



Date: 28<sup>th</sup> September, 2015

**The Corporate Relationship Department**

BSE Limited

P. J. Towers, 1<sup>st</sup> Floor,

Dalal Street,

Mumbai – 400 001

BSE Security Code: 509073

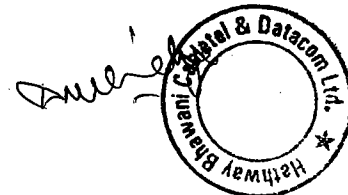
**Sub: Submission of Report under 35A of the Listing Agreement**

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, the details of voting result in respect of business transacted at the 31st Annual General Meeting of the Company held on 25<sup>th</sup> September, 2015 is given as under:

Report on Clause 35A of Listing Agreement:

Name of the Company	Hathway Bhawani Cabletel & Datacom Limited
Date of Annual General Meeting (AGM)	25 <sup>th</sup> September, 2015
Total No of shareholders on record date	1808
<b>Total No of Shareholders Present at AGM either in person or Proxy</b>	
Promoters and Promoter Group	2
Public	25
Total	27
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not Arranged
Promoters and Promoter Group:	
Public:	



***hathw@ybhawani***

**Hathway Bhawani Cabletel & Datacom Ltd.**

Corporate Office : Bezzola Commercial Complex, A Wing, 3rd Floor, Suman Nagar, Sion Trombay Road, 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.

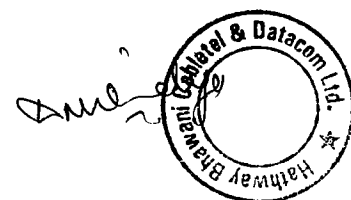
Details of Agenda:

**Item No 1:** To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Directors' Report and the Report of the Auditors' thereon.

**Type of Resolution:** Ordinary

**Mode of Voting:** E-voting & Physical Ballot

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting (E-voting)</b>							
Promoter and Promoter Group	5188457	4180000	80.56	4180000	0	100.00	0.00
Public Institutional Holders	66785	0	0	0	0	100.00	0.00
Public-Others	2844758	35	0	35	0	100.00	0.00
<b>Total(A)</b>	<b>8100000</b>	<b>4180035</b>	<b>51.63</b>	<b>4180035</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting (Poll)</b>							
Promoter and Promoter Group	5188457	0	0	0	0	100.00	0.00
Public Institutional Holders	66785	0	0	0	0	100.00	0.00



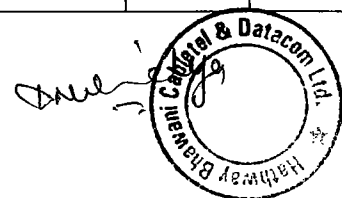
Public-Others	2844758	842	0.03	842	0	100.00	0.00
<b>Total(B)</b>	<b>8100000</b>	<b>842</b>	<b>0.01</b>	<b>842</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>8100000</b>	<b>4180877</b>	<b>51.62</b>	<b>4180877</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

**Item No 2:** To ratify the appointment of M/s. G. M. Kapadia & Co., Chartered Accountants as Auditors of the Company and fixing of their remuneration.

**Type of Resolution:** Ordinary

**Mode of Voting:** E-voting & Physical Ballot

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting (E-voting)</b>							
Promoter and Promoter Group	5188457	4180000	80.56	4180000	0	100.00	0.00
Public Institutional Holders	66785	0	0	0	0	100.00	0.00
Public-Others	2844758	35	0	35	0	100.00	0.00
<b>Total(A)</b>	<b>8100000</b>	<b>4180035</b>	<b>51.63</b>	<b>4180035</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting (Poll)</b>							
Promoter and Promoter Group	5188457	0	0	0	0	100.00	0.00
Public Institutional Holders	66785	0	0	0	0	100.00	0.00



Public-Others	2844758	22	0	22	0	100.00	0.00
<b>Total(B)</b>	<b>8100000</b>	<b>22</b>	<b>0.01</b>	<b>22</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>8100000</b>	<b>4180057</b>	<b>51.61</b>	<b>4180057</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

