



February 25, 2013

The Manager
Corporate Relationship Department
Bombay Stock Exchange Ltd.
P.J. Towers, Fort
Mumbai – 400 001

Dear Sir,

Kind Attn: Mr. Troydon Bird

Re: Postal Ballot Result

With reference to captioned subject, we would like to inform you that as per the report received from the Scrutinizer for the Postal Ballot exercise taken up by the Company for seeking approval of shareholders of the Company for the following resolutions:

- (a) Ordinary resolution for increase in the limits of the borrowing powers of the Board of Directors of the Company to Rs. 1200 Crores under Section 293 (1)(d) of the Companies Act, 1956,
- (b) Ordinary Resolution for increase in the limits of the powers to the Board of Directors for creation of Charge / Hypothecation / Mortgage on the movable / immovable properties of the Company for securing the borrowings of the Company under Section 293(1)(a) of the Companies Act, 1956; and
- (c) Special Resolution for the appointment and payment of remuneration to Mr. Jagdish Kumar G. Pillai as the Managing Director and CEO of the Company with effect from December 21, 2012 under Sections 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the Act.

As per the said Report of the Scrutinizer, the said resolution was approved by requisite majority.

Please find enclosed herewith the announcement made by the Chairman/ Managing Director for the result of the said postal ballot and take the same on record. Also please find enclosed the postal ballot notices for your records.

Yours faithfully,
For HATHWAY CABLE & DATACOM LIMITED



MILIND KARNIK
President & Company Secretary

Encl.: As above

Hathway Cable & Datacom Limited

"Rahejas", 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz(W), Mumbai - 400 054.
Tel.: 91-22-2600 1306, 6678 9800 Fax : 91-22-2600 1307 Website : www.hathway.com



RESULTS OF POSTAL BALLOT

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (passing of the Resolution by Postal Ballot) Rules, 2011, the approval of the shareholders was sought by postal ballot as per the details furnished in the Postal Ballot Notice dated 18th January, 2013 sent to all shareholders, for the following proposals:

- (a) Resolution No. 1 as Ordinary resolution for increase in the limits of the borrowing powers of the Board of Directors of the Company to Rs. 1200 Crores under Section 293(1)(d) of the Companies Act, 1956,
- (b) Resolution No. 2 as Ordinary Resolution for increase in the limits of the powers to the Board of Directors for creation of Charge / Hypothecation / Mortgage on the movable / immovable properties of the Company for securing the borrowings of the Company under Section 293(1)(a) of the Companies Act, 1956; and
- (c) Resolution No. 3 as Special Resolution for the appointment and payment of remuneration to Mr. Jagdish Kumar G. Pillai as the Managing Director and CEO of the Company with effect from December 21, 2012 under Sections 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the Act.

Mr. Himanshu Kamdar, Practicing Company Secretary, who was appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner, submitted his report on the postal ballot and the following results were announced to the shareholders on 25th February, 2013 at the Registered Office of the Company:

Hathway Cable & Datacom Limited

"Rahejas", 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz(W), Mumbai - 400 054.
Tel.: 91-22-2600 1306, 6678 9800 Fax : 91-22-2600 1307 Website : www.hathway.com

A Summary of Postal Ballot Forms is as under:

Sr. No.	Particulars	Resolution No. 1 (Ordinary)		Resolution No.2 (Ordinary)		Resolution No. 3 (Special)	
		No. of PBF/ E-Voting	No. of Shares	No. of PBF/ E-Voting	No. of Shares	No. of PBF/ E-Voting	No. of Shares
a.	Postal Ballot Forms received	68	69061484	68	69061484	68	69061484
b.	E-Voting Confirmations	5	1176	5	1176	5	1176
	Total	73	69062660	73	69062660	73	69062660
c.	Less: Invalid Postal Ballot Forms	3	65	3	65	3	65
d.	Net Valid Postal Ballot Forms/ e-voting confirmations of which:	70	69062595	70	69062595	70	69062595
(i)	Postal Ballot Forms/ e-voting with assent for the Resolution	68	69044082	67	69043982	69	69062495
	% of Assent	97.14%	99.97%	95.71%	99.97%	98.57%	100%
(ii)	Postal Ballot Forms/ e-voting with dissent for the Resolution	2	18513	3	18613	1	100
	% of Dissent	2.86%	0.03%	4.29%	0.03%	1.43%	0.00%

The votes cast assenting to the resolution were over 99.97% of the total votes polled and, consequently the Resolutions mentioned in the Notice of Postal Ballot dated 18th January, 2013 were passed by the requisite majority.

