



## HATHWAY CABLE & DATACOM LIMITED

Regd. Office: 'Rahejas', 4<sup>th</sup> 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](http://www.hathway.com), 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 Resolution as set out below is 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, for the approval by Members.

An Explanatory Statement pursuant to Section 102(2) of the Act setting out all material facts relating to the resolution is annexed hereto alongwith a Postal Ballot Form for consideration of Members.

The Board of Directors ("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 **Thursday, 17<sup>th</sup> December, 2015**. The Company has also provided e-voting facility as an alternate, for its Members to exercise their vote on resolution proposed to be passed through Postal Ballot. The procedure for e-voting is furnished in the Notice. Responses received from Members after **Thursday, 17<sup>th</sup> December, 2015** 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 **Thursday, 17<sup>th</sup> December, 2015** providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result of the Postal Ballot will be announced on 18<sup>th</sup> December, 2015.

Draft Resolution to be passed through Postal Ballot:

1. 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 Sections 196, 197, 200 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or enactment thereof) and in accordance with the recommendation of the Nomination and Remuneration Committee of the Board of Directors and subject to the approval of the Central Government, if any, and subject to such other requisite approvals, as may be required in this behalf, the consent of the Company be and is hereby granted to the re-appointment of Mr. Jagdishkumar G. Pillai (DIN: 00036481) as the Managing Director and CEO of the Company for a period of 2 (two) years with effect from 21st December 2015, on the terms and conditions as set out in the agreement entered into between the Company and Mr. Jagdishkumar G. Pillai and as set out hereunder.

Remuneration:

Financial Year	From	To	Fixed Component of Salary (Rs. in Lakhs)	Variable Component of Salary (Rs. in Lakhs)
2015-16	21.12.2015	31.03.2016	62.53	As per clause(c) below
2016-17	01.04.2016	31.03.2017	219.15	156.31
2017-18	01.04.2017	20.12.2017	166.38	118.67

- Fixed remuneration includes basic salary, contribution to provident fund and other allowances.
- The Managing Director & CEO shall be entitled to receive performance incentive of Rs. 50 Lacs for the Financial Year 2014-15 which is to be paid in 5 Installments starting from January, 2016.
- The Managing Director & CEO shall be entitled to receive performance incentive of Rs 2.25 Crores for the Financial Year 2015-16 to be paid by 30th June 2016 on achievement of mutually agreed targets for the Financial Year 2015-16. The targeted date for achievement of mutually agreed target is extendable by a period of 3 (three) months, i.e. upto June, 2016 in which case the said performance incentive will be paid by 31<sup>st</sup> August, 2016.
- The performance incentive for the Financial Year 2016-2017 and 2017-2018 would be payable on achievement of mutually agreed targets.
- In addition he will be entitled to a long term incentive (LTI) of Rs. 25 Lacs which will be paid on 31<sup>st</sup> March, 2016.
- The assured period during which no notice of termination or resignation shall be served shall be up to June, 2016. Thereafter the notice period shall be 3 months for either party.

- g) The Managing Director & CEO shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors and Committees thereof.
- h) The Company shall reimburse actual entertainment and travelling expenses incurred by the Managing Director and CEO, in connection with the Company's business.
- i) The Managing Director & CEO shall not be entitled to any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013 or any amendments thereto.
- j) Upon the termination of the employment agreement of the Managing Director & CEO, the Managing Director & CEO shall have no right to receive any further remuneration or compensation for loss of office, other than the accrued fixed salary and allowances owed to him as of the date the employment agreement is terminated.

“**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, during the tenure of the Managing Director & CEO, under the provisions of Schedule V to the Companies Act, 2013, the remuneration as provided above be paid as minimum remuneration to the Managing Director & CEO by way of fixed and variable component, subject to receipt of requisite approval of Central Government, if any.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary, be and are hereby jointly and/or severally authorized, to do all such acts, deeds, matters as they may in their absolute discretion, consider necessary, expedient or desirable to give effect to this resolution or otherwise considered by them in the best interest of the Company, including issuing the appointment letter to Mr. Jagdishkumar G. Pillai and to sign verify and execute necessary deeds, documents and letters and to digitally sign and file necessary e-forms as may be required from time to time in this behalf and also to make necessary application for seeking approval of the Central Government, if any, for payment of remuneration to Mr. Jagdishkumar G. Pillai, Managing Director & CEO.”

