

HATHWAY CABLE & DATACOM LIMITED

'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

NOTICE

NOTICE is hereby given that the Fifty Fifth Annual General Meeting of the Company will be held on Tuesday, August 11, 2015 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:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Viren Raheja, (DIN 00037592) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Vinayak Aggarwal, (DIN 00007280) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Biswajit Subramanian, (DIN 00905348) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
5. 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 139(1) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules, circulars, notifications made/ issued thereunder, including any amendment, modification, variation or re-enactment thereof, the appointment of M/s G M Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on August 5, 2014, for a term of 3 years i.e. from the conclusion of the Fifty Forth Annual General Meeting until the conclusion of the Fifty Seventh Annual General Meeting, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution in the best interest of the Company including fixing of their remuneration.”

SPECIAL BUSINESS:

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

“RESOLVED THAT Ms. Ameeta Parpia (DIN 02654277), who was appointed as an Additional Director with effect from 11th February, 2015, as an Independent Director of the Company, pursuant to provisions of Section 149(1) of the Companies Act, 2013 (the Act), and Clause 49(II)(A) of the Listing Agreement entered by the Company with the Stock Exchanges and in accordance with the Articles of Association of the Company, to hold office up to the date of the ensuing Annual General Meeting of the Company and for whom, the Company has received a notice under Section 160 of the Act along with a requisite deposit from a shareholder proposing the candidature of Ms. Ameeta Parpia, for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office upto 10th February, 2020 and that she 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.”

7. 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, payment of remuneration to M/s. Ashok 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, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, of ₹ 5,00,000/- (Rupees Five Lakhs only) plus out of pocket expenses be and is hereby ratified.

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

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.”

BY ORDER OF THE BOARD

AJAY SINGH

Company Secretary & Compliance Officer

FCS No : 5189

Rahejas, 4th Floor,

Place: Mumbai Corner of Main Avenue & V.P. Road,

Date: May 29, 2015 Santacruz West, Mumbai 400 054

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 authorizing 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 Monday, 3rd August, 2015 to Wednesday, 5th August, 2015 (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 / reappointment.
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 dematerialized 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 dematerialized form. Shareholders holding shares in physical form can send their email address for registration to rnt.helpdesk@linkintime.co.in quoting the Folio Number and Name of the Company.

15. THE COMPANY IS PROVIDING FACILITY FOR VOTING BY ELECTRONIC MEANS AND THE BUSINESS MAY BE TRANSACTED THROUGH E-VOTING.
16. THE FACILITY FOR VOTING THROUGH BALLOT OR POLLING PAPER SHALL BE MADE AVAILABLE AT THE MEETING AND THE MEMBERS ATTENDING THE MEETING WHO HAVE NOT ALREADY CASTED THEIR VOTES BY REMOTE EVOTING SHALL BE ABLE TO EXERCISE THEIR RIGHT AT THE MEETING.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 07th August, 2015 at 10.00 am and ends on Monday, 10th August, 2015 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 Tuesday, 04th August, 2015, may cast their vote electronically. The-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 UserID
 - 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company /Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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.
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or 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 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 & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on 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.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”)

and e-voting menu 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 Tuesday, 04th August, 2015

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 conclusion of the Annual General Meeting of the Company. 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.

BY ORDER OF THE BOARD

AJAY SINGH

Company Secretary & Compliance Officer

FCS No : 5189

Rahejas, 4th Floor,

Place: Mumbai Corner of Main Avenue & V.P. Road,

Date: May 29, 2015 Santacruz West, Mumbai 400 054

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

ITEM NO. 5

Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment of Ms. Ameeta Parpia as Independent Director is as under:

Ms. Ameeta Parpia is a renowned Advocate and Solicitor partner of Messrs. A H Parpia and Company, Advocates and Solicitors. Ms. Parpia has passed the Examination (conducted by the Bombay Incorporated Law Society) in 1990 and specializes in field of “Conveyancing”, which covers knowledge of not only personal laws but also laws relating to immovable property and documentation.

Ms. Ameeta Parpia has been a Non-Executive Independent Director of Prism Cement Limited since May 5, 2010 and in Supreme Petrochem Limited since April 24, 2013.

The other details of Ms. Parpia in terms of Clause 49 of the Listing Agreement, is annexed to this Notice.

In terms of Section 161(1) of the Companies Act, 2013, Ms. Parpia holds office as Additional Director only up to the date of the forthcoming Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from one of the members signifying his intention to propose the appointment of Ms. Parpia as a Director.

The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 5 of this Notice for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

Except Ms. Ameeta Parpia and her relatives, 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 financially or otherwise in the above resolution.

ITEM NO. 6

The Board of the Directors of the Company as per the recommendation of the Audit Committee, has approved the

appointment of M/s. Ashok 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, 2016 and also approved the remuneration of ₹ 5,00,000/- (Rupees Five Lakhs 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 seek approval of the members by passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016.

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 financially or otherwise in the above resolution.

BY ORDER OF THE BOARD

AJAY SINGH

Company Secretary & Compliance Officer

FCS No : 5189

Rahejas, 4th Floor,

Corner of Main Avenue & V.P. Road,

Santacruz West, Mumbai 400 054

Place: Mumbai

Date: May 29, 2015

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49 (VIII) (E) OF THE LISTING AGREEMENT) ARE AS UNDER:

Name of Director	Mr. Viren Raheja	Mr. Vinayak Aggarwal	Mr. Biswajit Subramanian	Ms. Ameeta Parpia
Date of Birth	13th June, 1984	12th April, 1969	19th September, 1965	22nd September, 1965
Nationality	Indian	Indian	British	Indian
Date of Appointment on the Board	28th March, 2008	04th June, 1996	11th May, 2012	11th February, 2015
Qualifications	MBA from London Business School & CFA	CWA & IIM Ahmedabad	B.Tech from IIT, Master's Degree in Electrical Engineering from the University of California and MBA from Wharton School of Pennsylvania	LLB
Expertise in Specific Functional Area	Experience in Cable Television, Satellite Communications, Retailing, Investment Companies, Petro-Chemicals, Real Estates, etc.	More than two decades of work experience in Project Appraisal, Mergers and Acquisitions, Treasury Operations, etc.	1) Mergers & Acquisitions and corporate finance experience through past investment banking experience at Morgan Stanley and investment experience at Providence Equity. 2) Cable & telecom sector experience from past board positions at Idea Cellular Ltd (India), Kabel Deutschland AG (Germany) and Eircom Ltd (Ireland).	Specialization in the field of "Conveyancing", which covers knowledge of not only personal laws but also laws relating to immovable property and documentation.
Number of shares held in the Company	11,95,53,000	Nil	Nil	27,315
List of the directorships held in other companies*	1. Sonata Software Limited 2. Innovassynth Technologies Limited 3. Asianet Satellite Communication Ltd	1. Asianet Satellite Communication Ltd 2. Exide Life Insurance Company Limited	1. Aditya Birla Telecom Limited 2. UFO Moviez India Limited	1. Prism Cement Ltd 2. Supreme Petrochem Limited 3. Raheja QBE General Insurance Company Limited
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	1. Asianet Satellite Communication Ltd – Audit Committee -Member	Nil	Nil	Nil

*Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).