

Date: 24th May, 2019

To The Listing Department The National Stock Exchange of India Limited Plot No. C/1, G Block Bandra Kurla Complex Bandra (East) Mumbai 400 051 Symbol: HATHWAY	To The Corporate Relationship Department BSE Limited P.J. Towers, 1 st Floor, Dalal Street, Mumbai – 400 001 Script Code No. 533162
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Ref.: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019

Subject: Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019

Dear Sir(s)/Madam,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed the Annual Secretarial Compliance Certificate issued by Rathi & Associates, Practicing Company Secretaries.

Please take the same on your record.

FOR HATHWAY CABLE AND DATACOM LIMITED



AJAY SINGH

Head Corporate Legal, Company Secretary and Chief Compliance Officer
FCS: 5189



Encl.: as above

Hathway Cable and Datacom Limited

805/806, "Windsor", Off C.S.T. Road, Kalina, Santacruz (E), Mumbai - 400 098. Tel :+ 91 022 67742500 Fax : + 91 022 67742400

Regd. Off.: "Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.

Tel :+ 91 022 26001306 Fax : + 91 022 26001307 Email : info@hathway.net Website : www.hathway.com

CIN No. L64204MH1959PLC011421

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

of

Hathway Cable and Datacom Limited ('the Company')
for the year ended 31st March, 2019

We have been appointed by the Company to submit the Annual Secretarial Compliance Report Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March 2019.

We have examined:

- (a) the documents and records made available to us and explanation provided by the Company and its officers;
- (a) the filings/ submissions made by the Company to the BSE Limited and the National Stock Exchange of India Limited, from time to time;
- (b) website of the Company; and
- (c) such other documents and filings made by the Company which has been relied upon to make this certification.

for the year ended 31st March, 2019 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

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For Hathway Cable and Datacom Limited



Ajay Singh
Head Corporate Legal, Company Secretary
& Chief Compliance Officer

- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Reporting Period:-

- a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- c. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and circulars/ guidelines issued thereunder by the concerned authority from time to time.

We hereby report that, during the Reporting Period:

- a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations
	Nil		

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For Hathway Cable and Datacom Limited



Ajay Singh
Head Corporate Legal, Company Secretary
& Chief Compliance Officer

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the Company/ its Promoters/ Directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken	Observations
1.	Nil			

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not applicable			

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
FCS No. 5171
COP No. 3030

Date: 23rd May, 2019
Place: Mumbai

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For Hathway Cable and Datacom Limited

Ajay Singh
Head Corporate Legal, Company Secretary
& Chief Compliance Officer