FOR HATHWAY CABLE AND DATACOM LIMITED


CHAIRMAN

Mumbai, 25th February, 2013



HATHWAY CABLE & DATACOM LIMITED

Rahejas, 4th Floor, Corner of Main Avenue and V.P. Road,
Santacruz (West), Mumbai – 400 054

POSTAL BALLOT NOTICE

(Pursuant to Section 192A (2) of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given that the draft Resolutions set out below are proposed to be passed through Postal Ballot in accordance with Section 192A of the Companies Act, 1956 ('the Act') read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 made thereunder, the Board of Directors of the Company ('the Board') proposes the same for the approval by Members.

An Explanatory Statement pursuant to Section 173(2) of the Act setting out all material facts relating to the Resolution is annexed hereto alongwith a Postal Ballot Form for consideration of Members.

The Board has appointed Mr. Himanshu Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 22nd February, 2013. The Company is pleased to offer e-voting facility as an alternate, for its Individual Members. The procedure for e-voting is given after the Explanatory Statement below. Responses received from Members after 22nd February, 2013 shall be treated as if no response is received in terms of Rule 6(f) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. Members are therefore requested to send the duly completed Postal Ballot Forms well before 22nd February, 2013 providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result of the Postal Ballot shall be announced at the Registered Office of the Company on 23rd February, 2013.

Draft Resolutions to be passed through Postal Ballot:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession to the earlier resolutions and pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) for borrowing from time to time, as it may think fit, any sum or sums of money not exceeding Rs. 12,000,000,000/- (Rupees One Thousand Two Hundred Crores only) in aggregate or equivalent thereto in any foreign currency (including the monies already borrowed by the Company), on such security and on such terms and conditions as the Board may deem fit, by way of loans from, or issue of Bonds, Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as "securities"), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid-up share capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered, to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit, and generally to do all act(s), deed(s) and thing(s) as it may deem necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons), to mortgage, hypothecate and/or charge (in addition to the existing mortgages/ hypothecations/charges created by the Company) all or any of its movable and/or immovable properties, wherever situated, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions as the Board may deem fit, for securing any loan(s)/borrowings obtained/to be obtained from, or Securities issued/to be issued to, Bank(s),

Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc. (hereinafter collectively referred to as "lenders"), the aggregate of such loans/borrowings not exceeding Rs. 12,000,000,000/- (Rupees One Thousand Two Hundred Crores only) and/or equivalent thereto in any foreign currency, together with interests, compound/additional interest, commitment charges, costs, expenses and all other monies payable by the Company to such lenders.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise with such banks/financial institutions/trustees of debenture holders/lending agencies and/or any other persons ("the lenders") the documents for creating the aforesaid mortgage, hypothecation and/or charge and to do all such acts, matters, deeds and things as it may deem necessary or expedient for giving effect to this resolution and also to agree to any amendments/changes/variations thereto from time to time as it may think fit."

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the recommendation of the Remuneration Committee and pursuant to the provisions of Sections 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereto (including any statutory modification or enactment thereof) and subject to the approval of the Central Government, if required, Mr. Jagdish Kumar G. Pillai be and is hereby appointed as the Managing Director and CEO of the Company for a period of 3 years with effect from December 21, 2012 to December 20, 2015, upon the terms determined by the Board of Directors of the Company and subject to the remuneration set out hereunder:

Financial Year	From	To	Fixed Component of Salary (Rs. in Lakhs)	Variable Component of Salary (Rs. in Lakhs)	Total (Rs. in Lakhs)
2012-13	21.12.2012	31.03.2013	51.04	36.46	87.50
2013-14	01.04.2013	31.03.2014	178.57	127.55	306.12
2014-15	01.04.2014	31.03.2015	191.07	136.48	327.55
2015-16	01.04.2015	20.12.2015	141.92	101.37	243.29

