

# REPORT ON CORPORATE GOVERNANCE

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising of regulators, employees, customers, vendors, investors and the society at large. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are instrumental in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level.

The Company believes in adopting the 'best practices' that are followed in the area of corporate governance across various geographies. The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive & Non-Executive Directors.

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges in India, the report containing the details of governance systems and processes at Hathway Cable & Datacom Limited is as under:

## 2. BOARD OF DIRECTORS

### a) Composition of the Board of Directors:

As per the provisions of Clause 49 (II)(A) of the Listing Agreement, where the Company has non-executive Chairman, it would be necessary to have at least one third of the total number of directors as independent directors and they shall not liable to retire by rotation. The shareholders of the Company have at the Annual General Meeting held on August 5, 2014, approved appointment of four Independent Directors to hold office upto the date of August 4, 2019. Further, in compliance to the provisions of the aforesaid Clause of the Listing Agreement, of having at least one woman director on the Board, the Company has appointed Ms. Ameeta Parpia as an Additional Director under the category of Independent Director.

As on 31st March, 2015, in compliance of revised Clause 49 of the Listing Agreement, the Board has an optimum combination of Executive, Non-Executive and Independent Directors, comprising of One (1) Executive Director and Ten (10) Non-Executive Directors of which Five (5) are Independent Directors. The Company has Non-Executive Chairman and he is an Independent Director. None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Directors act as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he is a Director.

The composition of the Board and other relevant details relating to Directors for the financial year ended March 31, 2015 are as under:

Name of the Director	Relationship with other Directors	Designation	Category of Directorship	No of Other Directorships <sup>1</sup>	No of Committees in other Companies <sup>2</sup>	
					Chairman	Member
Mr. Sridhar Gorthi*	None	Chairman	Independent	2	-	-
Mr. Rajan Raheja	Father of Mr. Akshay Raheja & Mr. Viren Raheja	Director	Non- executive & Non Independent	6	-	3
Mr. Akshay Raheja	Son of Mr. Rajan Raheja & Brother of Mr. Viren Raheja	Director	Non- executive & Non Independent	1	-	1
Mr. Viren Raheja	Son of Mr. Rajan Raheja & Brother of Mr. Akshay Raheja	Director	Non- executive & Non Independent	3	-	1

Name of the Director	Relationship with other Directors	Designation	Category of Directorship	No of Other Directorships <sup>1</sup>	No of Committees in other Companies <sup>2</sup>	
					Chairman	Member
Mr. Jagdishkumar G Pillai	None	Managing Director & CEO	Executive	-	-	-
Mr. Vinayak Aggarwal	None	Director	Non- executive & Non Independent	2	-	-
Mr. Sasha Mirchandani	None	Director	Independent	1	-	-
Mr. Brahma Vasudevan**	None	Director	Independent	-	-	-
Mr. Devendra Shrotri	None	Director	Independent	-	-	-
Mr. Biswajit Subramanian	None	Director	Non- executive & Non Independent	2	-	-
Ms. Ameeta Parpia***	None	Director	Independent	3	-	-

1 Directorships in Private, Foreign Companies and Companies under Section 8 of Companies Act, 2013 if any, are excluded.

2 Memberships of only Audit Committee and Stakeholders' Relationship Committee have been considered.

\* appointed as Chairman of the Company w.e.f. 12th August, 2014

\*\* ceased to be Chairman of the Company w.e.f. 12th August, 2014

\*\*\* appointed w.e.f. 11th February, 2015

#### b) Appointment/Re-appointment of Directors:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Viren Raheja, Mr. Vinayak Aggarwal and Mr. Biswajit Subramanian, Directors shall retire by rotation at the forthcoming Annual General Meeting.

The Company has received the notice along with requisite deposit, from member of the Company pursuant to Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Ameeta Parpia, an Additional Director appointed to hold office upto the date of ensuing Annual General Meeting, for the office of Director, to be designated as Independent Director of the Company.

The Board has recommended to the shareholders the appointment / re-appointment of the aforesaid directors retiring by rotation and of Woman Director under the category of Independent Director, as in the opinion of the Board, they fulfill the conditions specified in this Act for holding of office of Director / Independent Director respectively. The detailed resume of the aforesaid proposed appointees who have offered themselves for appointment/re-appointment are provided in the explanatory statement annexed to the notice of the Annual General Meeting dated 29th May, 2015.

#### c) Board Meetings and Annual General Meeting:

During the financial year 2014-15, 10 (Ten) Board Meetings were held on 29th May, 2014, 7th August, 2014, 12th August, 2014, 5th September, 2014, 9th September, 2014, 10th September, 2014, 10th October, 2014, 14th October, 2014, 13th November, 2014 and 11th February, 2015. The directors are also given an option of attending the Board Meeting through video conferencing.

