

hathw@y bhawani

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Regd off: 1st Floor, B Wing, Jaywant Apartment, Above SBI Bank, 63,

Tardeo Road, Mumbai - 400 034,

Tel: 022-23535107, M: +91 9152728663

CIN: L65910MH1984PLC034514

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTIETH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON WEDNESDAY, JULY 31, 2024 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, 2024 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, 2024 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**
 - a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024 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, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
2. To appoint Mr. Vatan Pathan, who retires by rotation as Director and, in this regard, to consider and if thought fit, to pass 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.”

SPECIAL BUSINESS:

3. To appoint Ms. Vrinda Mendon (DIN: 08424835) as a Non-Executive Director and, in this regard, to consider and if thought fit, to pass 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 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Vrinda Mendon (DIN: 08424835) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation;

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

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4. To appoint Mr. Basant Kumar Parasramka (DIN: 02843399) as an Independent Director and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Basant Kumar Parasramka (DIN: 02843399), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years with effect from August 07, 2024;

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

5. To appoint Mr. Dhiren Dalal (DIN: 01218886) as an Independent Director and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dhiren Dalal (DIN: 01218886), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years with effect from August 07, 2024;

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

By Order of the Board of Directors

Ajay Singh
Company Secretary and
Compliance Officer
FCS 5189

Mumbai, June 25, 2024

Registered Office

1st Floor, B Wing, Jaywant Apartment,
Above SBI Bank, 63,
Tardeo Road, Mumbai - 400 034
CIN: L65910MH1984PLC034514
Tel: 022-23535107; M.: +91 9152728663
Website: www.hathwaybhawani.com
E-mail: investors.bhawani@hathway.net

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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular No. 09/2023, dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“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. Further, additional information as required under Listing Regulations is also annexed.
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.
4. Since the AGM will be held through VC/OAVM, the route Map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. Vatan Pathan, Non-Executive Director of the Company, 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 this 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 this 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 and 2 of this Notice.

6. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to this Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. **In compliance with the MCA Circulars and Securities and Exchange Board of India (the “SEBI”) Circular dated October 7, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Share Transfer Agent/ Depository Participant(s)/Depositories. Members may note that the Notice and Annual Report for the financial year 2023-24 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 Company’s Registrar and Share Transfer Agent, KFin Technologies Limited (“KFinTech”) at <https://evoting.kfintech.com>.**
8. 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 email address registered with KFinTech, by submitting Form ISR-1 (available on the website of the Company: 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. National Securities and Depository Limited (“NSDL”) has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsd.com/kyc-attributes/#/login>.

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 through Jio Meet by using their login credentials provided in the accompanying communication.**

Members are requested to follow the procedure given below:

- i) Launch internet browser (Edge 80+, Firefox 78+, Chrome 83+, Safari 13+) by typing / clicking on the URL: <https://t.jio/v/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. 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 Thursday, July 25, 2024 to Friday, July 26, 2024. 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 Meeting.
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 Meeting.
15. **Institutional / Corporate 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 email ID : js@rathiandassociates.com with a copy marked to evoting@kfintech.com. Such authorisation should 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 Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of 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) shareholders 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 Sunday, July 28, 2024
End of remote e-voting	5:00 p.m. (IST) on Tuesday, July 30, 2024

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. Wednesday, July 24, 2024 (“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. The Scrutiniser’s decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

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 this 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 this 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.

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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 Participant(s). 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.nsd.com	i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/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 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. 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.	

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National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
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/myeasitoken/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: https://evoting.cdslindia.com/Evoting/EvotingLogin
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, i.e. 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 Participant(s)** 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.

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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 Participant(s).

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 or 022-4886 7000	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 / 022-23058542-43 or 1800 22 55 33

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/KFinTech/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 Bhawani Cabletel & 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 this 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.

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- m. Institutional Members/ Corporate 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 Scrutiniser at e-mail id: js@rathianandassociates.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorized 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/ KFinTech /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/KFinTech, may get their e-mail address registered, by submitting Form ISR-1 (available on the website of the Company: 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 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 vii) IA) (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 this 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.

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

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

Mr. V Balakrishnan, 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 Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman of the Company or any person authorised by him. The result of e-voting, along with the consolidated Scrutiniser's Report, will be declared in accordance with the applicable provisions of Listing Regulations and will be placed on the website of the Company: www.hathwaybhawani.com and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchange. The result will also be displayed at the registered office of the Company.