- Fixed remuneration includes basic salary, contribution to provident fund and other allowances.
- The variable portion (performance incentive) of the remuneration mentioned above, shall be paid subject to achievement of various Company and personal performance targets as shall be stipulated by the Board at the time when the 3 (three) year business plans for Financial Years 2013-14, 2014-15 and 2015-16 are approved.
- 50% of the pro-rated variable element of the remuneration for the period from 21st December, 2012 to 31st March, 2013 will be guaranteed and the balance 50% of the pro-rated variable remuneration will be paid on achievement of mutually agreed milestones.
- In addition he will be entitled to a long term incentive (LTI) of Rs. 100 Lakhs on completion of the 3rd anniversary of his employment. 25% of the LTI will be paid on 31 March 2016 and the balance 75% of the LTI will be paid based on the achievement of mutually agreed targets.
- The Company shall reimburse actual entertainment and travelling expenses incurred by the Managing Director and CEO, in connection with the Company's business.
- The Managing Director and CEO shall not be entitled to any compensation in cases mentioned in Section 318(3) of the Companies Act, 1956 or any amendments thereto.
- Upon the termination of the employment agreement of the Managing Director and CEO, the Managing Director and CEO shall have no right to receive any further remuneration or compensation for loss of office, other than the accrued fixed salary and allowances owed to him as of the date the employment agreement is terminated.

"RESOLVED FURTHER THAT in the event of absence or inadequacy of net profit in any financial year, the aforesaid remuneration shall be payable to the Managing Director and CEO as minimum remuneration subject to approval of Central Government, if required."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or any committee thereof and/or any officer or persons authorised by the Board, as the case may be, be and are hereby jointly and/or severally authorized, to do all such acts, deeds, matters and things as they may in their absolute discretion, consider necessary, expedient or desirable to give effect to this resolution or otherwise considered by them in the best interest of the Company, including issuing the appointment letter to Mr. Jagdish Kumar G. Pillai."

**By Order of the Board of Directors
For Hathway Cable & Datacom Limited**

**Sd/-
Milind Karnik
Company Secretary**

**Place: Mumbai
Date: 18th January 2013**

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956.

Item Nos. 1 & 2:

Towards implementation of Digital Addressable System (DAS) in Phase II and broadband capital expenditure and other funds requirements, the Company would be required to borrow funds from time to time by way of loans and/or issue of bonds, debentures or other securities to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc. As per Section 293(1)(d) of the Companies Act, 1956, the power of the Board of Directors to borrow money(s) (apart from temporary loans obtained from the Company's bankers in ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserve of the Company, requires approval from the shareholders of the Company. The existing limit of borrowing powers of the Board of Directors is Rs. 700 Crores which was approved by the Shareholders at the Annual General Meeting held on 23rd September, 2009. However, the existing limit of Rs. 700 Crores may not be sufficient and is proposed to be increased to Rs. 1200 Crores. Approval of the shareholders of the Company is required to be obtained for this purpose by an ordinary resolution.

Further, the said borrowing/issue of securities may be required to be secured by way of mortgage /charge over all or any part of the movable and/or immovable properties of the Company and as per the provisions of Section 293(1)(a) of the Companies Act 1956, the mortgage or charge on all or any part of the moveable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence requires the approval from the shareholders of the Company.

As per the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the aforesaid approval under Section 293(1)(a) is to be obtained by passing of an ordinary resolution through postal ballots.

Accordingly, the respective ordinary resolution under Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956, being connected to each other, are being proposed to seek consent of Shareholders by way of postal ballot.

Your Directors recommend the resolutions as set out at Item Nos. 1 & 2 above for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolutions.

Item No. 3:

The Board of Directors of the Company have appointed Mr. Jagdish Kumar G. Pillai as the Managing Director and CEO of the Company with effect December 21, 2012 to December 20, 2015 on the terms and conditions as set out in resolution proposed in Item No. 3 of this notice.

