



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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that the draft resolutions as set out below are proposed to be passed through Postal Ballot in accordance with Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 or any amendment thereof.

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

The Board has appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process through Postal Ballot in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner.

Members are requested to read carefully, the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before **5.00 p.m. on Sunday, 12th March, 2017**. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has also provided e-voting facility for its Members to exercise their vote on resolutions proposed to be passed through Postal Ballot. The procedure for e-voting is given below the Explanatory Statement. Responses received from Members after **Sunday, 12th March, 2017** shall be treated as if no response is received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014. Members are therefore requested to send the duly completed Postal Ballot Forms on or before **5.00 p.m. on Sunday, 12th March, 2017** providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result on the resolutions proposed to be passed through the Postal Ballot shall be announced on **Tuesday, 14th March, 2017**.

Draft Resolutions to be passed through Postal Ballot:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013 and any other applicable law for the time being in force, the resolution passed at the Court Convened Meeting of equity shareholders of the Company held on Saturday, October 15, 2016 in respect of demerger of the broadband business of the Company into Hathway Broadband Private Limited, as embodied in the Scheme of Arrangement, entered into between the Company and Hathway Broadband Private Limited, filed before the Honorable High Court of Judicature at Bombay be and is hereby rescinded and shall not be acted upon and that Petition filed with the Honorable High Court, Bombay be withdrawn.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary of the Company be and are hereby authorized to sign, verify, and execute necessary deeds, documents and letters and to digitally sign and file necessary e-forms and to intimate the same to the relevant authorities including Honorable High Court powers transferred to National Company Law Tribunal vide Notification No. G.S.R 1119 dated 7th December, 2016 of Ministry of Corporate Affairs) for withdrawal of the Petition, and/or other applicable regulatory/ governmental authorities, if applicable and as may be required from time to time and to do all such acts, deeds and things as may be necessary and expedient so as to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, any other law for the time being in force and such other approvals, consents and permissions from the appropriate

authorities, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to sell, transfer or dispose of its Cable Television Business (**CATV Business**) to Hathway Datacom Central Private Limited, a wholly-owned subsidiary company, together with all tangible and intangible assets, liabilities, rights, contracts, permissions, personnel and employees, other assets and liabilities in relation to CATV Business by way of slump sale, on the key terms and conditions as set out in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the any one of the Directors of the Company and / or Company Secretary be and are hereby authorized to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment, conveyance deed, undertakings, deeds, transition services agreements, requisite applications, representations and execute all such other ancillary documents and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise with regards to sale and/or transfer of the CATV Business as the Company and Hathway Datacom Central Private Limited may in their absolute discretion deem fit without it referring to the members of the Company."

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

**Place: Mumbai
Date: 8th February, 2017**

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

NOTES:

1. The approval of shareholders of the Company is solicited by passing resolutions through Postal Ballot as detailed in Item Nos. 1 and 2 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members as Beneficial Owners as on **Friday, 3rd February, 2017**.
2. Explanatory Statement setting out all material facts as required under Section 102 and 110 of the Act in respect of the aforesaid special business of the Company is appended.
3. Resolutions, if approved, by the shareholders by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the shareholders.
4. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company and to other shareholders through courier.
5. Shareholders who have received the Postal Ballot Notice by email and who do not wish to avail the electronic voting facility, such shareholders can send a request on email to info@hathway.net or write a letter to the Registrars & Share Transfer Agents of the Company i.e. M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 for obtaining physical Notice and Postal Ballot Form.
6. Voting through electronic means:

In Compliance with provisions of Section 108 of the Act 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 are as under:

- (i) The voting period begins on **Saturday, 11th February, 2017 at 10.00 am** and ends on **Sunday, 12th March, 2017 at 5.00 pm**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 3rd February, 2017** 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 member holding share in Demat Form / 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 Postal Ballot Form, 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 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 **Friday, 3rd February, 2017**.

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 two (2) 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 **Tuesday, 14th March, 2017**. 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.

ANNEXURE TO NOTICE

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

Item No. 1 and 2:

At the Court convened meeting of equity shareholders of the Company held on Saturday, October 15, 2016, the equity shareholders of the Company approved the demerger of the broadband business of the Company into its wholly owned subsidiary (WOS) company namely Hathway Broadband Private Limited. The petition in this respect is pending with the Honorable High Court of Judicature at Bombay. However, foreseeing the market conditions, your Board of Directors, has decided that since the broadband is the primary growth driver of the business, it is important and vital to have the broadband business in the parent company i.e. Hathway Cable and Datacom Limited. Hence, it is appropriate to retain the potentially more profitable broadband business in the Company and spin off the CATV business into Hathway Datacom Central Private Limited, WOS of the Company. Keeping this in mind, the Board of Directors at their meeting held on Thursday, January 12, 2017, approved the significant business restructuring and as part of the same, inter alia, approved the following matters:

- 1) The withdrawal of the scheme of demerger of the Broadband Business of the Company into Hathway Broadband Private Limited filed with the Hon'ble High Court of Judicature at Bombay;
- 2) In-principle approval for spin off of the CATV Business of the Company into Hathway Datacom Central Private Limited, WOS of the company.

