

NOTICE

Notice is hereby given that the Sixty Fifth Annual General Meeting ("AGM") of the Company will be held on Wednesday, September 24, 2025 at 12:00 noon IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, the following resolutions as **Ordinary Resolutions**:

(a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Mr. Akshay Raheja (DIN: 00288397), who retires by rotation as Director and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Akshay Raheja (DIN: 00288397), who retires by rotation at this meeting, be and is hereby appointed as Director of the Company."

3. To appoint Mr. Viren Raheja (DIN: 00037592), who retires by rotation as Director and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Viren Raheja (DIN: 00037592), who retires by rotation at this meeting, be and is hereby appointed as Director of the Company."

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026 and, in this regard, to consider

and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members do hereby ratify the remuneration, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, as approved by the Board of Directors and as set out in the statement annexed to the Notice."

5. To appoint Secretarial Auditor and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, Rathi & Associates, Practicing Company Secretaries (Firm Registration No. P1988MH011900), be and are hereby appointed as Secretarial Auditor of the Company, for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be fixed by the Board of Directors."

By Order of the Board of Directors

Ajay Singh

Head Corporate Legal, Company Secretary and
Chief Compliance Officer
FCS 5189

Mumbai, July 15, 2025

Registered Office

802, 8th Floor, Interface-11, Link Road,
Malad (West), Mumbai - 400064
CIN: L64204MH1959PLC011421
Website: www.hathway.com
E-mail: info@hathway.net
Tel.: +91 22 4054 2500

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 19, 2024, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), permitted convening of the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without physical presence of members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the AGM is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. Akshay Raheja and Mr. Viren Raheja, Directors of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.

Mr. Akshay Raheja and Mr. Viren Raheja are interested in the Ordinary Resolution set out at Item No. 2 & 3 respectively, of this Notice with regard to their re-appointment. The relatives of Mr. Akshay Raheja and Mr. Viren Raheja may be deemed to be interested in the Ordinary Resolutions set out at Item No. 2 & 3 respectively of this Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives

are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of this Notice.

6. Details of Directors retiring by rotation / seeking re-appointment at this Meeting is provided in the "Annexure" to this Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

Members may note that this Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at www.hathway.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.

8. For receiving all communication (including Annual Report) from the Company electronically:
 - a. Members holding shares in physical mode and who have not registered / updated their e-mail address, may get their e-mail address registered with MUFG Intime India Private Limited, Registrar and Transfer Agent ("RTA"), by submitting Form ISR-1 (available on the website of the Company: www.hathway.com) duly filled and signed along with requisite supporting documents to RTA at C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
 - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant with whom they maintain their demat account. National Securities Depository Limited ("NSDL") has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

9. The Company will provide VC / OAVM facility to its members for participating at the AGM.

- a. **Members will be able to attend the AGM through VC / OAVM through Jio Meet by using their login credentials provided in the accompanying communication.**

Members are requested to follow the procedure given below:

- i. Launch internet browser by typing / clicking on the following link: <https://jioevents.jio.com/hathwayagm>
(best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)
- ii. Select **“Shareholders CLICK HERE”** option on the screen
- iii. **Enter the login credentials (i.e., User ID and password provided in the accompanying communication) and click on “Login”.**
- iv. Upon logging-in, you will enter the Meeting Room.

- b. **Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No. 19C. (ii) III.**

10. Members who would like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com>. The Speaker Registration will remain open from Friday, September 19, 2025 to Saturday, September 20, 2025. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
11. All members attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.
12. Members will be allowed to attend the AGM through VC / OAVM on first come, first serve basis.
13. Facility to join the meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.

14. Members who need assistance before or during the AGM, can contact KFinTech on evoting@kfintech.com or call on toll free number 1800-309-4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days). Kindly quote your name, DP ID-Client ID/ Folio no. and E-voting Event Number (**“EVEN”**) in all your communications.
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. **Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to e-mail id: js@rathiandassociates.com with a copy marked to evoting@kfintech.com. Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.**
17. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
18. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.

PROCEDURE FOR 'REMOTE E-VOTING' AND E-VOTING AT THE AGM ('INSTA POLL'):

19. A. E-VOTING FACILITY:

Pursuant to the provisions of Section 108 and other applicable provisions, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 09, 2020, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means (**“e-voting”**). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (**“remote e-voting”**).

Further, the facility for voting through electronic voting system will also be made available at the Meeting (**“Insta Poll”**) and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is provided in the instructions given below.

The remote e-voting facility will be available during the following voting period:

REMOTE E-VOTING PERIOD	
Commencement of remote e-voting	9:00 a.m. (IST) on Sunday, September 21, 2025
End of remote e-voting	5:00 p.m. (IST) on Tuesday, September 23, 2025

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 17, 2025 ("Cut-off Date").

