



HATHWAY CABLE AND 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

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 or any amendment thereof.

An Explanatory Statement pursuant to Section 102(2) of the Act setting out all material facts relating to the resolutions is annexed hereto along with 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 October 2, 2018**. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification/amendment thereof), the Company has also provided e-voting facility for its Members to exercise their vote on resolutions proposed to be passed through Postal Ballot. The procedure for e-voting is given above the Explanatory Statement. Responses received from Members after **October 2, 2018** shall be treated as if no responses received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014 (including any statutory modification/amendment thereof). Members are therefore requested to send the duly completed Postal Ballot Forms on or before **5.00 p.m. on October 2, 2018** providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result on the resolutions proposed to be passed through the Postal Ballot shall be announced on **October 4, 2018**.

Draft Resolutions 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 pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors (hereinafter collectively referred to as the **“Board”**) 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 (the **“Act”**) 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 such other statutory, regulatory or judicial authority, including approval of Central Government, if required and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), the consent of the Company be and is hereby accorded for re-appointment of Mr. Rajan Gupta (DIN: 07603128) as the Managing Director (hereinafter referred to as **“MD”**) of the Company for a term of 3 (three) years beginning from 25th November, 2018 till 24th November, 2021 on the key terms and conditions as set out below:

Terms and Conditions

Remuneration break-up:

Financial Year	From	To	Fixed (Rs. in Lakhs)	Variable incentive (Rs. in Lakhs)	Total
2018 – 2019	25th November, 2018	31st March, 2019	87.3	18.6	105.9
2019 – 2020	1st April, 2019	31st March, 2020	257.2	54.7	311.9
2020 – 2021	1st April, 2020	31st March, 2021	275.2	58.5	333.7
2021 – 2022	1st April, 2021	24th November, 2021	191.4	40.7	232.1

1. Apart from above remuneration, the MD is also eligible for following:
 - a) 3 (three) years membership (sponsored by the Company) for the MD and his immediate family of a club which the Parties may mutually decide; and
 - b) Advance Management program (sponsored by the Company upto Rs. 55,00,000/- of the total cost) at a university/college that the Parties may mutually decide. The MD will be eligible for this benefit only on the 2nd anniversary of the Effective Date provided he is still in employment of the Company as on such 2nd anniversary.
 2. The item-wise break-up of the fixed remuneration will be decided in the most tax efficient manner. The remuneration mentioned above is subject to withholding of tax in accordance with the applicable law.
 3. Fixed remuneration includes basic salary, contribution to provident fund and other allowances.
 4. 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.
 5. The Company shall reimburse actual entertainment and travelling expenses incurred by the MD, in connection with the Company's business.
 6. The MD shall not be entitled to any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013 or any amendments thereto.
 7. Upon the termination of the employment agreement of the MD, MD 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.
 8. In addition to the above, the MD's entitlement to employee stock options of the Company (**ESOPs**) shall (subject to adoption of the ESOP policy and requisite approvals) be as set out below:
 - (i) The MD will be issued 53,60,000 ESOPs at a price of Rs. 19 per option, upon exercise of which the MD will be entitled to 53,60,000 equity shares in the Company. The ESOPs granted to the MD shall vest upon completion of the Term (**Vesting Date**). The MD will be entitled to exercise the ESOPs within a period of 135 days of the Vesting Date.
 - (ii) In addition to the ESOPs mentioned above, the Company shall pay the MD an amount in cash, provided he is in employment of the Company on the Vesting Date (i.e. has completed the Term), which amount shall be calculated in the following manner - if, the closing market price per equity share of the Company on the BSE Limited as on the Vesting Date (Closing Market Price):
 - (a) is less than Rs. 19 per share, MD will be paid an amount in cash which shall be calculated as follows:
[53,60,000 equity shares * Closing Market Price]
 - (b) is in excess of Rs. 19 per share, MD will be paid an amount in cash which is to be calculated as follows:
[53,60,000 equity shares * Rs. 19 i.e. Rs. 10,18,40,000/-]
- The amount referred to in this clause, shall be paid within 30 days of the Vesting Date and shall be subject to applicable withholding taxes.

