



HATHWAY CABLE & DATACOM LIMITED

Regd. Off: Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz West, Mumbai 400054

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HATHWAY CABLE AND DATACOM LIMITED (THE COMPANY) WILL BE HELD ON THURSDAY, 26TH SEPTEMBER, 2013 AT 12.00 NOON AT RAHEJAS, 6TH FLOOR, CORNER OF MAIN AVENUE & V.P.ROAD, SANTACRUZ WEST, MUMBAI 400054 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

RAISING OF FUNDS BY THE COMPANY PURSUANT TO SECTION 81 (1A) OF THE COMPANIES ACT, 1956 THROUGH PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO STEADVIEW CAPITAL MAURITIUS LIMITED, LTR FOCUS FUND AND MASSACHUSETTS INSTITUTE OF TECHNOLOGY SCM

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act, 1956 and/or the applicable rules, regulations, notifications and circulars, if any, issued by the Securities and Exchange Board of India (SEBI) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **ICDR Regulations**), the Reserve Bank of India (RBI), the Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by the appropriate authorities, and subject to the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), the Consolidated Foreign Direct Investment Policy, updated annually, with the latest policy dated 5 April 2013 issued by the Department of Industrial Policy and Promotion, the equity listing agreements (the **Listing Agreement**) entered into by the Company with BSE Limited (**BSE**) and the National Stock Exchange of India Limited (**NSE**, together with the BSE, the **Stock Exchanges**) where the Company's equity shares of face value of Rs.10 each (the **Equity Shares**) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI, the Foreign Investment Promotion Board (**FIPB**) and any other appropriate authority(ies), bank(s), institution(s) or body(ies) whether in India or outside India, as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company (the **Board**, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the Board be and is hereby authorised to create, offer, issue and allot, for cash, 35,21,000 (Thirty Five Lacs Twenty One Thousand) fully paid-up Equity Shares to the following allottees, at a price of Rs.284/- (Rupees Two Hundred Eighty Four only) per Equity Share including premium of Rs. 274/- (Rupees Two Hundred Seventy Four only) per Equity Share aggregating up to Rs. 999,964,000/- (Rupees Ninety Nine Crores Ninety Nine Lacs Sixty Four Thousand only), on a preferential allotment basis, in one or more tranches at such time or times and on such further terms and conditions as may be finalized by the Board, subject to compliance with the minimum issue price requirement set out in Regulation 76 of the ICDR Regulations:

Sr. No.	Name of the Investor	Number of Shares	Nominal Value (In Rs.)	Premium (In Rs.)	Issue Price (In Rs.)	Total Amount (In Rs.)
1	Steadview Capital Mauritius Limited	1,200,000	10	274	284	340,800,000
2	LTR Focus Fund	801,000	10	274	284	227,484,000
3	Massachusetts Institute of Technology SCM	1,520,000	10	274	284	431,680,000
	Total	3,521,000				999,964,000

RESOLVED FURTHER THAT the said Equity Shares to be so issued and allotted pursuant to the Preferential Allotment shall be in dematerialized form, fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company, to decide the terms and conditions (including without limitation terms and conditions relating to variation of price) of the Equity Shares to be issued, in the best interests of the Company, and take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said Equity Shares and listing thereof with the Stock Exchanges where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the ICDR Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including without



For Hathway Cable & Datacom Limited
Mallika Karnik
President & Company Secretary