VIII) Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, July 31, 2024.

IX) In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at 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.

X) Members are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting or e-voting at the Meeting (Insta Poll).

PROCEDURE FOR INSPECTION OF DOCUMENTS:

19. 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 this Notice will be available electronically, for inspection by the Members during the AGM.

All the documents referred to in this Notice will also be available 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 investors.bhawani@hathway.net mentioning his / her/ its folio number / DP ID and Client ID.

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

20. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Saturday, July 27, 2024 through email on investors.bhawani@hathway.net. The same will be replied by the Company suitably.

OTHER INFORMATION

21. 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.
22. SEBI has mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and e-mail), Bank Details, etc. by holders of physical securities. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
23. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination details, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:
- (a) Members holding the shares in electronic form should furnish the above details to their Depository Participant ("DP") in the prescribed form provided by the DP.**
- (b) Members holding the shares in physical form by submitting the forms given below with requisite supporting documents:**

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updateation thereof	ISR-1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

24. Members may note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account / suspense escrow demat account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account / suspense escrow demat account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be, along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at www.hathwaybhawani.com and is also available on the website of KFinTech at <https://www.kfintech.com>.

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned below:

Mr. V Balakrishnan, 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

25. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.
26. SEBI vide its Circular dated July 31, 2023 issued guidelines for Members to resolve their grievances by way of Online Dispute Resolution (“ODR”) through a common ODR portal.

Members are requested to first take up their grievance, if any, with KFin Technologies Limited, Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.

By Order of the Board of Directors

Ajay Singh
Company Secretary and
Compliance Officer
FCS 5189

Mumbai, June 25, 2024

Registered Office

1st Floor, B-Wing, Jaywant Apartment,
Above SBI Bank, 63, Tardeo Road, Mumbai-400034
CIN: L65910MH1984PLC034514
Tel: 022 23535107
Website: www.hathwaybhawani.com
E-mail: investors.bhawani@hathway.net

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

STATEMENT PURSUANT TO SECTION 102 (1) OF THE ACT AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the Special Business mentioned in this Notice under item Nos. 3 to 5:

Item No. 3

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, has approved the appointment of Ms. Vrinda Mendon (DIN: 08424835) as an Additional Director (Non-Executive) of the Company with effect from January 12, 2024. Pursuant to the provisions of Section 161(1) of the Act, Ms. Vrinda Mendon holds office up to the date of this Meeting.

Ms. Vrinda Mendon is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from her, confirming that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Ms. Vrinda Mendon for the office of a Non-Executive Director of the Company.

Ms. Vrinda Mendon is a Chartered Accountant with over 20 years of experience across various organisation and sectors. She specialises in finalisation of accounts, financial & process control, MIS and budgeting, cash flow management, risk assessment & management etc. She has worked with companies like Shoppers Stop Limited and Mahindra First Choice Wheels Limited. She was associated as Head of Accounts & Finance function with Mahindra First Choice Wheels Limited. Currently she is working with Hathway Digital Limited as Vice President FC&A.

Details of Ms. Vrinda Mendon, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, are provided in the **Annexure** to this Notice

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of Members of the company by way of an ordinary resolution.

Accordingly, the approval of Members is sought for appointment of Ms. Vrinda Mendon as a Non-Executive Director of the Company, liable to retire by rotation.

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 resolutions.

The Board commends the Ordinary Resolution set out at Item No. 3 of this Notice for approval by the Members.

Item No. 4

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge of the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Mr. Basant Kumar Parasramka (DIN: 02843399) as an Independent Director of the Company. The Board of Directors, at its meeting held on June 25, 2024, considered and recommended to the shareholders appointment of Mr. Basant Kumar Parasramka (DIN: 02843399) as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from August 07, 2024.

Mr. Basant Kumar Parasramka is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received a declaration from Mr. Basant Kumar Parasramka that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Basant Kumar Parasramka for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Basant Kumar Parasramka fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Mr. Basant Kumar Parasramka is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Mr. Basant Kumar Parasramka is a qualified Chartered Accountant, Company Secretary (All India First Rank holder), Cost Accountant and a Commerce graduate (Gold Medalist). He has versatile rich experience of over three decades with listed companies in the field of accounts, finance, audit, taxation and secretarial matters. He was associated in various positions with large corporates. He currently serves on the Board of a public company as an Independent Director.

