



HATHWAY CABLE AND 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 pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read with Rule 22 the Companies (Management and Administration) Rules, 2014 ("Management Rules"), including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, that the Resolutions appended below are proposed to be passed by the members of Hathway Cable and Datacom Limited, ("the Company") by way of Postal Ballot/Electronic Voting ("e-Voting").

The Statement pursuant to Section 102 of the Act, Secretarial Standard-2 on General Meetings, pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice, along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company at its meeting held on October 16, 2019 has appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and e-voting process in accordance with the law and in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules 20 and 22 of Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility as an option for voting to all the Members of the Company. The Company has partnered with Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically. The procedure for e-voting is given in the Notes to this Notice. Members have the option to vote either by Postal Ballot or through e-voting. Members opting to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the accompanying Postal Ballot Form (no other form or photocopy thereof is permitted), record their assent (FOR) or dissent (AGAINST) therein and return the same in original duly completed in the enclosed self-addressed, pre-paid postage business reply envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on Saturday, January 4, 2020. Responses received from Members after 5:00 p.m. on Saturday, January 4, 2020 shall be treated as if no responses have been received in terms of Rule 22(12) of the Management Rules (including any statutory modification/amendment thereof). Members are therefore requested to send the duly completed Postal Ballot Forms on or before 5:00 p.m. (IST) on Saturday, January 4, 2020, providing sufficient time for postal transit.

Upon completion of the e-voting process and the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman of the Company. The result of the Postal Ballot (including e-voting) shall be declared by the Chairman of the Company or any other duly authorised person of the Company on Monday, January 6, 2020. The said result along with the Scrutinizer's report would be displayed at the Registered Office and Corporate Office of the Company, intimated to the Stock Exchanges where the Company's securities are listed, displayed on the website of CDSL viz. www.evotingindia.com and the Company's website viz. www.hathway.com.

Draft resolutions to be passed through Postal Ballot:

1. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197 and 203 read together with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the basis of the recommendation of the Nomination and Remuneration Committee and the approval of Board of Directors of the Company and in furtherance to the resolution passed by the Members of the Company via Postal Ballot on 4th October, 2018, approval of the members of the Company be and hereby accorded for revision in the remuneration payable to Mr. Rajan Gupta, Managing Director, as set out in the statement annexed to the Notice.

RESOLVED FURTHER THAT except for the aforesaid revised remuneration, all other entitlements and terms and conditions of his appointment, as approved by the members of the Company via Postal Ballot on 4th October, 2018 would remain the same.

RESOLVED FURTHER THAT in the event of any inadequacy in profits in any financial year during the term of office of Mr. Rajan Gupta as Managing Director, Mr. Rajan Gupta shall be paid the remuneration as set out in this resolution as the minimum remuneration in accordance with Schedule V and other applicable provisions of the Act and Rules framed thereunder.

RESOLVED FURTHER THAT the Board (on the recommendation of the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of Mr. Rajan Gupta as Managing Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and as may be agreed by and between the Board of Directors and Mr. Rajan Gupta, without requiring to obtain any further approval from the shareholders.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing such revision and generally for giving effect to the resolution, Board of Directors or the Nomination and Remuneration Committee of the Board of Directors, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

2.To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sridhar Gorthi (DIN: 00035824), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from August 5, 2019 up to August 4, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3.To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sasha Mirchandani (DIN: 01179921), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from August 5, 2019 up to August 4, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Place: Mumbai
Date: 29.11.2019**

**Sd/-
Ajay Singh
Head Corporate Legal, Company Secretary and 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 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, November 29, 2019**.
2. Statement setting out all material facts as required under Sections 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 this 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 Depositories and to the remaining shareholders through speed post.
5. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system and the business set out in this Notice will be transacted through such voting. 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 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-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083.

6. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on **Friday, December 6, 2019 at 10:00 a.m.** and ends on **Saturday, January 4, 2020 at 5:00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, November 29, 2019** 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 resolution 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 **Friday, November 29, 2019**.

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 on Monday, January 6, 2020. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.hathway.com and on the website of CDSL viz. www.evotingindia.com. The results will also be communicated to the Stock Exchanges on which the Company's Equity Shares are listed.

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

**Place: Mumbai
Date: 29.11.2019**

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

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1:

Mr. Rajan Gupta was appointed as the Managing Director of the Company for a term of 3 (three) years beginning from 25th November, 2018 till 24th November, 2021. His appointment and remuneration payable were duly approved by the Shareholders of the Company through Postal Ballot on 4th October, 2018.