**Item No 3:** Appointment of Ms. Nandita Swamy (DIN 03181823) as Independent Director of the Company.

**Type of Resolution:** Ordinary

**Mode of Voting:** E-voting & Physical Ballot

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting (E-voting)</b>							
Promoter and Promoter Group	5188457	4180000	80.56	4180000	0	100.00	0.00
Public Institutional Holders	66785	0	0	0	0	100.00	0.00
Public-Others	2844758	35	0	35	0	100.00	0.00
<b>Total(A)</b>	<b>8100000</b>	<b>4180035</b>	<b>51.63</b>	<b>4180035</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting (Poll)</b>							
Promoter and Promoter Group	5188457	0	0	0	0	100.00	0.00
Public Institutional Holders	66785	0	0	0	0	100.00	0.00



Public-Others	2844758	22	0	22	0	100.00	0.00
<b>Total(B)</b>	<b>8100000</b>	<b>22</b>	<b>0.01</b>	<b>22</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>8100000</b>	<b>4180057</b>	<b>51.61</b>	<b>4180057</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

**Item No 4:** Appointment of Mr. Shyam P V (DIN 07247247) as Director of the Company as per provisions of Section 161 of the Companies Act, 2013

**Type of Resolution:** Ordinary

**Mode of Voting:** E-voting & Physical Ballot

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting (E-voting)</b>							
Promoter and Promoter Group	5188457	4180000	80.56	4180000	0	100.00	0.00
Public Institutional Holders	66785	0	0	0	0	100.00	0.00
Public-Others	2844758	35	0	35	0	100.00	0.00
<b>Total(A)</b>	<b>8100000</b>	<b>4180035</b>	<b>51.63</b>	<b>4180035</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting (Poll)</b>							
Promoter and Promoter Group	5188457	0	0	0	0	100.00	0.00
Public Institutional Holders	66785	0	0	0	0	100.00	0.00



Public-Others	2844758	22	0	22	0	100.00	0.00
<b>Total(B)</b>	<b>8100000</b>	<b>22</b>	<b>0.01</b>	<b>22</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>8100000</b>	<b>4180057</b>	<b>51.61</b>	<b>4180057</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

**Item No 5:** Appointment of Mr. Vineet Garg as director of the Company as per provisions of Section 161 of the Companies Act, 2013

**Type of Resolution:** Ordinary

**Mode of Voting:** E-voting & Physical Ballot

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting (E-voting)</b>							
Promoter and Promoter Group	5188457	4180000	80.56	4180000	0	100.00	0.00
Public Institutional Holders	66785	0	0	0	0	100.00	0.00
Public-Others	2844758	35	0	35	0	100.00	0.00
<b>Total(A)</b>	<b>8100000</b>	<b>4180035</b>	<b>51.63</b>	<b>4180035</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting (Poll)</b>							
Promoter and Promoter Group	5188457	0	0	0	0	100.00	0.00
Public Institutional Holders	66785	0	0	0	0	100.00	0.00



Public-Others	2844758	22	0	22	0	100.00	0.00
<b>Total(B)</b>	<b>8100000</b>	<b>22</b>	<b>0.01</b>	<b>22</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>8100000</b>	<b>4180057</b>	<b>51.61</b>	<b>4180057</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

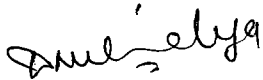
Certified copy of the Scrutinizer's Report & Declaration of results by the Chairman is attached for your record.

Kindly acknowledge the receipt of the same.

Thanking you,

Very truly yours,

**FOR HATHWAY BHAWANI CABLETEL & DATACOM LIMITED**



**DILIP VAIDYA**  
*Company Secretary & Compliance Officer*  
 FCS NO-7750



*Encl: As above*



**Declaration of results of remote e-voting/Ballots voting at 31<sup>st</sup> Annual General Meeting of Hathway Bhawani Cabletel & Datacom Limited held on 25<sup>th</sup> September, 2015**

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, **Hathway Bhawani Cabletel & Datacom Limited** ('the Company') provided remote e-voting facility and voting through Ballot Forms to the Members vide Notice of 31<sup>st</sup> Annual General Meeting (AGM) dated 12<sup>th</sup> August, 2015.

