day of September, 2020 to cast their vote electronically on all Agenda items proposed in the Notice of the 14th Annual General Meeting.
2. The remote e-voting period commenced on Friday, the 25th day of September 2020 at 9.00 a.m. and ended on Monday, the 28th day of September 2020 at 5.00 p.m.
3. Facility for e-voting at the meeting is also provided to the Members present at the meeting and who have not yet voted. Members may please go to the voting page of CDSL e-voting website (i.e. www.evotingindia.com) and cast their vote.
4. Mr. Satish K Shah, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the vote cast at the meeting and through remote e-voting.
5. Since the AGM is being held through Video Conference or Other Audio Visual Means, and the resolutions mentioned in the notice convening this AGM have been already put to vote through remote e-voting, there will be no proposing and seconding of resolutions.

Thereafter, Chairman of AGM opened the Question & Answer (Q&A) forum for the registered speakers to seek clarification or offer any comments related to the resolutions or Financial Statements and Operations of the Company. Speaker shareholders raised various queries/made comments on the financial performance and other relevant matters to which CEO of the Company Mr. Anil Kumar Malhotra, satisfactorily replied / clarified / responded.

He then authorized Mr. Suresh Kumar, Company Secretary to conduct the voting procedures and conclude the meeting.

He informed the Members that:



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1. The e-voting facility will remain open for next 15 minutes to enable the Members who have not yet cast their vote and would like to cast their vote.
2. The results would be announced on or before September 30, 2020, and the same will be intimated to the Stock Exchanges and uploaded on the website of the Company.

On completion of the e-voting process, the meeting concluded at 3.40 p.m.

56 numbers of shareholders were present in the AGM through Video Conferencing.



The following items of business, as set-out in the Notice convening the 14th AGM of the Company dated September 4, 2020 were transacted at the meeting:

| Sl. No. | Details of Resolution | Resolution required (Ordinary / Special) |
|---------|--|--|
| 1. | Adoption of Audited Financial Statements of the Company prepared on a standalone and consolidated basis, for the financial year ended March 31, 2020 including the Balance Sheet, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon. | Ordinary Resolution |
| 2. | To appoint a Director in place of Mr. Suresh Arora, who retires by rotation, and being eligible, offers himself for re-appointment. | Ordinary Resolution |
| 3. | To appoint Statutory Auditors in place of Auditors retiring on rotational basis and fix their remuneration. | Ordinary Resolution |
| 4. | Re-appointment of Prof. Sunil Kumar Maheshwari, as an Independent Director of the Company for the second term. | Special Resolution |
| 5. | Appointment of Mr. Amitabh Kumar, as a Director of the Company, liable to retire by rotation. | Ordinary Resolution |
| 6. | Ratification/approval of remuneration payable to Cost Auditor for FY 2020-21. | Ordinary Resolution |

Post conclusion of the e-voting at the AGM, the Scrutinizers' report was received.

All the aforesaid resolutions were passed with requisite majority.

For SITI Networks Limited



 Suresh Kumar
 Compliance Officer & Company Secretary
 Membership No. ACS 14390

Siti Networks Limited

| Resolution Required : (Ordinary) | | | 1 - Adoption of Audited Financial Statements of the Company prepared on a standalone and consolidated basis, for the financial year ended March 31, 2020 including the Balance Sheet, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon. | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| 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 on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 332332717 | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 139167456 | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 400553675 | 3708506 | 0.9258 | 3707117 | 1389 | 99.9625 | 0.0375 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3708506 | 0.9258 | 3707117 | 1389 | 99.9625 | 0.0375 |
| Total | | 872053848 | 370296540 | 42.4626 | 370295151 | 1389 | 99.9996 | 0.0004 |




Siti Networks Limited

| Resolution Required : (Ordinary) | | 2 - To appoint a Director in place of Mr. Suresh Arora, who retires by rotation, and being eligible, offers himself for re-appointment. | | | | | | |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | NO | | | | | | |
| 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 on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 332332717 | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 139167456 | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 400553675 | 3708506 | 0.9258 | 3704192 | 4314 | 99.8837 | 0.1163 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3708506 | 0.9258 | 3704192 | 4314 | 99.8837 | 0.1163 |
| Total | | 872053848 | 370296540 | 42.4626 | 370292226 | 4314 | 99.9988 | 0.0012 |