RESOLVED FURTHER THAT the Board (on the recommendation of the Nomination and Remuneration Committee) is hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of Mr. Rajan Gupta as Managing Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if applicable and as may be agreed by and between the Board of Directors and Mr. Rajan Gupta, without requiring to obtain any further approval from the shareholders.

RESOLVED FURTHER THAT in the event of any inadequacy in profits in any financial year during the term of office of Mr. Rajan Gupta as Managing Director, he shall be paid the remuneration, allowances and perquisites as set out in this resolution as the minimum remuneration in accordance with Schedule V and other applicable provisions of the Act and if applicable, subject to the approval of the Central Government.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing such re-appointment and generally for giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

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 the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**“SEBI Regulations”**) for the time being in force and as may be modified from time to time and other rules, regulations, circulars and guidelines of various statutory regulatory authority(ies) that are or may become applicable (collectively referred herein as the **'Applicable Laws'**) and subject to any approvals, permissions and sanctions of any/various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **'the Board'** which term shall include the Nomination and Remuneration Committee and any other committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) the approval of the shareholders be and is hereby accorded to the Board to introduce, offer, issue and allot employee stock options exercisable into equity shares of the Company as per the terms of **“Hathway Employee Stock Option Plan 2018” (“ESOP 2018”)**, the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such stock options, to such person(s) who are in the permanent employment of the Company and to the managing/whole-time directors of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as **“Eligible Employees”**), except persons who are promoters or belong to the promoter group, at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with ESOP 2018.

RESOLVED FURTHER THAT the maximum number of equity shares to be issued under the ESOP 2018 shall not exceed 1,10,00,000 equity shares of the Company (as adjusted for any changes in capital structure of the Company), having face value of Rs. 2/- (Rupees Two only) each, at a price as may be decided by the Board from time to time in accordance with ESOP 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP 2018 or to the terms of the stock options granted and / or vested but not exercised, including modifications or changes to the quantum and price of such stock options, from time to time, in accordance with applicable laws and regulations prevailing from time to time, as it may deem fit, necessary or desirable, without requiring the Board to secure any further consent(s) or approval(s) of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger or sale of division(s) of the Company or other similar events, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the ESOP 2018 are passed on to the Eligible Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the ESOP 2018 on the stock exchanges as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the ESOP 2018 and generally for giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

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

**Place: Mumbai
Date: 14th August, 2018**

**Sd/-
Ajay Singh
Head Corporate Legal, Company Secretary and Chief Compliance Officer
FCS No. 5189
Rahejas, 4th 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 resolutions through Postal Ballot as detailed in Item Nos. 1 and 2 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, 24th August, 2018**.
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. Resolutions, 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 speed post.
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 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-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.

6. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on **Monday, September 3, 2018 at 10:00 am** and ends on **Tuesday, October 2, 2018 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, 24th August, 2018** 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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address sticker / Attendance slip indicated in the PAN field.
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"> • 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).

- (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 Hathway Cable and 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 same 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 and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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.
 - The list of accounts should be mailed to 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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, 24th August, 2018**.

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 Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on **Thursday, October 4, 2018**. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website 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.

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

**Place: Mumbai
Date: 14th August, 2018**

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

ANNEXURE TO NOTICE

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

Item No. 1:

Mr. Rajan Gupta was appointed as the Managing Director of the Company on 25th November, 2016 for a term of 2 (two) years. Accordingly, his current term will be expiring on 24th November, 2018. Considering his experience in the industry and growth of the Company under his leadership, the Nomination and Remuneration Committee and the Board have recommended his re-appointment for a further period of 3 (three) years commencing from 25th November, 2018 till 24th November, 2021 on the terms and conditions including the remuneration described in the resolution in item no. 1 of the Notice.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule V of the said Act, such re-appointment of Managing Director and the payment of remuneration would require the consent of Shareholders of the Company by way of a special resolution. The said resolution, is therefore, recommended for your approval.

