

July 13, 2015



To <b>The Listing Department</b> The National Stock Exchange of India Limited Plot no. C/1, G Block Bandra Kurla Complex Bandra (East) Mumbai 400 051	To <b>The Corporate Relationship Department</b> BSE Limited P.J. Towers, 1 <sup>st</sup> Floor, Dalal Street, Mumbai – 400 001
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Dear Sirs,

**Ref.: Quarterly report on compliance of Corporate Governance for quarter ended 30<sup>th</sup> June 2015**

With reference to above and in compliance with the requirements of the listing agreement, please find enclosed herewith report on compliance of the corporate governance requirements for the quarter ended 30<sup>th</sup> June, 2015.

**FOR HATHWAY CABLE & DATACOM LIMITED**

**AJAY SINGH**

*Company Secretary & Compliance Officer*

FCS No: 5189

Encl.: as above

**Hathway Cable & Datacom Limited**

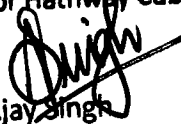
805/806, "Windsor", Off. C.S.T. Road, Kalina, Santacruz (E), Mumbai - 400 098. Tel.: +91 22 6774 2500 Fax : +91 22 6774 2400

Regd. Off.: "Rahejas" 4th Floor, Main Avenue, Santacruz (W), Mumbai - 400 054. Website: www.hathway.com

CIN : L64204MH1959PLC011421

<b>Name of the Company:</b>	<b>Hathway Cable &amp; Datacom Limited</b>		
<b>Quarter ending on:</b>	<b>30<sup>th</sup> June 2015</b>		
<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No/N.A</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	Criteria for performance evaluation of Independent Directors will be disclosed in the Annual Report for the financial year 2015-2016.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Only sitting fee is paid to the Non-executive Directors and Independent Directors. The required disclosures will be made in the Annual Report for the financial year 2015-2016.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	A declaration by the CEO of affirmation of Board members and senior management personnel for compliance with the code will be given in the Annual Report for the financial year 2015-2016.
(F) Whistle Blower Policy	49 (IIF)	Yes	Necessary disclosures will be made in the Board's Report for the financial year 2015-2016.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Necessary disclosures of remuneration policy and the evaluation criteria will be made in its Annual Report for the financial year 2015-2016.
<b>V. Subsidiary Companies</b>	49 (V)	Yes	Necessary disclosure of policy for determining 'material' subsidiaries and a web link thereto shall be provided in the Annual Report for the financial year 2015-2016.
<b>VI. Risk Management</b>	49 (VI)	Yes	-

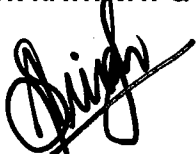
For Hathway Cable & Datacom Limited



Ajay Singh  
Company Secretary & Compliance Officer

<b>VII. Related Party Transactions</b>	49 (VII)	Yes	The Company has not entered into material transactions with the Related Party falling within the purview of sub Clause VII of Clause 49 of the Listing Agreement.  Policy on Related Party Transactions has been uploaded on Company's Website and the web link for the same will be provided in the Annual Report for the financial year 2015-2016.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Necessary disclosures will be made in the Corporate Governance Report for the financial year 2015-2016.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosures will be made in the Annual Report for the financial year 2015-2016.
(C) Remuneration of Directors	49 (VIII C)	Yes	The required disclosures will be made in the Annual Report for financial year 2015-2016.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis Report shall be circulated along with the Annual Report for the financial year 2015-2016.
(E) Shareholders	49 (VIII E)	Yes	Necessary disclosure will be made in the Annual Report for F.Y. 2015-2016. Quarterly results have been placed on the website of the Company.
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	Yes	Necessary information on the amount raised through preferential allotment of shares, spent along with necessary certificate is placed before the Audit Committee on quarterly basis.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	CEO/CFO Certificate for the financial year ended March 31, 2016 will be annexed to the Corporate Governance Report for the financial year 2015-2016.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Corporate Governance Report for the year ended 31 <sup>st</sup> March, 2016 will be annexed with the Annual Report for the financial year 2015-2016. Further Quarterly Compliance Reports are regularly submitted to the Stock Exchanges.
<b>XI. Compliance</b>	49 (XI)	Yes	Compliance Certificate for the financial year ended 31 <sup>st</sup> March 2016 will be annexed to the Corporate Governance Report for the financial year 2015-2016.

**FOR HATHWAY CABLE & DATACOM LIMITED**



**AJAY SINGH**  
Company Secretary & Compliance Officer  
FCS No: 5189