The last Annual General Meeting of the Company was held on 5th August, 2014.

The details of attendance of Directors in Board Meetings and the last Annual General Meeting are as follows:

Name of the Director(s)	No. of Board Meetings Attended	Attendance at Last Annual General Meeting
Mr. Sridhar Gorthi	8	Yes
Mr. Rajan Raheja	7	No
Mr. Akshay Raheja	6	No
Mr. Viren Raheja	9	Yes
Mr. Jagdishkumar G. Pillai	10	Yes
Mr. Vinayak Aggarwal	8	Yes
Mr. Sasha Mirchandani	5	No
Mr. Brahma Vasudevan	1	No
Mr. Devendra Shrotri	1	Yes
Mr. Biswajit Subramanian	4	No
Ms. Ameeta Parpia*	NA	NA

\* appointed w.e.f. 11th February, 2015

**d) Separate meeting of Independent Directors:**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 11th February, 2015 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

**e) Induction and training of the Board Members:**

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program including the presentation from the Managing Director & CEO on the Company's legal, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The induction for Independent Directors include interactive sessions with Executive Committee Members, Business and Functional Heads, etc.

**f) Evaluation of Board performance:**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders' interest etc.

**g) Code of Conduct:**

The Board has laid down a code of conduct for all Board members and senior management of the Company.

The Company has obtained the confirmation of the Compliance with the Code from all its Board members and senior management personnel. As required by Clause 49 of the Listing Agreement, the declaration on compliance of the Company's code of conduct signed by Managing Director forms a part of this Annual Report.

**h) Prevention of Insider Trading Code:**

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of internal Procedure & Conduct for Regulating, Monitoring and Reporting of Trading by Insiders for Prevention of Insider Trading. All the Specified Person's who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Mr. Ajay Singh, Company Secretary as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review, there has been due compliance with the said code.

### 3. AUDIT COMMITTEE

#### a) Constitution of Audit Committee:

The Committee comprises of 6 (Six) Non-executive Directors out of which five are Independent Directors. All the members of the Committee are financially literate and Mr. Sasha Mirchandani, who has done his Business Administration from Strayer University and MMDP program at IIM, Ahmedabad has financial management expertise. The Chairman of the Audit Committee is an Independent Director.

#### b) Composition of Audit Committee and Number of Meetings Attended:

During the Financial year 2014-15, 4 (Four) Audit Committee Meetings were held on 29th May, 2014, 12th August, 2014, 13th November, 2014 and 11th February, 2015. The directors are also given an option of attending the meeting through video conferencing. The composition of the Audit Committee and the number of meetings attended are as under:

Committee Members Attending the Meeting	Category	Designation	No. of Meetings Attended
Mr. Sridhar Gorthi	Independent	Chairman	4
Mr. Viren Raheja	Non Independent Non Executive	Member	4
Mr. Sasha Mirchandani	Independent	Member	4
Mr. Devendra Shrotri	Independent	Member	1
Mr. Brahma Vasudevan	Independent	Member	1

#### c) Attendees:

The Audit Committee invites such of the Board Members and senior management team, as it considers appropriate to be present at its meetings. The Statutory Auditors are also invited to these meetings.

#### d) The terms of Reference of the Audit Committee as defined by the Board are as under:

- i) Hold discussions with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors and review the quarterly, half-yearly and annual financial statements before submission to the Board and also ensure compliance of internal control systems;
- ii) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- iii) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgments by the management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Qualifications in the draft audit report.
- v) Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- vi) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

- viii) Approval or any subsequent modification of transactions of the company with related parties;
- ix) Scrutiny of inter-corporate loans and investments;
- x) Valuation of undertakings or assets of the company, wherever it is necessary;
- xi) Evaluation of internal financial controls and risk management systems;
- xii) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv) Discussion with internal auditors on any significant findings and follow up there on;
- xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi) Discussion with statutory auditors about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii) To review the functioning of the Whistle Blower mechanism;
- xix) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xx) Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

##### a) Constitution of Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of six members. All the members of the Committee are Non-Executive Directors out of which four members are Independent Directors. The Chairman of the Committee is an Independent Director.

The Remuneration Committee was renamed as Nomination and Remuneration Committee vide resolution passed by the Board of Directors of the Company on 29th May, 2014 in compliance with the provisions of the Companies Act, 2013. The Company has taken necessary steps to adequately comply with the Clause 49 of the Listing Agreement.

##### b) Composition of Nomination and Remuneration Committee and the number of meetings attended:

During the financial year 2014-15, no Meeting of Nomination and Remuneration committee was held.

Committee Members Attending the Meeting	Designation	No of meetings attended
Mr. Sridhar Gorthi*	Chairman	-
Mr. Viren Raheja	Member	-
Mr. Akshay Raheja	Member	-
Mr. Sasha Mirchandani	Member	-
Mr. Devendra Shrotri	Member	-
Mr. Brahmaj Vasudevan	Member	-

\* Mr. Sasha Mirchandani was appointed as the Chairman of the Committee w.e.f. 29th May, 2015.