The Board of Directors of the Company has appointed Mr. Jayesh Shah (Membership No. FCS 5637) or failing him Mr. Himanshu Kamdar (Membership No. FCS 5171), Practicing Company Secretary, Partners - Rath and Associates, Practicing Company Secretaries, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

- The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
- Once the vote on a resolution is cast by a Member, whether partially or otherwise,

the Member shall not be allowed to change it subsequently or cast the vote again.

- A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.
- The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in this Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. REMOTE E-VOTING:

i) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per the Securities and Exchange Board of India ("SEBI") Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s). The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

(a) Procedure to login through websites of Depositories

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com Click on the button "Beneficial Owner" available for login under "IDeAS" section. A new page will open. Enter your User ID and Password for accessing IDeAS. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. You will see Company Name: "Hathway Cable and Datacom Limited" on the next screen. Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) Enter your User ID and Password for accessing Easi / Easiest. You will see Company Name: "Hathway Cable and Datacom Limited" on the next screen. Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com Select option "Register Online for IDeAS" available on the left hand side of the page. or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed to complete registration using your DP ID-Client ID (BO ID), etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
<p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following link: https://www.evoting.nsdl.com/ Click on the button "Login" available under "Shareholder / Member" section. 	<p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following links: https://evoting.cdslindia.com/Evoting/EvotingLogin Provide Demat Account Number and PAN

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p> <p>As an alternate OTP based login, click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Enter 8-digit DP ID, 8-digit Client ID, PAN No., Verification code as shown on the screen and click on ‘Generate OTP’ button. Enter the OTP received on your registered email id / mobile number and click on ‘Log-in’ button. After successful authentication, you will be redirected to NSDL Depository website, wherein you can see e-Voting page.</p>	<p>iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.</p>
<p>iv. You will see Company Name: “Hathway Cable and Datacom Limited” on the next screen. Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	<p>iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>

(b) Procedure to login through their demat accounts / Website of Depository Participant

Individual Members holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for **“e-Voting”** will be available once they have successfully logged-in through their respective logins. Click on the option **“e-Voting”** and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

(c) Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 022 - 4886 7000.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911.

ii) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

(I)(A) In case member receives an e-mail from the Company / KFinTech [for members whose e-mail address is registered with the Company / RTA / Depository Participant(s)]:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- Enter the login credentials (**User ID and password given in the e-mail**). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.kfintech.com> or contact

toll-free number 1800 309 4001 [from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days] for assistance on your existing password.

- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Hathway Cable and Datacom Limited.
- g. On the voting page, enter the number of shares as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i. Voting has to be done for each item of this Notice separately. In case you do

not cast your vote on any specific item, it will be treated as "ABSTAINED".

- j. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- k. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- l. Once you confirm, you will not be allowed to modify your vote.
- m. Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id: js@rathiandassociates.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN."

(I)(B) In case of a member whose e-mail address is not registered / updated with the Company / RTA / Depository Participant(s), please follow the following steps to generate your login credentials:

- a. Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company / RTA, may get their e-mail address registered, by submitting Form ISR-1 (available on the website of the Company: www.hathway.com) duly filled and signed along with requisite supporting documents to RTA at C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
- b. **Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the**

Depository Participant(s) with which they maintain their demat accounts.

- c. After due verification, KFinTech will forward your login credentials to your registered email address.
 - d. Follow the instructions at I(A) (a) to (m) to cast your vote.
- (II) Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com>.
- (III) **Any person who becomes a member of the Company after dispatch of this Notice of the Meeting and holding shares as on the Cut-off Date / any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**
- a. If the mobile number of the member is registered against his / her / its Folio No. / DP ID Client ID:

In case the shares are held in dematerialised mode: The member may send SMS:
MYEPWD <space> DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

In case the shares are held in physical mode: The member may send SMS:
MYEPWD <space> DP ID E-Voting Event Number + Folio No. to 9212993399

Example for Physical:
MYEPWD <SPACE> XXXX123456789
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call on KFinTech’s toll-free number 1800 309 4001 [from 9:00 a.m. (IST) to 6:00 p.m.(IST) on all working days].

- d. Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
- e. If the member is already registered with KFinTech’s e-voting platform, then he / she / it can use his / her / its existing password for logging in.

- (IV) In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections/ E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below.

(V) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

Members are requested to note the following contact details for addressing e-voting related matters:

Mr. Sashidhar S Mannava, Vice President
KFin Technologies Private Limited
Selenium Tower B, Plot 31 & 32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad 500 032
Toll-free No.: 1800 309 4001
[from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days]
E-mail: evoting@kfintech.com

D. INSTA POLL:

INFORMATION AND INSTRUCTIONS FOR INSTA POLL:

Facility to vote through Insta Poll will be made available on the Meeting Page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, “Vote”, will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E. E-VOTING RESULT:

- (I) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Chairman of the Company or any person authorised by him.