Details of Mr. Basant Kumar Parasramka, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, are provided in the '**Annexure**' to this Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board of Directors or any Committees thereof.

In accordance with the provisions of Section 149, 150, 152 read with Schedule IV to the Act and applicable provisions of the Act, appointment of Mr. Basant Kumar Parasramka as Independent Director requires approval of Members of the Company.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Mr. Basant Kumar Parasramka as Independent Director requires approval of Members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Basant Kumar Parasramka as an Independent Director of the Company.

Copy of draft letter of appointment to be issued to Mr. Basant Kumar Parasramka setting out the terms and conditions of his appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to investors.bhawani@hathway.net.

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

The Board of Directors commends the Special Resolution set out at Item No. 4 of this Notice for approval by the Members.

Item No. 5

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge of the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Mr. Dhiren Vrajlal Dalal (DIN: 01218886) as an Independent Director of the Company. The Board of Directors, at its meeting held on June 25, 2024, considered and recommended to the shareholders appointment of Mr. Dhiren Vrajlal Dalal (DIN: 01218886) as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from August 07, 2024.

Mr. Dhiren Vrajlal Dalal is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received a declaration from Mr. Dhiren Vrajlal Dalal that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Dhiren Vrajlal Dalal for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Dhiren Vrajlal Dalal fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Mr. Dhiren Vrajlal Dalal is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Mr. Dhiren Vrajlal Dalal is a Commerce Graduate and a Fellow Member of the Institute of Chartered Accountants of India. He has wide spectrum of knowledge and experience in audit, finance and accounts and non-banking financial companies. He has been an Auditor of various Registered Non-Banking Financial Companies.

Details of Mr. Dhiren Vrajlal Dalal, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, are provided in the '**Annexure**' to this Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board of Directors or any Committees thereof.

In accordance with the provisions of Section 149, 150, 152 read with Schedule IV to the Act and applicable provisions of the Act, appointment of Mr. Dhiren Vrajlal Dalal as Independent Director requires approval of Members of the Company.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Mr. Dhiren Vrajlal Dalal as Independent Director requires approval of Members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Dhiren Vrajlal Dalal as an Independent Director of the Company.

Copy of draft letter of appointment to be issued to Mr. Dhiren Vrajlal Dalal setting out the terms and conditions of his appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to investors.bhawani@hathway.net.

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

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

The Board of Directors commends the Special Resolution set out at Item No. 5 of this Notice for approval by the Members.

By Order of the Board of Directors

Ajay Singh

Company Secretary and

Compliance Officer

FCS 5189

Mumbai, June 25, 2024

Registered Office

1st Floor, B-Wing, Jaywant Apartment,

Above SBI Bank, 63, Tardeo Road, Mumbai-400034

CIN: L65910MH1984PLC034514

Tel: 022 23535107

Website: www.hathwaybhawani.com

E-mail: investors.bhawani@hathway.net

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

ANNEXURE TO THE NOTICE DATED JUNE 25, 2024

Details of Director retiring by rotation / seeking appointment / re-appointment at the Meeting

Name of Director	Mr. Vatan Pathan
Age	51
Qualification	Mechanical Engineer
Experience (including expertise in Specific Functional Area) / Brief resume	Experience in Cable TV Operations with Strong understanding of Broadcasting & Cable Industry.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Act, Mr. Vatan Pathan, who was appointed as a Non-executive Director at the Annual General Meeting held on September 06, 2018, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	November 07, 2017
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Vatan Pathan is not related, directly or indirectly, to any Directors/ Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year 2023-24	Four out of Four meetings held
Directorships of other Boards as on March 31, 2024	<ol style="list-style-type: none"> 1. Hathway Bhawani NDS Network Limited 2. Hathway Cable MCN Nanded Private Limited 3. Hathway Dattatray Cable Network Private Limited 4. Hathway Kokan Crystal Cable Network Limited 5. Hathway Latur MCN Cable & Datacom Private Limited 6. Hathway MCN Private Limited 7. Hathway Nashik Cable Network Private Limited 8. Hathway Sonali Om Crystal Cable Private Limited 9. Hathway Sai Star Cable & Datacom Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Hathway Bhawani Cabletel and Datacom Limited <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee - Member 2. Stakeholders Relationship Committee - Chairman
Listed entities from which the Director has resigned in the past three years	Nil

