

## HATHWAY CABLE & DATACOM LIMITED

CIN: L64204MH1959PLC011421

'Rahejas', 4th Floor, Corner of Main Avenue & V.P. Road,  
Santacruz (West), Mumbai – 400054

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### NOTICE

**NOTICE is hereby given that the Fifty Fourth Annual General Meeting of the Company will be held on Tuesday, August 5, 2014 at 3.00 p.m., at ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400049, to transact the following business:**

#### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
- To appoint a Director in place of Mr. Rajan Raheja, (DIN 00037480) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Akshay Raheja, (DIN 00288397) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- To appoint M/s. G. M. Kapadia & Co, Chartered Accountants, (Registration No. 104767W) as the Statutory Auditors of the Company and to fix their remuneration.

#### SPECIAL BUSINESS:

- 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 14 and other applicable provisions, if any, of the Companies Act, 2013, a new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and superseding of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary be and are hereby authorised to sign, verify, execute and file all necessary forms and documents with any Governmental Authority including but not limited to, the Registrar of Companies, Maharashtra, at Mumbai and such other authorities as may be required from time to time and to

do all such acts, deeds, matters and things necessary or expedient to give effect to resolution.”

- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, Section 150 and Section 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, relevant provisions of the Listing Agreement, and as per notice received under Section 160 of the Companies Act, 2013 from a shareholder along with the requisite deposit proposing candidature, Mr. Brahma Vasudevan, (DIN 00242016) be and is hereby appointed as an Independent Director of the Company to hold office upto August 4, 2019 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary, be and are hereby authorised to file appropriate E-Form with the Registrar of Companies, Maharashtra, Mumbai, as also for intimating the same to any other authority as may be required.”

- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, Section 150 and Section 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, relevant provisions of the Listing Agreement, and as per notice received under Section 160 of the Companies Act, 2013 from a shareholder along with the requisite deposit proposing candidature, Mr. Sridhar Gorthi, (DIN 00035824) be and is hereby appointed as an Independent Director of the Company to hold office upto August 4, 2019 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary, be and are hereby authorised to file appropriate E-Form with the Registrar of Companies, Maharashtra, Mumbai, as also for intimating the same to any other authority as may be required.”

- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of

Section 149, Section 150 and Section 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, relevant provisions of the Listing Agreement, and as per notice received under Section 160 of the Companies Act, 2013 from a shareholder along with the requisite deposit proposing candidature, Mr. Sasha Mirchandani, (DIN 01179921) be and is hereby appointed as an Independent Director of the Company to hold office upto August 4, 2019 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary, be and are hereby authorised to file appropriate E-Form with the Registrar of Companies, Maharashtra, Mumbai, as also for intimating the same to any other authority as may be required.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, Section 150 and Section 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, relevant provisions of the Listing Agreement, and as per notice received under Section 160 of the Companies Act, 2013 from a shareholder along with the requisite deposit proposing candidature, Mr. Devendra Shrotri, (DIN 02780296) be and is hereby appointed as an Independent Director of the Company to hold office upto August 4, 2019 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary, be and are hereby authorised to file appropriate E-Form with the Registrar of Companies, Maharashtra, Mumbai, as also for intimating the same to any other authority as may be required.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and as per the recommendation of the Audit Committee, the Cost Auditor, Dr. Ashok Kumar Agarwal & Co., member of the Institute of Cost Accountants of India having Membership No. M-5691 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of ₹ 5,00,000/- (Rupees Five Lacs only) plus out of pocket expenses.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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**

**AJAY SINGH**

Place: Mumbai

Date: June 24, 2014 **Company Secretary & Compliance Officer**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company’s Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/ authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorising their representative to attend and vote at the Meeting.
5. Any member proposing to seek any clarification on the accounts, is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. The Register of Directors’ and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. The Register of the Members and the Share Transfer Books of the Company will remain closed from Friday, August 1, 2014 to Tuesday, August 5, 2014 (Both days inclusive).

8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, for Special Business, setting out all material facts and the statement of particulars of Directors seeking appointment/re-appointment, as required under Clause 49 of the Listing Agreement are annexed hereto. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
9. Members are requested to bring their copy of Annual Report and attendance slip to the meeting.
10. The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder.
11. Hard copy of the details of accounts of subsidiaries required by any shareholders can be obtained with a written request to the Company Secretary of the Company at the Registered Office of the Company.
12. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
13. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
14. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form and with respective Depository Participants (DP) where the shares are held in dematerialised form. Shareholders holding shares in physical form can send their email address for registration to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) quoting the Folio Number and Name of the Company.

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

- (A) In case of members receiving e-mail:
  - i) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
  - ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - iii) Click on "Shareholders" tab to cast your votes.
  - iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"

- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <0123456789> in the PAN field.

# Please enter any one of the details in order to login.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& \*). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii) Click on the relevant EVSN on which you choose to vote.
- ix) 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.

- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - xi) 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.
  - xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Company/ depository participant(s) or requesting physical copy]:
- Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The voting period begins from 10.00 am from July 30, 2014 and ends on 5.00 pm on August 1, 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of July 28, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 July 28, 2014.

Mr. Himanshu Kamdar, Practising 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 or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.hathway.com](http://www.hathway.com) and will be communicated to the Stock Exchanges on which the Company's equity shares are listed.

