

## SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021

To  
The Members,  
**HATHWAY DIGITAL LIMITED**  
(Formerly known as Hathway Digital Private Limited)  
805/806, 8<sup>th</sup> Floor, Windsor Off. CST Road,  
Kalina Santacruz (East)  
Mumbai – 400 098

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Hathway Digital Limited** (hereinafter called "**the Company**"), wholly owned subsidiary of Hathway Cable and Datacom Limited, company whose equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited. The Company is a Material Subsidiary Company within the meaning of Regulation 16(1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended. The 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, minute 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 audit period covering the financial year ended on 31<sup>st</sup> March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Hathway Digital Limited for the financial year ended on 31<sup>st</sup> March, 2021, according to the provisions of:
  - (a) The Companies Act, 2013 ("the Act") and the rules made there under;
2. Provisions of the following Acts were not applicable to the Company under the Financial Year under report:
  - (a) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (b) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
3. 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:
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; and
  - (i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
4. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws specifically applicable to the Company:
  - (a) Cable Television Networks (Regulation) Act, 1995, Cable Television Network (Regulation) Rules, 1994 and Content Certification Rules, 2008;
  - (b) The Cinematography Act, 1952;
  - (c) Telecom Regulatory Authority of India Act, 1997;
  - (d) Indecent Representation of Women (Prohibition) Act, 1986.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013 for the Board Meetings and General Meetings.

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

**We further report that:**

The Board of Directors of the Company was duly constituted as per the provisions of the Companies Act, 2013 and rules made thereunder. There were no changes in the composition of the Board of Directors that took place during the period under report.

Except in case of meetings convened at a shorter notice, adequate Notice was given to all Directors to schedule the Board meetings and the agenda and detailed notes on agenda was sent atleast seven days in advance. Further, 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.

As per the minutes of the meetings, the decisions of the Board were taken unanimously.

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 following event(s)/action(s) had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to hereinabove:

- 1) The Company approved, by way of Special Resolution and subject to approval of the Central Government, the conversion of the Company from a Private Company to a Public Company in their Extra-ordinary General Meeting held on 18<sup>th</sup> May, 2020 and for the said purpose, further approved alteration of Name Clause of the Memorandum of Association and adoption of new set of Articles of Association of the Company;
- 2) The Company approved and authorised the Board, by way of Special Resolution, to issue, on Rights basis, upto 100,00,00,000 - Zero Coupon Unsecured Optionally Fully Convertible Debentures of the face value of ₹ 10/- each for cash at par, in their Extra-ordinary General Meeting held on 12<sup>th</sup> June, 2020 and thereafter the Board approved through Circular Resolution dated 16<sup>th</sup> June, 2020, allotment of 100,00,00,000 - Zero Coupon Unsecured Optionally Fully Convertible Debentures on Rights basis, of the face value of ₹ 10/- each, for cash at par,

aggregating ₹ 1,000,00,00,000/- to Hathway Cable and Datacom Limited;

- 3) The Company approved, by way of Ordinary Resolution in their Extra-ordinary General Meeting held on 12<sup>th</sup> October, 2020, increase in Authorised Share Capital of ₹ 362,00,00,000/- divided into 36,19,00,000 Equity Shares of ₹ 10/- each and 1,00,000 Preference Shares of ₹ 10/- each to ₹ 2362,00,00,000/- divided into 56,19,00,000 Equity Shares of ₹ 10/- each and 180,01,00,000 Preference Shares of ₹ 10/- each by creation of additional 20,00,00,000 Equity Shares of ₹ 10/- each and 180,00,00,000 Preference Shares of ₹ 10/- each;
- 4) The Company approved, by way of Ordinary Resolution in their Extra-ordinary General Meeting held on 12<sup>th</sup> October, 2020, offer or invitation on Rights basis, to subscribe to, upto 180,00,00,000 - 0.01% Non- Cumulative Optionally Convertible Preference Shares of the face value of ₹ 10/- each for cash at par, and thereafter the Board approved through Circular Resolution dated 29<sup>th</sup> October, 2020 and 12<sup>th</sup> November, 2020 respectively, allotment of 100,00,00,000 - 0.01% Optionally Convertible Preference Shares ("OCPS") of ₹ 10/- each for cash at par aggregating ₹ 1,000,00,00,000/- and 80,00,00,000 - 0.01% Optionally Convertible Preference Shares ('OCPS Series- II') of ₹ 10/- each for cash at par aggregating ₹ 800,00,00,000/-;
- 5) The Board approved redemption of 100,00,00,000 - Unsecured Optionally Fully Convertible Debentures (OFCD's) of ₹ 10/- each for an amount aggregating ₹ 1,000,00,00,000/- for cash at par through Circular resolution dated 29<sup>th</sup> October, 2020;
- 6) The Board in its Meeting held on 9<sup>th</sup> March, 2021, approved acquisition of entire shareholding of Hathway Cable and Datacom Limited, Holding Company, in 22 fellow subsidiary companies for a total consideration of ₹ 45,71,00,000/- and further investment upto an aggregate amount not exceeding ₹ 92,00,00,000/- in the said 22 fellow subsidiary companies, after acquisition of entire shareholding of Hathway Cable and Datacom Limited, Holding Company.

**For RATHI & ASSOCIATES**  
COMPANY SECRETARIES

Sd/-  
**HIMANSHU S. KAMDAR**  
PARTNER  
FCS: 5171  
COP: 3030

Place: Mumbai  
Date: April 19, 2021  
UDIN: F005171C000205789

Note: This report should be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.

## ANNEXURE

To  
The Board of Directors of  
**HATHWAY DIGITAL LIMITED**  
(Formerly known as Hathway Digital Private Limited)  
805/806, 8<sup>th</sup> Floor, Windsor Off CST Road,  
Kalina Santacruz (East)  
Mumbai – 400 098

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For RATHI & ASSOCIATES**  
COMPANY SECRETARIES

Sd/-  
**HIMANSHU S. KAMDAR**  
PARTNER  
FCS: 5171  
COP: 3030

Place: Mumbai  
Date: April 19, 2021  
UDIN: F005171C000205789