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

**Place: Mumbai  
Date: 06/11/2015**

**Sd/-  
Ajay Singh  
Company Secretary & Chief Compliance Officer**

FCS No. 5189  
Rahejas, 4<sup>th</sup> Floor, Corner of Main Avenue & V.P. Road,  
Santacruz West, Mumbai 400054

**NOTES:**

1. The consent of the shareholders is solicited by passing resolution by way of a Postal Ballot as detailed in Item Nos. 1 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members as Beneficial Owners as received from Depositories as on 6<sup>th</sup> November, 2015.
2. Explanatory Statement setting out all material facts as required under Section 102 and 110 of the Act in respect of the aforesaid special business of the Company is appended.
3. Resolutions passed by the shareholders by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the shareholders.
4. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company and to other shareholders through courier.
5. Shareholders who have received the Postal Ballot Notice by email and who do not wish to avail the electronic voting facility, such shareholder can send a request on email to info@hathway.net or write a letter for obtaining physical Notice and Postal Ballot Form to the Registrar & Share Transfer Agents of the Company i.e. M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078.
6. Voting through electronic means:

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the shareholders to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:

- (i) The voting period begins on **Wednesday, 18<sup>th</sup> November, 2015 at 10.00 am** and ends on **Thursday, 17<sup>th</sup> December, 2015 at 5.00 pm**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 6<sup>th</sup> November, 2015**, may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
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. <ul style="list-style-type: none"> <li>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).</li> </ul>

- (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 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 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) 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 (record date) of Friday, 6<sup>th</sup> November, 2015.

Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. 5171) has been appointed as the Scrutinizer for e-voting and physical postal ballot process.

The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, and will forward same to the Chairman.

The Results will be declared on 18<sup>th</sup> December, 2015. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hathway.com](http://www.hathway.com). The results will also be communicated to the Stock Exchanges on which the Company's equity shares are listed.

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:

#### Item Nos. 1:

The term of appointment of Mr. Jagdishkumar G. Pillai, Managing Director & CEO is ending on 20<sup>th</sup> December 2015. The Nomination and Remuneration Committee at their meeting held on 6<sup>th</sup> November, 2015 considered and recommended the aforesaid reappointment of the said Managing Director & CEO for a period of two years with effect from 21<sup>st</sup> December 2015. The Board of Directors Company, as per recommendation of the Nomination and Remuneration Committee and subject to approval of shareholders and Central Government, if any, appointed Mr. Jagdishkumar G. Pillai as the Managing Director and CEO of the Company for a period of 2 years from December 21, 2015 to December 20, 2017 on the terms and conditions as set out in resolution proposed in Item No. 1 of this notice.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said act, the appointment of Managing Director & CEO would require the consent of Shareholders of the Company. Hence the said resolution, is therefore, recommended for your approval.

As per the requirements of Schedule V to the Companies Act, 2013, the requisite information is given herein below in connection with the appointment and payment of remuneration to Mr. Jagdishkumar G. Pillai as the Managing Director and CEO of the Company:

#### I) General Information:

1) **Nature of Industry:**

The Company is primarily engaged in cable television services and Broadband Internet services.

2) **Date or expected date of commencement of commercial production:** Not Applicable as the Company is an existing company.

3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.** Not applicable.

4) **Financial performance:**

(Based on Audited Statement of accounts for the year ended 31st March, 2015)

Particulars	Rs. in Lacs
Gross Sales and Other Income	1,03,739.95
Operating Profit (Profit before Interest, Depreciation & Amortization, Taxation & Extraordinary Items)	15,394.51
Earnings per Share (Rs.)	(2.20)
Net Profit (Profit after Taxation)	(17,522.00)
Paid-up Share Capital	16,609.89
Reserves & Surplus	1,01,612.76
Face Value of Share	Rs. 2/-

5) **Foreign Investments or Collaborators, if any:** As of 30<sup>th</sup> September, 2015 the total foreign investment was 47.96%.

