

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 55th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2015.

1. FINANCIAL AND OPERATIONAL OVERVIEW:

a. Financial Highlights:

Your Company's performance during the year ended 31st March, 2015 as compared to the previous financial year, is summarized as below:

Particulars	Consolidated			Standalone		
	2014-2015	2013-14	Growth (%)	2014-2015	2013-14	Growth (%)
Operating & Other Income	1,858.74	1,593.41	16.65	1,037.40	987.80	5.02
Earnings before interest, depreciation, amortization & taxes	287.07	311.90	(7.96)	153.95	191.28	(19.52)
Interest	153.50	134.51	14.12	105.76	92.52	14.31
Depreciation & Amortization	323.84	291.24	11.19	222.88	202.29	10.18
Impairment of Tangible / Intangible Assets	4.09	8.05	(49.19)	4.10	8.07	(49.19)
Goodwill on consolidation written off	3.77	-	-	-	-	-
Prior Period Expenses (Net)	(0.92)	2.57	(135.80)	0.27	3.05	(91.15)
Exceptional Items	(50.65)	-	-	(3.84)	10.60	(136.23)
Amount transferred on change in stake in Subsidiaries/Joint Ventures	7.62	20.81	(63.38)	-	-	-
Minority Interest	(13.94)	8.79	(258.59)	-	-	-
Profit/(Loss) Share of Associates	0.40	(0.01)	(4,100.00)	-	-	-
Excess/Short provision for taxation in earlier years	0.93	(0.02)	(4,750.00)	-	-	-
Provision for Taxation – MAT Credit, Current Tax & Deferred Tax	27.05	16.25	66.46	-	-	-
Net Profit/(Loss)	(180.45)	(111.11)	62.41	(175.22)	(125.25)	39.90

During the year under review, the total income of your Company was ₹ 1,037.40 Crores on a standalone basis and ₹ 1,858.74 Crores on a consolidated basis as compared to the previous financial year's total income of ₹ 987.80 Crores on a standalone basis and ₹ 1,593.41 Crores on a consolidated basis. The net loss for the year under review, after taxation and exceptional items, stood at ₹ 175.22 Crores on a standalone basis and ₹ 180.45 Crores on a consolidated basis.

b. Operational Highlights:

Your Company is a leading cable television service provider in India, as well as one of the leading cable broadband service providers. Your Company offers cable television services across 160 cities and towns and high-speed cable broadband services across 20 cities. Your Company has won number of awards for Cable television services including "Best MSO" award conducted by Indian Telly Awards for a record eight times. Your Company has established 23 digital head-ends in the country.

Your Company holds a PAN India ISP license and is the first cable television service provider to offer broadband

internet services and currently India's largest cable broadband service provider, with approximately 2.3 million two-way broadband enabled homes passed, as on 31st March, 2015. In addition to cable television and broadband service offerings, your Company also generates advertising and airtime revenue from advertisements aired on channels such as Hathway Music channel, Hathway CCC, Hathway Shoppe, H-tube, Hathway Life, Hathway Movies and Hathway Entertainment.

(i) Cable TV Business:

During the year under review, your Company has seeded 0.43 million Set Top Boxes (STB) cumulatively totaling to 8.5 million STB seeded. With nearly 72% subscriber base digitized, your Company became the biggest Multi System Operator (MSO) in India as far as digital subscriber base is concerned. With nearly 5,00,000 STB's in stock, your Company will continue to seed boxes at a rapid pace in near future as well. Of the total digitized subscriber base, nearly 1.8 million subscribers fall in Phase III territories. Your Company is thus amongst the best positioned in the industry to exploit the Phase III and Phase IV markets.

The strategy of your Company is to roll out a "semi" prepaid business model which facilitates Local Cable Operators (LCO) to respond more quickly to customers' request for specific packages/channels on a-la-carte basis. This initiative has been received well by our LCO business partners and will be the model for a national roll out in future. LCOs have been provided a portal and an Android application to help them to ensure better customer management. We anticipate that with smarter packaging the company will be able to drive higher average rate per unit (ARPU).

Your Company has received a great feedback on our new single tier HD product proposition. The proposition is priced at ₹ 150 per month in which the customer can view 34 high quality HD channels.

Your Company has become the first MSO to launch HD PVR in December, 2014. The HD PVR has several features like 'Pause and Rewind LIVE TV' and 'Record program/Series' etc. that will enhance the TV viewing experience of the customers.

During the year under review, your Company has reached satisfactory conclusion in contracts for royalty payments to broadcasters. Where broadcasters have moved to a Reference Interconnection Offer (RIO) structure, the format has worked well for the Company. As anticipated, placement revenues continue to play an important role at present showing little or no decline.

Your Company is working with the assumption that the Government of India will stick to its deadlines for Phase III and Phase IV digitization. Your Company has planned its investments accordingly. We also believe that value added services and innovative content will give a further fillip to ARPU in the future. Your Company is almost unique in the industry in carrying a lot of original programming put together specifically for our platforms (4-5 channels). Your Company has tremendous opportunity to monetize these brands via advertising, focussing towards communities that it serves.

(ii) Broadband Business:

The Broadband reach of your Company is about 2.3 million homes where it can offer our services. This makes us the largest Multi System Operator providing such services in the Country. Your Company is a Category-A Internet Service Provider (ISP) and it covers both retail and corporate segments.

India has around 15 million wireline broadband subscribers as on 31st December, 2014 (As per revised definition i.e.

a customer having minimum speed of 512 kbps). Cable provides big potential for growth of broadband penetration in the country considering the cable universe of 106 million Cable TV homes.

As of 31st March, 2015, your Company has over 4.5 Lakhs broadband subscribers, which makes us the largest MSO in the country having highest number of Broadband Subscribers, with an all India rank of being the 5th largest ISP Company in the country. With a high quality and high capacity HFC Network, your Company is well placed to garner a larger share of the growing broadband market. Your Company successfully implemented DOCSIS 3.0 high speed broadband service in many cities for Broadband business and has received a good response to the same across Mumbai, Bangalore, Pune, Hyderabad and Delhi. At present we are providing 50 Mbps speed to our DOCSIS 3.0 customers and we are further augmenting our network to provide 100 MBPS speed in future. Based on continuous customer service improvement, we could also improve customer ARPU by ₹ 200 on monthly basis. This also makes your Company business model more sustainable and gives you all a healthy return of income (ROI). Your company has also associated with International Lawn Tennis player Ms. Sania Mirza as brand ambassador. This is to ensure that there is further improvement of customer perception about our services.

c) Consolidated Accounts:

The consolidated financial statements of your Company for the financial year 2014-2015, are prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standards and Listing Agreement as prescribed by the Securities and Exchange Board of India (SEBI).

d) Report on performance of subsidiaries, associates and joint venture companies:

A statement containing the performance and financial position of each of the subsidiaries, associates and joint venture companies for the year ended 31st March, 2015 is given, pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 and 8 of the Companies (Accounts) Rules, 2014 in AOC-1 in **Annexure - I** to this report.

Details of companies/entities which have become or ceased as subsidiary company, associates and joint ventures, during the year under review, are as under:

Name of the Company	Relationship with the Company	Details of changes	Date of change
Hathway Broadband Private Limited	Wholly Owned Subsidiary Company	Acquired 100% shares	21.08.2014
GTPL Bansidhar Telelink Private Limited	Subsidiary Company	Became subsidiary of GTPL Hathway Private Limited	05.11.2014
GTPL KCBPL Broadband Private Limited	Subsidiary Company	Became subsidiary of GTPL Hathway Private Limited	03.11.2014
Hathway Universal VCN Cable Network LLP	Joint Venture of the Wholly Owned Subsidiary Company	Hathway Universal Cable & Datacom Private Limited became partner in the LLP with 42% interest.	20.03.2015

The financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of your Company.

e) Management Discussion and Analysis:

The Management Discussion and Analysis forms an integral part of this Report and gives detail of the overall industry overview, business overview, and performance review and state of affairs of the Company in Cable Television business and Broadband business during the year under review. It also highlights the investments made in Phase I and Phase II areas relevant for Digital Addressable System (DAS), value added services and bundling, risk management and Human Resource.

f) Dividend:

Considering the losses incurred during the year under review, your Directors have not recommended any dividend for the financial year under review.

g) Transfer to reserves:

In view of losses incurred during the year under review, your Directors have not recommended transfer of any amount to reserves during the financial year under review.

h) Revision of financial statement:

There was no revision of the financial statements for the year under review.

i) Deposits:

Your Company has not accepted any public deposits during the year under review within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

j) Disclosures under section 134(3)(l) of the Companies Act, 2013:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year of the Company and date of this report.

k) Disclosure of Internal Financial controls:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal

Auditors of the Company for inefficiency or inadequacy of such controls. The Company has planned to rollout IFC in two phases. As part of phase I, we have developed all the financial policies and documented all the financial and IT controls. Across 8 mega processes, we have identified and documented approximately 100 controls. We had appointed E&Y to compile / develop the policies and document the financial and IT controls. For each control, a test plan is also documented. These controls are being independently tested by the Management Audit Team (MAT). MAT has tested 80% of controls and no material or significant deficiency has been observed. As part of the phase II, we intend to do the following:

- Document all the operational policies and controls,
- Develop process notes for all the key processes,
- Going forward, on an half yearly basis, MAT will perform independent testing of the controls. Based on the test results, management will take necessary corrective action.

l) Particulars of loans, guarantees, investments and securities:

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement (Please refer to Note No. 4.13 to the standalone financial statement).

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

Ms. Ameeta Parpia (DIN: 02654277) was appointed as an Additional Independent Director of the Company on 11th February, 2015 to hold office upto the date of ensuing Annual General Meeting. Your Company has received notices from shareholders along with requisite deposits proposing the candidature of Ms. Ameeta Parpia for appointment as Director at the ensuing Annual General Meeting.

None of the Directors of your Company have resigned as Director of the Company.

In accordance with the provisions of the Act, none of the Independent Directors are liable to retire by rotation.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Viren Raheja, Mr. Vinayak Aggarwal and Mr. Biswajit Subramaniam shall retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Your Directors recommend the same for your approval.

b. DECLARATIONS BY INDEPENDENT DIRECTORS:

Your Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:**a. BOARD MEETINGS:**

The Board of Directors met 10 times during the financial year ended 31st March, 2015 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

The dates on which the Board of Directors met during the financial year under review are as under:

Sr. No.	Date of the Board Meeting
1	29th May, 2014
2	7th August, 2014
3	12th August, 2014
4	5th September, 2014
5	9th September, 2014
6	10th September, 2014
7	10th October, 2014
8	14th October, 2014
9	13th November, 2014
10	11th February, 2015

b. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2015, the Board of Directors hereby confirms that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the loss of the Company for that year;
- proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts of the Company have been prepared on a going concern basis;

- internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

c. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee was reconstituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The composition of the committee is as under:

Sr. No.	Name of the Member	Designation
1	Mr. Sasha Mirchandani	Chairman
2	Mr. Viren Raheja	Member
3	Mr. Akshay Raheja	Member
4	Mr. Sridhar Gorthi	Member
5	Mr. Devendra Shrotri	Member
6	Mr. Brahma Vasudevan	Member

The Board of Directors has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining credentials, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

d. AUDIT COMMITTEE:

The Audit Committee was reconstituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section. The Audit Committee comprises of:

Sr. No.	Name of the Member	Designation
1	Mr. Sridhar Gorthi	Chairman
2	Mr. Viren Raheja	Member
3	Mr. Sasha Mirchandani	Member
4	Mr. Devendra Shrotri	Member
5	Mr. Brahma Vasudevan	Member
6	Ms. Ameeta Parpia	Member

The scope and terms of reference of the Audit Committee have been amended in accordance with the Act and the Listing Agreement entered into with the Stock Exchanges.