##### c) Terms of reference:

The Committee is empowered -

- (i) Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.

- (ii) Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnels.
- (iii) Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance.
- (iv) Conduct Annual performance review of MD & CEO and Senior Management Employees.
- (v) Administration of Employee Stock Option Scheme (ESOS).
- (vi) Formulate a policy relating to remuneration for the Directors and the Senior Management Employees.

**d) Remuneration Policy:**

i) Management Staff:

Remuneration of employees largely consists of basic remuneration and perquisites. The components of the total remuneration vary based on the grades and are governed by industry patterns, qualification and experience of the employee, responsibilities handled by him, his individual performance, etc.

ii) Non-Executive Directors:

Non Executive Directors of the Company receives only sitting fees for attending Board meetings and Committee Meetings. The sitting fees paid to non-executive directors is within the limits prescribed under the Companies Act, 2013.

The Board of Directors of the Company at their meeting held on 7th August, 2014 approved the revision in sitting fees to ₹ 50,000/- (Rupees Fifty Thousand only) for attending meeting of Board of Directors and ₹ 40,000/- (Rupees Forty Thousand only) for attending meeting of the Audit Committee.

Details of the sitting fees paid during the financial year 2014-15 are as under:

<b>Name of the Director</b>	<b>Sitting Fees Paid (Amt. in ₹)</b>
Mr. Rajan Raheja	270,000
Mr. Akshay Raheja	250,000
Mr. Viren Raheja	505,000
Mr. Vinayak Aggarwal	270,000
Mr. Brahma Vasudevan	90,000
Mr. Sasha Mirchandani	305,000
Mr. Sridhar Gorthi*	455,000
Mr. Devendra Shrotri	90,000
Mr. Biswajit Subramanian	170,000
Ms. Ameeta Parpia **	-
<b>Total</b>	<b>2,035,000</b>

\* Payments made directly to "Trilegal"

\*\* Appointed as Director w.e.f 11th February, 2015

iii) Executive Directors:

As on 31st March, 2015, Mr. Jagdishkumar G. Pillai, Managing Director & CEO, was only Executive Director of the Company.

Details of remuneration paid to Executive Director during year ended March 31, 2015 are given below:

<b>Name of the Executive Director</b>	<b>Designation</b>	<b>Salary &amp; Perquisites (₹)</b>	<b>Commission (₹)</b>	<b>Total (₹)</b>
Mr. Jagdishkumar G. Pillai	Managing Director & CEO	1,93,47,610	0	1,93,47,610

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

### a) Constitution and Composition of Stakeholders' Relationship Committee :

The Shareholders' Grievance Committee was renamed as Stakeholders' Relationship Committee vide resolution passed by the Board of Directors of the Company on 29th May, 2014 in compliance with the provisions of the Companies Act, 2013.

The Stakeholders' Relationship Committee has been constituted to look into investor's complaints like transfer of shares, non-receipt of declared dividends, etc. and take necessary steps for redressal thereof. The Company has taken necessary steps to adequately comply with the Clause 49 of the Listing Agreement.

During the financial year 2014-2015, no meeting of Stakeholders' Relationship Committee was held.

The composition of the Stakeholders' Relationship Committee is as under:

Name of Director	Designation	No. of Meetings Attended
Mr. Jagdishkumar G. Pillai*	Chairman	-
Mr. Vinayak Aggarwal	Member	-
Mr. Viren Raheja	Member	-

\* Mr. Vinayak Aggarwal, Non-Executive Director was appointed as the Chairman of the Committee w.e.f. 29th May, 2015

### b) Mr. Ajay Singh, Company Secretary acts as Compliance officer of the Company.

### c) During the year 2014 - 15, 1 grievance from investors has been received. There were 0 complaints pending as at end of the year.

Received from	Received During 2014-15	Redressed during 2014-15	Pending as on 31.03.2015
SEBI	0	0	0
NSE	0	0	0
BSE	0	0	0
NSDL/CDSL	0	0	0
Direct from Investors	1	1	0
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0</b>

### d) Share Transfers in Physical Mode:

Shares sent for physical transfer are generally registered and returned within a period of 15 days from the date of receipt, if the documents are complete in all respects. The Stakeholders' Relationship Committee of the Company meets as often as required. There were no transfers of shares held in physical form during the year 2014-15.

