

Corporate Identity Number
L64200MH2006PLC160733

SITI Cable Network Limited

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MEETING OF QIP COMMITTEE (THE "COMMITTEE") OF SITI CABLE NETWORK LIMITED (THE "COMPANY") HELD ON MARCH 4, 2015 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")

Closing of the QIP issue

"RESOLVED THAT pursuant to the authority delegated by the Board of Directors of the Company ("Board") by way of its resolution dated February 4, 2015 and the approval of the shareholders of the Company by way of a special resolution dated October 14, 2014, the issue of equity shares of the Company of face value of Re. 1/- each (the "Equity Shares"), for an aggregate amount not exceeding Rs.250 crores (inclusive of such premium), to the qualified institutional buyers ("QIBs") by the Company in terms of Chapter VIII 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 and Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Issue"), as opened on February 27, 2015 pursuant to the resolution passed by the QIP Committee of the Board (the "Committee") at its meeting held on February 27, 2015 (the "Issue"), the Issue be and is hereby declared closed today i.e. March 4, 2015 with immediate effect."

Issue Price

"RESOLVED THAT in accordance with Regulation 85(1) of the SEBI ICDR Regulations, the issue price of Rs. 35/- per Equity Share (which is at a discount of Rs.1.41/- per Equity Share on the Floor Price of Rs.36.41 per Equity Share) including premium of Rs.34/- per Equity Share be and is hereby determined and approved in relation to the Issue."

Approval of the Placement Document

"RESOLVED THAT the draft of the placement document, 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 Mr.V.D.Wadhwa, Executive/Whole Time Director and Chief Executive Officer of the Company be and are hereby authorized to sign the



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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 placement document, and make any changes to the placement document that he, in his absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the placement document as may be necessary or desirable.

RESOLVED FURTHER THAT Mr.V.D.Wadhwa, Executive/Whole Time 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 placement document to the Stock Exchanges and filing the 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, Maharashtra at Mumbai 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 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 and to do all such acts, deeds and things as may be considered or required necessary and incidental thereto.”

Approval of the Confirmation of Allocation Note

“**RESOLVED THAT** the confirmation of allocation note, as per the copy circulated to the Committee for the purpose of identification, be and is hereby approved.”

“**RESOLVED FURTHER THAT** Mr.V.D.Wadhwa, Executive/Whole Time Director and Chief Executive Officer of the Company be and is hereby authorised to sign and deliver on behalf of the Company the confirmation of allocation note and any modification(s) or amendment(s) thereto, if any.”

“**RESOLVED FURTHER THAT** Mr.V.D.Wadhwa, Executive/Whole Time Director and Chief Executive Officer and Mr.Suresh Kumar, Company Secretary, be and are hereby severally authorised to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action.”

//CERTIFIED TRUE COPY//

For Siti Cable Network Limited



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