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

e. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of the Company has reconstituted the Stakeholders' Relationship Committee, comprising of:

Sr. No.	Name of the Member	Designation
1	Mr. Vinayak Aggarwal	Chairman
2	Mr. Viren Raheja	Member
3	Mr. Jagdishkumar G. Pillai	Member

The Company Secretary acts as the Secretary of the Stakeholders' Relationship Committee.

f. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Board of Directors of Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

Your Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

g. RISK MANAGEMENT POLICY:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's business, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

h. CORPORATE SOCIAL RESPONSIBILITY POLICY:

As per the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee as under:

Sr. No.	Name of the Member	Designation
1	Mr. Devendra Shrotri	Chairman
2	Mr. Jagdishkumar G. Pillai	Member
3	Mr. Vinayak Aggarwal	Member

The Board of Directors of the Company has approved CSR Policy based on the recommendation of the CSR Committee. Since the Company has no profits in preceding 3 financial years, no amount was required to be spent for corporate social responsibility activities.

The CSR Policy of the Company is available on the Company's web-site and can be accessed in the link provided hereinbelow:

http://www.hathway.com/assets/InvFile/HCDL_CSR_Policy.pdf

i. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

The performance of the Board of Directors and its Committees, individual Directors was evaluated on annual basis in the previous meeting of the Board of Directors held on 11th February, 2015 and the same was recorded as satisfactory.

j. DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5(2) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year under review and Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure - II**.

4. AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015:

The observations made by the Statutory Auditors in their report for the financial year ended 31st March, 2015 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH, 2015:

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. M/s Rathi and Associates, Company Secretaries has been appointed to issue Secretarial Audit Report for the financial year 2014-15.

Secretarial Audit Report issued by M/s Rathi and Associates, Company Secretaries in Form MR-3 for the

financial year 2014-15 forms part of this report and the same is attached as **Annexure - III**. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

c. RATIFICATION OF APPOINTMENT OF AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. G. M. Kapadia & Co, Chartered Accountants, the Statutory Auditors of the Company have been appointed for a term of 3 years. However, their appointment as Statutory Auditors of the Company shall be required to be ratified by the Members at the ensuing Annual General Meeting. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

d. COST AUDITORS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Notifications/Circulars issued by the Ministry of Corporate Affairs from time to time and as per the recommendation of the Audit Committee, the Board of Directors at their meeting dated 29th May 2015, appointed M/s. Ashok Agarwal & Co, Cost Accountants as the Cost Auditors of the Company for the financial year 2015-2016. The remuneration proposed to be paid to the Cost Auditor, subject to the ratification by the members at the ensuing AGM, would not be exceeding ₹ 5,00,000 (Rupees Five Lacs only) plus out of pocket expenses, if any. The Cost Audit Report will be filed within the stipulated period of 180 days from the closure of the financial year.

5. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are furnished as under:

a. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31st March, 2015 made under the provisions of Section 92(3) of the Companies Act, 2013 is attached as **Annexure - IV** which forms part of this Report.

b. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure - V** which forms part of this Report.

c. RELATED PARTY TRANSACTIONS:

During the financial year 2014-15, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder and Clause 49 of the Listing Agreement. During the financial year 2014-15, there were no transactions with related parties which qualifies as material transactions under the Listing Agreement.

d. CORPORATE GOVERNANCE: (Applicable to Companies giving remuneration as per Section II of Schedule V):

All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors (Applicable only in case of Managing Director)	₹ 327.55 Lacs
Details of fixed component and performance linked incentives along with the performance criteria*	₹ 191.07 Lacs (Fixed) ₹ 136.48 Lacs
Service contracts, notice period, severance fees	Not Applicable
Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

* Subject to achievement of various Company and personal performance targets as stipulated by the Board.

6. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.
2. Issue of sweat equity shares to employees of the Company as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.
3. Issue of equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014

4. Instances of exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014
5. Payment of remuneration or commission from any of its Holding or subsidiary Companies to the Managing Director or the Whole-time Directors of the Company.
6. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
7. Cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

7. ACKNOWLEDGEMENT AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business

partners/associates, financial institutions and Central and State Government(s) for their consistent support and encouragement to the Company.

For and on behalf of the Board

Jagdishkumar G. Pillai
Managing Director &CEO
DIN 00036481

Vinayak Aggarwal
Director
DIN00007280

Date: 29/05/2015
Place: Mumbai

Registered Office

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

CIN: L64204MH1959PLC011421

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

Email:info@hathway.net, website: www.hathway.com

Annexure - I**AOC-1****Part - A:**

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIALS STATEMENTS OF SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES, PURSUANT TO SECTION 129(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 AND 8 OF COMPANIES (ACCOUNTS) RULES, 2014

(₹ In Crores unless Otherwise Stated)

Reporting period: 01/04/2014 to 31/03/2015 & Reporting Currency in INR

Sl. No.	Name of the Subsidiary	Note	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
1	Channels India Network Pvt. Ltd.	-	0.09	(1.41)	0.02	0.02	-	0.00	(0.00)	-	(0.00)	N.A	95.63%
2	Vision India Network Pvt. Ltd.	-	0.09	(2.15)	0.01	0.01	-	0.00	(0.00)	-	(0.00)	N.A	100.00%
3	Liberty Media Vision Pvt. Ltd.	-	0.01	(2.25)	0.11	0.11	-	0.00	(0.01)	-	(0.01)	N.A	100.00%
4	Ideal Cables Pvt. Ltd.	-	0.08	(0.89)	0.01	0.01	-	0.00	(0.01)	0.03	(0.04)	N.A	100.00%
5	Hathway Channel 5 Cable & Datacom Pvt. Ltd.	-	0.49	0.20	4.50	4.50	-	0.04	(1.23)	0.00	(1.23)	N.A	51.00%
6	Bee Network & Communication Pvt. Ltd.	-	0.10	(1.44)	-	-	-	0.00	(0.00)	-	(0.00)	N.A	100.00%
7	Elite Cables Network Pvt. Ltd.	-	0.06	(0.08)	-	-	-	0.00	(0.00)	-	(0.00)	N.A	80.00%
8	Binary Technology Transfers Pvt.Ltd.	-	0.01	(1.63)	-	-	-	0.00	0.00	-	0.00	N.A	100.00%
9	Hathway Media Vision Pvt. Ltd.	-	0.07	0.81	6.46	6.46	2.46	0.58	0.01	-	0.01	N.A	100.00%
10	UTN Cable Communication Pvt. Ltd.	-	0.66	(3.63)	5.05	5.05	-	6.00	(5.01)	0.04	(5.05)	N.A	96.27%
11	ITV Interactive Media Pvt. Ltd	-	0.08	(0.50)	0.03	0.03	-	-	(0.00)	-	(0.00)	N.A	100.00%

Sl. No.	Name of the Subsidiary	Note	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
12	Chennai Cable Vision Network Pvt. Ltd.	-	0.18	(2.15)	0.03	0.03	-	0.00	(0.00)	-	(0.00)	N.A	75.99%
13	Hathway Universal Cabletel & Datacom Pvt. Ltd.	-	0.01	(0.01)	1.27	1.27	-	0.00	(0.00)	-	(0.00)	N.A	100.00%
14	Win Cable & Datacom Pvt. Ltd.	-	0.21	(19.78)	0.83	0.83	-	0.21	0.20	-	0.20	N.A	100.00%
15	Hathway Space Vision Cabletel Pvt. Ltd.	-	0.01	(1.05)	0.00	0.00	-	0.00	(0.00)	-	(0.00)	N.A	100.00%
16	Hathway Software Developers Pvt.Ltd.	-	0.37	(5.00)	7.75	7.75	0.00	5.23	(3.18)	0.02	(3.21)	N.A	71.85%
17	Hathway Nashik Cable Network Pvt. Ltd.	-	0.05	(9.81)	0.70	0.70	-	0.00	0.00	-	0.00	N.A	90.06%
18	Hathway Cnet Pvt. Ltd.	-	0.10	(0.53)	0.01	0.01	-	0.00	(0.00)	(0.00)	(0.00)	N.A	100.00%
19	Hathway United Cables Pvt. Ltd.	-	0.01	(0.03)	0.18	0.18	0.00	0.00	0.00	-	0.00	N.A	100.00%
20	Hathway Internet Satellite Pvt. Ltd.	-	0.01	(1.62)	-	-	-	-	0.00	-	0.00	N.A	100.00%
21	Hathway Krishna Cable Pvt. Ltd.	-	6.21	1.61	13.94	13.94	0.00	13.02	(0.17)	(0.30)	0.13	N.A	97.74%
22	Hathway Mysore Cable Network Pvt. Ltd.	-	0.69	(4.79)	7.01	7.01	0.00	4.88	(4.40)	0.05	(4.45)	N.A	75.70%
23	Hathway Prime Cable & Datacom Pvt. Ltd.	-	0.45	(0.74)	0.78	0.78	-	0.00	0.03	0.02	0.01	N.A	51.00%
24	Hathway Gwalior Cable & Datacom Pvt. Ltd.	-	0.01	(0.64)	0.10	0.10	-	0.04	0.04	-	0.04	N.A	100.00%

Sl. No.	Name of the Subsidiary	Note	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
25	Hathway Digital Saharanpur Cable and Datacom Pvt. Ltd.	-	0.02	(1.61)	2.08	2.08	-	1.70	(1.08)	-	(1.08)	N.A	51.00%
26	Hathway Enjoy Cable Network Pvt. Ltd.	-	0.01	(0.00)	0.03	0.03	-	-	(0.00)	-	(0.00)	N.A	100.00%
27	Hathway JMD Farukhabad Cable & Datacom Pvt. Ltd.	-	0.01	(0.01)	0.01	0.01	-	-	(0.00)	-	(0.00)	N.A	100.00%
28	Hathway Kokan Crystal Cable Network Pvt. Ltd.	-	0.05	3.08	4.74	4.74	-	2.67	(0.33)	(0.04)	(0.28)	N.A	90.00%
29	Hathway Latur MCN Cable & Datacom Pvt. Ltd.	1	0.10	(0.52)	2.16	2.16	0.00	2.33	0.34	0.15	0.19	N.A	51.00%
30	Hathway MCN Pvt. Ltd.	1	1.81	9.11	15.94	15.94	0.41	17.51	3.04	-	3.04	N.A	51.00%
31	Hathway Sonali OM Crystal Cable Pvt Ltd	1	0.10	(2.72)	19.69	19.69	-	32.51	(4.65)	0.02	(4.67)	N.A	51.00%
32	Hathway ICE Television Pvt Ltd		0.20	(0.79)	1.06	1.06	-	0.05	(0.37)	-	(0.37)	N.A	51.00%
33	Hathway Datacom Central Pvt. Ltd. (f.k.a. Hathway Bhaskar Multinet Pvt. Ltd.)	4	1.51	8.91	58.79	58.79	10.91	34.39	(30.52)	(0.16)	(30.36)	N.A	100.00%
34	Hathway Rajesh Multichannel Pvt. Ltd.	1	0.28	1.12	16.35	16.35	0.01	15.28	(1.14)	(0.54)	(0.60)	N.A	51.00%
35	Net 9 Online Hathway Pvt Ltd	6	0.01	0.86	1.93	1.93	-	5.03	0.25	0.05	0.21	N.A	50.00%
36	Hathway New Concept Cable & Datacom Pvt. Ltd.	-	0.05	3.06	15.26	15.26	0.01	5.84	(3.22)	-	(3.22)	N.A	51.00%