#### BY ORDER OF THE BOARD

**AJAY SINGH**

Place: Mumbai

Date: June 24, 2014      **Company Secretary & Compliance Officer**

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2014:

##### Item No. 5

In view of the recent notification of Companies Act, 2013 and rules there under in place of Companies Act, 1956, it is necessary to adopt new set of Articles of Association giving effect to the provisions and rules framed therein.

Various clauses in the existing Articles of Association necessitate amendment and/or alteration in order to reflect inter-se, various provisions and rules framed therein.

As per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company will required to be approved by the shareholders of the Company by way of Special Resolution and hence placed for seeking approval of shareholders.

Copy of existing and amended Articles of Association of the Company will be available for inspection by members during 11.00 a.m to 2.00 p.m. at the Registered Office of the Company during Monday to Friday till the date of Annual General Meeting.

Your Board recommends this resolution to seek your approval for amendment for adoption of new set of Articles of Association.

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 resolutions financially or otherwise.

##### Item No. 6, 7, 8 & 9

Pursuant to Clause 49 of the Listing Agreement, Mr. Brahma Vasudevan, Mr. Sridhar Gorthi, Mr. Sasha Mirchandani and Mr. Devendra Shrotri are holding the office of Directors categorised as Independent Directors of the Company. As per the provisions of Section 149(4) of the Companies Act, 2013, it would be necessary to have atleast one third of the total number of directors as independent directors. The provisions of sub Section 10 of Section 149 further stipulates that an independent director shall hold office for a term up to five consecutive years on the Board of the Company and shall not be liable to retire by rotation.



It is proposed to appoint all the present Independent Directors viz. Mr. Brahma Vasudevan, Mr. Sridhar Gorthi, Mr. Sasha Mirchandani and Mr. Devendra Shrotri as Independent Directors for a period of five years from the date of Annual General Meeting.

The Nomination and Remuneration Committee has recommended and the Board of Directors of the Company has formed an opinion that all the Independent Directors fulfil the conditions specified in the Companies Act, 2013 for such an appointment.

Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment of each of the independent directors is as under:

Mr. Brahma Vasudevan aged 46 years is MBA from Harvard Business School and graduated with First Class Honours in Aeronautical Engineering from Imperial College, London. He has very long experience in the field of Private Equity Fund Management and he has been associated with the Company since September 2009.

Mr. Sridhar Gorthi aged 42 years is Arts Graduate and LL. B. (Hons) from Bangalore University. He is engaged in the field of legal consultancy having experience of more than 17 years in legal advisory, restructuring, debt finance, joint ventures, acquisition and merger. He has been associated with the Company since September 2009.

Mr. Sasha Mirchandani aged 42 years has a degree of Business Administration from University of Virginia. He has varied experience in the field of telecom, outsourcing, investment and advisory services. He has been associated with the Company since September 2009.

Mr. Devendra Shrotri aged 42 years is MBA from Columbia Business School, New York, Masters in Computer Science & Engineering from University of South Carolina and Bachelors of Electrical Engineering from Jabalpur Engineering College. He has experience in the field of management, finance, consulting, outsourcing and technology. He has been associated with the Company since September 2009.

None of the Independent Directors hold any shares in the Company.

As per the provisions of sub Section (7) of Section 149 of the Companies Act, 2013, the Board of Directors of the Company has received declaration from all the Independent Directors that they meet with the criteria of independence as provided in sub Section (6) of Section 149 of the Companies Act, 2013. The Company has also received from all the proposed appointees (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they have not been disqualified under sub Section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letters for the appointment of all the proposed appointees as Independent Director setting out

the terms and conditions is available for inspection by the members at the Company's Registered Office during the working hours on all working days upto the date of AGM.

Independent Director shall not be entitled to any stock option and may receive remuneration by way of fees provided under sub-section (5) of Section 197 of the Companies Act, 2013, reimbursement of expenses for participation in the Board and other meetings and profit related commission, if any, as may be approved by the members.

As per the provisions Section 160 of the Companies Act, 2013, the Company has received notice under Section 160 of the said Act from shareholders proposing the candidature, for the office of a Director of the Company along with the deposit of ₹ 1,00,000/- for each of the Directors.

Mr. Brahma Vasudevan, Mr. Sridhar Gorthi, Mr. Sasha Mirchandani and Mr. Devendra Shrotri are deemed to be interested or concerned in their respective resolution for appointment. Apart from the said directors, 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 resolutions financially or otherwise.

Your Directors recommend the resolutions as mentioned in Item Nos. 6 to 9 of the Notice for your approval.

#### Item No. 10

The Board of the Directors of the Company as per the recommendation of the Audit Committee, has approved the appointment of Dr. Ashok Kumar Agarwal & Co., Cost Accountant, as Cost Auditor, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 and also approved the remuneration of ₹ 5,00,000/- (Rupees Five Lacs only) to be paid to him.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor requires to be ratified by the shareholders of the Company.

Accordingly, it is proposed to sought consent of the members by passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2015.

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 financially or otherwise.

**BY ORDER OF THE BOARD**

Place: Mumbai

Date: June 24, 2014

**AJAY SINGH**

**Company Secretary & Compliance Officer**