

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
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September 05, 2014

The Chairman
Hathway Cable & Datacom Limited
Rahejas 4th Floor, Corner of Main Avenue
V R Road, Santacruz (W)
Mumbai – 400 054

Dear Sir,

Sub: Scrutinizer's Report on the voting process conducted at an Extra-Ordinary General Meeting of Equity Shareholders of Hathway Cable & Datacom Limited held on 5th September, 2014

Hathway Cable & Datacom Limited ("the Company"), has vide resolution of its Board of Directors dated 7th August, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of e-Voting and physical voting through ballot on the resolution, as prescribed under Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), placed for the approval of members as per the Notice dated 7th August, 2014 be carried out in the fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and ballot on the resolution contained in the Notice of the Extra-Ordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballot at the EGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system of Central Depository Services (India) Limited and of voting through ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide e-voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by Registered Post / Courier and through e-mail, for seeking approval of members by way of special resolution to create, offer, issue and allot upto 9,400,000 fully paid up Equity Shares of Rs. 10/- each



at a premium of Rs. 310/- per share for cash to Smallcap World Fund, Inc. and American Funds Insurance Series - Global Small Capitalization Fund [Managed by Capital Research & Management] on preferential basis.

The Company provided the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) to cast votes on aforesaid resolution through e-Voting by the members of the Company. The Company had also sent Ballot Forms with Notice to all the Shareholders, pursuant to the provisions of Clause 35B of the Listing Agreement to enable them to vote through postal ballot.

E-voting facility for shareholders of the Company to exercise their voting on the aforesaid resolution was given for a period from 10.00 a.m. of 30th August, 2014 till 5.00 p.m. of 1st September, 2014. Accordingly, e-votes casted upto 5.00 p.m. on 1st September, 2014 have been considered for my scrutiny.

The Company also distributed physical ballots to all the members present at the Extra-Ordinary General Meeting to enable them to cast their votes on the aforesaid resolution.

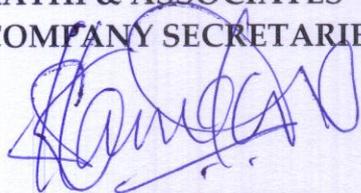
A summary of the votes cast by shareholders through physical ballot at the Extra-Ordinary General Meeting and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through physical ballot at the Extra-Ordinary General Meeting and e-Voting in respect of the above mentioned resolution may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030**

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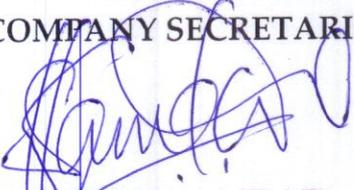
ANNEXURE

The summary of the votes cast through Physical Ballot and e-Voting confirmations received for the resolution is given below:

Resolution for issue of Equity Shares on Preferential basis:

| Sr. No. | Particulars | No. of Ballots / E-Voting | No. of Shares voted |
|---------|---|---------------------------|---------------------|
| a. | Votes cast through physical ballot | 28 | 87366 |
| b. | e-Voting Confirmations received | 29 | 87153010 |
| | Total | 57 | 87240376 |
| c. | Less: Invalid Ballot / e-Voting confirmations | 0 | 0 |
| d. | Net Valid Physical Ballot Forms / e-Voting | | |
| | (i) Physical Ballot Forms / e-Voting with assent for the Resolution | 57 | 87240376 |
| | % of Assent | 100 | 100 |
| | (ii) Physical Ballot Forms / e-Voting with dissent for the Resolution | 0 | 0 |
| | % of Dissent | 0 | 0 |

For RATHI & ASSOCIATES
COMPANY SECRETARIES


HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030