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**HATHWAY BHAWANI
CABLETEL & DATACOM LIMITED**

36TH

ANNUAL REPORT

2019 - 2020

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

36TH ANNUAL REPORT 2019 - 2020

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HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vatan Pathan	(DIN:07468214)	Director & Chief Executive Officer
Mr. Dilip Worah	(DIN:00047252)	Independent Director
Mr. L. K. Kannan	(DIN:00110428)	Independent Director
Ms. Nerissa Britto	(DIN: 08716696)	Non-Executive Director
Ms. Pranjali Gawde	(DIN: 08754715)	Non-Executive Director

CHIEF FINANCIAL OFFICER

Mr. Basant Haritwal

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Ajay Singh (FCS 5189)

STATUTORY AUDITORS

Nayan Parikh & Co. - Chartered Accountants

SECRETARIAL AUDITORS

Rathi & Associates – Company Secretaries

REGISTERED OFFICE

805/806, Windsor, 8th Floor, Off. CST Road, Kalina, Santacruz (East), Mumbai - 400098

CIN: L65910MH1984PLC034514 • Tel No. (022) 40542500 Fax: (022) 40542700

Website: www.hathwaybhawani.com • E-mail : investors.bhawani@hathway.net

BANKERS

Bank of Maharashtra

Axis Bank Limited

REGISTRAR & TRANSFER AGENT

M/s. Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059. • Tel. : (022) 62638200 Fax: (022) 62638299 E-mail : investor@bigshareonline.com

DETAILS OF DEMATERIALISATION OF SHARES

Company's ISIN number for Dematerialization is **INE525B01016**

CORPORATE IDENTIFICATION NUMBER

L65910MH1984PLC034514



HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SIXTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON FRIDAY, SEPTEMBER 25, 2020 AT 3:00 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:**
 - a) **“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
 - b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for

the financial year ended March 31, 2020 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Vatan Pathan, who retires by rotation as Director and in this regard, 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 152 and other applicable provisions of the Companies Act, 2013 read with the relevant rules thereunder, Mr. Vatan Pathan (DIN: 07468214), who retires by rotation at this meeting be and is hereby appointed as Non-Executive Director of the Company.”

SPECIAL BUSINESS:

3. To appoint Ms. Nerissa Britto as Director and in this regard, 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 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Nerissa Britto (DIN: 08716696), who was appointed as an Additional Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To appoint Ms. Pranjali Gawde as Director and in this regard, 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 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Pranjali Gawde (DIN: 08754715), who was appointed as an Additional Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-

Ajay Singh

Company Secretary and Compliance Officer

FCS 5189

Mumbai, August 10, 2020

Registered Office :

805/806, Windsor, 8th Floor, Off. CST Road, Kalina,
Santacruz (East), Mumbai - 400098

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Tel No. (022) 40542500 Fax: (022) 40542700

Website: www.hathwaybhawani.com • E-mail: investors.bhawani@hathway.net

NOTES :

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “**MCA Circulars**”) permitted convening the Annual General Meeting (“**AGM**”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the Company. **Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. In terms of the provisions of Section 152 of the Act, Mr. Vatan Pathan, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend his appointment. Mr. Vatan Pathan is interested in the Ordinary Resolution set out at Item No. 2 with regard to his appointment. The relatives of Mr. Vatan Pathan may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

5. Details of Directors retiring by rotation and seeking appointment at this AGM are provided in the “Annexure” to the notice.
6. Pursuant to the amendment to the section 139 of the Act, effective from May 7, 2018, the ratification of the appointment of auditors by the members at every AGM has been done away with. Accordingly, the ratification of appointment of M/s. Nayan Parikh & Co., Chartered Accountants, who were appointed as the Statutory Auditors at the thirty Third AGM held on September 26, 2017, for a period of 5 years, is not required at the ensuing AGM.
7. Since the AGM will be held through VC/OAVM, the Route Map of the venue of the AGM is not annexed hereto.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

8. **In compliance with the MCA Circulars and SEBI circular dated May 12, 2020, Notice of the AGM along with the Annual Report for the FY 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the FY 2019-20 will also be available on the Company’s website at www.hathwaybhawani.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of KFin Technologies Private Limited (“KFinTech”) at <https://evoting.karvy.com>.**
9. For receiving all communication (including Annual Report) from the Company electronically:
 - a. Members holding shares in physical mode, who have not registered / updated their email addresses with the Company/Bigshare Services Pvt Ltd, Registrar and Transfer Agent are requested to register / update the same by writing to the Company with details such as Folio No., name of shareholder, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) at investors.bhawani@hathway.net or on the website of Bigshare Services Pvt Ltd at www.bigshareonline.com.

- b. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depository Participant(s) with whom they maintain their demat accounts.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

10. The Company will provide VC/OAVM facility to its Members for participating at the AGM.

- a. **Members will be able to attend the AGM through VC/OAVM by using their e-voting login credentials.**

Members are requested to follow the procedure given below:

OPTION 1

- i. Launch internet browser (Edge 44+, Firefox 78+, Chrome 83+, Safari 13+) by typing the URL: <https://jiomeet.jio.com/hbcdlagm>
- ii. Select “Shareholders” option on the screen
- iii. Enter the login credentials

User ID: For demat shareholders: 16-digit DPID+ Client ID is your User ID

(DP ID and Client ID to be typed continuously)

For e.g. IN12345612345678 (NSDL)

1402345612345678 (CDSL)

(Client ID is the last 8 digits of your demat account number as per your account statement / contract note / delivery instruction slip / email sent by the Company); or

For holders of shares in physical form: Your Folio No. is your User ID (to be typed continuously)

Password : Enter your password for e-voting sent by the Company through e-mail.

- iv. After logging in, you will be directed to the AGM.

OPTION 2

- i. Launch internet browser ((Edge 44+, Firefox 78+, Chrome 83+, Safari 13+) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on “Video Conference” option
 - iv. Then click on camera icon appearing against AGM event of Hathway Bhawani Cabletel & Datacom Limited, to attend the Meeting.
- b. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
11. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The Speaker Registration will be open during Saturday, September 19, 2020 to Monday, September 21, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
12. Members will be allowed to attend the AGM through VC/OAVM on first come first serve basis.
13. Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
14. Members who need assistance before or during the AGM, can contact KFinTech on evoting@kfintech.com or call on toll free number 1800-3454-001 (from 9:00 a.m. to 5:00 p.m.). Kindly quote your name, DP ID-Client ID/ Folio no. and E-voting Event Number in all