

Rathi & Associates

COMPANY SECRETARIES

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September 27, 2017

The Chairman,
HATHWAY BHAWANI CABLETEL & DATACOM LIMITED
Rahejas, 4th Floor,
Corner of Main Avenue, V.P. Road,
Santacruz (West),
Mumbai – 400 054

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballot papers conducted at 33rd Annual General Meeting of Equity Shareholders of Hathway Bhawani Cabletel & Datacom Limited

Hathway Bhawani Cabletel & Datacom Limited ("the Company") vide resolution of its Board of Directors dated August 3, 2017, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and voting through physical ballots at the 33rd Annual General Meeting held on Tuesday, September 26, 2017 (AGM) on the resolutions contained in the Notice dated August 3, 2017 for the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a 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 made there under and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting through physical ballots on the resolutions contained in the aforesaid Notice of the 33rd Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and voting through physical ballot as provided by Bigshare Services Private Limited.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to shareholders by Speed Post and through e-mail, for seeking approval of members on following resolutions:

- (a) **Resolution No. 1** as an Ordinary Resolution to consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the year ended March 31, 2017 viz. standalone and consolidated Balance Sheet as at March 31, 2017 and standalone and consolidated Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with Directors' Report and the Report on Auditors' thereon.
- (b) **Resolution No. 2** as an Ordinary Resolution to appoint Mr. Vineet Garg , (DIN: 06935347), who retired by rotation and being eligible, had offered himself for re-appointment.
- (c) **Resolution No. 3** as an Ordinary Resolution for appointment of M/s Nayan Parikh & Co., Chartered Accountants (Firm Registration No.107023W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Thirty Eighth Annual General Meeting and to authorize the Board to fix their remuneration.
- (d) **Resolution No. 4** as an Ordinary Resolution to regularize the appointment of Mr. Sameer Joseph (DIN: 07653870), who was appointed as an Additional Director, as a Director of the Company.
- (e) **Resolution No. 5** as a Special Resolution to appoint Mr. Sameer Joseph (DIN: 07653870) as the Managing Director & CEO of the Company for a term of 3 (three) years with effect from December 2, 2016.

The Company provided the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to cast votes on aforesaid resolutions through e-voting by the members of the Company. The Company had also made available the physical ballots at the 33rd AGM to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to the shareholders of the Company to exercise their voting rights from 10.00 a.m. of Saturday, September 23, 2017 upto 5.00 p.m. of Monday, September 25, 2017. Accordingly, e-votes casted upto 5.00 p.m. of September 25, 2017 have been considered for my scrutiny.

After the conclusion of the 33rd Annual General Meeting, first the physical voting conducted through ballots at the meeting was considered. Thereafter voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Payal Daga and Mr. Yash Jain. A summary of the votes casted by shareholders through remote e-voting and ballots at the 33rd Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.



The results of the voting by members through remote e-voting and ballots at the 33rd Annual General Meeting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Meeting or the Company Secretary of the Company.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



**JAYESH SHAH
PARTNER
FCS NO. 5637
COP NO. 2535**



ANNEXURE

Summary of votes casted through remote e-voting and ballots received for each of the resolutions is given below:

- (a) **For Resolution No. 1** as an Ordinary to consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the year ended March 31, 2017 viz. Audited standalone and consolidated Balance Sheet as at March 31, 2017 and the standalone and consolidated Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with Reports of Directors' and Auditors' thereon.

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	8	6,814
b.	Remote e-voting confirmations received	12	4,180,288
	Total	20	4,187,102
c.	Less: Invalid Ballots / Remote e-voting confirmations	-	-
d.	Net Valid Ballots / Remote e-voting confirmations	20	4,187,102
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	16	4,187,097
	% of Assent		99.9998
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	4	5
	% of Dissent		0.0002



(b) For Resolution No. 2 as an Ordinary Resolution to appoint Mr. Vineet Garg, (DIN: 06935347), who retired by rotation and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	8	6,814
b.	Remote e-voting confirmations received	12	4,180,288
	Total	20	4,187,102
c.	Less: Invalid Ballots / Remote e-voting confirmations	-	-
d.	Net Valid Ballots / Remote e-voting confirmations	20	4,187,102
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	16	4,187,097
	% of Assent		99.9998
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	4	5
	% of Dissent		0.0002



(c) **For Resolution No. 3** as an Ordinary Resolution for appointment of M/s Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Thirty Eighth Annual General Meeting and to authorize the Board to fix their remuneration.

