



### HATHWAY CABLE & DATACOM LIMITED

Regd. Off: Rahejas, 4<sup>th</sup> Floor, Corner of Main Avenue & V. P. Road, Santacruz West, Mumbai 400054

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HATHWAY CABLE AND DATACOM LIMITED (THE COMPANY) WILL BE HELD ON THURSDAY, 26<sup>TH</sup> SEPTEMBER, 2013 AT 12.00 NOON AT RAHEJAS, 6<sup>TH</sup> FLOOR, CORNER OF MAIN AVENUE & V.P.ROAD, SANTACRUZ WEST, MUMBAI 400054 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

**SPECIAL BUSINESS:**

**RAISING OF FUNDS BY THE COMPANY PURSUANT TO SECTION 81 (1A) OF THE COMPANIES ACT, 1956 THROUGH PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO STEADVIEW CAPITAL MAURITIUS LIMITED, LTR FOCUS FUND AND MASSACHUSETTS INSTITUTE OF TECHNOLOGY SCM**

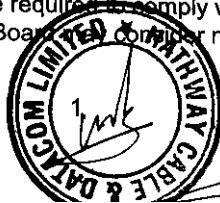
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

**RESOLVED THAT** pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act, 1956 and/or the applicable rules, regulations, notifications and circulars, if any, issued by the Securities and Exchange Board of India (SEBI) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **ICDR Regulations**), the Reserve Bank of India (RBI), the Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by the appropriate authorities, and subject to the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), the Consolidated Foreign Direct Investment Policy, updated annually, with the latest policy dated 5 April 2013 issued by the Department of Industrial Policy and Promotion, the equity listing agreements (the **Listing Agreement**) entered into by the Company with BSE Limited (**BSE**) and the National Stock Exchange of India Limited (**NSE**, together with the BSE, the **Stock Exchanges**) where the Company's equity shares of face value of Rs.10 each (the **Equity Shares**) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI, the Foreign Investment Promotion Board (**FIPB**) and any other appropriate authority(ies), bank(s), institution(s) or body(ies) whether in India or outside India, as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company (the **Board**, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the Board be and is hereby authorised to create, offer, issue and allot, for cash, 35,21,000 (Thirty Five Lacs Twenty One Thousand) fully paid-up Equity Shares to the following allottees, at a price of Rs.284/- (Rupees Two Hundred Eighty Four only) per Equity Share including premium of Rs. 274/- (Rupees Two Hundred Seventy Four only) per Equity Share aggregating up to Rs. 999,964,000/- (Rupees Ninety Nine Crores Ninety Nine Lacs Sixty Four Thousand only), on a preferential allotment basis, in one or more tranches at such time or times and on such further terms and conditions as may be finalized by the Board, subject to compliance with the minimum issue price requirement set out in Regulation 76 of the ICDR Regulations:

| Sr. No. | Name of the Investor                      | Number of Shares | Nominal Value (In Rs.) | Premium (In Rs) | Issue Price (In Rs.) | Total Amount (In Rs.) |
|---------|---|------------------|------------------------|-----------------|----------------------|-----------------------|
| 1       | Steadview Capital Mauritius Limited       | 1,200,000        | 10                     | 274             | 284                  | 340,800,000           |
| 2       | LTR Focus Fund                            | 801,000          | 10                     | 274             | 284                  | 227,484,000           |
| 3       | Massachusetts Institute of Technology SCM | 1,520,000        | 10                     | 274             | 284                  | 431,680,000           |
|         | <b>Total</b>                              | <b>3,521,000</b> |                        |                 |                      | <b>999,964,000</b>    |

**RESOLVED FURTHER THAT** the said Equity Shares to be so issued and allotted pursuant to the Preferential Allotment shall be in dematerialized form, fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company, to decide the terms and conditions (including without limitation terms and conditions relating to variation of price) of the Equity Shares to be issued, in the best interests of the Company, and take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said Equity Shares and listing thereof with the Stock Exchanges where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the ICDR Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including without



**CERTIFIED TO BE TRUE COPY**  
For Hathway Cable & Datacom Limited

Mulind Karnik  
President & Company Secretary

limitation, effecting any modification to the foregoing (including any modifications to the terms of the allotment), to prescribe the forms of application, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer and allotment of the said Equity Shares to be issued and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares to be issued, without being required to seek any further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute and file any and all requisite forms, documents, returns, and/or deeds with any regulatory authority in connection with the above resolutions, (including e-Forms to be filed with the Registrar of Companies and other notifications required to be made to the Stock Exchanges).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any Committee of Directors or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company to implement the aforesaid resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**By order of the Board of Directors**

