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**HATHWAY BHAWANI
CABLETEL & DATACOM LIMITED**

37TH

ANNUAL REPORT

2020-21

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

37th ANNUAL REPORT 2020-21

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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. 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 - 400 098.

Tel No: (022) 4054 2500 Fax No: (022) 4054 2700; email: investors.bhawani@hathway.net

BANKER

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

Email : 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

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

Tel: 022 40542500 Fax: 022 40542700

CIN: L65910MH1984PLC034514

website: www.hathwaybhawani.com email: investors.bhawani@hathway.net

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SEVENTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON SATURDAY, AUGUST 28, 2021 AT 2:00 P.M. IST 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, 2021 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, 2021 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, 2021 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, 2021 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
2. To re-appoint Ms. Pranjali Gawde, 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**:

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Pranjali Gawde (DIN: 08754715), who retires by rotation at this meeting, be and is hereby appointed as Non-Executive Director of the Company."

By Order of the Board of Directors

Sd/-

Ajay Singh

Company Secretary and Compliance Officer

FCS 5189

Mumbai, April 15, 2021

Registered Office

805/806, Windsor, 8th Floor, Off CST Road,

Kalina, Santacruz (East), Mumbai - 400098

CIN: L65910MH1984PLC034514

Tel: 022 40542500 Fax: 022 40542700

Website: www.hathwaybhawani.com

E-mail: investors.bhawani@hathway.net

NOTES:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("**MCA**") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "**MCA Circulars**"), permitted convening the Annual General Meeting ("**AGM**") through Video Conferencing ("**VC**") / Other Audio - Video Means ("**OAVM**"), without the physical presence of the Members at a common venue. In accordance with the MCA circulars, provisions of the Companies Act, 2013 (the "**Act**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), 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.

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2. Generally, 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.
3. Since the AGM will be held through VC/OAVM, the Route Map of the venue of the AGM is not annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Ms. Pranjali Gawde, Non-Executive Director retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend her re-appointment. Ms. Pranjali Gawde is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to her re-appointment. The relatives of Ms. Pranjali Gawde 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 Ordinary Business set out under Item No. 1 and 2 of the Notice.
5. Details of Director retiring by rotation and seeking re-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.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. **In compliance with the MCA Circulars and SEBI circular dated January 15, 2021 read with May 12, 2020, Notice of the AGM along with the Annual Report for the**

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Financial Year (FY) 2020-21 is being sent only through electronic mode to those members whose email address is registered with the Company/ Depository Participant(s). Members may note that the Notice and Annual Report for the FY 2020-21 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.kfintech.com>.

8. For receiving all communication (including Annual Report) from the Company electronically:
 - a. Members holding equity shares of the Company in physical mode, who have not registered / updated their email address may get their e-mail address registered with Bigshare Services Pvt Ltd, Registrar and Transfer Agent ("**RTA**"), by clicking the link: <https://www.bigshareonline.com/InvestorRegistration.aspx> on the website www.bigshareonline.com under For Investors tab by choosing the E mail / Bank Registration heading and following the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at investor@bigshareonline.com.
 - b. Members holding shares in dematerialised 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:

9. 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 as per procedure given below :**
 - i. Launch internet browser (Edge 8044+, 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

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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 EVEN + Folio No. is your User ID (to be typed continuously)

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

- iv. After logging in, you will be directed to the AGM.
 - b. Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No.18C vii III.
10. 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 Tuesday, August 24, 2021 to Wednesday, August 25, 2021. 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.
11. Members will be allowed to attend the AGM through VC/OAVM on first come first serve basis.
12. 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.

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13. Members who need assistance before or during the AGM, can contact KFinTech on evoting@kfintech.com or call on toll free number 1800-309-4001 (from 9:00 a.m. IST to 5:00 p.m. IST). Kindly quote your name, DP ID-Client ID/ Folio no. and E-voting Event Number ("Even") in all your communications.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
15. Institutional /Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are required to send the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), at e-mail id : hsk@rathiandassociates.com with a copy marked to evoting@kfintech.com. Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.
16. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
17. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM ("Insta Poll"):

18. A. E-VOTING FACILITY:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("**e-voting**"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**"). Further, the facility for voting through electronic voting system will also be made available at the Meeting ("**Insta Poll**") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

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The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode (iii) Shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their email addresses is provided in the instructions given below.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e -voting	9:00 a.m. IST on Wednesday, August 25, 2021
End of remote e -voting	5:00 p.m. IST on Friday, August 27, 2021

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding share in the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, August 21, 2021 ("Cut-off Date").

The Board of Directors of the Company has appointed Mr. Himanshu Kamdar, Practicing Company Secretary (Membership No. FCS 5171) Partner, Rathi & Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
- ii. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or**