## 6. GENERAL BODY MEETINGS

### i) Location, time and date of holding of the last three Annual General Meetings (AGM) are given below:

Year	Date	Venue	Time
2011-12	26.09.2012	ISKCONs Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai 400049	3.00 pm
2012-13	24.07.2013	ISKCONs Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai 400049	3.00 pm
2013-14	05.08.2014	ISKCONs Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai 400049	3.00 pm

ii) **Special Resolutions during previous three Annual General Meetings:**

Financial Year	Particulars of Special Resolutions Passed
2011-2012	Nil
2012-2013	Nil
2013-2014	Amendment to the Articles of Association of the Company to bring in line with the provisions of new Companies Act, 2013.

iii) **Location, time and date of holding of the Extra Ordinary General Meetings (EGM) in last three years are given below:**

Year	Date	Venue	Time
2012-13	NIL		
2013-14	19.08.2013	ISKCONs Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai 400049	4.00 pm
	26.09.2013	Rahejas, 6th Floor, Corner of Main Avenue & V.P.Road, Santacruz West, Mumbai 400054	12.00 noon
2014-15	05.09.2014	Rahejas, 6th Floor, Corner of Main Avenue & V.P.Road, Santacruz West, Mumbai 400054	2.00 p.m.
	10.10.2014	Rahejas, 6th Floor, Corner of Main Avenue & V.P.Road, Santacruz West, Mumbai 400054	2.00 p.m

iv) During the financial year 2014-15, following resolutions were passed by way of Postal Ballot for seeking approval of members:

**POSTAL BALLOT IN NOVEMBER 2014**

Sr. No.	Description of Resolution	Date of Declaration of Result
1.	Ordinary Resolution for sub-division of each Equity Share of the face value of ₹ 10/- each into five (5) Equity Shares of the face value of ₹ 2/- each.	22.12.2014
2	Ordinary Resolution for alteration of the Capital Clause of Memorandum of Association of the Company.	

The said resolutions were passed through Postal Ballot and Shareholders of the Company were provided e-Voting facility for casting their votes electronically on the said resolutions.

**Voting Pattern and Procedure for Postal Ballot:**

- i) The Board of Directors of the Company, vide resolution passed by the Board of Directors at their meeting held on 13th November, 2014, had appointed Mr. Himanshu S. Kamdar as the Scrutinizer for conducting the postal ballot voting process.
- ii) The Company had completed the dispatch of the Postal Ballot Notice dated 13th November, 2014 together with the Explanatory Statement on 19th November, 2014, along with forms and postage prepaid business reply envelopes to all the shareholders whose name(s) appeared on the Register of Members/list of beneficiaries as on 14th November, 2014.
- iii) The voting under the postal ballot was kept open from 20th November, 2014 (from 10.00 a.m.) to 19th December, 2014 (upto 5.00 p.m.) (either physically or through electronic mode)
- iv) Particulars of postal ballot forms received from the Members using the electronic platform of CDSL were entered in a register separately maintained for the purpose.
- v) The postal ballot forms were kept under safe custody of the scrutinizer in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



- vi) All postal ballot forms received/receivable up to the closure of working hours on 19th December, 2014 the last date and time fixed by the Company for receipt of the forms, had been considered for his scrutiny.
- vii) Envelopes containing postal ballot forms received after closure of working hours on 19th December, 2014 had not been considered for his scrutiny.
- viii) On 22nd December, 2014, Mr. Jagdishkumar G. Pillai, Managing Director & CEO announced the following results of the postal ballot as per the Scrutinizer's Report:

#### Details of Agenda

- I. Sub-division of Equity Shares of ₹ 10/- each into 5 Equity Shares of ₹ 2/- each fully paid-up:

Particulars	Total No. of Valid Votes	Votes Assenting the Resolution	% of Votes Cast	Votes Dissenting the Resolution	% of Votes Cast
Votes cast through physical Postal Ballots and Electronic Mode	101,008,731	101,008,681	100	50	0.00

- II. Alteration of Existing Clause V (a) of Memorandum of Association of the Company consequent upon sub-division of Equity Shares of the Company:

Particulars	Total No. of Valid Votes	Votes Assenting the Resolution	% of Votes Cast	Votes Dissenting the Resolution	% of Votes Cast
Votes cast through physical Postal Ballots and Electronic Mode	101,008,506	101,008,456	100	50	0.00

#### POSTAL BALLOT IN FEBRUARY 2015

Description of Resolution	Date of Declaration of Result
Special resolution for increasing the foreign investment limit in the Company up to 74% of the issued and paid-up capital.	16.02.2015

The said resolutions were passed through Postal Ballot and Shareholders of the Company were provided e-Voting facility for casting their votes electronically on the said resolutions.

