



HATHWAY BHAWANI
CABLETEL AND DATACOM LIMITED

31st

Annual Report
2014-2015

hathw@ybhawani



**HATHWAY BHAWANI
CABLETEL AND DATACOM LIMITED**

31st Annual Report : 2014-2015

Contents	Page No.
❖ Notice	1
❖ Directors' Report	11
❖ Corporate Governance	36
❖ Management Discussion and Analysis Report	49
❖ Auditors' Report .	52
❖ Standalone Balance Sheet	56
❖ Standalone Statement of Profit & Loss	57
❖ Standalone Cash Flow Statement	58
❖ Notes to the Financial Statements	59
❖ Auditors' Report on Consolidated Financial Statement	76
❖ Consolidated Balance Sheet	81
❖ Consolidated Statement of Profit & Loss	82
❖ Consolidated Cash Flow Statement	83
❖ Notes to the Consolidated Financial Statements	84



HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

BOARD OF DIRECTORS

Mr. Samson Jesudas	(DIN:02539442)	Managing Director & CEO
Mr. Shyam P V	(DIN:07247247)	Director
Mr. Vineet Garg	(DIN:06935347)	Director
Mr. Dilip Worah	(DIN:00047252)	Independent Director
Mr. L. K. Kannan	(DIN:00110428)	Independent Director
Ms. Nandita Swamy	(DIN:03181823)	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Basant Haritwal

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Dilip Vaidya – FCS NO 7750

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.

ADMINISTRATIVE OFFICE

805/806, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai 400098

Tel: (022) 67742500 Fax No: (022) 67742400

BANKERS

Bank of Maharashtra

Axis Bank Limited

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**

CIN:L65910MH1984PLC034514

Email : investors.bhawani@hathway.net



HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED

'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 THIRTY FIRST ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON FRIDAY, 25TH SEPTEMBER, 2015, AT 3:00 P.M. AT GROUND FLOOR, WINDSOR, OFF CST ROAD, KALINA, SANTACRUZ EAST, MUMBAI 400 098, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Directors' Report and the Report of the Auditors' thereon.
2. 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 Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules, circulars, notifications made/ issued thereunder, including any amendment, modification, variation or re-enactment thereof, the appointment of M/s. G M Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on September 10, 2014, for a term of 3 years i.e. from the conclusion of the Thirtieth Annual General Meeting until the conclusion of the Thirty Third Annual General Meeting, be and is hereby ratified for a period of one year i.e. from the conclusion of this Annual General Meeting until the conclusion of the Thirty Second Annual General Meeting.


RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution in the best interest of the Company including fixing of their remuneration."

SPECIAL BUSINESS:

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

APPOINTMENT OF MS. NANDITA SWAMY AS AN INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT Ms. Nandita Swamy (DIN 03181823), who was appointed as an Additional Director with effect from 31st March, 2015, as an Independent Director of the Company, pursuant to provisions of Section 149(1) of the Companies Act, 2013 (the Act), and Clause 49(II)(A) of the Listing Agreement entered into by the Company with the Stock Exchanges 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 and for whom, the Company has received a notice under Section 160 of the Act along with a requisite deposit from a shareholder proposing the candidature of Ms. Nandita Swamy, for the office of a



Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office upto 30th March, 2020 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary, 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."

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

APPOINTMENT OF MR. SHYAM P V AS DIRECTOR OF THE COMPANY AS PER PROVISIONS OF SECTION 161 OF THE COMPANIES ACT, 2013

"RESOLVED THAT Mr. Shyam P V (DIN 07247247), who was appointed as an Additional Director in the capacity as Non- Executive Director with effect from 30th July, 2015, pursuant to provisions of Section 161 of the Companies Act, 2013 (the Act) read with rules thereunder and Clause 49(II)(A) of the Listing Agreement entered into by the Company with the Stock Exchanges 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 and for whom, the Company has received a notice under Section 160 of the Act along with a requisite deposit from a shareholder proposing the candidature of Mr. Shyam P V, for the office of a Director of the Company, be and is hereby appointed as an Director of the Company, who shall be liable to retire by rotation."

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

APPOINTMENT OF MR. VINEET GARG AS DIRECTOR OF THE COMPANY AS PER PROVISIONS OF SECTION 161 OF THE COMPANIES ACT, 2013

"RESOLVED THAT Mr. Vineet Garg (DIN 06935347), who was appointed as an Additional Director in the capacity as Non- Executive Director with effect from 30th July, 2015, pursuant to provisions of Section 161 of the Companies Act, 2013 (the Act) read with rules thereunder and Clause 49(II)(A) of the Listing Agreement entered into by the Company with the Stock Exchanges 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 and for whom, the Company has received a notice under Section 160 of the Act along with a requisite deposit from a shareholder proposing the candidature of Mr. Vineet Garg, for the office of a Director of the Company, be and is hereby appointed as an Director of the Company, who shall be liable to retire by rotation."

