



HATHWAY CABLE & DATACOM LIMITED

Regt Off: Raheja's, 4th Floor, Corner of Main Avenue & V.P.Road, Santacruz West, Mumbai 400054

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HATHWAY CABLE AND DATACOM LIMITED (THE COMPANY) WILL BE HELD ON MONDAY, AUGUST 19, 2013 AT 4.00 PM AT ISKCON'S AUDITORIUM, HARE KRISHNA LAND, NEXT TO HARE KRISHNA TEMPLE, JUHU, MUMBAI – 400049 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

RAISING OF FUNDS BY THE COMPANY PURSUANT TO SECTION 81 (1A) OF THE COMPANIES ACT, 1956 THROUGH PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO P6 ASIA HOLDING INVESTMENTS IV (MAURITIUS) LIMITED (A COMPANY INCORPORATED UNDER THE LAWS OF MAURITIUS) AND HATHWAY INVESTMENTS PRIVATE LIMITED (AN ENTITY FORMING PART OF THE PROMOTER GROUP)

1. Resolution I

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 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 and/or the applicable rules, regulations, notifications and circulars, if any, issued by the Securities and Exchange Board of India (**SEBI**) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **ICDR Regulations**), the Reserve Bank of India (**RBI**), the Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by the appropriate authorities, and subject to the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), the Consolidated Foreign Direct Investment Policy, updated annually, with the latest policy dated 5 April 2013 issued by the Department of Industrial Policy and Promotion, the equity listing agreements (the **Listing Agreement**) entered into by the Company with BSE Limited and the National Stock Exchange of India Limited (together, the **Stock Exchanges**) where the Company's equity shares of face value of Rs.10 each (the **Equity Shares**) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI, the Foreign Investment Promotion Board (**FIPB**) and any other appropriate authority(ies), bank(s), institution(s) or body(ies) whether in India or outside India, as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company (the **Board**, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the Board be and is hereby authorised to create, offer, issue and allot, for cash, 38,70,000 fully paid-up Equity Shares to **P6 Asia Holding Investments IV (Mauritius) Limited** (a company incorporated under the laws of Mauritius), at a price of Rs.284/- (Rupees Two Hundred Eighty Four only) per Equity Share including premium of Rs. 274/- (Rupees Two Hundred Seventy Four only) per Equity Share aggregating up to Rs. 109,90,80,000/- (Rupees One Hundred Nine Crores Ninety Lacs Eighty Thousand only), on a preferential allotment basis (the **Allotment Tranche-1**), in one or more tranches at such time or times and on such further terms and conditions as may be finalised by the Board, subject to compliance with the minimum issue price requirement set out in Regulation 76 of the ICDR Regulations.

RESOLVED FURTHER THAT the said Equity Shares to be so issued and allotted pursuant to the Allotment Tranche-1 shall be fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company, to decide the terms and conditions (including without limitation terms and conditions relating to variation of price) of the Equity Shares to be issued pursuant to the Allotment Tranche-1, in the best interests of the Company, and take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said Equity Shares and listing thereof with the Stock Exchanges where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the ICDR Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the Allotment Tranche-1), to prescribe the forms of application, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer and allotment of the said Equity Shares to be issued pursuant to the Allotment Tranche-1 and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares to be issued pursuant to the Allotment Tranche-1, without being required to seek any further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute and file any and all requisite forms, documents, returns, and/or deeds with any regulatory authority in connection with the above resolutions, (including e-Forms to be filed with the Registrar of Companies and other notifications required to be made to the Stock Exchanges).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any Committee of Directors or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company to implement the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