Siti Networks Limited

| Resolution Required : (Ordinary) | | 3 - To appoint Statutory Auditors in place of Auditors retiring on rotational basis and fix their remuneration | | | | | | |
|---|----------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | NO | | | | | | |
| 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 on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 332332717 | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 139167456 | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 400553675 | 3707444 | 0.9255 | 3705855 | 1589 | 99.9571 | 0.0429 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3707444 | 0.9256 | 3705855 | 1589 | 99.9571 | 0.0429 |
| Total | | 872053848 | 370295478 | 42.4625 | 370293889 | 1589 | 99.9996 | 0.0004 |



Siti Networks Limited

| Resolution Required : (Special) | | | 4 - Re-appointment of Prof. Sunil Kumar Maheshwari, as an Independent Director of the Company for the second term. | | | | | |
|--|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| 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 on votes polled | % of Votes against on votes polled |
| | | | [1] | [2] | $[3]=\{[2]/[1]\} * 100$ | [4] | [5] | $[6]=\{[4]/[2]\} * 100$ |
| Promoter and Promoter Group | E-Voting | 332332717 | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 139167456 | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 400553675 | 3708506 | 0.9258 | 3704292 | 4214 | 99.8864 | 0.1136 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3708506 | 0.9258 | 3704292 | 4214 | 99.8864 | 0.1136 |
| Total | | 872053848 | 370296540 | 42.4626 | 370292326 | 4214 | 99.9989 | 0.0011 |




Siti Networks Limited

| Resolution Required : (Ordinary) | | | 5 - Appointment of Mr. Amitabh Kumar, as a Director of the Company, liable to retire by rotation. | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| 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 on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 332332717 | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 139167456 | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 400553675 | 3708506 | 0.9258 | 3704392 | 4114 | 99.8891 | 0.1109 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3708506 | 0.9258 | 3704392 | 4114 | 99.8891 | 0.1109 |
| Total | | 872053848 | 370296540 | 42.4626 | 370292426 | 4114 | 99.9989 | 0.0011 |



Siti Networks Limited

| Resolution Required : (Ordinary) | | 6 - Ratification/approval of remuneration payable to Cost Auditor for FY 2020-21. | | | | | | |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | NO | | | | | | |
| 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 on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 332332717 | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 332332717 | 100.0000 | 332332717 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 139167456 | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34255317 | 24.6145 | 34255317 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 400553675 | 3708506 | 0.9258 | 3706892 | 1614 | 99.9565 | 0.0435 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3708506 | 0.9258 | 3706892 | 1614 | 99.9565 | 0.0435 |
| Total | | 872053848 | 370296540 | 42.4626 | 370294926 | 1614 | 99.9996 | 0.0004 |




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



Satish K. Shah

B.A., LL.B. FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

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

September 29, 2020

To

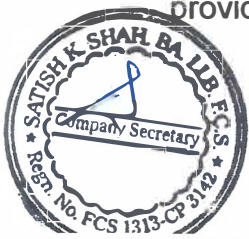
The Chairman,
14th Annual General Meeting of
Siti Networks Limited,
CIN :L64200MH2006PLC160733

Subject : Consolidated Report of the Scrutinizer on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 14th Annual General Meeting of Siti Networks Limited ('the Company') held on Tuesday, September 29, 2020 through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') at 3:00 p.m.

Dear Sir,

I, Satish K. Shah, Company Secretary in Practice (Membership No.1313 and C.P. No. 3142), Mumbai, was appointed as Scrutinizer by the Board of Directors for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and e-voting arranged at the 14th Annual General Meeting (the AGM) held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in a fair and transparent manner in respect of the resolutions set-out in the Notice of the 14th AGM of the Equity Shareholders of SITI NETWORKS LIMITED (Company), held on Tuesday, 29th September, 2020, at 3.00 p.m. through VC/OAVM.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (remote e-voting) and e-voting arranged at the AGM on the resolutions set-out in the Notice of the AGM. My responsibility as a scrutinizer for the remote e-voting process and for e-voting at the AGM is restricted to scrutinize the e-voting process in a fair and transparent manner and to make this Scrutinizer Report of the Votes Cast "in favour" or "against" the resolutions, as stated hereinafter, based on the report generated/ provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide/administer e-voting facilities.





