



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

COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS

Day : Saturday
Date : 15 October, 2016
Time : 3.00 pm
Venue : 'Rahejas', 6th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054

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**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.748 OF 2016**

In the matter of the Companies Act, 1956 (1 of 1956) and to the extent applicable provisions of the Companies Act, 2013 (18 of 2013);

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956;

AND

In the matter of Scheme of Arrangement of HATHWAY CABLE AND DATACOM LIMITED with HATHWAY BROADBAND PRIVATE LIMITED and their respective shareholders and creditors.

HATHWAY CABLE AND DATACOM LIMITED, a company)
incorporated under the Companies Act, 1956 and having its)
registered office at '**Rahejas', 4th Floor, Corner of Main)
Avenue & V.P Road, Santacruz (West), Mumbai – 400 054)
)**..... Applicant Company

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF HATHWAY CABLE AND DATACOM LIMITED

To,

The equity shareholders of **Hathway Cable and Datacom Limited**

TAKE NOTICE that by the Order dated 1 September, 2016, the Hon'ble High Court of Judicature at Bombay has directed that a Meeting of the equity shareholders of the Applicant Company be convened and held at '**Rahejas', 6th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054** on Saturday, October 15, 2016 at 3.00 P.M. for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed demerger embodied in the scheme of arrangement between Hathway Cable and Datacom Limited ("**Applicant Company**") and Hathway Broadband Private Limited and their respective shareholders and creditors (the "**Scheme**").

TAKE FURTHER NOTICE that in pursuance of the said Order, and as directed therein, a Meeting of the equity shareholders of the Applicant Company will be convened and held on Saturday, October 15, 2016 at 3.00 P.M. at '**Rahejas', 6th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054, which you are requested to attend.**

TAKE FURTHER NOTICE that in pursuance of the said Order, and as directed therein, approval of the equity shareholders of the Applicant Company is sought on the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 (hereinafter referred to as the "**Act**") and other applicable provisions, if any, of the Companies Act, 1956 and Companies Act, 2013 and subject to the approval of the Hon'ble High Court of Judicature at Bombay and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Bombay or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors(hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the proposed Scheme of Arrangement between Hathway Cable and Datacom Limited and Hathway Broadband Private Limited and their respective shareholders and the creditors ("**Scheme**") as placed before this Meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Bombay while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or through proxy, provided that a proxy in the prescribed form, duly signed by you, is deposited at the Registered Office of the Applicant Company at '**Rahejas', 4th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054**, not later than 48 (Forty-Eight) hours prior to the commencement of the meeting.

TAKE FURTHER NOTICE that the Company is also offering e-voting facility to the equity shareholders and the e-voting period commences on Tuesday, October, 11, 2016 at 10.00 a.m. IST and ends on Friday, October 14, 2016 at 5.00 p.m. IST.

The Hon'ble High Court of Judicature at Bombay has appointed Mr. Jagdishkumar G. Pillai, Managing Director & CEO of the Applicant Company, failing him, Mr. Vinayak Aggarwal, Director of the Applicant Company, and failing him, Mr. Viren Raheja, Director of the Applicant Company, to be the Chairman of the said meeting of the equity shareholders of the Applicant Company.

A copy of the Explanatory Statement under Section 393 of the Act read with Section 102 of the Companies Act, 2013, the Scheme, Fairness Opinion Report, Complaints Report, Observation Letters issued by the BSE Limited and National Stock Exchange of India Limited, Form of Proxy and attendance slip are enclosed herewith.

For Hathway Cable & Datacom Limited

Jagdishkumar G. Pillai
Chairman appointed for the meeting

Place: Mumbai

Date: 1st September, 2016

Registered office:

'Rahejas', 4th Floor,
Corner of Main Avenue & V.P. Road,
Santacruz (west),

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such member need not be a member of the company. The Form of proxy duly completed should, however, be deposited at the Registered Office of the Applicant Company not later than 48 (forty-eight) hours before the commencement of the meeting. A person can act as proxy on behalf of shareholders not exceeding 50 (fifty) and/or holding in aggregate not more than 10% (ten per cent) of the total share capital of the Company. In case a proxy is proposed to be appointed by shareholder(s) holding more than 10% (ten per cent) of the total share capital of the Applicant Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
2. All alterations made in the form of Proxy should be initialed.
3. Only registered equity shareholders of the Applicant Company may attend and vote (either in person or in Proxy) at the said meeting. The authorized representative of a body corporate which is a registered equity shareholder of the Applicant Company may attend and vote at the said meeting provided a certified true copy of the resolution of the Board or other governing body of the body corporate under Section 113 of the Companies Act, 2013 authorizing such representative to attend and vote at the said meeting is deposited at the registered office of the Applicant Company not later than 48 (forty-eight) hours before the meeting.
4. Foreign Institutional Investors (FIIs) who are registered equity shareholder(s) of the Applicant Company would be required to deposit certified copies of Custodial resolutions/Power of Attorney, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Applicant Company not later than 48 (forty-eight) hours before the meeting.
5. Registered equity shareholders are informed that in case of joint holders attending the meeting, joint holder whose name stands first in the Register of Members and in his/ her absence by the next named Member of the Applicant Company in respect of such joint holding will be entitled to vote.
6. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Friday, September 9, 2016. This notice of the Court Convened Meeting of the Members of the Applicant Company is also displayed / posted on the website of the Applicant Company www.hathway.com.
7. Equity shareholders are requested to hand over the enclosed Attendance slip, duly signed in accordance with their specimen signature(s) registered with the Applicant Company for admission to the meeting hall. Equity shareholders who hold shares in dematerialized form are requested to bring in their Client ID and DP ID numbers for identification.
8. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form and with respective Depository Participants (DP) where the shares are held in dematerialized form. Shareholders holding shares in physical form can send their email address for registration to rnt.helpdesk@linkintime.co.in quoting the Folio Number and Name of the Company.
9. 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) Amendment Rules, 2015, the Company is pleased to offer e-voting facility 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 is enclosed. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- (i) The voting period begins on **Tuesday, 11th October, 2016 at 10.00 am** and ends on **Friday, 14th October, 2016 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 **Saturday, October 8, 2016** may cast their vote electronically. Three-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on address sticker
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"> 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).

- (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 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.
 - 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 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, under help section or write an email to 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 **Saturday, October 8, 2016**.

Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. F 5171) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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

The results shall be declared on **Monday, 17th October, 2016**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hathway.com and on the website of CDSL. The results will also be communicated to the Stock Exchanges on which the Company's equity shares are listed.

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.748 OF 2016

In the matter of the Companies Act, 1956 (1 of 1956) and to the extent applicable provisions of the Companies Act, 2013 (18 of 2013);

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956;

AND

In the matter of Scheme of Arrangement of HATHWAY CABLE AND DATACOM LIMITED with HATHWAY BROADBAND PRIVATE LIMITED and their respective shareholders and creditors.

HATHWAY CABLE AND DATACOM LIMITED, a company)
incorporated under the Companies Act, 1956 and having its)
registered office at '**Rahejas', 4th Floor, Corner of Main)
Avenue & V.P Road, Santacruz (West), Mumbai – 400 054)**
)..... Applicant Company

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956 READ WITH SECTION 102 OF THE COMPANIES ACT, 2013

1. This is a statement accompanying the Notice convening the meeting of the equity shareholders of the Applicant Company, pursuant to an Order dated 1 September, 2016 passed by the Hon'ble High Court of Judicature at Bombay in the Company Summons for Direction referred to hereinabove, to be held at '**Rahejas', 6th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054** on Saturday, 15 October, 2016 at 3.00 P.M., for the purpose of considering and, if thought fit, approving with or without modification(s), the demerger of the broadband business of the Applicant Company and its transfer to Hathway Broadband Private Limited (hereinafter referred to as the "**Resulting Company**"), as embodied in the Scheme of Arrangement between the Applicant Company, the Resulting Company and their respective shareholders and creditors ("**Scheme**"). A copy of the Scheme setting out in detail, the terms and conditions of the Scheme is attached to this Explanatory Statement.
2. Further, as required under para 9(c) of SEBI Circular No. CIR/CFD/CMD/16/2015 (erstwhile SEBI Circular No. CIR /CFD/DIL/5/2013 dated 4 February, 2013) dated 30 November, 2015, the Applicant Company has furnished an undertaking dated 4 December, 2015 certified by the Statutory Auditor, M/s. G.M. Kapadia & Co. and duly approved by the Board stating the non-applicability of Para 9(a). The said undertaking is displayed on the website of the Applicant Company and the relevant Stock Exchanges, being, BSE Limited and National Stock Exchange of India Limited.

3. BACKGROUND OF THE COMPANIES

3.1. Hathway Cable & Datacom Limited

1. The **Applicant Company** was incorporated on 7 August, 1959 under the Act under the name and style of "Chick Display Service Private Limited". The name of the Applicant Company was subsequently changed to "Hathway Cable and Datacom Private Limited" and thereafter to "Hathway Cable and Datacom Limited", due to which a fresh certificate of incorporation was issued to the Applicant Company on 7 September, 2009. The registered office of the Applicant Company is situated at '**Rahejas', 4th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054**.
2. The authorized share capital of the Applicant Company as on 31 March, 2016 is Rs. 2,00,00,00,000/- divided into 99,90,00,000 equity shares of Rs. 2/- each and 2,00,000 preference shares of Rs. 10/- each. The issued, subscribed and paid up capital of the Applicant Company as on 31 March, 2016 is Rs. 1,66,09,89,000/- divided into 83,04,94,500 equity shares of Rs. 2/- each. Subsequently, there has been no change in the share capital structure of the Applicant Company.
3. The Applicant Company is a Multi System Operator (MSO) engaged in the business of distribution of television channels through analog and digital cable distribution networks under a MSO license issued by the Ministry of Information and Broadcasting, Government of India on 30 July, 2012 and provides internet services, operating previously under an internet services license dated 3 May, 2002 and presently under a unified license dated 27 March 2015, both licenses issued to the Applicant Company by the Department of Telecommunications, Ministry of Communications & Information Technology, Government of India (DOT). The objects for which the Applicant Company has been established have been set out in its Memorandum and Articles of Association. The main objects, *inter alia*, are as under:
 - i. "To undertake, establish, set up, operate, franchise, acquire, distribute, transmit over, lease, dispose of, or otherwise deal with all kinds of cable network, satellite channels, television, radio waves and other suitable medium based networks to subscribers or viewers within the country and overseas whether for long or short distances.
 - ii. To receive and distribute through a combination of satellite receivers and a system of cable networks, optic fiber, microwave links, wireless systems and other means satellite and video sourced signals comprising software, including visual and audio programming and data text beamed from direct broadcast and other satellite or any other sources."
4. The equity shares of the Applicant Company are listed on the BSE Limited and the National Stock Exchange of India Limited.