Members voting through remote e-voting during the period from 10.00 a.m. of Tuesday, 22<sup>nd</sup> September, 2015 upto 5.00 p.m. of Thursday 24<sup>th</sup> September, 2015 being the dates fixed for remote e-voting have been considered by the Scrutinizer. Further, to enable those Members who could not vote through remote e-voting, physical Ballot Forms were distributed on 25<sup>th</sup> September, 2015, i.e. the day of the 31<sup>st</sup> AGM. The Board had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner, M/s Rathi & Associates, Company Secretaries as Scrutinizer to scrutinize the voting processes for the 31<sup>st</sup> AGM of the Company.

Based on the Scrutinizer's Report dated 26<sup>th</sup> September, 2015, *I hereby declare that all the 5 (Five) resolutions as set out in the Notice dated 12<sup>th</sup> August, 2015 of the 31<sup>st</sup> AGM of the Company, have been duly passed with requisite majority*, the details of which are specified hereinbelow:

Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1.	Adoption of Audited Balance Sheet as at 31 <sup>st</sup> March, 2015 and the Statement of Profit & Loss for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.	100.00%	0.00%	Ordinary
2.	Ratification of appointment of Auditors and fixing of their remuneration.	100.00%	0.00%	Ordinary
3.	Appointment of Ms. Nandita Swamy (DIN 03181823) as an Independent Director of the Company.	100.00%	0.00%	Ordinary

***hathw@bhawani***



**Hathway Bhawani Cabletel & Datacom Ltd.**

Corporate Office : Bezzola Commercial Complex, A Wing, 3rd Floor, Suman Nagar, Sion Trombay Road, 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.



4.	Appointment of Mr. Shyam P V (DIN 07247247) as a Director of the Company.	100.00%	0.00%	Ordinary
5.	Appointment of Mr. Vineet Garg (DIN 06935347) as a Director of the Company.	100.00%	0.00%	Ordinary

The Scrutinizer's Report on the voting process conducted for the 31<sup>st</sup> AGM is annexed herewith.

**For Hathway Bhawani Cabletel & Datacom Limited**



*Samson Jesudas*

**(Samson Jesudas)  
Chairman  
(DIN: 02539442)**

**Place: Mumbai  
Date: 28/09/2015**

# 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

26<sup>th</sup> September, 2015

The Chairman

**HATHWAY BHAWANI CABLETEL & DATACOM LIMITED**

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

V. P. Road, Santacruz (West),

Mumbai - 400 054

Dear Sir,

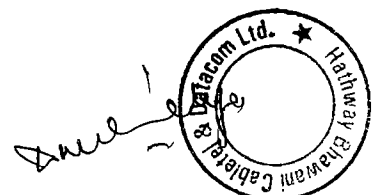
**Sub: Scrutinizer's Report on the remote e-voting and the voting through ballot papers conducted at 31<sup>st</sup> Annual General Meeting of Equity Shareholders of Hathway Bhawani Cabletel & Datacom Limited:**

Hathway Bhawani Cabletel & Datacom Limited ("the Company") vide resolution of its Board of Directors dated 12<sup>th</sup> August, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-Voting and physical voting through ballots at the 31<sup>st</sup> Annual General Meeting (AGM) on the resolutions contained in the Notice dated 12<sup>th</sup> August, 2015 for the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Clause 35B of the Listing Agreement, placed for the approval of Members of the Company, be carried out in a 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 remote e-voting and ballots on the resolutions contained in the Notice to the 31<sup>st</sup> Annual General Meeting ("AGM") of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballots at the AGM is restricted to making 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 (CDSL) and of voting through ballots as provided by Bigshare Services Private Limited, the agencies engaged by the Company to provide e-voting facilities.



1



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:

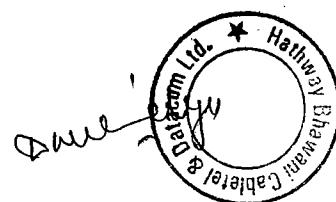
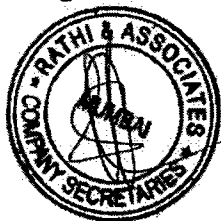
- (a) **Resolution No. 1** as an Ordinary Resolution to consider and adopt the audited Financial Statements for the year ended 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
- (b) **Resolution No. 2** as an Ordinary Resolution for ratification of appointment of M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors of the Company to hold office from the conclusion of 31<sup>st</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting and to authorize the Board to fix their remuneration.
- (c) **Resolution No. 3** as an Ordinary Resolution for appointment of Ms. Nandita Swamy (DIN 03181823) as an Independent Director to hold office upto 30<sup>th</sup> March, 2020.
- (d) **Resolution No. 4** as an Ordinary Resolution for appointment of Mr. Shyam P V (DIN 07247247) as a Director of the Company.
- (e) **Resolution No. 5** as an Ordinary Resolution for appointment of Mr. Vineet Garg (DIN 06935347) as a Director of the Company.

