

RESULTS OF POSTAL BALLOT

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") the approval of the shareholders was sought by postal ballot as per the details furnished in the Postal Ballot Notice dated 29th May 2014 sent to all shareholders, for the following purposes:

- a) Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors of the Company to borrow loans in excess of Paid up Capital and Free reserves of the Company subject to maximum of Rs. 1600 Crores.
- b) Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing 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 subject to maximum limit of Rs. 1600 Crores.
- c) Special Resolution under Section 186 of the Companies Act, 2013 for authorizing the Board of Directors to invest or to provide loans and advances or give guarantees/ securities up to 100% of free reserves and securities premium account or Rs. 1,000 Crores, whichever is higher.

Mr. Himanshu S. 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 on 14th July, 2014:

For HATHWAY CABLE AND DATACOM LIMITED



AJAY SINGH

Company Secretary & Compliance Officer

Mumbai, 14th July, 2014

Annexure

Summary of the ballot papers received and e-voting with their pattern of voting

Resolution 1:

		No. of PBF / E-Voting	No. of Shares voted
a.	Postal Ballot Forms received	94	7,714
b.	e-Voting Confirmations	45	3,11,06,930
	Total	139	3,11,14,644
c.	Less: Invalid Postal Ballot Forms / e-Voting confirmations	17	3,602
d.	Net Valid Postal Ballot Forms/e-Voting	122	3,11,11,042
	(i) Postal Ballot Forms / e-Voting with assent for the Resolution	115	3,10,08,372
	% of Assent	-	99.67
	(ii) Postal Ballot Forms / e-Voting with dissent for the Resolution	7	1,02,670
	% of Dissent	-	0.33

Resolution 2:

		No. of PBF / E-Voting	No. of Shares voted
a.	Postal Ballot Forms received	94	7,714
b.	e-Voting Confirmations	45	3,11,06,930
	Total	139	3,11,14,644
c.	Less: Invalid Postal Ballot Forms / e-Voting confirmations	16	3,577
d.	Net Valid Postal Ballot Forms / e-Voting	123	3,11,11,067
	(i) Postal Ballot Forms / e-Voting with assent for the Resolution	116	3,10,08,397
	% of Assent	-	99.67
	(ii) Postal Ballot Forms / e-Voting with dissent for the Resolution	7	1,02,670
	% of Dissent	-	0.33



Resolution 3:

		No. of PBF / E-Voting	No. of Shares voted
a.	Postal Ballot Forms received	94	7,714
b.	e-Voting Confirmations	45	3,11,06,930
	Total	139	3,11,14,644
c.	Less: Invalid Postal Ballot Forms / e-Voting confirmations	17	3,602
d.	Net Valid Postal Ballot Forms / e-Voting	122	3,11,11,042
	(i) Postal Ballot Forms / e-Voting with assent for the Resolution	96	2,72,56,188
	% of Assent	-	87.61
	(ii) Postal Ballot Forms / e-Voting with dissent for the Resolution	26	38,54,854
	% of Dissent	-	12.39

Based on the above summary, the Resolutions mentioned in the Notice of Postal Ballot dated 29th May, 2014 were passed by the requisite majority.

For HATHWAY CABLE AND DATACOM LIMITED



AJAY SINGH

Company Secretary & Compliance Officer

Mumbai, 14th July, 2014

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

July 12, 2014

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

Respected Sir,

Sub: **Scrutinizer's Report on Postal Ballot**

Hathway Cable and Datacom Limited ("the Company"), has vide resolution of its Board of Directors dated 29th May, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 is complied with.

As required under Section 110 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by courier service along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer, for passing of three resolutions as Special Resolutions:

1. Authorizing Board of Directors of the Company, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, to borrow monies in excess of the aggregate of Paid-up Share Capital and Free Reserves of the Company but not exceeding maximum limit of Rs. 1600 crores.
2. Authorizing Board of Directors of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, to create charge on the assets of the Company in favour of bank(s)/financial institution(s) or such other lenders to secure borrowings up to maximum limit of Rs. 1600 crores.
3. Authorizing Board of Directors of the Company, pursuant the provisions of Section 186 of the Companies Act, 2013, to make investments, to give loans, to provide securities and to give guarantees up to 100% of the free reserves and securities premium account or Rs. 1,000 Crores, whichever is higher.

.... 2



: 2 :

The Company also provided the E-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-Voting by the members of the Company.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer on or before the closure of business hours at 5.00 p.m. on July 9, 2014 or cast their vote through e-Voting on the basis of password provided to them by the Registrar and Share Transfer Agent namely Link Intime (India) Private Limited.

Accordingly, the postal ballots received after closure of business hours on 9th July, 2014 have not been considered. As required under Rule 22 as mentioned above, a register was maintained and particulars of name, address, folio no., no. of shares along with assent and dissent was recorded therein on day to day basis.

A summary of the ballot papers received and e-voting with their pattern of voting is attached as per Annexure.

Based on the above, the Special resolutions as set out in Item Nos. 1, 2 & 3 are passed with requisite majority.

The results of the voting by members through Postal Ballots and e-Voting in respect of the above mentioned Resolutions 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

Annexure

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Resolution 2:

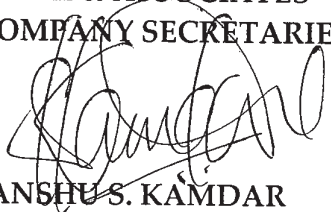
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HIMANSHU S. KAMDAR
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