



## **HATHWAY CABLE & DATACOM LIMITED**

Regd. Office: 'Rahejas', 4<sup>th</sup> 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](http://www.hathway.com), E-mail: [info@hathway.net](mailto: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 Resolution set out below is 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 or any amendment thereof.

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

The Board has appointed Mr. Himanshu S. 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 Thursday, 12<sup>th</sup> January, 2017**. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has also provided e-voting facility for its Members to exercise their vote on resolution proposed to be passed through Postal Ballot. The procedure for e-voting is given below the Explanatory Statement. Responses received from Members after **Thursday, 12<sup>th</sup> January, 2017** 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 Thursday, 12<sup>th</sup> January, 2017** providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result on the resolution proposed to be passed through the Postal Ballot shall be announced on **Friday, 13<sup>th</sup> January, 2017**.

Draft Resolution to be passed through Postal Ballot:

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

**“RESOLVED THAT** in accordance with recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or enactment thereof) and subject to the approval of any such other requisite authority including approval of Central Government, if required, the consent of the Company be and is hereby accorded to the appointment of Mr. Rajan Gupta (DIN: 07603128) as the Managing Director of the Company for a term of two years beginning from 25<sup>th</sup> November, 2016 to 24<sup>th</sup> November, 2018 on such terms and conditions as set out in the agreement entered into between the Company and Mr. Rajan Gupta, an extract of which is mentioned hereunder:

Remuneration:

Financial Year	From	To	Fixed	Variable Incentive	Total
			Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
2016-2017	25/11/2016	31/03/2017	72.05	20.63	92.68
2017-2018	01/04/2017	31/03/2018	210.00	44.66	254.66
2018-2019	01/04/2018	24/11/2018	143.09	30.43	173.52

- a) The item-wise break-up of the fixed remuneration will be decided in the most tax efficient manner.
- b) Fixed remuneration includes basic salary, contribution to provident fund and other allowances.
- c) The variable portion (performance incentive) of the remuneration mentioned above, shall be paid subject to achievement of various Company and personal performance targets as shall be stipulated by the Board.
- d) The Company shall reimburse actual entertainment and travelling expenses incurred by the Managing Director, in connection with the Company's business.
- e) The Managing Director shall not be entitled to any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013 or any amendments thereto.
- f) Upon the termination of the employment agreement of the Managing Director, the Managing Director shall have no right to receive any further remuneration or compensation for loss of office, other than the accrued fixed salary and allowances owed to him as of the date, the employment agreement is terminated.
- g) Any amounts due to Mr. Rajan Gupta as per the terms of his employment contract with the Company, prior to his appointment as Managing Director, shall in accordance with the terms of such contract be paid to him in full and final settlement and it is clarified that such amount shall not be counted as part of the compensation payable to him in his capacity as Managing Director.

**RESOLVED FURTHER THAT** Mr. Rajan Gupta as the Managing Director shall be considered as a Key Managerial Personnel of the Company for the purpose of compliance of Section 203 of the Companies Act, 2013 and regularization of his appointment from Additional Director to Director in compliance with Sections 152, 160 and 161 of the Companies Act, 2013 shall be made at the next Annual General Meeting.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profit in any financial year, the aforesaid remuneration shall be payable to the Managing Director as minimum remuneration subject to the approval of Central Government, if required.

**RESOLVED FURTHER THAT** Mr. Rajan Raheja and Mr. Viren Raheja, Directors, be and are hereby jointly and/or severally authorized, as the case may be, on behalf of the Board of Directors of the Company, to do all such acts, deeds, matters and things and to sign, verify and execute necessary deeds, documents and letters as they may in their absolute discretion, consider necessary, expedient or desirable to give effect to this resolution or otherwise considered by them in the best interest of the Company, for appointment of Mr. Rajan Gupta as a Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary, be and are hereby jointly and/or severally authorized to sign, verify and execute necessary deeds, documents and letters and to digitally sign and file necessary e-forms and apply for necessary permissions to the applicable authorities, including central government, as may be required from time to time in this behalf."

