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**HATHWAY BHAWANI  
CABLETEL & DATACOM LIMITED**

**39<sup>TH</sup>  
ANNUAL REPORT  
2022-23**



# **HATHWAY BHAWANI CABLETEL & DATACOM LIMITED**

## **39<sup>th</sup> ANNUAL REPORT 2022-23**

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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, 8<sup>th</sup> 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](mailto:investors.bhawani@hathway.net), Website: [www.hathwaybhawani.com](http://www.hathwaybhawani.com)

### BANKER

Axis Bank Limited

### REGISTRAR & TRANSFER AGENT

M/s. KFin Technologies Limited

Selenium Building, Tower- B, Plot No. 31 & 32,

Financial District, Nanakramguda, Hyderabad, Telangana India - 500 032

Contact No: Toll Free No.1800 309 4001; Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), Website: [www.kfintech.com](http://www.kfintech.com)

SEBI Registration No: INR000000221

### 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, 8<sup>th</sup> Floor,  
Off CST Road, Kalina, Santacruz (East), Mumbai - 400 098  
Tel: 022 4054 2500 Fax: 022 4054 2700  
CIN: L65910MH1984PLC034514  
website: [www.hathwaybhawani.com](http://www.hathwaybhawani.com) e-mail: [investors.bhawani@hathway.net](mailto:investors.bhawani@hathway.net)

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE THIRTY NINTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON TUESDAY, AUGUST 22, 2023 AT 03:00 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 financial statement of the Company for the financial year ended March 31, 2023 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, 2023 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 financial statement of the Company for the financial year ended March 31, 2023 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, 2023 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
2. To 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**:

**"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**

**Ajay Singh**  
Company Secretary and  
Compliance Officer  
FCS 5189

**Mumbai, April 14, 2023**

**Registered Office**

805/806, Windsor, 8<sup>th</sup> Floor, Off CST Road,  
Kalina, Santacruz (East), Mumbai – 400098  
CIN: L65910MH1984PLC034514  
Tel: 022 40542500 Fax: 022 40542700  
Website: [www.hathwaybhawani.com](http://www.hathwaybhawani.com)  
E-mail: [investors.bhawani@hathway.net](mailto:investors.bhawani@hathway.net)

## HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

### NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular No.10/2022, dated December 28, 2022 read together with Circulars dated, April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”/“Meeting”) 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”) read with Rules made thereunder 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, 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/seeking re-appointment at this AGM are provided in the “Annexure” to the notice.

### DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

6. In compliance with the MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circulars dated January 05, 2023, Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those members whose email address is registered with the Company/Share Transfer Agent/ Depository Participant(s)/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website at [www.hathwaybhawani.com](http://www.hathwaybhawani.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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:
  - a. Members holding shares in physical mode and who have not registered/ updated their email address with KFinTech, Registrar and Transfer Agent (“RTA”), by submitting Form ISR-1 (available on the website of the Company: [www.hathwaybhawani.com](http://www.hathwaybhawani.com)) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
  - b. 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.
  - a. Members will be able to attend the AGM through VC / OAVM through Jio Meet by using their login credentials provided in the accompanying communication.

Members are requested to follow the procedure given below:

## HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

- i) Launch internet browser (Edge 80+, Firefox 78+, Chrome 83+, Safari 13+) by typing the URL: <https://t.jio/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 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. 17C. vii III.**

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 Thursday, August 17, 2023 to Friday, August 18, 2023. 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](mailto: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), to e-mail id: [js@rathiandassociates.com](mailto:js@rathiandassociates.com) with a copy marked to [evoting@kfintech.com](mailto: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

## HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

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:

<b>Commencement of remote e-voting</b>	9:00 a.m. IST on Saturday, August 19, 2023
<b>End of remote e-voting</b>	5:00 p.m. IST on Monday, August 21, 2023

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 in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, August 15, 2023 (“Cut-off Date”).**

The Board of Directors of the Company has appointed Mr. Jayesh Shah (Membership No. FCS 2535) or failing him Mr. Himanshu Kamdar (Membership No. FCS 5171 ), Practicing Company Secretary, Partners, Rathi and Associates, Company Secretaries, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their 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:



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### Procedure to login through websites of Depositories

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<b>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b>	<b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b>
i. Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	i. Type in the browser / Click on any of the following links: <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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)
ii. Click on the button “ <b>Beneficial Owner</b> ” available for login under ‘ <b>IDeAS</b> ’ 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. <b>Click on the e-Voting link available against Hathway Bhawani Cabletel &amp; Datacom Limited or select e-Voting service provider “KFinTech”</b> 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 “ <b>Access to e-Voting</b> ” under <b>Value Added Services</b> on the panel available on the left hand side.	
v. You will see Company Name: “Hathway Bhawani Cabletel & Datacom Limited” on the next screen. <b>Click on the e-Voting link available against Hathway Bhawani Cabletel &amp; Datacom Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	
<b>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b>	<b>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b>
i. To register, type in the browser /Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	i. To register, type in the browser / Click on the following link: <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a>
ii. Select option “ <b>Register Online for IDeAS</b> ” 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.	

## HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b>	<b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b>
i. Type in the browser / Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>	i. Type in the browser / Click on the following links: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>
ii. Click on the button “ <b>Login</b> ” available under “ <b>Shareholder/ Member</b> ” section.	ii. Provide Demat Account Number and PAN
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 “ <b>Active E-voting Cycles / VC or OAVMs</b> ” option under E-voting. You will see Company Name:  “Hathway Bhawani Cabletel & Datacom Limited” on the next screen. <b>Click on the e-Voting link available against Hathway Bhawani Cabletel &amp; Datacom Limited or select e-Voting service provider “KFinTech”</b> 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. <b>Click on the e-Voting link available against Hathway Bhawani Cabletel &amp; Datacom Limited or select e-Voting service provider “KFinTech”</b> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43.