The above referred appointment would require the consent of the Shareholders of the Company pursuant to Sections 198, 269, 309, 311 and other applicable provisions of the Companies Act, 1956 and is subject to the limits in Schedule XIII of the said act. The said resolution, is therefore, recommended for your approval.

As per the requirements of Schedule XIII to the Companies Act, 1956, the requisite information is given herein below in connection with the appointment of and payment of remuneration to Mr. Jagdish Kumar G. Pillai as the Managing Director and CEO of the Company:

1) General Information:

1) Nature of Industry:

The Company is primarily engaged in cable television services, Broadband Internet services etc.

2) Date of Incorporation: August 7, 1959

3) Financial performance based on given indicators:

(Based on Audited Statement of accounts for the year ended 31st March 2012)

Particulars	₹ in Lacs
Gross Sales and Other Income	52,870.49
Operating Profit (Profit before Interest, Depreciation, Taxation & Extraordinary Items)	10,119.34
Net Profit (Profit after Taxation)	(5,167.33)
Paid-up Share Capital	14,290.51
Reserves & Surplus	65,133.17
Earnings per Share (₹)	(3.62)
Book Value per Share (₹) (Face Value of Share – ₹ 10/-)	Rs. 10/-

4) Export Performance and Net Foreign Exchange Collaborations: Nil

5) Foreign Investments or Collaborators: Nil

ii) Information about the appointee:

- 1) Date of birth, Background details, Experience, Recognition/awards, job profile and suitability, Qualification and Nature of expertise:

Mr. Jagdish Kumar G. Pillai, aged about 51 years, is a Chartered Accountant and has more than 25 years of professional experience having worked in numerous leadership positions with bluechip companies like ITC Ltd, STAR TV and Reliance Industries Ltd. Mr. Jagdish Kumar is an experienced media professional having worked in various roles within STAR TV (a Newscorp venture) both in India and the headquarters in Hong Kong. During his stint with STAR TV he has worked on several aspects of the TV Broadcast business including, Content, Distribution, Marketing, Broadcast Infrastructure, Digital Platforms, Business Development and Finance. Lately he worked with Reliance Industries Limited, as President-Media & Entertainment.

He has previously been associated with the Company as a Director of the Company. With the induction of Mr. Jagdish Kumar G. Pillai in the Board of Directors, the Company looks forward to successfully face potential future business challenges.

- 2) Past remuneration:

Fiscal 2012 : Rs. 2.3 Crores

- 3) Name of the Companies in Committees of which he holds membership/ chairmanship:

None

- 4) Number of shares held in Hathway Cable & Datacom Limited: None

- 5) Comparative remuneration Profile with respect to industry, size of the Company, profile of the person and position:

Sl. No.	Particulars	Designation	Financial Year	Amount In Rs. Crores
1	Den Networks Limited S. N. Sharma	President - Operations	2009-10	5.14
2	Den Networks Limited Anuj Gandhi	CEO	2009-10	1.90
3	Siti Cable Network Limited Sudhir Agarwal	CEO	2010-11	1.50

- 6) The above named Managerial Person does not have any pecuniary relationship directly or indirectly with the Company other than the remuneration received/receivable by him as mentioned above.

iii) Other Information:

Reasons for loss or inadequacy of profits, steps taken to improve the performance of the Company & projected earnings:

The Company is making cash profit, however because of the depreciation and amortization the PAT is negative. As the Company is in an expansion stage with implementation of Digital Addressable System and broadband, the depreciation is on the higher side.

The Company proposes to acquire the last mile from the cable operators and rapidly expand its digital cable tv services and the broadband internet access business. Both these segments have better EBITDA margins.

The Company is expected to have growth in terms of its business plans.

The Explanatory Statement and the resolution at Item No. 3 should be considered as an abstract of the terms of appointment and payment of remuneration to Mr. Jagdish Kumar G. Pillai as the Managing Director and CEO and a memorandum as to the nature of the concern or interest of the Director as required under section 302 of the Companies Act, 1956.

