



CIN : L65910MH1984PLC034514

Date: 28th September, 2016

To,
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Security Code: 509073

Dear Sirs,

Sub.: Disclosures of Voting Results of AGM, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of remote e-voting results of the 32nd Annual General Meeting ("AGM") declared by the Company on 27th September, 2016. The resolution set out in the Notice of AGM was approved by the shareholders of the Company with requisite majority.

Kindly note and take the same on records.

Thanking you,

Yours faithfully

FOR HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

MANOJ DERE

Company Secretary & Compliance Officer
FCS No. 7652



Encls: As above

hathw@bhawani

Hathway Bhawani Cabletel & Datacom Ltd.

Corporate Office : Bezzola Commercial Complex, A Wing, 3rd Floor, Suman Nagar, Sion Trombay Road, Chembur, Mumbai- 400 071.
Tel +91-22-61534400, Fax +91-22-61534455, E-mail bhawani@hathway.net

Regd. Office : "Rahejas" 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (W), Mumbai - 400 054.

Annexure I

| | |
|---|---|
| Date of the declaration of Voting Result | September 27, 2016 |
| Total number of shareholders on record date | As on record date i.e. September 20, 2016, No. of shareholders were 1,819 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | Total no. of shareholders present in person in the meeting: 33, Proxy: Nil 2 31 |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public: | None |

Details of Agenda

| Sr. No. | Agenda Item | Resolution type (Ordinary/Special) | Mode of voting (Show of hands/ Poll/Postal ballot/ E-voting) | Remarks |
|---------|--|------------------------------------|--|--|
| 1. | To receive, consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the year ended 31 st March, 2016 viz. standalone and consolidated Balance Sheet as at 31 st March, 2016 and standalone and consolidated Statement of Profit & Loss and Cash Flow statement for the year ended on that date together with the Directors' Report and Report on Auditors' thereon. | Ordinary | Postal Ballot/ E-Voting | Resolution passed with requisite majority as per table below |
| 2. | Appointment of Mr. Shyam P.V., (DIN: 07247247) who retired by rotation and being eligible, offered himself for re-appointment. | Ordinary | Postal Ballot/ E-Voting | Resolution passed with requisite majority as per table below |
| 3. | Ratification of appointment of M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors of the Company to hold office from the conclusion of 32 nd Annual General Meeting till the conclusion of the 33 rd Annual General Meeting and to authorize the Board to fix their remuneration. | Ordinary | Postal Ballot/ E-Voting | Resolution passed with requisite majority as per table below |



Details of Item 1:

| Resolution 1 :Adoption of audited Balance Sheet, Profit and Loss Accounts, Report of Directors Report and Auditors Report for the financial year ended 31st March 2016. | | | | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required :(Ordinary / Special): Ordinary | | | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | | | | No | | |
| 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 & Promoter Group | E-VOTING | 5188457 | 4180000 | 80.56 | 4180000 | 0 | 100.00 | 0.00 |
| | POLL | 5188457 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 5188457 | 4180000 | 80.56 | 4180000 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-VOTING | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POLL | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Non Institutions | E-VOTING | 2911543 | 238 | 0.01 | 238 | 0 | 100.00 | 0.00 |
| | POLL | 2911543 | 618 | 0.02 | 618 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 2911543 | 856 | 0.03 | 856 | 0 | 100.00 | 0.00 |
| | | 8100000 | 4180856 | 51.62 | 4180856 | 0 | 100.00 | 0.00 |

Details of Item No. 2

| Resolution 2 :Re-appointment of Mr. Shyam P. V., (DIN 07247247), who retires by rotation and being eligible, offers himself for re-appointment, as a Director of the Company. | | | | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required :(Ordinary / Special): Ordinary | | | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | | | | No | | |
| 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 & Promoter Group | E-VOTING | 5188457 | 4180000 | 80.56 | 4180000 | 0 | 100.00 | 0.00 |
| | POLL | 5188457 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 5188457 | 4180000 | 80.56 | 4180000 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-VOTING | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POLL | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Non Institutions | E-VOTING | 2911543 | 238 | 0.01 | 238 | 0 | 100.00 | 0.00 |
| | POLL | 2911543 | 618 | 0.02 | 618 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 2911543 | 856 | 0.03 | 856 | 0 | 100.00 | 0.00 |
| | | 8100000 | 4180856 | 51.62 | 4180856 | 0 | 100.00 | 0.00 |



