

Date: 4th October, 2018

To,
The Listing Department
The National Stock Exchange of India Limited
Plot no. C/1, G Block, Bandra Kurla Complex, Bandra
(East), Mumbai 400 051
NSE Trading Symbol: HATHWAY

Dear Sir(s),

Sub.: Details of Postal Ballot Voting Result pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of voting results of the Postal Ballot declared by the Company on 4th October, 2018. The resolutions set out in the Postal Ballot notice were approved by the shareholders of the Company with requisite majority.

Request you to take the same on record and oblige.

Thanking you,

Yours faithfully,

FOR HATHWAY CABLE AND DATACOM LIMITED



Ajay Singh

Head Corporate Legal, Company Secretary and Chief Compliance Officer
FCS No. 5189

Hathway Cable and Datacom Limited

805/806, "Windsor", Off C.S.T. Road, Kalina, Santacruz (E), Mumbai 400098. Tel: +91 022 6774 2500, Fax: +91 22 6774 2400
Regd. Off: "Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai-400054.

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

CIN: L64204MH1959PLC011421

Annexure I

Date of the declaration of Voting Result	October 4, 2018
Total number of shareholders on record date	As on record date i.e. August 24, 2018, No. of shareholders were 27,462
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Details of Agenda

Sr. No.	Agenda Item	Resolution type (Ordinary/Special)	Mode of voting (Show of hands/ Poll/Postal ballot/ E-voting)	Remarks
1.	To approve the re-appointment of Mr. Rajan Gupta as Managing Director of the Company including his terms of re-appointment and remuneration pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or enactment thereof).	Special	Postal Ballot/ E-Voting	Resolution passed with requisite majority as per table below
2.	To approve "Hathway Employee Stock Option Plan 2018" of the Company pursuant to section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force).	Special	Postal Ballot/ E-Voting	Resolution passed with requisite majority as per table below

Details of Item No. 1-

Resolution Required			Special						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			To approve the re-appointment of Mr. Rajan Gupta as Managing Director of the Company including his terms of re-appointment and remuneration pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or enactment thereof)						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$	[8]
Promoter and Promoter Group	E-Voting	361061015	361061015	100.0000	361061015	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		361061015	100.0000	361061015	0	100.0000	0.0000	0
Public Institutions	E-Voting	227501586	90659382	39.8500	62630677	28028705	69.0835	30.9165	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		90659382	39.8500	62630677	28028705	69.0835	30.9165	0
Public Non Institutions	E-Voting	241931899	30804	0.0127	24605	6199	79.8760	20.1240	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		7023	0.0029	7011	12	99.8291	0.1709	0
	Total		37827	0.0156	31616	6211	83.5805	16.4195	0
Total		830494500	451758224	54.3963	423723308	28034916	93.7943	6.2057	0

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Details of Item No. 2

Resolution Required		Special							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		To approve "Hathway Employee Stock Option Plan 2018" of the Company pursuant to section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force)							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	361061015	361061015	100.0000	361061015	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		361061015	100.0000	361061015	0	100.0000	0.0000	0
Public Institutions	E-Voting	227501586	62666082	27.5453	59057385	3608697	94.2414	5.7586	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62666082	27.5453	59057385	3608697	94.2414	5.7586	0
Public Non Institutions	E-Voting	241931899	30804	0.0127	24900	5904	80.8337	19.1663	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		7023	0.0029	7011	12	99.8291	0.1709	0
	Total		37827	0.0156	31911	5916	84.3604	15.6396	0
Total		830494500	423764924	51.0256	420150311	3614613	99.1470	0.8530	0

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Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

4th October, 2018

To
The Chairman
HATHWAY CABLE AND DATACOM LIMITED
Rahejas, 4th Floor, Corner of Main Avenue,
V. P. Road Santacruz (West),
Mumbai – 400 054

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

Hathway Cable and Datacom Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on 14th August, 2018, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot in connection with voting on resolutions vide the Postal Ballot Notice dated 14th August, 2018 is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Postal Ballot Notice dated 14th August, 2018 and Explanatory Statement thereto under Section 102 of the Companies Act, 2013, along with postal ballot form and pre-paid postal envelope returnable to the Scrutinizer were sent to the shareholders by speed post and through electronic means, for seeking approval of members to the resolutions, viz.:

1. **Special Resolution** for Re-appointment of Mr. Rajan Gupta (DIN: 07603128) as Managing Director of the Company for a term of 3 (Three) years beginning from 25th November, 2018 till 24th November, 2021 on the key terms and conditions including remuneration pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or enactment thereof).



2. **Special Resolution:** Approval pursuant to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, for authority to the Board of Directors to introduce, offer, issue and allot employee stock options exercisable into not exceeding 1,10,00,000 equity shares of the Company, having face value of Rs. 2/- (Rupees Two only) each at a price as may be decided by the Board from time to time, as per the terms of "Hathway Employee Stock Option Plan 2018" and to deal with matters related thereto.

