



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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that the draft resolution set out below are proposed to be passed through postal ballot in accordance with Section 110 of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Board of Directors of the Company ('the Board') proposes the same for the approval by members.

An explanatory statement pursuant to Section 102 of the Act setting out all material facts relating to the resolutions are annexed hereto along with a postal ballot form for consideration of members.

The Board has appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the scrutinizer for conducting the voting process through postal ballot in accordance with the law and 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 5.00 p.m. on Friday, February 13, 2015. The Company has also provided e-voting facility as an alternative, for its members to exercise their vote through electronic means on the resolutions proposed to be passed through postal ballot. The procedure for e-voting is provided along with the explanatory statement. Responses received from members after 5.00 p.m. on Friday, February 13, 2015 shall be treated as if no response is received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014. Members are therefore requested to send the duly completed postal ballot forms on or before 5.00 p.m. on Friday, February 13, 2015 providing sufficient time for postal transit. The scrutinizer will submit his report and the result of the postal ballot shall be announced on Monday, February 16, 2015.

Draft resolution to be passed through postal ballot:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to the approval of the Foreign Investment Promotion Board of India, Ministry of Finance (FIPB) and/ or the Reserve Bank of India (RBI) and all other applicable Acts, laws, rules, regulations, circulars, directions, notifications, press notes and guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (Board, which term shall include a duly authorized committee of directors for the time being exercising the powers conferred by the Board), the approval of the members be and is hereby accorded to the Company to increase the total foreign investment limit in the Company only by Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs), etc. under the Portfolio Investment Scheme (PIS) in accordance with Schedules 2 and 2A of Foreign Exchange Management Act (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (FEMA 20) beyond 49% of the issued and fully paid-up share capital of the Company to 74% of the issued and fully paid-up share capital of the Company, being the maximum limit permissible for the 'Broadcasting Carriage Services' sector under the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, dated April 17, 2014 (FDI Policy).

RESOLVED FURTHER THAT the directors and/or the company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including raising the total foreign investment limit in the Company only by FIIs, FPIs, etc. under the PIS in accordance with Schedules 2 and 2A of FEMA 20 from 49% under the automatic route to 74% under the approval/ government route under the FDI Policy, in one or more tranches, without requiring to secure any further consent or approval of the members of the Company and delegation of all or any of the powers conferred herein to any committee of directors or any director or officer of the Company, including informing the concerned authorities or other regulatory bodies".

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

**Sd/-
Ajay Singh
Company Secretary & Compliance Officer
FCS No: 5189**

Place: Mumbai
Date: January 07, 2015

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

Item No. 1:

The Company is very close to the foreign investment cap under the automatic route (i.e. 49%) for the 'Broadcasting Carriage Services' sector under the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, dated April 17, 2014 (FDI Policy). As a result, the Company is seeking an approval of the Foreign Investment Promotion Board (FIPB) under the approval/government route of the FDI Policy for increasing the total foreign investment limit in the Company only by Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs), etc. under the Portfolio Investment Scheme (PIS) in accordance with Schedules 2 and 2A of Foreign Exchange Management Act (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (FEMA 20) from 49% of the issued and fully paid up share capital of the Company to 74% of the issued and fully paid up share capital of the Company under the approval/government route pursuant to the FDI Policy,

As per clause 3.1.4(i) of the FDI Policy read along with Section II(2)(A)(b) of the Reserve Bank of India (RBI) Master Circular No. 15/2014-15 on Foreign Investment in India dated July 01, 2014 (updated on August 4, 2014) (RBI/2014-15/6) and FEMA 20, as amended and modified from time to time, the total foreign investment limit in the Company by FIIs, FPIs, etc. under the PIS in accordance with Schedules 2 and 2A of FEMA 20 can be increased from 49% of the issued and fully paid up share capital of the Company to 74% of the issued and fully paid up share capital of the Company under the approval/government route, if approved by the shareholders of the Company by way of a special resolution.

Your directors recommend the resolution as set out at Item No. 1 of the postal ballot notice for your approval.

None of the persons 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, except to the extent of their respective shareholding in the Company, are concerned or interested in the above resolutions.

