

**HATHWAY BHAWANI CABLETEL & DATACOM LIMITED**

Rahejas, 4<sup>th</sup> 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 read with Companies  
(Passing of the Resolution by Postal Ballot) Rules, 2001)

Dear Member(s),

Notice is hereby given that the draft Resolution set out below are proposed to be passed through Postal Ballot by Members 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.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 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, M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process through Postal Ballot 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 April 21, 2014. Responses received from Members after April 21, 2014 shall be treated as if no response is received in terms of Rule 5(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 April 21, 2014 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 April 25, 2014.

**Draft Resolutions to be passed through Postal Ballot:**

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 Sections 269 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the said Act, as per the recommendation of the Remuneration Committee, consent of shareholders of the Company be accorded for appointment of Mr. Samson Jesudas as Joint Managing Director of the Company for a period of 3 (Three) years with effect from March 12, 2014 to March 11, 2017 with liberty to the Directors to alter and vary terms and conditions of the aforesaid appointment, as may be agreed to between the Directors and Mr. Samson Jesudas.

**RESOLVED FURTHER THAT** Mr. Samson Jesudas will not be drawing any remuneration during his tenure as Joint Managing Director of the Company.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto."

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

Sd/-

**Milind Karnik**

**Director**

**Place: Mumbai  
Date: 12<sup>th</sup> March 2014**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 1:**

Considering the present business operations, future growth in the business and compliances required by the Company under the applicable acts, it is proposed to appoint Mr. Samson Jesudas as Joint Managing Director of the Company. Mr. Jesudas is associated with Hathway Cable & Datacom Limited, Holding Company since last 6 (Six) Years and having experience of more than 15 years in the cable business. Hence, the Company will not only receive the benefit of his varied experience in the field but also share the responsibility of Mr. Kuldeep Puri, Managing Director of the Company for discharging obligations under the various statutes and will relieve Mr. Kuldeep Puri to concentrate more on the core business developments and further expansion schemes.

As per the provisions of Section 102 of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the aforesaid approval under Section 269 is proposed to obtain by passing of a special resolution through postal ballot.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the accompanying Notice by way of Postal Ballot pursuant to the provisions of section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the persons, except Mr. Samson Jesudas, specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolution.

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

Sd/-

**Milind Karnik**

**Director**

**Place: Mumbai  
Date: 12<sup>th</sup> March 2014**

Enclosures:

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

## HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Rahejas, 4<sup>th</sup> 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)

1. Name and Registered Address of Sole / :  
First named Shareholder (in block letters)
2. Name(s) of Joint holder(s), if any :  
(in block letters)
3. Registered Folio No. / DP ID No.\* / Client :  
ID No.\* (\*Applicable to Investors holding  
shares in dematerialized form)
4. Number of Shares held :  
(Equity Share of Rs.10/- each)
5. I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 12<sup>th</sup> March 2014, by conveying my/our assent or dissent to the said Resolution 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.	Appointment of Mr. Samson Jesudas as Joint Managing Director of the Company for a period of three years with effect from 12 <sup>th</sup> March 2014 to 11 <sup>th</sup> March 2017.			

Place :

Date:

\_\_\_\_\_  
Signature of the Shareholder

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on 21<sup>st</sup> April, 2014.
2. Please read carefully the instructions printed overleaf before exercising the vote.

## INSTRUCTIONS

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 21st April 2014. 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. Incomplete, unsigned or incorrect postal ballot forms 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.
9. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Point 2.
10. Votes shall be considered invalid on any of the following grounds:
  - a. If the Shareholder's signature does not tally with the specimen signature registered with the Company /Depository Participants.
  - b. If the Shareholder has marked all his shares both in favour and also against the resolution.
  - c. If the Postal Ballot Form is unsigned.
  - d. If the Ballot paper is received torn or defaced or mutilated to such an extent that it is difficult for the Scrutinizer to identify either the Shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.

### General

- a) Voting by Postal Ballot, 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 dispatch of the Notice. This date shall be announced through advertisement.
- c) **Voting period commences on and from 22nd March, 2014 at 10.00 a.m. and ends on 21st April, 2014 at 5.00 p.m.**
- d) The date of declaration of results of the postal ballot (i.e. 25th April, 2014) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.