3.2. Hathway Broadband Private Limited

1. The Resulting Company is a private limited company incorporated under the Companies Act, 2013 on 21 August, 2014, having its registered office at 'Rahejas', 4th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054.
2. The Resulting Company is a wholly owned subsidiary of the Applicant Company, proposed to be engaged in the business of, *inter alia*, providing internet and other related services, software development services and products, and other value added services.
3. The objects for which the Resulting Company has been established have been set out in its Memorandum and Articles of Association. The main objects, *inter alia*, are as under:
“To undertake and provide Internet and other related services, systems, technology, information and software development services and products, including hardware, to any person through agents, franchise, by any available means, in India or abroad and to provide other value added services such as E–mail, V–Sat, Telephony, Video Shopping, Entertainment, Infotainment, Tele - shopping, E– commerce, Games, Data Transmission, Computer networking, Video conferencing and to establish links via Satellite uplink and downlink through available reception systems and exhibit all kinds of communications, wireless networking, wireless communications, telephonic and telegraphic communications, wave communications, under water communications, service network media, satellite communications, interactive Television.”
4. The authorized share capital of the Resulting Company as on 31 March, 2016 is Rs. 3,00,00,000 divided into 30,00,000 equity shares of Rs. 10/- each. The issued, subscribed and paid up capital of the Resulting Company as on 31 March, 2016 is Rs. 2,50,00,000 divided into 25,00,000 equity Shares of Rs.10/- each. Subsequent, there has been no change in the share capital structure of the Resulting Company.

4. BACKGROUND OF THE SCHEME

The Scheme provides for the demerger of the ISP Business (defined below) from the Applicant Company to the Resulting Company and the consequent payment of Rs. 98,05,00,000 (Rupees Ninety-Eight Crores and Five Lakhs only) by the Resulting Company to the Applicant Company in consideration for the demerger of the ISP Business, pursuant to the relevant provisions of the Act and in accordance with this Scheme. The consideration amount of Rs. 98,05,00,000 has been arrived at on the basis of the valuation report issued by J.B. Shah & Co. dated 5 November, 2015.

5. RATIONALE OF THE SCHEME

The Applicant Company proposes to demerge the ISP Business from the Applicant Company and transfer it to vest in the Resulting Company. The Scheme is pursuant to a decision of the Board to, *inter alia*, enable a focused attention on the ISP Business and achieve structural and operational efficiency, enhanced competitiveness, and greater accountability.

6. SALIENT FEATURES OF THE SCHEME

The salient features of the said Scheme are as under:

- a) **“Appointed Date”** means 1 April, 2015 or such other date as the High Court may direct or approve under the relevant provisions of the Act.
- b) **“Demerged Undertaking” or “ISP Business”** means the business of the Applicant Company as an internet service provider, operating previously under an internet services license dated 3 May, 2002 and presently under a unified license dated 27 March, 2015, both licenses issued to the Applicant Company by the DOT, comprising, *inter alia*, all of the properties, assets and liabilities which are directly and exclusively relatable to the Demerged Undertaking which shall mean and include:
 - (i) all assets and movable properties wherever situated, whether tangible or intangible, including all plant and machinery, vehicles, offices, investments, interest, capital, work-in-progress, furniture, fixtures, office equipment, appliances, computers (software as well as hardware), accessories, licenses, permits, quotas, approvals, registrations, leases, leasehold improvements, tenancy rights in relation to office and residential properties, incentives (if any), municipal permissions, regulatory permissions, consents, or powers of every kind, nature and description whatsoever in connection with operating or relatable to the ISP Business and all other permissions, rights (including rights under any contracts, government contracts, memorandum of understanding, etc.), entitlements, copyrights, patents, trademarks, trade names, domain names and other industrial designs, trade secrets, or intellectual property rights of any nature and all other interest exclusively relating to the services being dealt with by the Demerged Undertaking, and all deposits, advances and or moneys paid or received by the Demerged Undertaking, all statutory licenses and/ or permissions to carry on the operations of the Demerged Undertaking and any financial assets, corporate guarantees issued by the Applicant Company and the benefits of any bank guarantees issued in relation to and for the benefit of the Demerged Undertaking, deferred tax benefits, privileges, exemptions, all other claims, rights and benefits, power and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and other services, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Demerged Undertaking together with all present and future liabilities (including contingent liabilities), etc. relatable to the Demerged Undertaking;
 - (ii) without prejudice to the provisions of sub-clause (i) above, the Demerged Undertaking shall also include all the debts, liabilities, duties and obligations which arise out of the activities or operations of the ISP Business and which is directly and exclusively relatable to the ISP Business;
 - (iii) all deposits and balances with government, semi-government, local and other authorities and bodies, customers and other persons, earnest moneys and/ or security deposits paid or received by the Applicant Company directly or indirectly in connection with or relating to the ISP Business;
 - (iv) all necessary books, records, files, papers, products, specifications, engineering and process information, records of standard operating procedures, computer programs along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to the ISP Business; and
 - (v) all permanent and/ or temporary employees of the Applicant Company engaged in directly or exclusively for the ISP

Business and those permanent and/ or temporary employees that are determined by the Board to be engaged in or relatable to the ISP Business.

Any question that may arise as to whether a specific asset or liability pertains or does not pertain to the Demerged Undertaking or whether it arises out of the activities or operations of the Demerged Undertaking shall be decided by mutual agreement between the board of directors of the Applicant Company and the Resulting Company or committee(s) thereof authorized by the respective board of directors, or in such other manner as agreed between the Applicant Company and the Resulting Company.

- c) **“Effective Date”** means the date on which the certified copy of the order of the High Court sanctioning this Scheme is filed with the Registrar of Companies, Mumbai. It being clarified that this Scheme will only be effective upon approval of this Scheme by the DOT. Any references in this Scheme to "upon the coming into effect of this Scheme" shall mean the "Effective Date".
- d) **“Transfer and Vesting”**
- i. Upon the coming into effect of this Scheme/on the Effective Date and with effect from the opening hours of the Appointed Date and subject to the provisions of this Scheme, the Demerged Undertaking shall, pursuant to the provisions of Sections 391 to 394 of the Act and other relevant provisions of the Act, without any further act, instrument or deed, be transferred to and vest in, or be deemed to be transferred to and vested in the Resulting Company, as a going concern, so as to vest in the Resulting Company all the rights, liabilities, properties, title and interest of the Demerged Undertaking therein subject to subsisting charges and pledges, if any.
 - ii. All assets acquired by the Applicant Company after the Appointed Date and prior to the Effective Date (the date on which the certified copy of the order of the High Court sanctioning this Scheme is filed with the Registrar of Companies, Mumbai; the Scheme will only be effective upon approval of the Scheme by the DOT) for operation of the Demerged Undertaking or pertaining to the Demerged Undertaking (as defined in the Scheme) shall be deemed to have been acquired in trust for and on behalf of the Resulting Company, and shall also stand transferred to and vested in the Resulting Company upon the coming into effect of the Scheme.
 - iii. In respect of the assets of the Demerged Undertaking, the same shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company on the Appointed Date, pursuant to the provisions of Sections 391 to 394 of the Act, or other provisions of law as applicable.
 - iv. In so far as the assets of the Demerged Undertaking are concerned, the security, existing charges, mortgages and encumbrances in respect of any of the assets or any part thereof, in relation to any loans or borrowings of the Remaining Business (as defined in the Scheme) of the Applicant Company shall, without any further act, instrument or deed, be released and stand discharged from the same and shall no longer be available as security in relation to those liabilities of the Applicant Company which are not transferred to the Resulting Company.
 - v. In so far as the assets of the Remaining Business of the Applicant Company are concerned, the security over such assets, to the extent they relate to the Demerged Undertaking shall, without any further act, instrument or deed be released and discharged from such security that relate to the Demerged Undertaking. Without prejudice to the foregoing and with effect from the Effective Date, the Applicant Company and the Resulting Company shall execute any instruments or documents and do all the acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies, Mumbai, to give formal effect to these provisions, if required.
 - vi. Upon the coming into effect of this Scheme and with effect from the Appointed Date, in so far as the security in respect of the liabilities of the Applicant Company as on the Appointed Date is concerned, it is hereby clarified that the Applicant Company and the Resulting Company shall, subject to confirmation by the concerned creditor(s), mutually agree upon and arrange for such security as may be considered necessary to secure such liabilities, and obtain such consents under law as may be prescribed.
 - vii. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of the Scheme, in accordance with the provisions of relevant laws and the Act, all the consents, permissions, licenses, certificates, authorities (including for the operation of bank accounts), powers of attorneys given by, issued to or executed in favour of the Applicant Company, and the rights and benefits under the same shall, insofar as they relate to the Demerged Undertaking and all quality certifications and approvals, trademarks, patents and domain names, copyrights, industrial designs, trade secrets, product registrations and other intellectual property and all other interests relating to the goods, services or any other assets being directly and exclusively dealt with by the Demerged Undertaking, be transferred to and vested in the Resulting Company.
 - viii. Upon the coming into effect of the Scheme and with effect from the Appointed Date, all the various incentives, service tax benefits, subsidies (including applications for subsidies), rehabilitation schemes, grants, special status, income tax holiday/ benefit and other benefits or privileges enjoyed, granted by any governmental body, local authority or by any other person, or availed of by the Applicant Company are concerned, the same shall, without any further act or deed, in so far as they relate to the Demerged Undertaking, vest with and be available to the Resulting Company on the same terms and conditions.
 - ix. From the Effective Date, the Resulting Company alone shall be liable to perform all obligations in respect of the liabilities of the Demerged Undertaking which have accrued subsequent to the Appointed Date as the borrower/ issuer thereof, and the Applicant Company shall not have any obligations in respect of the said liabilities.
 - x. Where any of the liabilities and obligations of the Applicant Company as on the Appointed Date deemed to be transferred to the Resulting Company have been discharged by the Applicant Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company, and all loans raised and used and all liabilities and obligations incurred by the Applicant Company for the operations of the Demerged Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of the Resulting Company, and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to the Resulting Company and shall become the liabilities and obligations of the Resulting Company, which shall be liable to meet, discharge and satisfy the same.
 - xi. The rest of the assets and liabilities (other than those forming part of the Demerged Undertaking or otherwise specified in this Scheme), if any, of the Applicant Company shall continue to vest in the Applicant Company.
 - xii. The provisions of this clause insofar as they relate to the transfer of liabilities to the Resulting Company shall operate

notwithstanding anything to the contrary contained in any deed or writing or the terms of sanction or issue or any security document, all of which instruments shall stand modified and/ or superseded by the foregoing provisions.