Sl. No.	Name of the Subsidiary	Note	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
37	Hathway Sai Star Cable & Datacom Pvt. Ltd.	1	0.14	46.51	62.45	62.45	-	12.17	(5.59)	0.35	(5.95)	N.A	51.00%
38	Hathway Cable MCN Nanded Pvt. Ltd.	5	3.36	(2.56)	3.28	3.28	-	2.62	0.23	0.05	0.18	N.A	45.05%
39	Hathway Palampur Cable Network Pvt. Ltd.	-	0.03	1.12	1.87	1.87	-	1.23	0.06	0.01	0.05	N.A	51.00%
40	Hathway Mantra Cable & Datacom Pvt. Ltd.	-	0.01	(2.53)	8.00	8.00	-	14.99	(1.08)	-	(1.08)	N.A	98.00%
41	Hathway Dattatray Cable Network Pvt. Ltd.	1	0.04	1.99	9.38	9.38	-	4.20	(1.98)	(0.14)	(1.84)	N.A	51.00%
42	Hathway Bhaskar CBN Multinet Pvt. Ltd. (f.k.a. Chattisgarh Broadband Network Pvt. Ltd.)	2	0.05	2.42	6.04	6.04	-	5.41	0.63	0.23	0.39	N.A	51.00%
43	Hathway Bhaskar CCN Multinet Pvt. Ltd. (f.k.a. Hathway Bhaskar Pagaria Multinet Pvt. Ltd.)	2	0.48	3.42	12.18	12.18	-	6.66	3.08	-	3.08	N.A	51.00%
44	Hathway Bhaskar CCN Entertainment (India) Pvt. Ltd. (f.k.a. CCN Entertainment (India) Pvt. Ltd.)	2	0.50	1.86	6.31	6.31	-	5.09	0.73	-	0.73	N.A	51.00%
45	Hathway Bhaskar CCN Multi Entertainment Pvt. Ltd.	1 & 2	0.01	0.18	2.37	2.37	-	1.66	0.44	0.12	0.32	N.A	70.00%

Sl. No.	Name of the Subsidiary	Note	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
46	Hathway Bhawani Cabletel & Datacom Ltd.	4	8.10	(9.99)	13.60	13.60	0.48	16.36	(3.13)	(0.12)	(3.01)	N.A	51.60%
47	Hathway Bhawani NDS Network Pvt. Ltd.	7	1.55	(1.37)	0.77	0.77	0.02	1.06	(0.25)	-	(0.25)	N.A	26.01%
48	Hathway SS Cable & Datacom LLP	-	2.25	(0.38)	3.36	3.36	-	0.99	(0.38)	-	(0.38)	N.A	51.00%
49	Hathway Broadband Pvt. Ltd.	-	2.50	0.01	2.52	2.52	-	0.07	0.02	0.01	0.01	N.A	100.00%
50	GTPL Hathway Pvt. Ltd.	6 & 9	2.00	320.95	883.72	560.77	127.35	577.33	48.55	20.54	28.01	N.A	50.00%
51	GTPL Anjali Cable Network Pvt. Ltd.	3 & 9	0.02	2.57	3.19	0.60	-	1.99	(0.09)	(0.11)	0.01	N.A	25.50%
52	GTPL Solanki Cable Network Pvt. Ltd.	3 & 9	0.07	0.27	1.27	0.93	0.00	1.67	(0.02)	0.01	(0.04)	N.A	25.50%
53	GTPL Zigma Vision Pvt. Ltd.	3 & 9	0.03	0.18	0.85	0.64	0.00	1.14	0.05	0.00	0.05	N.A	45.10%
54	GTPL SK Network Pvt. Ltd.	3 & 9	0.02	1.16	2.51	1.34	0.00	2.40	(0.12)	(0.15)	0.03	N.A	25.50%
55	GTPL Video Badshah Pvt. Ltd.	3 & 9	0.01	2.39	3.71	1.31	0.13	2.34	0.52	0.18	0.34	N.A	25.50%
56	GTPL Kutch Network Pvt. Ltd.	3 & 9	0.31	0.01	1.32	1.00	0.00	1.18	(0.08)	(0.04)	(0.04)	N.A	49.21%
57	GTPL City Channel Pvt. Ltd.	3 & 9	0.01	(0.01)	0.01	0.01	-	-	(0.00)	-	(0.00)	N.A	25.50%
58	GTPL SMC Network Pvt. Ltd.	3 & 9	0.01	0.31	0.50	0.18	0.00	0.85	0.09	0.03	0.06	N.A	25.50%
59	GTPL Surat Telelink Pvt. Ltd.	3 & 9	0.01	0.14	5.72	5.58	-	0.18	(0.23)	(0.00)	(0.23)	N.A	25.50%
60	GTPL Vidarbha Telelink Pvt. Ltd.	3 & 9	0.02	(3.21)	4.13	7.32	-	4.22	(0.20)	(0.06)	(0.14)	N.A	25.61%
61	GTPL Space City Pvt. Ltd.	3 & 9	0.02	1.91	2.45	0.52	-	0.43	(0.02)	0.01	(0.04)	N.A	25.50%

Sl. No.	Name of the Subsidiary	Note	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
62	GTPL Vision Services Pvt. Ltd.	3 & 9	0.20	21.24	33.75	12.31	-	20.57	1.12	0.33	0.78	N.A	31.75%
63	GTPL Jai Mataji Network Pvt. Ltd.	3, 6 & 9	0.02	1.32	5.15	3.81	-	0.70	0.04	(0.04)	0.08	N.A	25.00%
64	GTPL Narmada Cyberzone Pvt. Ltd.	3 & 9	1.13	1.01	3.13	0.98	-	4.40	(0.05)	(0.04)	(0.01)	N.A	30.00%
65	GTPL Shivshakti Network Pvt. Ltd.	3 & 9	0.01	(0.00)	0.01	0.00	-	-	(0.00)	-	(0.00)	N.A	25.50%
66	GTPL Link Network Pvt. Ltd.	3 & 9	0.20	3.19	3.79	0.40	-	2.64	(0.18)	0.00	(0.18)	N.A	25.50%
67	GTPL VVC Network Pvt. Ltd.	3 & 9	0.20	1.14	2.32	0.98	-	1.37	(0.31)	(0.16)	(0.15)	N.A	25.50%
68	GTPL Blue Bell Network Pvt. Ltd.	3 & 9	0.01	(1.17)	0.73	1.89	-	-	(0.02)	-	(0.04)	N.A	46.00%
69	GTPL Parshwa Cable Network Pvt. Ltd.	3 & 9	0.01	0.66	2.45	1.78	0.54	0.88	0.08	(0.08)	0.16	N.A	28.66%
70	GTPL Insight Channel Network Pvt. Ltd.	3 & 9	0.04	0.91	1.27	0.32	-	0.91	0.07	0.02	0.05	N.A	37.23%
71	GTPL Kolkata Cable & Broadband Pariseva Limited	3 & 9	8.33	24.73	146.41	113.36	0.03	119.10	16.49	6.39	9.44	N.A	25.50%
72	GTPL Dahod Television Network Pvt. Ltd.	3 & 9	0.02	0.92	1.55	0.61	-	1.25	0.11	0.05	0.06	N.A	25.50%
73	GTPL Jay Santoshima Network Pvt. Ltd.	3 & 9	0.10	2.17	2.74	0.47	-	1.58	0.05	(0.08)	0.13	N.A	25.50%
74	GTPL Sorath Telelink Pvt. Ltd.	3 & 9	0.10	1.76	2.89	1.03	0.00	1.18	0.03	(0.04)	0.07	N.A	25.50%
75	Gujarat Telelink East Africa Ltd	3 & 9	0.01	(0.00)	0.42	0.41	-	-	(0.00)	-	(0.00)	N.A	25.50%
76	GTPL Shiv Network Pvt. Ltd.	3 & 9	0.02	0.31	0.44	0.11	-	0.22	0.02	0.01	0.01	N.A	25.50%

Sl. No.	Name of the Subsidiary	Note	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
77	GTPL DCPL Pvt. Ltd.	3 & 9	16.26	(0.47)	25.27	9.48	-	0.28	(0.27)	(0.01)	(0.27)	N.A	25.50%
78	GTPL BANSIDHAR TELELINK Pvt. Ltd.	3 & 9	0.02	0.09	0.36	0.25	-	0.92	0.04	-	0.04	N.A	25.50%
79	GTPL Sharda Cable Network Pvt. Ltd.	3 & 9	0.01	(0.14)	0.18	0.31	-	0.16	(0.05)	0.00	(0.05)	N.A	25.50%
80	GTPL Ahmedabad Cable Network Pvt. Ltd.	3 & 9	0.02	1.16	1.93	0.76	-	1.47	(0.09)	(0.01)	(0.08)	N.A	25.50%
81	DL GTPL Cabnet Pvt. Ltd.	3, 6 & 9	0.12	7.58	28.34	20.63	0.26	27.49	0.10	0.18	(0.09)	N.A	13.00%
82	GTPL V & S Cable Pvt. Ltd.	3 & 9	0.55	(3.10)	3.74	6.29	-	5.83	(1.22)	0.02	(1.24)	N.A	25.50%
83	GTPL Video Vision Pvt. Ltd.	3 & 9	0.01	0.11	1.09	0.97	-	2.24	0.12	0.01	0.11	N.A	25.50%
84	VAJI COMMUNICATION PVT LTD	3 & 9	4.90	(5.62)	11.46	12.19	-	2.46	(5.62)	-	(5.62)	N.A	25.50%
85	GTPL KCBPL Broadband Pvt. Ltd.	3, 8 & 9	0.03	(0.03)	0.00	0.00	-	-	(0.03)	-	(0.03)	N.A	26.42%

Notes:

- The company has consolidated the provisional accounts, Refer Note No. 4.02(B) of Notes to Accounts of the Consolidated Financial Statements. Hence details given as per last Management Signed Accounts as on March 31, 2015.
- Held through subsidiary Hathway Datacom Central Pvt. Ltd. [FKA Hathway Bhaskar Multinet Pvt. Ltd.]
- Held through subsidiary GTPL Hathway Pvt. Ltd. [FKA Gujarat Telelink Pvt. Ltd.]
- Partly held directly by Hathway and partly through its subsidiary Hathway Media Vision Pvt. Ltd..
- Held through subsidiary Hathway MCN Pvt. Ltd.
- Subsidiary based on our Company's right to appoint majority of directors on the Board of Company.
- Held through subsidiary Hathway Bhawani Cabletel & Datacom Pvt. Ltd.
- Held through subsidiary GTPL Koltata Cable & Broadband Pariseva Limited.
- In respect of consolidated entities, financial results from January 1, 2014 to March 31, 2015 have been considered.

