

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE
MEETING OF THE QIP COMMITTEE OF THE BOARD OF DIRECTORS
OF THE COMPANY HELD AT THE BOARD ROOM, 5TH FLOOR, RPG
HOUSE, 463, DR. ANNIE BESANT ROAD, MUMBAI 400 030 ON
NOVEMBER 24, 2014.**

"RESOLVED THAT the proposed issue of equity shares of face value of Rs.10 each of the Company (the **"Equity Shares"**), through a Qualified Institutions Placement (the **"Issue"**) in accordance with Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"SEBI Regulations"**) and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 be and is hereby opened."

"RESOLVED FURTHER THAT the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with the SEBI Regulations, shall be the date of this resolution i.e. November 24, 2014."

"RESOLVED FURTHER THAT the floor price of Rs. 930.53 (Rupees Nine Hundred and Thirty and paise fifty three only) for the issue of Equity Shares pursuant to the Issue, based on the provisions of the Regulation 85 or any other applicable provisions of the SEBI Regulations, be and is hereby taken on record."

"RESOLVED FURTHER THAT the Issue be and is hereby opened today, pursuant to Chapter VIII of the SEBI Regulations."

"RESOLVED FURTHER THAT the Preliminary Placement Document, as per draft before the be and is hereby approved."

"RESOLVED FURTHER THAT a copy of the foregoing resolution and the Preliminary Placement Document be forwarded to, or filed with the concerned authorities, as may be required."

"RESOLVED FURTHER THAT Mr. Anant Vardhan Goenka, Managing Director, Mr. Arnab Banerjee, Executive Director-Operations, Mr. Subba Rao A, Chief Financial Officer and Mr. H N Singh Rajpoot, Company Secretary be and are hereby severally authorized to make any changes to the Preliminary Placement Document and the Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such alterations, additions, omissions, variations, amendments or corrections in the Preliminary Placement Document and Placement Document as may be necessary or desirable."

"RESOLVED FURTHER THAT Mr. Anant Vardhan Goenka, Managing Director, Mr. Arnab Banerjee, Executive Director-Operations and Mr. Subba Rao A., Chief

Financial Officer be and are hereby severally authorized to sign the Preliminary Placement Document and the Placement Document on behalf of the Company, and all other documents that they deem fit in connection with the Issue, including but not limited to Placement Agreement with the Book Running Lead Managers engaged for the Issue and the Escrow Agreement with the escrow agent appointed for the purposes of the Issue."

"RESERVED FURTHER THAT Mr. Anant Vardhan Goenka, Managing Director, Mr. Arnab Banerjee, Executive Director and Mr. Subba Rao A., Chief Financial Officer be and are hereby severally authorized either on their own or through the agency to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable."

"RESERVED FURTHER THAT Mr. Anant Vardhan Goenka, Managing Director, Mr. Arnab Banerjee, Executive Director and Mr. Subba Rao A., Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the BSE Limited and the National Stock Exchange of India Limited, the SEBI or any other governmental or regulatory authority in connection with the Issue."

"RESERVED FURTHER THAT that if any of the aforesaid documents is required to be affixed with the Common Seal of the Company, it be so affixed and it be signed in accordance with the provisions of Article 177 of the Articles of association of the Company by any one of Mr. Anant Vardhan Goenka, Managing Director, Mr. Arnab Banerjee, Executive Director and Mr. Subba Rao A., Chief Financial Officer."

**Certified True Copy
For CEAT Limited**



**H N Singh Rajpoot
Company Secretary**