



HATHWAY CABLE AND DATACOM LIMITED

Regd, Off.: "Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.
Tel : + 91 022 26001306 Fax: + 91 022 26001307
CIN No.: L64204MH1959PLC011421
Email : info@hathway.net Website : www.hathway.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 01/2018-19 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF HATHWAY CABLE AND DATACOM LIMITED WILL BE HELD ON WEDNESDAY, 14TH NOVEMBER, 2018 AT 2:00 P.M. AT ISKCON'S AUDITORIUM, HARE KRISHNA LAND, NEXT TO HARE KRISHNA TEMPLE, JUHU, MUMBAI – 400049, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 200,00,00,000/- (RUPEES TWO HUNDRED CRORES ONLY) TO RS. 400,00,00,000/- (RUPEES FOUR HUNDRED CRORES ONLY) AND ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

1. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) to Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only) divided into 199,90,00,000 (One Hundred and Ninety-Nine Crores and Ninety Lakhs) Equity Shares of Rs. 2/- (Rupees Two) each and 200,000 (Two Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each, by creation of an additional 100,00,00,000 (One Hundred Crores) Equity Shares of Rs. 2/- (Rupees Two) each.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause 'V' of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in its place, the following as new Clause 'V':

- 'V'. The Authorised Share Capital of the Company is Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only) divided into 199,90,00,000 (One Hundred and Ninety-Nine Crores and Ninety Lakhs) Equity Shares of Rs. 2/- (Rupees Two) each and 200,000 (Two Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each, with power to the Company to increase or reduce the said capital and to issue any part of its capital, original or increased with or without any preference, priority or special privileges of subjects to any postponement or rights or to any conditions or restrictions, so that unless the conditions of issue shall otherwise be subject to the power herein contained and to divide the shares in the capital for the time being in several classes (being those specified in the Companies Act, 2013). The rights and privileges attached to any shares having preferential, qualified or special rights, privileges or conditions attached thereto may be altered or dealt with in accordance with the clauses of the accompanying Articles of Association but not otherwise.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

RAISING OF FUNDS BY THE COMPANY PURSUANT TO SECTION 42 and 62(1)(c) OF THE COMPANIES ACT, 2013 THROUGH PREFERENTIAL ALLOTMENT OF EQUITY SHARES

2. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force) and/or the applicable rules, regulations, notifications and circulars, if any, issued by the Securities and Exchange Board of India (**SEBI**) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/ Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable (the **ICDR Regulations**), the Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by the appropriate authorities and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI (LODR)**) and in accordance with the instructions issued by SEBI, BSE Limited (BSE), the National Stock Exchange of India Limited (NSE) (the **Stock Exchanges**) where the Company's Equity Shares of face value of Rs. 2/- each are listed and other concerned and appropriate authorities and other applicable laws, if any and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, SEBI and any other appropriate authority(ies), bank(s), institution(s) or body(ies) whether in India or outside India, as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (**“Board”**, which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to create, issue, offer and allot on preferential basis, for cash, 90,88,10,000 (Ninety Crores Eighty Eight Lakhs and Ten Thousand) equity shares of the Company of the face value of Rs. 2/- (Rupees Two) each (**Equity Shares**) at a price of Rs. 32.35 (including a premium of Rs. 30.35) per Equity Share aggregating up to Rs. 2940,00,03,500 (Rupees Two Thousand Nine Hundred and Forty Crores and Three Thousand Five Hundred only) in accordance with the ICDR Regulations (**Preferential Allotment**), to Jio Content Distribution Holdings Private Limited (**“Investor 1”**), Jio Internet Distribution Holdings Private Limited (**“Investor 2”**) and Jio Cable and Broadband Holdings Private Limited (**“Investor 3”**) (hereinafter collectively referred to as the **“Investors”**), as specified below:

SR. NO.	ALLOTTEES	NUMBER OF SHARES	PERCENTAGE OF SHAREHOLDING POST ALLOTMENT
1.	Investor 1	53,46,98,609	30.21
2.	Investor 2	21,42,96,755	12.11
3.	Investor 3	15,98,14,636	9.03

Conditions for the Preferential Issue:

1. The Equity Shares to be issued and allotted pursuant to the Preferential Allotment shall be in dematerialized form, fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company.
2. The relevant date for determination of the price for the purpose of the Preferential Allotment of Equity Shares is October 15, 2018, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on November 14, 2018 to approve this offer.
3. Subject to the provisions of the ICDR Regulations, the Equity Shares shall be allotted by the Company to the Investors within a period of 15 days from the date of passing of the shareholders' resolution, provided that if any approval or permission by any regulatory authority or the Central Government for the allotment of the Equity Shares is pending as on the date of the shareholders' resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be.
4. Equity Shares to be issued and allotted shall be subject to lock in as provided under the ICDR Regulations.
5. The Investors shall be required to bring in 100% of the consideration for the Equity Shares to be allotted on or before the date of allotment thereof.
6. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors.
7. The Equity Shares so offered, issued and allotted will be listed and traded on the stock exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
8. Such other conditions as may be applicable pursuant to ICDR Regulations and other applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, appointment of legal advisors/solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and/or any other advisors, professionals, agencies as may be required, to negotiate/modify/execute/deliver and/or sign any declarations, offer letters, prospectus, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard and to resolve and settle any questions and difficulties that may arise in the proposed creation, offer, issue and allotment of the Equity Shares and utilization of issue proceeds without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a committee of the Board or any such persons, as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as it may deem fit and proper for the purposes of the Preferential Allotment and settle any questions or difficulties that may arise in regard to the Preferential Allotment.”

By Order of the Board

Place: Mumbai
Date: October 17, 2018

Head Corporate Legal, Company Secretary & Chief Compliance Officer
Ajay Singh
FCS NO: 5189

Registered Office

Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road,
Santacruz West, Mumbai - 400054
CIN: L64204MH1959PLC011421
Tel No. 022-26001306 Fax No. 022-26001307
Mail: info@hathway.net
Website: www.hathway.com

NOTES:

1. Notice of this Extraordinary General Meeting (“EGM”) is being sent to all shareholders, whose names appear in the Register of Members as Beneficial Owners as received from Depositories as on October 12, 2018.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and on a poll, to vote instead of himself/herself and such proxy need not be a member of the Company.
3. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the Companies must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Corporate Members intending to send their Authorized Representatives to attend the EGM are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the EGM.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the aforesaid special businesses of the Company is annexed hereto.
7. The EGM Notice is sent electronically to all the shareholders who have registered their email ids with the Company and to other shareholders physically through speed post.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
9. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.
10. The facility for voting through ballot or polling paper shall be made available at the meeting and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on **Sunday, November 11, 2018 at 10:00 am** and ends on **Tuesday, November 13, 2018 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 **Wednesday, 7th November, 2018** may cast their vote electronically. The e-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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com 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 the address sticker / Attendance slip indicated in the PAN field.
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 Hathway Cable and 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 same 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 and Custodians respectively.
 - 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.
 - 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.

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 **Wednesday, 7th November, 2018**.

Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. 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 Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the conclusion of the EGM of the Company. 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.

By Order of the Board

Place: Mumbai
Date: October 17, 2018

Ajay Singh
Head Corporate Legal, Company Secretary & Chief Compliance Officer
FCS NO: 5189

Registered Office

Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road,
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item 1:

The Board of Directors at its meeting held on October 17, 2018, subject to consent of the members of the Company, approved the preferential issue of Equity Shares.

At present, the Authorised Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 99,90,00,000 (Ninety Nine Crores and Ninety Lakhs) Equity Shares of Rs. 2/- (Rupees Two) each and 200,000 (Two Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each. In view of the proposed preferential issue, the Company is planning to increase the Authorised Share Capital from Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) to Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only) divided into 199,90,00,000 (One Hundred and Ninety-Nine Crores and Ninety Lakhs) Equity Shares of Rs. 2/- (Rupees Two) each and 200,000 (Two Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each, by creation of an additional 100,00,00,000 (One Hundred Crores) Equity Shares of Rs. 2/- (Rupees Two) each.

Pursuant to Section 61 and 64 of the Companies Act, 2013, the above proposal requires the approval of the shareholders. The resolution, if approved, would also result into alteration of Clause 'V' of the Memorandum of Association of the Company. The approval of the shareholders would be required for alteration of Clause 'V' vide Section 13 of the Companies Act, 2013.

Your Directors recommend the resolution as set out in Item No. 1 of the Notice for your approval.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons are concerned or interested in the above resolution.