- xiii. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Applicant Company pertaining to the Demerged Undertaking after the Effective Date shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company. Similarly, the banker of the Resulting Company shall honour all cheques issued by the Applicant Company pertaining to the Demerged Undertaking for payment after the Effective Date. If required, the Applicant Company shall allow maintaining of bank accounts in its name by the Resulting Company for such time as may be determined to be necessary by the Applicant Company and the Resulting Company for presentation and deposition of cheques and pay orders that have been issued in the name of Applicant Company in connection with the business of Demerged Undertaking.

e) "Consideration"

In consideration of the transfer of the Demerged Undertaking by the Applicant Company to the Resulting Company in terms of this Scheme subject to approval of all concerned authorities as described in clause (f) herein, the Resulting Company shall pay to the **Applicant** Company an aggregate all-inclusive lump sum cash consideration of Rs. 98,05,00,000/- (Rupees Ninety-Eight Crores and Five Lakhs only) without values being assigned to individual assets and liabilities.

f) "Conditionality of the Scheme"

The Scheme is and shall be conditional upon and subject to:

- i. Approval of this Scheme by the concerned regulatory and governmental authorities as applicable, including the DOT;
- ii. Approval of this Scheme by the shareholders and creditors of the Applicant Company and the Resulting Company as directed by High Court;
- iii. The certified copies of the High Court's orders sanctioning this Scheme being filed with the Registrar of Companies, Mumbai;
- iv. All other sanctions and approvals as may be required by law in respect of this Scheme being obtained and
- v. In the event of any of the said sanctions and approvals referred to in (i) to (iv) above not being obtained and/ or complied with and/ or satisfied and/ or the Scheme not being sanctioned by the High Court and/ or order or orders not being passed as aforesaid, the Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter se between the Applicant Company and the Resulting Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto, as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law and in such case, each party shall bear its own costs unless otherwise mutually agreed.

The equity shareholders of the Applicant Company are requested to read the entire text of the Scheme to get better understanding of the provisions thereof as stated above. The aforesaid are only the salient features.

7. NO OBJECTION FROM THE STOCK EXCHANGES:

BSE Limited and the National Stock Exchange of India Limited vide their letters dated **4 February, 2016**, have granted no objection/recorded no adverse observation to the Scheme. Copies of the aforesaid letters are closed.

8. CORPORATE APPROVALS AND FAIRNESS OPINION:

The Scheme is made under Sections 391 to 394 of the Act and has been approved by the Board in its meeting held on 6 November, 2015 after considering the report of the Audit Committee of the Applicant Company dated 6 November, 2015, valuation report issued by J.B. Shah & Co. dated 5 November 2015, fairness opinion issued by **M/s SPA Capital Advisors Ltd.** dated **5 November, 2015**. A copy of the Scheme, the fairness opinion, valuation report setting out in detail the terms and conditions of the proposed arrangement is enclosed.

9. INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

None of the Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and the Rules framed thereunder) of the Applicant Company and their respective relatives (as defined under the Companies Act, 2013 and Rules framed thereunder) have any interest in the Scheme, except as shareholders in general, to the extent of their respective shareholding as disclosed herein below. Further, Mr. Vineet Garg, Chief Financial Officer of the Applicant Company is a director on the Board of the Resulting Company, however he is not in any way interested in the Scheme.

Shareholding of Directors, KMP's and their relatives of the Applicant Company as on 31st March, 2016:

Sr. No.	Name of Director/KMP	Designation	Equity shares held in Applicant Company	Equity shares held in Resulting Company
1.	Mr. Rajan Raheja	Director	NIL	NIL
2.	Mr. Akshay Raheja	Director	12,14,13,000	NIL
3.	Mr. Viren Raheja	Director	11,95,53,000	NIL
4.	Mr. JagdishKumar G. Pillai	Managing Director & CEO	NIL	1 (Nominee Shareholder of the Applicant Company)

5.	Mr. Vinayak Aggarwal	Director	NIL	NIL
6.	Mr. Sridhar Gorthi	Chairman & Independent Director	NIL	NIL
7.	Mr. DevendraShrotri	Independent Director	NIL	NIL
8.	Mr. Sasha Mirchandani	Independent Director	NIL	NIL
9.	Mr. Biswajit Subramanian	Director	NIL	NIL
10.	Ms. Ameeta Parpia	Independent Director	27,315	NIL
11.	Mr. Vineet Garg	Chief Financial Officer	NIL	NIL
12.	Mr. Ajay Singh	Head Legal, Company Secretary & Chief Compliance officer	NIL	NIL

Shareholding of Directors, KMP's and their relatives of the Resulting Company as on 31st March, 2016:

Sr.No.	Name of Director	Designation	Equity shares held in Applicant Company	Equity shares held in Resulting Company
1	Mr. Vineet Garg	Director	NIL	NIL
2	Mr. Dulal Banerjee	Additional Director	NIL	NIL

The capital structure and the shareholding pattern of the Applicant Company will not be impacted due to implementation of the Scheme as no shares are being issued to the shareholders of the Resulting Company given that it is a wholly owned subsidiary of the Applicant Company.

Please see below the capital structure of the Applicant Company as on 31 March, 2016.

Particulars	Pre implementation of Scheme (Amount in Rs.)	Post implementation of Scheme (Amount in Rs.)
Authorized Capital (999,000,000 equity shares of Rs. 2/- each and 200,000 non-cumulative redeemable preference shares of Rs. 10/- each.)	2,00,00,00,000	2,00,00,00,000
Issued, Subscribed and Paid up Capital (830,494,500 equity shares of Rs. 2/- each)	1,66,09,89,000	1,66,09,89,000

Broad shareholding Pattern of the Applicant Company as on 31st March, 2016 as per Clause 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Sr. No.	Category of Shareholder	No. of Shares held	% of Shares held
1	Promoter & Promoter Group	36,10,61,015	43.4754
2	Public	46,94,33,485	56.5246
	TOTAL	83,04,94,500	100.0000

A copy of detailed shareholding pattern of the Applicant Company as on 31st March, 2016 is enclosed to this notice. The share capital of the resulting company is entirely held by the Applicant Company.

10. The proposed Scheme is in the best interest of the Applicant Company and its respective equity shareholders and creditors.
11. The financial position of the Applicant Company will not be adversely affected by the Scheme. The Applicant Company will be able to meet and pay its debts as and when they arise and become due in the ordinary course of business. The rights and interests of the members and the creditors of the Applicant Company will not be prejudiced by the Scheme since no sacrifice or waiver is called for from them, nor are their rights sought to be modified in any manner.
12. No investigation proceedings have been instituted or are pending in relation to the Applicant Company under provisions of the Act or the Companies Act, 2013.

13. The Applicant Company shall on the Scheme being approved by the equity shareholders of the Applicant Company, file a petition under Sections 391 to 394 of the Act before the Hon'ble High Court of Judicature at Bombay for the sanction of the Scheme.
14. This statement may be treated as an Explanatory Statement under Section 102 of the Companies Act, 2013 as also under Section 393 of the Act.
15. Copy of the Scheme and of this Explanatory Statement, may be obtained free of charge during ordinary business hours on all working days except Sundays and public holidays from the Registered Office of the Applicant Company or at the office of their Advocates, Trilegal, One India Bulls Centre, 14th Floor, Tower One, Jupiter Mills, Elphinstone Road, Mumbai 400013, T: +91 22 4079 1000.
16. The copies of the following documents will be open for inspection at the Registered Office of the Applicant Company on any working day (except Saturdays, Sundays and public holidays) prior to the date of the meeting, between 10:00 a.m. and 5:00 p.m. and at the venue of the meeting on the date fixed for the meeting from 3.00 P.M. upto the conclusion of the meeting.
 - a) Authenticated copy of the Order dated 1 September, 2016 passed by Hon'ble High Court of Judicature at Bombay, with respect to Company Summons for Direction No.748 of 2016.
 - b) Scheme of Arrangement.
 - c) Memorandum and Articles of Association of the Applicant Company.
 - d) Audited annual accounts of the Applicant Company for the year ended 31 March, 2016 and limited reviewed quarterly results of the Applicant Company for the quarter ended 30 June, 2016.
 - e) Copies of the letters dated 4th February, 2016 from the BSE Limited and National Stock Exchange of India Limited respectively, granting no objection and making no adverse observations to the Scheme of Arrangement to the Applicant Company.
 - f) Complaints Report dated 31 December, 2015, 29 December, 2015 and 31 March, 2016 submitted by Hathway Cable and Datacom Limited to BSE Limited and National Stock Exchange of India Limited.
 - g) Copy of the shareholding pattern of the Applicant Company and Resulting Company as on 30 June, 2016.
 - h) Copies of the valuation report issued by J.B. Shah & Co. dated 5 November, 2015 and Fairness Opinion from **M/s. SPA Capital Advisors Ltd.** dated **5 November, 2015** in terms of Clause 24(h) of the erstwhile Listing Agreement with the stock exchanges.
 - i) Copies of the resolutions passed by the Audit Committee and the Board of Directors of the Applicant Company dated 6 November, 2015 approving the Scheme.

For Hathway Cable & Datacom Limited

Jagdishkumar G. Pillai
Chairman appointed for the meeting

Place: Mumbai

Date: 1st September, 2016

Registered office:

'Rahejas', 4th Floor,
Corner of Main Avenue & V.P. Road,
Santacruz (west),
Mumbai – 400 054

ROUTE MAP



From Santacruz station to Hathway Cable and Datacom Limited, Rahejas, 4th Floor, Corner of Main Avenue and V.P. Road, Santacruz (West), Mumbai - 400054

SCHEME OF ARRANGEMENT

BETWEEN

HATHWAY CABLE & DATACOM LIMITED

AND

HATHWAY BROADBAND PRIVATE LIMITED

AND

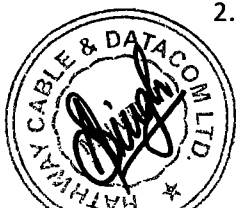
THEIR RESPECTIVE SHAREHOLDERS

UNDER SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956



PART I – GENERAL**1. GENERAL**

- 1.1 Hathway Cable & Datacom Limited (**Transferor Company**) is a public limited company incorporated under the Companies Act, 1956 on 7 August 1959, having its registered office at 'Rahejas', 4th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054. The Transferor Company is listed on the National Stock Exchange of India Limited and the BSE Limited.
- 1.2 The Transferor Company is a Multi System Operator (**MSO**) engaged in the business of distribution of television channels through analog and digital cable distribution networks under a MSO license issued by the Ministry of Information and Broadcasting, Government of India on 30 July 2012 and provides internet services, operating previously under an internet services license dated 3 May 2002 and presently under a unified license dated 27 March 2015, both licenses issued to the Transferor Company by the Department of Telecommunications, Ministry of Communications & Information Technology, Government of India (**DOT**).
- 1.3 Hathway Broadband Private Limited (**Resulting Company**) is a private limited company incorporated under the Companies Act, 2013 on 21 August 2014, having its registered office at 'Rahejas', 4th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054. The Resulting Company is a wholly owned subsidiary of the Transferor Company, proposed to be engaged in the business of, *inter alia*, providing internet and other related services, software development services and products, and other value added services.
- 1.4 The Transferor Company proposes to demerge the ISP Business (defined below) from the Transferor Company and transfer it to vest in the Resulting Company. This Scheme (defined below) is pursuant to a decision of the board of directors of the Transferor Company to, *inter alia*, enable a focused attention on the ISP Business and achieve structural and operational efficiency, enhanced competitiveness, and greater accountability.
- 1.5 This Scheme provides for the demerger of the ISP Business from the Transferor Company to the Resulting Company and the consequent payment of Rs. 98,05,00,000 (Rupees Ninety Eight Crores and Five Lakhs only) by the Resulting Company to the Transferor Company in consideration for the demerger of the ISP Business, pursuant to the relevant provisions of the Act (defined below) and in accordance with this Scheme.
- 1.6 This Scheme also makes provision for various other matters consequential or related thereto and otherwise integrally connected therewith.

2. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meanings:

- 2.1.1 **Act** means the Companies Act, 2013 (as may be notified from time to time) and the Companies Act, 1956 (to the extent not repealed/ replaced by the Companies Act, 2013).
- 2.1.2 **Appointed Date** means 1 April 2015 or such other date as the High Court may direct or approve under the relevant provisions of the Act.
- 2.1.3 **Court or High Court** means the High Court of Judicature at Bombay and/ or the National Company Law Tribunal, as the case may be, under the relevant provisions of the Act.
- 2.1.4 **Transferor Company** means Hathway Cable & Datacom Limited, a public limited company incorporated under the Companies Act, 1956 on 7 August 1959, having its registered office at 'Rahejas', 4th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054.
- 2.1.5 **Demerged Undertaking or ISP Business** means the business of the Transferor Company as an internet service provider, operating previously under an internet services license dated 3 May 2002 and presently under a unified license dated 27 March 2015, both licenses issued to the Transferor Company by the DOT, comprising, *inter alia*, all of the properties, assets and liabilities which are directly and exclusively relatable to the Demerged Undertaking which shall mean and include:
- (i) all assets and movable properties wherever situated, whether tangible or intangible, including all plant and machinery, vehicles, offices, investments, interest, capital, work-in-progress, furniture, fixtures, office equipment, appliances, computers (software as well as hardware), accessories, licenses, permits, quotas, approvals, registrations, leases, leasehold improvements, tenancy rights in relation to office and residential properties, incentives (if any), municipal permissions, regulatory permissions, consents, or powers of every kind, nature and description whatsoever in connection with operating or relatable to the ISP Business and all other permissions, rights (including rights under any contracts, government contracts, memoranda of understanding, etc.), entitlements, copyrights, patents, trademarks, trade names, domain names and other industrial designs, trade secrets, or intellectual property rights of any nature and all other interest exclusively relating to the services being dealt with by the Demerged Undertaking, and all deposits, advances and or moneys paid or received by the Demerged Undertaking, all statutory licenses and/ or permissions to carry on the operations of the Demerged Undertaking and any financial



assets, corporate guarantees issued by the Transferor Company and the benefits of any bank guarantees issued in relation to and for the benefit of the Demerged Undertaking, deferred tax benefits, privileges, exemptions, all other claims, rights and benefits, power and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and other services, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Demerged Undertaking together with all present and future liabilities (including contingent liabilities), etc. relating to the Demerged Undertaking;

- (ii) without prejudice to the provisions of sub-clause 2.1.5(i) above, the Demerged Undertaking shall also include all the debts, liabilities, duties and obligations which arise out of the activities or operations of the ISP Business and which is directly and exclusively relating to the ISP Business;
- (iii) all deposits and balances with government, semi-government, local and other authorities and bodies, customers and other persons, earnest moneys and/ or security deposits paid or received by the Transferor Company directly or indirectly in connection with or relating to the ISP Business;
- (iv) all necessary books, records, files, papers, products, specifications, engineering and process information, records of standard operating procedures, computer programs along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to the ISP Business; and
- (v) all permanent and/ or temporary employees of the Transferor Company engaged in directly or exclusively for the ISP Business and those permanent and/ or temporary employees that are determined by the board of directors of the Transferor Company to be engaged in or relating to the ISP Business.

Any question that may arise as to whether a specific asset or liability pertains or does not pertain to the Demerged Undertaking or whether it arises out of the activities or operations of the Demerged Undertaking shall be decided by mutual agreement between the board of directors of the Transferor Company and the Resulting Company or committee(s) thereof authorized by the respective



board of directors, or in such other manner as agreed between the Transferor Company and the Resulting Company.

- 2.1.6 **Demerger** means the demerger, transfer and vesting of the ISP Business of the Transferor Company from the Transferor Company to the Resulting Company on the terms and conditions as set out in this Scheme and in accordance with Sections 391 to 394 of the Companies Act, 1956 and other relevant provisions of the Act.
- 2.1.7 **Effective Date** means the date on which the certified copy of the order of the High Court sanctioning this Scheme is filed with the Registrar of Companies, Mumbai, it being clarified that this Scheme will only be effective upon approval of this Scheme by the DOT. Any references in this Scheme to "upon the coming into effect of this Scheme" shall mean the "Effective Date".
- 2.1.8 **Proceedings** shall have the meaning ascribed to it in Clause 6.1 hereof.
- 2.1.9 **Remaining Business** means all the businesses, divisions, assets and liabilities of the Transferor Company other than the Demerged Undertaking as defined in Clause 2.1.5 of this Scheme, including but not limited to the cable networking business of the Transferor Company operating under the MSO license issued by the Ministry of Information and Broadcasting, Government of India on 30 July 2012.
- 2.1.10 **Resulting Company** means Hathway Broadband Private Limited, a private limited company incorporated under the Companies Act, 2013 on 21 August 2014, having its registered office at 'Rahejas', 4th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054.
- 2.1.11 **Scheme** means this Scheme of Arrangement in its present form submitted to the High Court and with any modification(s) made under Clause 15 of this Scheme or with such other modifications/ amendments as the High Court may direct.

3. SHARE CAPITAL

- 3.1 The share capital structure of the Transferor Company as per its financial statements for the financial year ended 31 March 2015, being the latest audited financial statements of the Transferor Company, is as follows:



PARTICULARS	AMT. IN RUPEES
Authorized Capital	
99,90,00,000 equity shares of Rs. 2/- each and 2,00,000 preference shares of Rs. 10/- each	2,00,00,00,000
Issued, Subscribed and Paid-up Capital	
83,04,94,500 equity shares of Rs. 2/- each	1,66,09,89,000

Subsequent to the latest audited financial statements of the Transferor Company as on 31 March 2015, there has been no change in the share capital structure of the Transferor Company.

- 3.2 The share capital structure of the Resulting Company as per its financial statements for the financial year ended 31 March 2015, being the latest audited financial statements of the Resulting Company, is as follows:

PARTICULARS	AMT. IN RUPEES
Authorized Capital	
30,00,000 equity shares of Rs. 10/- each	3,00,00,000
Issued, Subscribed and Paid-up Capital	
25,00,000 equity Shares of Rs.10/- each	2,50,00,000

Subsequent to the latest audited financial statements of the Resulting Company as on 31 March 2015, there has been no change in the share capital structure of the Resulting Company.

4. DATE OF TAKING EFFECT AND OPERATIVE DATE

This Scheme set out herein shall be effective from the Appointed Date but shall be operative from the Effective Date.

PART II – DEMERGER OF THE DEMERGED UNDERTAKING

5. TRANSFER AND VESTING OF DEMERGED UNDERTAKING

- 5.1 Upon the coming into effect of this Scheme and with effect from the opening hours of the Appointed Date and subject to the provisions of this Scheme, the Demerged Undertaking shall, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and other relevant provisions of the Act, without any further act, instrument or deed, be transferred to and vest in, or be deemed to be transferred to and vested in the Resulting Company, as a going concern, so as to vest



in the Resulting Company all the rights, liabilities, properties, title and interest of the Demerged Undertaking therein subject to subsisting charges and pledges, if any.

- 5.2 All assets acquired by the Transferor Company after the Appointed Date and prior to the Effective Date for operation of the Demerged Undertaking or pertaining to the Demerged Undertaking shall be deemed to have been acquired in trust for and on behalf of the Resulting Company, and shall also stand transferred to and vested in the Resulting Company upon the coming into effect of this Scheme.
- 5.3 In respect of the assets of the Demerged Undertaking, the same shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company on the Appointed Date, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956, or other provisions of law as applicable.
- 5.4 In so far as the assets of the Demerged Undertaking are concerned, the security, existing charges, mortgages and encumbrances in respect of any of the assets or any part thereof, in relation to any loans or borrowings of the Remaining Business of the Transferor Company shall, without any further act, instrument or deed, be released and stand discharged from the same and shall no longer be available as security in relation to those liabilities of the Transferor Company which are not transferred to the Resulting Company.
- 5.5 In so far as the assets of the Remaining Business of the Transferor Company are concerned, the security over such assets, to the extent they relate to the Demerged Undertaking shall, without any further act, instrument or deed be released and discharged from such security that relate to the Demerged Undertaking. Without prejudice to the foregoing and with effect from the Effective Date, the Transferor Company and the Resulting Company shall execute any instruments or documents and do all the acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies, Mumbai, to give formal effect to these provisions, if required.
- 5.6 Upon the coming into effect of this Scheme and with effect from the Appointed Date, in so far as the security in respect of the liabilities of the Transferor Company as on the Appointed Date is concerned, it is hereby clarified that the Transferor Company and the Resulting Company shall, subject to confirmation by the concerned creditor(s), mutually agree upon and arrange for such security as may be considered necessary to secure such liabilities, and obtain such consents under law as may be prescribed.
- 5.7 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, in accordance with the provisions of relevant laws and the Act, all the consents, permissions, licenses, certificates, authorities (including for the operation of bank accounts), powers of attorneys given by, issued to or executed in favour of the Transferor Company, and



the rights and benefits under the same shall, insofar as they relate to the Demerged Undertaking and all quality certifications and approvals, trademarks, patents and domain names, copyrights, industrial designs, trade secrets, product registrations and other intellectual property and all other interests relating to the goods, services or any other assets being directly and exclusively dealt with by the Demerged Undertaking, be transferred to and vested in the Resulting Company.

- 5.8 Upon the coming into effect of this Scheme and with effect from the Appointed Date, all the various incentives, service tax benefits, subsidies (including applications for subsidies), rehabilitation schemes, grants, special status, income tax holiday/benefit and other benefits or privileges enjoyed, granted by any governmental body, local authority or by any other person, or availed of by the Transferor Company are concerned, the same shall, without any further act or deed, in so far as they relate to the Demerged Undertaking, vest with and be available to the Resulting Company on the same terms and conditions.
- 5.9 From the Effective Date, the Resulting Company alone shall be liable to perform all obligations in respect of the liabilities of the Demerged Undertaking which have accrued subsequent to the Appointed Date as the borrower/ issuer thereof, and the Transferor Company shall not have any obligations in respect of the said liabilities.
- 5.10 Where any of the liabilities and obligations of the Transferor Company as on the Appointed Date deemed to be transferred to the Resulting Company have been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company, and all loans raised and used and all liabilities and obligations incurred by the Transferor Company for the operations of the Demerged Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of the Resulting Company, and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to the Resulting Company and shall become the liabilities and obligations of the Resulting Company, which shall be liable to meet, discharge and satisfy the same.
- 5.11 It is hereby clarified that the rest of the assets and liabilities (other than those forming part of the Demerged Undertaking or otherwise specified in this Scheme), if any, of the Transferor Company shall continue to vest in the Transferor Company.
- 5.12 The provisions of this Clause insofar as they relate to the transfer of liabilities to the Resulting Company shall operate notwithstanding anything to the contrary contained in any deed or writing or the terms of sanction or issue or any security document, all of which instruments shall stand modified and/ or superseded by the foregoing provisions.
- 5.13 All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company



pertaining to the Demerged Undertaking after the Effective Date shall be accepted by the bankers of the Resulting Company and credited to the account of the ~~Resulting Company, if presented by the Resulting Company.~~ Similarly, the banker of the Resulting Company shall honour all cheques issued by the Transferor Company pertaining to the Demerged Undertaking for payment after the Effective Date. If required, the Transferor Company shall allow maintaining of bank accounts in its name by the Resulting Company for such time as may be determined to be necessary by the Transferor Company and the Resulting Company for presentation and deposition of cheques and pay orders that have been issued in the name of Transferor Company in connection with the business of Demerged Undertaking.

