

October 10, 2014

<b>The Corporate Relationship Department</b> BSE Limited P. J. Towers, 1 <sup>st</sup> Floor, Dalal Street, Mumbai – 400 001 <b>BSE Security Code: 533162</b>	<b>The Corporate Relationship Department</b> National Stock Exchange of India Limited, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 <b>NSE Trading Symbol: HATHWAY</b>
--	---

**Sub: Submission of Report under 35A of the Listing Agreement**

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, the details of voting results in respect of business transacted at the Extra Ordinary General Meeting of the Company held on 10<sup>th</sup> October, 2014 is given as under:

**Report on Clause35A of Listing Agreement**

Name of the Company	Hathway Cable & Datacom Limited
Date of Extra ordinary General Meeting (EGM)	10th October 2014
Total No of shareholders on record date	7430
<b>Total No of Shareholders Present at EGM either in person or Proxy</b>	
- Promoters and Promoter Group	4
- Public	65
Total	69
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not Applicable
- Promoters and Promoter Group:	
- Public:	
Details of the Agenda:	To issue and offer 47,00,000 Equity Shares of Rs. 10/- each, to the persons other than the promoters on preferential basis, for cash at a premium of Rs. 310/- per share.
Type of Resolution	Special
Mode of Voting	E-voting & Physical Ballot

Hathway Cable &amp; 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

Details of E-voting/Physical Ballot

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Resolution No. 1</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	72212203	72212203	100.00	72212203	0	0.00	0.00
Public Institutional Holders	73053439	13965001	19.12	13965001	0	100.00	0.00
Public-Others	6733258	1146	0.02	1146	0	100.00	0.00
<b>Total (A)</b>	<b>151998900</b>	<b>86178350</b>	<b>56.70</b>	<b>86178350</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Ballot Paper)</b>							
Promoter and Promoter Group	72212203		0.00		0	0.00	0.00
Public Institutional Holders	73053439	25472942	34.87	25472942	0	100.00	0.00
Public-Others	6733258	72903	1.08	72903	0	100.00	0.00
<b>Total (B)</b>	<b>151998900</b>	<b>25545845</b>	<b>16.81</b>	<b>25545845</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>151998900</b>	<b>111724195</b>	<b>73.50</b>	<b>111724195</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

\* % of total paid up share capital

Certified copy of the Scrutinizer's Report is attached for your record.

Kindly acknowledge the receipt of the same.

Thanking you,

Very truly yours,

For HATHWAY CABLE & DATACOM LIMITED

  
AJAY SINGH

Company Secretary & Compliance Officer

FCS NO-5189

# 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

October 10, 2014

The Chairman  
Hathway Cable and Datacom Limited  
Rahejas, 4<sup>th</sup> Floor,  
Corner of Main Avenue & V.P. Road,  
Santacruz (West),  
Mumbai - 400 054

Dear Sir,

Sub: Scrutinizer's Report on the voting process conducted at the Extra-ordinary General Meeting of Equity Shareholders of Hathway Cable and Datacom Limited held on 10<sup>th</sup> October, 2014

Hathway Cable and Datacom Limited ("the Company") has vide resolution of its Board of Directors dated 10<sup>th</sup> September, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of e-Voting and physical voting through ballot as prescribed under Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), on the resolution placed for the approval of members as per the Notice dated 10<sup>th</sup> September, 2014 be carried out in fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through e-Voting and physical ballot on the resolution contained in the Notice dated 10<sup>th</sup> September, 2014 of the Extra-ordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and physical ballot at the EGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-Voting system of Central Depository Services (India) Limited and of voting through physical ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide voting facilities.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by Registered Post/Courier and through e-mail, for seeking approval of members by way of special resolution to create, offer, issue and allot upto 4,700,000 fully paid up Equity Shares of Rs. 10/- each at a premium of Rs. 310/- per share for cash to CLSA Global Market PTE. LTD. on preferential basis.

The Company provided the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) to cast votes on aforesaid resolution through e-Voting by the members of the Company.