Item 2:

The Board of Directors of the Company at its meeting held on October 17, 2018, subject to necessary approvals, approved the proposal to raise funds to create, issue, offer and allot on preferential basis, for cash, 90,88,10,000 (Ninety Crores Eighty Eight Lakhs and Ten Thousand) Equity Shares of the Company of the face value of Rs. 2/- (Rupees Two) each (**Equity Shares**) at a price of Rs. 32.35 (including a premium of Rs. 30.35) per Equity Share aggregating up to Rs. 2940,00,03,500 (Rupees Two Thousand Nine Hundred and Forty Crores and Three Thousand Five Hundred Only (**Preferential Allotment**), to Jio Content Distribution Holdings Private Limited ("**Investor 1**"), Jio Internet Distribution Holdings Private Limited ("**Investor 2**") and Jio Cable and Broadband Holdings Private Limited ("**Investor 3**") (hereinafter collectively referred to as the "**Investors**"):

SR. NO.	ALLOTTEES	NUMBER OF SHARES	PERCENTAGE OF SHAREHOLDING POST ALLOTMENT
1.	Investor 1	53,46,98,609	30.21
2.	Investor 2	21,42,96,755	12.11
3.	Investor 3	15,98,14,636	9.03

Pursuant to the same, the Company, the Investors, members of the existing promoter and promoter group of the Company have entered into a share subscription agreement dated October 17, 2018 ("**SSA**") in relation to the proposed preferential allotment to the Investors. Simultaneously with the execution of the SSA, the Company, Investors and members of the existing promoter and promoter group of the Company have entered into a shareholders' agreement dated October 17, 2018 ("**SHA**"). The transactions pursuant to the SSA and SHA are collectively referred to as the "**Underlying Transactions**".

Pursuant to provisions of Sections 42 and 62 (1)(c) of Companies Act, 2013 (**Act**) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 / Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable (the **ICDR Regulations**), any preferential allotment of securities is required to be approved by the shareholders by way of a Special Resolution.

The consent of the shareholders is being sought by a special resolution to enable the Board to issue Equity Shares as may be permitted under applicable laws to the proposed allottees in accordance with the provisions of the Act and Rules made thereunder, ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

Further, the details of the preferential allotment in terms of the Act and the ICDR Regulations are as follows:

A. The objects of the issue

Subject to the applicable laws, the purpose and the objects for the issuance of Equity Shares is to mobilize funds for funding current/ future expansion plans, potential acquisitions, working capital and general corporate purposes.

B. Number of shares to be issued and amount proposed to be raised

The resolution set out in the accompanying Notice entitles the Board to issue 90,88,10,000 (Ninety Crores Eighty Eight Lakhs and Ten Thousand) Equity Shares. The Company proposes to raise Rs. 2940,00,03,500 (Rupees Two Thousand Nine Hundred and Forty Crores and Three Thousand Five Hundred only) from the Preferential Allotment.

C. Issue price and relevant date

The Equity Shares under this preferential issue shall be issued at Rs. 32.35 (including a premium of Rs. 30.35) per Equity Share which is higher than price of Rs. 26.39 per Equity Share determined in accordance with the ICDR Regulations.

The relevant date for the purpose of determination of minimum issuance price of the Equity Shares to be issued and allotted is October 15, 2018, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting to be held on November 14, 2018 to approve this offer.

D. Basis on which the price has been arrived

The Equity Shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with the ICDR Regulations. For the purpose of computation of the price per Equity Share, trading at the National Stock Exchange of India Limited (the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company) during the preceding twenty- six weeks prior to the relevant date has been considered.

In terms of the ICDR Regulations, the Equity Shares shall be allotted at a price not less than higher of the following:

- i. Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the stock exchange, during the twenty-six weeks preceding the Relevant Date, or
- ii. Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price of Rs. 32.35 per equity share is higher than the price of Rs. 26.39, which has been calculated in accordance with the above provisions.

Since the Equity Shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per Equity Share.

E. The Proposal of promoters, directors or key managerial personnel to subscribe to the offer

None of the promoters, directors or key managerial personnel of the Company are subscribing to the Preferential Allotment.

However, upon completion of the proposed preferential issue, the Investors shall be classified as “Promoters” and will be in sole control of the Company.

F. Lock in

The securities issued under the above preferential issue shall be subject to a lock-in period in accordance with the applicable provisions of the ICDR Regulations.

