



HATHWAY CABLE & DATACOM LIMITED
Regd. Office: 'Rahejas', 4th Floor, Corner of Main Avenue &
V.P. Road, Santacruz (West), Mumbai – 400054
Tel: 91-22-26001306 Fax: 91-22-26001307
CIN: L64204MH1959PLC011421
E-mail: info@hathway.net

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that the draft Resolutions set out below are proposed to be passed through Postal Ballot in accordance with Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company ('the Board') proposes the same for the approval by Members.

An Explanatory Statement pursuant to Section 102(2) of the Act setting out all material facts relating to the Resolutions is annexed hereto alongwith a Postal Ballot Form for consideration of Members.

The Board has appointed Mr. Himanshu Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 p.m. on Wednesday, 09th July, 2014. The Company has also provided e-voting facility as an alternate, for its Members to exercise their vote on resolution proposed to be passed through Postal Ballot. The procedure for e-voting is given after the Explanatory Statement below. Responses received from Members after Wednesday, 09th July, 2014 shall be treated as if no response is received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014. Members are therefore requested to send the duly completed Postal Ballot Forms on or before 5.00 p.m. on Wednesday, 09th July, 2014 providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result of the Postal Ballot shall be announced on 14th July, 2014.

Draft Resolutions to be passed through Postal Ballot:

A handwritten signature in black ink, appearing to read "Singh", written in a cursive style.

1. 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 1,600 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to create charge by way of mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, Non-Resident Indians (NRIs), Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc. (hereinafter referred to as the "Lenders") an outstanding aggregate value not exceeding Rs. 1600 Crores together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lenders under their respective Agreements / Loan Agreements entered / to be entered into by the Company in respect of the borrowings.



RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lenders, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

3. 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 186 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and subject to the approval of the shareholders of the Company, the Board of Directors of the Company, be and is hereby authorized to make the investments in the securities of any other bodies corporate and/or to make of loans and advances to other bodies corporate and/or give any guarantee or provide any security in connection with loans made by any other person to or to any other person by other bodies corporate notwithstanding the fact that the proposed investment and/or loans and advances together with the investment and/or loans and advances already made by the Company, up to 100% of the free reserves and securities premium account or Rs. 1,000 Crores, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize, sign and execute such documents as may be necessary and to carry out modifications thereto, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

**By Order of the Board of Directors
For Hathway Cable & Datacom Limited**

Sd/-

Ajay Singh

Company Secretary & Compliance Officer

Place: Mumbai

Date: 29th May 2014



Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013:

Item Nos. 1 & 2:

To meet the requirements of funds for effective implementation of Digital Addressable System (DAS) and broadband capital expenditure, the Company may require to borrow additional funds from time to time by way of loans from banks/financial or other institutions and/or issue bonds, debentures or other debt securities. As per Section 180(1)(c) of the Companies Act, 2013, the power of the Board of Directors to borrow money(s) (apart from temporary loans obtained from the Company's bankers in ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserve of the Company, requires approval from the shareholders of the Company. The shareholders of the Company had authorized the Board of Directors of the Company to borrow upto maximum limit of Rs. 1400 Crores as per the then provisions of Section 293(1)(d) of the Companies Act, 1956. However, considering the future plans of the Company, the existing limit of Rs. 1400 Crores may not be sufficient and hence it is proposed to increase to Rs. 1600 Crores.

Further, the said borrowing/issue of securities may be required to be secured by way of mortgage /charge over all or any part of the movable and/or immovable properties of the Company and as per the provisions of Section 180(1)(a) of the Companies Act, 2013, creation of mortgage or charge on all or any part of the moveable and/or immovable properties of the Company, covered under the provisions of the said Section and hence requires the approval from the shareholders of the Company by way of Special Resolution.

As per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the aforesaid approval under Section 180(1)(a) is to be obtained by passing of a special resolution through postal ballots.

Accordingly, the respective special resolutions under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 as mentioned in Item No. 1 & 2 of the Postal Ballot Notice, being connected to each other, are proposed for seeking approval of members by way of Special Resolution.

