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**HATHWAY BHAWANI
CABLETEL & DATACOM LIMITED**

**38TH
ANNUAL REPORT
2021-22**

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

38th ANNUAL REPORT 2021-22

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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

Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road,

Andheri (East) Mumbai - 400093 Tel.: 022 6263 8200 Fax: 022 6263 8299 Email: investor@bigshareonline.com

ISIN

INE525B01016

CORPORATE IDENTIFICATION NUMBER

L65910MH1984PLC034514



HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Registered Office: 805/806, Windsor, 8th Floor,
Off CST Road, Kalina, Santacruz (East), Mumbai - 400 098

Tel: 022 4054 2500 Fax: 022 4054 2700

CIN: L65910MH1984PLC034514

website: www.hathwaybhawani.com e-mail: investors.bhawani@hathway.net

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON FRIDAY, JUNE 24, 2022 AT 12:00 NOON 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, 2022 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, 2022 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, 2022 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, 2022 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
2. To re-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 in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vatan Pathan (DIN: 07468214), who retires by rotation at this meeting, be and is hereby appointed as Non-Executive Director of the Company."
3. To re-appoint M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No.107023W) as Statutory Auditors of the Company and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No.107023W), retiring auditor of the Company, who have confirmed their eligibility for the re-appointment pursuant to Section 141 of the Companies Act, 2013 as Statutory Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years, to hold office from the conclusion of this (38th) Annual

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General Meeting (AGM) till the conclusion of the 43rd AGM, at such remuneration as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution.”

By Order of the Board of Directors

Ajay Singh
Company Secretary and
Compliance Officer
FCS 5189

Mumbai, May 16, 2022

Registered Office

805/806, Windsor, 8th Floor, Off CST Road,
Kalina, Santacruz (East), Mumbai - 400 098
CIN: L65910MH1984PLC034514
Tel: 022 4054 2500 Fax: 022 4054 2700
Website: www.hathwaybhawani.com
E-mail: investors.bhawani@hathway.net

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular No.21/2021, dated December 14, 2021 read together with Circular dated January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio-Visual 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.
2. Generally, a member entitled to attend and vote at the meeting is 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, Mr. Vatan Pathan, Non-Executive Director retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment. Mr. Vatan Pathan is interested in the ordinary resolution set out at Item No. 2 of the Notice with regard to his re-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.

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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 3 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.

DISPATCH OF ANNUAL REPORT:

6. In compliance with the MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circulars dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent 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 2021-22 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 Limited (“KFinTech”) at <https://evoting.kfintech.com>.
7. For receiving all communication (including Annual Report) from the Company electronically:
- Members holding shares in physical mode and 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> or on the website www.bigshareonline.com under “For Investors” tab by choosing the Email/Bank Detail 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.
 - Members holding shares in dematerialised mode are requested to register/ update their email address with the relevant Depository Participant with whom they maintain their accounts.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

8. The Company will provide VC/OAVM facility to its Members for participating at the AGM.
- Members will be able to attend the AGM through VC/OAVM as per the procedure given below:**
 - Launch internet browser (Edge 80+, Firefox 78+, Chrome 83+, Safari 13+) by typing the URL: <https://jiomeet.jio.com/hbcdlagm>
 - Select “Shareholders” option on the screen
 - 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 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.
 - After logging in, you will be directed to the AGM.
 - 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. 17C. vii III.**

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9. 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, June 21, 2022 to Wednesday, June 22, 2022. 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.
10. Members will be allowed to attend the AGM through VC/OAVM on first come first serve basis.
11. 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.
12. 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.
13. 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.
14. 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@rathindassociates.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.
15. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
16. 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"):

17. A. E-VOTING FACILITY:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act 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 09, 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.

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 e-mail address 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 Tuesday, June 21, 2022
End of remote e-voting	5:00 p.m. IST on Thursday, June 23, 2022

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.

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Voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, June 17, 2022 ("Cut-off Date").

The Board of Directors of the Company has appointed Mr. Himanshu Kamdar, Practicing Company Secretary (Membership no.: 5171) Partner, Rath and 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 ARE AS UNDER:

- 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 cast the vote again.**
- iii) A member can opt for only single mode of voting i.e. through remote e-voting or Voting at the Meeting ("Insta Poll"). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".**
- iv) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.**
- v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.**

C. REMOTE E-VOTING:

vi) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per circular of SEBI on e-voting facility provided by listed entities, dated December 09, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

Procedure to login through websites of Depositories

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:	1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:
i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com .	i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login . or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox).

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National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.	ii. Enter your User ID and Password for accessing Easi / Easiest.
iii. A new page will open. Enter your User ID and Password for accessing IDeAS.	iii. You will see Company Name: “Hathway Bhawani Cabletel & Datacom Limited” on the next screen. Click on the e-Voting link available against Hathway Bhawani Cabletel & Datacom Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.	
v. Click on “Active E-voting Cycles” option under E-voting.	
vi. You will see Company Name: “Hathway Bhawani Cabletel & Datacom Limited” on the next screen. Click on the e-Voting link available against Hathway Bhawani Cabletel & Datacom Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	
2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:	2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:
i. To register, type in the browser /Click on the following e-Services link: https://eservices.nsdl.com .	i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration .
ii. Select option “Register Online for IDeAS” available on the left hand side of the page.	ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.	iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	
3. Users may directly access the e-Voting module of NSDL as per the following procedure:	3. Users may directly access the e-Voting module of CDSL as per the following procedure:
i. Type in the browser / Click on the following link: https://www.evoting.nsdl.com/ .	i. Type in the browser / Click on the following links: www.cdslindia.com / https://www.evotingindia.com .
ii. Click on the button “Login” available under “Shareholder/ Member” section.	ii. Provide Demat Account Number and PAN.

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.	iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
iv. On successful authentication, you will enter the e-voting module of NSDL. Click on “ Active E-voting Cycles / VC or OAVMs ” option under E-voting. You will see Company Name: “Hathway Bhawani Cabletel & Datacom Limited” on the next screen. Click on the e-Voting link available against Hathway Bhawani Cabletel & Datacom Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Hathway Bhawani Cabletel & Datacom Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Procedure to login through their demat accounts / Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for “**e-Voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against Hathway Bhawani Cabletel & Datacom Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022 2305 8738 or 022 2305 8542-43.

vii) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE

IA. In case member receives an e-mail from the Company/ KFinTech [for members whose e-mail address is registered with the Company/ RTA/ Depository Participant(s)]:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-309-4001 (from 9:00 a.m. IST to 5:00 p.m. IST) for assistance on your existing password.