

Notice

NOTICE is hereby given that the Sixty Second Annual General Meeting of the Company will be held on Tuesday, June 28, 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. Akshay Raheja, 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. Akshay Raheja (DIN: 00288397), who retires by rotation at this meeting, be and is hereby appointed as Non-Executive Director of the Company."
3. To re-appoint Mr. Viren Raheja, 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. Viren Raheja (DIN: 00037592), who retires by rotation at this meeting, be and is hereby appointed as Non-Executive Director of the Company."
4. 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 (62nd) Annual General Meeting (AGM) till the conclusion of the 67th 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."

SPECIAL BUSINESS:

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023 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 148 and other applicable provisions 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), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, be and is hereby ratified."

By Order of the Board of Directors

Ajay Singh

Head Corporate Legal, Company Secretary and
Chief 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: L64204MH1959PLC011421
Tel No. 022 40542500, Fax: 022 40542700
Mail: info@hathway.net
Website: www.hathway.com

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 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-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. 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. 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.

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. Akshay Raheja and Mr. Viren Raheja, Non-Executive Directors, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments. Mr. Akshay Raheja and Mr. Viren Raheja are interested in the ordinary resolutions set out at Item Nos. 2 and 3 respectively, of the Notice with regard to their re-appointment. The relatives of Mr. Akshay Raheja and Mr. Viren Raheja may be deemed to be interested in the resolutions set out at Item Nos. 2 and 3 respectively 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 Nos. 1 to 4 of the Notice.

5. Details of Directors 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.hathway.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively 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 may get their e-mail address registered with RTA, by clicking the link: https://web.linkintime.co.in/EmailReg/Email_Register.html or on the website www.linkintime.co.in under the “Investor Services” tab by choosing the Email / Bank Registration heading and following the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of PAN along with Aadhaar or Share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in.
- 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 account.

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 as per the procedure given below:

- i. Launch internet browser (Edge 80+, Firefox 78+, Chrome 83+, Safari 13+) by typing the URL: <https://jiomeet.jio.com/hathwayagm>
- 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, June 23, 2022 to Friday, June 24, 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@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.

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 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.

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 Saturday, June 25, 2022
End of remote e-voting	5:00 p.m. IST on Monday, June 27, 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.

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, June 21, 2022 ("Cut-Off Date").

The Board of Directors of the Company has appointed Mr. Himanshu Kamdar, Practicing Company Secretary (Membership no.:5171), Partner-Rathi 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)
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 Cable and Datacom Limited” on the next screen. Click on the e-Voting link available against Hathway Cable and 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 Cable and Datacom Limited” on the next screen. Click on the e-Voting link available against Hathway Cable and 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.	

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
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
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 Cable and Datacom Limited” on the next screen. Click on the e-Voting link available against Hathway Cable and 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 Cable and 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 Cable and 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
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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- 23058738 or 022-23058542-43.
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vii. **INFORMATION AND INSTRUCTIONS FOR REMOTE-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/ Link Intime India Private Limited/ Depository Participant(s)]:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- b. 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.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Hathway Cable and Datacom Limited.
- g. On the voting page, enter the number of shares as on the cut-off date under either

"FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.

- h. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- j. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- k. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- l. Once you confirm, you will not be allowed to modify your vote.
- m. Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: hsk@rathiandassociates.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN."

IB. In case of a member whose e-mail address is not registered / updated with the Company/ Link Intime India Private Limited/ Depository Participant(s), please follow the following steps to generate your login credentials:

- a. The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered/updated their e-mail address with the Company may get their e-mail address registered/ updated with Link Intime India Private

Limited, by clicking the link: https://web.linkintime.co.in/EmailReg/Email_Register.html or on the website www.linkintime.co.in under the "Investor Services" 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, Certificate number, PAN, mobile number and e mail id and also upload the image of PAN along with Aadhaar or Share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in.

