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HATHWAY CABLE & DATACOM LIMITED

Regd. Office: "Rahejas" 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (West), Mumbai - 400054
Tel: 91-22-26001306 Fax:91-22-26001307
CIN:L64204MH1959PLC011421
E-mail: info@hathway.net

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF HATHWAY CABLE AND DATACOM LIMITED (THE COMPANY) WILL BE HELD ON FRIDAY, 05TH SEPTEMBER, 2014 AT 2.00 P.M. AT RAHEJAS, 6TH 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 42 AND 62(1)(c) OF THE COMPANIES ACT, 2013 THROUGH PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO SMALLCAP WORLD FUND, INC. AND AMERICAN FUNDS INSURANCE SERIES - GLOBAL SMALL CAPITALIZATION FUND [MANAGED BY CAPITAL RESEARCH & MANAGEMENT]

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 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force), 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 17th April 2014 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 or any person(s) authorized by the Board to exercise the powers conferred on the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board), the Board be and is hereby authorised to create, offer, issue and allot, up to 94,00,000 fully paid-up Equity Shares to the following allottees, for cash at a price of Rs. 320/- (Rupees Three Hundred Twenty only) per Equity Share including premium of Rs. 310/- (Rupees Three Hundred Ten only) per Equity Share aggregating up to Rs. 300,80,00,000/- (Rupees Three Hundred Crores Eighty Lacs only), on a preferential allotment basis (**Preferential Allotment**) 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	SMALLCAP WORLD FUND, INC.	70,50,000	10	310	320	225,60,00,000
2	AMERICAN FUNDS INSURANCE SERIES - GLOBAL SMALL CAPITALIZATION FUND	23,50,000	10	310	320	75,20,00,000
	Total	94,00,000				300,80,00,000

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 the "Relevant Date" for the purpose of determining the issue price under ICDR Regulations for the Preferential Allotment shall be Wednesday, 06 August, 2014.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to SMALLCAP WORLD FUND, INC. and AMERICAN FUNDS INSURANCE SERIES - GLOBAL SMALL CAPITALIZATION FUND within a period of 15 days from the date of passing of this resolution, provided that where any application for exemption from the applicability of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 or any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of order on such application or the date of approval or permission, as the case may be.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock in as provided under the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the price and terms and conditions of the said Equity Shares to be issued pursuant to the Preferential Allotment, in the best interests of the Company, and to do all such acts, deeds and things as may be considered expedient and necessary in order to give effect to the Preferential Allotment.

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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 pursuant to the Preferential Allotment, 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

For Hathway Cable & Datacom Limited



Ajay Singh
Company Secretary & Compliance Officer

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 limitation, effecting any modification to the foregoing (including any modifications to the terms of the allotment), to prescribe the forms of application, private placement offer letters, 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 pursuant to the Preferential Allotment 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 pursuant to the Preferential Allotment, 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 subject to the provisions of ICDR Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify, or alter any of the relevant terms and conditions of the Preferential Allotment to SMALLCAP WORLD FUND, INC. and AMERICAN FUNDS INSURANCE SERIES - GLOBAL SMALL CAPITALIZATION FUND as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all definitive agreements and other incidental documents, instruments and writings and to do any / all acts, deeds and things on behalf of the Company as may be considered expedient and necessary in order to give effect to each of the aforesaid resolutions for creation, issue and allotment of the said Equity Shares pursuant to the Preferential Allotment.

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, SEBI 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: 07th August 2014

AJAY SINGH
Company Secretary & Compliance Officer

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business and resolution specified above is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend, and on a poll, to vote instead of himself/herself and such proxy need not be a member of the Company.
3. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Corporate Members are requested to send a duly certified true copy of the board resolution authorizing their representative to attend and vote at the meeting.
6. Members/proxies are requested to bring their dully filled attendance slip sent herewith at the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.

The instructions for members for voting electronically are as under:-

- A) In case of members receiving e-mail:**
- (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

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For Hathway Cable & Datacom Limited


Ajay Singh
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED 07TH AUGUST 2014 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

RAISING OF FUNDS BY THE COMPANY PURSUANT TO SECTION 42 and 62 (1)(c) OF THE COMPANIES ACT, 2013 THROUGH PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO SMALLCAP WORLD FUND, INC. AND AMERICAN FUNDS INSURANCE SERIES - GLOBAL SMALL CAPITALIZATION FUND (MANAGED BY CAPITAL RESEARCH & MANAGEMENT)

In order to augment the funding needs of the Company for general corporate purposes, the Company is proposing the preferential issue and allotment of up to 94,00,000 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 resolution under the provisions of Section 62(1)(c) and 42 of the Companies Act, 2013.