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

Place: Mumbai  
Date: 25<sup>th</sup> November, 2016

Sd/-  
**Ajay Singh**  
Head-Legal, Company Secretary & Chief Compliance Officer  
FCS No. 5189  
Rahejas, 4<sup>th</sup> Floor, Corner of Main Avenue &  
V.P. Road, Santacruz West, Mumbai 400054

## NOTES:

1. The approval of shareholders of the Company is solicited by passing resolution through Postal Ballot as detailed in Item No. 1 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members as Beneficial Owners as received from Depositories as on **Friday, 2<sup>nd</sup> December, 2016**.
2. Explanatory Statement setting out all material facts as required under Section 102 and 110 of the Act in respect of the aforesaid special business of the Company is appended.
3. Resolution, if approved, by the shareholders by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the shareholders.
4. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company and to other shareholders through courier.
5. Shareholders who have received the Postal Ballot Notice by email and who do not wish to avail the electronic voting facility, such shareholder can send a request on email to [info@hathway.net](mailto:info@hathway.net) or write a letter for obtaining physical Notice and Postal Ballot Form to the Registrars & Share Transfer Agents of the Company i.e. M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
6. Voting through electronic means:

In Compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer e-voting facility which will enable the shareholders to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:

- (i) The voting period begins on **Wednesday, 14<sup>th</sup> December, 2016 at 10.00 am** and ends on **Thursday, 12<sup>th</sup> January, 2017** 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 **Friday, 2<sup>nd</sup> December, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company / Depository Participants are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</li></ul>
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
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend 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).</li></ul>

- (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 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 and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) 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).
- (xx) 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 **Friday, 2<sup>nd</sup> December, 2016**.

Mr. Himanshu S. Kamdar, Practicing 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 Report of the votes cast in favour or against, if any, and forward same to the Chairman.

The Results shall be declared on **Friday, 13<sup>th</sup> January, 2017**. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hathway.com](http://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.

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:

#### Item No. 1:

Mr. Jagdishkumar G. Pillai has decided to take a break in his professional career and hence tendered his resignation from the position of Managing Director and Chief Executive Officer of the Company with effect from 25<sup>th</sup> November, 2016. As a result, the Board of Directors, upon recommendation by the Nomination and Remuneration Committee, has appointed Mr. Rajan Gupta (DIN: 07603128) as an Additional Director and Managing Director of the Company with effect from 25<sup>th</sup> November, 2016 for a term of two years beginning from 25<sup>th</sup> November, 2016 to 24<sup>th</sup> November, 2018 on such terms and conditions as set out in the resolution proposed in Item No. 1 of this notice. It is proposed to regularize the appointment of Mr. Rajan Gupta as Additional Director to Director at the ensuing Annual General Meeting and it is clarified that such regularization of his appointment will not impact his tenure for which he is proposed to be appointed as Managing Director of the Company.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said act, the appointment of Managing Director and the payment of remuneration would require the consent of Shareholders of the Company. The said resolution, is therefore, recommended for your approval.

As per the requirement of Schedule V of the Companies Act, 2013, the information in connection with the appointment and payment of remuneration to Mr. Rajan Gupta as the Managing Director of the Company is given herein below:

#### General Information:

**1) Nature of Industry:**

The Company is engaged in providing Cable Television and Internet services all across India.

**2) Date or expected date of commencement of commercial production:**

Not Applicable as the Company is an existing company.

**3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable.

**4) Financial performance:**

Based on the Audited Standalone Statement of Accounts for the year ended 31st March, 2016:

Particulars	Rs. in Crores
Revenue from Operations and Other Income	1193.30
Operating Profit (Profit before Interest, Depreciation & Amortization, Taxation & Extraordinary Items)	210.95
Earnings per Share (Basic and Diluted) (Rs.)	(2.06)
Net Profit (Profit after Taxation)	(171.34)
Paid-up Share Capital	166.10
Reserves & Surplus	844.72
Face Value of Share	Rs. 2/-

**5) Foreign Investments or Collaborators, if any:**

As of 30<sup>th</sup> September, 2016 the total foreign investment in the Company was 47.75%.



