



HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED

'Rahejas', 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (West), Mumbai – 400054

Tel: 91-22-26001306 Fax: 91-22-26001307

CIN: L65910MH1984PLC034514

Email: investors.bhawani@hathway.net

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON TUESDAY, 26TH SEPTEMBER, 2017, AT 3:00 P.M. AT GROUND FLOOR, WINDSOR, OFF CST ROAD, KALINA, SANTACRUZ EAST, MUMBAI 400 098, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (a) the audited standalone Financial Statements of the Company for the year ended 31st March, 2017 comprising of Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon, and
 - (b) the audited consolidated Financial Statements of the Company for the year ended 31st March, 2017 comprising of consolidated Balance Sheet as at 31st March, 2017 and the consolidated Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon

and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited standalone Financial Statements of the Company for the year ended 31st March, 2017 comprising of Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon, laid before this meeting, be and are hereby considered and adopted.

RESOLVED FURTHER THAT the audited consolidated Financial Statements of the Company for the year ended 31st March, 2017 comprising of consolidated Balance Sheet as at 31st March, 2017 and the consolidated Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon laid before this meeting, be and hereby considered and adopted.”

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with rules there under, Mr. Vineet Garg, (DIN:06935347), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013 (the “Act”) read with Companies (Audit and Auditors) Rules, 2014, upon recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W) be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusions of this Annual General Meeting till the conclusion of Thirty Eighth Annual General Meeting on such terms and conditions and on such remuneration plus reimbursement of out of pocket expenses as may be 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:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Sameer Joseph (DIN: 07653870), who was appointed as an Additional Director with effect from 2nd December, 2016, pursuant to provisions of Section 161 of the Companies Act, 2013 (the Act) read with rules thereunder and in accordance with the Articles of Association of the Company, to hold office up to the date of the ensuing Annual General Meeting of the Company and for whom, the Company has received a notice under Section 160 of the Act along with the requisite deposit from a shareholder proposing the candidature of Mr. Sameer Joseph, for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, who shall not be liable to retire by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or enactment thereof) and such other requisite approvals including approval of Central Government, if any, as may be required in this behalf and as per the recommendation of the Nomination and Remuneration Committee of the Board of

Directors of the Company, the approval of the members be and is hereby accorded to the appointment of Mr. Sameer Joseph (DIN: 07653870) as the Managing Director & CEO of the Company, for a term of 3 (three) years beginning from 02nd December, 2016 to 01st December, 2019 with liberty to the Directors to alter and vary terms and conditions of the aforesaid appointment.

RESOLVED FURTHER THAT Mr. Sameer Joseph will not be drawing any remuneration during his tenure as Managing Director & CEO of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.

RESOLVED FURTHER THAT Mr. Sameer Joseph be and is hereby appointed as a Key Managerial Personnel of the Company for the purpose of compliance of Section 203 of the Companies Act, 2013.”

BY ORDER OF THE BOARD

Place: Mumbai

Date: August 03, 2017

MANOJ DERE

Company Secretary & Compliance Officer

FCS No: 7652

Registered Office

Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road,

Santacruz West, Mumbai 400054

CIN: L65910MH1984PLC034514

Tel No. 022-26001306 Fax No. 022-26001307

Website: www.hathwaybhawani.com

E-mail: investors.bhawani@hathway.net

NOTES:

1. Pursuant to the requirement of Secretarial Standard-2 which has come into effect from 1st July 2015, the route map for the venue of the Annual General Meeting, also indicating therein the prominent land mark for the venue has been annexed to the notice.
2. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, and on a poll, to vote instead of himself/herself and such proxy need not be a member of the Company.
3. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, must be supported by appropriate resolution / authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member

would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.

4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of the proxy shall prove his identity at the time of attending the Meeting.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting together with the specimen signature of the Authorized representative.
6. Any member proposing to seek any clarification on the accounts, is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
8. The statement of particulars of Director seeking re-appointment, as required under Regulation 36(3) of the Security and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 are annexed hereto.
9. Members are requested to bring their copy of Annual Report, necessary details of their shareholding and attendance slip(s) to the meeting.
10. The Annual Accounts of the Subsidiary Company shall be available at the Registered Office of the Company for inspection by any shareholder.
11. Hard copy of the details of accounts of subsidiary required by any shareholders can be obtained with a written request to the Managing Director of the Company at the Registered Office of the Company.
12. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
13. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.

14. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form and with respective Depository Participants (DP) where the shares are held in dematerialized form. Shareholders holding shares in physical form can send their email address for registration to rajeshm@bighshareonline.com quoting the Folio Number and Name of the Company.
15. The Company is providing Facility for Voting by Electronics Means and the business may be transacted through E-Voting.
16. Remote E-voting: In compliance with the provisions of Section 108 of Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice.
17. THE FACILITY FOR VOTING THROUGH BALLOT OR POLLING PAPER SHALL BE MADE AVAILABLE AT THE MEETING AND THE MEMBERS ATTENDING THE MEETING WHO HAVE NOT ALREADY CAST THEIR VOTES BY REMOTE EVOTING SHALL BE ABLE TO EXERCISE THEIR RIGHT AT THE MEETING.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Saturday, 23rd September, 2017 at 10.00 am and ends on Monday, 25th September, 2017 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 19th September, 2017, may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax

	<p>Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Hathway Bhawani Cabletel & Datacom Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, 19th September, 2017.

