

# Notice

**NOTICE is hereby given that the Sixty Fourth Annual General Meeting of the Company will be held on Wednesday, July 31, 2024 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, 2024 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, 2024 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, 2024 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, 2024 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Saurabh Sancheti (DIN: 08349457), 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. Saurabh Sancheti (DIN: 08349457), who retires by rotation at this meeting, be and is hereby appointed as Non-Executive Director of the Company.”

## SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025 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, if any, 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 remuneration, as approved by the Board of Directors and set out in the Statement annexed to this Notice, 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, 2025, be and is hereby ratified.”

4. To appoint Mr. Rajendra Dwarkadas Hingwala (DIN: 00160602) as an Independent Director and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions 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), Mr. Rajendra Dwarkadas Hingwala (DIN: 00160602), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years w.e.f. August 05, 2024;

**RESOLVED FURTHER THAT** the approval of the members to the appointment of Mr. Rajendra Dwarkadas Hingwala in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a director, notwithstanding his attaining the age of seventy-five years;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Ms. Naina Krishna Murthy (DIN: 01216114) as an Independent Director and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions 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), Ms. Naina Krishna Murthy (DIN: 01216114), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years w.e.f. August 05, 2024;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

**Ajay Singh**

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

**Mumbai, June 24, 2024**

**Registered Office**

802, 8<sup>th</sup> Floor, Interface-11,  
Link Road, Malad (West), Mumbai - 400064  
CIN: L64204MH1959PLC011421  
Tel No. 022 40542500, Fax: 022 40542700  
Mail: [info@hathway.net](mailto:info@hathway.net)  
Website: [www.hathway.com](http://www.hathway.com)

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular No. 09/2023, dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM/Meeting”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In accordance with the MCA circulars, 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 is also annexed.
3. Generally, 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 such 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 to this Notice.
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. Saurabh Sancheti, Non-Executive Director of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended his re-appointment.

Mr. Saurabh Sancheti is interested in the ordinary resolution set out at Item No. 2, of this Notice with regard to his re-appointment. The relatives of Mr. Saurabh Sancheti may be deemed to be interested in the resolution set out at Item No. 2 of this Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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 Ordinary Business set out under Item Nos. 1 and 2 of this Notice.

6. Details of Directors retiring by rotation / seeking appointment / re-appointment at this AGM are provided in the “Annexure” to this Notice.

**DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

7. In compliance with the MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circulars dated October 07, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Registrar and Share Transfer Agent / Depository Participants/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website at [www.hathway.com](http://www.hathway.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 email address may get their e-mail address registered with Link Intime India Private Limited (“RTA”), by submitting Form ISR-1 (available on the website of the Company: [www.hathway.com](http://www.hathway.com)) duly filled and signed along with requisite supporting documents to RTA at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
  - b. Members holding shares in dematerialised mode are requested to register/ update their email address with the relevant Depository Participant with whom they maintain their 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 (Edge 80+, Firefox 78+, Chrome 83+, Safari 13+) by typing / clicking on the URL: <https://t.jio/v/hathwayagm>
- ii. Select "Shareholders" option on the screen
- iii. Enter the login credentials

**User ID:** For demat shareholders: 16-digit DPID+Client ID is your User ID

(DP ID and Client ID to be typed continuously)

For e.g. IN12345612345678 (NSDL)  
1402345612345678 (CDSL)

(Client ID is the last 8 digits of your demat account number as per your account statement / contract note / delivery instruction slip / email sent by the Company); or

For holders of shares in physical form: Your EVEN+Folio No. is your User ID (to be typed continuously)

**Password:** Enter your password for e-voting sent by the Company/KFinTech through e-mail.

- iv. After logging in, you will be directed to the AGM.

**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. 18C. vii III.**

10. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Thursday, July 25, 2024 to Friday, July 26, 2024. 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. Members will be allowed to attend the AGM through VC/OAVM on first come, first serve basis.
12. Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

13. Members who need assistance before or during the AGM, can contact KFinTech on [evoting@kfintech.com](mailto:evoting@kfintech.com) or call on toll free number 1800-309-4001 from 9:00 a.m. IST to 5:00 p.m. IST. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number ("Even") in all your communications.
14. 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 at the AGM.
15. 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](mailto:js@rathiandassociates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.
16. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
17. 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'):**

**18. A. E-VOTING FACILITY:**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, 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 9, 2020, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at 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 shareholders holding shares of the**

**Company in demat mode, (ii) shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders 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:

Commencement of remote e-voting	9:00 a.m. IST on Sunday, July 28, 2024
End of remote e-voting	5:00 p.m. IST on Tuesday, July 30, 2024

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, July 24, 2024 ("Cut-Off Date").