E-Voting facility for shareholders of the Company to exercise their voting on the aforesaid resolution was given for a period from 10.00 a.m. of 4<sup>th</sup> October, 2014 till 5.00 p.m. of 6<sup>th</sup> October, 2014. Accordingly, e-votes casted upto 5.00 p.m. on 6<sup>th</sup> October, 2014 have been considered for my scrutiny.

The Company also distributed physical ballots to all the members present at the Extra-ordinary General Meeting to enable them to cast their votes on the aforesaid resolution.

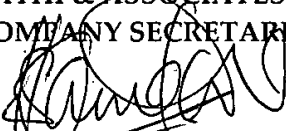
A summary of the votes cast by shareholders through physical ballot at the Extra-ordinary General Meeting and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

The result of the voting by members through physical ballot at the Extra-ordinary General Meeting and e-Voting in respect of the above mentioned resolution may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



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

# 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

### ANNEXURE

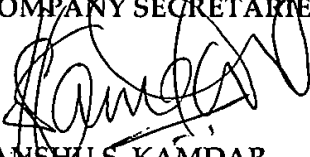
Summary of the votes cast through Physical Ballot and e-Voting confirmations received for the resolution is given below:

#### Resolution for issue of Equity Shares on Preferential basis:

Sr. No.	Particulars	No. of Ballots/ e-Voting	No. of Shares voted
a.	Votes cast through physical ballot	53	25,545,845
b.	e-Voting Confirmations received	38	86,178,350
	<b>Total</b>	<b>91</b>	<b>111,724,195</b>
c.	Less: Invalid Ballot/e-Voting confirmations	2	-
d.	<b>Net Valid Physical Ballot Forms/e-Voting</b>		
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	89	111,724,195
	% of Assent		100%
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	-	-
	% of Dissent		-

Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



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

**Hathway Cable and Datacom Limited****Declaration of results of voting through e-Voting and Ballot Forms in respect of Extra-Ordinary General Meeting of Hathway Cable and Datacom Limited held on 10<sup>th</sup> October, 2014**

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Hathway Cable and Datacom Limited ('the Company') provided e-voting facility and facility of voting through Ballot Forms to the Members vide Notice dated 10<sup>th</sup> September, 2014 of Extra-Ordinary General Meeting (EGM) held on 10<sup>th</sup> October 2014, which was dispatched on 18<sup>th</sup> September 2014.

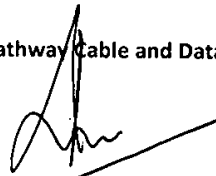
Members voting through e-voting between the period from 10.00 a.m. of 4<sup>th</sup> October, 2014 to 05.00 P.M. of 6<sup>th</sup> October, 2014, being the dates fixed for e-voting have been considered by the Scrutinizer. Further, to enable those Members who could not vote through e-voting, physical Ballot Forms were distributed on 10<sup>th</sup> October, 2014, i.e. the day of the Extra-Ordinary General Meeting. The Board had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner of M/s. Rathi & Associates, Company Secretaries as Scrutinizer to scrutinize the voting processes for the Extra-Ordinary General Meeting of the Company.

Based on the Scrutinizer's Report dated 10<sup>th</sup> October, 2014, I hereby declare that one resolution as set out in the Notice dated 10<sup>th</sup> September, 2014 of the Extra-Ordinary General Meeting of the Company held on 10<sup>th</sup> October 2014 has been duly passed with requisite majority, the details of which are specified herein below:

Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1.	Issue and allotment of 4,700,000 Equity Shares of Rs. 10/- each for cash at a premium of Rs. 310/- per share to CLSA Global Market Pte. Ltd. on preferential basis	100	-	Special

The Scrutinizer's Report on the voting process conducted for the above mentioned Extra-ordinary General Meeting is annexed herewith.

For Hathway Cable and Datacom Limited



Jagdish Kumar G. Pillai  
Chairman

Date: 10<sup>th</sup> October 2014  
Place: Mumbai

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