As per the requirement of Schedule V of the Act, the information in connection with the re-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 Internet services all across India. It also provides Cable Television services through its subsidiary companies.

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, 2018:

Particulars	Rs. (in Crores)
Revenue from Operations and Other Income	556.51
Operating Profit (Profit before Interest, Depreciation & Amortization, Taxation & Extraordinary Items)	236.98
Earnings per Share (Basic and Diluted) (Rs.)	0.94
Net Profit/Loss (Profit after Taxation)	77.66
Paid-up Share Capital	166.10
Reserves & Surplus	887.80
Face Value of Share	Rs. 2/-

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

As of 30th June, 2018, the total foreign investment in the Company is 31.87%.

Information about the appointee:

1) **Background details:**

Mr. Rajan Gupta, aged 44 years, is a Civil Engineer and holds a degree in Master of Business Administration (Marketing and Finance) from Indian Institute of Management, Bangalore. He joined the Company as President-ISP on 1st July, 2014 with 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. His yearn for excellence has benefited the Company.

2) **Past remuneration:**

For the financial year 2017-18, Mr. Rajan Gupta drew remuneration of Rs. 21,916,092/- as the Managing Director of the Company.

3) **Recognition or awards:**

Under his leadership, the Company was bestowed with two awards for its Annual Report 2016-17, at the LACP 2016/17 Vision Awards – an Annual Report Competition, organised by the 'League of American Communication Professionals, USA' (LACP).

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. Looking at his overall experience of more than 18 years at highest level in various blue chip companies, he is the ideal fit to take the Company forward.

5) **Remuneration proposed:** As set out in the resolution.

6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the person and position for the financial year 2017-18:**

Sr. No.	Industry	Name, Size of the Company (Turnover)	Profile of the person, Position	Salary (in Rs.)
1.	Cable Industry	Name of Company: Den Networks Limited Turnover: Rs. 1064.45 crores *Standalone	Name of the Person: Mr. Sameer Manchanda Position: Chairman and Managing Director Brief Profile: Managing the business of the Company.	2,47,19,604

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 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:**

During the financial year 2017-18, the Company has earned net profit (Profit after Taxation) of Rs. 77.66 Crores on a standalone basis.

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

Under the leadership of Mr. Rajan Gupta, financial year 2017-18 has been a transformational year for the Company, with best performance across all key parameters. In the financial year 2017-18, the full year consolidated revenue has grown by 13% to Rs. 1544 crores. The consolidated operating EBITDA for the financial year 2017-18 was Rs. 336 crores. There was 70% increase in EBITDA, with Rs. 139 crores absolute increase last year. EBITDA margin for financial year 2017-18 was 21.7% while the total comprehensive loss at PAT level reduced by 46% which was Rs. 105.2 crores as compared to previous year's loss of Rs.193.2 crores. The Company has been able to achieve this stellar performance through his sharp focus on revenue monetization and Rs. 50 crores savings in non-content cost.

Also under his leadership, the Company's early investment in FTTH has positioned it well to benefit from the immense opportunities that lie ahead. Due to this, the Company is in a position to offer 1 GBPS on current ARPU. Not only has the Company upgraded its existing home passes but also has launched 0.8Mn new home passes through focus on rapid network expansion in the financial year 2017-18. This best-in-class FTTH launch provided the Company with long-term opportunities for subscribers, revenue growth and outstanding customer experience.

During the financial year 2017-18, the Company added free additional data limits of 200 GB/month to 1 TB/month based on consumption trends which helped the Company's share of more than 80 GB monthly data usage customers in overall base to increase from 11% to 55%. To ensure great customer experience and make it commercially viable, the Company has invested in world-class data center, evolved peering and caching solutions and formed alliances with Content providers for hosting their servers in our data center. Apart from upgrading speeds, adding even higher data limits, we have also started offering bundled home surveillance solutions and next generation Wi-Fi solutions to accelerate additions of high usage customers.

The above steps taken by him will be a good source of revenue growth in medium-to-long term.

