



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 Resolution set out below is proposed to be passed through Postal Ballot in accordance with Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

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

The Board has appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

Members are requested to read carefully, the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before **5.00 p.m. on Saturday, 24th September, 2016**. 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 resolution proposed to be passed through Postal Ballot. The procedure for e-voting is given below the Explanatory Statement. Responses received from Members after **Saturday, 24th September, 2016** 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 Saturday, 24th September, 2016** providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result on the resolution proposed to be passed through the Postal Ballot shall be announced on **Monday, 26th September, 2016**.

Draft Resolution to be passed through Postal Ballot:

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

“RESOLVED THAT in accordance with the provisions of Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder, including any statutory modifications and amendments to each of the foregoing provisions, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other Government or statutory authorities, and subject to the memorandum and articles of association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or government authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall include any committee constituted by the Board), to offer and dispose of up to 9,000,000 equity shares held by the Company in GTPL Hathway Private Limited (**GTPL**) as a selling shareholder in the offer for sale under the proposed initial public offer (**IPO**) by GTPL, at a price which shall not be less than the fair value of the equity shares of GTPL or as the Board may deem fit in accordance with the prevailing market conditions and in the best interest of the Company and subject to such terms and conditions as may be mutually accepted between the Board and GTPL.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and thing as may be necessary from time to time to give effect to the above resolution.”

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

**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*

**Place: Mumbai
Date: 17th August, 2016**

NOTES:

1. The approval of shareholders of the Company is solicited by passing resolution through Postal Ballot as detailed in Item No. 1 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members as Beneficial Owners as received from Depositories as on **Friday, 19th August, 2016**.

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. Resolution, 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 shareholder can send a request on email to info@hathway.net or write a letter for obtaining physical Notice and Postal Ballot Form to the 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.
6. Voting through electronic means:

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) 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 **Friday, 26th August, 2016 at 10.00 am** and ends on **Saturday, 24th September, 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 **Friday, 19th August, 2016** 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 Postal Ballot / 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 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, 19th August, 2016**.

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 Report of the votes cast in favour or against, if any, and forward same to the Chairman.

The Results shall be declared on **Monday, 26th September, 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.

ANNEXURE TO NOTICE

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

Item No. 1:

GTPL Hathway Private Limited (**GTPL**), a material subsidiary of the Company, is exploring to raise capital through an initial public offer (**IPO**) of securities of the Company comprising a fresh issue or combination of fresh issue and offer for sale (**OFS**) if so, desired by the existing shareholders of the GTPL and the consequent listing of such securities. GTPL has communicated to the Company that the IPO and its timing shall be subject to prevailing market conditions and requisite approvals and the final decision will be taken by the board of directors of GTPL at an appropriate time.

In view of aforesaid, it has requested the Company, being the holding company, to confirm its interest in participating in the OFS and the extent of the Company's intended participation, if any.

The Board of Directors of the Company at its' meeting held on Wednesday, August 17, 2016 has in-principally approved the proposed IPO by GTPL and to offer and dispose of up to 9,000,000 equity shares held by the Company in GTPL as a selling shareholder in OFS. The price of the equity shares of GTPL which may be disposed of shall not be less than the fair value of the equity shares of GTPL or as the Board of Directors of the Company may deem fit in accordance with the prevailing market conditions and in the best interest of the Company. The Company's participation in the OFS will be subject to necessary approvals from relevant regulatory authorities and third parties and on the terms and conditions as may be mutually accepted between the Board and GTPL. The Board is of the opinion that the proposed sale of the equity shares in GTPL would provide an opportunity to the Company to liquidate its investment in the capital market. The proposed special resolution provides adequate flexibility and discretion to the Board to finalize the terms of the Company's participation in the OFS which shall be finalised by the Board and GTPL and its shareholders and other intermediaries involved in the IPO process.

Pursuant to Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no company can sell its shareholding in a material subsidiary which would reduce its shareholding to less than 50% without passing a special resolution. Since, GTPL is a 'material subsidiary', approval of members by way of special resolution is required for the proposed participation of the Company in the OFS as the proposed participation would lead to reduction in the shareholding of the Company in GTPL below 50%.

The Board recommends passing of the resolution at Item No. 1 of the accompanying notice as special resolution. Your approval is sought for the same.

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**

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

**Place: Mumbai
Date: 17th August, 2016**

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