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	8	6,814
b.	Remote e-voting confirmations received	12	4,180,288
	Total	20	4,187,102
c.	Less: Invalid Ballots / Remote e-voting confirmations	-	-
d.	Net Valid Ballots / Remote e-voting confirmations	20	4,187,102
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	16	4,187,097
	% of Assent		99.9998
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	4	5
	% of Dissent		0.0002



(d) For Resolution No. 4 as an Ordinary Resolution to regularize the appointment of Mr. Sameer Joseph (DIN: 07653870), who was appointed as an additional director, as a Director of the Company.

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	8	6,814
b.	Remote e-voting confirmations received	12	4,180,288
	Total	20	4,187,102
c.	Less: Invalid Ballots / Remote e-voting confirmations	-	-
d.	Net Valid Ballots / Remote e-voting confirmations	20	4,187,102
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	16	4,187,097
	% of Assent		99.9998
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	4	5
	% of Dissent		0.0002



(e) **For Resolution No. 5** as a Special resolution to appoint Mr. Sameer Joseph (DIN: 07653870) as the Managing Director & CEO of the Company for a term of 3 (three) years with effect from December 2, 2016.

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	8	6,814
b.	Remote e-voting confirmations received	12	4,180,288
	Total	20	4,187,102
c.	Less: Invalid Ballots / Remote e-voting confirmations	-	-
d.	Net Valid Ballots / Remote e-voting confirmations	20	4,187,102
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	16	4,187,097
	% of Assent		99.9998
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	4	5
	% of Dissent		0.0002



General information about company	
Scrip code	509073
Name of the company	HATHWAY BHAWANI CABLETEL & DATACOM LTD
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	26-09-2017
Start time of the meeting	03:00 PM
End time of the meeting	03:40 PM

Voting results	
Record date	19-09-2017
Total number of shareholders on record date	1793
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	16
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2017 comprising of Balance Sheets as at 31st March, 2017 and the Statements of Profit and Loss and Cash Flow Statements for the year ended on that date together with the Reports of Directors and Auditors thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5188457	4180000	80.5635	4180000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5188457	4180000	80.5635	4180000	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	2911543	288	0.0099	283	5	98.2639	1.7361
	Poll		6814	0.234	6814	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2911543	7102	0.2439	7097	5	99.9296
Total		8100000	4187102	51.6926	4187097	5	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(1)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Vineet Garg, (DIN 06935347), who retires by rotation and being eligible, offers himself for re-appointment, as a Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5188457	4180000	80.5635	4180000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5188457	4180000	80.5635	4180000	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2911543	288	0.0099	283	5	98.2639	1.7361
	Poll		6814	0.234	6814	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2911543	7102	0.2439	7097	5	99.9296
Total		8100000	4187102	51.6926	4187097	5	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint M/s. Nayan Parikh and Co., Chartered Accountants as the Statutory Auditors of the Company for a term of 5 (Five) years till the conclusion of 38th Annual General Meeting.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5188457	4180000	80.5635	4180000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5188457	4180000	80.5635	4180000	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2911543	288	0.0099	283	5	98.2639	1.7361
	Poll		6814	0.234	6814	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2911543	7102	0.2439	7097	5	99.9296
Total		8100000	4187102	51.6926	4187097	5	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint Mr. Sameer Joseph (DIN: 07653870) as a Director, who was appointed as an Additional Director with effect from 2nd December, 2016, pursuant to provisions of Section 161 of the Companies Act, 2013 (the Act) read with rules thereunder and in accordance with the Articles of Association of the Company, to hold office up to the date of the ensuing Annual General Meeting of the Company.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5188457	4180000	80.5635	4180000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5188457	4180000	80.5635	4180000	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	2911543	288	0.0099	283	5	98.2639	1.7361
	Poll		6814	0.234	6814	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2911543	7102	0.2439	7097	5	99.9296
Total		8100000	4187102	51.6926	4187097	5	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to appoint Mr. Sameer Joseph (DIN: 07653870) as the Managing Director and CEO of the Company, for a term of 3 (three) years beginning from 02nd December, 2016 to 01st December, 2019.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5188457	4180000	80.5635	4180000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5188457	4180000	80.5635	4180000	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	2911543	288	0.0099	283	5	98.2639	1.7361
	Poll		6814	0.234	6814	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2911543	7102	0.2439	7097	5	99.9296
Total		8100000	4187102	51.6926	4187097	5	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