AOC - I

Part - B:

Statement Pursuant to section 129(3) of the Companies Act, 2013 relating to Associate Companies and Joint Ventures

Sr. No	Name of Associates/Joint Ventures	Pan Cables Services Pvt. Ltd.	Hathway VCN Cablenet Pvt. Ltd.	Hathway Sukhamrit Cable and Datacom Pvt. Ltd.
1	Latest Audited Balance Sheet	31 March 2015	31 March 2015	31 March 2014
2	Shares of Associate/Joint Ventures held by the Company on the year end			
	No.	10	12520	71175
	Amount of Investment in Associates/ Joint Venture			
	Extend of Holding %	33.33%	25.03%	49%
3	Description of how there is significant influence	The Company has power to participate in the Operations and Financial activities of the Company	The Company has power to participate in the Operations and Financial activities of the Company	The Company has power to participate in the Operations and Financial activities of the Company
4	Reason why the Associate/Joint Venture is not Consolidated	NA	NA	NA
5	Networth attributable to Shareholding as per latest audited Balance sheet	-0.62	-8.10	7.10
6	Profit/Loss for the year			
	(i) Considered in Consolidation	0.00	0.00	0.00
	(ii) Not Considered in Consolidation	-	-	-

For and on behalf of the Board

GANAPATHY SUBRAMANIAM
Chief Financial Officer

JAGDISHKUMAR G PILLAI
DIN : 00036481
Managing Director & C.E.O

AJAY SINGH
FCS - 5189
Company Secretary & Compliance Officer

VINAYAK AGGARWAL
DIN : 00007280
Director

Mumbai

Dated: May 29, 2015

Mumbai

Dated: May 29, 2015

ANNEXURE II**DISCLOSURE FOR RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DETAILS AS PER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014**

Median Remuneration: ₹ 4,65,000/- per annum.

Director: Remuneration paid to Managing Director & CEO: ₹ 1,93,47,610/- per annum.

The percentage increase in the median remuneration of employees in the financial year 2014-15: 2%

The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name of the Director*/ KMP & their Designation	Remuneration of Director/ KMP for financial year 2014-15 (Amount in ₹)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the Directors/KMP against the performance of the Company
1	Mr. Jagdishkumar G. Pillai, Managing Director & CEO	1,93,47,610	7	41.61	The standalone turnover of the Company has increased from ₹ 987.80 Crores to ₹ 1,037.40 Crores and the consolidated turnover of the Company has increased from ₹ 1,593.41 Crores to ₹ 1,858.74 at end of the financial year ended 31st March, 2015. Further the members of the Company had approved remuneration of Mr. Jagdishkumar G. Pillai through postal ballot on 25th February 2013. Since, Mr. Jagdishkumar G. Pillai is performing functions in dual capacity of Managing Director and Chief Executive Officer the increment of 7% in his remuneration in view of performance of the Company is justified.
2	Mr. G. Subramaniam, Chief Financial Officer	1,06,07,816	0	22.81	
3	Mr. Ajay Singh, Company Secretary & Compliance Officer	27,32,400	0	5.88	

* Note 1: Remuneration paid only to Managing Director & CEO & not to other directors.

Note 2: The key parameters for component of remuneration availed by the directors are (i) Fixed Components: Basic Salary, Contribution to Provident Fund & Allowances (ii) Variable components: Performance incentives & Long term incentives

There were 542 permanent employees on the rolls of the Company.

Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year:

	As on 31st March, 2015 (Current F.Y.)	As on 31st March, 2014 (Previous F.Y.)
Market Capitalisation	₹ 4,069.42 Crores	₹ 3,683.69 Crores
Price Earnings Ratio	Not Applicable	Not Applicable

	As on 31st March, 2015 (Current F.Y.)					As on 31st March, 2014 (Previous F.Y.)				
	As on	Market Value (₹)	Face Value (₹)	% increase	Year on Year % increase	As on	Market Value (₹)	Face Value (₹)	% increase	Year on Year % increase
Percentage increase over decrease in the market quotations of the shares of the Company as compared with last public offer rate	31.03.2015	49.00	2.00	2.08	1.10	31.03.2014	242.35	10.00	0.98	-11.06
Rate at which the Company came out with the last public offer	₹ 240/- [on 19.02.2010 & Face Value ₹ 10]					₹ 240/- [on 19.02.2010 & Face Value ₹ 10]				

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year: Nil

Percentile increase in the managerial remuneration: 7% (through postal ballot on 25th February 2013 keeping in view the functions performed in dual capacity of Managing Director and Chief Executive Officer)

The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Highest paid Director		Employees other than directors receiving remuneration in excess of the highest paid Director	Ratio of remuneration
Name of Director	Remuneration received	Name of Employee	Remuneration received
Not Applicable	-	-	-

The Company hereby affirms that the remuneration is as per the remuneration policy of the Company.

STATEMENT PURSUANT TO RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

A. List of employees of the Company employed throughout the financial year 2014-15 and were paid remuneration not less than ₹ 60 Lakhs per annum:

Sr. No.	Name	Designation	Date of Joining	Remuneration	Age (years)	Experience (Years)	Qualification	Last employment and designation held
1	Jagdishkumar G. Pillai ¹	Managing Director & CEO	21/12/2012	19,347,610	53	27	B.com, CA	Reliance Industries Limited, President - Media & Entertainment
2	Ganapathy Subramaniam	Chief Financial Officer	04/12/2010	10,607,816	57	32	ACA, Grad CWA	Mumbai International Airports Pvt. Ltd. Director-Finance

Sr. No.	Name	Designation	Date of Joining	Remuneration	Age (years)	Experience (Years)	Qualification	Last employment and designation held
3	Milind Karnik	President - CATV Strategy and Business Development	01/12/1998	9,882,348	53	30	B.Com, ACA, AICWA, ACS, BGL	Caspian Broking and Research India Pvt. Ltd. CFO and Company Secretary
4	Kunal Ramteke	CATV Business Head of Karnataka	01/03/2013	7,012,182	45	20	B.E., IIM(KOL)-Marketing, Finance	Reliance Communication Ltd. Senior Head Vice President
5	Jagadesh BabuBotta	Executive Vice President	17/04/2013	7,039,600	48	23	B.Com, MBA (Finance)	Ignite Digital. Chief Financial Officer
6	Ruzbeh Jaorewalla	Executive Vice President - Technical	01/03/2013	8,039,600	49	28	Diploma in Electronics & Tele-communication Engineering	Business India Television Pvt Ltd Technical Consultant
7	Shirish Ruparel	Executive Vice President	16/11/2004	10,082,400	38	20	B.com, ACA	CG CoreEL Logic Systems Ltd. Senior Executive
8	Sudhir Sarin	Head Operations-North and Central	02/09/2013	8,114,600	48	23	BA	Turner International Senior Director - Distribution
9	Dulal Banerjee	Executive Vice President	01/11/1999	6,996,233	44	21	ICWA	Indusind Media & Communication Senior Executive

Notes:

1. The contractual terms of Mr. Jagdishkumar G. Pillai are governed by the resolution passed by the shareholders through postal ballot on 25th February, 2013.
2. None of the employees mentioned above are related to any of the Directors of the Company within the meaning of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
3. None of the employees mentioned above hold more than 2% of the shares of your Company, along with their spouse and dependent children.
4. All appointments are contractual and terminable by notice on either side.
5. Remuneration includes salary, bonus, commission, various allowance, contribution to provident fund and superannuation fund and taxable value of perquisites but excluding provision for gratuity and leave encashment.

B. Employees employed for the part of the year and were paid remuneration during the financial year 2014-15 at a rate which in aggregate was not less than ₹ 5 Lakhs per month:

Sr. No.	Name	Designation	Date of Joining	Remuneration	Age (years)	Experi-ence (Years)	Qualification	Last employment and designation held
1	Jayant Changrani ⁵	President -Technology & Commercial	01/03/2013	11,982,500	50	25	BE in Electronics	NDS Limited, Country Head - Operations
2	Vishal Chauhan ⁵	Head Operations-North	14/01/2013	1,515,699	42	20	Qualified Engineer, Specialisation in Marketing	ESPN Software India Pvt. Ltd. Head North & West Operations
3	K. V. Anand ⁵	President-Digital Platforms	08/04/2013	9,433,250	49	20	M.Com, Grad CWA	Tata Sky, Chief Service Officer
4	Sumit Bose ⁵	Executive Vice-President (Business Development & Corporate Strategy)	01/09/2013	3,723,125	49	23	B.Com (Hons)	GTPL- Hathway Private Limited, President
5	Vineet Garg ⁶	Deputy Chief Financial Officer	15/06/2014	7,199,238	45	20	B.Com, CA	Reliance Communication Ltd. Vice President
6	Rajen Gupta ⁶	President-Broadband Business	01/07/2014	15,379,700	40	16	MBA, B.tech - Civil Engineering	Tata Teleservices Ltd. Chief Operating Officer
7	Tavinderjit Singh Panesar ⁶	President	08/12/2014	4,046,138	49	17	B.Com	Star India Pvt Ltd.
8	S. Naga Kishore ⁶	Chief Technology Officer	24/01/2015	2,612,401	45	24	MBA	Tata Teleservices Ltd. Vice President
9	Rajesh Bhaskaran ⁶	Vice President	02/02/2015	1,826,218	45	21	MBA, BE	Tata Teleservices Ltd. General Manager

1. None of the employees mentioned above are related to any of the Directors of the Company within the meaning of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
2. None of the employees mentioned above hold more than 2% of the shares of your Company, along with their spouse and dependent children.
3. All appointments are contractual and terminable by notice on either side.
4. Remuneration includes salary, bonus, commission, various allowance, contribution to provident fund and superannuation fund and taxable value of perquisites but excluding provision for gratuity and leave encashment.
5. Ceased to be an employee during the year.
6. Appointed as an employee during the year.

For and on behalf of the Board

Jagdishkumar G. Pillai
Managing Director & CEO
DIN 00036481

Vinayak Aggarwal
Director
DIN00007280

Registered Office
Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road,
Santacruz West, Mumbai 400054

Date: 29/05/2015
Place: Mumbai

CIN: L64204MH1959PLC011421
Tel No. 022-26001306 Fax No. 022-26001307
Email:info@hathway.net, website: www.hathway.com

ANNEXURE- III

SECRETARIAL AUDIT REPORT ("SAR")

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

To
The Board of Directors
HATHWAY CABLE AND DATACOM LIMITED
Mumbai

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by Hathway Cable and Datacom Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended 31st March, 2015, complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to there porting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Hathway Cable and Datacom Limited ("the Company") as given in Annexure I, for the financial year ended on 31st March, 2015, according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - ii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - v. The Securities and Exchange Board of India (Registrars to issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

3. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings were not attracted to the Company under the financial year under report.
4. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure II.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956; and
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s);

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, the Company has undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- (i) Sub-division of face value of Equity Shares into Equity Shares of smaller amounts than was fixed in the Memorandum of Association; i.e. to subdivide 1 (One) equity share of ₹ 10/- each to 5 (Five) equity shares of ₹ 2/- each.
- (ii) Increase in Foreign Investment Limit in the Company up to 74% of the Issued and Paid-up share capital.

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

HIMANSHU S. KAMDAR
PARTNER

FCS No. 5171
C.P. No.3030

Place : Mumbai
Date: 29th May, 2015

ANNEXURE - I TO SAR

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2014.
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Share Transfer Committee, Stakeholders' Relationship Committee and CSR Committee alongwith Attendance Register held during the financial year under report.
4. Minutes of General Body Meetings held during the financial year under report.
5. Circular Resolutions passed by the Company during the year.
6. Policies on:
 - Related Parties Transactions
 - Material Subsidiaries
 - Vigil Mechanism
 - Corporate Social Responsibility
 - Annual Evaluation
 - Risk Management
 - Nomination & Remuneration
 - Code of Conduct for Independent Directors
 - Code of internal procedures and conduct for prevention of insider trading and
 - Internal Financial Controls
7. Statutory Registers viz.
 - Register of Charges
 - Register of Directors & KMP
 - Register of Directors' Shareholding
 - Register of Employee Stock Options
 - Register of Contracts with Related Parties and
 - Register of loans, guarantees and security and acquisition made by the Company
8. Agenda papers submitted to all the directors/members for the Board Meetings and Committee Meetings.
9. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013.
10. Declarations received from the Independent Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013.
11. Intimations received from Directors under the prohibition of Insider Trading Code.
12. E-forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
13. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under report.
14. Documents filed with the SEBI pursuant to the provisions of ICDR Regulations, 2011 during the financial year under report.
15. Filings made with Reserve Bank of India under the Foreign Direct Investment Guidelines and for the allotments of Equity Shares made by the Company.
16. Documents related to issue of shares under ESOP Scheme filed with Stock Exchanges and Listing approvals received thereon.
17. Documents related to postal ballots conducted by the Company during the year under review including the Scrutinizer's Reports.