- b. **Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register/update their email address with the Depository Participant(s) with whom they maintain their demat accounts.**
 - c. After due verification, KFinTech will forward your login credentials to your registered email address.
 - d. Follow the instructions at I(A) (a) to (m) to cast your vote.
- II. Members can also update their mobile number and e-mail ID in the "user profile details" in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. **Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date/ any Member who has forgotten the User Id and Password, may obtain/generate/ retrieve the same from KFinTech in the manner as mentioned below:**
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**
 Example for NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 Example for Physical: MYEPWD <SPACE> 0000012

- b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call on KFinTech's toll-free number 1800-309-4001 (from 9:00 a.m. IST to 5:00 p.m. IST)
- d. Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
- e. If the member is already registered with KFinTech's e-voting platform, then he/she/ it can use his/her/its existing password for logging in.

IV. In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections/ E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.

V. Members are requested to note the following contact details for addressing e-voting grievances:

Mr. S.V Raju, Vice President
 KFin Technologies Limited
 Selenium Tower B, Plot 31-32, Gachibowli,
 Financial District, Nanakramguda,
 Hyderabad 500 032, India
 Toll-free No.: 1800-309-4001
 (from 9:00 a.m. IST to 5:00 p.m. IST)
 E-mail: evoting@kfintech.com

D. INSTA POLL:

VI. INFORMATION AND INSTRUCTIONS FOR INSTA POLL:

Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E. E-VOTING RESULT:

VII. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting, along with the consolidated Scrutinizer's Report, will be declared in accordance with the applicable provisions of SEBI Listing Regulations and will be placed on the website of the Company: www.hathway.com and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges.

VIII. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, June 28, 2022.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to info@hathway.net

19. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, June 22, 2022 through email on info@hathway.net. The same will be replied by the Company suitably.

OTHER INFORMATION

20. As mandated by the SEBI, Securities of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
21. Members holding shares in physical form are advised to register nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website and can be accessed at link <https://www.hathway.com/assets/pdf/Annual%20Report/Nomination%20Form.pdf>
22. Members holding shares in electronic mode are:
 - a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with which they are maintaining their demat accounts.
 - b) advised to contact their respective DPs for registering nomination.

By Order of the Board of Directors

Ajay Singh

Head Corporate Legal, Company Secretary and
Chief 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: L64204MH1959PLC011421
Tel No. 022 40542500, Fax: 022 40542700
Mail: info@hathway.net
Website: www.hathway.com

STATEMENT PURSUANT TO REGULATION 36 (5) OF SEBI LISTING REGULATIONS

Item no. 4

M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No.107023W) were appointed as the Statutory Auditors of the Company at the 57th Annual General Meeting ('AGM') held on September 15, 2017 for a term of 5 years. Accordingly the present term of M/s. Nayan Parikh & Co., gets completed on the conclusion of the ensuing AGM.

The Board at its meeting held on April 12, 2022, on the recommendation of the Audit Committee, approved the re-appointment of M/s. Nayan Parikh & Co. Chartered Accountants (Firm Registration No.107023W) as Statutory Auditors of the Company subject to the approval of the members of the Company to hold office from the conclusion of this 62nd AGM till the conclusion of the 67th AGM of the Company, at a remuneration of ₹ 83 Lacs (Rupees Eighty Three Lacs Only) plus applicable taxes and reimbursement of out of pocket expenses to conduct the Audit for the financial year 2022-23. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Nayan Parikh & Co. (NPCO) is a firm of Chartered Accountants in Mumbai, India. Starting as a sole proprietary concern the Firm today has 8 partners. NPCO provides services in the fields of audit and assurance, tax and regulatory, transaction advisory and consulting keeping in mind the regulatory and commercial environment within which the Firm's clients operate. Over the years, NPCO has established excellent working relationships with statutory authorities, international firms of Chartered Accountants and Lawyers.