Mr. Jagdish Kumar G. Pillai is concerned or interested in the resolution at Item No. 3 for his appointment as the Managing Director and CEO of the Company. None of the other Directors of the Company is, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors
For Hathway Cable & Datacom Limited

Sd/-
Milind Karnik
Company Secretary

Place: Mumbai
Date: 18th January 2013

INSTRUCTIONS FOR VOTING

Voting in Physical form:

1. A Shareholder desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier at the expense of the shareholder, will also be accepted.
2. Duly completed Postal Ballot Form should reach not later than 5.00 p.m. on 22nd February, 2013. All Postal Ballot Forms received thereafter will be strictly treated as if the reply from the shareholder has not been received.
3. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column.
4. This form is to be completed and signed by the shareholder (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named shareholder and in his/her absence, by the next named shareholder. There will be only one postal ballot form for every folio irrespective of the number of joint holder(s).
5. In case the form is signed by the Power of Attorney holder for and on behalf of the shareholder, it must be accompanied by a certified true copy of the power of attorney. If such power of attorney is already registered with the Company, the Power of Attorney holder should quote the registration number beneath his/her signature. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority.
6. Unsigned Postal Ballot Form will be rejected.
7. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholders for sending any other correspondence to the Company.

E-voting facility:

1. The Company is extending offer of e-voting facility as an alternate, for individual members (other than Bodies Corporate/FIs/FII's etc.) to enable them to cast their vote electronically instead of dispatching Postal Ballot. The procedure for the same is as under:
 - i. Open your web browser and log on to the e-voting website www.evotingindia.com.
 - ii. Now click on 'Shareholder'
 - iii. Now select the "Electronic Voting System Sequence Number" (EVSN) along with "HATHWAY CABLE & DATACOM LIMITED" from the drop down menu and click on "Submit".
 - iv. Now fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'DEFAULT NUMBER' in the PAN field or use physical Postal Ballot Form for voting.

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- xi. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at hsk@rathiandassociates.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.
- xvii. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

General

- a) Voting by Postal Ballot, both in physical form and e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.
- b) Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date, which is the date of completion of despatch of the Notice. This date shall be announced through advertisement.
- c) **Voting period commences on and from 23rd January, 2013 at 10.00 a.m. and ends on 22nd February, 2013 at 5.00 p.m.**
- d) The date of declaration of results of the postal ballot (i.e. 22nd February, 2013) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.



HATHWAY CABLE & DATACOM LIMITED

Rahejas, 4th Floor, Corner of Main Avenue and V. P. Road,
Santacruz (West) Mumbai – 400 054

Sr.: 

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

1. Name(s) of Shareholder(s) including joint holders, if any (in Block Letter(s)) :

2. Registered Address of the Sole/First named Shareholder :

3. Registered Folio Number / *DP ID No./ Client ID No. :
(*Applicable to investors holding shares in dematerialized form)

4. Number of Shares held :

Item No.	Brief particulars of the resolution	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Ordinary Resolution under section 293(1)(d) of the Companies Act, 1956 for increase in the limits of the borrowing powers of the Board of Directors of the Company to ₹1200 Crores			
2.	Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 for powers to the Board of Directors for creation of Charge/Hypothecation/ Mortgage on the movable/immovable properties of the Company for securing the borrowings of the Company			
3.	Special Resolution for the appointment and payment of remuneration to Mr. Jagdish Kumar G. Pillai as the Managing Director and CEO of the Company with effect from December 21, 2012 under Sections 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the Act.			

Signature of the Shareholder : _____

Signature(s) of the Joint holder(s) : _____

Place :

Date :

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on 22nd February, 2013.
2. Please read carefully the instructions printed overleaf before exercising the vote.

HATHWAY CABLE & DATA-COM LIMITED

R.O.: "Rajeev" 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.

NOTICE

Shareholders of the Company are hereby informed that the Company has completed the dispatch of the Notice for Postal Ballot under Section 192A of the Companies Act, 1956, ('the Act') read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 along with the Postal Ballot Form and self addressed postage prepaid reply envelope seeking Shareholders' approval for the following resolutions:

- a) Ordinary Resolution for increase in the limits of the borrowing powers of the Board of Directors of the Company under section 293(1)(d) of the Companies Act, 1956;
- b) Ordinary Resolution for increase in the limits of the powers of the Board of Directors for creation of Charge/Hypothecation/Mortgage on the movable/immovable properties of the Company for securing the borrowings of the Company under Section 293(1)(a) of the Companies Act, 1956;
- c) Special Resolution for the appointment and payment of remuneration to Mr. Jagdish Kumar G. Pillai as the Managing Director and CEO of the Company with effect from December 21, 2012.