The Board of Directors of the Company has appointed Mr. Jayesh Shah (Membership No. FCS 2535) or failing him Mr. Himanshu Kamdar (Membership No. FCS 5171), Practicing Company Secretary, Partners-Rathi and Associates, Company Secretaries, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have as 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:**

- i. **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.**
- ii. **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.**

- iii. 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".
- iv. **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.**
- v. 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:**

**vi. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:**

As per circular of SEBI on e-voting facility provided by listed entities, dated December 09, 2020, all "individual shareholders 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 Participants. The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

Procedure to login through websites of Depositories

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p><b>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p>
<p>i. Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p>	<p>i. Type in the browser / Click on any of the following links: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>New System Myeasi / Login to My Easi option under Quick Login</b> (best operational in Internet Explorer 10 or above and Mozilla Firefox)</p>
<p>ii. Click on the button “<b>Beneficial Owner</b>” available for login under ‘<b>IDeAS</b>’ section.</p>	<p>ii. Enter your User ID and Password for accessing Easi / Easiest.</p>
<p>iii. A new page will open. Enter your User ID and Password for accessing IDeAS.</p>	<p>iii. You will see Company Name: “Hathway Cable and Datacom Limited” on the next screen. <b>Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech”</b> 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 your IDeAS service login. Click on “<b>Access to e-Voting</b>” under <b>Value Added Services</b> on the panel available on the left hand side.</p>	
<p>v. You will see Company Name: “Hathway Cable and Datacom Limited” on the next screen. <b>Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	
<p><b>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p>	<p><b>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p>
<p>i. To register, type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p>	<p>i. To register, type in the browser / Click on the following link: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p>
<p>ii. Select option “<b>Register Online for IDeAS</b>” available on the left hand side of the page</p>	<p>ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.</p>
<p>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</p>	<p>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>
<p>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>	

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p><b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p>	<p><b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b></p>
<p>i. Type in the browser / Click on the following link: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p>	<p>i. Type in the browser / Click on the following links: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p>
<p>ii. Click on the button “Login” available under “Shareholder/Member” section.</p>	<p>ii. Provide Demat Account Number and PAN</p>
<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>iii. System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account.</p>
<p>iv. On successful authentication, you will enter the e-voting module of NSDL. Click on “<b>Active E-voting Cycles / VC or OAVMs</b>” option under E-voting. You will see Company Name: “Hathway Cable and Datacom Limited” on the next screen. <b>Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech”</b> 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. <b>Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>

**Procedure to login through their demat accounts / Website of Depository Participant**

Individual shareholders 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 Participant(s)** 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.

**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
<p>Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free nos.: 1800 1020 990/1800 22 44 30 / 022-4886 7000</p>	<p>Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 / 022-23058542-43, 1800 22 55 33</p>

**vii. INFORMATION AND INSTRUCTIONS FOR REMOTE-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE**

**IA. In case member receives an e-mail from the Company/ KFinTech [for members whose e-mail address is registered with the Company/ Link Intime India Private Limited/ Depository Participant(s)]:**

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- b. 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. However, 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 5:00 p.m. IST) 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 desire to 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 Members/ 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 authorized representative(s), to the Scrutiniser at e-mail id: [js@rathiandassociates.com](mailto:js@rathiandassociates.com) with a copy marked to [evoting@kfintech.com](mailto: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."

**IB. In case of a member whose e-mail address is not registered / updated with the Company/ Link Intime India Private Limited/Depository Participant(s), please follow the following steps to generate your login credentials:**

- a. The Members of the Company holding Equity Shares of the Company in physical form and



who have not registered/updated their e-mail address with the Company/ Link Intime India Private Limited, may get their e-mail address registered, by submitting Form ISR-1 (available on the website of the Company: [www.hathway.com](http://www.hathway.com)) duly filled and signed along with requisite supporting documents to Link Intime India Private Limited at C 101, 247 Park, 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 email address with the Depository Participant(s) with whom 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 vii. I(A) (a) to (m) to cast your vote.

II. Members can also update their mobile number and e-mail ID in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).

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 Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> 0000012

- 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 5:00 p.m. (IST)
- d. Member may send an e-mail request to [evoting@kfintech.com](mailto: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 pertaining to 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 under sub-point no. V below.