With regard to Cable Television business, in the financial year 2017-18, the consolidated Cable Television business subscription revenue increased from Rs. 472.8 crores in financial year 2016-17 to Rs. 573.4 crores in financial year 2017-18 indicating a strong 21% year-on-year growth.

He has brought focus on improving customer experience in Phase III and Phase IV markets by seeding high quality boxes and continuous focus on increasing the number of channels and this will remain key enabler for growth in financial year 2018-19 as well.

In Phase I and Phase II markets, the Company is investing in transforming customer-viewing experience by introducing low price-high quality HD boxes. This has picked up pace in Q4 financial year 2017-18 and will be a big driver in financial year 2018-19.

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

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

Disclosures:

The disclosures as required under the provisions of Schedule V are mentioned elsewhere in the explanatory statement forming part of the notice and shall be mentioned in the Board of Director's report under the heading "Corporate Governance" for the year ended March 31, 2019.

The explanatory statement and the resolution to item no. 1 should be considered as an abstract of the terms of re-appointment and payment of remuneration to Mr. Rajan Gupta as Managing Director. The copy of the employment agreement with Mr. Rajan Gupta as required under section 190 of the Act 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.

Additional information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is hereunder:

Particulars	Mr. Rajan Gupta
Director Identification Number	07603128
Age	44 years
Date of Appointment on the Board	25th November, 2016
Expertise in specific functional area	Overall Company Management with specific expertise in Sales, Marketing and Finance
Directorships held in other Companies	1. GTPL Hathway Limited 2. All India Digital Cable Federation
Memberships/Chairmanships of Committees of other Companies	Mr. Rajan Gupta holds membership in following 4 Committees of GTPL Hathway Limited; 1. Corporate Social Responsibility Committee 2. Stakeholders' Relationship Committee 3. Administrative-Cum-Regulatory Committee 4. Loan and Investment Committee
Shareholding in the Company as on 14th August, 2018	Mr. Rajan Gupta does not hold any shares of the Company.
Number of Board meetings attended during the year	Mr. Rajan Gupta has attended 3 Board Meetings during the financial year 2018-19.
Disclosure of relationships with directors and other key managerial personnel	Mr. Rajan Gupta is not related, directly or indirectly, to any Directors or other Key Managerial Personnel of the Company.

Except Mr. Rajan Gupta, none of the persons specified in Section 102 of the Act 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.

Item No. 2:

SEBI has issued the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**ESOP Regulations**) with effect from October 28, 2014. All listed companies introducing and implementing the schemes to which the ESOP Regulations apply are required to comply with the same in their entirety. Accordingly, it is proposed that the Company adopts a scheme under the ESOP Regulations under the name and style of "Hathway Employee Stock Option Plan 2018" (**ESOP 2018**), for the purpose of granting stock options to its employees, as applicable, and subject to the terms and conditions of grant, vesting and exercise, to enable them to get equity shares, which the Board of Directors have approved at its meeting held on 14th August, 2018.

Pursuant to Regulation 6 of the ESOP Regulations and the requirements enumerated by the SEBI through the circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015, the key details of the ESOP 2018 are set out below:

