

# *Rathi & Associates*

## COMPANY SECRETARIES

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25<sup>th</sup> September, 2020

To,

The Chairman

**HATHWAY BHAWANI CABLETEL & DATACOM LIMITED**

805/806, Windsor, 8th Floor,

Off CST Road, Kalina,

Santacruz (East),

Mumbai – 400098

Dear Sir,

Sub: **Scrutinizer's Report on remote e-voting and e-voting conducted at 36<sup>th</sup> Annual General Meeting of Hathway Bhawani Cabletel & Datacom Limited held on 25<sup>th</sup> September, 2020**

Hathway Bhawani Cabletel & Datacom Limited ("the Company") at their Board meeting held on 17<sup>th</sup> April, 2020 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to the 36<sup>th</sup> Annual General Meeting ("AGM") and e-voting conducted at the AGM on the resolutions contained in the Notice dated 10<sup>th</sup> August, 2020 of the AGM of the Company held on 25<sup>th</sup> September, 2020, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing (“VC”) without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020 and 17/2020 dated 13<sup>th</sup> April 2020 issued by the Ministry of Corporate Affairs (“MCA”) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively “Circulars”). The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder, applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars, relating to remote e-voting prior to the AGM and e-voting conducted at the AGM on the resolutions as contained in the aforesaid Notice of the AGM of the Members of the Company. My responsibility as Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to the AGM and e-voting conducted at the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer’s Report of the votes cast “in favour” or “against” the resolutions, based on the reports in relation to the remote e-voting prior to the AGM and e-voting conducted at the AGM as per the facilities provided by KFin Technologies Private Limited (“KFinTech”), the agency engaged by the Company for the said purposes.

Pursuant to Section 101 of the Act, Notice of AGM alongwith Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars i.e. by e-mail. Following resolutions were proposed for approval by the Members at the AGM;

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of:
  - a. The audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon;
  - b. The audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Report of Auditors thereon;

2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mr. Vatan Pathan (DIN:07468214), who retired by rotation at the 36<sup>th</sup> Annual General Meeting and being eligible, had offered himself for re-appointment, as Non-Executive Director of the Company;
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Ms. Nerissa Britto (DIN: 08716696), who was appointed by the Board of Directors of the Company as an Additional Director with effect from 9<sup>th</sup> March, 2020 and held office upto the date of the 36<sup>th</sup> Annual General Meeting of the Company, as a Non-Executive Director of the Company, who shall be liable to retire by rotation;
4. **Resolution No. 4** as an Ordinary Resolution for appointment of Ms. Pranjali Gawde (DIN: 08754715), who was appointed by the Board of Directors of the Company as an Additional Director with effect from 26<sup>th</sup> June, 2020 and held office upto the date of the 36<sup>th</sup> Annual General Meeting of the Company, as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

The Company provided remote e-voting facility through KFinTech to the members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility at the AGM to those members who had not cast their votes through remote e-voting, to enable them to cast their votes on the aforesaid resolutions at the AGM.

Remote e-voting facility was made available to the shareholders of the Company to exercise their voting rights from 9:00 a.m. of Tuesday, 22<sup>nd</sup> September, 2020 upto 5:00 p.m. of Thursday, 24<sup>th</sup> September, 2020. Accordingly, votes casted through remote e-voting upto 5:00 p.m. of Thursday, 24<sup>th</sup> September, 2020 have been considered for my scrutiny.

After conclusion of the AGM, the voting through remote e-voting prior to the AGM and e-voting conducted at the AGM were unlocked. In case of members who cast votes through remote e-voting as well as through e-voting conducted at the AGM, the voting through remote e-voting by such members was treated as valid. A summary of the votes cast by members through remote e-voting prior to the AGM and e-voting conducted at the AGM with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting and e-voting conducted at the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Meeting or any other person authorised by him in this regard.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES**  
**COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR**  
**PARTNER**  
**M. NO. FCS 5171**  
**COP NO. 3030**  
**UDIN: F005171B000776337**

The summary of the votes cast through remote e-voting and e-voting conducted at the 36<sup>th</sup> AGM for each of the resolutions is given below:

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of:
  - a. The audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon;
  - b. The audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Report of Auditors thereon;

Sr. No.	Particulars	Resolution No. 1	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM	1	2
b.	Votes cast through remote e-voting prior to AGM	46	52,12,701
	<b>Total</b>	<b>47</b>	<b>52,12,703</b>
c.	Less: Invalid voting	1	2
d.	<b>Net Valid voting</b>	<b>46</b>	<b>52,12,701</b>
	(i) Voting with assent for the Resolution	43	52,12,698
<b>% of Assent</b>			<b>*100</b>
	(ii) Voting with dissent for the Resolution	3	3
<b>% of Dissent</b>			<b>-</b>

\*Rounded off to nearest number

2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mr. Vatan Pathan (DIN: 07468214), who retired by rotation at the 36<sup>th</sup> Annual General Meeting and being eligible, had offered himself for re-appointment as Non-Executive Director of the Company

Sr. No.	Particulars	Resolution No. 2	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM	1	2
b.	Votes cast through remote e-voting prior to AGM	46	52,12,701
	<b>Total</b>	<b>47</b>	<b>52,12,703</b>
c.	Less: Invalid voting	1	2
d.	<b>Net Valid voting</b>	<b>46</b>	<b>52,12,701</b>
	(i) Voting with assent for the Resolution	43	52,12,698
<b>% of Assent</b>			<b>*100</b>
	(ii) Voting with dissent for the Resolution	3	3
<b>% of Dissent</b>			<b>-</b>

\*Rounded off to nearest number

3. **Resolution No. 3** as an Ordinary Resolution for appointment of Ms. Nerissa Britto (DIN: 08716696), who was appointed by the Board of Directors of the Company as an Additional Director with effect from 9th March, 2020 and held office upto the date of the 36th Annual General Meeting of the Company, as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

Sr. No.	Particulars	Resolution No. 3	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM	1	2
b.	Votes cast through remote e-voting prior to AGM	46	52,12,701
	<b>Total</b>	<b>47</b>	<b>52,12,703</b>
c.	Less: Invalid voting	1	2
d.	<b>Net Valid voting</b>	<b>46</b>	<b>52,12,701</b>
	(i) Voting with assent for the Resolution	43	52,12,698
<b>% of Assent</b>			<b>*100</b>
	(ii) Voting with dissent for the Resolution	3	3
<b>% of Dissent</b>			<b>-</b>

\*Rounded off to nearest number

4. **Resolution No. 4** as an Ordinary Resolution for appointment of Ms. Pranjali Gawde (DIN: 08754715), who was appointed by the Board of Directors of the Company as an Additional Director with effect from 26th June, 2020 and held office upto the date of the 36th Annual General Meeting of the Company, as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

Sr. No.	Particulars	Resolution No. 4	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM	1	2
b.	Votes cast through remote e-voting prior to AGM	46	52,12,701
	<b>Total</b>	<b>47</b>	<b>52,12,703</b>
c.	Less: Invalid voting	1	2
d.	<b>Net Valid voting</b>	<b>46</b>	<b>52,12,701</b>
	(i) Voting with assent for the Resolution	43	52,12,698
<b>% of Assent</b>			<b>*100</b>
	(ii) Voting with dissent for the Resolution	3	3
<b>% of Dissent</b>			<b>-</b>

\*Rounded off to nearest number