Details of Item No. 3

| Resolution 3: To ratify the appointment of M/s. G. M. Kapadia and Co., Chartered Accountants as Auditors of the Company. | | | | | | | | |
|--|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required :(Ordinary / Special): Ordinary | | | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | | | | No | | |
| 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 & Promoter Group | E-VOTING | 5188457 | 4180000 | 80.56 | 4180000 | 0 | 100.00 | 0.00 |
| | POLL | 5188457 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 5188457 | 4180000 | 80.56 | 4180000 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-VOTING | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POLL | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Non Institutions | E-VOTING | 2911543 | 238 | 0.01 | 238 | 0 | 100.00 | 0.00 |
| | POLL | 2911543 | 618 | 0.02 | 618 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 2911543 | 856 | 0.03 | 856 | 0 | 100.00 | 0.00 |
| | | 8100000 | 4180856 | 51.62 | 4180856 | 0 | 100.00 | 0.00 |





CIN : L65910MH1984PLC034514

**Declaration of results of remote e-voting/Ballots voting at 32nd Annual General Meeting of Hathway
Bhawani Cabletel & Datacom Limited held on, 27th September, 2016**

In terms of 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, Hathway Bhawani Cabletel & Datacom Limited ('the Company') provided remote e-voting facility and voting through physical Ballots to the Members at the 32nd Annual General Meeting held on 27th September, 2016 on the resolutions vide Notice of 32nd Annual General Meeting (AGM) dated 23rd August, 2016.

Members' voting through remote e-voting during the period from 10.00 a.m. of Saturday, 24th September, 2016 up to 5.00 p.m. of Monday, 26th September, 2016 being the dates fixed for remote e-voting have been considered by the Scrutinizer. Further, to enable those Members who could not vote through remote e-voting, physical Ballot were distributed at the 32nd AGM. The Board had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner, M/s Rathi & Associates, Company Secretaries, as Scrutinizer to scrutinize the voting processes of the 32nd AGM of the Company.

Based on the Scrutinizer's Report dated 28th September, 2016, I hereby declare that all the 3 (Three) resolutions as set out in the Notice dated 23rd August, 2016 of the 32nd AGM of the Company, have been duly passed with requisite majority, the details of which are specified herein below:

| Item No. | Brief description | % Votes in Favour (Assent) | % Votes Against (Dissent) | Passed as |
|----------|--|----------------------------|---------------------------|---------------------|
| 1. | To receive, consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the year ended 31 st March, 2016 viz. standalone and consolidated Balance Sheet as at 31 st March, 2016 and standalone and consolidated Statement of Profit & Loss and Cash Flow statement for the year ended on that date together with the Directors' Report and Report on Auditors' thereon. | 100.00% | 0.00% | Ordinary Resolution |
| 2. | Appointment of Mr. Shyam P.V., (DIN: 07247247) who retired by rotation and being eligible, offered himself for re-appointment. | 100.00% | 0.00% | Ordinary Resolution |
| 3. | Ratification of appointment of M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors of the Company to hold office from the conclusion of 32nd Annual General Meeting till the conclusion of the 33 rd Annual General Meeting and to authorize the Board to fix their remuneration. | 100.00% | 0.00% | Ordinary Resolution |

The Scrutinizer's Report on the voting process conducted for the 32nd AGM is annexed herewith.

FOR HATHWAY BHAWANI CABLETEL & DATACOM LIMITED



MANOJ DERE
Company Secretary & Compliance Officer



Date: 28th September, 2016
Place: Mumbai

hathw@bhawani

Hathway Bhawani Cabletel & Datacom Ltd.