6. LEGAL PROCEEDINGS

6.1 With effect from the Effective Date, all legal or other proceedings (including before any statutory or quasi-judicial authority or tribunal) (**Proceedings**) by or against the Transferor Company under any statute, whether pending on the Appointed Date, or which may be instituted any time in the future and in each case relating to the Demerged Undertaking, shall be continued and enforced by or against the Resulting Company after the Effective Date, to the extent legally permissible. To the extent such Proceedings cannot be taken over by the Resulting Company, the Proceedings shall be pursued by the Transferor Company as per the instructions of and entirely at the costs and expenses of the Resulting Company.

6.2 Any Proceedings by or against the Transferor Company under any statute, whether pending on the Appointed Date or which may be instituted in future, whether or not in respect of any matter arising before the Effective Date and relating to the Remaining Business (including those relating to any property, right, power, liability, obligation or duties of the Transferor Company in respect of the Remaining Business) shall be continued and enforced by or against the Transferor Company. The Resulting Company shall in no event be responsible or liable for or in relation to any such Proceeding by or against the Transferor Company.

7. CONTRACTS, LICENSES, APPROVALS AND PERMITS

7.1 With effect from the Effective Date and subject to the provisions of this Scheme, all licenses, approvals or permits, whether governmental or otherwise, contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the Demerged Undertaking to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on or against or in favour of, as the case may be, and shall with the approval of the concerned authority, vest in the Resulting Company, and may be enforced as fully and effectually as if, instead of the Transferor Company, the Resulting Company had been a party or beneficiary or obligee thereto.



Without prejudice to the other provisions of this Scheme and notwithstanding that the vesting of the Demerged Undertaking with the Resulting Company occurs by virtue of this Scheme itself, the Resulting Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds, confirmations or other writings or tripartite arrangements with any party to any contract or arrangement, to which the Transferor Company is a party, or any writings as may be necessary, to be executed merely in order to give formal effect to the above provisions. The Transferor Company shall, if necessary, also be a party to the above. The Resulting Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed.

7.3 It is hereby clarified that if any licenses, approvals, permits, contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking to which the Transferor Company is a party to, cannot be transferred to the Resulting Company for any reason whatsoever, the Transferor Company shall hold such contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Resulting Company.

7.4 Any and all transactions between the Transferor Company and the Resulting Company between the Appointed Date and Effective Date which have the effect of being consummated only upon the Scheme coming into effect, shall accrue with effect from the Effective Date and any and all compliances including but not limited to the Act and the Income-tax Act, 1961 with respect to such transactions shall be applicable from the Effective Date.

8. EMPLOYEES

8.1 With effect from the Effective Date:

8.1.1 All the employees of the Transferor Company who are exclusively part of the Demerged Undertaking shall stand transferred to the Resulting Company on terms and conditions which shall not be less favourable than the terms and conditions of employment offered by the Transferor Company and existing till the Appointed Date (including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans, superannuation plans and/ or any other retirement benefits) without any interruption in service as a result of transfer of the Demerged Undertaking of the Transferor Company to the Resulting Company.

8.1.2 The Resulting Company agrees that the services of all such employees (as mentioned in Clause 8.1.1 above) with the Transferor Company prior to the



transfer, as aforesaid, shall be taken into account for the purposes of all benefits to which the said employees may be eligible, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans, superannuation plans and any other retirement benefits and accordingly, shall be reckoned therefore from the date of their respective appointment in the Transferor Company who were part of the Demerged Undertaking.

- 8.1.3 The existing provident fund, superannuation and gratuity fund, bonus – fixed and variable if any, of which the aforesaid employees of the Transferor Company who are part of the Demerged Undertaking (being transferred under Clause 8.1.1 above to the Resulting Company), are members or beneficiaries, along with all accumulated contributions therein till the Effective Date, shall, with the approval of the concerned authorities, be transferred to and continued without any break, to be administered by the Resulting Company for the benefit of such employees on the same terms and conditions. Accordingly, the provident fund, superannuation fund and gratuity fund dues, if any, of the said employees of the Transferor Company, would be continued to be deposited in the transferred provident fund, superannuation fund and gratuity fund account by the Resulting Company. In case necessary approvals are not received by the Effective Date and there is delay, all such amounts shall continue to be administered by the Transferor Company as a trustee from the Effective Date till the date of actual transfer and on receiving the approvals, all the accumulated amounts till such date, shall be transferred to the respective funds of the Resulting Company in accordance with the approvals that have been obtained.

9. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the assets, liabilities and obligations of the Demerged Undertaking as per this Scheme, and the continuance of the Proceedings by or against the Resulting Company under Clause 6 hereof shall not affect any transaction or proceedings already completed by the Demerged Undertaking on or after the Appointed Date but before the Effective Date, to the end and intent that the Resulting Company accepts all acts, deeds and things done and executed by and/or on behalf of the Transferor Company as acts, deeds and things done and executed by and on behalf of the Resulting Company.

10. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

- 10.1 With effect from the Appointed Date and up to and including the Effective Date, the Transferor Company shall be deemed to have been carrying on and to be carrying on all business and activities relating to the Demerged Undertaking for and on account of and in trust for the Resulting Company.



Scheme of Arrangement 10.2 All profits accruing to the Transferor Company or losses including tax losses, arising or incurred by the Transferor Company in relation to the Demerged Undertaking for the period commencing from the Appointed Date to the Effective Date shall, for all purposes, be treated as the profits or losses, as the case may be, of the Resulting Company.

10.3 The Transferor Company hereby confirms that it has and shall continue up to the Effective Date, to preserve and carry on the Demerged Undertaking with due diligence and prudence, and that it will not, without prior consultation with the Resulting Company, alienate, charge or otherwise deal with or dispose off the Demerged Undertaking or any part thereof or recruit any new employees (in each case except in the ordinary course of business) or conclude settlements with unions or employees or undertake substantial expansion of the Demerged Undertaking, other than expansions which have already commenced prior to the Appointed Date.

11. **CONSIDERATION**

Subject to Clause 16 below, in consideration of the transfer of the Demerged Undertaking by the Transferor Company to the Resulting Company in terms of this Scheme, the Resulting Company shall pay to the Transferor Company an aggregate all-inclusive lump sum cash consideration of Rs. 98,05,00,000 (Rupees Ninety Eight Crores and Five Lakhs only) without values being assigned to individual assets and liabilities.

12. **TREATMENT OF TAXES**

12.1 All taxes (including income tax, sales tax, excise duty, customs duty, service tax, Local Body Tax (LBT), Value Added Tax (VAT), octroi duty, etc.) paid or payable by the Transferor Company, in respect of the operations and/ or the profits of the Demerged Undertaking before the Appointed Date, shall be on account of the Transferor Company, and insofar as it relates to the tax payment (including, without limitation, sales tax, excise duty, custom duty, income tax, service tax, LBT, VAT, octroi duty, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the Demerged Undertaking after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Resulting Company, and shall, in all proceedings, be dealt with accordingly.

12.2 Without prejudice to the generality of the foregoing on and from the Appointed Date, if any certificate for tax deducted at source or any other tax credit certificate relating to the Demerged Undertaking is received in the name of the Transferor Company, it shall be deemed to have been received by the Resulting Company which alone shall be entitled to claim credit for such tax deducted or paid.

12.3 Upon the coming into effect of this Scheme, the Transferor Company and the Resulting Company are expressly permitted to revise their respective tax returns and



related withholding tax certificates, including withholding tax certificates relating to transactions between the Transferor Company and the Resulting Company, to the extent required and to claim refunds, advance tax and withholding tax credits, and benefit of credit for minimum alternate tax, or any other tax related compliances or filings of forms.

- 12.4 The service tax paid by the Transferor Company under the Finance Act, 1994 in respect of services provided by the Demerged Undertaking for the period commencing from the Appointed Date shall be deemed to be the service tax paid by the Resulting Company, and credit for such service tax shall be allowed to the Resulting Company notwithstanding that challans for service tax payments are in the name of the Transferor Company and not in the name of the Resulting Company.

It is clarified that CENVAT credit balance will not be transferred to the Resulting Company.

13. ACCOUNTING TREATMENT

- 13.1 Treatment in the books of Transferor Company:

Upon the coming into effect of this Scheme, the difference between the amount of consideration stated hereinabove and the net book value of assets and liabilities of the Demerged Undertaking shall be recognized as profit or loss in the books of the Transferor Company.

- 13.2 Treatment in the books of the Resulting Company:

Upon the coming into effect of this Scheme, the Resulting Company shall allocate the amount of consideration stated hereinabove on fair basis considering fair value of respective assets and liabilities, over all the assets and liabilities of the Demerged Undertaking as of the Appointed Date transferred to it in pursuance of this Scheme.

- 13.3 It is hereby clarified that all transactions during the period between the Appointed Date and Effective Date relating to the Demerged Undertaking would be duly reflected in the financial statements of the Resulting Company at their respective transaction value upon this Scheme coming into effect, as may be decided by the Board of Directors (including committee(s) thereof) of the Resulting Company.

14. APPLICATIONS TO THE HIGH COURT

The Transferor Company and the Resulting Company shall, with all reasonable dispatch, make applications to the High Court, for sanctioning this Scheme under Sections 391 to 394 of the Companies Act, 1956 and other relevant provisions of the Act, for an order or orders thereof for carrying this Scheme into effect.



15. MODIFICATIONS/ AMENDMENTS TO THIS SCHEME

- 15.1 The Transferor Company and the Resulting Company, by their respective board of directors, or such other person or persons as the respective board of directors may authorize, including any committee or sub-committee thereof, may make and/ or consent to any modifications/ amendments to this Scheme or to any conditions or limitations that the High Court or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate by them, provided that any such modifications/ amendment to this Scheme after the approval of this Scheme by the High Court shall be subject to the prior approval of the High Court. The Transferor Company and the Resulting Company, by their respective board of directors, or such other person or persons as the respective board of directors may authorize, including any committee or sub-committee thereof, shall be authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of this Scheme and/ or any matter concerned or connected therewith.
- 15.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the delegate of the Resulting Company may give and are hereby authorized to determine and give all such directions as are necessary, including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

16. SCHEME CONDITIONAL ON APPROVALS/ SANCTIONS

This Scheme is conditional upon and subject to:

- (i) Approval of this Scheme by the concerned regulatory and governmental authorities as applicable, including the DOT;
- (ii) Approval of this Scheme by the shareholders and creditors of the Transferor Company and the Resulting Company as directed by High Court;
- (iii) The certified copies of the High Court's orders sanctioning this Scheme being filed with the Registrar of Companies, Mumbai; and
- (iv) All other sanctions and approvals as may be required by law in respect of this Scheme being obtained.