The Board of Directors is of the opinion that the aforesaid business restructuring would benefit the Company and stakeholders in following ways:

1. Investors will benefit from direct stake in the parent entity housing the high growth potential business;
2. It would create an independent structure for future fund raising for investors interested in only one line of Business (while the option to invest in both would always be available);
3. Separate companies anyway would facilitate benchmarking its performance with established domestic /global peers thereby bringing in enhanced competitiveness.

Further, the Board of Directors at its meeting held on Wednesday, February 8, 2017, approved to sell, transfer or dispose of its CATV Business to Hathway Datacom Central Private Limited, WOS, together with all tangible and intangible assets, liabilities, rights, contracts, permission, personnel and employees, other assets and liabilities in relation to CATV Business by way of slump sale, on the key terms and conditions as set out below:

- 1) The consideration for transfer of CATV Business to Hathway Datacom Central Private Limited shall be in excess of Rs. 300 Crores (Rupees Three Hundred Crores only), verified by an independent chartered accountant;
- 2) Subsequent to the slump sale on the Closing Date i.e. March 31, 2017, all income, revenue, profit, costs and expenses from the CATV Business shall belong to Hathway Datacom Central Private Limited;
- 3) To the extent permitted under applicable law, the Permits required to operate the CATV Business shall be transferred by the Company to Hathway Datacom Central Private Limited on the Closing Date;
- 4) In relation to the liabilities of the CATV Business expressly decided between the Company and Hathway Datacom Central Private Limited, Hathway Datacom Central Private Limited shall not assume any liability relating to the broadband business of the company;
- 5) All the moveable and fixed, assets shall be transferred to Hathway Datacom Central Private Limited by way of physical delivery;
- 6) The CATV employees will have continuity of employment with Hathway Datacom Central Private Limited on such terms and conditions which considered in their entirety shall be no less favourable than the terms applicable to the CATV employees before sale of CATV business;
- 7) All the contracts shall be transferred to Hathway Datacom Central Private Limited on the Closing Date and it shall carry out all the obligations and liabilities created by or arising under the contracts after Closing Date.

Pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the aforesaid proposal of selling, transferring or disposing of CATV business of the Company and to rescind the earlier resolution passed for the purpose of demerger of the broadband business of the Company into Hathway Broadband Private Limited would require the consent of Shareholders of the Company. The said resolutions, are therefore, recommended for your approval.

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

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

Place: Mumbai
Date: 8th February, 2017

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

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

POSTAL BALLOT FORM

Sr. No. :

1. Name and Registered Address of Sole / :
First named Shareholder (in block letters)
2. Name(s) of Joint holder(s), if any (in block :
letters)
3. Registered Folio No. / DP ID No.* / Client :
ID No.* (*Applicable to Investors holding
shares in dematerialized form)
4. Number of Shares held (Equity Share of :
Rs.2/- each)
5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 8th February, 2017, by conveying my/our assent or dissent to the said Special Resolutions by placing the tick (√) mark in the appropriate box below:

Item No.	Brief particulars of the resolution	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution to sell, transfer or dispose of the Cable Television Business of the Company by way of slump sale to Hathway Datacom Central Private Limited, a wholly owned subsidiary company of the Company.			
2.	Special Resolution for rescinding the earlier resolution passed by the shareholders of the Company for demerging the ISP business of the Company into Hathway Broadband Private Limited.			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS
(Applicable for Individual Members only)

EVSN (Electronic Voting Sequence Number)	PAN/Sequence Number
170116003	

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Sunday, 12th March, 2017.
2. Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS FOR VOTING

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

- (i) The voting period begins on **Saturday, 11th February, 2017 at 10.00 am** and ends on **Sunday, 12th March, 2017 at 5.00 pm**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 3rd February, 2017** 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.
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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.
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- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
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- (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 **Friday, 3rd February, 2017**.

General

- a) Voting by Postal Ballot, both in physical form and e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. It cannot be exercised by a proxy.
- b) The date of declaration of results of the postal ballot i.e. **Tuesday, 14th March, 2017** shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.