The Company provided the remote 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.

Remote e-voting facilities were made available to the shareholders of the Company to exercise their voting rights from 10.00 a.m. of Tuesday, 22<sup>nd</sup> September, 2015 upto 5.00 p.m. of Thursday 24<sup>th</sup> September, 2015. Accordingly, e-Votes casted upto 5.00 p.m. of Thursday, 24<sup>th</sup> September, 2015 have been considered for my scrutiny.

The Company also distributed physical ballots to all the members present at the 31<sup>st</sup> Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.

A summary of the votes casted by shareholders through remote e-voting and physical ballots at the 31<sup>st</sup> Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

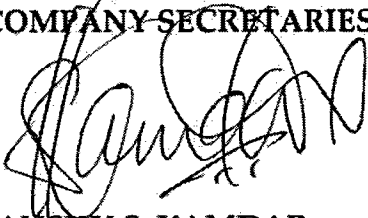


The results of the voting by members through remote e-voting and physical ballots at the 31<sup>st</sup> Annual General Meeting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company.

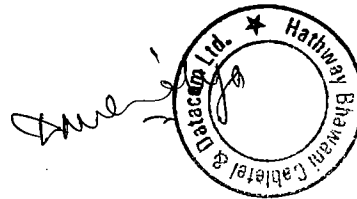
Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



HIMANSHU S. KAMDAR  
PARTNER  
FCS NO. 5171  
COP NO. 3030



### Annexure

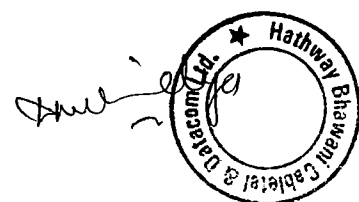
Summary of votes cast through remote e-voting and physical ballots received for each of the resolutions is given below:

#### For Resolution 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	6	847
b.	e-Voting Confirmations received	6	4180035
	<b>Total</b>	<b>12</b>	<b>4180882</b>
c.	Less: Invalid Ballot / e-Voting confirmations	2	5
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>10</b>	<b>4180877</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	10	4180877
<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 Resolution 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	5	27
b.	e-Voting Confirmations received	6	4180035
	<b>Total</b>	<b>11</b>	<b>4180062</b>
c.	Less: Invalid Ballot / e-Voting confirmations	2	5
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>9</b>	<b>4180057</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	9	4180057
<b>% of Assent</b>			<b>100%</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
<b>% of Dissent</b>			<b>-</b>

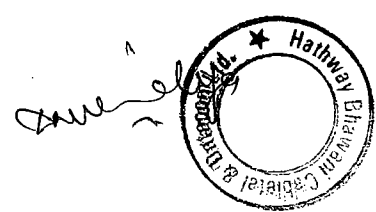


**For Resolution 3:**

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	5	27
b.	e-Voting Confirmations received	6	4180035
	<b>Total</b>	<b>11</b>	<b>4180062</b>
c.	Less: Invalid Ballot / e-Voting confirmations	2	5
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>9</b>	<b>4180057</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	9	4180057
<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 Resolution 4:**

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	5	27
b.	e-Voting Confirmations received	6	4180035
	<b>Total</b>	<b>11</b>	<b>4180062</b>
c.	Less: Invalid Ballot / e-Voting confirmations	2	5
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>9</b>	<b>4180057</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	9	4180057
<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 Resolution 5:**

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	5	27
b.	e-Voting Confirmations received	6	4180035
	<b>Total</b>	<b>11</b>	<b>4180062</b>
c.	Less: Invalid Ballot / e-Voting confirmations	2	5
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>9</b>	<b>4180057</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	9	4180057
<b>% of Assent</b>		<b>100%</b>	
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
<b>% of Dissent</b>		<b>-</b>	

