

April 18, 2018

To

The Corporate Relationship Department

BSE Limited

P. J. Towers, 1st Floor, Dalal Street,

Mumbai - 400 001

BSE Security Code: 509073

Dear Sirs,

<u>Sub: Compliance Certificate under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Regulations, 2015</u>

Please find enclosed herewith the Compliance Certificate under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued by M/s. Rathi & Associates, Practicing Company Secretaries dated 17th April, 2018, for the half year ended 31st March, 2018.

Kindly take the same on record.

Thanking you,

Very truly yours,

For HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED

MANOJ DERE

Company Secretary & Compliance Officer

FCS No. 7652

Encl: as above

Regd. Office: 805/806, Windsor, 8th Floor, Off CST Road, Kalina, Santacruz (E), Mumbai - 400 098.

CIN: L65910MH1984PLC034514

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

COMPLIANCE CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE HALF YEAR ENDED 31ST MARCH, 2018

We have examined the Share Transfers, Memorandum of Transfers, Registers, files and other documents relating to Hathway Bhawani Cabletel and Datacom Limited ("the Company") maintained by Bigshare Services Private Limited (herein after referred to as "the Registrar & Share Transfer Agents" or "the RTA") pertaining to transfer of Equity Shares of the Company for the period from 1st October, 2017 to 31st March, 2018 for the purpose of issuing a Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the information provided by the RTA, we hereby certify that during half year ended on 31st March, 2018:

- The Company and/or RTA has not received any request relating to the Share Transfer, subdivision, consolidation, renewal, exchange or endorsement of calls / allotment monies as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For RATHI & ASSOCIATES

COMPANY SECRETARIES

JAYESH SHAH PARTNER

FCS No. 5637

COP No. 2535

Date: 17th April, 2018

Place: Mumbai