**Place: Mumbai**  
**Date: 27<sup>th</sup> August 2013**

**Milind Karnik**  
President & Company Secretary

**REGISTERED OFFICE**

Rahejas, 4<sup>th</sup> Floor, Corner of Main Avenue  
& V. P. Road, Santacruz West, Mumbai 400054

**NOTES:**

1. An explanatory statement as required under Section 173 of the Companies Act, 1956 in respect of the business and resolution specified above is annexed hereto and forms part of this Notice.
2. No person shall be entitled to attend or vote at the extra-ordinary general meeting as a duly authorised representative of a body corporate, which is a shareholder of the Company, unless a copy of the resolution appointing him/her as a duly authorised representative, certified to be a true copy by the chairman of the meeting at which it was passed shall have been deposited at the registered office of the Company.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote instead of himself/herself. The instrument appointing the proxy, if any, shall be in writing, and shall be deposited at the registered office of the Company, not less than 48 hours before the meeting. Such a proxy need not be a member of the Company.
4. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall. Attendance at the meeting will not be allowed without the production of the attendance slip duly signed. Members, whose shares are in dematerialized form, are requested to bring their depository account number for identification.

**EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED 27 AUGUST 2013 PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**RAISING OF FUNDS BY THE COMPANY PURSUANT TO SECTION 81 (1A) OF THE COMPANIES ACT, 1956 THROUGH PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO STEADVIEW CAPITAL MAURITIUS LIMITED, LTR FOCUS FUND AND MASSACHUSETTS INSTITUTE OF TECHNOLOGY SCM**

In order to augment the funding needs of the Company for corporate purposes, the Company is proposing the preferential issue and allotment of 35,21,000 Equity Shares (the **Preferential Allotment**) in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009, as amended (**ICDR Regulations**) and seeks your approval to the proposed special resolutions under the provisions of Section 81(1A) of the Companies Act, 1956.

Through resolution passed by circulation on 27 August 2013, the Board of Directors of the Company has, subject to the approval of the shareholders and requisite statutory approvals as may be applicable, approved the issue of up to 35,21,000 (Thirty Five Lacs Twenty One Thousand) Equity Shares to Steadview Capital Mauritius Limited, LTR Focus Fund and Massachusetts Institute Of Technology SCM (hereinafter referred to as the **Allottees**), at a price of Rs. 284/- (Rupees Two Hundred Eighty Four only) per Equity Share (being the price higher than the minimum price determined in accordance with the ICDR Regulations) aggregating to Rs. 99,99,64,000/- (Rupees Ninety Nine Crores Ninety Nine Lacs Sixty Four Thousand only).

**INFORMATION AS REQUIRED UNDER REGULATION 73 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 (ICDR REGULATIONS) IS SET OUT BELOW:**

**1. Objects of the Preferential Allotment:**

The object of the Preferential Allotment is to raise funds as mentioned in the explanatory note above.

**2. Intention of the promoters, directors or key management personnel of the Company to subscribe to the Preferential Allotment:**

None of the promoters, directors or key management personnel of the Company are subscribing to the Preferential Allotment.

**3. Shareholding Pattern:**

The shareholding pattern of the Company before and after the Preferential Allotment is as under:

| Sr. No.   | Category                                  | Pre-issue equity shareholding |               | No of Equity Shares proposed to be allotted | Post-issue equity shareholding |               |
|-----------|---|-------------------------------|---------------|---|--------------------------------|---------------|
|           |   | Number of Equity Shares       | %             |   | Number of Equity Shares        | %             |
| <b>A.</b> | <b>Promoters and Promoter Group</b>       |                               |               |   |                                |               |
|           | Promoters and Promoter Group              | 72,212,203                    | 48.63         | 0   | 72,212,203                     | 47.51         |
|           | <b>Total (A)</b>                          | <b>72,212,203</b>             | <b>48.63</b>  | <b>0</b>                                    | <b>72,212,203</b>              | <b>47.51</b>  |
| <b>B.</b> | <b>Public</b>                             |                               |               |   |                                |               |
|           | a) Foreign Institutional Investors        |                               |               |   |                                |               |
|           | i) Allottees under preferential issue     | 0                             | 0             | 3,521,000                                   | 3,521,000                      | 2.32          |
|           | ii) Other Foreign Institutional Investors | 38,966,289                    | 26.24         | 0   | 38,966,289                     | 25.63         |
|           | (b) Mutual Funds                          | 16,323,998                    | 10.99         | 0   | 16,323,998                     | 10.74         |
|           | (c) Other Public Shareholders             | 20,975,410                    | 14.14         | 0   | 20,975,410                     | 13.80         |
|           | <b>Total (B)</b>                          | <b>76,265,697</b>             | <b>51.37</b>  | <b>3,521,000</b>                            | <b>79,786,697</b>              | <b>52.49</b>  |
|           | <b>Grand Total (A+B)</b>                  | <b>148,477,900</b>            | <b>100.00</b> | <b>3,521,000</b>                            | <b>151,998,900</b>             | <b>100.00</b> |