#### Voting Pattern and Procedure for Postal Ballot:

- i) The Board of Directors of the Company, vide circular resolution passed by the Board of Directors on 7th January, 2015, had appointed Mr. Himanshu S. Kamdar as the Scrutinizer for conducting the postal ballot voting process.
- ii) The Company had completed the dispatch of the Postal Ballot Notice dated 7th January, 2015 together with the Explanatory Statement on 14th January, 2015, along with forms and postage prepaid business reply envelopes to all the shareholders whose name(s) appeared on the Register of Members/list of beneficiaries as on 7th January, 2015.
- iii) The voting under the postal ballot was kept open from 15th January, 2015 (from 10.00 a.m.) to 13th February, 2015 (upto 5.00 p.m.) (either physically or through electronic mode)
- iv) Particulars of postal ballot forms received from the Members using the electronic platform of CDSL were entered in a register separately maintained for the purpose.
- v) The postal ballot forms were kept under safe custody of the scrutinizer in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- vi) All postal ballot forms received/receivable up to the closure of working hours on 13th February, 2015 the last date and time fixed by the Company for receipt of the forms, had been considered for his scrutiny.

- vii) Envelopes containing postal ballot forms received after closure of working hours on 13th February, 2015 had not been considered for his scrutiny.
- viii) On 16th February, 2015, Mr. Jagdishkumar G. Pillai, Managing Director & CEO announced the following results of the postal ballot as per the Scrutinizer's Report:

#### Details of Agenda

- I. Increasing the foreign investment limit in the Company up to 74% of the issued and paid-up capital.

Particulars	Total No. of Valid Votes	Votes Assenting the Resolution	% of Votes Cast	Votes Dissenting the Resolution	% of Votes Cast
Votes cast through physical Postal Ballots and Electronic Mode	592,331,700	592,331,325	100	375	0.00

## 7. DISCLOSURES:

### (a) Related Party Transactions:

There are no transactions of material nature with Directors/Promoters or any related entity, which will have any potential conflict with the interests of the Company at large. The transactions mentioned under the Section of Notes to Accounts which forms a part of the Auditors' Report for the year ended 31st March, 2015 are non-material in nature.

### (b) Compliance by the Company:

There was no non-compliance by the Company and no penalties, strictures were imposed on the Company or its promoters by the Stock Exchange, SEBI or any other statutory authority on any matter related to capital markets, during the last three years.

### (c) Whistle Blower Policy and Access of personnel to the Audit Committee:

The Company has framed a Whistle Blower Policy which was approved by the Board of Directors on 29th May, 2014. The Company's personnel have access to the Chairman of the Audit Committee in cases such as concerns about unethical behavior, frauds and other grievances. No personnel of the Company have been denied access to the Audit Committee.

### (d) Compliance with the Mandatory requirements and Implementation of the Non-mandatory requirements:

The Company has complied with the mandatory requirements of the Corporate Governance Clause of Listing Agreement. The Company has not implemented the non-mandatory requirements.

GTPL Hathway Private Limited (GTPL) (formerly known as Gujarat Telelinks Private Limited) is a material non-listed Indian subsidiary company in terms of Clause 49(III) of the Listing Agreement. Accordingly, Mr. Devendra Shrotri, Independent Director of the Company, is nominated as a Director on the Board of GTPL.

## 8. CEO/CFO CERTIFICATION:

As required under Section V of the clause 49 of the Listing Agreement with the Stock Exchanges, the Managing/Whole Time Directors and Chief Financial Officer of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statements and other matters related to internal controls in the prescribed format for the year ended 31st March, 2015.

## 9. MEANS OF COMMUNICATION:

- (i) The quarterly results of the Company are published in Aapla Mahanagar (Marathi Newspaper) and Financial Express (English Newspaper). The Company ensures that all quarterly, half-yearly and full year audited results be published at least in 2 newspapers. The quarterly results are further submitted to the National Stock Exchange of India Limited and BSE Limited immediately after the conclusion of the respective meetings.
- (ii) The Company has its own website [www.hathway.com](http://www.hathway.com) wherein the financial results, Annual Reports and other material for information of the investors are uploaded.
- (iii) The Management Discussion and Analysis Report is attached and forms part of this Annual Report.

## 10. GENERAL SHAREHOLDERS' INFORMATION:

<b>a.</b>	<b>Date, time and venue of Annual General Meeting of Shareholders</b>	11th August, 2015 at 3.00 p.m. at ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai - 400 049.
<b>b.</b>	<b>Dates of book closures</b>	03rd August, 2015 to 05th August, 2015 (Both days inclusive)
<b>c.</b>	<b>Dividend Payment</b>	The Board of Directors of the Company has not recommended any dividend for the financial year ended 31st March, 2015.
<b>d.</b>	<b>Financial Calendar</b>	The Company follows April-March as its financial year. The results for every quarter beginning from April are declared as per the listing agreement.
<b>e.</b>	<b>Listing on stock exchanges</b>	National Stock Exchange of India Limited (Code : HATHWAY) BSE Limited (Code : 533162) ISIN : INE982F01036
<b>f.</b>	<b>Listing fees</b>	Paid for F.Y. 2015-2016 to both the stock exchanges wherein the shares of the Company are listed.
<b>g.</b>	<b>Registered office</b>	"Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (West), Mumbai- 400 054. Tel: (022) 26001306 Fax: (022) 26001307
<b>h.</b>	<b>Registrar and Share Transfer agents</b>	Link Intime India Private Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078 Tel : (022) 25963838 Fax : (022) 25946969
<b>i.</b>	<b>Share Transfer System</b>	Shares sent for physical transfer are generally registered and returned within a period of 15 days from the date of receipt, if the documents are complete in all respects. The Stakeholders' Relationship Committee of the Company meets as often as required.
<b>j.</b>	<b>Plant Locations</b>	The Company is not engaged in manufacturing activities.

