

SITI Cable Network Limited

1st Floor, FC-09, Gate # 03

Sector 16 A, Film City, Noida - 201301

Tel. : +91 0120-4526700 Fax : +91 0120-452677

Website : www.siticable.com

Corporate Identity Number
L64200MH2006PLC160733



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF QUALIFIED INSTITUTIONAL PLACEMENT COMMITTEE (THE "COMMITTEE") OF SITI CABLE NETWORK LIMITED (THE "COMPANY") HELD ON FEBRUARY 27, 2015, AT NOIDA IN CONNECTION WITH THE ISSUE OF EQUITY SHARES OF THE COMPANY UNDER CHAPTER VIII OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "ISSUE")

Approval of Preliminary Placement Document

"RESOLVED THAT the preliminary placement document dated February 27, 2015 (the **"Preliminary Placement Document"**) along with application form, in respect of the Issue, as per the copy placed before the Committee duly initialed by the Chairman for the purpose of identification, be and is hereby adopted and approved for filing with the BSE Limited and the National Stock Exchange of India Limited (the **"Stock Exchanges"**) where the Equity Shares of the Company to be allotted in the Issue are listed."

"RESOLVED FURTHER THAT the serially numbered application form, together with serially numbered preliminary placement document, be sent to the QIBs, to whom the offer is made in the Issue."

"RESOLVED FURTHER THAT Mr. V.D. Wadhwa, Whole time/ Executive Director and Chief Executive Officer of the Company, be and is hereby authorized to sign the Preliminary Placement Document on behalf of the Company, make such confirmations and declaration on behalf of the Company as may be required in relation to the preliminary placement document, including but not limited to compliance of the Company with the relevant provisions of Chapter VIII read with Schedule XVIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and make any changes to the preliminary placement document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the preliminary placement document as may be necessary or desirable."

"RESOLVED FURTHER THAT Mr. V.D. Wadhwa, Whole time/ Executive Director and Chief Executive Officer of the Company, be and is hereby authorized by the remaining members of the QIP Committee to declare and make such confirmations on their behalf as may be required in relation to the Preliminary Placement Document under the provisions of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014."

"RESOLVED FURTHER THAT Mr. V.D. Wadhwa, Executive Director and Chief Executive Officer and Mr. Suresh Kumar, Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to delivering the preliminary placement document to the Stock Exchanges and filing the preliminary placement document along with the records and other particulars of the QIBs to whom the offer is made in the Issue with the Registrar of Companies and the Securities and Exchange Board of India, intimating the Stock Exchanges in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, and to



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

affix the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Company, the SEBI Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.”

Date of Opening of OIP issue

“**RESOLVED FURTHER THAT** the above Issue to be opened on February 27, 2015 and Mr. V.D. Wadhwa, Executive Director and Chief Executive Officer and Mr.Suresh Kumar, Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution.”

Floor Price and Relevant Date

“**RESOLVED FURTHER THAT** the Committee has taken note that the floor price in respect of the Issue, based on the pricing formula as prescribed under Regulation 85(1) of Chapter VIII of ICDR Regulations, is Rs.36.41 per Equity Share, and the Relevant Date for this purpose, in terms of Regulation 81(c)(i) of Chapter VIII of ICDR Regulations, is February 27, 2015.

RESOLVED FURTHER THAT Mr. V.D. Wadhwa, Executive Director and Chief Executive Officer of the Company be and is hereby authorized to offer a discount of not more than 5% to the Floor Price.”

**Certified True Copy
For Siti Cable Network Limited**

**Suresh Kumar
Company Secretary
M.No. ACS- 14390**