V. **Members are requested to note the following contact details for addressing e-voting grievances:**

Mr. S.V Raju, Deputy Vice President  
KFin Technologies Limited  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad 500 032, India  
Toll-free No.: 1800-309-4001  
from 9:00 a.m. (IST) to 5:00 p.m. (IST)  
E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)

**D. INSTA POLL:**

VI. **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:**

**VII.** 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 authorized by him. The result of e-voting, along with the consolidated Scrutiniser's Report, will be declared in accordance with the applicable provisions of Listing Regulations and will be placed on the website of the Company: [www.hathway.com](http://www.hathway.com) and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges. The result will also be displayed at the registered office of the Company.

**VIII.** Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, July 31, 2024.

**IX.** In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. (i) Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.hathway.com](http://www.hathway.com)) duly filled and signed along with requisite supporting documents to Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

**X.** Members are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting or e-voting at the Meeting (Insta Poll).

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

19. 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 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](mailto:info@hathway.net) mentioning his / her/ its folio number / DP ID and Client ID.

20. 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 Saturday, July 27, 2024 through email on [info@hathway.net](mailto:info@hathway.net). The same will be replied by the Company suitably.

**OTHER INFORMATION**

21. As mandated by the SEBI, Securities of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

22. SEBI has mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and e-mail), Bank Details, etc. by holders of physical securities. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

23. 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., as per instructions set out below:

(a) Members holding the shares in electronic form should furnish the above details to their Depository Participant ("DP") in the prescribed form provided by the DP.

(b) Members holding the shares in physical form by submitting the forms given below 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 shareholder 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

24. Members may note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/ HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., 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 Link 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](http://www.hathway.com) and is also available on the website of Link Intime India Private Limited at <https://www.linkintime.co.in/>. For additional information, the members may refer the shareholders' referencer uploaded on the Company's website at <https://www.hathway.com/About/Notices/ShareHoldersInformation>

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

Mr. Satyan Desai, Associate Client Relations  
Link Intime India Private Limited at  
C 101, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai – 400083, India.  
Toll-free No.: 1800 1020 878  
E-mail: [rmt.helpdesk@linkintime.co.in](mailto:rmt.helpdesk@linkintime.co.in)

25. 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.

26. SEBI vide its Circular dated July 31, 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 Link Intime India Private Limited, Registrar and Share Transfer Agent 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>.

27. The Shareholders' Reference gives guidance on securities related matters and it is uploaded on the Company's website and can be accessed at link: <https://www.hathway.com/About/Notices/ShareHoldersInformation>

By Order of the Board of Directors

**Ajay Singh**

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

**Mumbai, June 24, 2024**

**Registered Office**

802, 8<sup>th</sup> Floor, Interface-11,  
Link Road, Malad (West), Mumbai - 400064  
CIN: L64204MH1959PLC011421  
Tel No. 022 40542500, Fax: 022 40542700  
Mail: [info@hathway.net](mailto:info@hathway.net)  
Website: [www.hathway.com](http://www.hathway.com)

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

**The following Statement sets out all material facts relating to the Special Business mentioned in this Notice under Item Nos. 3 to 5:**

### Item No. 3

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. 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, 2025 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, has 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, 2025, by passing an Ordinary Resolution as set out at Item No. 3 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 commends the Ordinary Resolution set out at Item No. 3 of this Notice for ratification by the Members.

### Item No. 4

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge of the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Mr. Rajendra Dwarkadas Hingwala (DIN: 00160602) as an Independent Director of the Company. The Board of Directors, at its meeting held on June 24, 2024, considered and recommended to the shareholders appointment of Mr. Rajendra Dwarkadas Hingwala (DIN: 00160602) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 05, 2024.

Mr. Rajendra Dwarkadas Hingwala is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declarations from Mr. Rajendra Dwarkadas Hingwala that he

meets the criteria of independence as prescribed both under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Rajendra Dwarkadas Hingwala for the office of an Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Rajendra Dwarkadas Hingwala fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rajendra Dwarkadas Hingwala is independent of the management and possesses professional background, appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director.

Mr. Rajendra Dwarkadas Hingwala, a fellow member of Institute of Chartered Accountants of India has worked as Director/ Partner with PricewaterhouseCoopers Private Limited (PWC) and retired therefrom after 38 years of service. His area of work included advising on various provisions of Double Taxation Avoidance Agreements, direct and indirect tax implications of acquiring undertakings/ companies, structuring of business transactions, compliance of tax laws including litigation support and structuring of investment by foreign entities in India through various investment routes. Currently, he is on the Board of GTPL Hathway Limited, DEN Networks Limited and Infinite India Investment Management Limited.