## **Information about the appointee:**

### **1) Background details:**

Mr. Rajan Gupta, aged 42 years, is a Civil Engineer and holds a degree in Master of Business Administration (Marketing and Finance) from Indian Institute of Management, Bangalore. He brings with him 18 years of diverse experience across various aspects of management, sales, marketing, P&L management, revenue growth management, Go to Market strategy, business turnaround and manufacturing operations across different regions of India. He has handled various business leadership roles with companies like Tata Teleservices Limited, Hindustan Coca-Cola Beverages India Private Limited, Asian Paints Limited etc. During his stint with Coca-Cola Beverages India Private Limited as Director (Operations), he did a stellar job by accelerating the revenue growth, acquiring double digit share gain to the Company, bringing about positive turnaround in Industrial Relationship and External environment situation for one of the most sensitive plants of the Company. His yearn for excellence has always benefited the previous companies at large.

With appointment of Mr. Rajan Gupta in the Board of Directors, the Company has set itself for a new and aggressive growth path to become the leading digital cable TV and broadband service provider by a great distance.

### **2) Past remuneration:**

For the financial year 2015-16, Mr. Rajan Gupta drew remuneration of Rs. 1,91,55,000/- as the President-Broadband business of the Company.

### **3) Recognition or awards:**

During his stint with Tata Teleservices Limited, when leading a Circle Management Team comprising of heads of sales, marketing, service delivery, network, commercial, finance, distribution functions, his team received best circle award from Tata Docomo MD for 2012-13.

### **4) Job profile and his suitability:**

Mr. Rajan Gupta shall, subject to the superintendence and control of the Board, be responsible to carry out such duties as may be entrusted to him including but not limited to day to day management of the business and operations of the Company. He shall be entrusted with providing strategic direction to both Cable and Broadband business which would include identifying, developing, initiating and directing the implementation of business strategies on sound, commercial and professional principles and pursuing defined corporate objectives. His mandate in his new role would be to build on Company's leadership in Cable and Broadband business and take the Company to the next phase of strategic transformation of creating a profitable consumer centric organization by maximizing innovation, execution and collaboration.

Prior to his appointment as Managing Director of the Company, Mr. Rajan Gupta was serving as President of the Company's broadband business since 2014, leading the Company's aggressive foray into high-speed cable broadband services in the country. With a broadband subscriber base of approximately 0.8 million and services reaching to more than 3.7 million homes, Mr. Rajan Gupta is credited with establishing and building a profitable broadband business for the Company, setting it way ahead of other competing players. With most Multi System Operators in the Country expanding their business and entering the cable broadband space, your Company has been a step ahead in offering cutting-edge broadband services under Mr. Rajan Gupta's leadership with continued investments in high-speed technology such as Docsis 3.0 and GPON FTTH, providing 50 MBPS speed plans, constant upgradations in customer service and increase in market share.

5) **Remuneration proposed:**

Financial Year	From	To	Fixed	Variable Incentive	Total
			<i>Rs. in Lakhs</i>	<i>Rs. in Lakhs</i>	<i>Rs. in Lakhs</i>
2016-2017	25/11/2016	31/03/2017	72.05	20.63	92.68
2017-2018	01/04/2017	31/03/2018	210.00	44.66	254.66
2018-2019	01/04/2018	24/11/2018	143.09	30.43	173.52

6) **Comparative remuneration profile with respect to industry, size of the Company, Profile of the person and position for the financial year 2015-16:**

Sr. No.	Industry	Name, Size of the Company (Turnover)	Profile of the person, Position	Salary (in Rs.)
1.	Cable Industry	<b>Name of Company:</b> Den Networks Limited <b>Turnover:</b> Rs. 1060.08 crores	<b>Name of the Person:</b> Mr. Sameer Manchanda <b>Position:</b> Chairman and Managing Director <b>Brief Profile:</b> Managing the business of the Company.	2,76,85,680
2.	Cable Industry	<b>Name of Company:</b> Siti Cable Network Limited <b>Turnover:</b> Rs. 877.18 crores	<b>Name of the Person:</b> Mr. V.D. Wadhwa <b>Position:</b> Executive Director and CEO <b>Brief Profile:</b> Managing the business of the Company.	1,49,50,000

7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Apart from drawing remuneration from the Company as the President-Broadband business in the past and currently as Managing Director of the Company, Mr. Rajan Gupta does not have any other pecuniary relationship, directly or indirectly, with the Company or any nature of relationship with the managerial personnel of the Company.