## K. Stock Market Price Data:

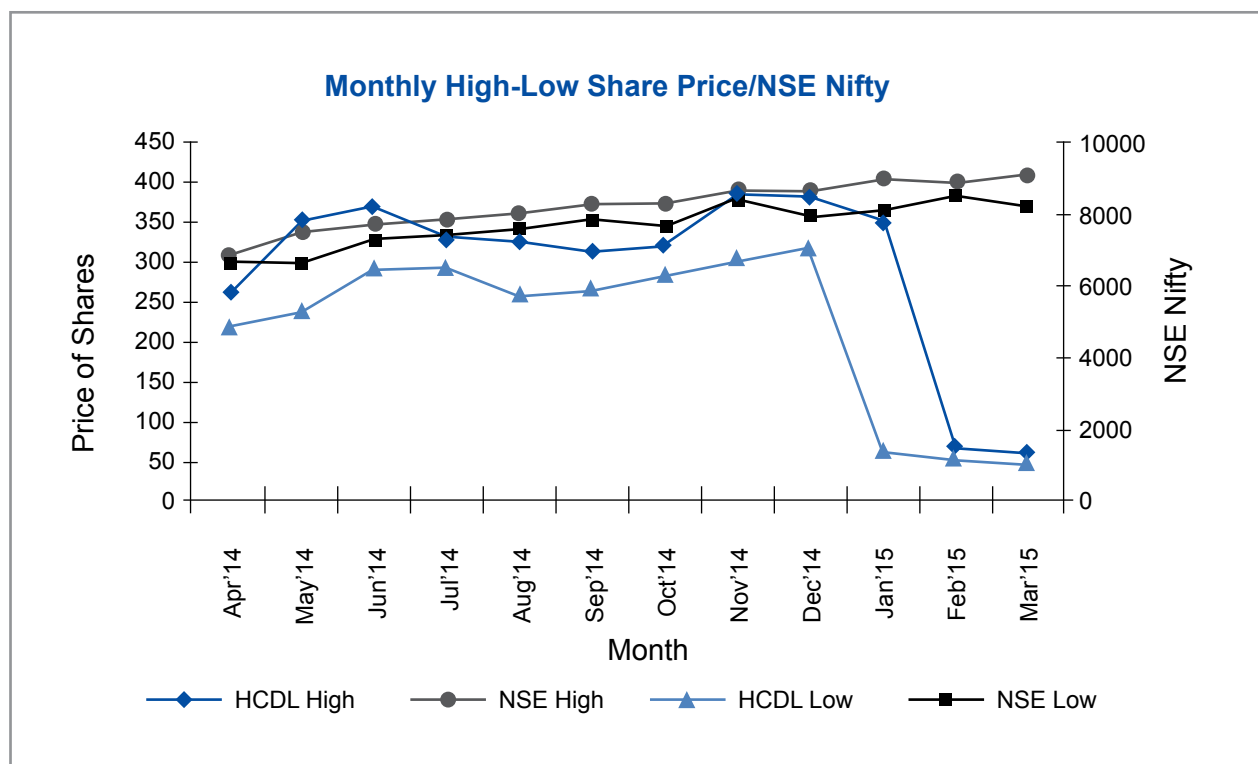
### National Stock Exchange of India Limited

Monthly High and Low of Closing prices of the Company's Equity Shares traded at National Stock Exchange of India Limited for the financial year ended 31st March, 2015 is given below:

#### Performance in comparison to NSE Nifty:

Month	NSE Nifty (High)	NSE Nifty (Low)	HCDL (High) In ₹	HCDL (Low) In ₹
April 2014	6869.85	6650.40	259.90	220.00
May 2014	7563.50	6638.55	348.35	239.05
June 2014	7700.05	7239.50	370.10	290.00
July 2014	7840.95	7422.15	335.00	296.00
August 2014	7968.25	7540.10	325.00	257.00
September 2014	8180.20	7841.80	314.00	266.05
October 2014	8330.75	7723.85	318.00	280.55
November 2014	8617.00	8290.25	379.00	302.10
December 2014	8626.95	7961.35	382.00	316.00
January 2015	8996.60	8065.45	354.30	62.15*
February 2015	8941.10	8470.50	64.80*	49.90*
March 2015	9119.20	8269.15	58.00*	45.20*

