



September 12, 2014

Department of Corporate Services  
BSE Limited  
P. J. Towers, Dalal Street,  
Mumbai 400 001

Scrip code: 509073

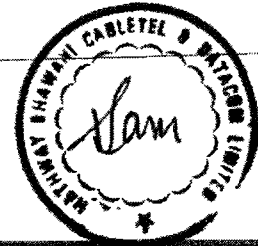
**Sub: Outcome of Annual General Meeting convened on 10<sup>th</sup> September, 2014**

Dear Sir,

In accordance with Clause 31(d) and other applicable provisions, if any, of the Listing Agreement, we write to inform you that the following businesses, as set out in the notice convening the 30<sup>th</sup> Annual General Meeting of the members of the Company ("AGM"), were transacted at the AGM held on September 10, 2014 at Ground Floor, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai 400 098 at 3.00 p.m.:

Resolution No.	Resolution	Result of Business
<b>Ordinary Business:</b>		
1	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors' and Auditors' thereon.	Approved
2	Re - appointment of Mr. Kuldeep Puri (DIN: 00054541), who retires by rotation.	Disapproved
3	Re-appointment of M/s. G. M. Kapadia & Co, Chartered Accountants, (Registration No. 104767W) as the Statutory Auditor.	Approved
<b>Special Business:</b>		
4	To adopt new set of Articles of Association in total exclusion, substitution and superseding of the existing Articles of Association of the Company.	Approved
5	Appointment of Mr. Dilip Worah (DIN: 00047252) as an Independent Director.	Approved
6	Appointment of L. K. Kannan (DIN: 00110428) as an Independent Director.	Approved

**hathw@ybhawani**  
CABLE INTERNET

**Hathway Bhawani Cabletel & Datacom Ltd.**

Corporate Office : 5th Floor, Sanjona Complex, Plot No. 11-A, Hemu Kailani Marg, Sindhi Society, Chembur, Mumbai- 400 071.  
Tel +91-22-61534400, Fax +91-22-61534455 E-mail bhawani@hathway.net

Regd. Office : "Rahejas" 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (W), Mumbai - 400 054.

7	Appointment of Mr. Hetal Thakore (DIN: 00340446) as an Independent Director.	Approved
8	To create, offer, issue and allot 900,000 (Nine Lacs) fully paid-up Equity Shares of Rs. 10/- each at a premium of Rs. 1/- per share to Hathway Cable & Datacom Limited, on a preferential basis.	Approved

The voting on all the above resolutions was conducted through electronic means and physical ballots pursuant to Section 108 of Companies Act, 2013 and Clause 35B of the Listing Agreement.

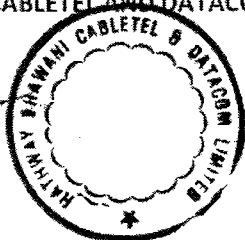
Based on the Scrutinizers' Report, a copy of which has been enclosed herewith, I hereby declare all the resolutions, except Resolution No 2 for Re - appointment of Mr. Kuldeep Puri (DIN: 00054541), who retires by rotation, to have been passed by requisite majority.

Kindly take the above on record and oblige.

Thanking you.

For HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED

  
**SAMSON JESUDAS**  
 Managing Director  
 DIN: 02539442



# 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.rathi@gmail.com

September 12, 2014

The Chairman

**Hathway Bhawani Cabletel & Datacom Limited**

Rahejas 4<sup>th</sup> Floor, Corner of Main Avenue,

V. P. Road, Santacruz (W),

Mumbai – 400 054

Dear Sir,

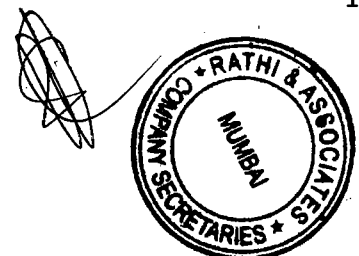
**Sub: Scrutinizer's Report on the voting process conducted at 30<sup>th</sup> Annual General Meeting of Equity Shareholders of Hathway Bhawani Cabletel & Datacom Limited held on 10<sup>th</sup> September, 2014**

Hathway Bhawani Cabletel & Datacom Limited ("the Company"), has vide resolution of its Board of Directors dated 11<sup>th</sup> August, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of e-Voting and physical voting through ballot on the resolutions, 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"), placed for the approval of members as per the Notice dated 11<sup>th</sup> August, 2014 be carried out in the 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 e-voting and ballot on the resolutions contained in the Notice to the 30<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballot at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited and of voting through ballot as provided by Bigshare Services Private Limited, the agencies engaged by the Company to provide e-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 on following resolutions:

1



- (a) Resolution No. 1 as an Ordinary Resolution for adoption of Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit & Loss for the financial year ended on that date together with the Report of the Directors' and Auditors' thereon.
- (b) Resolution No. 2 as an Ordinary Resolution to appoint a Director in place of Mr. Kuldeep Puri (DIN: 00054541), who retires by rotation.
- (c) Resolution No. 3 as an Ordinary Resolution for appointment of M/s. G. M. Kapadia & Co, Chartered Accountants, (Registration No. 104767W) as Statutory Auditors of the Company and to fix their remuneration.
- (d) Resolution No. 4 as an Special Resolution for adoption of new set of Articles of Association in total exclusion, substitution and superseding of the existing Articles of Association of the Company.
- (e) Resolution No. 5 as an Ordinary Resolution for appointment of Mr. Dilip Worah, (DIN 00047252) as an Independent Director to hold office for a period of five years.
- (f) Resolution No. 6 as an Ordinary Resolution for appointment of L. K. Kannan, (DIN 00110428) as an Independent Director to hold office for a period of five years.
- (g) Resolution No. 7 as an Ordinary Resolution for appointment of Mr. Hetal Thakore, (DIN 00340446) as an Independent Director to hold office for a period of five years.
- (h) Resolution No. 8 as an Special Resolution to create, offer, issue and allot 9,00,000 (Nine Lacs) fully paid-up Equity Shares of Rs. 10/- each at a premium of Rs. 1/- per share to Hathway Cable & Datacom Limited, on a 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. The Company had also sent Ballot Forms with Notice to all the Shareholders, pursuant to the provisions of Clause 35B of the Listing Agreement to enable them to vote through postal ballot.

E-voting facilities for shareholders of the Company to exercise their voting on the aforesaid resolutions were given for a period from 10.00 a.m., Thursday 4<sup>th</sup> September, 2014 till 5.00 p.m., Saturday 6<sup>th</sup> September, 2014. Accordingly, e-Votes casted upto 5.00 p.m., Saturday 6<sup>th</sup> September, 2014 have been considered for my scrutiny.



The Company also distributed physical ballots to all the members present at the Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.

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

The results of the voting by members through physical ballot at the Annual General Meeting 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

A handwritten signature in black ink, appearing to read 'Himanshu S. Kamdar', written over the printed name below.

HIMANSHU S. KAMDAR

PARTNER

FCS NO. 5171

COP NO. 3030

## Annexure

The summary of the votes cast through Physical Ballot and e-Voting confirmations received for each of the resolutions is given below:

### For Resolutions 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	_*
b.	e-Voting Confirmations received	6	4131489
	<b>Total</b>	<b>9</b>	<b>4131489</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	-
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>6</b>	<b>4131489</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	6	4131489
	<b>% of Assent</b>		<b>100</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
	<b>% of Dissent</b>		<b>-</b>

### For Resolutions 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	_*
b.	e-Voting Confirmations received	6	4131489
	<b>Total</b>	<b>9</b>	<b>4131489</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	-
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>6</b>	<b>4131489</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	1	500
	<b>% of Assent</b>		<b>0.01</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	5	4130989
	<b>% of Dissent</b>		<b>99.99</b>



**For Resolutions 3:**

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	_*
b.	e-Voting Confirmations received	6	4131489
	<b>Total</b>	<b>9</b>	<b>4131489</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	-
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>6</b>	<b>4131489</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	6	4131489
	<b>% of Assent</b>		100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
	<b>% of Dissent</b>		-

**For Resolutions 4:**

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot*	3	_*
b.	e-Voting Confirmations received	6	4131489
	<b>Total</b>	<b>9</b>	<b>4131489</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	-
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>6</b>	<b>4131489</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	6	4131489
	<b>% of Assent</b>		100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
	<b>% of Dissent</b>		-

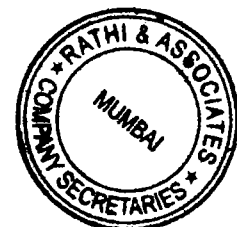



**For Resolutions 5:**

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	-*
b.	e-Voting Confirmations received	6	4131489
	<b>Total</b>	<b>9</b>	<b>4131489</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	-
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>6</b>	<b>4131489</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	5	4131487
	<b>% of Assent</b>		<b>100</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	2
	<b>% of Dissent</b>		<b>0.00</b>

**For Resolutions 6:**

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	-*
b.	e-Voting Confirmations received	6	4131489
	<b>Total</b>	<b>9</b>	<b>4131489</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	-
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>6</b>	<b>4131489</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	6	4131489
	<b>% of Assent</b>		<b>100</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
	<b>% of Dissent</b>		<b>-</b>





**For Resolutions 7:**

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	-*
b.	e-Voting Confirmations received	6	4131489
	<b>Total</b>	<b>9</b>	<b>4131489</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	-
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>6</b>	<b>4131489</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	6	4131489
	<b>% of Assent</b>		<b>100</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
	<b>% of Dissent</b>		<b>-</b>

**For Resolutions 8:**

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	-*
b.	e-Voting Confirmations received	6	4131489
	<b>Total</b>	<b>9</b>	<b>4131489</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	-
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>6</b>	<b>4131489</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	6	4131489
	<b>% of Assent</b>		<b>100</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
	<b>% of Dissent</b>		<b>-</b>

\*Based on the explanations/documents furnished by the Registrar and Share Transfer Agent of the Company, we have been given to understand that the Company had received three Ballot Papers, all three of which had been categorized as invalid for all the resolutions on account of discrepancies with respect to being Shareholder as on cut-off date and incomplete Ballot Form.