**4. Proposed time within which the Preferential Allotment shall be completed:**

The Preferential Allotment is proposed to be completed within a period of 15 (fifteen) days from the date on which the shareholders' sanction is obtained for the Preferential Allotment, provided that where the allotment is pending on account of pendency of any approvals from any regulatory authority or the Central Government, in which case, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or such other extended period as may be permitted by the ICDR Regulations.

**5. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post issue share capital that may be held by the proposed allottees in the Company consequent to the Preferential Allotment:**

| Name                                      | Category                                     | Pre-Issue Holding    |     | No. of Equity Shares to be allotted | Post-Issue Holding   |      |
|---|--|----------------------|-----|-------------------------------------|----------------------|------|
|   |  | No. of Equity Shares | %   |                                     | No. of Equity Shares | %    |
| Steadview Capital Mauritius Limited       | Foreign Institutional Investor - Sub-account | Nil                  | Nil | 1,200,000                           | 1,200,000            | 0.79 |
| LTR Focus Fund                            | Foreign Institutional Investor - Sub-account | Nil                  | Nil | 801,000                             | 801,000              | 0.53 |
| Massachusetts Institute of Technology SCM | Foreign Institutional Investor - Sub-account | Nil                  | Nil | 1,520,000                           | 1,520,000            | 1.00 |

There are no natural persons who are either the ultimate beneficial owners of the shares proposed to be allotted to the Allottees, or who ultimately control the Allottees.

**6. Change in Control:**

The Preferential Allotment to the Allottees will not result in a change in the control or management of the Company.

**7. Company's undertaking:**

The undertakings required under paragraphs (f) and (g) of Regulation 73(1) of Chapter VII of the ICDR Regulations will not be applicable to the Company as the Company's Equity Shares have been listed on the Stock Exchanges for a period exceeding the minimum period as specified under Regulation 76(2) of the ICDR Regulations.

8. **Auditors' Certificate:**

M/s. G. M. Kapadia and Co., Chartered Accountants, the statutory auditors of the Company have certified that the Preferential Allotment is being made in accordance with the requirements contained in Chapter VII of the ICDR Regulations. A copy of this certificate shall be placed before the shareholders' at the extra-ordinary general meeting and the same will also be made available for inspection at the registered office of the Company on all working days except public holidays during the hours between 11.00 a.m. to 1.00 p.m. up to the date of the ensuing extra-ordinary general meeting, and will also be available for inspection at the extra-ordinary general meeting.

9. **Relevant Date and Issue Price:**

The Equity Shares proposed to be issued to the Allottees pursuant to the Preferential Allotment will be issued and allotted at a price not less than the higher of the following in terms of Regulation 76 of the ICDR Regulations:

- (a) the average of the weekly high and low of the closing price of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited during the 26 (twenty-six) weeks preceding the Relevant Date (as defined below); or
- (b) the average of the weekly high and low of the closing price of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited during the 2 (two) weeks preceding the Relevant Date (as defined below).

Explanation: The relevant date for the Preferential Allotment, as per Chapter VII of the ICDR Regulations, as amended up to date, for the determination of the applicable price shall be 27 August 2013 (**Relevant Date**).

Accordingly, the issue price of Rs. 284/- (Rupees Two Hundred Eighty Four only) per Equity Share at which the Equity Shares are proposed to be issued and allotted to the Allottees is higher than the minimum issue price determined in accordance with Regulation 76 of the ICDR Regulations.