\* Post Stock Split



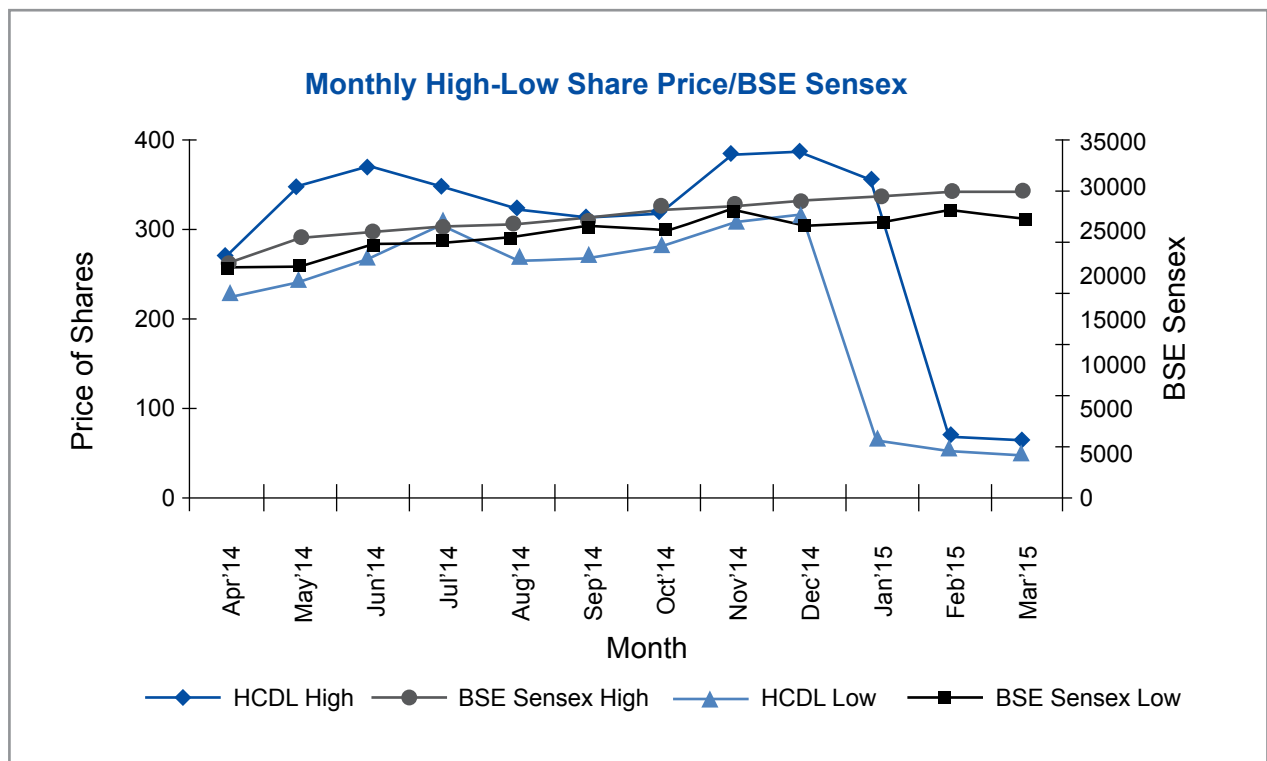
**BSE Limited**

Monthly High and Low of closing prices of the Company's Equity Shares traded at BSE Limited for the financial year ended 31st March, 2015 is given below:

**Performance in comparison to BSE Sensex:**

Month	BSE SENSEX (High)	BSE SENSEX (Low)	HCDL (High) In ₹	HCDL (Low) In ₹
April 2014	22939.31	22197.51	260.00	221.00
May 2014	25375.63	22277.04	347.00	240.15
June 2014	25725.12	24270.20	368.00	264.20
July 2014	26300.17	24892.00	344.00	301.00
August 2014	26674.38	25232.82	321.00	261.25
September 2014	27354.99	26220.49	311.25	267.00
October 2014	27894.32	25910.77	317.00	281.40
November 2014	28822.37	27739.56	385.60	305.00
December 2014	28809.64	26469.42	382.60	316.50
January 2015	29844.16	26776.12	354.80	62.00*
February 2015	29560.32	28044.49	64.30*	50.50*
March 2015	30024.74	27248.45	58.05*	45.50*