BY ORDER OF THE BOARD

DILIP VAIDYA

Company Secretary & Compliance Officer

FCS No: 7750

Place: Mumbai

Date: August 12, 2015



NOTES:

1. Pursuant to the requirement of Secretarial Standard-2 which has come into effect from 1st July 2015, the route map for the venue of the Annual General Meeting, also indicating therein the prominent land mark for the venue has been annexed to the notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS 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.
3. 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, 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.
4. 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.
5. 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 together with the specimen signature of the Authorized representative.
6. 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.
7. 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.
8. The Register of the Members and the Share Transfer Books of the Company will remain closed from **Monday, 14th September, 2015 to Wednesday, 16th September, 2015** (Both days inclusive).
9. 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 and Secretarial Standard -2 (effective from July 1, 2015) are annexed hereto. The Directors have furnished the requisite consents / declarations for their appointment / reappointment.
10. Members are requested to bring their copy of Annual Report and attendance slip to the meeting.
11. The Annual Accounts of the Subsidiary Company shall be available at the Registered Office of the Company for inspection by any shareholder.
12. Hard copy of the details of accounts of subsidiary 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.

13. 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.
14. 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.
15. 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 rutika@bigshareonline.com quoting the Folio Number and Name of the Company.
16. The Company is providing Facility for Voting by Electronics Means and the business may be transacted through E-Voting.
17. THE FACILITY FOR VOTING THROUGH BALLOT OR POLLING PAPER SHALL BE MADE AVAILABLE AT THE MEETING AND THE MEMBERS ATTENDING THE MEETING WHO HAVE NOT ALREADY CAST THEIR VOTES BY REMOTE EVOTING SHALL BE ABLE TO EXERCISE THEIR RIGHT AT THE MEETING.

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

- (i) The voting period begins on **Tuesday, 22nd September, 2015 at 10.00 am** and ends on **Thursday, 24th September, 2015 at 5.00 pm**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 18th September, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company /Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Incase the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Hathway Bhawani Cabletel & Datacom Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the




image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries, grievances or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting menu available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **Friday, 18th September, 2015**.

The members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. FCS 5171) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the conclusion of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL. The results will also be communicated to the Stock Exchanges on which the Company's equity shares are listed.

BY ORDER OF THE BOARD

DILIP VAIDYA
Company Secretary & Compliance Officer
FCS No: 7750

Place: Mumbai

Date: August 12, 2015



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

Item No. 3

Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment of Ms. Nandita Swamy as Independent Director is as under:

The Directors of the Company (as per the recommendation of Nomination and Remuneration Committee) vide circular resolution dated March 31, 2015 appointed Ms. Nandita Swamy as an Independent Director, to hold office upto the date of this Annual General Meeting.

Ms. Nandita Swamy is an in Economics from the University of Mumbai, and is also a member of the Institute of Chartered Accountants of India. She has over 20 years of work experience and also acts as Consultant for Companies such as Price Waterhouse Tax, Hong Kong, TTK Healthcare TPA Private Limited, Swiss Re Healthcare Services Private Limited and Nova Medical Centers Private Limited. She is currently occupying the position of Whole time Director and handling Finance and Corporate Affairs for the Vidal Health group, which provides wellness services and third party health administration services to both commercial and government funded insurance policy holders. The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company as Independent Director. As per the provisions of Section 149 of the Companies Act, 2013, it is proposed to appoint her for a period of five years upto 30th March, 2020.

The other details of Ms. Nandita Swamy in terms of Clause 49 of the Listing Agreement, is annexed to this Notice.

Ms. Nandita Swamy has given declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for her appointment as an Independent Director of the Company.

In terms of Section 161(1) of the Companies Act, 2013 Ms. Nandita Swamy holds office as Additional Director only up to the date of the forthcoming Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the requisite amount of deposit from one of the members signifying his intention to propose the appointment of Ms. Nandita Swamy as a Director.

The Board recommends the Resolution at Item No. 3 of this Notice for your approval.

Notice received under Section 160 of the Companies Act, 2013 and draft Appointment Letter to be issued to Ms. Nandita Swamy setting out the terms and conditions pertaining to her appointment, shall be available for inspection by members during 11.00 am to 2.00 pm on all working days upto the date of the ensuing Thirty First Annual General Meeting,

Except Ms. Nandita Swamy and her relatives, none of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel are concerned or interested financially or otherwise in the said resolution.

Item No. 4

The Directors of the Company (as per the recommendation of Nomination and Remuneration Committee) vide circular resolution dated 30th July, 2015 approved the appointment of Mr. Shyam P V as a Additional Director in the capacity of Non-Executive Director, who shall be liable to retire by rotation, to hold office upto the date of this Annual General Meeting.

Mr. Shyam P V is graduated from Indian Institute of Engineering & Management and is currently working as Vice President – Operations with Holding Company Hathway Cable & Datacom Limited and looks after business operations for Mumbai. He is also having wide experience in Media & Broadcasting Industry for 20 years. Prior to his present occupation, he has worked in companies like British Broadcasting Corporation (BBC), DEN Networks, National Geographic Channel (NGC), Channel V, ISKYB (DTH Division of STAR TV), Srishti Video Corp and Asia Television. Mr. Shyam P V has witnessed the evolution of Satellite & Cable business from its very initial stage of the industry. Over the past few years, he has worked in different levels and position and gained immense experience.