ANNEXURE - II TO SAR

List of applicable laws to the Company

1. Income Tax Act, 1961
2. Employee Provident Funds and Miscellaneous Provisions Act, 1952
3. Employee State Insurance Act, 1948
4. Contract Labour (Regulation and Abolition Act), 1970
5. Value Added Tax Act (State-wise)
6. Finance Act, 1994
7. Entertainment Tax Act (State-wise)
8. Shop and Establishment Act, 1954 (State-wise)
9. Minimum Wages Act, 1948
10. Telecom Regulatory Authority of India Act, 1997
11. Cable Television Networks (Regulation) Act, 1995, Cable Television Network (Regulation) Rules, 1994 and Content Certification Rules, 2008
12. Information Technology Act, 2000
13. Indecent Representation of Women (Prohibition) Act, 1986
14. Labour Laws Act, 1988
15. The Payment of Gratuity Act, 1972
16. Indian Telegraph Act, 1885 and The Indian Wireless Telegraph Rules, 1973
17. Workman Compensation Act, 1923
18. Bombay Stamp Act, 2014
19. Central Sales Tax Act, 1956
20. Central Excise Act, 1944
21. The Cinematography Act, 1952
22. Child Labour (Prohibition and Regulation) Act, 1986
23. Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
24. Equal Remuneration Act, 1976
25. Industrial Disputes Act, 1947
26. Industrial Employment (Standing Orders) Act, 1946 (State-wise)
27. Maternity Benefit Act, 1961
28. Payment of Bonus Act, 1965
29. Payment of Wages Act, 1936
30. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
31. Arms Act, 1959
32. Cigarettes and Other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution Act, 2003 (COTPA)

33. Motor Vehicles Act, 1988
34. Tax on Professions, Trades, Callings and Employments Act, 1979 (State-wise)
35. Tax on Entry of Goods into Local Areas Act, 2000 (State-wise)
36. Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhiniyam, 1976
37. Madhya Pradesh Vritti Kar Adhiniyam, 1995
38. Karnataka Panchayat Raj Act, 1993
39. Gujarat Panchayats, Municipalities, Municipal Corporations and State Tax on Professions, Traders, Callings and Employments Act, 1976
40. Gujarat Tax on Entry of Specified Goods into Local Areas Act, 2001
41. Chhattisgarh Vritti Kar Adhiniyam, 1995
42. Chhattisgarh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhiniyam, 1976
43. Selection, Installation And Maintenance Of First-Aid Fire Extinguishers - Code Of Practice (Fourth Revision)
44. West Bengal Workmen's House-Rent Allowance Act, 1974
45. Labour Welfare Fund Act, 1974 (State-wise)
46. Industrial Establishments (National and Festival Holidays) Act, 1963 (State-wise)
47. Madhya Pradesh ShramKalyanNidhiAdhiniyam, 1982
48. Maharashtra Private Security Guards (Regulation of Employment and Welfare) Act, 1981
49. Maharashtra Workmen's House-Rent Allowance Act, 1983
50. Goa Children's Act 2003
51. Employee's Compensation Act, 1923
52. U.P Industrial establishment (National holidays) Act, 1961
53. Orissa Entry Tax Act, 1999

ANNEXURE IV

EXTRACT OF ANNUAL RETURN

As on financial year ended 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L64204MH1959PLC011421
Registration Date	:	07th August, 1959
Name of the Company	:	Hathway Cable & Datacom Limited
Category / Sub-Category of the Company	:	Public Limited Company
Address of the Registered office and contact details	:	Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz West, Mumbai 400054 Contact No.: 022-26001306 Fax No.: 022-26001307
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Link Intime India Private Ltd C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078 Tel : 022-25963838 Fax : 022-25946969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Cable TV Service	Division 61- 61103 and	₹ 841.44 Crores (81.11%)
2	Broadband Service	61104 (NIC Code of 2008).	₹ 195.96 Crores (18.89%)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ subsidiary/ associate	% of Shareholding	Applicable section
1	Channels India Network Pvt. Ltd. 103, 5th Floor, New Awadi, Road, Kilpauk, Chennai-600010	U74999TN1995PTC030929	Subsidiary	95.63%	2(87)(ii)
2	Vision India Network Pvt. Ltd. 8, Vinayak Complex, 2nd Floor, Dinnur Main Road, R. T. Nagar, Banagalore - 560032.	U64204KA1996PTC020258	Subsidiary	100.00%	2(87)(ii)
3	Liberty Media Vision Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U64100MH1996PTC100667	Subsidiary	100.00%	2(87)(ii)
4	Ideal Cables Pvt. Ltd. 3rd Floor, Sterling Plaza, 1206/B-19 Jangli Maharaj Road, Above UTI Bank, Pune - 411004.	U74999MH1996PTC100746	Subsidiary	100.00%	2(87)(ii)
5	Hathway Channel 5 Cable & Datacom Pvt. Ltd. AB-6, Safdarjung Enclave, New Delhi - 110 029	U64204DL1996PTC083083	Subsidiary	51.00%	2(87)(ii)
6	Bee Network & Communication Pvt. Ltd. 3-6-290/21, 2nd Floor, Sadhana Building, Hyderguda, Hyderabad	U64200AP1996PTC023212	Subsidiary	100.00%	2(87)(ii)
7	Elite Cables Network Pvt. Ltd. 103, 5th Floor, New Awadi, Road, Kilpauk, Chennai 600010	U74300TN1995PTC032771	Subsidiary	80.00%	2(87)(ii)
8	Binary Technology Transfers Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U74140MH1987PTC045344	Subsidiary	100.00%	2(87)(ii)
9	Hathway Media Vision Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (West), Mumbai 400054	U64204MH1995PTC086909	Subsidiary	100.00%	2(87)(ii)
10	UTN Cable Communication Pvt. Ltd. 288, Chinappa Layout, Kullappa Circle, Kammanahali, Bengaluru 560 084	U92132KA1998PTC024132	Subsidiary	96.27%	2(87)(ii)
11	ITV Interactive Media Pvt. Ltd Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U45200MH1991PTC064230	Subsidiary	100.00%	2(87)(ii)
12	Chennai Cable Vision Network Pvt. Ltd. 1, Ramaswamy Naicken Street, T. T. K. Road, Avertpet, Chennai - 600018	U64204TN1999PTC042488	Subsidiary	75.99%	2(87)(ii)
13	Hathway Universal Cabletel & Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U70100MH1991PTC064234	Subsidiary	100.00%	2(87)(ii)
14	Win Cable & Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U64200MH1999PTC120865	Subsidiary	100.00%	2(87)(ii)

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ subsidiary/ associate	% of Shareholding	Applicable section
15	Hathway Space Vision Cabletel Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U64200MH1998PTC128169	Subsidiary	100.00%	2(87)(ii)
16	Hathway Software Developers Pvt.Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U72200MH1994PTC078279	Subsidiary	71.85%	2(87)(ii)
17	Hathway Nashik Cable Network Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U64200MH1999PTC122539	Subsidiary	90.06%	2(87)(ii)
18	Hathway Cnet Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U99999MH1999PTC123302	Subsidiary	100.00%	2(87)(ii)
19	Hathway United Cables Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U31300MH2000PTC129833	Subsidiary	100.00%	2(87)(ii)
20	Hathway Internet Satellite Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U64200MH1999PTC123303	Subsidiary	100.00%	2(87)(ii)
21	Hathway Krishna Cable Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U92132MH2001PTC130548	Subsidiary	97.74%	2(87)(ii)
22	Hathway Mysore Cable Network Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U31300MH2000PTC129831	Subsidiary	75.70%	2(87)(ii)
23	Hathway Prime Cable & Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U31300MH2000PTC129830	Subsidiary	51.00%	2(87)(ii)
24	Hathway Gwalior Cable & Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U64204MH2007PTC170939	Subsidiary	100.00%	2(87)(ii)
25	Hathway Digital Saharanpur Cable and Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U72200MH2008PTC177805	Subsidiary	51.00%	2(87)(ii)
26	Hathway Enjoy Cable Network Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U32305MH2007PTC171401	Subsidiary	100.00%	2(87)(ii)

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ subsidiary/ associate	% of Shareholding	Applicable section
27	Hathway JMD Farukhabad Cable & Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U64204MH2007PTC171161	Subsidiary	100.00%	2(87)(ii)
28	Hathway Kokan Crystal Cable Network Pvt. Ltd. Shraddha Saburi, Ground Floor, P M Road, Behind Meghdoot Building, Vile Parle East, Mumbai – 400057	U64203MH2008PTC182256	Subsidiary	90.00%	2(87)(ii)
29	Hathway Latur MCN Cable & Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U92100MH2008PTC177328	Subsidiary	51.00%	2(87)(ii)
30	Hathway MCN Pvt. Ltd. 310/311, Akshaydeep Plazatown Centre, CIDCO Jalna Road, Aurangabad, Maharashtra – 431005	U92130MH2005PTC152694	Subsidiary	51.00%	2(87)(ii)
31	Hathway Sonali OM Crystal Cable Pvt Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U72900MH2000PTC129836	Subsidiary	51.00%	2(87)(ii)
32	Hathway ICE Television Pvt Ltd D-59/149, Shivpurva, Sigra, Varanasi – 221010	U64203UP2007PTC032933	Subsidiary	51.00%	2(87)(ii)
33	Hathway Datacom Central Pvt. Ltd. (f.k.a. Hathway Bhaskar Multinet Pvt. Ltd.) Jyoti Cinplex, 2nd Floor, M.P. Nagar, Zone-1, Bhopal, Madhya Pradesh-462011	U92130MP2007PTC019845	Subsidiary	100.00%	2(87)(ii)
34	Hathway Rajesh Multichannel Pvt. Ltd. 41/2, Parvati Sadan, Tilak Road, Ghatkopar (East), Mumbai – 400077	U92132MH2000PTC125882	Subsidiary	51.00%	2(87)(ii)
35	Net 9 Online Hathway Pvt Ltd 2 Prithvi Emperor, New Prabhadevi Road, Prabhadevi Mumbai 400025	U64202MH2004PTC149657	Subsidiary	50.00%	2(87)(ii)
36	Hathway New Concept Cable & Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U72900MH2000PTC129837	Subsidiary	51.00%	2(87)(ii)
37	Hathway Sai Star Cable & Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U72900MH2008PTC184787	Subsidiary	51.00%	2(87)(ii)
38	Hathway Cable MCN Nanded Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U92130MH2008PTC179952	Subsidiary	45.05%	2(87)(ii)
39	Hathway Palampur Cable Network Pvt. Ltd. 1, Lohana, Palampur, Himachal Pradesh	U92190HP2008PTC030849	Subsidiary	51.00%	2(87)(ii)