The proposed revision in the remuneration of Mr. Rajan Gupta is being made to ensure that his remuneration is based on the business performance rather than on the basis of stock performance of the Company. Accordingly, the stock options along with cash component from his remuneration payable is proposed to be removed in the following manner which were earlier approved by the shareholders through postal ballot on 4th October, 2018.

Extracts of the Approval being removed:

"In addition to the above, the MD's entitlement to employee stock options of the Company (**ESOPs**) shall (subject to adoption of the ESOP policy and requisite approvals) be as set out below:

- (i) The MD will be issued 53,60,000 ESOPs at a price of INR 19 per option, upon exercise of which the MD will be entitled to 53,60,000 equity shares in the Company. The ESOPs granted to the MD shall vest upon completion of the Term (**Vesting Date**). The MD will be entitled to exercise the ESOPs within a period of 135 days of the Vesting Date.
- (ii) In addition to the ESOPs mentioned above, the Company shall pay the MD an amount in cash, provided he is in employment of the Company on the Vesting Date (i.e. has completed the Term), which amount shall be calculated in the following manner - if, the closing market price per equity share of the Company on the BSE Limited as on the Vesting Date (**Closing Market Price**):

- (a) is less than INR 19 per share, MD will be paid an amount in cash which shall be calculated as follows:

[53,60,000 equity shares * Closing Market Price]

- (b) is in excess of INR 19 per share, MD will be paid an amount in cash which is to be calculated as follows:

[53,60,000 equity shares * Rs. 19 i.e. Rs. 10,18,40,000/-]

The amount referred to in this clause, shall be paid within 30 days of the Vesting Date and shall be subject to applicable withholding taxes."

As against the above, the revision proposed in the remuneration payable to Mr. Rajan Gupta, Managing Director, is as under:

Financial Year	From	To	Fixed (INR in Lac)	Variable Incentive (INR in Lac)	Total (INR in Lac)
2019-2020	1 st April, 2019	31 st March, 2020	400	100	500
2020-2021	1 st April, 2020	31 st March, 2021	400	135	535
2021-2022	1 st April, 2021	24 th November, 2021	260	113	373

All other entitlements and other terms and conditions of his appointment remain the same.

Pursuant to the provisions of Section 197 and other applicable provisions of the Act read with Schedule V of the Act, the proposed revision in payment of remuneration to Mr. Rajan Gupta would require the consent of the Shareholders of the Company by way of a special resolution. The said resolution, is therefore, recommended for your approval.

I. As per the requirement of Schedule V of the Act, the information in connection with the revision in payment of remuneration to Mr. Rajan Gupta as the Managing Director of the Company is given herein below:

A. General Information:

1) Nature of Industry:

The Company is engaged in providing wired Internet services all across India. It also provides Cable Television services through its subsidiary companies.

2) Date or expected date of commencement of commercial production:

Not Applicable as the Company is an existing company.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

4) Financial performance:

Based on the Audited Standalone Statement of Accounts for the year ended 31st March, 2019:

Particulars	Rs. (in Crores)
Revenue from Operations and Other Income	582.49
Operating Profit (Profit before Interest, Depreciation & Amortization, Taxation & Exceptional Items)	245.97
Earnings per Share (Basic and Diluted) (Rs.)	2.08
Net Profit/Loss (Profit Before Taxation)	(57.07)
Net Profit/Loss (Profit after Taxation)	210.60
Paid-up Share Capital	354.02
Reserves & Surplus	3948.03
Face Value of Share	Rs. 2/-

5) Foreign Investments or Collaborators, if any:

As of 30th September, 2019, the total foreign investment in the Company was 3.59%.

B. Information about the appointee:

1) Background details:

Mr. Rajan Gupta, aged 45 years, is a Civil Engineer and holds a degree in Master of Business Administration (Marketing and Finance) from Indian Institute of Management, Bangalore. He joined the Company as President-ISP on 1st July, 2014. He possess 18 years of diverse experience across various aspects of management, sales, marketing, P&L management, revenue growth management, Go to Market strategy, business turnaround and manufacturing operations across different regions of India. His yearn for excellence has benefited the Company.

2) Past remuneration:

For the financial year 2018-19, Mr. Rajan Gupta drew remuneration of Rs. 2,68,40,521/- as the Managing Director of the Company.