G. The proposed time within which the allotment shall be completed

The Equity Shares shall be allotted within a period of 15 days from the date of passing of the special resolution by the Members. Provided that where the allotment is pending on account of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of the last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

H. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them and the detailed pre and post shareholding pattern of the Company

Name and shareholding of the proposed allottees / Investors:

Sr. No.	Proposed Investor	Securities to be allotted	Pre- Preferential Allotment Share Holding (in %) (As on 12.10.2018)	Post- Preferential Allotment Share Holding (in %)
1.	Investor 1	53,46,98,609	Nil	30.21
2.	Investor 2	21,42,96,755	Nil	12.11
3.	Investor 3	15,98,14,636	Nil	9.03

Pre and Post shareholding pattern of the Company:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of shares held (As on 12.10.2018)	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding				
1	Indian				
	a) Existing Promoters	391,861,015	45.50	391,861,015	22.14
	Individual	240,966,000	27.98	240,966,000	13.61
	Bodies Corporate	150,895,015	17.52	150,895,015	8.52
	b) New Promoters			908,810,000	51.34
	Investor 1	Nil	Nil	53,46,98,609	30.21
	Investor 2	Nil	Nil	21,42,96,755	12.11
	Investor 3	Nil	Nil	15,98,14,636	9.03
	Sub Total	391,861,015	45.50	1,300,671,015	73.48
2	Foreign Promoters	-	-	-	-
	Total (A)	391,861,015	45.50	1,300,671,015	73.48
B	Non Promoters' holding				
1	Institutions:				
	Mutual Funds	57,169,596	6.64	57,169,596	3.23
	Foreign Portfolio Investors	144,854,111	16.82	144,854,111	8.18
	Financial Institutions/ Banks	1,061,663	0.12	1,061,663	0.06
	Sub Total (B1)	203,085,370	23.58	203,085,370	11.47
2	Non Institution:			-	
	Bodies Corporate	34,223,879	3.97	34,223,879	1.93
	Directors and Relatives	27,315	0.00	27,315	0.00
	Public	84,852,469	9.85	84,852,469	4.79
	Clearing Members	2,678,049	0.31	2,678,049	0.15
	Foreign Company	99,976,265	11.61	99,976,265	5.65
	HUF	2,078,164	0.24	2,078,164	0.12
	NBFCs registered with RBI	454,900	0.05	454,900	0.03
	Non Resident Indians	13,394,553	1.56	13,394,553	0.76
	Non Resident (Non Repatriable)	4,103,663	0.48	4,103,663	0.23
	Trusts	1,131,967	0.13	1,131,967	0.06
	Alternate Investment Funds	23,426,891	2.72	23,426,891	1.32
	Sub Total (B2)	266,348,115	30.92	266,348,115	15.05
	Total (B1 + B2)	469,433,485	54.50	469,433,485	26.52
	Grand Total	861,294,500	100.00	1,770,104,500	100.00

I. The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees is as follows:

Name of the Proposed Allottee	No. of Shares to be allotted	If Allottee is not a Natural Person, Identity of the Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued, if applicable.	Percentage of post-Preferential Allotment capital to be held (%)
Jio Content Distribution Holdings Private Limited	53,46,98,609	Digital Media Distribution Trust (represented by its trustees Reliance Media Transmission Private Limited, Shri Madhusudana Siva Prasad Panda and Shri Atul S. Dayal controls the allottee. Reliance Content Distribution Limited, a wholly owned subsidiary (through Reliance Industrial Investments and Holdings Limited) of Reliance Industries Limited (a listed company) is the sole beneficiary of the Digital Media Distribution Trust.	30.21
Jio Internet Distribution Holdings Private Limited	21,42,96,755	Digital Media Distribution Trust (represented by its trustees Reliance Media Transmission Private Limited, Shri Madhusudana Siva Prasad Panda and Shri Atul S. Dayal controls the allottee. Reliance Content Distribution Limited, a wholly owned subsidiary (through Reliance Industrial Investments and Holdings Limited) of Reliance Industries Limited (a listed company) is the sole beneficiary of the Digital Media Distribution Trust.	12.11
Jio Cable and Broadband Holdings Private Limited	15,98,14,636	Digital Media Distribution Trust (represented by its trustees Reliance Media Transmission Private Limited, Shri Madhusudana Siva Prasad Panda and Shri Atul S. Dayal controls the allottee. Reliance Content Distribution Limited, a wholly owned subsidiary (through Reliance Industrial Investments and Holdings Limited) of Reliance Industries Limited (a listed company) is the sole beneficiary of the Digital Media Distribution Trust.	9.03

J. The change in control, if any, in the Company that would occur consequent to the preferential offer

On completion of the Underlying Transactions, the Investors will be in sole control of the Company.

K. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price and other confirmations

During the year under review, the Company has allotted 30,800,000 Equity Shares of Rs. 2/- each at a price of Rs. 32.35 per share amounting to Rs. 996,380,000/- on preferential basis to Hathway Investments Private Limited, an entity forming part of the promoter group.

L. Undertakings

Since the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per Equity Share and therefore the Company is not required to submit the undertaking specified under ICDR Regulations.

M. Auditor's Certificate

The certificate from M/s. Nayan Parikh & Co., Chartered Accountants being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be placed before the shareholders of the Company at the Extraordinary General Meeting of the Company and shall also be available for inspection at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. (office hours) on all the working days except (Public holidays and Saturdays) up to the date of Extra Ordinary General Meeting.

N. Disclosure of Interest

None of the Promoters, Directors, Key Managerial Personnel or their relatives or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, as specified in Section 102 of the Act, are interested in the proposed resolution, other than as disclosed herewith with respect to the SSA and the SHA.

The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed.

None of the Company, the Promoter or the Directors have been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Accordingly, the aforesaid proposal is in the interest of the Company and the Board thus recommends resolution at item No.2. for approval of the Members as a special resolution.

By Order of the Board

Place: Mumbai
Date: October 17, 2018

Ajay Singh
Head Corporate Legal, Company Secretary & Chief Compliance Officer
FCS NO: 5189

Registered Office

Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road,
Santacruz West, Mumbai - 400054
CIN: L64204MH1959PLC011421
Tel No. 022-26001306 Fax No. 022-26001307
Mail: info@hathway.net
website: www.hathway.com



HATHWAY CABLE AND DATACOM LIMITED

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

Tel : + 91 022 26001306 Fax: + 91 022 26001307

CIN No.: L64204MH1959PLC011421

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

ATTENDANCE SLIP

Registered Folio No./ DP ID No. / Client ID No:	
Name and address of the Member(s): Joint Holder 1: Joint Holder 2:	
Number of Shares held:	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company at ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400049 on Wednesday, 14th November, 2018 at 2:00 p.m.

Name of the member / proxy

Signature of member / proxy

Note:

1. Only Member/Proxyholder can attend the Meeting.
2. Please fill up the attendance slip and hand it over at the entrance of the meeting hall.

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MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Extraordinary General Meeting – 14th November, 2018

Name of the Member(s) :	
Registered Address :	
Email :	
Folio No. / Client ID :	
DP ID :	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____ E-mail Id: _____
Address: _____
Signature: _____

or failing him/her

2. Name: _____ E-mail Id: _____
Address: _____
Signature: _____

or failing him/her

3. Name: _____ E-mail Id: _____
Address: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, 14th November, 2018 at 2:00 p.m. at ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Voting		
		For	Against	Abstain
SPECIAL BUSINESS				
1	Ordinary resolution for increasing the Authorised Share Capital of the Company from Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) to Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only) divided into 199,90,00,000 (One Hundred and Ninety-Nine Crore and Ninety Lakhs) Equity Shares of Rs. 2/- (Rupees Two) each and 200,000 (Two Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each, by creation of an additional 100,00,00,000 (One Hundred Crore) Equity Shares of Rs. 2/- (Rupees Two) each and altering the Clause V of the Memorandum of Association of the Company			
2	Special Resolution for raising of funds by way of creating, offering, issuing and allotting on preferential basis for cash, up to 90,88,10,000 (Ninety Crores Eighty Eight Lakhs and Ten Thousand) equity shares of the Company of the face value of Rs. 2/- (Rupees Two) each (Equity Shares) at a price of Rs. 32.35 (including a premium of Rs. 30.35) per Equity Share aggregating Rs. 2940,00,03,500 (Rupees Two Thousand Nine Hundred and Forty Crores and Three Thousand Five Hundred only) to Jio Content Distribution Holdings Private Limited, Jio Internet Distribution Holdings Private Limited and Jio Cable and Broadband Holdings Private Limited.			

Signed this _____ day of _____ 2018

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp of Re. 1/-

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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Route Map from Vile Parle Railway Station to ISKCON, Juhu

