

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

October 10, 2014

The Chairman

Hathway Cable and Datacom Limited

Rahejas, 4th Floor,

Corner of Main Avenue & V.P. Road,

Santacruz (West),

Mumbai – 400 054

Dear Sir,

Sub: Scrutinizer's Report on the voting process conducted at the Extra-ordinary General Meeting of Equity Shareholders of Hathway Cable and Datacom Limited held on 10th October, 2014

Hathway Cable and Datacom Limited ("the Company") has vide resolution of its Board of Directors dated 10th September, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of e-Voting and physical voting through ballot 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"), on the resolution placed for the approval of members as per the Notice dated 10th September, 2014 be carried out in 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 voting through e-Voting and physical ballot on the resolution contained in the Notice dated 10th September, 2014 of the Extra-ordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and physical ballot at the EGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-Voting system of Central Depository Services (India) Limited and of voting through physical ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide 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 by way of special resolution to create, offer, issue and allot upto 4,700,000 fully paid up Equity Shares of Rs. 10/- each at a premium of Rs. 310/- per share for cash to CLSA Global Market PTE. LTD. on 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.

E-Voting facility for shareholders of the Company to exercise their voting on the aforesaid resolution was given for a period from 10.00 a.m. of 4th October, 2014 till 5.00 p.m. of 6th October, 2014. Accordingly, e-votes casted upto 5.00 p.m. on 6th October, 2014 have been considered for my scrutiny.

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

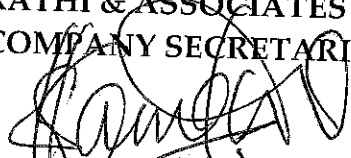
A summary of the votes cast by shareholders through physical ballot at the Extraordinary General Meeting and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

The result of the voting by members through physical ballot at the Extraordinary General Meeting and e-Voting in respect of the above mentioned resolution 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

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ANNEXURE

Summary of the votes cast through Physical Ballot and e-Voting confirmations received for the resolution is given below:

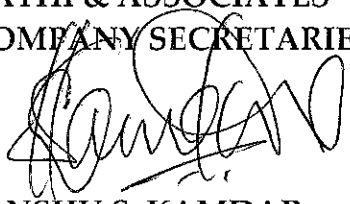
Resolution for issue of Equity Shares on Preferential basis:

Sr. No.	Particulars	No. of Ballots/ e-Voting	No. of Shares voted
a.	Votes cast through physical ballot	53	25,545,845
b.	e-Voting Confirmations received	38	86,178,350
	Total	91	111,724,195
c.	Less: Invalid Ballot/e-Voting confirmations	2	-
d.	Net Valid Physical Ballot Forms/e-Voting		
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	89	111,724,195
	% of Assent		100%
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	-	-
	% of Dissent		-

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES



HIMANSHU S. KAMDAR

PARTNER

FCS NO. 5171

COP NO. 3030