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Name of Director	Ms. Vrinda Mendon
Age	45
Qualification	Chartered Accountant
Experience (including expertise in Specific Functional Area) / Brief resume	Extensive experience in the field of Corporate Finance and Accounts
Terms and Conditions of Appointment	As per the resolution set out at Item No. 3 of this Notice read with statement pursuant to Section 102 of the Act.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Nil
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	January 12, 2024
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Ms. Vrinda Mendon is not related, directly or indirectly, to any Directors/Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year 2023-24	Nil
Directorships of other Boards as on March 31, 2024	<ol style="list-style-type: none"> 1. Elite Cable Network Private Limited 2. Hathway Nashik Cable Network Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	<p>Hathway Bhawani Cabletel and Datacom Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Stakeholders Relationship Committee - Member
Listed entities from which the Director has resigned in the past three years	Nil

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Name of Director	Mr. Basant Kumar Parasramka
Age	63
Qualification	Chartered Accountant, Company Secretary, Cost Accountant and a Commerce graduate
Experience (including expertise in Specific Functional Area) / Brief resume	Mr. Basant Kumar Parasramka is a qualified Chartered Accountant, Company Secretary (All India First Rank holder), Cost Accountant and a Commerce graduate (Gold Medalist). He has versatile rich experience of over three decades with listed companies in the field of accounts, finance, audit, taxation and secretarial matters. He was associated in various positions with large corporates. He currently serves on the Board of a public company as an Independent Director.
Terms and Conditions of Appointment	As per the resolution set out at Item No. 4 of this Notice read with statement pursuant to Section 102 of the Act.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	N.A.
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.
Date of first appointment on the Board	Appointment on the Board will be effective from August 07, 2024, post passing of the special resolution relating to his appointment.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Basant Kumar Parasramka is not related, directly or indirectly, to any Directors/Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year 2023-24	N.A.
Directorships of other Boards as on March 31, 2024	1. Model Economic Township Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Model Economic Township Limited 1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member
Listed entities from which the Director has resigned in the past three years	Nil

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Name of Director	Mr. Dhiren Vrajlal Dalal
Age	60
Qualification	Chartered Accountant
Experience (including expertise in Specific Functional Area) / Brief resume	Mr. Dhiren Vrajlal Dalal is a Commerce Graduate and a Fellow Member of the Institute of Chartered Accountants of India. He has wide spectrum of knowledge and experience in audit, finance and accounts and non-banking financial companies. He has been an Auditor of various Registered Non-Banking Financial Companies.
Terms and Conditions of Appointment	As per the resolution set out at Item No. 5 of this Notice read with statement pursuant to Section 102 of the Act.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	N.A.
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.
Date of first appointment on the Board	Appointment on the Board will be effective from August 07, 2024, post passing of the special resolution relating to his appointment.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Dhiren Vrajlal Dalal is not related, directly or indirectly, to any Directors/Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year 2023-24	N.A.
Directorships of other Boards as on March 31, 2024	<ol style="list-style-type: none"> 1. G S Dabby and Company Private Limited 2. Reliance Services and Holdings Limited 3. Reliance 4IR Realty Development Limited 4. Reliance Projects & Property Management Services Limited 5. Reliance Sibur Elastomers Private Limited 6. Reliance Corporate IT Park Limited 7. Reliance Ethane Pipeline Limited

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

<p>Membership / Chairmanship of Committees of other Boards as on March 31, 2024</p>	<p>Reliance Projects & Property Management Services Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Nomination and Remuneration Committee – Member 3. Corporate Social Responsibility Committee – Member <p>Reliance Sibur Elastomers Private Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Nomination and Remuneration Committee – Member <p>Reliance 4IR Realty Development Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Nomination and Remuneration Committee – Member 3. Corporate Social Responsibility Committee – Member <p>Reliance Services and Holdings Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Nomination and Remuneration Committee – Member 3. Corporate Social Responsibility Committee – Member
<p>Listed entities from which the Director has resigned in the past three years</p>	<ol style="list-style-type: none"> 1. Jio Financial Services Limited (Formerly known as Reliance Strategic Investments Limited)

By Order of the Board of Directors

Ajay Singh
Company Secretary
and Compliance Officer
FCS 5189

Mumbai, June 25, 2024

Registered Office

1st Floor, B-Wing, Jaywant Apartment,
Above SBI Bank, 63, Tardeo Road, Mumbai-400034
CIN: L65910MH1984PLC034514
Tel: 022 23535107
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