17. **COSTS**

All costs, charges and expenses including stamp duty and registration fee of any deed, document, instrument or High Court's order including this Scheme or in relation to or in connection with negotiations leading up to this Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid by the Transferor Company.

18. **REVOCAION OF THIS SCHEME**

In the event of any of the said sanctions and approvals referred to in Clause 16 above not being obtained and/ or complied with and/ or satisfied and/ or this Scheme not being sanctioned by the High Court and/ or order or orders not being passed as aforesaid , this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* between the Transferor Company and the Resulting Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto, as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law and in such case, each party shall bear its own costs unless otherwise mutually agreed.



Board of Directors

Date: November 05, 2015

Hathway Cable And Datacom Limited

805/806, "Windsor"

Off C.S.T. Road, Kalina,

Santacruz (E), Mumbai-400098

RE: Fairness Opinion on valuation report for proposed scheme of arrangement between Hathway Cable and Datacom Limited and Hathway Broadband Private Limited.

PURPOSE

We understand that Hathway Cable and Datacom Limited (Transferor Company) and Hathway Broadband Private Limited (Resulting Company) Proposes a scheme of Arrangement under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956, including the corresponding provisions of the Companies Act, 2013.

We have been engaged to give fairness opinion on Valuation Report dated November 05, 2015 issued by J.B. Shah & Co., Chartered Accountants .



BACKGROUND

Hathway Cable and Datacom Limited (Transferor Company)

We understand that Hathway Cable & Datacom Limited (Transferor Company) is a public limited company incorporated under the Companies Act, 1956 on 7th August 1959, having its registered office at 'Rahejas', 4th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054. The Transferor Company is listed on the National Stock Exchange of India Limited and the BSE Limited.

The Transferor Company is a Multi System Operator engaged in the business of distribution of television channels through analog and digital cable distribution network under a Multi System Operator (MSO) license issued by the Ministry of Information and Broadcasting, Government of India on 30th July, 2012 and provides internet services under an Unified License issued by the Department of Telecommunications (DOT), Ministry of Communications & Information Technology, Government of India on 27th March, 2015 and was holding previously Internet Services license dated 03rd May, 2002 issued by DOT.

Hathway Broadband Private LIMITED (Resulting Company)

We understand that Hathway Broadband Private Limited (Resulting Company) is a private limited company incorporated under the Companies Act, 2013 on 21st August, 2014, having its registered office at 'Rahejas', 4th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054. The Resulting Company is a wholly owned subsidiary of the Transferor Company, proposed to be engaged in the business of, inter alia, providing internet and other related services, software development services and products, and other value added services

TRANSACTION

This Scheme provides for the demerger of the ISP Business from the Transferor Company to the Resulting Company and the consequent payment of Rs. 98.05 Crores by the Resulting Company to the Transferor Company in consideration for the demerger of the ISP Business, pursuant to the relevant provisions of the Act (defined below) and in accordance with this Scheme

Demerged Undertaking or ISP Business means the business of the Transferor Company as an internet service provider, operating under an Unified License issued by the Department of Telecommunications (DOT), Ministry of Communications & Information Technology, Government of India on 27th March, 2015 and was holding previously Internet Services license dated 03rd May, 2002 issued by DOT, comprising, inter alia, all of the properties, assets and liabilities which are directly and exclusively relatable to the Demerged Undertaking.

The carve out of the broadband business is aimed at accelerating value creation for Hathway Shareholders. The separation will allow Hathway to aggressively focus on the significant growth potential for high speed data and related services in India. Globally, wireline or fixed broadband has emerged as a key driver of technology adoption and overall, GDP growth. India lags most countries including countries in Asia in wireline broadband penetration reaching only about 8% of the potential universe. Hathway Broadband intends to take the lead in driving wire line broadband penetration in India and become a key player in Prime Minister Modi's Digital India Initiative. The Company believes that its hybrid fiber coax infrastructure on DOCSIS 3.0 platform is the most effective and sustainable technology in a price sensitive market like India.

INFORMATION RELIED UPON

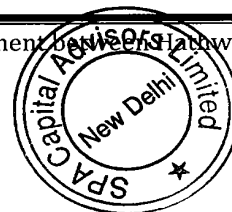
- ⊕ Valuation report from J.B. Shah & Co., Chartered Accountants. dated 05th November, 2015.
- ⊕ Draft Scheme of Amalgamation
- ⊕ Information and explanations given by management of Hathway Cable as used for valuation.



Statement of Limiting Conditions: The Final Report has been prepared for the internal and exclusive use of the Board of Directors of Hathway Cable and Datacom Limited (the "Board of Directors") in support of the decisions to be taken by them. Therefore, the Final Report may not be disclosed, in whole or in part, to any third party or used for any purpose whatsoever other than those indicated in the Engagement and in the Final Report itself, provided that the Final Report may be transmitted to the experts appointed in compliance with the law and its content may be disclosed publicly where required by regulations of the Indian authorities. Any other use, in whole or in part, of the Final Report will have to be previously agreed and authorised in writing by SPA Capital Advisors Limited (SPA). In preparing the Final Report, SPA has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and the financial data provided by Hathway Cable. SPA has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such information. Publicly available information deemed relevant for the purpose of the analyses contained in the Final Report has also been used. Therefore the Final Report is based on: (i) our interpretation of the information which Hathway Cable, as well as their representatives and advisers, have supplied to us to date; (ii) our understanding of the terms upon which Hathway Cable intends to consummate the Transaction (iii) the assumption that the Transaction will be consummated in accordance with the expected terms and within the expected time periods. In the execution of the Engagement, SPA has elaborated its own analyses based on the methodologies illustrated below, reaching the conclusions contained in the final paragraph of this Final Report.

The Final Report and the Opinion concern exclusively for the purpose of proposed amalgamation and do not constitute an opinion by SPA as to the absolute value of the shares of Hathway Cable and Hathway Broadband. The conclusions contained in this Final Report are based on the whole of the valuations contained herein and therefore no part of the Final Report may be used apart from the document in its entirety.

The Final Report and the Opinion are necessarily based on economic, market and other conditions as on the date of valuation i.e. 05th November, 2015, and the written and oral information made available to us until 05th November, 2015. It is understood that subsequent developments may affect the conclusions of the Final



Report and of the Opinion and that, in addition, SPA has no obligation to update, revise, or reaffirm the Opinion.

In addition, SPA is expressing no opinion as to the price at which any securities of Hathway Cable and Hathway Broadband will trade on the stock market at any time. Other factors after the date hereof may affect the value of the businesses of Hathway Cable and Hathway Broadband either before or after completion of the event. No opinion is expressed by SPA whether any alternative transaction might have been more beneficial to Hathway Cable. It is understood that SPA or certain SPA affiliates, in the ordinary course of their activities, may actively trade, for their own account or for the account of customers, the equity and debt securities of Hathway Cable and Hathway Broadband or companies directly or indirectly controlled by, affiliated with Hathway Cable and Hathway Broadband or in which Hathway Cable and Hathway Broadband holds securities, and, accordingly, may at any time hold long or short positions in such securities. It also remains understood that SPA or certain SPA affiliates may currently have and may in the future have commercial banking, investment banking, trust and other relationships and/or engagements with, Counterparties which may have interests with respect to Hathway Cable and Hathway Broadband, or companies directly or indirectly, controlled by, affiliated with Hathway Cable and Hathway Broadband or in which Hathway Cable and Hathway Broadband holds securities. Finally, it remains understood that SPA or certain SPA affiliates may have fiduciary or other relationships and engagements whereby SPA or certain SPA affiliates may exercise voting power over securities of various persons, which securities may from time to time include securities of Hathway Cable and Hathway Broadband, or companies directly or indirectly controlled by, affiliated with Hathway Cable and Hathway Broadband, or in which Hathway Cable and Hathway Broadband holds securities, or other parties with an interest in the Transaction.

SUMMARY OF VALUATION PERFORMED BY J.B. Shah & Co., Chartered Accountants.

As per valuer, value of ISP business lies in its assets and hence they valued it INR 98.05 Cr. basis Net aggregate book value of the assets and liabilities of the ISP business.

We understand that the Resulting Company is a wholly owned subsidiary of the Transferor Company so as per the scheme referring valuation report the consideration for the proposed transfer of the ISP business into the Resulting Company will be paid in cash.

CONCLUSION

Subject to the assumptions presented herein, in our opinion the valuation done by J.B. Shah & Co., Chartered Accountants is fair considering circumstances and purpose of valuation.

As per the Scheme, the consideration for the proposed transfer of the ISP business into the Resulting Company will be paid in cash. The management of the Transferor Company and the Resulting Company have decided to carry out the transaction at Rs 98.05 Cr which is broadly based on net aggregate book value of the assets and liabilities of the ISP business.

Since the Resulting Company is wholly owned subsidiary of the Transferor Company, in the event of the transfer of the undertaking to Resulting company, the interest of the shareholders of the Transferor Company is not prejudicially affected.

For SPA Capital Advisors Limited.



(Sourabh Garg)
Vice President



(Khushboo Tanwar)
Manager

Submitted to

Hathway Cable and Datacom Limited

FAIRNESS OPINION REPORT

On valuation Report for Proposed Scheme of arrangement between

“Hathway Cable and Datacom Limited

And

Hathway Broadband Private Limited”

From J.B. Shah & Co., Chartered Accountants

BY

M/s SPA CAPITAL ADVISORS LTD.

25, C-Block, Community Centre,

Janak Puri, New Delhi.

Tel: 25558601/25517371/25515086

Fax: 25572763

Website: www.spacapital.com

“Everything we hear is an **opinion**, not a fact. Everything we see is a perspective, not the truth.”

November 05 2015

DCS/AMAL/AM/24(f)/291/2015-16
February 04, 2016

The Company Secretary
Hathway Cable & Datacom Ltd
Rahejas, 4th Floor,
Corner of Main Avenue & V P Road,
Santacruz (West), Mumbai - 400054

Subject: Observation letter regarding the Draft Scheme of Arrangement between Hathway Cable & Datacom Ltd and Hathway Broadband Private Ltd.

We are in receipt of Draft Scheme of Arrangement between Hathway Cable & Datacom Ltd and Hathway Broadband Private Ltd.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter dated February 3, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement:

- ***“Company to ensure that additional information, if any, submitted by the Company, after filling the scheme with the stock exchange, from the date of receipt of this letter is displayed on the website of the listed company”***
- ***“Company shall duly comply with various provisions of the Circulars.”***

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

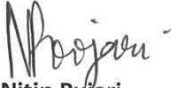
Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,



Nitin Pujari
Manager

Ref: NSE/LIST/59988

February 04, 2016

The Company Secretary
Hathway Cable & Datacom Limited
805/806, Windsor,
Off CST Rd, Kalina,
Santacruz,
Mumbai – 400054.