Details of Mr. Rajendra Dwarkadas Hingwala, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, are provided in the 'Annexure' to this Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board of Directors or any Committees thereof.

In accordance with the provisions of Section 149,150,152 read with Schedule IV to the Act and applicable provisions of the Act, appointment of Mr. Rajendra Dwarkadas Hingwala as Independent Director requires approval of Members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Rajendra Dwarkadas Hingwala as an Independent Director requires approval of Members of the Company by passing a special resolution. Further, regulation 17(1A) of the Listing Regulations provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years, unless a special resolution is passed to that effect.

Mr. Rajendra Dwarkadas Hingwala will be attaining the age of 75 (seventy five) years on August 26, 2027. Hence the resolution set out at Item no 4 of this Notice requires approval of members by way of a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Rajendra Dwarkadas Hingwala as an Independent Director of the Company.

Copy of draft letter of appointment to be issued to Mr. Rajendra Dwarkadas Hingwala setting out the terms and conditions of his appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to [info@hathway.net](mailto:info@hathway.net).

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 Special Resolution set out at Item No. 4 of this Notice for approval by the Members.

#### Item No. 5

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge of the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Ms. Naina Krishna Murthy (DIN: 01216114) as an Independent Director of the Company. The Board of Directors, at its meeting held on June 24, 2024, considered and recommended to the shareholder's appointment of Ms. Naina Krishna Murthy (DIN: 01216114) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 05, 2024.

Ms. Naina Krishna Murthy is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration from Ms. Naina Krishna Murthy that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received notice under Section 160 of the Act from Member proposing the candidature of Ms. Naina Krishna Murthy for the office of an Independent Director of the Company.

In the opinion of Board of Directors, Ms. Naina Krishna Murthy fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Ms. Naina Krishna Murthy is independent of the management and possesses, appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director.

Ms. Naina Krishna Murthy has been practicing law for 26 (Twenty Six) years and specializes in corporate commercial law, specifically mergers and acquisitions, joint ventures, collaborations and private equity/venture capital investments. Ms. Naina is also a trusted legal advisor to some of the foremost corporates in India. She is on the Board of several leading organizations, including the Universal Business School. She has co-chaired the Infosys Grievance Redressal Board for five years. Naina has represented eminent Indian and overseas clients on their operations in India and abroad, such as L&T, Ryerson Steel, Reliance Industries, and Dell Engineering Services, and she has been appointed as the external Ombudsman of SB Energy, a Softbank company. She has authored many articles and white papers on topics including Trade and Renewable Energy. She has also served as director with companies such as National Commodity & Derivatives Exchange Limited, Bajaj Energy Limited, NSDL Payments Bank Limited. Currently, she is on the Board of Indostar Capital Finance Limited, Indostar Home Finance Private Limited, Sterling and Wilson Renewable Energy Limited, Bandhan Mutual Fund Trustee Limited and DEN Networks Limited.

Details of Ms. Naina Krishna Murthy, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, are provided in the 'Annexure' to this Notice.

She shall be paid remuneration by way of fee for attending meetings of the Board of Directors or any Committees thereof as may be decided by the Board of Directors.

In accordance with the provisions of Section 149, 150, 152 read with Schedule IV to the Act and applicable provisions of the Act, appointment of Ms. Naina Krishna Murthy as an Independent Director requires approval of Members of the Company.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Ms. Naina Krishna Murthy as an Independent Director requires approval of Members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Ms. Naina Krishna Murthy as an Independent Director of the Company.

Copy of the draft letter of appointment to be issued to Ms. Naina Krishna Murthy setting out the terms and conditions of her appointment to be issued to Ms. Naina Krishna Murthy is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to [info@hathway.net](mailto:info@hathway.net).