The Company also provided the remote e-Voting facility to the Shareholders of the Company as offered by Central Depository Services (India) Limited ("CDSL") as required under Rule 20 of the Rules of Chapter VII.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer so as to reach not later than 5.00 p.m. on Tuesday, 2nd October, 2018 or cast their votes through remote e-Voting not later than 5.00 p.m. on Tuesday, 2nd October, 2018. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 p.m. on Tuesday, 2nd October, 2018 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register was maintained and particulars of all postal ballot forms received from the shareholders have been recorded therein.

A summary of the Postal Ballot forms received and remote e-Voting confirmations with their pattern of voting is as per **Annexure** annexed to this Report.

The results of the voting by shareholders through Postal Ballots and remote e-Voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman or such other person as may be authorized by the Board in this regard.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER

FCS No. 5171

COP No. 3030



Resolution 1:

The summary of the Postal Ballot Forms (PBF) and remote e-Voting confirmations received is given below:

Sr. No.	Particulars	No. of Ballots / Remote e-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	47	9,028
b.	Remote e-voting confirmations received	113	45,17,51,201
	Total	160	45,17,60,229
c.	Less: Invalid Ballots / Remote e-voting confirmations	8	2,005
d.	Net Valid Ballots / Remote e-voting confirmations	152	45,17,58,224
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	128	42,37,23,308
	% of Assent		93.79
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	24	2,80,34,916
	% of Dissent		6.21



Resolution 2:

The summary of the Postal Ballot Forms (PBF) and remote e-Voting confirmations received is given below:

Sr. No.	Particulars	No. of Ballots / Remote e-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	47	9,028
b.	Remote e-voting confirmations received	111	42,37,57,901
	Total	158	42,37,66,929
c.	Less: Invalid Ballots / Remote e-voting confirmations	8	2,005
d.	Net Valid Ballots / Remote e-voting confirmations	150	42,37,64,924
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	116	42,01,50,311
	% of Assent		99.15
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	34	36,14,613
	% of Dissent		0.85





Declaration of results of Postal Ballot

In terms of Section 110 of the Companies Act 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any subsequent amendment thereto), members approval was sought for the resolutions appended to the Postal Ballot Notice dated 14th August, 2018. The Postal Ballot Notice containing Special Resolutions together with the statement to be annexed to the Postal Ballot Notice was sent to all the Shareholders on 1st September, 2018 and the last date for receipt of postal ballot forms duly completed, from the shareholders was 2nd October, 2018.

Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner of M/s. Rathi & Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in the manner prescribed under Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules of Chapter VII”) and the said provisions are duly complied with. The Scrutinizer has submitted his report on votes cast through postal ballots and e-voting with their pattern of voting as per Annexure and based on the Report received from the Scrutinizer, I declare that the resolutions as mentioned below have been passed with the requisite majority.

Resolution No. 1 – Special Resolution

To approve the re-appointment of Mr. Rajan Gupta as Managing Director of the Company including his terms of re-appointment and remuneration pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or enactment thereof).

Resolution No. 2 – Special Resolution

To approve “Hathway Employee Stock Option Plan 2018” of the Company pursuant to section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force).

FOR HATHWAY CABLE AND DATACOM LIMITED

Date: 4th October, 2018

Place: Mumbai

Ajay Singh

Head Corporate Legal, Company Secretary and Chief Compliance Officer

FCS No.5189

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A summary of Postal Ballot Form (PBF) received/ Votes Cast through e-Voting is as under:

For Resolution 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots/Remote E-Voting confirmations	No. of Shares voted
a.	Votes casted through Postal ballot forms	47	9,028
b.	Remote e-voting Confirmations received	113	45,17,51,201
	Total	160	45,17,60,229
c.	Less: Invalid Postal Ballot Forms / Remote e-Voting confirmations	8	2,005
d.	Net Valid Postal Ballot Forms / Remote e-Voting confirmations	152	45,17,58,224
(i)	Postal Ballot Forms / Remote e-voting confirmations with assent for the Resolution	128	42,37,23,308
	% of Assent		93.79
(ii)	Postal Ballot Forms / Remote e-voting confirmations with dissent for the Resolution	24	2,80,34,916
	% of Dissent		6.21

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For Resolution 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots/Remote E-Voting confirmations	No. of Shares voted
a.	Votes casted through Postal ballot forms	47	9,028
b.	Remote e-voting Confirmations received	111	42,37,57,901
	Total	158	42,37,66,929
c.	Less: Invalid Postal Ballot Forms / Remote e-Voting confirmations	8	2,005
d.	Net Valid Postal Ballot Forms / Remote e-Voting confirmations	150	42,37,64,924
(i)	Postal Ballot Forms / Remote e-voting confirmations with assent for the Resolution	116	42,01,50,311
	% of Assent		99.15
(ii)	Postal Ballot Forms / Remote e-voting confirmations with dissent for the Resolution	34	36,14,613
	% of Dissent		0.85

FOR HATHWAY CABLE AND DATACOM LIMITED

Date: 14th August, 2018

Place: Mumbai

Ajay Singh
Head Corporate Legal, Company Secretary and Chief Compliance Officer
FCS No.5189

Hathway Cable and Datacom Limited

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