Corporate Office : Bezzola Commercial Complex, A Wing, 3rd Floor, Suman Nagar, Sion Trombay Road, Chembur, Mumbai- 400 071.
Tel +91-22-61534400, Fax +91-22-61534455, E-mail bhawani@hathway.net

Regd. Office : "Rahejas" 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (W), Mumbai - 400 054.

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

28th September, 2016

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 32nd 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 23rd August, 2016, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and voting through physical ballots at the 32nd Annual General Meeting held on Tuesday, 27th September, 2016 (AGM) on the resolutions contained in the Notice dated 23rd August, 2016 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 32nd 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 Registered Post/Courier 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 31st March, 2016 viz. standalone and consolidated Balance Sheet as at 31st March, 2016 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. Shyam P.V., (DIN: 07247247), who retired by rotation and being eligible, had offered himself for re-appointment.
- (c) **Resolution No. 3** as an Ordinary Resolution for ratification of appointment of M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors of the Company to hold office from the conclusion of 32nd Annual General Meeting till the conclusion of the 33rd Annual General Meeting and to authorize the Board to fix their remuneration.

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 32nd 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, 24th September, 2016 upto 5.00 p.m. of Monday, 26th September, 2016. Accordingly, e-votes casted upto 5.00 p.m. of 26th September, 2016 have been considered for my scrutiny.

After the conclusion of the 32nd 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. Surbhi Jain and Ms. Jasmeet Kaur Saluja. A summary of the votes casted by shareholders through remote e-voting and ballots at the 32nd 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 32nd Annual General Meeting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



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



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 31st March, 2016 viz. Audited standalone and consolidated Balance Sheet as at 31st March, 2016 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 | 18 | 618 |
| b. | Remote e-voting confirmations received | 13 | 41,80,238 |
| | Total | 31 | 41,80,856 |
| c. | Less: Invalid Ballots / Remote e-voting confirmations | 0 | 0 |
| d. | Net Valid Ballots / Remote e-voting confirmations | 31 | 41,80,856 |
| (i) | Physical Ballots / Remote e-voting confirmations with assent for the Resolution | 31 | 41,80,856 |
| | % of Assent | | 100% |
| (ii) | Physical Ballots / Remote e-voting confirmations with dissent for the Resolution | - | - |
| | % of Dissent | | - |



(b) For Resolution No. 2 as an Ordinary Resolution to appoint Mr. Shyam P.V., (DIN: 07247247), 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 | 18 | 618 |
| b. | Remote e-voting confirmations received | 13 | 41,80,238 |
| | Total | 31 | 41,80,856 |
| c. | Less: Invalid Ballots / Remote e-voting confirmations | 0 | 0 |
| d. | Net Valid Ballots / Remote e-voting confirmations | 31 | 41,80,856 |
| (i) | Physical Ballots / Remote e-voting confirmations with assent for the Resolution | 31 | 41,80,856 |
| | % of Assent | | 100% |
| (ii) | Physical Ballots / Remote e-voting confirmations with dissent for the Resolution | - | - |
| | % of Dissent | | - |



- (c) **For Resolution No. 3** as an Ordinary Resolution for ratification of appointment of M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors of the Company to hold office from the conclusion of 32nd Annual General Meeting till the conclusion of the 33rd 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 | 18 | 618 |
| b. | Remote e-voting confirmations received | 13 | 41,80,238 |
| | Total | 31 | 41,80,856 |
| c. | Less: Invalid Ballots / Remote e-voting confirmations | 0 | 0 |
| d. | Net Valid Ballots / Remote e-voting confirmations | 31 | 41,80,856 |
| (i) | Physical Ballots / Remote e-voting confirmations with assent for the Resolution | 31 | 41,80,856 |
| | % of Assent | | 100% |
| (ii) | Physical Ballots / Remote e-voting confirmations with dissent for the Resolution | - | - |
| | % of Dissent | | - |