Kind Attn.: Ajay Singh

Dear Sir,

Sub: Observation letter for Draft Scheme of Arrangement between Hathway Cable & Datacom Limited and Hathway Broadband Private Limited and Their respective Shareholders .

This has reference to Draft Scheme of Arrangement between Hathway Cable & Datacom Limited and Hathway Broadband Private Limited and their respective Shareholders vide your letter dated December 07, 2015.

Based on our letter reference no. NSE/LIST/56702 submitted to SEBI and pursuant to SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI has vide letter dated February 03, 2016, has given following comments on the draft Scheme of Arrangement:

- “a. Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.
- b. The Company shall duly comply with various provisions of the Circulars.

We hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon’ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from February 04, 2016, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:



- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme.
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited

Kamlesh Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm



31 December 2015

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001
BSE Scrip Code: 533162

Dear Sirs,

Re.: Filing of the Complaints Report under regulation 37(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Scheme of Arrangement between Hathway Cable & Datacom Limited and Hathway Broadband Private Limited and their respective shareholders

Further to our application under Regulation 37(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement between Hathway Cable & Datacom Limited and Hathway Broadband Private Limited and their respective shareholders ('Scheme'), please find enclosed the Complaints Report for the period December 10, 2015 to December 30, 2015 as Annexure I.

We have also uploaded the Complaints Report on our website.

We request you to take the above on record and oblige. We request you to provide necessary "No Objection" at the earliest so as to enable us to file the Scheme with the Hon'ble High Court.

If you require any clarifications/information, we would be happy to provide the same.

Thanking You,
Yours Faithfully,

For Hathway Cable & Datacom Limited


Ajay Singh

Company Secretary & Chief Compliance Officer
FCS NO: 5189



Encl: as above

Hathway Cable & Datacom Limited

805/806, "Windsor", Off C.S.T. Road, Kalina, Santacruz (E), Mumbai 400 098. Tel.: +91 022 6774 2500, Fax : +91 22 6774 2400
Regd. Off.: "Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.
Email : info@hathway.net Website: www.hathway.com
CIN : L64204MH1959PLC011421



Complaints Report

Details of complaints, if any received from December 10, 2015 to December 30, 2015 for the proposed Scheme of Arrangement between Hathway Cable & Datacom Limited and Hathway Broadband Private Limited and their respective shareholders.

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A	-	-

For Hathway Cable & Datacom Limited,

Ajay Singh

Company Secretary & Chief Compliance Officer
FCS NO: 5189



Date: 31 December 2015

Hathway Cable & Datacom Limited

805/806, "Windsor", Off C.S.T. Road, Kalina, Santacruz (E), Mumbai 400 098. Tel.: +91 022 6774 2500, Fax : +91 22 6774 2400

Regd. Off.: "Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.

Email : info@hathway.net Website: www.hathway.com

CIN : L64204MH1959PLC011421



December 29, 2015

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
NSE Scrip Code: HATHWAY

Dear Sirs,

Re.: Filing of the Complaints Report under Regulation 37(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Scheme of Arrangement between Hathway Cable & Datacom Limited and Hathway Broadband Private Limited and their respective shareholders

Further to our application under Regulation 37(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement between Hathway Cable & Datacom Limited and Hathway Broadband Private Limited and their respective shareholders ('Scheme'), please find enclosed the Complaints Report for the period December 8, 2015 to December 28, 2015 as Annexure I.

We have also uploaded the Complaints Report on our website.

We request you to take the above on record and oblige. We request you to provide necessary "No Objection" at the earliest so as to enable us to file the Scheme with the Hon'ble High Court.

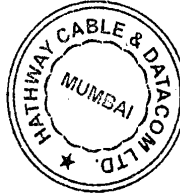
If you require any clarifications/information, we would be happy to provide the same.

Thanking You,
Yours Faithfully,

For Hathway Cable & Datacom Limited


Ajay Singh

Company Secretary & Chief Compliance Officer
FCS NO: 5189



Encl: as above

Hathway Cable & Datacom Limited

805/806, "Windsor", Off C.S.T. Road, Kalina, Santacruz (E), Mumbai 400 098. Tel.: +91 022 6774 2500, Fax : +91 22 6774 2400
Regd. Off.: "Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.
Email : info@hathway.net Website: www.hathway.com
CIN : L64204MH1959PLC011421



Complaints Report

Details of complaints, if any received from December 8, 2015 to December 28, 2015 for the proposed Scheme of Arrangement between Hathway Cable & Datacom Limited and Hathway Broadband Private Limited and their respective shareholders.

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A	-	-

For Hathway Cable & Datacom Limited,

Ajay Singh

Company Secretary & Chief Compliance Officer

FCS NO: 5189



Date: December 29, 2015

Hathway Cable & Datacom Limited

805/806, "Windsor", Off C.S.T. Road, Kalina, Santacruz (E), Mumbai 400 098. Tel.: +91 022 6774 2500, Fax : +91 22 6774 2400

Regd. Off.: "Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.

Email : info@hathway.net Website: www.hathway.com

CIN : L64204MH1959PLC011421



April 13, 2016

To
The Corporate Relationship Department
BSE Limited
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai – 400 001

Dear Sirs,

Ref.: Investor Grievance report for quarter ended 31st March, 2016

With reference to above and in compliance with the requirements of Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Investor Grievance Report for the quarter ended 31st March, 2016.

FOR HATHWAY CABLE & DATACOM LIMITED

A handwritten signature in black ink, appearing to read "Ajay Singh", written over a horizontal line.

AJAY SINGH
Head Legal, Company Secretary & Chief Compliance Officer
FCS No: 5189

Hathway Cable & Datacom Limited

805/806, "Windsor", Off C.S.T. Road, Kalina, Santacruz (E), Mumbai 400 098. Tel.: +91 022 6774 2500, Fax : +91 22 6774 2400
Regd. Off.: "Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.
Email : info@hathway.net Website: www.hathway.com
CIN : L64204MH1959PLC011421

LINK INTIME

April 12, 2016

To,
Company Secretary
Hathway Cables & Datacom Limited
8th Floor, 805/806, Windsor Bldg,
Off CST Road, Kalina,
Opp NAFA Bus Stop,
Santacruz East,
Mumbai - 400098.

Dear Sir,

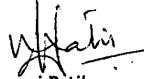
Sub: Investor Grievance Report for the quarter ended 31.03.2016
Unit: Hathway Cables & Datacom Limited

Please refer the below Investor Grievance Details for the quarter March 2016, starting from 01.01.2016 to 31.03.2016.

Description of Investors Grievances for this Quarter	No of Grievances
Total Grievances pending at the Beginning of Quarter	Nil
<u>Letters</u>	1
1. Non receipt of Annual Report	1
Correction in Refund Instrument	Nil
N.S.E.	Nil
B.S.E	Nil
S E B I	Nil
Total Grievances attended	1
Total Grievances pending at the end of the quarter	Nil

We confirm that NO complaints remained unattended / pending for more than 30 days.

For Link Intime India Pvt Limited,


Maheshwari Patil
Associate Vice President - Corporate Registry

CERTIFIED TRUE COPY

For Hathway Cable & Datacom Limited


Ajay Singh
Head Legal, Company Secretary
& Chief Compliance Officer

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- 1 Name of Listed Entity: Hathway Cable & Datacom Limited
- 2 Scrip Code/Name of Scrip/Class of Security: 533162 / HATHWAY / EQUITY
- 3 Share Holding Pattern Filled under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c) : March 31, 2016
 - a. If under 31(1)(b) then indicate the report for Quarter ending
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4 Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Promoter & Promoter Group	Public	Non Promoter Non Public
Particulars	Yes/No	Yes/No	Yes/No
1 Whether the Listed Entity has issued any partly paid up shares?	No	No	No
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?	No	No	No
3 Whether the Listed Entity has any shares against which depository receipts are issued?	No	No	No
4 Whether the Listed Entity has any shares in locked-in?	Yes	No	No
5 Whether any shares held by promoters are pledged or otherwise encumbered?	No	NA	NA
6 Whether the Listed Entity has issued any Differential Voting Rights?			

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

GENERATED ON :02/04/2016 NSDL : 31/03/2016 CDSL :31/03/2016

Hathway Cable & Datacom Limited

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form
								No of Voting Rights		As a % of total Shares held(b)			No. (a)	As a % of total Shares held(b)		
								Class eg: X	Class eg: Y						Total	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)			
(A)	Promoter & Promoter Group	4	361061015	0	0	361061015	43.4754	0	43.4754	7025000	1,9456	0	0.0000	361061015		
(B)	Public	13403	469433485	0	0	469433485	56.5246	0	56.5246	0	0.0000	NA	NA	469433220		
(C)	Non Promoter - Non Public				0	0	0.0000	0	0.0000	0	0.0000	NA	NA			
(C1)	Shares Underlying DFS	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0		
(C2)	Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0		
	Total	13407	830494500	0	0	830494500	100.0000	0	100.0000	7025000	0.8458	0	0.0000	830494235		

GENERATED ON : 02/04/2016 NSDL : 31/03/2016 CDSL : 31/03/2016

Hathway Cable & Datacom Limited
Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming conversion of convertible securities (as a percentage (XII)= (VII)+(X) As a % of (A+B+C2)	Number of Locked Shares held(b)	Number of Shares pledged or otherwise encumbered (No. (a))	As a % of total Shares held(b)	Number of equity shares held in dematerialised form	
								Class eg: X	Class eg: Y							
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) As a % of (A+B+C2)	(ix)		(x)	(xi) = (vii)+(x) As a % of (A+B+C2)	(xii)	(xiii)	(xiv)	(xv)	
1 Indian																
Individuals / Hindu Undivided Family			240966000	0	0	240966000	29.0148	0	240966000	29.0148	0	0.0000	0	0.0000	240966000	
(i) Ashay Rajan Raheja	ADNPR1084R	1	121413000	0	0	121413000	14.6194	0	121413000	14.6194	0	0.0000	0	0.0000	121413000	
(ii) Yiren Rajan Raheja	AEVPR7893D	1	119553000	0	0	119553000	14.3954	0	119553000	14.3954	0	0.0000	0	0.0000	119553000	
Central Government / State Government(s)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	
Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	
Any Other (Specify)		2	120095015	0	0	120095015	14.4607	0	120095015	14.4607	0	5.8495	0	0.0000	120095015	
Bodies Corporate		2	120095015	0	0	120095015	14.4607	0	120095015	14.4607	0	5.8495	0	0.0000	120095015	
(i) Hathway Investments Private Limited	AAACH1676B	1	81845015	0	0	81845015	9.8550	0	81845015	9.8550	0	8.5833	0	0.0000	81845015	
(ii) Spur Cable And Datacom Private Limited	AAACH1103J	1	38250000	0	0	38250000	4.6057	0	38250000	4.6057	0	0.0000	0	0.0000	38250000	
Sub Total (A(1))		4	361061015	0	0	361061015	43.4754	0	361061015	43.4754	0	1.9457	0	0.0000	361061015	
Foreign																
Individuals (Non-Resident)																
Individuals / Foreign Individuals)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	
Government		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	
Institutions		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	
Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	
Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	
Sub Total (A(2))		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	
Total Shareholding Of Promoter And Promoter Group (A)=(A(1))+A(2)		4	361061015	0	0	361061015	43.4754	0	361061015	43.4754	0	1.9457	0	0.0000	361061015	