#### II. Information about the appointee:

1) **Background details:**

Mr. Jagdishkumar G. Pillai, aged about 54 years, is a Chartered Accountant and has more than 28 years of professional experience and has worked in numerous leadership positions with bluechip companies like ITC Ltd, STAR TV and Reliance Industries Ltd. Mr. Jagdishkumar is an experienced media professional having worked in various roles within STAR TV (a Newscorp venture) both in India and the headquarters in Hong Kong. During his stint with STAR TV he has worked on several aspects of the TV Broadcast business including, Content, Distribution, Marketing, Broadcast Infrastructure, Digital Platforms, Business Development and Finance. Lately he worked with Reliance Industries Limited, as President-Media & Entertainment.

With re-appointment of Mr. Jagdishkumar G. Pillai in the Board of Directors, the Company look forward to successfully face potential future business challenges.

2) **Past remuneration:**

Fiscal 2015: Rs. 3.28 Crores

3) **Recognition or awards: "Outstanding CEO of the Year (MSO)"** award at the 6<sup>th</sup> BCS Ratna Awards 2015 that was held at Kingdom of Dreams, Gurgaon on 19<sup>th</sup> March 2015.

4) **Job profile and his suitability:**

Mr. Jagdishkumar G. Pillai is a professional with good academic background and rich experience in Media industry. He is responsible for the overall conduct and management of business and affairs of the Company. He, subject to the superintendence and control of the Board, is entrusted with the substantial powers of the management and is responsible for the day-to-day business of the Company. This includes broad development and providing strategic direction to both CATV and ISP businesses. He has successfully led the Company in the implementation of Digital Addressable System in phase I and II. His vision and expertise helped the Company to achieve biggest Multi System Operator (MSO) in India as far as digital subscriber base is

concerned. Under his guidance the Company is best positioned in the industry to exploit the Phase III and Phase IV markets. During his current tenure the Company successfully launched DOCSIS - 3 and is known as one of the best internet service provider in the Country. This coupled with his strong resources management capability makes him fully suitable for the position.

**5) Remuneration proposed:**

Financial Year	From	To	Fixed Component of Salary (Rs. in Lakhs)	Variable Component of Salary (Rs. in Lakhs)
2015-16	21.12.2015	31.03.2016	62.53	(Pls. refer below)*
2016-17	01.04.2016	31.03.2017	219.15	156.31
2017-18	01.04.2017	20.12.2017	166.38	118.67

\*The Managing Director & CEO shall be entitled to receive performance incentive of Rs. 2.25 Crores for the FY 2015-16 to be paid by 30th June, 2016 on achievement of mutually agreed targets for the FY 2015-16. The targeted date for achievement of mutually agreed target is extendable by period of 3(three) months i.e. upto June 2016, in which case the said performance incentive will be paid by 31st August, 2016.

**6) Comparative remuneration Profile with respect to industry, size of the Company, profile of the person and position:**

Sl. No.	Particulars	Designation	Financial Year	Amount in Rs. Crores
1	Den Networks Limited Sameer Manchanda	CMD	2014-15	2.61
2	Siti Cable Network Limited V.D. Wadhva	ED & CEO	2014-15	2.09

**7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Jagdish Kumar G. Pillai does not have any other pecuniary relationship, directly or indirectly, with the Company or any nature of relationship with the managerial personnel of the Company.