Brief description of the Scheme	<p>It is proposed to implement "Hathway Employee Stock Option Plan 2018" ("ESOP 2018") pursuant to which share-based benefits will be granted to Eligible Employees with a view to reward and retain the best talent and to promote increased participation by them in the growth of the Company.</p> <p>The ESOP 2018 shall be administered by the Board or any committee authorised by the Board in this regard for the administration and superintendence of the ESOP 2018 (Administrator). The Administrator's decisions, determinations and interpretations will be final and binding on all eligible employees and participants under the ESOP 2018. Each stock option shall be evidenced by a grant letter or a similar document that will specify such terms and conditions as the Administrator, in its sole discretion may decide.</p>
Total Number of Options to be granted	Total number of options to be granted shall not exceed 1,10,00,000 stock options, with each stock option exercisable into 1 equity share of the Company of face value Rs. 2 each.
Identification of class of employees to participate in the scheme	Eligible Employees, as defined under the ESOP Regulations, of the Company, subject to the fulfilment of such eligibility criteria as may be specified in the ESOP Regulations and by the Administrator from time to time.
Requirements of vesting and vesting period, maximum period within which options will get vested	<p>The vesting of the stock options would be subject to the terms and conditions as may be stipulated by the Administrator from time to time including but not limited to satisfactory performance of the employees, their continued employment with the Company. The minimum vesting period of the stock options shall be 12 (twelve) months. The number of stock options and terms of the same made available to employees (including the vesting period) may vary at the sole discretion of the Administrator.</p> <p>The maximum period within which the options shall vest from the date of grant would be 60 (sixty) months and shall be provided in the grant letter issued to the employee.</p>
Lock-in period	Lock-in period for the equity shares issued pursuant to exercise of stock option, if any, shall be decided by the Administrator at the time of grant of stock options.
Exercise price and Pricing formula	The exercise price for the stock options will be decided by the Administrator at the time of grant of the option in accordance with the applicable accounting policies, which shall not be less than the face value of the equity share of the Company i.e. Rs. 2/-.
Exercise period and process of exercise	The Administrator shall decide the exercise period and process of exercise and the same shall be mentioned in the grant letters issued at the time of grant of options.
Exercise period in the event of termination or resignation of employee	The Administrator shall decide the exercise period in the event of termination or resignation of any employee and the same shall be mentioned in the grant letter issued at the time of grant of options.
Appraisal process for determining the eligibility of employees to the ESOP 2018	The Administrator shall determine the criteria for the eligible employees under the ESOP 2018 based on the seniority, position and responsibilities of the concerned employee, the nature of the employee's services to the Company, the employee's present and potential contribution to the success of the Company and such other factors as the Administrator shall deem relevant.
Whether the scheme is implemented by Company or Trust	The Company shall directly implement and administer the ESOP 2018 through the Administrator.
Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	The ESOP 2018 involves new issuance of equity shares of the Company as specified in the Resolution.
Method of valuation of options	To calculate the employee compensation cost, the Company shall use the Fair Value Method for the valuation of the stock options granted or such other permitted method as may be decided by the Administrator.
Compliance with applicable accounting policies	<p>The Company shall comply with the accounting treatment as may be specified under the applicable Accounting Standard and/or Guidance Note, including the disclosure requirements prescribed therein.</p> <p>In the event where the existing Guidance Note and/or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under ESOP 2018, then the Company shall comply with the relevant accounting standards as may be prescribed by the ICAI from time to time.</p>

Members are requested to note that the draft of the ESOP 2018 shall be open for inspection by the Members at the Registered and Corporate Office of the Company during normal business hours on all working days up to the date of declaration of results of voting.

The Board recommends the resolution set out at item no. 2 of this notice to the members for their consideration and approval, by way of special resolution.

None of the persons specified in Section 102 of the Act, 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. However, the directors and key managerial personnel may be deemed to be concerned or interested in the aforesaid resolution to the extent of stock options that be granted to them in future.

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

**Place: Mumbai
Date: 14th August, 2018**

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



HATHWAY CABLE AND 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; Website: www.hathway.com

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.2/- 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 14th August, 2018, by conveying my/our assent or dissent to the said resolutions 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.	To approve the re-appointment of Mr. Rajan Gupta as Managing Director of the Company including his terms of re-appointment and remuneration 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)			
2.	To approve "Hathway Employee Stock Option Plan 2018" of the Company pursuant to section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force)			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS
(Applicable for Individual Members only)

EVSN (E-voting Sequence Number)	User ID	*Default PAN

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

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Tuesday, 2nd October, 2018.
2. Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS FOR VOTING

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on **Monday, September 3, 2018 at 10:00 am** and ends on **Tuesday, October 2, 2018 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, 24th August, 2018** 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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address sticker / Attendance slip indicated in the PAN field.
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">• 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).

- (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 Hathway Cable and 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 same 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 and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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.
 - The list of accounts should be mailed to 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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, 24th August, 2018**.

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 Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on **Thursday, October 4, 2018**. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website 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.