

HATHWAY CABLE AND 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

Website: www.hathway.com, E-mail: info@hathway.net

NOTICE TO THE MEMBERS

Members of the Company are hereby informed that pursuant to Section 108 and Section 110 of the Companies Act, 2013, ('the Act') read with Companies (Management & Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Postal Ballot Notice and Explanatory Statement thereto along with Postal Ballot Form seeking consent of members through Postal Ballot, including voting by electronic means (e-voting) have been dispatched to the members whose names appear in the Register of Members / Beneficial Owners as on Friday, July 13, 2018 (being cut-off date) on the following resolutions:

1. Special Resolution for raising of funds up to Rs. 100 crores (Rupees One Hundred Crores Only) by way of creating, offering, issuing and allotting, in one or more tranches such number of fully paid-up Equity Shares for an aggregate consideration of up to Rs. 100,00,00,000 (Rupees One Hundred Crores Only) (inclusive of such premium as may be fixed on such Equity Shares) on a preferential basis to Hathway Investments Private Limited, an entity forming part of the promoter group;

2. Special Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time for increasing the existing limit of Rs. 2,000 crores to Rs. 2,700 crores for creation of charge on the assets of the Company by way of mortgage/ hypothecation/charge over all or any part of the movable and/or immovable properties.

The Board of Directors of the Company has appointed Mr. Himanshu S. Kamdar, Partner, M/s. Rathi & Associates, Practicing Company Secretaries (Membership No. 5171), to scrutinize the e-voting process and postal ballot in a fair and transparent manner.

The Company has completed the dispatch of Postal Ballot Notice, alongwith the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope to the members on Tuesday, July 24, 2018. The detailed instructions and information relating to e-voting are set out in the Postal Ballot Notice sent to Members.

The voting rights of Members shall be reckoned on the paid-up value of shares registered in the name of the member(s) as on cut-off date. A person who is not a Member as on the cut-off date should treat this notice for information purposes only. Notice and Explanatory Statement together with the specimen of postal ballot form and all the details pertaining to e-voting shall also be available on the Company's website (www.hathway.com).

Members holding shares in physical/dematelized form have an option to vote either electronically or through Postal Ballot form. Members can opt for only one mode of voting i.e. either by Postal ballot form or by electronic mode. In case any member casts vote through Postal ballot as well as electronic mode, then voting done through electronic mode shall prevail and voting done through postal ballot will be treated as invalid.

Members are requested to note that:

1. In case the members are voting by way of Postal Ballot form, the said form duly completed and signed should reach the Scrutinizer on or before the close of working hours i.e. **5:00 p.m. on Friday, 24th August, 2018**. All postal ballot forms received after the said date will be treated as invalid as if no reply from such Member has been received.

2. In case the members are opting for e-voting, they can cast their vote online i.e. from **Thursday, 26th July, 2018 at 10:00 am** which ends on **Friday, 24th August, 2018 at 5:00 pm**. Please note that the e-voting module will be disabled for voting thereafter.

A Member who has not received Postal Ballot form can download the same from website of the Company (www.hathway.com) or apply for duplicate Postal Ballot Form by writing a letter for obtaining physical Notice and Postal Ballot Form to the Registrar & Transfer Agent of the Company i.e. M/s. Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400083.

The results shall be declared on **Saturday, 25th August, 2018** at 4:00 p.m. at 805/806, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai – 400098 and would be hosted on the website of the Company (www.hathway.com).

The contact detail of the person responsible to address the grievances connected with the postal ballot including e-voting is given below:

Name	Ms. Jiny Elizabeth
Address	Link Intime India Private Limited, (Registrar & Transfer Agent), C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083
Telephone number/Cell number	022-49186000/9969703780

FOR HATHWAY CABLE AND DATACOM LIMITED

Sd/-

AJAY SINGH

Head Corporate Legal, Company Secretary &

Chief Compliance Officer

Place: Mumbai

Date: 24th July, 2018

FCS No: 5189

WEDNESDAY, JULY 25, 2018

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