The result of e-voting, along with the consolidated Scrutiniser's Report, will be declared on or before Friday, September 26, 2025 and will be placed on the website of the Company: www.hathway.com and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

- (II) **Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e. Wednesday, September 24, 2025.**

PROCEDURE FOR INSPECTION OF DOCUMENTS:

20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice will be available electronically, for inspection by the members during the AGM.

All the documents referred to in this Notice will also be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an email to info@hathway.net mentioning his / her / its folio number / DP ID and Client ID.

21. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Wednesday, September 17, 2025 by sending an e-mail on info@hathway.net. The same will be replied by the Company suitably.

OTHER INFORMATION

22. As mandated by the SEBI, shares of the Company can be transferred / traded only in dematerialised mode. Members holding shares in physical mode are advised to avail of the facility of dematerialisation.
23. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.
24. (a) Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination details, bank details such as name of the bank and branch, bank account number, IFS Code etc.

- (b) Members holding the shares in dematerialised mode should contact their Depository Participant for making necessary changes. NSDL has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in / opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
- (c) Members holding shares in physical mode should submit to MUFG Intime India Private Limited the Forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR-1
2.	Confirmation of Signature of Member by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

25. Non-Resident Indian Members are requested to inform the Company / MUFG Intime India Private Limited (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
26. Members may note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form, only in demat mode. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, has mandated the listed companies to issue securities in dematerialised form only while processing service requests, such as issue of duplicate securities certificate; claim from unclaimed suspense account / suspense escrow demat account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account / suspense escrow demat account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be, along with requisite supporting documents to MUFG Intime India Private Limited as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at www.hathway.com and is also available on the website of MUFG Intime India Private Limited at <https://web.in.mpms.mufig.com/KYC-downloads.html>. For additional information, the members may refer 'Shareholders Referencer' uploaded on the Company's website at <https://www.hathway.com/About/Notices/ShareHoldersInformation>

All aforesaid documents/requests should be submitted to MUFG Intime India Private Limited, at the address mentioned below:

Mr. Satyan Desai, Associate Client Relations

MUFG Intime India Private Limited
C 101, Embassy 247, L.B.S. Marg, Vikhroli (West),
Mumbai – 400083, India.
Toll-free No.: 1800 1020 878
E-mail: rnt.helpdesk@in.mpms.mufig.com

27. SEBI vide its Circular dated July 31, 2023 read with Circular dated December 20, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal.

Members are requested to first take up their grievance, if any, with MUFG Intime India Private Limited, RTA of the Company. If the grievance is not redressed satisfactorily,

the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.

By Order of the Board of Directors

Ajay Singh

Head Corporate Legal, Company Secretary and
Chief Compliance Officer
FCS 5189

Mumbai, July 15, 2025

Registered Office

802, 8th Floor, Interface-11, Link Road,
Malad (West), Mumbai - 400064
CIN: L64204MH1959PLC011421
Website: www.hathway.com
E-mail: info@hathway.net
Tel.: +91 22 4054 2500

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the special business mentioned in this Notice:

Item No. 4

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment of Ashok Agarwal & Co. (Firm Registration No. 000510), as Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2026 and also approved the remuneration of ₹ 6,00,000/- (Rupees Six Lakhs only) (excluding taxes) to be paid to the Cost Auditors.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors of the Company, is required to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026, by passing an Ordinary Resolution as set out at Item No. 4 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Ordinary Resolution set out at Item No. 4 of this Notice for ratification by the members.

Item No. 5

Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("**Listing Regulations**") requires every listed entity to appoint a peer reviewed Company Secretary in practice or a Firm of Company Secretary(ies) in practice as a Secretarial Auditor on the basis of recommendation of the Board of Directors.

The Board of Directors of the Company ("**Board**") at its meeting held on April 22, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members of the Company, appointment of Rath & Associates, Practicing Company Secretaries (Firm Registration No. P1988MH011900), as Secretarial Auditor for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 on such remuneration as may be determined by the Board from time to time.

Rath & Associates, is a firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India having experienced professionals as its Partners. Rath & Associates is engaged in rendering Corporate Secretarial services, Audits and Due Diligence of statutory compliances and Corporate Governance measures, listing of securities and compliances under SEBI Regulations, Petitions with National Company Law Tribunal (NCLT) matters and client representations, Mergers / Demergers / Amalgamations / Reduction of Capital and Winding up / Closure of companies.

Rath & Associates, Practicing Company Secretaries, have consented to their appointment as the Secretarial Auditor, if appointed and have confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India ("**ICSI**") and hold a valid certificate of peer review issued by the ICSI. Further, Rath & Associates, Practicing Company Secretaries, have confirmed that they are eligible for appointment as the Secretarial Auditor and are free from any disqualifications.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is ₹ 5,00,000/- (Rupees Five Lakh only). The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of their term shall be fixed by the Board based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor, is required to be approved by the members of the Company. Accordingly, approval of the members is sought for passing the Ordinary Resolution as set out at Item No. 5 of this Notice.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of this Notice for approval by the members.

