



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 Resolutions 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, 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 alongwith 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, 19th December, 2014. The Company has also provided e-voting facility as an alternate, for its Members to exercise their vote through electronic means on resolution 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, 19th December, 2014 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, 19th December, 2014 providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result of the Postal Ballot shall be announced on Monday, 22nd December, 2014.

Draft Resolutions to be passed through Postal Ballot:

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), rules made thereunder and pursuant to the Articles of Association of the Company and subject to approval of the members and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, each Equity Share of the Company of the face value of Rs. 10/- each (fully paid-up) be sub-divided into Five (5) Equity Shares of the face value of Rs. 2/- each (fully paid-up) and consequently, the Authorised Equity Share Capital of the Company of Rs. 199,80,00,000 (Rupees one hundred ninety nine crores eighty lacs only) would comprise of 99,90,00,000 (Ninety nine crores ninety lacs) Equity Shares of Rs. 2/- (Rupees Two only) each with effect from the Record date to be determined by the Board for this purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, each Equity Share of the face value of Rs. 10/- (Rupees Ten only) each as existing on the Record date shall stand sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two only) each fully paid up, with effect from the said date and that the said Equity Shares of the face value of Rs. 2/- (Rupees Two only) shall rank paripassu in all respects with and carry the same rights as the existing fully paid up Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record date and that no letter of allotment shall be issued to the allottees of the new equity shares of Rs. 2/- (Rupees Two Only) each on sub-division and the Company may without requiring the surrender of existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing Equity Shares before sub-division.

RESOLVED FURTHER THAT the Mr. Jagdish Kumar G. Pillai, Managing Director & CEO, Mr. Vinayak Aggarwal, Director and Mr. Ajay Singh, Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to fix a Record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution including to digitally sign and upload such e-Form(s) as may be required to be uploaded on the website of the Ministry of Corporate Affairs."

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), rules made thereunder and subject to approval of the members and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the existing Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause:-

- V. The Authorised Share Capital of the Company is Rs. 200,00,00,000/- only (Rupees Two Hundred Crores Only) divided into 99,90,00,000 (Ninety Nine Crores Ninety Lacs) Equity Shares of Rs. 2/- (Rupees Two Only) each and 2,00,000 (Two Lacs) Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each, with power to the Company to increase or reduce the said capital and to issue any part of its capital, original or increased with or without any preference, priority or special privileges of subjects to any postponement or rights or to any conditions or restrictions, so that unless the conditions of issue shall otherwise be subject to the power herein contained and to divide the shares in the capital for the time being in several classes (being those specified in the Companies Act, 2013). The rights and privileges attached to any shares having preferential, qualified or special rights, Privileges or conditions attached thereto may be altered or dealt with in accordance with the clauses of the accompanying Articles of Association but not otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Jagdish Kumar G. Pillai, Managing Director & CEO, Mr. Vinayak Aggarwal, Director and Mr. Ajay Singh, Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to take all such steps and do all such acts, deeds and things as may be considered necessary by them to ensure compliance with all requirements of applicable laws and making all necessary filings (including e-Forms to be filed with the Ministry of Corporate Affairs and other notifications required to be made to the Stock Exchanges) with the regulatory and statutory authorities."

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

**Place: Mumbai
Date: 13th November 2014**

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

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

Item Nos. 1 & 2:

The existing Issued, Subscribed and Paid-up equity Share Capital of the Company is Rs. 166,09,89,000 divided into 16,60,98,900 Equity Shares of Rs. 10 each.

The entire Paid up Equity Share Capital of the Company are listed on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). In order to infuse additional liquidity in the stock market and attract more small investors to invest in the Equity Shares of the Company, the Board of Directors of the Company, subject to approval of shareholders, at their meeting held on 13th November 2014, approved sub-division of the existing 16,60,98,900 Equity Shares of Rs. 10 each into 83,04,94,500 Equity Shares of Rs. 2/- each.

The proposed sub-division of each Equity Share of the Company of the face value of Rs. 10/- each (fully paid-up) into Five (5) Equity Shares of the face value of Rs 2/- each (fully paid-up) requires consequential alteration of the Authorised Capital of the Company and in the Capital Clause (Clause V) of the Memorandum of Association of the Company.

The Authorised persons's shall decide about the Record Date for sub division of shares and necessary information will be disseminated through news paper notice.

As per the provisions of Section 61 of the Companies Act, 2013, approval of the members is required by means of an Ordinary Resolution for alteration of the Capital Clause of the Memorandum of Association as aforesaid.

Your Directors recommend the resolutions as set out at Item Nos. 1 & 2 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: 13th November 2014**

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

Enclosures:

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

**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 FORM

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

Sr. No.

- Name and Registered Address of Sole / : Nam1
 First named Shareholder (in block letters) Namextn
 Add1
 Add2
 Add3
 City Pin
- Name(s) of Joint holder(s), if any (in block : Nam2
 letters) Nam3
- Registered Folio No. / DP ID No.* / Client : Folio
 ID No.* (*Applicable to Investors holding
 shares in dematerialized form)
- Number of Shares held (Equity Share of : LTBL
 Rs.10/- each)
- I/We hereby exercise my/our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 13th November, 2014, by conveying my/our assent or dissent to the said Resolutions by placing the tick (v) 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.	Ordinary Resolution for sub-division of Each Equity Share of the face value of Rs. 10/- each into five (5) Equity Shares of the face value of Rs. 2/- each.			
2.	Ordinary Resolution for alteration of the Capital Clause of Memorandum of Association of the Company.			

Place:

Date:

 Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS
(Applicable for Individual Members only)

EVSN (Electronic Voting Sequence Number)	Default Number

- Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on 19th December, 2014.
- 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 14th November 2014.
2. The Board of Directors have appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries as Scrutinizer 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 resolutions through postal ballot/e-voting contained in Notice dated 13th November 2014. Link In Time India Private Limited, the Registrar and Transfer Agent of the Company will be facilitating e-voting through the 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 Scrutinizer not later than close of working hours 5.00 P.M. (IST) on 19th December 2014 to be eligible for being considered, failing which, it will be strictly treated as no reply has been received from the Member.
5. The scrutinizer 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 Scrutinizers 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 Stock Exchanges to disseminate 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 shareholders 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 shareholders 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 member's 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 **20th November, 2014 (from 10.00 A.M.) to 19th December, 2014 (upto 5.00 P.M.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th November 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders 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 demat 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 Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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 demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 demat 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 demat 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 Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - As scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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@cdslindia.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 (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer 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@cdslindia.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 **20th November, 2014 (from 10.00 A.M.) to 19th December, 2014 (upto 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. 14th November 2014, 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 14th November 2014.
 - III. Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - IV. The Scrutinizer 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 Scrutinizer'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 Scrutinizer'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.
11. Any query/grievance may please be addressed to Mr. Ajay Singh with respect to the voting by postal ballot including voting by electronic means at Email Id : investorgrievance@hathway.net or Tel : 022 67742500