The Company has obtained a certificate from the auditors of the Company that they meet the criteria of independence, eligibility and qualification as prescribed in section 141 of the Act. As required under the SEBI Listing Regulations, M/s. Nayan Parikh & Co., has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 4 of this notice.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE ACT

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 5

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Ashok Agarwal & Co. (Firm Registration No. 000510), as Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2023 and also approved the remuneration of ₹ 6,00,000/- (Rupees Six Lacs only) to be paid to the Cost Auditors.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for ratification by the members.

By Order of the Board of Directors

Ajay Singh

Head Corporate Legal, Company Secretary and
Chief Compliance Officer

FCS 5189

Mumbai, May 16, 2022

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ANNEXURE TO THE NOTICE DATED MAY 16, 2022**Details of Directors retiring by rotation and seeking re-appointment at the meeting:**

Name of Director	Mr. Akshay Raheja
Age	40
Nationality	Indian
Date of First Appointment on the Board	September 07, 2000
Qualification	B.Com, MBA from Columbia Business School, New York
Experience (including expertise in Specific Functional Area) / Brief resume	Holds Directorship in diversified industries including Real Estate, Cable TV and Retail
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Act, Director liable to retire by rotation is being re-appointed
Remuneration last drawn (FY 2021-22)	NIL However, sitting fees was paid for the Board Meetings attended by him
Remuneration proposed to be paid	NIL Sitting fees to be paid for attending the Board or any other Committee Meeting as approved by the Board.
Number of shares held in the Company as on March 31, 2022	12,14,13,000 equity shares of ₹ 2 each
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Akshay Raheja is brother of Mr. Viren Raheja, Non-Executive Director of the Company
Number of meetings of the Board attended during the financial year (2021-22)	Three
Names of listed entities in which the director holds the directorship and the membership of the Committees of the Board as on March 31, 2022	<ul style="list-style-type: none"> • Listed entities in which the director holds the directorship <ul style="list-style-type: none"> a. Hathway Cable and Datacom Limited b. EIH Associated Hotels Limited c. Prism Johnson Limited • Listed entities in which the director holds the membership of the Committees of the Board <ul style="list-style-type: none"> a. EIH Associated Hotels Limited <ul style="list-style-type: none"> • Audit Committee-Member
Listed entities from which the Director has resigned in the past three years	NIL

Name of Director	Mr. Viren Raheja
Age	38
Nationality	Indian
Date of First Appointment on the Board	March 28, 2008
Qualification	B. Com, MBA from London Business School, CFA
Experience (including expertise in Specific Functional Area) / Brief resume	Holds Directorship in diversified industries including Real Estate, Cable TV, Retail and Software Development
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Act, Director liable to retire by rotation is being re-appointed.
Remuneration last drawn (FY 2021-22)	NIL However, sitting fees was paid for the Board and Audit Committee Meetings attended by him
Remuneration proposed to be paid	NIL Sitting fees to be paid for attending the Board or any other Committee Meeting as approved by the Board.
Number of shares held in the Company as on March 31, 2022	11,95,53,000 equity shares of ₹ 2 each
Disclosure of relationships between directors inter-se// Key Managerial Personnel	Mr. Viren Raheja is brother of Mr. Akshay Raheja, Non-Executive Director of the Company
Number of meetings of the Board attended during the financial year (2021-22)	Four
Names of listed entities in which the director holds the directorship and the membership of the Committees of the Board as on March 31, 2022	<ul style="list-style-type: none"> • Listed entities in which the director holds the directorship <ul style="list-style-type: none"> a) Hathway Cable and Datacom Limited b) Sonata Software Limited • Listed entities in which the director holds the membership of the Committees of the Board <ul style="list-style-type: none"> a) Hathway Cable and Datacom Limited <ul style="list-style-type: none"> • Audit Committee-Member • Nomination and Remuneration Committee-Member • Stakeholders' Relationship Committee-Member • Investment and Loan Committee-Member • Administrative Cum Regulatory Committee-Member • Corporate Social Responsibility Committee-Chairman • Business Responsibility Committee-Member b) Sonata Software Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee-Member
Listed entities from which the Director has resigned in the past three years	NIL

Mumbai, May 16, 2022**Registered Office**

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