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

(1) PAN would not be displayed on website of Stock Exchange(s)

(2) The term 'Encumbrance' has the same meaning as assigned under regulation 28(c) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

GENERATED ON :02/04/2016

NSDL : 31/03/2016

CDSL : 31/03/2016

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the shareholders	PAN	Nos. of sharehold-ers	No. of fully paid up equity shares held	Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (VII) = (IV)+(V)+(VI)	Sharehold- ing % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form
								No of Voting Rights	Class eg: X	Class eg: Y					
1 Institutions															
(a) Mutual Fund		9	49530970	0	0	49530970	5.9640	49530970	0	49530970	5.9640	0	0.0000	NA	49530970
(i) Reliance Capital Trustee Co. Ltd A/C Relianceequity Opportunities Fund	AAATR0090B		33468053	0	0	33468053	4.0299	33468053	0	33468053	4.0299	0	0.0000	NA	33468053
(b) Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	0
(c) Alternate Investment Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	0
(d) Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	0
(e) Foreign Portfolio Investor		45	279739908	0	0	279739908	33.6835	279739908	0	279739908	33.6835	0	0.0000	NA	279739908
(i) PE Mauritius India Holding Limited	AAECP9122F		70717760	0	0	70717760	8.5151	70717760	0	70717760	8.5151	0	0.0000	NA	70717760
(ii) Smallcap World Fund, Inc	AABC3581L		35876000	0	0	35876000	4.3198	35876000	0	35876000	4.3198	0	0.0000	NA	35876000
(iii) Clsa Global Markets Pte. Ltd.	AAFC6617F		33349680	0	0	33349680	4.0156	33349680	0	33349680	4.0156	0	0.0000	NA	33349680
(iv) Macquarie Bank Limited	AAECM2014P		25448913	0	0	25448913	3.0643	25448913	0	25448913	3.0643	0	0.0000	NA	25448913
(v) East Bridge Capital Master Fund Limited	AAECE9888M		22467400	0	0	22467400	2.7053	22467400	0	22467400	2.7053	0	0.0000	NA	22467400
(vi) Morgan Stanley Asia (Singapore) Pte.	AAECM3575F		18829558	0	0	18829558	2.2673	18829558	0	18829558	2.2673	0	0.0000	NA	18829558
(vii) Goldman Sachs (Singapore) Pte	AAFCG0345N		18364533	0	0	18364533	2.2113	18364533	0	18364533	2.2113	0	0.0000	NA	18364533
(viii) American Funds Insurance Series Global Small Capitalization Fund	AAAT5708K		11750000	0	0	11750000	1.4148	11750000	0	11750000	1.4148	0	0.0000	NA	11750000
(i) Financial Institutions / Banks		4	2461413	0	0	2461413	0.2964	2461413	0	2461413	0.2964	0	0.0000	NA	2461413
(g) Insurance Companies		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	0
(h) Provident Funds/ Pension Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	0
(i) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	0
Sub Total (B)(1)		56	331732291	0	0	331732291	39.9439	331732291	0	331732291	39.9439	0	0.0000	NA	331732291
2 Central Government/ State Government(s)/ President of India															
Sub Total (B)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	0
3 Non-Institutions															
Individuals															
i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		12574	6277856	0	0	6277856	0.7559	6277856	0	6277856	0.7559	0	0.0000	NA	6277591
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		7	1366933	0	0	1366933	0.1646	1366933	0	1366933	0.1646	0	0.0000	NA	1366933
(b) NBFCs registered with RBI		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	0
(c) Employee Trusts		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	0
(d) Overseas Depositories(holding DRs) (balancing figure)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	0
(e) Any Other (Specify)		764	130056405	0	0	130056405	15.6601	130056405	0	130056405	15.6601	0	0.0000	NA	130056405
(f) Trusts		1	510750	0	0	510750	0.0615	510750	0	510750	0.0615	0	0.0000	NA	510750
(g) Hindu Undivided Family		205	159933	0	0	159933	0.0193	159933	0	159933	0.0193	0	0.0000	NA	159933
(h) Foreign Companies		4	106438625	0	0	106438625	12.8164	106438625	0	106438625	12.8164	0	0.0000	NA	106438625
(i) PE Asia Holding Investments (Mauritius) Limited	AAECP1949E		52783220	0	0	52783220	6.3556	52783220	0	52783220	6.3556	0	0.0000	NA	52783220
(ii) Infrastructure India Holdings Fund Ltd	AAAB08779E		27843045	0	0	27843045	3.3526	27843045	0	27843045	3.3526	0	0.0000	NA	27843045
(iii) PE Asia Holding Investments Iv (Mauritius) Limited	AAAGP7686G		19350000	0	0	19350000	2.3299	19350000	0	19350000	2.3299	0	0.0000	NA	19350000
Sub Total (B)(3)		13403	469433485	0	0	469433485	56.5246	469433485	0	469433485	56.5246	0	0.0000	NA	469433220
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)															
IV Non Resident Indians (Non Repeat)		43	3758629	0	0	3758629	0.4526	3758629	0	3758629	0.4526	0	0.0000	NA	3758629
Sub Total (B)(4)		134	11318859	0	0	11318859	1.3629	11318859	0	11318859	1.3629	0	0.0000	NA	11318859
V Non Resident Indians (Repeat)		134	11318859	0	0	11318859	1.3629	11318859	0	11318859	1.3629	0	0.0000	NA	11318859
(i) Swiss B Ratings		164	1446850	0	0	1446850	1.7422	1446850	0	1446850	1.7422	0	0.0000	NA	1446850
(ii) Clearing Member		213	531979	0	0	531979	0.0641	531979	0	531979	0.0641	0	0.0000	NA	531979
(iii) Bodies Corporate		213	7336530	0	0	7336530	8.6834	7336530	0	7336530	8.6834	0	0.0000	NA	7336530
Sub Total (B)(5)		13445	137701194	0	0	137701194	16.5806	137701194	0	137701194	16.5806	0	0.0000	NA	137700929
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)															
Sub Total (B)(6)		13403	469433485	0	0	469433485	56.5246	469433485	0	469433485	56.5246	0	0.0000	NA	469433220

Details of the shareholders as persons in Concert including their Shareholding (No. and %): Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

- PAN would not be displayed on website of Stock Exchange(s).
- The above format needs to be disclosed along with the name of following persons: Institutions/Non Institutions holding more than 1% of total number of shares
- W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

Pathway Cable & Datacom Limited
Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculate as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights	Class eg: X	Class eg: y				Total	No. (a)		As a % of total Shares held(b)
													(IX)			(X)	
1 Custodian/DR Holder Employee Benefit Trust (under SEBI (Share based Employee Benefit Regulations, 2014)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)	(XIII)	(XIV)				
2 Total Non-Promoter- Non Public Shareholding (C)= (C1)+(C2)		0	0	0	0	0	0.0000	0	0	0.0000	0	0	0.0000	NA	0		
							0.0000	0	0	0.0000	0	0	0.0000	NA	0		
							0.0000	0	0	0.0000	0	0	0.0000	NA	0		

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to disclose name of all holders holding more than 1% of total number of shares
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available

GENERATED ON :02/04/2016 NSDL : 31/03/2016 CDSL :31/03/2016

Table IIA - Unclaimed Details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

No. of shareholders	No of Shares held

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.748 OF 2016**

In the matter of the Companies Act, 1956 (1 of 1956) and to the extent applicable provisions of the Companies Act, 2013 (18 of 2013);

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956;

AND

In the matter of Scheme of Arrangement of HATHWAY CABLE AND DATACOM LIMITED with HATHWAY BROADBAND PRIVATE LIMITED and their respective shareholders and creditors.

HATHWAY CABLE AND DATACOM LIMITED, a company)
incorporated under the Companies Act, 1956 and having its)
registered office at '**Rahejas', 4th Floor, Corner of Main)
Avenue & V.P Road, Santacruz (West), Mumbai – 400 054)
..... Applicant Company**

FORM OF PROXY

I/We, the undersigned, as the equity shareholder(s) of Hathway Cable and Datacom Limited (the above named Applicant) do hereby appoint Shri/Smt/Ms _____ of _____ and failing him/her Shri/Smt/Ms _____ of _____ as my /our Proxy, to act for me/ us at the meeting of the equity shareholders of the Applicant Company to be held on Saturday, 15 October, 2016 at 3.00 P.M. at '**Rahejas', 6th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054** for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement between Hathway Cable and Datacom Limited with Hathway Broadband Private Limited and their respective shareholders and creditors at such meeting and any adjournment / adjournments thereof to vote, for me / us and in my / our name(s) *(here, "if for" insert "for", "if against", insert "against", and in the latter case, strike out the words below either with or without modification(s) after the word Arrangement") the said Scheme of Arrangement either with or without modification(s) as my/our proxy may approve.

Signatures of Shareholder(s) across the stamp

Signatures of proxy

*(Strike out what is not necessary)

Dated this _____ day of _____ 2016



Name: _____

Address: _____

Regd. Folio No./DP Id** /Client Id No.**:

** Applicable for shareholder(s) holding shares in dematerialized form.

- Notes:**
1. All alterations made in the Form of Proxy should be initialed.
 2. The Proxy must be deposited at the registered office of the Applicant Company at '**Rahejas', 4th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054** not less than 48 (Forty-Eight) hours prior to the commencement of the aforesaid meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by shareholder(s) holding more than 10% of the total share capital of the Applicant Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
 3. In case multiple proxies are received not less than 48 (Forty-Eight) hours before the time of holding the aforesaid meeting, the proxy later in time shall be accepted.

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

Court convened Meeting of the Equity Shareholders of Hathway Cable and Datacom Limited

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the meeting of the equity shareholders convened under the directions of Hon'ble High Court of Judicature at Bombay, vide order dated 1 September, 2016 held on Saturday, October 15, 2016 at 3.00 P.M. at 'Rahejas', 6th Floor, Corner of Main Avenue & V.P Road, Santacruz (West), Mumbai – 400 054.

Name and Address of the Equity Shareholder:

(If represented by Authorised Representative, details of the same)

No. of Shares : _____
DP Id* : _____
Client Id* : _____
Regd. Folio No.: _____
Name of the proxy holder/ _____
Authorised representative : _____

* Applicable for shareholder(s) holding shares in dematerialized form.
I further declare that above particulars are true and correct to the best of my knowledge.

Signature: _____

Date:
Place: Mumbai

Important:

1. Equity Shareholder, proxy holder or the Authorized Representative attending this meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled and signed.
2. Equity Shareholder, proxy holder or the Authorized Representative are requested to bring their copy of notice for reference at the meeting.
3. Equity Shareholders are requested to hand over the enclosed Attendance slip, duly signed in accordance with their specimen signature(s) registered with the Applicant Company for admission to the meeting hall. Equity Shareholders who hold shares in dematerialized form are requested to bring in their Client ID and DP ID numbers for identification.

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