**III) Other Information:**

- Reasons for loss or inadequacy of profits:  
The Company is generating cash profit. As the Company is in an expansion stage with implementation of Digital Addressable System and broadband, the depreciation is on the higher side and hence the Profit after Depreciation is negative.
- Steps taken to improve the performance of the Company and projected earnings  
Under his leadership, the Company introduced many path breaking initiatives which include the start of packaging, prepaid system of billing and collection, in case of CATV Business and launch of DOCSIS-3 technology providing high speed broadband to the subscribers.
- Expected increase in productivity and profits in measurable terms  
With various business initiatives undertaken by the Company and implementation of DAS in phase 3, the performance is expected to improve in near term subject to favorable market conditions.

**IV) Disclosures**

The disclosures as required on all elements of remuneration, service contract details, etc. are mentioned elsewhere in the explanatory statement forming part of the notice and shall be disclosed in the Annual Report under the Corporate Governance Report section for the year ended March 31, 2016.

The Explanatory Statement and the resolution at Item No. 1 should be considered as an abstract of the terms of appointment and payment of remuneration to Mr. Jagdishkumar G. Pillai as Managing Director and CEO and a memorandum as to the nature of the concern or interest of the Director as required under Section 190 of the Companies Act, 2013.

Mr. Jagdishkumar G. Pillai is concerned or interested in the resolution at Item No. 1 for his appointment as the Managing Director and CEO of the Company.

Except Mr. Jagdishkumar G. Pillai, 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, are concerned or interested in the above resolution.

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

**Place: Mumbai  
Date: 06/11/2015**

**Sd/-  
Ajay Singh  
Company Secretary & Chief Compliance Officer**  
FCS No. 5189  
Rahejas, 4<sup>th</sup> Floor, Corner of Main Avenue & V.P. Road,  
Santacruz West, Mumbai 400054

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## INSTRUCTIONS FOR VOTING

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Wednesday, 18<sup>th</sup> November, 2015 at 10.00 a.m. and ends on Thursday, 17<sup>th</sup> December, 2015 at 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 of Friday, 6<sup>th</sup> November, 2015, may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
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. <ul style="list-style-type: none"><li>• 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).</li></ul>

- 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 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 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (xii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xiii) 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 (record date) of Friday, 6<sup>th</sup> November, 2015.

### General

- a) Voting by Postal Ballot, both in physical form and e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. It cannot be exercised by a proxy.
- b) The date of declaration of results of the postal ballot i.e. 18<sup>th</sup> December, 2015 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.



## 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

Sr. No.

1. Name(s) and registered address of the :  
Sole / first named shareholder  
(In Block Letters)
  
2. Name(s) of Joint shareholder(s), if any :
  
3. Registered Folio No. / :  
DP Id No./Client Id No.\*  
(\*Applicable to Shareholders holding  
shares in dematerialised form)
  
4. No. of Ordinary share(s) held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 6<sup>th</sup> November, 2015, by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) 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.	Special Resolution under Sections 196 and 197 of the Companies Act, 2013 read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for Re-appointment and payment remuneration to Mr. Jagdishkumar G. Pillai as Managing Director & CEO for a period of 2 years with effect from 21st December, 2015.			

Place:

Date:

\_\_\_\_\_  
**Signature of the Shareholder**

### ELECTRONIC VOTING PARTICULARS (Applicable for Individual Members only)

EVSN (Electronic Voting Sequence Number )	*Default PAN
151112001	

\* Only Shareholders who have not updated their PAN with Company / Depository Participant shall use Default PAN in the Pan Field

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Thursday, 17<sup>th</sup> December, 2015.
2. Please read carefully the instructions printed overleaf before exercising the vote.



## INSTRUCTIONS FOR VOTING

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Wednesday, 18<sup>th</sup> November, 2015 at 10.00 a.m. and ends on Thursday, 17<sup>th</sup> December, 2015 at 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 of Friday, 6<sup>th</sup> November, 2015, may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
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. <ul style="list-style-type: none"><li>• 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).</li></ul>

- 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 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 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (xii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xiii) 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 (record date) of Friday, 6<sup>th</sup> November, 2015.

### General

- a) Voting by Postal Ballot, both in physical form and e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. It cannot be exercised by a proxy.
- b) The date of declaration of results of the postal ballot i.e. 18<sup>th</sup> December, 2015 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.