CORPORATE OVERVIEW

PROFILE OF BOARD OF DIRECTORS

5-YEAR HIGHLIGHTS

NOTICE OF THE ANNUAL GENERAL MEETING

DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS

REPORT ON CORPORATE GOVERNANCE

STANDALONE FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ subsidiary/ associate	% of Shareholding	Applicable section
40	Hathway Mantra Cable & Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U64204MH2007PTC173624	Subsidiary	98.00%	2(87)(ii)
41	Hathway Dattatray Cable Network Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U74900MH2009PTC192366	Subsidiary	51.00%	2(87)(ii)
42	Hathway Bhaskar CBN Multinet Pvt. Ltd. (f.k.a. Chattisgarh Broadband Network Pvt. Ltd.) Plot No 5, Block 1, Akashganga Complex, Supela, Bhillai, Chattisgarh	U72900CT2006PTC018352	Subsidiary	51.00%	2(87)(ii)
43	Hathway Bhaskar CCN Multinet Pvt. Ltd. (f.k.a. Hathway Bhaskar Pagaria Multinet Pvt. Ltd.) Pagariya Complex, Mini Mata Parisar, Near Pandri Bus Station, Pandri, Raipur, Chhattisgarh 492003	U64200CT2007PTC020440	Subsidiary	51.00%	2(87)(ii)
44	Hathway Bhaskar CCN Entertainment (India) Pvt. Ltd. (f.k.a. CCN Entertainment (India) Pvt. Ltd.) Ware House Road, Bilaspur, (C.G.) 495001	U74999CT2008PTC020658	Subsidiary	51.00%	2(87)(ii)
45	Hathway Bhaskar CCN Multi Entertainment Pvt. Ltd. BTV, Dainik Bhaskar Building, 2nd Floor, 4/54, Press Complex, A.B. road, Indore - 452 003	U92130MP2011PTC026839	Subsidiary	70.00%	2(87)(ii)
46	Hathway Bhawani Cabletel & Datacom Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	L65910MH1984PLC034514	Subsidiary	51.60%	2(87)(ii)
47	Hathway Bhawani NDS Network Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U74990MH2010PTC208960	Subsidiary	26.01%	2(87)(ii)
48	Hathway SS Cable & Datacom LLP Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	AAB-0552	Subsidiary	51.00%	2(87)(ii)
49	Hathway Broadband Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U74999MH2014PTC257407	Subsidiary	100.00%	2(87)(ii)
50	Hathway Sukhamrit Cable & Datacom Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U92130MH2004PTC144245	Associate Company	49.00%	2(6)
51	Hathway VCN Cablenet Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (w), Mumbai 400054	U92190MH1999PTC117912	Associate Company	25.03%	2(6)

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ subsidiary/ associate	% of Shareholding	Applicable section
52	Pan Cable Services Pvt. Ltd. 104, Mansi Complex, Premchand Nagar, Satellite Road, Ahmedabad - 380015	U31300GJ1995PTC025831	Associate Company	33.33%	2(6)
53	GTPL Hathway Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2006PTC048908	Subsidiary	50.00%	2(87)(i)
54	GTPL Anjali Cable Network Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2008PTC054633	Subsidiary	25.50%	2(87)(ii)
55	GTPL Solanki Cable Network Pvt. Ltd. C/O AMRUTBHAI PATEL OPP BANK OF INDIA PIPLD GAM SURAT-395001	U92199GJ2004PTC044487	Subsidiary	25.50%	2(87)(ii)
56	GTPL Zigma Vision Pvt. Ltd. B-1 PARADISE APPTS ATHWA GATE SURAT -395001	U32209GJ1991PTC016738	Subsidiary	45.10%	2(87)(ii)
57	GTPL SK Network Pvt. Ltd. Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (West), Mumbai 400054	U72900GJ2008PTC081391	Subsidiary	25.50%	2(87)(ii)
58	GTPL Video Badshah Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2008PTC054616	Subsidiary	25.50%	2(87)(ii)
59	GTPL Kutch Network Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2008PTC054111	Subsidiary	49.21%	2(87)(ii)
60	GTPL City Channel Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2008PTC054647	Subsidiary	25.50%	2(87)(ii)
61	GTPL SMC Network Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2008PTC054650	Subsidiary	25.50%	2(87)(ii)
62	GTPL Surat Telelink Pvt. Ltd. 6/288,289 SAILILA BUILDING,MANCHAPURA VIDHNESHWAR MAHADEVI SHERI, B/H AMISHA HOTEL SURAT-395003	U64204GJ2008PTC052871	Subsidiary	25.50%	2(87)(ii)
63	GTPL Vidarbha Telelink Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U72900GJ2008PTC053711	Subsidiary	25.61%	2(87)(ii)
64	GTPL Space City Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2008PTC054649	Subsidiary	25.50%	2(87)(ii)

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ subsidiary/ associate	% of Shareholding	Applicable section
65	GTPL Vision Services Pvt. Ltd. 402, CITY PRIDE OPP . NALANDA HOTEL, NR. MITHAKHALI SIX ROADS, AHMEDABAD 380006	U64204GJ2008PTC053271	Subsidiary	31.75%	2(87)(ii)
66	GTPL Jai Mataji Network Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U74900GJ2008PTC054376	Subsidiary	25.00%	2(87)(ii)
67	GTPL Narmada Cyberzone Pvt. Ltd. NANDVAN COMPLEX 3RD FLOOROPP SHANTI BAUG SEVASHRAM ROAD, BHARUCH, Gujarat 392001	U32309GJ1999PTC035618	Subsidiary	30.00%	2(87)(ii)
68	GTPL Shivshakti Network Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U72900GJ2008PTC054373	Subsidiary	25.50%	2(87)(ii)
69	GTPL Link Network Pvt. Ltd. JAY MAHARAJ COMPLEX, DUMRAL BAZAR, NADIAD, 387001	U72900GJ2008PTC054621	Subsidiary	25.50%	2(87)(ii)
70	GTPL VVC Network Pvt. Ltd. PATEL ELECTRONICS, OP.CHANDAN BOOK STOR, MOTA BAZAR, VALLABH VIDYANAGAR, 388120	U64204GJ2009PTC056619	Subsidiary	25.50%	2(87)(ii)
71	GTPL Blue Bell Network Pvt. Ltd. 36, CITY CENTER, 3RD FLOOR, C.G. ROAD, NAVRANGPURA, AHMEDABAD -380009	U64204GJ2010PTC059691	Subsidiary	46.00%	2(87)(ii)
72	GTPL Parshwa Cable Network Pvt. Ltd. 11, SHRIRAJ 5, SHRAMJIVI SOC., DHEBAR ROAD SOUTH, RAJKOT 360002	U64202GJ2006PTC048132	Subsidiary	28.66%	2(87)(ii)
73	GTPL Insight Channel Network Pvt. Ltd. 3rd FLOOR NARMADA COMPLEX PANCH BHATTI BHARUCH 392001	U64204GJ2002PTC041335	Subsidiary	37.23%	2(87)(ii)
74	GTPL Kolkata Cable & Broadband Pariseva Limited 86, GOLAGHATA ROAD, GANGA APPARTMENT, 3RD FLOOR FLAT -A, KOLKATA 700048	U64204WB2006PLC109517	Subsidiary	25.50%	2(87)(ii)
75	GTPL Dahod Television Network Pvt. Ltd. 36, CITY CENTER, 3RD FLOOR, C.G. ROAD, NAVRANGPURA, AHMEDABAD -380009	U64204GJ2010PTC059770	Subsidiary	25.50%	2(87)(ii)
76	GTPL Jay Santoshima Network Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2008PTC054615	Subsidiary	25.50%	2(87)(ii)
77	GTPL Sorath Telelink Pvt. Ltd. C/O GIRIRAJ DISTRIBUTORS, 906/907 GURUKRUPA TOWER, NR. LIMDACHOWK, MOTI TANKI CHOWK, RAJKOT, GUJARAT-360001	U64204GJ2008PTC053204	Subsidiary	25.50%	2(87)(ii)

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ subsidiary/ associate	% of Shareholding	Applicable section
78	Gujarat Telelink East Africa Ltd Plot No. LR 209/976, 2nd Floor, Gillfillan House, Kenyatta Avenue, PO BOX 22840, -000400 Nairobi	CR12 C114819	Subsidiary	25.50%	2(87)(ii)
79	GTPL Shiv Network Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U72900GJ2008PTC054620	Subsidiary	25.50%	2(87)(ii)
80	GTPL DCPL Pvt. Ltd. 1st Floor, Shanti Niketan, House No. 1090, Holding No. 552/349, Circle No. 6, Fraser Road, Patna, Bihar 800001	U64202BR2013PTC020873	Subsidiary	25.50%	2(87)(ii)
81	GTPL BANSIDHAR TELELINK Pvt. Ltd. 36, CITY CENTRE, 3RD FLOOR, C. G. ROAD, NAVRANGPURA, AHMEDABAD, GUJARAT 380009	U64204GJ2010PTC059948	Subsidiary	25.50%	2(87)(ii)
82	GTPL Sharda Cable Network Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2011PTC067697	Subsidiary	25.50%	2(87)(ii)
83	GTPL Ahmedabad Cable Network Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2010PTC059946	Subsidiary	25.50%	2(87)(ii)
84	DL GTPL Cabnet Pvt. Ltd. 417 to 419, Intercity Complex, Near P.K.S. Petrol Pump, Puna Kumharia Road, Surat, Gujarat 395010	U64204GJ2009PTC056920	Associate Company	13.00%	2(87)(ii)
85	GTPL V & S Cable Pvt. Ltd. C/O - UNIVERSAL COMMUNICATIONS, SASANPARA ROAD, EAST CHOWKIDINGHEE, DIBRUGARH, ASSAM-786001	U64204AS2006PTC008237	Subsidiary	25.50%	2(87)(ii)
86	GTPL Video Vision Pvt. Ltd. 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad – 380004	U64204GJ2008PTC054651	Subsidiary	25.50%	2(87)(ii)
87	VAJI COMMUNICATION PVT LTD DOOR NO.2-30-26, SECOND FLOOR, MAIN ROAD, SECTOR-7, MVP COLONY, VISAKHAPATNAM - 530017, Andhra Pradesh	U74900AP2013PTC088313	Subsidiary	25.50%	2(87)(ii)
88	GTPL KCBPL Broadband Pvt. Ltd. 86, GOLAGHATA ROAD, GANGA APARTMENT, BLOCK- A, 3RD FLOOR, FLAT NO. 3C, KOLKATA, West Bengal 700048	U64204WB2014PTC204136	Subsidiary	26.42%	2(87)(ii)

CORPORATE OVERVIEW

PROFILE OF BOARD OF DIRECTORS

5-YEAR HIGHLIGHTS

NOTICE OF THE ANNUAL GENERAL MEETING

DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS

REPORT ON CORPORATE GOVERNANCE

STANDALONE FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS

I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year*				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	48,193,200	0	48,193,200	31.7063	240,966,000	0	240,966,000	29.0148	-2.6915
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	24,019,003	0	24,019,003	15.8021	120,095,015	0	120,095,015	14.4607	-1.3414
e) Banks / FI									
f) Any other									
Sub-total(A)(1):	72,212,203	0	72,212,203	47.5084	361,061,015	0	361,061,015	43.4754	-4.0330
(2) Foreign									
a) NRIs - Individuals									
b) Other – Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any other									
Sub-total (A)(2):	-	-	-	-	-	-	-	0	
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	72,212,203	0	72,212,203	47.5084	361,061,015	0	361,061,015	43.4754	-4.0330
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	12,034,857	0	12,034,857	7.9177	53,144,034	0	53,144,034	6.3991	-1.5186
b) Banks / FI	872,910	0	872,910	0.5743	2,457,439	0	2,457,439	0.2959	-0.2784
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs	48,144,492	0	48,144,492	31.6742	127,596,829	0	127,596,829	15.364	-16.3103
h) Foreign Venture Capital Funds									
i) <u>Others</u>									
i) Directors/relatives	2,229,376	0	2,229,376	1.4667	-	0	-	0	-1.4667
ii) Foreign Portfolio Investor (Corporate)*	-	0	-	0	203,485,904	0	203,485,904	24.5018	24.5018
Sub-total (B)(1):	63,281,635	0	63,281,635	41.6330	386,684,206	0	386,684,206	46.5607	4.9278
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	2,596,854	0	2,596,854	1.7085	8,080,328	0	8,080,328	0.973	-0.7355
ii) Overseas	10,731,281	0	10,731,281	7.0601	53,656,405	0	53,656,405	6.4608	-0.5993