3) Recognition or awards:

Under his leadership, the Company was bestowed with Platinum Award, with 12th Rank globally, for excellence within its industry for its Annual Report for financial Year 2017-18, at the LACP 2016/17 Vision Awards – an Annual Report Competition, organised by the 'League of American Communication Professionals, USA' (LACP).

4) Job profile and his suitability:

Mr. Rajan Gupta being the Managing Director of the Company is responsible to carry out such duties as may be entrusted to him by the Board of Directors of the Company including but not limited to day to day management of the business and operations of the Company. He is also responsible for providing strategic direction to not only Company's business but also of its subsidiaries, which includes identifying, developing, initiating and directing the implementation of business strategies on sound, commercial and professional principles and pursuing defined corporate objectives.

Looking at his overall experience of more than 18 years at highest level in various blue-chip companies, he is the ideal fit to take the Company forward.

5) Remuneration proposed: As set out in the resolution.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the person and position for the financial year 2018-19:

The remuneration as proposed of Mr. Rajan Gupta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and nature of its businesses. Moreover, in his position as Managing Director of the Company, Mr. Rajan Gupta devotes substantial time in overseeing the operations of the Group Companies as well.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from drawing remuneration from the Company as the Managing Director of the Company, Mr. Rajan Gupta does not have any other pecuniary relationship, directly or indirectly, with the Company or any nature of relationship with the managerial personnel of the Company.

C. Other Information:

1) Reasons for loss or inadequacy of profits:

Certain one-time exceptional items have been considered by the Company, in financial year 2018-19, keeping in mind emerging trend in market landscape, competition dynamics and changes in subscriber behavior patterns.

2) Steps taken to improve the performance of the Company and projected earnings:

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as India's leading Cable Broadband service provider, would enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

3) Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its position in the market, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

D. Disclosures:

Disclosures in the Board of Directors' Report under the heading 'Corporate Governance' is included in Annual Report 2018-19. The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of financial year 2018-19 of the Company.

The statement and the resolution to item no. 1 should be considered as an abstract of the terms of revision in payment of remuneration to Mr. Rajan Gupta as Managing Director. The copy of addendum to the earlier employment agreement with Mr. Rajan Gupta as required under section 190 of the Act is kept at the registered office of the Company and shall be open for inspection during normal business hours on any working day by any member of the Company.

II. Additional information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is hereunder:

Particulars	Mr. Rajan Gupta
Director Identification Number	07603128
Age	45 years
Date of first Appointment on the Board	25 th November, 2016
Expertise in specific functional area	Overall Company Management with specific expertise in Sales, Marketing and Finance
Directorships held in other Companies	1. GTPL Hathway Limited 2. All India Digital Cable Federation
Memberships/Chairmanships of Committees of other Companies	Mr. Rajan Gupta holds membership in following 3 Committees of GTPL Hathway Limited; 1. Corporate Social Responsibility Committee 2. Stakeholders' Relationship Committee 3. Management Committee
Shareholding in the Company as on 29 th November, 2019	Mr. Rajan Gupta does not hold any shares of the Company.
Number of Board meetings attended during the year i.e. 2019-20	Mr. Rajan Gupta has attended 5 Board Meetings during the financial year 2019-20.
Disclosure of relationships with directors and other key managerial personnel	Mr. Rajan Gupta is not related, directly or indirectly, to any Directors or other Key Managerial Personnel of the Company.

Except Mr. Rajan Gupta, none of the persons specified in Section 102 of the Act 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 Nos. 2 & 3

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company subject to approval of the shareholders of the Company. The first term of Mr. Sridhar Gorthi and Mr. Sasha Mirchandani as Independent Directors on the Board of Directors of the Company expired on 4th August, 2019. Accordingly, on 4th August, 2019, based on their performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had approved their appointment as Additional Directors designated as Independent Directors and now it is proposed to confirm their appointment as Independent Directors in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Listing Regulations and the Articles of Association of the Company.

The Board of Directors recommend the proposal to appoint them as Independent Directors for a term as mentioned in the respective special resolutions. The Company has received written notice under Section 160 of the Act from members of the Company proposing the candidature of Mr. Sridhar Gorthi and Mr. Sasha Mirchandani, as Independent Directors of the Company.