Through the resolution passed on 07th August 2014, 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 94,00,000 (Ninety Four Lacs) Equity Shares to SMALLCAP WORLD FUND, INC. and AMERICAN FUNDS INSURANCE SERIES - GLOBAL SMALL CAPITALIZATION FUND (hereinafter referred to as the Allottees), at a price of Rs. 320/- (Rupees Three Hundred Twenty only) per Equity Share (being the price higher than the minimum price determined in accordance with the ICDR Regulations) aggregating to Rs. 300,80,00,000/- (Rupees Three Hundred Crores Eighty Lacs 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:

- Objects of the Preferential Allotment:**
The object of the Preferential Allotment is to raise funds as mentioned in the explanatory note above.
- 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 managerial personnel of the Company are subscribing to the Preferential Allotment.
- 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	%
A. Promoters and Promoter Group						
	Promoters and Promoter Group	72,212,203	47.50	0	72,212,203	47.50
	Total (A)	72,212,203	47.50	0	72,212,203	47.50
B. Public						
	a) Foreign Institutional Investors					
	i) Allottees under preferential Issue	0	0	9,400,000	9,400,000	5.72
	ii) Other Foreign Institutional Investors	51,055,253	33.59	0	51,055,253	33.59
	(b) Mutual Funds	9,955,987	6.55	0	9,955,987	6.55
	(c) Other Public Shareholders	18,775,457	12.35	0	18,775,457	12.35
	Total (B)	79,786,697	52.50	9,400,000	89,186,697	52.50
	Grand Total (A+B)	151,998,900	100.00	9,400,000	161,398,900	100.00

- 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 any application for exemption from the applicability of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 or any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of order on such application or the date of approval or permission, as the case may be.
- 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	%
SMALLCAP WORLD FUND, INC.	Foreign Institutional Investor	Nil	Nil	70,50,000	70,50,000	4.37
AMERICAN FUNDS INSURANCE SERIES - GLOBAL SMALL CAPITALIZATION FUND	Foreign Institutional Investor	Nil	Nil	23,50,000	23,50,000	1.45

The ultimate beneficial owners are two funds registered with the U.S. Securities and Exchange Commission and thus 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.

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For Hathway Cable & Datacom Limited

Ajay Singh
Company Secretary & Compliance Officer

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 06 August 2014 i.e. 30 days prior to the date of the Extra-ordinary General Meeting) (**Relevant Date**).

Accordingly, the issue price of Rs. 320/- (Rupees Three Hundred Twenty 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. 06 August 2014;
- (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. 06 August 2014, up to a period of 6 (six) months from the date of trading approval for Preferential Allotment;
- (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 date 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

AJAY SINGH
Company Secretary & Compliance Officer

Place: Mumbai
Date: 07th August 2014

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For Hathway Cable & Datacom Limited


Ajay Singh
Company Secretary & Compliance Officer

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins from 10 a.m. on 30 August 2014 and ends on 5.00 p.m. on 01 September 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22 August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Mr. Himanshu Kamdar, Practicing Company Secretary (Membership No. 5171) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the EGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hathway.com and will be communicated to the Stock Exchanges on which the Company's equity shares are listed.

BY ORDER OF THE BOARD OF DIRECTORS

AJAY SINGH

Company Secretary & Compliance Officer

Place: Mumbai

Date: 07th August 2014

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For Hathway Cable & Datacom Limited

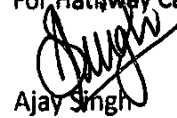
Ajay Singh

Company Secretary & Compliance Officer

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For Hathway Cable & Datacom Limited



Ajay Singh
Company Secretary & Compliance Officer

ATTENDANCE SLIP

Ledger Folio No: _____

DP-ID No*: _____

CLIENT-ID No*: _____

No of Shares : _____

Name and Address of the Shareholder

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 Friday, 05th September 2014 at 2.00 p.m. at Rahejas, 6th 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.

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 Friday, 05th September 2014 at 2.00 p.m. at Rahejas, 6th Floor, Corner of Main Avenue & V. P. Road, Santacruz West, Mumbai - 400054

1. Mr/Ms _____ Signature _____ or failing him /her

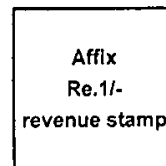
2. Mr/Ms _____ Signature _____ or failing him/ her

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 2014



*Applicable for the shareholders holding shares in electronic form

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

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For Hathway Cable & Datacom Limited

(Signature)
Ajay Singh
Company Secretary & Compliance Officer

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HATHWAY CABLE & DATACOM LIMITED

CIN:L64204MH1959PLC011421

Rahejas, 4th Floor, Corner of V. P. Road and Main Avenue Road, Santacruz (West)

Tel: 91-22-26001306 Fax: 91-22-26001307

E-mail: info@hathway.net

Extra -ordinary General Meeting

<u>Name and Registered Address of the Sole / First named shareholder</u>	:	
<u>Registered Folio No. / DPID No. and Client ID No.</u>	:	
<u>Number of Share (s) held</u>	:	
<u>I/We hereby exercise my / our vote(s) in respect of the Resolution set out in the Notice of the Extra-ordinary General Meeting of the Company to be held on Friday, 5th September, 2014, by giving my/our assent or dissent to the said Resolutions by placing the tick (V) mark at the appropriate box below:</u>		

Particulars	Voting		
	For	Against	Abstain
SPECIAL BUSINESS			
To approve the preferential allotment of equity shares under section 42 and 62(1)(c) of the Companies Act, 2013 to SMALLCAP World Fund, Inc. and American Funds Insurance Series - Global Small Capitalization Fund			

Signed this _____ day of _____, 2014

Signature of shareholder _____

Place: _____

CERTIFIED TRUE COPY

For Hathway Cable & Datacom Limited


Ajay Singh
Company Secretary & Compliance Officer