



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT ON 22ND DECEMBER 2014

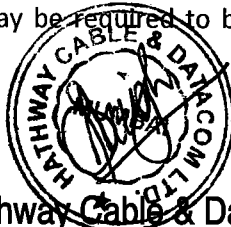
1. Split/Sub-Division of the face value of the Equity Shares into Equity Shares of smaller amount than is fixed in the Memorandum of Association

"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 pari-passu 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."



Hathway Cable & Datacom Limited

805/806, "Windsor", Off. C.S.T. Road, Kalina, Santacruz (E), Mumbai - 400 098. Tel.: +91 22 6774 2500 Fax : +91 22 6774 2400

Regd. Off.: "Rahejas" 4th Floor, Main Avenue, Santacruz (W), Mumbai - 400 054. Website: www.hathway.com

CIN : L64204MH1959PLC011421

2. Alteration of the Capital Clause of Memorandum of Association of the Company.

"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/- (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."

Certified True Copy

For **HATHWAY CABLE & DATACOM LIMITED**



AJAY SINGH

Company Secretary & Compliance Officer
FCS NO: 5189

