



HATHWAY BHAWANI
CABLETEL & DATACOM LIMITED

30th

Annual Report
2013-2014

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MEGA BYTES IN MINI SECONDS

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

BOARD OF DIRECTORS

Mr. Samson Jesudas
Mr. Milind Karnik
Mr. Kuldeep Puri
Mr. Dilip Worah
Mr. L. K. Kannan
Mr. Hetal Thakore

Managing Director

AUDITORS

G.M. Kapadia & Co.
Chartered Accountants

REGISTERED OFFICE

“Rahejas”, 4th Floor, Corner of Main Avenue &
V.P. Road, Santacruz (West), Mumbai – 400 054
Tel No: (022) 26001306 Fax No: (022) 26001307

BANKERS

Bank of Maharashtra
Axis Bank Limited

ADMINISTRATIVE OFFICE

Sanjona Complex, 5th Floor, Hemu Kalani Marg,
Plot No. 11-A, Sindhi Society, Chembur, Mumbai – 400 071
Tel No: (022) 61534400 Fax No: (022) 61534455

REGISTRAR & TRANSFER AGENT

M/s. Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East), Mumbai – 400 072
Tel.: (022) 28470652 Fax: (022) 28525207
Email: bigshare@bom7.vsnl.net.in

DETAILS OF DEMATERIALISATION OF SHARES

Company's ISIN number for Dematerialisation is **INE525B01016**
with National Securities Depository Limited (NSDL) &
Central Depository Services Limited (CDSL)

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'Rahejas', 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (West), Mumbai – 400054

Tel: 91-22-26001306 Fax: 91-22-26001307

CIN: L65910MH1984PLC034514 Email: investors.bhawani@hathway.net

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON 10TH, SEPTEMBER, 2014, AT 3:00 P.M. AT GROUND FLOOR, WINDSOR, OFF CST ROAD, KALINA, SANTACRUZ EAST, MUMBAI 400098, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Kuldeep Puri (DIN: 00054541), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s. G. M. Kapadia & Co, Chartered Accountants, (Registration No. 104767W) as the Statutory Auditors of the Company and to fix their remuneration..

SPECIAL BUSINESS:

4. **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 provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, a new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and superseding the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to sign, verify, execute and file all necessary forms and documents with any Governmental Authority including but not limiting to, the Registrar of Companies, Maharashtra, at Mumbai and such other authorities as may be required from time to time and to do all such acts, deeds, matters and things necessary or expedient to give effect to resolution."

5. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of sub-section (2) of Section 150, sub-section (2) of Section 152 of the Companies Act, 2013, relevant provisions of the Listing Agreement, and as per notice received under Section 160 of the Companies Act, 2013 from a shareholder along with the requisite deposit proposing candidature of Mr. Dilip Worah as an Independent director, Mr. Dilip Worah, (DIN 00047252) be and is hereby appointed as an Independent Director of the Company for a period of five years from the date of conclusion of this meeting and that he shall not be liable to retire by rotation.

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RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to file appropriate E-Form with the Registrar of Companies, Maharashtra, Mumbai, as also for intimating the same to any other authority as may be required.”

- 6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of sub -section (2) of Section 150, sub-section (2) of Section 152 of the Companies Act, 2013, relevant provisions of the Listing Agreement, and as per notice received under Section 160 of the Companies Act, 2013 from a shareholder along with the requisite deposit proposing candidature of Mr. L. K. Kannan as an Independent director, Mr. L. K. Kannan, (DIN 00110428) be and is hereby appointed as an Independent Director of the Company for a period of five years from the date of conclusion of this meeting and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to file appropriate E-Form with the Registrar of Companies, Maharashtra, Mumbai, as also for intimating the same to any other authority as may be required.”

- 7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of sub-section (2) of Section 150, sub-section (2) of Section 152 of the Companies Act, 2013, relevant provisions of the Listing Agreement, and as per notice received under Section 160 of the Companies Act, 2013 from a shareholder along with the requisite deposit proposing candidature of Mr. Hetal Thakore as an Independent director, Mr. Hetal Thakore, (DIN 00340446) be and is hereby appointed as an Independent Director of the Company for a period of five years from the date of conclusion of this meeting and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to file appropriate E-Form with the Registrar of Companies, Maharashtra, Mumbai, as also for intimating the same to any other authority as may be required.”

- 8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus & Allotment of Securities) Rules 2014 and Rule 13 of Companies (Share Capital & Debentures) Rules 2014 (including any amendment, modification, variation or re-enactment thereof) and/or the applicable rules, regulations, notifications and circulars, if any, issued by the Securities and Exchange Board of India (**SEBI**) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **ICDR Regulations**), the Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by the appropriate authorities, the Equity

listing agreements (the **Listing Agreement**) entered into by the Company with BSE Limited where the Company's Equity shares of the Face Value of Rs. 10 (Rupees Ten only) each (the **Equity Shares**) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, SEBI, and any other appropriate authority(ies), bank(s), institution(s) or body(ies) as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, consent of the Company be and is hereby accorded to create, offer, issue and allot up to 9,00,000 (Nine Lacs) fully paid-up Equity Shares to Hathway Cable & Datacom Limited, an entity forming part of the promoter group, in lieu of the outstanding amount of Rs. 99,00,000/- (Rupees Ninety Nine Lacs only) at a price of Rs. 11/- (Rupees Eleven only) per Equity Share including premium of Re. 1/- (Rupee one only) per Equity Share aggregating up to Rs. 99,00,000/- (Rupees Ninety Nine Lacs only), on a preferential allotment basis, on such terms and conditions as may be finalised by the Board, subject to compliance with the minimum issue price requirement set out in Regulation 76 of the ICDR Regulations.

RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company and subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company, the said Equity Shares to be so issued and allotted, shall be fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the following officials of the Company:

- 1) Mr. Samson Jesudas – Managing Director
- 2) Mr. Milind Karnik – Director
- 3) Mr. Ajay Singh – Authorised Signatory
- 4) Mr. Dilip Vaidya – Authorised Signatory

be and are hereby severally authorized to:

- (a) decide on the terms and for issue of the Equity Shares in the best interests of the Company, and take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for the issue or allotment of the said Equity Shares and listing thereof with the Stock Exchanges where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the ICDR Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing resolution, to prescribe the forms of application, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be

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necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer and allotment of the said Equity Shares to be issued and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares to be issued, without being required to seek any further consent or approval of the Board and that the Board shall be deemed to have given its approval thereto expressly by the authority of this resolution;

- (b) execute and file any and all requisite forms, documents, returns, and/or deeds with any regulatory authority in connection with the above resolutions, (including e-Forms to be filed with the Registrar of Companies and other notifications required to be made to the Stock Exchanges); and
- (c) represent the Company before any central, state, local or other regulatory authorities (including the Stock Exchanges, SEBI and the Registrar of Companies) and banks or financial institutions for the purpose of the Allotment of equity shares.”

BY ORDER OF THE BOARD

Samson Jesudas
Managing Director

Place: Mumbai

Date: August 11, 2014

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
5. Any member proposing to seek any clarification on the accounts, is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. The Register of the Members and the Share Transfer Books of the Company will remain closed from, 08th September 2014 to 10th September 2014 (Both days inclusive).
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, for Special Business, setting out all material facts and the statement of particulars of Directors seeking appointment/re-appointment, as required under Clause 49 of the Listing Agreement are annexed hereto. The Directors have furnished the requisite consents / declarations for their appointment / reappointment.
9. Members are requested to bring their copy of Annual Report and attendance slip to the meeting.
10. The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder.
11. Hard copy of the details of accounts of subsidiaries required by any shareholders can be obtained with a written request to the Managing Director of the Company at the Registered Office of the Company.
12. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
13. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
14. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form and with respective Depository Participants (DP) where the shares are held in dematerialized form. Shareholders holding shares in physical form can send their email address for registration to flavia@bigshareonline.com quoting the Folio Number and Name of the Company.

The instructions for members for voting electronically are as under:-

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(A) In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <0123456789> in the PAN field.

Please enter any one of the details in order to login.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e- voting through CDSL platform.

- viii) Click on the relevant EVSN on which you choose to vote.
 - ix) 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.
 - x) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
 - xi) 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.
 - xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:
- Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The voting period begins from 10.00 am, Thursday, 4th September 2014 and ends on 5.00 p.m., Saturday, 6th September 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) 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 29th August 2014.
- Mr. Himanshu Kamdar, Practising 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.
15. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be communicated to the Stock Exchanges on which the Company’s equity shares are listed.

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

Item No. 4:

In view of the recent notification of Companies Act 2013 and rules there under in place of Companies Act, 1956, it is necessary to adopt new set of Articles of Association giving effect to the provisions and rules framed therein.

Various clauses in the existing Articles of Association necessitate amendment and/or alteration in order to reflect *inter-se*, various provision and rules under the aforesaid Act and rules framed therein.

As per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company will be required to be approved by the shareholders of the Company and hence placed for seeking approval of shareholders.

Copy of existing and amended Articles of Association of the Company will be available for inspection by members during 11.00 a.m to 2.00 p.m. at the Registered Office of the Company during Monday to Friday till the date of Annual General Meeting.

Your Board recommends this resolution to seek your approval for amendment for adoption of new set of Articles of Association.

None of the persons specified in Section 102 of the Companies Act, 2013, 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 resolutions.

Item No. 5, 6, & 7

Pursuant to Clause 49 of the Listing Agreement, Mr. Dilip Worah, Mr. L. K. Kannan and Mr. Hetal Thakore are holding the office of Directors categorized as Independent Directors of the Company. As per the provisions of Section 149(4) of the Companies Act, 2013 and in accordance with the provisions of Articles of Association of the Company, it would be necessary to have atleast one third of the total number of directors as independent directors. The provisions of sub section 10 of the said Section further stipulates that an independent director shall hold office for a term up to five consecutive years on the Board of the Company and shall not be liable to retire by rotation.

It is proposed to appoint all the present Independent Directors viz. Mr. Dilip Worah, Mr. L. K. Kannan and Mr. Hetal Thakore as Independent Directors for a period of five years from the date of Annual General Meeting.

The Nomination and Remuneration Committee has recommended and the Board of Directors of the Company has formed an opinion that all the Independent Directors fulfils the conditions specified in the Companies Act, 2013 for the appointment.

Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment of each of the independent directors is as under:

Mr. Dilip Worah has a wide experience of 20 years in the field of Audits, Internal Audits, Bank Audits, Income Tax and Indirect Tax matters, Company Law, Investments, Finance and Business Advisory.