* Foreign Portfolio Investor (Corporate) as on 31.03.2014 were included in FIs and shown separately as on 31.03.2015

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year*				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
b) Individuals										
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1,139,186	53	1,139,133	0.7494	4,497,893	265	4,497,628	0.5416	-0.2079	
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1,956,952	0	1,956,952	1.2875	1,431,766	0	1,431,766	0.1724	-1.1151	
c) Others										
(specify) (NRI)	57,104	0	57,104	0.0376	14,948,623	0	14,948,623	1.8	1.7624	
Clearing Member	23,685	0	23,685	0.0156	134,264	0	134,264	0.0162	0.0006	
Sub-total(B)(2):	16,505,062	53	16,505,009	10.8586	82,749,279	265	82,749,014	9.9639	-0.8948	
Total Public Shareholding (B)=(B)(1)+(B)(2)	79,786,697	53	79,786,644	52.4916	469,433,485	265	469,433,220	56.5246	4.0330	
C. Shares held by										
Custodian for										
GDRs & ADRs										
Grand Total (A+B+C)	151,998,847	53	151,998,900	100.0000	830,494,235	265	830,494,500	100.0000		

- After split of face value of ₹ 10 per equity share in to ₹ 2 per equity share

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year*			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Akshay Rajan Raheja	24,282,600	15.98	0	12,14,13,000	14.62	0	1.36
2	Viren Rajan Raheja	23,910,600	15.73	0	11,95,53,000	14.40	0	1.33
3	Hathway Investments Pvt. Ltd.**	16,369,003	10.77	0	8,18,45,015	9.85	0	0.91
4	Spur Cable and Datacom Pvt. Ltd.**	7,650,000	5.03	0	3,82,50,000	4.60	0	0.43
	Total	72,212,203	47.51	0	36,10,61,015	43.47	0	4.03

- After split of face value of ₹ 10 per equity share in to ₹ 2 per equity share

** Promoter Group Company

iii. CHANGE IN PROMOTERS' SHAREHOLDING:

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14) / end of the year (31-03-15)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Akshay Rajan Raheja	2,42,82,600	15.98	1/4/2014				
				9/1/2015	9,71,30,400	Split	12,14,13,000	14.62
		12,14,13,000	14.62	31/03/2015			12,14,13,000	14.62
2	Viren Rajan Raheja	23,910,600	15.73	1/4/2014				
				9/1/2015	9,56,42,400	Split	11,95,53,000	14.40
		11,95,53,000	14.40	31/03/2015			11,95,53,000	14.40
3	Hathway Investments Pvt. Ltd.*	16,369,003	10.77	1/4/2014				
				9/1/2015	6,54,76,012	Split	8,18,45,015	9.85
		8,18,45,015	9.85	31/03/2015			8,18,45,015	9.85
4	Spur Cable and Datacom Pvt. Ltd.*	76,50,000	5.03	1/4/2014				
				9/1/2015	3,06,00,000	Split	3,82,50,000	4.60
		3,82,50,000	4.60	31/03/2015			3,82,50,000	4.60

Note: Split indicates subdivision of 1 equity shares of ₹ 10 each into 5 equity shares of ₹ 2 each.

* Promoter Group Company

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14)/end of the year (31-03-15)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Providence Equity Advisors Mauritius Limited A/C P6 Mauritius India Holding Limited	1,41,43,552	9.31	1/4/2014				
				9/1/2015	5,65,74,208	Split	7,07,17,760	8.52
		7,07,17,760	8.52	31/3/2015			7,07,17,760	8.52
2	Macquarie Bank Limited	1,05,56,644	6.95	1/4/2014				
				10/10/2014	40,83,463	Acquisition	1,46,40,107	8.81
				17/10/2014	44,042	Acquisition	1,46,84,149	8.84
				31/10/2014	8,009	Acquisition	1,46,92,158	8.84
				7/11/2014	1,515	Acquisition	1,46,93,673	8.85
				28/11/2014	63,702	Acquisition	1,47,57,375	8.88
				5/12/2014	1,13,884	Acquisition	1,48,71,259	8.95
				19/12/2014	2,57,270	Acquisition	1,51,28,529	9.11
				9/1/2015	6,05,14,116	Split	7,56,42,645	9.11
				9/1/2015	9,69,673	Acquisition	7,66,12,318	9.22
				16/1/2015	3,19,815	Acquisition	7,69,32,133	9.26
				23/1/2015	13,00,000	Acquisition	7,82,32,133	9.42
		7,82,32,133	9.42	31/3/2015			7,82,32,133	9.42

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14)/end of the year (31-03-15)	% of total shares of the Company				No. of Shares	% of total shares of the Company
3	Reliance capital trustee co. Ltd A/c Reliance Equity Opportunities Fund	70,02,270	4.61	1/4/2014				
				4/4/2014	-1,51,953	Sale	68,60,317	4.51
				18/4/2014	35,100	Acquisition	68,95,417	4.54
				25/4/2014	73,342	Acquisition	69,68,759	4.58
				2/5/2014	1,51,362	Acquisition	71,20,121	4.68
				9/5/2014	1,65,824	Acquisition	72,85,945	4.79
				16/5/2014	93,485	Acquisition	73,79,430	4.85
				23/5/2014	1,41,315	Acquisition	75,20,745	4.95
				30/5/2014	-43,550	Sale	74,77,195	4.92
				6/6/2014	-57,617	Sale	74,19,578	4.88
				13/6/2014	-71,191	Sale	73,48,387	4.83
				30/6/2014	36,100	Acquisition	73,84,487	4.86
				18/7/2014	60,960	Acquisition	74,45,447	4.9
				1/8/2014	7,000	Acquisition	74,52,447	4.9
				8/8/2014	1,89,063	Acquisition	76,41,510	5.03
				15/8/2014	40,143	Acquisition	76,81,653	5.05
				22/8/2014	5,87,400	Acquisition	82,69,053	5.44
				29/8/2014	2,33,692	Acquisition	85,02,745	5.59
				5/9/2014	4,89,300	Acquisition	89,92,045	5.92
				12/9/2014	1,36,600	Acquisition	91,28,645	5.66
				19/9/2014	5,600	Acquisition	91,34,245	5.66
				30/09/2014	1,28,050	Acquisition	92,62,295	5.74
				3/10/2014	3,800	Acquisition	92,66,095	5.74
		10/10/2014	6,900	Acquisition	92,72,995	5.58		
		21/11/2014	15,000	Acquisition	92,87,995	5.59		
		19/12/2014	-4,02,400	Sale	88,85,595	5.35		
		31/12/2014	-2,03,426	Sale	86,82,169	5.23		
		2/1/2015	-25,545	Sale	86,56,624	5.21		
		9/1/2015	3,46,26,496	Split	4,32,83,120	5.21		
		9/1/2015	-9,21,055	Sale	4,23,62,065	5.1		
		16/1/2015	-5,00,000	Sale	4,18,62,065	5.04		
		13/2/2015	-28,884	Sale	4,09,70,931	4.93		
		20/2/2015	-1,80,206	Sale	4,07,90,725	4.91		
		27/2/2015	2,00,000	Acquisition	4,09,90,725	4.93		
		6/3/2015	8,76,000	Acquisition	4,18,66,725	5.04		
		13/3/2015	1,78,800	Acquisition	4,20,45,525	5.06		
		27/3/2015	2,00,000	Acquisition	4,22,45,525	5.08		
		4,22,45,525	5.08	31/3/2015		4,22,45,525	5.08	
4	Infrastructure India Holdings Fund LLC	55,68,609	3.66	1/4/2014				
				9/1/2015	2,22,74,436	Split	2,78,43,045	3.35
		2,78,43,045	3.35	31/3/2015			2,78,43,045	3.35
5	P6 Aisa Holding Investments Iv (Mauritius) Limited	38,70,000	2.55	1/4/2014				
				9/1/2015	1,54,80,000	Split	1,93,50,000	2.39
		1,93,50,000	2.39	31/3/2015			1,93,50,000	2.39

CORPORATE OVERVIEW

PROFILE OF BOARD OF DIRECTORS

5-YEAR HIGHLIGHTS

NOTICE OF THE ANNUAL GENERAL MEETING

DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS

REPORT ON CORPORATE GOVERNANCE

STANDALONE FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14)/end of the year (31-03-15)	% of total shares of the Company				No. of Shares	% of total shares of the Company
6	UTI-Opportunities Fund	24,90,557	1.64	1/4/2014				
				13/6/2014	-1,17,312	Sale	23,73,245	1.56
				20/6/2014	-17	Sale	23,73,228	1.56
				30/6/2014	-12,671	Sale	23,60,557	1.55
				4/7/2014	-32,100	Sale	23,28,457	1.53
				18/7/2014	-3,01,320	Sale	20,27,137	1.33
				12/9/2014	-472	Sale	20,26,665	1.26
				21/11/2014	-629	Sale	20,26,036	1.22
				19/12/2014	-1,399	Sale	20,24,637	1.22
				31/12/2014	-9,730	Sale	20,14,907	1.21
				2/1/2015	-522	Sale	20,14,385	1.21
				9/1/2015	80,57,540	Split	1,00,71,925	1.21
				16/1/2015	-8,057	Sale	1,00,63,868	1.21
				20/3/2015	2,50,000	Acquisition	1,03,13,868	1.27
				27/3/2015	3,03,785	Acquisition	1,06,17,653	1.28
		1,06,17,653	1.28	31/3/2015		1,06,17,653	1.28	
7	Route One Investment Company, L.P. A/C Route One Fund I, L.P.	32,33,330	2.13	1/4/2014				
				4/4/2014	5,457	Acquisition	32,38,787	2.13
				25/4/2014	1,53,653	Acquisition	33,92,440	2.23
				9/5/2014	10,550	Acquisition	34,02,990	2.24
				4/7/2014	18,018	Acquisition	34,21,008	2.25
				8/8/2014	9,251	Acquisition	34,30,259	2.26
				5/9/2014	-9,155	Sale	34,21,104	2.25
				10/10/2014	-20,91,192	Sale	13,29,912	0.8
				7/11/2014	-17,029	Sale	13,12,883	0.79
				21/11/2014	-12,348	Sale	13,00,535	0.78
				28/11/2014	-7,077	Sale	12,93,458	0.78
				5/12/2014	-1,59,836	Sale	11,33,622	0.68
				19/12/2014	11,33,622	Sale	0	0
8	Morgan Stanley Asia (Singapore) PTE.	24,30,760	1.6	1/4/2014				
				4/4/2014	6,62,720	Acquisition	30,93,480	2.04
				14/11/2014	-3,612	Sale	30,89,868	1.86
				28/11/2014	7,224	Acquisition	30,97,092	1.86
				5/12/2014	-2,596	Sale	30,94,496	1.86
				19/12/2014	-135	Sale	30,94,361	1.86
				9/1/2015	1,23,77,444	Split	1,54,71,805	1.86
				6/3/2015	1,00,000	Acquisition	1,55,71,805	1.87
				25/3/2015	25,000	Acquisition	1,55,96,805`	1.88
		1,55,96,805`	1.88	31/3/2015		1,55,96,805`	1.88	