In order to facilitate electronic voting by the Shareholders of the Company (as at the cut-off date of September 22, 2020), the remote e-voting period commenced from Friday, September 25, 2020 at 9.00 a.m. and concluded on Monday, September 28, 2020 at 5.00 p.m. and CDSL e-voting platform was blocked thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier through remote e-voting. The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, September 22, 2020 were entitled to vote on the resolutions as set-out in the Notice of the AGM. The CDSL e-voting platform was re-opened during the AGM and kept open for 15 minutes after the AGM.

Pursuant to Rule 20 of the Companies (Management & Administration) Rules, 2014, I unblocked the Remote E-voting details from CDSL website on September 29, 2020 in the presence of two witnesses who are not in the employment of the Company.

I hereby submit my consolidated report on votes cast on all resolutions set out in the Notice of 14th AGM as under:

RESOLUTION NO.1: Ordinary Resolution

Adoption of Audited Financial Statements of the Company prepared on a standalone and consolidated basis, for the financial year ended March 31, 2020 including the Balance Sheet, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.

(i) Voted in favour of the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 123 | 37,02,95,151 | 99.9996 |

(ii) Voted against the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 5 | 1,389 | 0.0004 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Total number of Votes cast by them |
|---|------------------------------------|
| 0 | 0 |





RESOLUTION NO.2 : Ordinary Resolution

To appoint a Director in place of Mr. Suresh Arora, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 116 | 37,02,92,226 | 99.9988 |

(ii) Voted against the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 12 | 4,314 | 0.0012 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Total number of Votes cast by them |
|---|------------------------------------|
| 0 | 0 |

RESOLUTION NO.3 : Ordinary Resolution

To appoint Statutory Auditors in place of Auditors retiring on rotational basis and fix their remuneration.

(i) Voted in favour of the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 120 | 37,02,93,889 | 99.9996 |

(ii) Voted against the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 7 | 1,589 | 0.0004 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Total number of Votes cast by them |
|---|------------------------------------|
| 0 | 0 |





RESOLUTION NO.4 : Special Resolution

Re-appointment of Prof. Sunil Kumar Maheshwari, as an Independent Director of the Company for the second term.

(i) Voted in favour of the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|--------------------------------|---|--|
| 117 | 37,02,92,326 | 99.9989 |

(ii) Voted against the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|--------------------------------|---|--|
| 11 | 4,214 | 0.0011 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Total number of Votes cast by them |
|--|---|
| 0 | 0 |

RESOLUTION NO.5 : Ordinary Resolution

Appointment of Mr. Amitabh Kumar, as a Director of the Company, liable to retire by rotation.

(i) Voted in favour of the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|--------------------------------|---|--|
| 118 | 37,02,92,426 | 99.9989 |

(ii) Voted against the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|--------------------------------|---|--|
| 10 | 4,114 | 0.0011 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Total number of Votes cast by them |
|--|---|
| 0 | 0 |





RESOLUTION NO. 6 : Ordinary Resolution

Ratification/approval of remuneration payable to Cost Auditor for FY 2020-21.

(i) Voted in favour of the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|----------------------------|---------------------------------------|--|
| 120 | 37,02,94,926 | 99.9996 |

(ii) Voted against the resolution:

| Number of members voted | Number of Valid Votes cast by them | % of total number of valid votes cast |
|----------------------------|---------------------------------------|--|
| 8 | 1,614 | 0.0004 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Total number of Votes cast by them |
|--|------------------------------------|
| 0 | 0 |

In view of the above scrutiny, I hereby certify all the above resolutions have been passed with requisite majority on September 29, 2020

Satish K. Shah
Practicing Company Secretary
Membership No. 1313
CP No.: 3142