Shareholders are further informed that the Board of the Directors of the Company has appointed Mr. Himanshu Kamdar, Partner, M/s. Rathj & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the said Postal Ballot in fair and transparent manner.

Shareholders are requested to note that the Postal Ballot Forms, duly completed and signed, should reach the Scrutinizer at Link Intime India Pvt. Ltd, C/13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 070 by the close of working hours on Friday February 22, 2013. All Postal Ballot Forms received after the said date will be treated as if the reply from such member has not been received.

For and on behalf of the Board
Sd/-

Place: Mumbai
Date: January 25, 2013

MILIND KARNIK
COMPANY SECRETARY

आपले सहकारी संस्थान २५ जानेवारी २०१३

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HATHWAY CABLE & DATACOM LIMITED

R.O.: "Rahelkar" 4th Floor, Corner of Main Avenue & V.R. Road, Santacruz (W), Mumbai - 400 054.

NOTICE

Shareholders of the Company are hereby informed that the Company has completed the dispatch of the Notice for Postal Ballot under Section 192A of the Companies Act, 1956, (the Act) read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 along with the Postal Ballot Form and self addressed postage prepaid reply envelope seeking Shareholders' approval for the following resolutions:

- a) Ordinary Resolution for increase in the limits of the borrowing powers of the Board of Directors of the Company under section 293(1)(d) of the Companies Act, 1956;
- b) Ordinary Resolution for increase in the limits of the powers of the Board of Directors for creation of Charge/Hypothecation/Mortgage on the movable/immovable properties of the Company for securing the borrowings of the Company under Section 293(1)(a) of the Companies Act, 1956;
- c) Special Resolution for the appointment and payment of remuneration to Mr. Jagdish Kumar G. Pillai as the Managing Director and CEO of the Company with effect from December 21, 2012.

Shareholders are further informed that the Board of the Directors of the Company has appointed Mr. Himanshu Kamdar, Partner, M/s. Hathi & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the said Postal Ballot in fair and transparent manner.

Shareholders are requested to note that the Postal Ballot Forms, duly completed and signed, should reach the Scrutinizer at Link Intime India Pvt. Ltd, C/13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 by the close of working hours on Friday, February 22, 2013. All Postal Ballot Forms received after the said date will be treated as if the reply from such member has not been received.

For and on behalf of the Board
Sd/-

Place: Mumbai
Date: January 25, 2013

MILIND KARNIK
COMPANY SECRETARY

**HATHWAY CABLE &
DATACOM LIMITED**

R.O.: "Bajejas" 4th Floor, Corner of Main Avenue &
V.P. Road, Santacruz (W), Mumbai - 400 054.

CORRIGENDUM

In connection with the Public Notice dated January 25, 2013 for the Postal Ballot, the shareholders are requested to note that the Postal Ballot Forms, duly completed and signed, should reach the Scrutinizer at Link Intime India Pvt. Ltd, C/13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 by the close of working hours on Saturday, February 23, 2013 instead of Friday, February 22, 2013.

By order of the Board
For Hathway Cable & Datacom Limited

Sd/-

Place : Mumbai

Milind Karnik

Date: 25.01.2013

Company Secretary

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**HATHWAY CABLE &
DATACOM LIMITED**R.O.: "Rahjias" 4th Floor, Corner of Main Avenue &
V.P. Road, Santacruz (W), Mumbai - 400 054**CORRIGENDUM**

In connection with the Public Notice dated January 25, 2013 for the Postal Ballot, the shareholders are requested to note that the Postal Ballot Forms, duly completed and signed, should reach the Scrutinizer at Link Intime India Pvt. Ltd, C/13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 by the close of working hours on Saturday, February 23, 2013 instead of Friday, February 22, 2013.

By order of the Board
For Hathway Cable & Datacom Limited

Sd/-

Place : Mumbai

Milind Karnik

Date: 25.01.2013

Company Secretary