2. Resolution II

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 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 and/or the applicable rules, regulations, notifications and circulars, if any, issued by the Securities and Exchange Board of India (**SEBI**) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **ICDR Regulations**), the Reserve Bank of India (**RBI**), the Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by the appropriate authorities, and subject to the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), the Consolidated Foreign Direct Investment Policy, updated annually, with the latest policy dated 5 April 2013 issued by the Department of Industrial Policy and Promotion, the equity listing agreements (the **Listing Agreement**) entered into by the Company with BSE Limited and the National Stock Exchange of India Limited (together, the **Stock Exchanges**) where the Company's equity shares of face value of Rs.10 each (the **Equity Shares**) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI, the Foreign Investment Promotion Board (**FIPB**) and any other appropriate authority(ies), bank(s), institution(s) or body(ies) whether in India or outside India, as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company (the **Board**, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the Board be and is hereby authorised to create, offer, issue and allot, for cash, 14,05,000 fully paid-up Equity Shares to **HATHWAY INVESTMENTS PRIVATE LIMITED**, an entity forming part of the promoter group, at a price of Rs.284/- (Rupees Two Hundred Eighty Four only) per Equity Share including premium of Rs. 274/- (Rupees Two Hundred Seventy Four only) per Equity Share aggregating up to Rs. 39,90,20,000/- (Rupees Thirty Nine Crores Ninety Lacs Twenty Thousand only), on a preferential allotment basis (the **Allotment Tranche-2**), in one or more tranches at such time or times and on such further terms and conditions as may be finalised by the Board, subject to compliance with the minimum issue price requirement set out in Regulation 76 of the ICDR Regulations.

RESOLVED FURTHER THAT the said Equity Shares to be so issued and allotted pursuant to the Allotment Tranche-2 shall be fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company, to decide the terms and conditions (including without limitation terms and conditions relating to variation of price) of the Equity Shares to be issued pursuant to the Allotment Tranche-2, in the best interests of the Company, and take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said Equity Shares and listing thereof with the Stock Exchanges where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the ICDR Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the Allotment Tranche-2), to prescribe the forms of application, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer and allotment of the said Equity Shares to be issued pursuant to the Allotment Tranche-2 and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares to be issued pursuant to the Allotment Tranche-2, without being required to seek any further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute and file any and all requisite forms, documents, returns, and/or deeds with any regulatory authority in connection with the above resolutions, (including e-Forms to be filed with the Registrar of Companies and other notifications required to be made to the Stock Exchanges).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any Committee of Directors or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company to implement the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors

Milind Karnik
Company Secretary

Place: Mumbai
Date: 19th July 2013

REGISTERED OFFICE

Raheja's, 4th Floor, Corner of Main Avenue
& V.P.Road, Santacruz West, Mumbai 400054

NOTES:

1. An explanatory statement as required under Section 173 of the Companies Act, 1956 in respect of the business and resolutions specified above is annexed hereto and forms part of this Notice.
2. No person shall be entitled to attend or vote at the extra-ordinary general meeting as a duly authorised representative of a body corporate, which is a shareholder of the Company, unless a certified true copy of the resolution appointing him/her as a duly authorised representative, have been deposited at the registered office of the Company.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote instead of himself/herself. The instrument appointing the proxy, if any, shall be in writing, and shall be deposited at the registered office of the Company, not less than 48 hours before the meeting. Such a proxy need not be a member of the Company.
4. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall. Attendance at the meeting will not be allowed without the production of the attendance slip duly signed. Members, whose shares are in dematerialized form, are requested to bring their depository account number for identification.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 19th JULY 2013 PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Resolution I and II:

RAISING OF FUNDS BY THE COMPANY PURSUANT TO SECTION 81 (1A) OF THE COMPANIES ACT, 1956 THROUGH PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO P6 ASIA HOLDING INVESTMENTS IV (MAURITIUS) LIMITED (A COMPANY INCORPORATED UNDER THE LAWS OF MAURITIUS) AND HATHWAY INVESTMENTS PRIVATE LIMITED (AN ENTITY FORMING PART OF THE PROMOTER GROUP)

In order to augment the funding needs of the Company for corporate purposes, the Company is proposing the issue of Equity Shares through Allotment Tranche-1 and Allotment Tranche-2 (collectively the **Preferential Allotment**) on a preferential basis in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulation, 2009, as amended (**ICDR Regulations**) and is seeking your approval to the proposed special resolutions under the provisions of Section 81(1A) of the Companies Act, 1956.

The Board of Directors of the Company in the meeting held on 19th July 2013 has, subject to the approval of the shareholders and requisite statutory approvals as may be applicable, approved the issue of up to 52,75,000 Equity Shares to **P6 ASIA HOLDING INVESTMENTS IV (MAURITIUS) LIMITED** (a company incorporated under the laws of Mauritius) and **HATHWAY INVESTMENTS PRIVATE LIMITED** (hereinafter collectively referred to as the **Allottees**), at a price of Rs. 284/- (Rupees Two Hundred Eighty Four only) per Equity Share (being the price higher than the minimum price determined in accordance with the ICDR Regulations) aggregating to Rs. 149,81,00,000/- (Rupees One Hundred Forty Nine Crores Eighty One Lacs only).