M/s. Rathi & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the conclusion of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.hathwaybhawani.com and on the website of CDSL. The results will also be communicated to the Stock Exchanges on which the Company’s equity shares are listed.

BY ORDER OF THE BOARD

Place: Mumbai

Date: August 03, 2017

MANOJ DERE

Company Secretary & Compliance Officer

FCS No: 7652

Registered Office

Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road,
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Website: www.hathwaybhawani.com

E-mail: investors.bhawani@hathway.net

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4

The Directors of the Company (as per the recommendation of Nomination and Remuneration Committee) approved the appointment of Mr. Sameer Joseph as an Additional Director to hold office up to the date of this Annual General Meeting.

Mr. Sameer Joseph has over 20 years of successful track record in Service, Financial service, FMCG & Telecom industry. He has worked with leading organizations like Coke, Idea, Airtel, Tata & Uninor in the areas of Sales, Trade Marketing, Training, Customer care and other functions. His last assignment was with Telenor group company, Sun Telenor Payment Bank as Vice President - National Sales & Distribution Head. He is now currently working as Senior Vice President – Regional Operations (West) in Hathway Digital Private Limited.

The other details of Mr. Sameer Joseph in terms of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, is annexed to this Notice.

In terms of Section 161(1) of the Companies Act, 2013 Mr. Sameer Joseph holds office as Additional Director only up to the date of the forthcoming Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the requisite amount of deposit from one of the members signifying his intention to propose the appointment of Mr. Sameer Joseph as a Director of the Company.

The Board recommends the Resolution at Item No. 4 of this Notice for your approval.

Notice received under Section 160 of the Companies Act, 2013 and draft Appointment Letter to be issued to Mr. Sameer Joseph pertaining to his appointment, shall be available for inspection by members during 11.00 am to 2.00 pm on all working days up to the date of the ensuing Thirty Third Annual General Meeting,

Except Mr. Sameer Joseph and his relatives, none of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel are concerned or interested financially or otherwise in the above resolution.

Item No. 5

The members be informed that in terms of provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or enactment thereof) and as per the recommendation of Nomination and Remuneration Committee, Mr. Sameer Joseph was appointed as Managing Director & CEO of the

Company for a term of 3 (three) years beginning from 02nd December, 2016 to 01st December, 2019 subject to the approval of the shareholders of the Company.

Mr. Sameer Joseph will not be drawing any remuneration during his tenure as Managing Director & CEO of the Company.

As per the provisions of Schedule V of the Companies Act, 2013, the proposed appointment of the said Managing Director is required to be approved by the Shareholders of the Company by way of Special resolution. The Board recommend the resolution at Item No. 5 of this Notice for your approval.

The above may be treated as an abstract of the terms of re-appointment of Mr. Sameer Joseph under Section 190 of the Companies Act, 2013.

Except Mr. Sameer Joseph and his relatives, none of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel are concerned or interested financially or otherwise in the above resolution.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Regulation 36(3) of the Security and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2] are as under:

Name of Director	Mr. Vineet Garg	Mr. Sameer Joseph
Date of Birth	30 th January, 1970	11 th May, 1973
Age	47	44
Nationality	Indian	Indian
Date of first Appointment on the Board	30 th July, 2015	02 nd December, 2016
Qualifications	C.A.	B.Com, MBA – Sales & Marketing
Expertise in Specific Functional Area	He has an extensive experience of 22 years in the field of Accounts & Finance. He has worked with organizations such as, Escotel, Idea Cellular, BPL Mobile (Loop Mobile), TATA Teleservices & Reliance Communications in the areas of Accounts & Finance, system automation & revenue assurance. His last assignment was with Reliance Communications as National Head LCM. He is currently working as the Chief Financial Officer of the holding Company, Hathway Cable & Datacom Limited.	He has over 20 years of successful track record in Financial service, FMCG & Telecom industry. He has worked with leading organizations like Coke, Idea, Airtel, Tata & Uninor in the areas of Sales, Trade Marketing, Training, Customer care & other functions. His last assignment was with Telenor group company, Sun Telenor Payment Bank as Vice President - National Sales & Distribution Head. He is now currently working as Senior Vice President – Regional Operations (West) in Hathway Digital Private Limited.
Number of shares held in the Company	Nil	Nil
List of the directorships held in other companies*	05	09
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil	Nil
Terms and conditions of appointment, if any.	N.A	N.A
Relationship, if any, with other Directors and Key Managerial Personnel	None	None

No. of Board Meetings attended during the year	03	01
No. of Committee meetings attended during the year	02	01

**Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not).*

ROAD MAP TO VENUE OF ANNUAL GENERAL MEETING

