

**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

Website: www.hathway.com, E-mail: info@hathway.net

NOTICE TO THE MEMBERS

Members of the Company are hereby informed that pursuant to Section 108 and Section 110 of the Companies Act, 2013, ('the Act') read with Companies (Management & Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Postal Ballot Notice and Explanatory Statement thereto along with Postal Ballot Form seeking consent of members through Postal Ballot, including voting by electronic means (e-voting) have been dispatched to the members whose names appear in the Register of Members / Beneficial Owners as on Friday, December 2, 2016 (being cut-off date) on the following resolution:

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.

The Board of the Directors of the Company has appointed Mr. Himanshu S. Kamdar, Partner, M/s. Rathi & Associates, Practicing Company Secretaries (Membership No. 5171), to scrutinize the e-voting process and postal ballot in a fair and transparent manner.

The Company has completed the dispatch of Postal Ballot Notice, along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope to the members on Tuesday, December 13, 2016. The detailed instructions and information relating to e-voting are set out in the Postal Ballot Notice sent to Members.

The voting rights of Members shall be reckoned on the paid-up value of shares registered in the name of the member(s) as on cut-off date. A person who is not a Member as on the cut-off date should treat this notice for information purposes only. Notice and Explanatory Statement together with the specimen of postal ballot form and all the details pertaining to e-voting shall also be available on the Company's web-site (www.hathway.com).

Members holding shares in physical/dematerialized form have an option to vote either electronically or through Postal Ballot form. Members can opt for only one mode of voting i.e. either by Postal ballot form or by electronic mode. In case any member casts vote through Postal ballot as well as electronic mode, then voting done through electronic mode shall prevail and voting done through postal ballot will be treated as invalid.

Members are requested to note that:

1. In case the members are voting by way of Postal Ballot form, the said form duly completed and signed should reach the Scrutinizer on or before the close of working hours i.e. **5.00 p.m. on Thursday, 12th January, 2017**. All postal ballot forms received after the said date will be treated as invalid as if no reply from such Member has been received.
2. In case the members are opting for e-voting, they can cast their vote online i.e. from **Wednesday, 14th December, 2016 at 10.00 am** which ends on **Thursday, 12th January, 2017 at 5.00 pm**. Please note that the e-voting module will be disabled for voting thereafter.

A Member who has not received Postal Ballot form can download the same from website of the Company (www.hathway.com) or apply for duplicate Postal Ballot Form by writing a letter for obtaining physical Notice and Postal Ballot Form to the Registrar & Share Transfer Agent 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.

The results shall be declared on **Friday, 13th January, 2017 at 4.00 p.m.** at 804, Corporate Annex, 8th Floor, Windsor, Off CST Kurla Road, Kalina, Santacruz (East), Mumbai – 400098 and would be hosted on the website of the Company (www.hathway.com).

The contact detail of the person responsible to address the grievances connected with the postal ballot including e-voting areas is given below:

Name	Ms. Evelin Subalatha
Address	Link Intime India Private Limited, (Registrar & Transfer Agent), C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400078
Telephone number/Cell number	022-25963838/8291679403

For Hathway Cable & Datacom Limited

Sd/-

Place: Mumbai

Ajay Singh

Date: 14th December, 2016

Head-Legal, Company Secretary
& Chief Compliance Officer

FCS No. 5189