\* Post Stock Split



I. a) Distribution of Shareholding:

Range (in ₹)	No. of Shareholders	% of Total Share holders	Share Amount (₹)	% of Total Share Capital
1 -- 500	6,425	67.43	1,386,348	0.08
501 -- 1000	1,428	14.99	1,237,410	0.07
1001 -- 2000	751	7.88	1,249,844	0.08
2001 -- 3000	242	2.54	639,638	0.04
3001 -- 4000	243	2.55	914,796	0.06
4001 -- 5000	68	0.71	328,920	0.02
5001 -- 10000	161	1.69	1,277,158	0.08
10001 & above	211	2.21	1,653,954,886	99.57
<b>Total</b>	<b>9,529</b>	<b>100.00</b>	<b>1,660,989,000</b>	<b>100.00</b>

b) Category wise Distribution Schedule as on 31st March 2015:

Sr. No.	Category	No. of Shares held	%
1.	Promoters	240,966,000	29.01
2.	Corporate Bodies (Promoter Companies)	120,095,015	14.46
3.	Clearing Members	134,264	0.02
4.	Other Bodies Corporate	8,080,328	0.98
5.	Foreign Company	53,656,405	6.46
6.	Financial Institutions	2,457,439	0.29
7.	Foreign Institutional Investor	331,082,733	39.86
8.	Mutual Funds	53,144,034	6.40
9.	Nationalised Banks	0	0
10.	Non Resident Indians	11,277,465	1.35
11.	Non Resident Indians (Non Repatriable)	3,671,158	0.44
12.	Office Bearers	0	0
13.	Public	5,902,344	0.73
14.	Directors and Relatives of Director	27,315	0
	<b>Total</b>	<b>830,494,500</b>	<b>100.00</b>

m. Address for correspondence

For general Correspondence                      805/806, Windsor,  
Off C.S.T. Road,  
Kalina, Santacruz (E)  
Mumbai - 400098  
Tel: 022 67742500  
Fax: 022 67742400  
info@hathway.net ; investorgrievance@hathway.net

For matters related to Share                      Link Intime India Private Ltd.  
transfers, Dematerialization, etc.              C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West),  
Mumbai 400 078  
Tel : 022-25963838 Fax : 022-25946969  
Email id: rnt.helpdesk@linkintime.co.in

**n. Dematerialization of Shares and liquidity:**

The Shares of the Company are in demat segment and are available for trading in the depository systems of both the depositories. i.e. National Securities Depository Limited and Central Depository Services (India) Limited under the ISIN INE982F01036

As on 31st March, 2015, except 265 equity shares all the shares have been held in dematerialized form.

- o.** The Company has no outstanding GDR's/ADR's/Warrants or any convertible instruments pending conversion or any other instrument likely to impact the Equity Share Capital of the Company.

**p. Details as per clause 5A of Listing Agreement**

Table (Clause 5A of the Listing Agreement)

Unclaimed Shares as on 1st April, 2014		Details of Shareholders approached during the FY 2014-15 for claiming of shares		Details of Shareholders to whom the shares have been transferred during the FY 2014-15		Unclaimed Shares as on 31st March, 2015	
No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares
11	4375	Nil	Nil	Nil	Nil	11	4375

\* Note: The Shareholders may please note that the voting rights on the said shares shall remain frozen till the rightful owner of such shares claims the same.

Request to investors:

- Investors are requested to communicate change of address, if any, directly to the share transfer agent of the Company at the above address.
- As required by SEBI, investors shall furnish details of their bank account number and name and address of the bank for incorporating the same in the warrants. This would avoid wrong credits being obtained by unauthorized persons.
- The Shareholders who still hold the shares in the physical mode are requested to convert their respective holding in Dematerialization form and get their e-mail id registered with the Company / Registrar & Share Transfer Agent, to enable the Company to send all the communications/correspondence through electronic mode.
- Investors who have not availed nomination facility are requested to avail the same by submitting the nomination form. The form will be made available on request.
- Investors holding shares in electronic form are requested to deal only with their depository participant in respect of change of address, nomination facility and furnishing bank account number etc.
- CODE OF CONDUCT DECLARATION**  
Pursuant to Clause 49 II (E) of the Listing Agreement entered into with the Stock Exchanges, I hereby declare that the Company has obtained affirmative compliance with the code of conduct from all the Board members and senior management personnel of the Company.

**JAGDISHKUMAR G. PILLAI**

**Managing Director & CEO**

DIN: 00036481

Place: Mumbai

Date: 29th May, 2015

TO,

The Members

**HATHWAY CABLE AND DATACOM LIMITED**

## **Corporate Governance Certificate**

We have examined the compliance of conditions of Corporate Governance by **HATHWAY CABLE AND DATACOM LIMITED** ("Company") for the financial year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has in all material respect complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For RATHI & ASSOCIATES,  
COMPANY SECRETARIES**

**HIMANSHU KAMDAR**

**Partner**

**FCS No. 5171**

**C.P. No. 3030**

Date: 29th May, 2015

Place: Mumbai