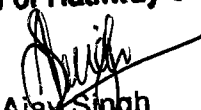


<b>Name of the Company:</b>	<b>Hathway Cable &amp; Datacom Limited</b>		
<b>Quarter ending on:</b>	<b>31st December 2014</b>		
<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No/N.A</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	Criteria for performance evaluation of Independent Directors will be disclosed in the Annual Report of F.Y. 2014-15.  Separate Meeting of the Independent Directors will be held prior to completion of F.Y. 2014-15.  Appointment of woman Director will be made before the end of the current financial year.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Only sitting fee is paid to the Non-executive Directors and Independent Directors. The required disclosures for FY 2014-15 shall be made in the Annual Report of Financial Year 2014-2015.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	A declaration by the CEO of affirmation of Board members and senior management personnel for compliance with the code will be given in the Annual Report of F.Y. 2014-15.
(F) Whistle Blower Policy	49 (IIF)	Yes	The details of establishment of mechanism shall be disclosed in the Board's Report for the financial year 2014-15
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	Yes	-
<b>VI. Risk Management</b>	49 (VI)	Yes	-

**For Hathway Cable & Datacom Limited**

  
Ajay Singh  
Company Secretary and Compliance Officer

<b>VII. Related Party Transactions</b>	49 (VII)	Yes	The Company has not entered into material transactions with the Related Party falling within the purview of sub Clause VII of Clause 49 of the Listing Agreement.  Policy on Related Party Transactions has been uploaded on Company's Website and the weblink for the same will be provided in the Annual Report for the of FY 2014-15.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Necessary disclosures for the FY 2014-15 will be made in the Corporate Governnace Report of FY 2014-15.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosures for the FY 2014-15 will be made in the Annual Report for the FY 2014-15.
(C) Remuneration of Directors	49 (VIII C)	Yes	The required disclosures for FY 2014-15 will be made in the Annual Report of Financial Year 2014-2015.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis Report shall be circulated along with the Annual Report of Financial Year 2014-2015.
(E) Shareholders	49 (VIII E)	Yes	Necessary disclosure will be made in the Annual Report of F.Y. 2014-15 and Quarterly results have been placed on the website of the Company.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Yes	Necessary information on the amount, which raised through preferential allotment of shares, spent along with necessary certificate are placed before the Audit Committee on quarterly basis.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Necessary certifications from the Managing Director/CFO for the FY 2014-15 will be obtained
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Corporate Governance Report for the year ended 31 <sup>st</sup> March, 2015 will be annexed with the Annual Report of FY 2014-15. Further Quarterly Compliance Reports are regularly submitted to the Stock Exchanges
<b>XI. Compliance</b>	49 (XI)	Yes	Compliance Certificate for the financial year ended 31 <sup>st</sup> March 2015 will be annexed to the Annual Report of FY 2014-15.

**FOR HATHWAY CABLE & DATACOM LIMITED**



**AJAY SINGH**

Company Secretary & Compliance Officer

FCS No: 5189