By Order of the Board of Directors

Ajay Singh

Head Corporate Legal, Company Secretary and
Chief Compliance Officer
FCS 5189

Mumbai, July 15, 2025

Registered Office

802, 8th Floor, Interface-11, Link Road,
Malad (West), Mumbai - 400064
CIN: L64204MH1959PLC011421
Website: www.hathway.com
E-mail: info@hathway.net
Tel.: +91 22 4054 2500

ANNEXURE TO THE NOTICE DATED JULY 15, 2025**Details of Directors retiring by rotation and seeking re-appointment at the meeting:**

NAME OF DIRECTOR	MR. AKSHAY RAHEJA
Age	43
Qualification	B.Com, MBA from Columbia Business School, New York
Experience (including expertise in Specific Functional Area) / Brief resume	Holds Directorship in diversified industries including Real Estate, Cable TV and Retail
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Act, Mr. Akshay Raheja, who was re-appointed as a Non-executive Director at the Annual General Meeting held on June 28, 2022, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2024-25)	₹ 2,50,000/- as sitting fees
Remuneration proposed to be paid	NIL
	Sitting fees to be paid for attending the Board or any other Committee Meeting as approved by the Board.
Date of first appointment on the Board	September 07, 2000
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	12,14,13,000 equity shares of ₹ 2 each
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Akshay Raheja is brother of Mr. Viren Raheja, Non-Executive Director of the Company
Number of meetings of the Board attended during the financial year (2024-25)	Five out of Seven meetings held
Directorships of other Boards as on March 31, 2025	(i) Abu Developers Private Limited (ii) Amber Apartment Makers Private Limited (iii) Arjun Housing Private Limited (iv) Bloomingdale Investment & Finance Private Limited (v) EIH Associated Hotels Limited (vi) Globus Stores Private Limited (vii) Hathway Investments Private Limited (viii) Innovassynth Technologies (India) Limited (ix) Kuntinandan Contractors and Developers Private Limited (x) Kuntiputra Properties Private Limited (xi) Prism Johnson Limited (xii) R Raheja Investments Private Limited (xiii) R Raheja Properties & Developers Private Limited (xiv) Raheja QBE General Insurance Company Limited (xv) Supreme Petrochem Limited (xvi) Windsor Realty Private Limited
Membership/Chairmanship of Committees of the other Boards as on March 31, 2025	a) EIH Associated Hotels Limited Audit Committee – Member b) Raheja QBE General Insurance Company Limited (i.) Corporate Social Responsibility Committee – Chairman (ii.) Nomination & Remuneration Committee – Member c) Prism Johnson Limited Audit Committee – Member
Listed entities from which the Director has resigned in the past three years	NIL

NAME OF DIRECTOR	MR. VIREN RAHEJA
Age	41
Qualification	B.Com, MBA from London Business School, CFA
Experience (including expertise in Specific Functional Area) / Brief resume	Holds Directorship in diversified industries including Real Estate, Cable TV, Retail and Software Development
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Act, Mr. Viren Raheja, who was re-appointed as a Non-executive Director at the Annual General Meeting held on June 28, 2022, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2024-25)	₹ 3,70,000/- as sitting fees
Remuneration proposed to be paid	NIL
	Sitting fees to be paid for attending the Board or any other Committee Meeting as approved by the Board.
Date of first appointment on the Board	March 28, 2008
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	11,95,53,000 equity shares of ₹ 2 each
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Viren Raheja is brother of Mr. Akshay Raheja, Non-Executive Director of the Company
Number of meetings of the Board attended during the financial year (2024-25)	Five out of Seven meetings held
Directorships of other Boards as on March 31, 2025	(i) Abu Developers Private Limited (ii) Amber Apartment Makers Private Limited (iii) Asianet Satellite Communications Limited (iv) Crescent Property Developers Private Limited (v) Hathway Investments Private Limited (vi) Innovassynth Technologies (India) Limited (vii) Matsyagandha Investments & Finance Private Limited (viii) Prerana Builders Private Limited (ix) Positano Realty Private Limited (x) R Raheja Investments Private Limited (xi) Sonata Software Limited (xii) Windsor Realty Private Limited
Membership/Chairmanship of Committees of the other Boards as on March 31, 2025	a) Sonata Software Limited (i) Risk Management Committee – Member (ii) Nomination & Remuneration Committee – Member b) Asianet Satellite Communications Limited (i) Audit Committee – Member (ii) Nomination & Remuneration Committee – Member
Listed entities from which the Director has resigned in the past three years	NIL