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

Place: Mumbai
Date: January 07, 2015

**Sd/-
Ajay Singh
Company Secretary & Compliance Officer
FCS No: 5189**

Enclosures:

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



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POSTAL BALLOT FORM

(Pl. read carefully the instructions printed overleaf before completing this form)

Sr. No. :

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. 2/- each)

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company, dated January 07, 2015, 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.	Special resolution for increasing the foreign investment limit in the Company up to 74% of the issued and paid-up capital			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS
(Applicable for Individual Members only)

EVSN (Electronic Voting Sequence Number)	* Default Number

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default number in the PAN field.

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on February 13, 2015.
2. Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTION FOR VOTING

1. The notice is being sent to all the members, whose names appear on the register of members/list of beneficial owners as received from depositories on January 07, 2015.
2. The Board has appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rath & Associates, Practicing Company Secretaries as scrutinizor to receive and scrutinize the completed ballot papers received and/or e-voting from the members in a fair and transparent manner. The postal ballot form and the self-addressed business reply envelope are enclosed for use of the members.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with rules made thereunder and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all members of the Company to send their assent or dissent in respect of the resolution through postal ballot/e-voting contained in notice dated January 07, 2015. Link Intime India Private Limited, the Registrar and Transfer Agent of the Company will be facilitating e-voting through the Central Depository Services Limited (CDSL) to enable the members to cast their votes electronically.
4. You are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope so as to reach the scrutinizor not later than close of working hours 5.00 P.M. (IST) on February 13, 2015 to be eligible for being considered, failing which, it will be strictly treated as no reply has been received from the concerned member.
5. The scrutinizor will submit his report on postal ballot including e-voting within 7 days from the closing of the voting period to the chairman appointed by the Board and the results of the postal ballot/e-voting will be announced by the chairman within 2 working days upon receipt of the scrutinizor's report.
6. The results declared by the chairman shall be taken as passed and effective on the date of declaration of the result. The result of the postal ballot will be posted on the website of the Company at www.hathway.com, and communicated to CDSL and the stock exchanges on which the Company is listed for dissemination to the general public.
7. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M. up to closure of the voting period.
8. Members who have not registered their e-mail addresses so far are requested to register their email-address so that they can receive the annual report and other communications from the Company electronically.
9. Kindly note that the members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case members cast their vote by both physical postal ballot and e-voting, then voting done through valid physical postal ballot shall prevail and voting done by e-voting will be treated as invalid.
10. **Voting through Electronic Mode:**
In compliance with provisions of Section 108 of the Companies Act 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Equity Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote electronically. Members have option to vote either through e-voting or through the postal ballot form.

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

(A) In case of members receiving e-mail:

- (i) The voting period begins on **January 15, 2015 (from 10.00 A.M.) to February 13, 2015 (up to 5.00 P.M.)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 07, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on 'Shareholders'.
- (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 dematerialized 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:

For Members holding shares in dematerialized form and physical form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both dematerialized members as well as physical members) <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 8 digits of the sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the date of birth as recorded in your dematerialized account or in the company records for the said dematerialized account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the dividend bank details as recorded in your dematerialized account or in the company records for the said dematerialized account or folio. <ul style="list-style-type: none"> • Please enter the DOB or dividend bank details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the dividend bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in dematerialized 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 dematerialized 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 ->Hathway Cable & Datacom Limited-> 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 a dematerialized account holder has forgotten the password then enter the user ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- (xviii) Note for non-Individual members and custodians
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as 'Corporates'.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdsindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdsindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the board resolution and power of attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizor to verify the same.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdsindia.com.

(B) In case of members receiving postal ballot form by post:

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on **January 15, 2015 (from 10.00 A.M.) to February 13, 2015 (up to 5.00 P.M.)** (IST) during this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. January 07, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- I. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of January 07, 2015.
- III. Mr. Himanshu S. Kamdar, Partner of M/s. Rath & Associates, Practicing Company Secretaries has been appointed as the scrutinizor to scrutinize the e-voting process in a fair and transparent manner.
- IV. The scrutinizor shall within a period not exceeding two (2) 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 scrutinizor's report of the votes cast in favor or against, if any, forthwith to the chairman of the Company.
- V. The results shall be declared on or after the completion of postal ballot process. The results declared along with the scrutinizor's report shall be placed on the Company's website www.hathway.com and on the website of CDSL within two (2) days of passing of the resolutions by the postal ballot process and communicated to the stock exchanges on which the Company is listed.

11. Any query/grievance may please be addressed to Mr. Ajay Singh, Company Secretary & Compliance Officer, with respect to the voting by postal ballot including voting by electronic means at E-mail id: investorgrievance@hathway.net or Tel: 022-67742500