The Company has also received a declaration of independence from them. In the opinion of the Board, the aforesaid Independent Directors fulfil the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for appointment as an Independent Director of the Company and are independent of the management. A copy of the draft Letter of Appointment for aforesaid Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day. The Board considers that association of the aforesaid Independent Directors would be of immense benefit to the Company considering their expertise and experience and it is desirable to avail services of these Independent Directors.

A brief profile of the proposed Independent Directors for appointment is given below:

- a) Mr. Sridhar Gorthi, aged 47 years, is a B.A. L.L.B (Hons). He is involved in legal advisory services to various multinational and domestic corporations on restructuring, debt finance, joint ventures, acquisitions and mergers etc.
- b) Mr. Sasha Mirchandani, aged 47 years, hold a degree of Business Administration from Strayer University and MMDP program at IIM, Ahmedabad. He has varied experience in venture capital, consumer electronics and outsourcing etc.

Additional information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is hereunder:

Particulars	Mr. Sridhar Gorthi	Mr. Sasha Mirchandani
Director Identification Number	00035824	01179921
Age	47	47
Date of first Appointment on the Board	10 th September, 2009	10 th September, 2009
Expertise in specific functional area	Corporate restructuring, debt finance, joint venture agreements, acquisitions and mergers etc.	Venture capital, consumer electronics, outsourcing etc.
Directorships held in other Companies	1. Glenmark Pharmaceuticals Limited 2. Aurous Communications and Events India Private Limited	1. Ador Welding Limited 2. Bright Lifecare Private Limited 3. Akasaka Electronics Limited 4. BRV India Advisors Private Limited 5. Proparent Solutions Private Limited 6. Nazara Technologies Limited 7. Paix Technology Private Limited 8. Kae Capital Management Private Limited
Memberships/Chairmanships of Committees of other Companies	Mr. Sridhar Gorthi holds membership in following 3 Committees of Glenmark Pharmaceuticals Limited; 1. Corporate Social Responsibility Committee 2. Nomination and Remuneration Committee 3. Audit Committee	Mr. Sasha Mirchandani does not hold membership/chairmanship in any of the other companies.
Shareholding in the Company as on 29 th November, 2019	Mr. Sridhar Gorthi does not hold any shares of the Company.	Mr. Sasha Mirchandani does not hold any shares of the Company
Number of Board meetings attended during the year i.e. 2019-20	Mr. Sridhar Gorthi has attended 3 Board Meetings during the financial year 2019-20.	Mr. Sasha Mirchandani has attended 2 Board Meetings during the financial year 2019-20.
Disclosure of relationships with directors and other key managerial personnel	Mr. Sridhar Gorthi is not related, directly or indirectly, to any Directors or other Key Managerial Personnel of the Company.	Mr. Sasha Mirchandani is not related, directly or indirectly, to any Directors or other Key Managerial Personnel of the Company.

Except for the purpose of appointment of his own resolution, none of the proposed Independent Directors or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 2 & 3 of the Notice. The Board recommends the Special Resolutions set out at Item Nos. 2 & 3 for the approval of Members.

None of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid resolutions except to the extent of their shareholding, if any, in the Company.

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

**Place: Mumbai
Date: 29.11.2019**

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



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

POSTAL BALLOT FORM

(Pl. read carefully the instructions printed overleaf before completing this 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 Postal Ballot Notice of the Company dated 29th November, 2019, by conveying my/our assent or dissent to the said resolutions by placing the tick (v) 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.	To approve the revision in the remuneration of Mr. Rajan Gupta (DIN: 07603128) Managing Director of the Company for his present term			
2.	To approve appointment of Mr. Sridhar Gorthi (DIN: 00035824) as an Independent Director of the Company			
3.	To approve appointment of Mr. Sasha Mirchandani (DIN: 01179921) as an Independent Director of the Company			

Place:
Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS
(Applicable for Individual Members only)

EVSN (E-voting Sequence Number)	User ID	*Default PAN

**Only members who have not updated their PAN with the Company/Depository Participant shall use default PAN in the PAN field.*

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5:00 p.m. on Saturday, January 4, 2020.
2. Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS FOR VOTING

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on **Friday, December 6, 2019 at 10:00 a.m.** and ends on **Saturday, January 4, 2020 at 5:00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, November 29, 2019** 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 resolution 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 **Friday, November 29, 2019**.

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 on Monday, January 6, 2020. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.hathway.com and on the website of CDSL viz. www.evotingindia.com. The results will also be communicated to the Stock Exchanges on which the Company's Equity Shares are listed.