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14)/end of the year (31-03-15)	% of total shares of the Company				No. of Shares	% of total shares of the Company
9	Route One Investment Company, L.P. A/c Route One Offshore Master Fund L.P.	29,08,816	1.91	1/4/2014				
				4/4/2014	-5,599	Sale	29,03,217	1.91
				25/4/2014	1,37,727	Acquisition	30,40,944	2.00
				9/5/2014	-10,163	Sale	30,30,781	1.99
				4/7/2014	-17,382	Sale	30,13,399	1.98
				8/8/2014	-8,766	Sale	30,04,633	1.98
				5/9/2014	6,889	Acquisition	30,11,522	1.98
				10/10/2014	-18,66,812	Sale	11,44,710	0.69
				7/11/2014	17,912	Acquisition	11,62,622	0.70
				21/11/2014	-10,934	Sale	11,51,688	0.69
				28/11/2014	-6,268	Sale	11,45,420	0.69
				5/12/2014	-69,813	Sale	10,75,607	0.65
		19/12/2014	-10,75,607	Sale	0	0		
10	Government Pension Fund Global	19,53,973	1.28	1/4/2014				
				4/4/2014	-59,050	Sale	18,94,923	1.25
				11/4/2014	-46,212	Sale	18,48,711	1.22
				18/4/2014	-34,085	Sale	18,14,626	1.19
				25/4/2014	-46,864	Sale	17,67,762	1.16
				2/5/2014	-94,030	Sale	16,73,732	1.10
				9/5/2014	-1,46,871	Sale	15,26,861	1.00
				16/5/2014	-29,117	Sale	14,97,744	0.99
				30/5/2014	-12,884	Sale	14,84,860	0.98
				6/6/2014	-64,641	Sale	14,20,219	0.93
				13/6/2014	-44,634	Sale	13,75,585	0.90
				20/6/2014	-48,514	Sale	13,27,071	0.87
				30/6/2014	-48,019	Sale	12,79,052	0.84
				4/7/2014	-31,546	Sale	12,47,506	0.82
				11/7/2014	-13,665	Sale	12,33,841	0.81
				18/7/2014	-13,633	Sale	12,20,208	0.80
				25/7/2014	-23,786	Sale	11,96,422	0.79
				1/8/2014	-19,600	Sale	11,76,822	0.77
				8/8/2014	-48,061	Sale	11,28,761	0.74
				15/8/2014	-26,722	Sale	11,02,039	0.73
		22/8/2014	-21,617	Sale	10,80,422	0.71		
		9/1/2015	43,21,688	Split	54,02,110	0.65		
		54,02,110	0.65	31/3/2015		54,02,110	0.65	
11	Smallcap World Fund, Inc.	0	0	1/4/2014				
				10/10/2014	70,50,000	Acquisition	70,50,000	4.24
				9/1/2015	2,82,00,000	Split	3,52,50,000	4.24
		3,52,50,000	4.24	31/3/2015			3,52,50,000	4.24

CORPORATE OVERVIEW
 PROFILE OF BOARD OF DIRECTORS
 5-YEAR HIGHLIGHTS
 NOTICE OF THE ANNUAL GENERAL MEETING
 DIRECTORS' REPORT
 MANAGEMENT DISCUSSION & ANALYSIS
 REPORT ON CORPORATE GOVERNANCE
 STANDALONE FINANCIAL STATEMENTS
 CONSOLIDATED FINANCIAL STATEMENTS

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14)/end of the year (31-03-15)	% of total shares of the Company				No. of Shares	% of total shares of the Company
12	CLSA Global Markets Pte. Ltd.	0	0	1/4/2014				
				24/10/2014	18,55,574	Acquisition	18,55,574	1.12
				31/10/2014	102,807	Acquisition	19,58,381	1.18
				14/11/2014	47,00,000	Acquisition	66,69,881	4.02
				9/1/2015	2,66,79,524	Split	3,33,49,405	4.02
		3,33,49,405	4.02	31/3/2015			3,33,49,405	4.02
13	Goldman Sachs (Singapore) PTE	10,65,700	0.7	1/4/2014				
				2/5/2014	-16,306	Sale	10,49,394	0.69
				9/5/2014	-2,17,065	Sale	8,32,329	0.55
				16/5/2014	-1,05,640	Sale	7,26,689	0.48
				18/7/2014	-5,00,000	Sale	2,26,689	0.15
				25/7/2014	-2,14,936	Sale	11,753	0.01
				1/8/2014	-2,236	Sale	9,517	0.01
				8/8/2014	-5,981	Sale	3,536	0
				15/8/2014	-3,536	Sale	0	0
				19/12/2014	2,20,000	Acquisition	2,20,000	0.13
				31/12/2014	82,858	Acquisition	3,02,858	0.18
				2/1/2015	40	Acquisition	3,02,898	0.18
				9/1/2015	12,11,592	Split	15,14,490	0.18
				23/1/2015	89,81,819	Acquisition	1,04,96,309	1.26
				30/1/2015	4,46,057	Acquisition	1,09,42,366	1.32
				6/2/2015	5,23,586	Acquisition	1,14,65,952	1.38
				13/2/2015	69,788	Acquisition	1,15,35,740	1.39
				20/2/2015	3,57,842	Acquisition	1,18,93,582	1.43
				27/2/2015	3,45,735	Acquisition	1,22,39,317	1.47
		6/3/2015	4,35,879	Acquisition	1,26,75,196	1.52		
		13/3/2015	22,392	Acquisition	1,26,97,588	1.53		
		27/3/2015	44,50,521	Acquisition	1,71,48,109	2.06		
		1,71,48,109	2.06	31/3/2015			1,71,48,109	2.06
14	American Funds Insurance Series Global Small Capitalization Fund	0	0	1/4/2014				
				10/10/2014	23,50,000	Acquisition	23,50,000	1.41
				9/1/2015	94,00,000	Split	1,17,50,000	1.41
				1,17,50,000	1.41	31/3/2015		

Note: (1) The aforesaid details includes top 10 shareholders as on 31.03.2014, changes therein and as on 31.03.2015.

(2) Split indicates subdivision of 1 equity shares of ₹ 10 each into 5 equity shares of ₹ 2 each.

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No	Name	Shareholding		Date	Increase/Decrease	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14) / end of the year (31-03-15)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Mr. Rajan Raheja Non-Executive Director	0	0	1/4/2014	0	No change during the year		
		0	0	31/3/2015			0	0
2	Mr. Akshay Raheja Non-Executive Director	2,42,82,600	15.97	1/4/2014		Split		
				9/1/2015	9,71,30,400		12,14,13,000	14.62
3	Mr. Viren Raheja Non-Executive Director	12,14,13,000	14.62	31/3/2015			12,14,13,000	14.62
		2,39,10,600	15.7308	1/4/2014		Split		
4	Mr. Jagdishkumar G. Pillai Managing Director & CEO			9/1/2015	9,56,42,400			11,95,53,000
		11,95,53,000	14.3954	31/3/2015			11,95,53,000	14.39
5	Mr. Sridhar Gorthi Chairman & Non-Executive Independent Director	0	0	1/4/2014	0	No change during the year		
		0	0	31/3/2015			0	0
6	Mr. Vinayak Aggarwal Non-Executive Director	0	0	1/4/2014	0	No change during the year		
		0	0	31/3/2015			0	0
7	Mr. Sasha Mirchandani Non-Executive Independent Director	0	0	1/4/2014	0	No change during the year		
		0	0	31/3/2015			0	0
8	Mr. Biswajit Subramaniam Non-Executive Director	0	0	1/4/2014	0	No change during the year		
		0	0	31/3/2015			0	0
9	Mr. Brahma Vasudevan Non-Executive Independent Director	0	0	1/4/2014	0	No change during the year		
		0	0	31/3/2015			0	0
10	Mr. Devendra Shrotri Non-Executive Independent Director	0	0	1/4/2014	0	No change during the year		
		0	0	31/3/2015			0	0
11	Ms. Ameeta Parpia Non-Executive Independent Director	5,463	0	1/4/2014		Split		
				9/1/2015	21,852		27,315	0
		27,315	0	31/3/2015			27,315	0

Note: Split indicates subdivision of 1 equity shares of ₹ 10 each into 5 equity shares of ₹ 2 each.

II INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	11,287,236,652	-	-	11,287,236,652
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	56,254,199	-	-	56,254,199
Total (i+ii+iii)	11,343,490,852	-	-	11,343,490,852
Change in Indebtedness during the financial year				
• Addition	4,670,270,373	24,000,000	-	4,694,270,373
• Reduction	(5,117,448,917)	-	-	(5,117,448,917)
Net Change	(447,178,544)	24,000,000	-	(423,178,544)
Indebtedness at the end of the financial year				
i) Principal Amount	10,840,058,108	24,000,000	-	10,864,058,108
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	63,935,156	784,701	-	64,719,857
Total (i+ii+iii)	10,903,993,265	24,784,701	-	10,928,777,966

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		Mr. Jagdishkumar G. Pillai	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,82,78,902	1,82,78,902
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	39,600	39,600
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	10,29,108	10,29,108
	Total	1,93,47,610	1,93,47,610
	Ceiling as per the Act	Not Applicable	

B. REMUNERATION TO OTHER DIRECTORS:

None of the other Directors are receiving remuneration except sitting fees.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/WTD/MANAGER

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,82,78,902	20,86,270	9,803,014	30,168,186
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	39,600	32,400	39,600	111,600
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please	-	-	-	-
	Specify: Exempt from tax (Incl. PF)	10,29,108	613,730	765,202	2,408,040
	Total	1,93,47,610	27,32,400	1,06,07,816	3,26,87,826

IV PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were neither any penalties/punishment levied on the Company nor the compounding of offences was done during the year under review.

For and on behalf of the Board

Jagdishkumar G. Pillai
Managing Director & CEO
DIN 00036481

Vinayak Aggarwal
Director
DIN 00007280

Date: 29/05/2015
Place: Mumbai

Registered Office

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

CIN: L64204MH1959PLC011421
Tel No. 022-26001306 Fax No. 022-26001307
Email: info@hathway.net, website: www.hathway.com

ANNEXURE V

DISCLOSURE PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014

(A) Conservation of energy:

Steps taken or impact on conservation of energy	Not Applicable
Steps taken by the company for utilizing alternate sources of energy	
Capital investment on energy conservation equipments	

(B) Technology absorption:

Efforts made towards technology absorption	Not Applicable
Benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
<ul style="list-style-type: none"> • Details of technology imported • Year of import • Whether the technology has been fully absorbed • If not fully absorbed, areas where absorption has not taken place, and the reasons thereof 	Not Applicable
Expenditure incurred on Research and Development	

(C) Foreign exchange earnings and Outgo:

	1st April, 2014 to 31st March, 2015 [Current F.Y.]	1st April, 2013 to 31st March, 2014 [Previous F.Y.]
	Amount (Rs. In Crores)	Amount (Rs. In Crores)
Actual Foreign Exchange earnings	11.68	52.49
Actual Foreign Exchange outgo	196.60	310.59

For and on behalf of the Board

Jagdishkumar G. Pillai
Managing Director & CEO
DIN 00036481

Vinayak Aggarwal
Director
DIN 00007280

Date: 29/05/2015
Place: Mumbai

Registered Office

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

CIN: L64204MH1959PLC011421
Tel No. 022-26001306 Fax No. 022-26001307
Email: info@hathway.net, website: www.hathway.com