

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To
The Members,
HATHWAY DIGITAL LIMITED
802, 8th Floor, Interface-11,
Link Road, Malad West,
Mumbai – 400 064

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.

We have conducted online verification & examination of records, as facilitated by the Company, for purpose of issuing this report and 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 March 31, 2025, 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, minutes books, forms and returns filed and other records maintained by Hathway Digital Limited, for the financial year ended on March 31, 2025, according to the provisions of;
 - a. The Companies Act, 2013 and the rules made there under to the extent applicable;
 - b. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - c. Provisions of the Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under

were not applicable to the Company during the audit period under report; and

- d. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings were not applicable to the Company during the audit period under report;
2. Provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation, 2011, were applicable to the Company to the extent of compliances related disclosures to be given in the capacity as a person forming part of Promoter Group of a listed entity.
3. Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, were applicable to the Company to the extent of compliances as applicable for Material Subsidiary of the Listed Holding Company.
4. Provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, were applicable to the extent of Code “Hathway Code for Insider Trading” framed by the Holding Company.
5. 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (b) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) 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

- (f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

6. 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) The Cable Television Networks (Regulation) Act, 1995, Cable Television Network (Regulation) Rules, 1994 and Content Certification Rules, 2008;
- (b) The Cinematography Act, 1952;
- (c) The Telecom Regulatory Authority of India Act, 1997;
- (d) The 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 complied with the provisions of the Secretarial Standards and 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. The Changes in the composition of the Board of Directors, during the year under report, were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate Notice was given to all directors of the company as regards the scheduling of the Meetings of the Board and its Committees, except where consent of the directors were received for scheduling meeting at a shorter notice. Agenda and detailed notes on agenda were also sent to all the directors of the Company at least seven days in advance. Further, a system exists for seeking further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

None of the members had any dissenting views, in the matters / agenda proposed from time to time for consideration of the

Board and its Committees thereof, during the year under report, hence were not required to be 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 review, the following specific events/actions having major bearing on the Company's affairs have taken place in pursuance of the above referred laws, rules, regulations and standards:

1. The Company purchased entire 100% equity stake (i.e. 33,60,549 equity shares) in Hathway Cable MCN Nanded Private Limited, 80% equity stake (i.e. 48,000 equity shares) in Elite Cable Network Private Limited and 95.63% equity stake (i.e. 87,500 equity shares) in Channels India Network Private Limited, (Fellow Subsidiaries) from Hathway Cable and Datacom Limited, Holding Company, resulting in these entities becoming wholly owned subsidiaries of the Company w.e.f. December 30, 2024.
2. The Company invested ₹ 1.35 Crore and ₹ 3 Lakh, in equity shares issued on rights basis, in Channels India Network Private Limited and Elite Cable Network Private Limited, wholly owned subsidiary companies, respectively.
3. The Board of Directors of the Company at their meeting held on January 21, 2025 and shareholders at their meeting held on March 04, 2025, approved the scheme of amalgamation between Hathway Kokan Crystal Cable Network Limited, Hathway Bhaskar CCN Multi Entertainment Private Limited, Hathway Cable MCN Nanded Private Limited, Channels India Network Private Limited, Elite Cable Network Private Limited and the Company and their respective Shareholders and Creditors under Section 233 and other applicable provisions of the Companies Act, 2013.

For RATHI & ASSOCIATES
COMPANY SECRETARIES

HIMANSHU S. KAMDAR
PARTNER

M. NO. FCS 5171

COP: 3030

Place: Mumbai

Date: April 22, 2025

UDIN: F005171G000144541

Peer Review Certificate No.: 6391/2025

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
802, 8th Floor, Interface-11,
Link Road, Malad West,
Mumbai – 400 064

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

HIMANSHU S. KAMDAR
PARTNER

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