Your Directors recommend the resolutions as set out at Item Nos. 1 & 2 of the Postal Ballot Notice for your approval.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons; Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions.



Item Nos. 3:

As a corporate policy your Company has made investments, provided loans and advances and also given guarantees/securities in connection with loans to Subsidiaries, Joint Venture Companies and other bodies corporate. As per provisions of Section 186 of the Companies Act, 2013, aggregate of such investments/loans and advances/guarantees/securities should not exceed 60% of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more unless it is approved by the shareholders. In view of the existing investments made, loans and advances and guarantees/securities given in connection with loans to other bodies corporate and considering the future plans of the Company, it is deemed necessary to authorize the Board of Directors to invest or to provide loans and advances or give guarantees/securities up to 100% of free reserves and securities premium account or Rs. 1,000 Crores, whichever is higher. Hence the said resolution is placed for seeking approval of shareholders under Section 186 of the Companies Act, 2013 by way of Special Resolution.

As per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the aforesaid approval under Section 186 is to be obtained by passing of a special resolution through postal ballots.

Your Directors recommend the resolution as set out in Item No. 3 of the Postal Ballot Notice for your approval.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolution.

**By Order of the Board of Directors
For Hathway Cable & Datacom Limited**

Sd/-

Ajay Singh

Company Secretary & Compliance Officer

Place: Mumbai

Date: 29th May 2014

Enclosures:

1. Postal Ballot Form
2. Postage pre-paid self-addressed Envelope





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Regd. Office: 'Rahejas', 4th Floor, Corner of Main Avenue &
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CIN:L64204MH1959PLC011421
E-mail: info@hathway.net

POSTAL BALLOT FORM

(Pl. read carefully the instructions printed overleaf before completing this form)

Sr. No.

1. Name and Registered Address of Sole / First named Shareholder (in block letters) :
2. Name(s) of Joint holder(s), if any (in block letters) :
3. Registered Folio No. / DP ID No.* / Client ID No.* (*Applicable to Investors holding shares in dematerialized form) :
4. Number of Shares held (Equity Share of Rs.10/- each) :
5. I/We hereby exercise my/our vote in respect of the Special Resolutions) to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 29th May, 2014, by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate box below:

| Item No. | Brief particulars of the resolution | No. of Shares | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) |
|----------|---|---------------|-------------------------------------|--|
| 1. | Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors of the Company to borrow loans in excess of Paid up Capital and Free reserves of the Company subject to maximum of Rs. 1600 Crores. | | | |
| 2. | Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors for creation of Charge / Hypothecation / Mortgage on the movable / immovable properties of the Company for securing the borrowings of the Company subject to maximum limit of Rs. 1600 Crores. | | | |
| 3. | Special Resolution under Section 186 of the Companies Act, 2013 for authorizing the Board of Directors to invest or to provide loans and advances or give guarantees/ securities up to 100% of free reserves and securities premium account or Rs. 1,000 Crores, whichever is higher. | | | |

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS
(Applicable for Individual Members only)

| EVSN (Electronic Voting Sequence Number) | USER ID | Password | * Default Number |
|--|---------|----------|------------------|
| | | | |

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default number 0123456789 in the PAN field.

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on 09th July, 2014.
2. Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS FOR VOTING

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 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.
- 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: <Default Number> in the PAN field.*

In case the Date of Birth is not recorded with the depository, then please enter the value <30/05/2014> in the DOB column.

- 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.
- (II) 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]:**
- (B) 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 on <Date and Time> and ends on <Date and Time>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

General

- a) Voting by Postal Ballot, both in physical form and e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.



- b) Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date, which is the date of completion of despatch of the Notice. This date shall be announced through advertisement.
- c) **Voting period commences on and from Tuesday, 10th June, 2014 at 10.00 a.m. and ends on Wednesday, 09th July, 2014 at 5.00 p.m.**
- d) The date of declaration of results of the postal ballot i.e. 14th July, 2014 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

A handwritten signature in black ink, appearing to be 'D. Singh', written in a cursive style.