

# Rathi & Associates

## COMPANY SECRETARIES

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August 06, 2014

The Chairman  
**Hathway Cable & Datacom Limited**  
Rahejas 4<sup>th</sup> Floor, Corner of Main Avenue  
V R Road, Santacruz (W)  
Mumbai – 400 054

Dear Sir,

**Sub: Scrutinizer's Report on the voting process conducted at 54<sup>th</sup> Annual General Meeting of Equity Shareholders of Hathway Cable & Datacom Limited held on 5<sup>th</sup> August, 2014**

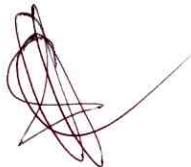
Hathway Cable & Datacom Limited ("the Company"), has vide resolution of its Board of Directors dated 29<sup>th</sup> May, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of e-Voting and physical voting through ballot on the resolutions, as prescribed under Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), placed for the approval of members as per the Notice dated 24<sup>th</sup> June, 2014 be carried out in the fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and ballot on the resolutions contained in the Notice to the 54<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballot at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited and of voting through ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide e-voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by Registered Post / Courier and through e-mail, for seeking approval of members on following resolutions:

- (a) Resolution No. 1 as an Ordinary Resolution for adoption of Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit & Loss for the financial year ended on that date together with the Report of the Directors' and Auditors' thereon.
- (b) Resolution No. 2 as an Ordinary Resolution to appoint a Director in place of Mr. Rajan Raheja (holding DIN 00037480), who retires by rotation.
- (c) Resolution No. 3 as an Ordinary Resolution to appoint a Director in place of Mr. Akshay Raheja (holding DIN 00288397), who retires by rotation.
- (d) Resolution No. 4 as an Ordinary Resolution for appointment of M/s. G. M. Kapadia & Co, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.
- (e) Resolution No. 5 as an Special Resolution for adoption of new set of Articles of Association in total exclusion, substitution and superseding of the existing Articles of Association of the Company.
- (f) Resolution No. 6 as an Ordinary Resolution for appointment of Mr. Brahma Vasudevan (DIN 00242016), as an Independent Director to hold office upto August 4, 2019.
- (g) Resolution No. 7 as an Ordinary Resolution for appointment of Mr. Sridhar Gorthi (DIN 00035824), as an Independent Director to hold office upto August 4, 2019.
- (h) Resolution No. 8 as an Ordinary Resolution for appointment of Mr. Sasha Mirchandani, (DIN 01179921), as an Independent Director to hold office upto August 4, 2019.
- (i) Resolution No. 9 as an Ordinary Resolution for appointment of Mr. Devendra Shrotri, (DIN 02780296), as an Independent Director to hold office upto August 4, 2019.
- (j) Resolution No. 10 as an Ordinary Resolution for appointment of Dr. Ashok Kumar Agarwal & Co., as Cost Auditor of the Company and be paid remuneration of Rs. 500,000 (Rupees Five Lacs Only).



The Company provided the E-Voting facility offered by Central Depository Services (India) Limited (CDSL) to cast votes on aforesaid resolutions through e-Voting by the members of the Company.

E-voting facilities for shareholders of the Company to exercise their voting on the aforesaid resolutions were given for a period from 10.00 a.m. of 30<sup>th</sup> July, 2014 till 5.00 p.m. of 1<sup>st</sup> August, 2014. Accordingly, e-votes casted upto 5.00 p.m. on 1<sup>st</sup> August, 2014 have been considered for my scrutiny.

The Company also distributed physical ballots to all the members present at the Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.

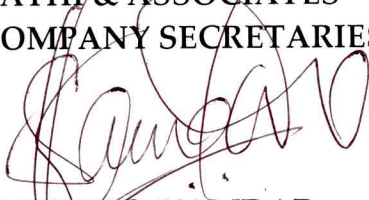
A summary of the votes cast by shareholders through physical ballot at the Annual General Meeting and E-Voting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through physical ballot at the Annual General Meeting and E-Voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES  
COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR  
PARTNER  
FCS NO. 5171  
COP NO. 3030**

## Annexure

The summary of the votes cast through Physical Ballot and e-Voting confirmations received for each of the resolutions is given below:

### For Resolutions 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	72,143,290
b.	e-Voting Confirmations received	40	37,500,598
	<b>Total</b>	<b>56</b>	<b>109,643,888</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	23,910,606
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>53</b>	<b>85,733,282</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	53	85,733,282
	<b>% of Assent</b>	-	<b>100</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	<b>% of Dissent</b>	-	<b>0</b>

### For Resolutions 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	72,143,290
b.	e-Voting Confirmations received	40	37,500,598
	<b>Total</b>	<b>56</b>	<b>109,643,888</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	23,910,606
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>53</b>	<b>85,733,282</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	52	85,701,446
	<b>% of Assent</b>	-	<b>99.96</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	31,836
	<b>% of Dissent</b>	-	<b>0.04</b>



**For Resolutions 3:**

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	72,143,290
b.	e-Voting Confirmations received	40	37,500,598
	<b>Total</b>	<b>56</b>	<b>109,643,888</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	23,910,606
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>53</b>	<b>85,733,282</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	48	83,495,262
	<b>% of Assent</b>	-	97.39
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	5	2,238,020
	<b>% of Dissent</b>	-	<b>2.61</b>

**For Resolutions 4:**

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	72,143,290
b.	e-Voting Confirmations received	40	37,500,598
	<b>Total</b>	<b>56</b>	<b>109,643,888</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	23,910,606
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>53</b>	<b>85,733,282</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	53	85,733,282
	<b>% of Assent</b>	-	100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	0
	<b>% of Dissent</b>	-	<b>0</b>

**For Resolutions 5:**

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	15	72,108,290



b.	e-Voting Confirmations received	37	35,386,766
	<b>Total</b>	<b>52</b>	<b>107,495,056</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	23,910,606
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>49</b>	<b>83,584,450</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	48	83,552,614
	<b>% of Assent</b>	<b>-</b>	<b>99.96</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	31,836
	<b>% of Dissent</b>	<b>-</b>	<b>0.04</b>

**For Resolutions 6:**

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	72,143,290
b.	e-Voting Confirmations received	40	37,500,598
	<b>Total</b>	<b>56</b>	<b>109,643,888</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	23,910,606
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>53</b>	<b>85,733,282</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	28	80,984,591
	<b>% of Assent</b>	<b>-</b>	<b>94.46</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	25	4,748,691
	<b>% of Dissent</b>	<b>-</b>	<b>5.54</b>

**For Resolutions 7:**

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	72,143,290
b.	e-Voting Confirmations received	40	37,500,598
	<b>Total</b>	<b>56</b>	<b>109,643,888</b>



c.	Less: Invalid Ballot / e-Voting confirmations	3	23,910,606
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>53</b>	<b>85,733,282</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	28	80,984,591
	<b>% of Assent</b>	-	<b>94.46</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	25	4,748,691
	<b>% of Dissent</b>	-	<b>5.54</b>

**For Resolutions 8:**

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	72,143,290
b.	e-Voting Confirmations received	40	37,500,598
	<b>Total</b>	<b>56</b>	<b>10,9643,888</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	23,910,606
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>53</b>	<b>85,733,282</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	48	83,495,262
	<b>% of Assent</b>	-	<b>97.39</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	5	2,238,020
	<b>% of Dissent</b>	-	<b>2.61</b>

**For Resolutions 9:**

Sr. No.	Particulars	Resolution 9	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	72,143,290
b.	e-Voting Confirmations received	40	37,500,598
	<b>Total</b>	<b>56</b>	<b>109,643,888</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	23,910,606
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>53</b>	<b>85,733,282</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	29	80,991,637
	<b>% of Assent</b>	-	<b>94.47</b>



	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	24	4,741,645
	<b>% of Dissent</b>		-	5.53

**For Resolutions 10:**

Sr. No.	Particulars	Resolution 10	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	72,143,290
b.	e-Voting Confirmations received	40	37,500,598
	<b>Total</b>	<b>56</b>	<b>109,643,888</b>
c.	Less: Invalid Ballot / e-Voting confirmations	3	23,910,606
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>53</b>	<b>85,733,282</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	53	85,733,282
	<b>% of Assent</b>	-	<b>100</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	0
	<b>% of Dissent</b>	-	-