INFORMATION AS REQUIRED UNDER REGULATION 73 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 (ICDR REGULATIONS) IS SET OUT BELOW:

1. Objects of the Preferential Allotment:

The object of the Preferential Allotment is to raise funds as mentioned in the explanatory note above.

2. Intention of the promoters, directors or key management personnel of the Company to subscribe to the Preferential Allotment:

Hathway Investments Private Limited, a promoter group company, will subscribe to the Preferential Allotment to the extent of 14,05,000 Equity Shares.

3. Shareholding Pattern:

The shareholding pattern of the Company before and after the Preferential Allotment is as under:

Sr. No.	Category	Pre-issue equity shareholding		No of Equity Shares proposed to be allotted	Post-issue equity shareholding	
		Number of Equity Shares	%		Number of Equity Shares	%
A.	Promoters and Promoter Group					
	(a) Allottee under preferential issue	14,964,003	10.46	1,405,000	16,369,003	11.03
	(b) Other promoters	55,843,200	39.00	0	55,843,200	37.62
	Total (A)	70,807,203	49.46	1,405,000	72,212,203	48.65
B.	Public					
	(a) Allottee under preferential issue	0	0	3,870,000	3,870,000	2.61
	(b) Other Public Shareholders	17,726,408	12.38	0	17,726,408	11.93
	(c) Mutual Funds/Foreign Institutional Investors	54,639,589	38.16	0	54,639,589	36.81
	Total (B)	72,365,997	50.54	3,870,000	76,235,997	51.35
	Grand Total (A+B)	143,173,200	100.00	52,75,000	148,448,200	100.00

4. Proposed time within which the Preferential Allotment shall be completed:

The Preferential Allotment is proposed to be completed within a period of 15 (fifteen) days from the date on which the shareholders' sanction is obtained for the Preferential Allotment, provided that where the allotment is pending on account of pendency of any approvals from any regulatory authority or the Central Government, in which case, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or such other extended period as may be permitted by the ICDR Regulations.

5. **Identity of the proposed allottees, the percentage of pre and post issue share capital that may be held by the proposed allottees in the Company consequent to the Preferential Allotment:**

Name	Category	Pre-Issue Holding		No. of Equity Shares to be allotted	Post-Issue Holding	
		No. of Equity Shares	%		No. of Equity Shares	%
Hathway Investments Private Limited	Promoter Group	14,964,003	10.46	1,405,000	16,369,003	11.03
P6 Asia Holding Investments IV (Mauritius) Limited (a company incorporated under the laws of Mauritius)	Public	Nil	Nil	3,870,000	3,870,000	2.61

6. **Change in Control:**

The Preferential Allotment to the Allottees will not result in a change in the control or management of the Company.

7. **Company's undertaking:**

The undertakings required under paragraphs (f) and (g) of Regulation 73(1) of Chapter VII of the ICDR Regulations will not be applicable to the Company as the Company's Equity Shares are listed on the Stock Exchanges for more than the minimum period as specified under Regulation 76(2) of the ICDR Regulations.

8. **Auditors' Certificate:**

M/s. G. M. Kapadia and Co., Chartered Accountants, the statutory auditors of the Company has certified that the Preferential Allotment is being made in accordance with the requirements contained in Chapter VII of the ICDR Regulations. A copy of this certificate shall be placed before the shareholders' at the extra-ordinary general meeting and the same will also be made available for inspection at the registered office of the Company on all working days except public holidays during the hours between 11.00 a.m. to 1.00 p.m. up to the date of the ensuing extra-ordinary general meeting, and will also be available for inspection at the extra-ordinary general meeting.

9. **Relevant Date and Issue Price:**

The Equity Shares proposed to be issued to the Allottees pursuant to the Preferential Allotment will be issued and allotted at a price not less than the higher of the following in terms of Regulation 76 of the ICDR Regulations:

- the average of the weekly high and low of the closing price of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited during the 26 (twenty-six) weeks preceding the Relevant Date (as defined below); or
- the average of the weekly high and low of the closing price of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited during the 2 (two) weeks preceding the Relevant Date (as defined below).

Explanation: The relevant date for the Preferential Allotment, as per Chapter VII of the ICDR Regulations, as amended up to date, for the determination of the applicable price shall be 19 July 2013 (**Relevant Date**).