**Other Information:**

8) **Reasons for loss or inadequacy of profits:**

Though the operational revenue has seen a considerable growth by Rs. 155.21 crores, the depreciation, operational expense and employee benefit expense has increased significantly resulting into net loss of Rs. 171.34 crores. The Company has already rolled out third and fourth phase of digitization. However, due to stay ordered by various courts on Pan India level, the implementation of Phase III got delayed. The Company was therefore unable to monetize Phase III market.

9) **Steps taken to improve the performance of the Company and projected earnings:**

In order to strengthen the relationship between Broadcasters, Multi System Operators and Local Cable Operators in CATV division, the Company has introduced "Hathway Connect"- a transformational initiative that seeks to empower our Local Cable Operators with the technology which help Local Cable Operators to improve business tools needed to match the DTH content and service quality, thereby transforming consumer experience. The Company has revamped its in

house channels and has launched new channels like DJAY, Lamhe, Marathi Talkies, Divine, HFLICKS 1 and 2 etc., making an attempt to take the “Hathway” brand to the next level.

The Company is equally focused on augmenting its' broadband service portfolio through new collaborations. Its' continued efforts to invest in upscaling technology through GPON (fiber to home solutions) have equipped the Company to serve its' customers better through 100 MBPS plans in the near future. The Company has also strengthened its' backend system with the latest hardware and software from CISCO (USA) to enhance the technical edge of its' broadband offerings.

**10) Expected increase in productivity and profits in measurable terms:**

With various business initiatives undertaken by the Company, the performance is expected to improve in near term subject to favorable market conditions.

**11) Other Directorship:**

Mr. Rajan Gupta holds directorship in GTPL Hathway Limited, a material subsidiary of the Company.

**Disclosures:**

The disclosures as required on all elements of remuneration, service contract details, etc. are mentioned elsewhere in the explanatory statement forming part of the notice and shall be disclosed in the Annual Report under the Corporate Governance Report section for the year ended March 31, 2017.

The Explanatory Statement and the resolution at Item No. 1 should be considered as an abstract of the terms of appointment and payment of remuneration to Mr. Rajan Gupta as Managing Director. The copy of the contract with Mr. Rajan Gupta as required under section 190 of the Companies Act, 2013 is kept at the registered office of the Company and shall be open for inspection during normal business hours on any working day by any member of the Company without payment of fee.

Except for Mr. Rajan Gupta, 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/-**

**Place: Mumbai  
Date: 25<sup>th</sup> November, 2016**

**Head-Legal, Company Secretary & Chief Compliance Officer**  
**Ajay Singh**  
FCS No. 5189  
*Rahejas, 4<sup>th</sup> Floor, Corner of Main Avenue &  
V.P. Road, Santacruz West, Mumbai 400054*





**HATHWAY CABLE & DATACOM LIMITED**

Regd. Office: Rahejas, 4<sup>th</sup> 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; Website: www.hathway.com

**POSTAL BALLOT 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.2/- each)
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business Stated in the Notice of the Company dated 25<sup>th</sup> November, 2016, by conveying my / our assent or dissent to the said Resolution by placing the tick (v) 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or enactment thereof), for appointment of Mr. Rajan Gupta as Managing Director of the Company and payment of remuneration to him.			

Place:

Date:

\_\_\_\_\_  
Signature of the Share holder

**ELECTRONIC VOTING PARTICULARS  
(Applicable for Individual Members only)**

EVSN (Electronic Voting Sequence Number)	PAN/Sequence Number
161206001	

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Thursday, 12<sup>th</sup> January, 2017.
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:-

- (i) The voting period begins on **Wednesday, 14<sup>th</sup> December, 2016 at 10.00 am** and ends on **Thursday, 12<sup>th</sup> January, 2017** 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 **Friday, 2<sup>nd</sup> December, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participants are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</li> </ul>
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
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend 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).</li> </ul>

- (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 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 and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) 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).
- (xx) 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 **Friday, 2<sup>nd</sup> December, 2016**.

### 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 authorized person. It cannot be exercised by a proxy.
- b) The date of declaration of results of the postal ballot i.e. **Friday, 13<sup>th</sup> January, 2017** shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.