10. **Miscellaneous**

- (a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchanges;
- (b) The Company has obtained the Permanent Account Number of the Allottees;
- (c) The Allottees have not sold Equity Shares of the Company during the 6 (six) months preceding the Relevant Date, i.e. 27 August 2013;
- (d) The entire pre-Preferential Allotment shareholding of the Allottees, if any, in the Company shall be locked-in from the Relevant Date, i.e. 27 August 2013, up to a period of 6 (six) months from the date of trading approval;
- (e) The Equity Shares to be allotted to the Allottees pursuant to the Preferential Allotment shall be locked-in for a period of 1 (one) year from the receipt of the trading approval for the relevant Equity Shares received from the Stock Exchanges; and
- (f) All the Equity Shares, if any, held by the Allottees in the Company prior to the Preferential Allotment are in dematerialized form.

None of the Directors of the Company are in any way, concerned or interested in the resolution.

**By order of the Board of Directors**

**Place: Mumbai**  
**Date: 27<sup>th</sup> August 2013**

**REGISTERED OFFICE**  
Rahejas, 4<sup>th</sup> Floor, Corner of Main Avenue  
& V. P. Road, Santacruz West, Mumbai 400054

**Milind Karnik**  
President & Company Secretary



**HATHWAY CABLE & DATACOM LIMITED**

Regt Off: Raheja's, 4<sup>th</sup> Floor, Corner of Main Avenue & V.P.Road, Santacruz West, Mumbai 400054

**ATTENDANCE SLIP**

|   |  |
|---|--|
| Ledger Folio No: _____  |  |
| DP-ID No*: _____  |  |
| CLIENT-ID No*: _____  |  |
| No of Shares : _____  |  |
| <b>Name and Address of the Shareholder</b><br><br>  |  |
| Whether the member is attending the meeting in person or by proxy or by authorized representative |  |
| Name of the proxy (to be filled in if proxy attends instead of the member)                        |  |

I/we hereby record my/our presence at the extra-ordinary general meeting of the Company held on Thursday, 26<sup>th</sup> September 2013 at 12.00 noon at Rahejas, 6<sup>th</sup> Floor, Corner of Main Avenue & V. P. Road, Santacruz West, Mumbai 400054

\_\_\_\_\_  
Signature of the Member

\_\_\_\_\_  
Signature of the Proxy

\*Applicable for the shareholders holding shares in electronic form

**ABOVE SIGNATURES SHOULD TALLY WITH THE SPECIMEN SIGNATURES REGISTERED WITH THE REGISTRAR & TRANSFER AGENT**

**(To be signed at the time of handing over the slip)**

Notes: Member(s)/Proxy(ies) are requested to bring the attendance slip to the meeting and hand it over at the entrance of the meeting hall duly signed.

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**HATHWAY CABLE & DATACOM LIMITED**

Regt Off: Raheja's, 4<sup>th</sup> Floor, Corner of Main Avenue & V.P.Road, Santacruz West, Mumbai 400054

**PROXY FORM**

Ledger Folio No: \_\_\_\_\_  
DP-ID No\*: \_\_\_\_\_  
CLIENT-ID No\*: \_\_\_\_\_  
No. of Shares: \_\_\_\_\_

I/We \_\_\_\_\_ being a member of Hathway Cable and Datacom Limited hereby appoint the following as my/our proxy to attend and vote for me/us and on my/our behalf at the extra-ordinary general meeting of the Company to be held on Thursday, 26<sup>th</sup> September 2013 at 12.00 noon at Rahejas, 6<sup>th</sup> Floor, Corner of Main Avenue & V. P. Road, Santacruz West, Mumbai 400054:

1. Mr/Ms \_\_\_\_\_

Signature \_\_\_\_\_ or failing him /her

2. Mr/Ms \_\_\_\_\_

Signature \_\_\_\_\_ or failing him/ her

3. Mr/Ms \_\_\_\_\_

Signature \_\_\_\_\_ or failing him/ her

This form is to be used in favour of the resolution \_\_\_\_\_ /against the resolution \_\_\_\_\_

Unless otherwise instructed the proxy will act as he thinks fit.

Signed this.....day of ..... 2013

\*Applicable for the shareholders holding shares in electronic form

Affix  
Re.1/revenue  
stamp

Note: Proxy forms must reach the Company's registered office not less than 48 hours before the meeting.

Book Post

*If undelivered please return to*

**HATHWAY CABLE & DATACOM LIMITED**

Regt Off: Raheja's, 4<sup>th</sup> Floor,  
Corner of Main Avenue & V.P.Road,  
Santacruz West, Mumbai 400054

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