Accordingly, the issue price of Rs. 284/- (Rupees Two Hundred Eighty Four only) per Equity Share at which the Equity Shares are proposed to be issued and allotted to the Allottees is higher than the minimum issue price determined in accordance with Regulation 76 of the ICDR Regulations.

10. **Miscellaneous**

- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchanges;
- The Company has obtained the Permanent Account Number of the Allottees;
- The Allottees have not sold Equity Shares of the Company during the 6 (six) months preceding the Relevant Date, i.e. 19 July 2013;
- The entire pre-Preferential Allotment shareholding of the Allottees, if any, in the Company shall be locked-in from the Relevant Date, i.e. 19 July 2013, up to a period of 6 (six) months from the date of Preferential Allotment;
- The Equity Shares to be allotted to the Allottees pursuant to the Preferential Allotment shall be subject to a lock-in for such period as given below:
 - in case of Equity Shares allotted to **Hathway Investments Private Limited**, for a period of 3 (three) years from the date of Preferential Allotment or such other time frame as may be imposed under SEBI rules, regulations and guidelines or by the BSE, NSE or other regulatory or governmental agency; and
 - in case of Equity Shares allotted to **P6 Asia Holding Investments IV (Mauritius) Limited** (a company incorporated under the laws of Mauritius), for a period of 1 (one) year from the date of Preferential Allotment or such other time frame as may be imposed under SEBI rules, regulations and guidelines or by the BSE, NSE or other regulatory or governmental agency; and
- All the Equity Shares, if any, held by the Allottees in the Company prior to the Preferential Allotment are in dematerialised form.

None of the Directors of the Company, except Mr. Biswajit Subranamiam, are in any way, concerned or interested in Resolution I.

Except for Mr. Rajan Raheja, Mr. Akshay Raheja, Mr. Viren Raheja and Mr. Vinayak Aggarwal none of the directors are, in any way, concerned or interested in Resolution II.

By order of the Board of Directors

Milind Karnik
Company Secretary

Place: Mumbai
Date: 19th July 2013

REGISTERED OFFICE

Raheja's, 4th Floor, Corner of Main Avenue
& V.P.Road, Santacruz West, Mumbai 400054



HATHWAY CABLE & DATACOM LIMITED

Regt Off: Raheja's, 4th Floor, Corner of Main Avenue & V.P.Road, Santacruz West, Mumbai 400054

ATTENDANCE SLIP

Ledger Folio No: _____	
DP-ID No*: _____	
CLIENT-ID No*: _____	
No. of Shares: _____	
Name and Address of the Shareholder	
Whether the member is attending the meeting in person or by proxy or by authorized representative	
Name of the proxy (to be filled in if proxy attends instead of the member)	

I/we hereby record my/our presence at the Extra-ordinary General Meeting of the Company held on Monday, 19th August 2013 at 4.00 pm at **ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400049**

Signature of the Member

Signature of the Proxy

***Applicable for the shareholders holding shares in electronic form**

ABOVE SIGNATURES SHOULD TALLY WITH THE SPECIMEN SIGNATURES REGISTERED WITH THE REGISTRAR AND TRANSFER AGENT.

(To be signed at the time of handing over the slip)

Notes: Member(s)/Proxy(ies) are requested to bring the attendance slip to the meeting and hand it over at the entrance of the meeting hall duly signed.



HATHWAY CABLE & DATACOM LIMITED

Regt Off: Raheja's, 4th Floor, Corner of Main Avenue & V.P.Road, Santacruz West, Mumbai 400054

PROXY FORM

Ledger Folio No: _____

DP-ID No*: _____

CLIENT-ID No*: _____

No. of Shares: _____

I/We _____ being a member of Hathway Cable and Datacom Limited hereby appoint the following as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Monday, 19th August 2013 at 4.00 pm at **ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400049** :

1. Mr/Ms _____

Signature _____ or failing him /her

2. Mr/Ms _____

Signature _____ or failing him/ her

3. Mr/Ms _____

Signature _____ or failing him/ her

This form is to be used in favour of the resolution(s) _____ /against the resolution(s) _____.

Unless otherwise instructed the proxy will act as he thinks fit.

Signed this.....day of 2013

Affix
Re.1/revenue
stamp

***Applicable for the shareholders holding shares in electronic form**

Note: Proxy forms must reach the Company's registered office not less than 48 hours before the meeting.

