

# *Rathi & Associates*

## COMPANY SECRETARIES

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

To,  
The Chairman  
**HATHWAY CABLE AND DATACOM LIMITED**  
Rahejas 4th Floor,  
Corner of Main Avenue and V.P. Road,  
Santacruz (W),  
Mumbai – 400054.

Dear Sir,

Sub: **Scrutinizer's Report on remote e-voting and e-voting conducted at 60<sup>th</sup> Annual General Meeting of Hathway Cable and Datacom Limited held on 25<sup>th</sup> September, 2020**

Hathway Cable and Datacom Limited ("the Company") at their Board meeting held on 23<sup>rd</sup> April, 2020 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to the 60<sup>th</sup> Annual General Meeting ("AGM") and e-voting conducted at the AGM on the resolutions contained in the Notice dated 10<sup>th</sup> August, 2020 of the AGM of the Company held on 25<sup>th</sup> September, 2020, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

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

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

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

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

- b. The audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Report of Auditors thereon;
2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mr. Viren Raheja (DIN: 00037592), who retired by rotation at the 60<sup>th</sup> Annual General Meeting and being eligible, had offered himself for re-appointment, as Non-Executive Director of the Company;
  3. **Resolution No. 3** as an Ordinary Resolution for re-appointment of Ms. Geeta Fulwadaya (DIN: 03341926) who retired by rotation at the 60<sup>th</sup> Annual General Meeting and being eligible, had offered herself for re-appointment, as Non-Executive Director of the Company;
  4. **Resolution No. 4** as a Special Resolution for re-appointment of Ms. Ameeta Parpia (DIN: 02654277) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from February 11, 2020 to hold office up to February 10, 2025;
  5. **Resolution No. 5** as an Ordinary Resolution for ratification of the remuneration to be paid to M/s Ashok Agarwal & Co., Cost Accountants (Firm Registration No. 000510) as the Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year ending March 31, 2021.

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

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

After conclusion of the AGM, the voting through remote e-voting prior to the AGM and e-voting conducted at the AGM were unlocked. In case of members who cast

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

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

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES  
COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR  
PARTNER  
M. NO. FCS 5171  
COP NO. 3030  
UDIN: F005171B000776282**

The summary of the votes cast through remote e-voting and e-voting conducted at the 60<sup>th</sup> AGM for each of the resolutions is given below:

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of;

- a. The audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon;
- b. The audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Report of Auditors thereon;

Sr. No.	Particulars	Resolution No. 1	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM	3	507
b.	Votes cast through remote e-voting prior to AGM	128	1,70,67,90,645
	<b>Total</b>	<b>131</b>	<b>1,70,67,91,152</b>
c.	Less: Invalid voting	1	500
d.	<b>Net Valid voting</b>	<b>130</b>	<b>1,70,67,90,652</b>
	(i) Voting with assent for the Resolution	125	1,70,67,89,829
<b>% of Assent</b>			<b>*100</b>
	(ii) Voting with dissent for the Resolution	5	823
<b>% of Dissent</b>			<b>-</b>

\*Rounded off to nearest number

2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mr. Viren Raheja (DIN: 00037592), who retired by rotation at the 60<sup>th</sup> Annual General Meeting and being eligible, had offered himself for re-appointment, as Non-Executive Director of the Company;

Sr. No.	Particulars		Resolution No. 2	
			No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM		3	507
b.	Votes cast through remote e-voting prior to AGM		129	1,70,89,08,865
	<b>Total</b>		<b>132</b>	<b>1,70,89,09,372</b>
c.	Less: Invalid voting		1	500
d.	<b>Net Valid voting</b>		<b>131</b>	<b>1,70,89,08,872</b>
	(i)	Voting with assent for the Resolution	120	1,70,87,99,923
<b>% of Assent</b>				<b>*100</b>
	(ii)	Voting with dissent for the Resolution	11	1,08,949
<b>% of Dissent</b>				<b>-</b>

\*Rounded off to nearest number

3. **Resolution No. 3** as an Ordinary Resolution for re-appointment of Ms. Geeta Fulwadaya (DIN: 03341926) who retired by rotation at the 60<sup>th</sup> Annual General Meeting and being eligible, had offered herself for re-appointment, as Non-Executive Director of the Company;

Sr. No.	Particulars	Resolution No. 3	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM	3	507
b.	Votes cast through remote e-voting prior to AGM	129	1,70,89,08,865
	<b>Total</b>	<b>132</b>	<b>1,70,89,09,372</b>
c.	Less: Invalid voting	1	500
d.	<b>Net Valid voting</b>	<b>131</b>	<b>1,70,89,08,872</b>
	(i) Voting with assent for the Resolution	121	1,70,88,00,923
<b>% of Assent</b>			<b>*100</b>
	(ii) Voting with dissent for the Resolution	10	1,07,949
<b>% of Dissent</b>			<b>-</b>

\*Rounded off to nearest number

4. **Resolution No. 4** as a Special Resolution for re-appointment of Ms. Ameeta Parpia (DIN: 02654277) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from February 11, 2020 to hold office up to February 10, 2025;

Sr. No.	Particulars	Resolution No. 4	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM	3	507
b.	Votes cast through remote e-voting prior to AGM	128	1,70,67,90,645
	<b>Total</b>	<b>131</b>	<b>1,70,67,91,152</b>
c.	Less: Invalid voting	1	500
d.	<b>Net Valid voting</b>	<b>130</b>	<b>1,70,67,90,652</b>
	(i) Voting with assent for the Resolution	123	1,70,67,89,579
<b>% of Assent</b>			<b>*100</b>
	(ii) Voting with dissent for the Resolution	7	1,073
<b>% of Dissent</b>			<b>-</b>

\*Rounded off to nearest number

5. **Resolution No. 5** as an Ordinary Resolution for ratification of the remuneration to be paid to M/s Ashok Agarwal & Co., Cost Accountants (Firm Registration No. 000510) as the Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year ending March 31, 2021.

Sr. No.	Particulars		Resolution No. 5	
			No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM		3	507
b.	Votes cast through remote e-voting prior to AGM		128	1,70,89,08,861
	<b>Total</b>		<b>131</b>	<b>1,70,89,09,368</b>
c.	Less: Invalid voting		1	500
d.	<b>Net Valid voting</b>		<b>130</b>	<b>1,70,89,08,868</b>
	(i)	Voting with assent for the Resolution	123	1,70,89,07,795
<b>% of Assent</b>				<b>*100</b>
	(ii)	Voting with dissent for the Resolution	7	1,073
<b>% of Dissent</b>				<b>-</b>

\*Rounded off to nearest number