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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 July, 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 July, 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 on or before 22nd July, 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 26th July, 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. 14,000,000,000/- (Rupees One Thousand Four 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 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. 14,000,000,000/- (Rupees One Thousand Four 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."

For Hathway Cable & Datacom Limited

V. Agan

Director/Authorised Signatory

"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."

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

Place: Mumbai
Date: 18th June 2013

Sd/-
Milind Karnik
Company Secretary

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

Item Nos. 1 & 2:

To meet fund requirements for effective implementation of Digital Addressable System (DAS) and broadband capital expenditure, the Company would be required to borrow additional funds from time to time by way of loans and/or issue 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. 1200 Crores which was approved by the Shareholders through Postal Ballot process on 25th February, 2013. However, the existing limit of Rs. 1200 Crores may not be sufficient and is proposed to be increased to Rs. 1400 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.

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

Place: Mumbai
Date: 18th June 2013

Sd/-
Milind Karnik
Company Secretary

Enclosures:

1. Postal Ballot Form
2. Postage pre-paid self-addressed Envelope

For Hathway Cable & Datacom Limited

Milind Karnik

Director/Authorised Signatory



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

POSTAL BALLOT FORM

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

- Name and Registered Address of Sole / :
 First named Shareholder
 (in block letters)
- Name(s) of Joint holder(s), if any (in block :
 letters)
- Registered Folio No. / DP ID No.* / Client :
 ID No.* (*Applicable to Investors holding
 shares in dematerialized form)
- Number of Shares held :
 (Equity Share of Rs.10/- each)
- I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 18th June, 2013, by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate box below:

| 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 Rs. 1400 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. | | | |

Place:

Date:

 Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS
 (Applicable for Individual Members only)

| EVSN (Electronic Voting Sequence Number) | USER ID | Password | * Default Number |
|---|---------|----------|------------------|
| | | | |

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default number 0123456789 in the PAN field.

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

For Hathway Cable & Datacom Limited

Director/Authorised Signatory

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 July, 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 along with 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/FILs 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 "Shareholders" tab to cast your votes
 - 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 '0123456789' 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@rathindassociates.com with a copy marked to helpdesk.evoting@cdsindia.com.
- xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdsindia.com.
- xvii. The scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- xviii. 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-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 June, 2013 at 10.00 a.m. and ends on 22nd July, 2013 at 5.00 p.m.
- d) The date of declaration of results of the postal ballot (i.e. 26th July, 2013) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

For Hathway Cable & Datacom Limited

HATHWAY CABLE & DATACOM LIMITED

V. Arora

Director/Authorised Signatory