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 commends the Special 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, June 24, 2024**

**Registered Office**

802, 8<sup>th</sup> Floor, Interface-11,  
Link Road, Malad (West), Mumbai – 400064  
CIN: L64204MH1959PLC011421  
Tel No. 022 40542500, Fax: 022 40542700  
Mail: [info@hathway.net](mailto:info@hathway.net)  
Website: [www.hathway.com](http://www.hathway.com)

**ANNEXURE TO THE NOTICE DATED JUNE 24, 2024**

**Details of Directors retiring by rotation / seeking appointment/re-appointment at the meeting:**

<b>Name of Director</b>	<b>Mr. Saurabh Sancheti</b>
Age	39
Qualification	B. Tech from IIT Roorkee and Post Graduate Diploma in Management (PGDM) from IIM Ahmedabad
Experience (including expertise in Specific Functional Area) / Brief resume	Over 13 years of experience in multiple sectors
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Act, Mr. Saurabh Sancheti, who was appointed as a Non-executive Director at the Annual General Meeting held on July 31, 2019, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	₹ 2,00,000/- 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 29, 2019
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	NIL
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Saurabh Sancheti is not related, directly or indirectly, to any Directors/ Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year 2023-24	Four out of Four meetings held
Directorships of other Boards as on March 31, 2024	DEN Networks Limited
Membership/Chairmanship of Committees of the other Boards as on March 31, 2024	<b>a) DEN Networks Limited</b> i. Finance Committee-Member ii. Audit Committee-Member iii. Risk Management Committee-Member <b>b) Jio Platforms Limited</b> Risk Management Committee - Members
Listed entities from which the Director has resigned in the past three years	NIL

Name of Director	Mr. Rajendra Dwarkadas Hingwala
Age	72
Qualification	Chartered Accountant
Experience (including expertise in Specific Functional Area) / Brief resume	Mr. Rajendra Dwarkadas Hingwala, a fellow member of Institute of Chartered Accountants of India has worked as Director/ Partner with PricewaterhouseCoopers Private Limited (PWC) and retired therefrom after 38 years of service. His area of work included advising on various provisions of Double Taxation Avoidance Agreements, direct and indirect tax implications of acquiring undertakings/ companies, structuring of business transactions, compliance of tax laws including litigation support and structuring of investment by foreign entities in India through various investment routes.
Terms and Conditions of appointment	As per the resolution set out at Item No. 4 of this Notice read with statement pursuant to Section 102 of the Act.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	N.A.
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	Appointment on the Board will be effective from August 05, 2024, post passing of the special resolution relating to his appointment.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Rajendra Dwarkadas Hingwala is not related, directly or indirectly, to any Directors/ Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year 2023-24	N.A.
Directorships of other Boards as on March 31, 2024	a) DEN Networks Limited b) GTPL Hathway Limited c) Infinite India Investment Management Limited
Membership/Chairmanship of Committees of the other Boards as on March 31, 2024	<b>a) DEN Networks Limited</b> i. Audit Committee- Chairman ii. Stakeholders Relationship Committee-Chairman iii. Nomination and Remuneration Committee – Chairman iv. Risk Management Committee – Chairman v. Corporate Social Responsibility Committee – Chairman vi. Finance Committee - Chairman <b>b) GTPL Hathway Limited</b> i. Audit Committee- Member <b>c) Infinite India Investment Management Limited</b> i. Invit Committee - Member ii. Audit Committee - Chairman iii. Nomination and Remuneration Committee - Member
Listed entities from which the Director has resigned in the past three years	1. Balkrishna Industries limited



Name of Director	Ms. Naina Krishna Murthy
Age	52
Qualification	Bachelor's degree in Law from National Law School
Experience (including expertise in Specific Functional Area) / Brief resume	<p>Ms. Naina Krishna Murthy has been practicing law for 26 years and specializes in corporate commercial law, specifically mergers and acquisitions, joint ventures, collaborations and private equity/venture capital investments. Ms. Naina is also a trusted legal advisor to some of the foremost corporates in India. She is on the Board of several leading organizations, including the Universal Business School. She has co-chaired the Infosys Grievance Redressal Board for five years. Ms. Naina has represented eminent Indian and overseas clients on their operations in India and abroad, such as L&amp;T, Ryerson Steel, Reliance Industries, and Dell Engineering Services, and she has been appointed as the external Ombudsman of SB Energy, a Softbank company. She has authored many articles and white papers on topics including Trade and Renewable Energy.</p> <p>She has also served as director with companies such as National Commodity &amp; Derivatives Exchange Limited, Bajaj Energy Limited, NSDL Payments Bank Limited. Currently, she is on the Board of Indostar Capital Finance Limited, Indostar Home Finance Private Limited, Sterling and Wilson Renewable Energy Limited, Bandhan Mutual Fund Trustee Limited and DEN Networks Limited.</p>
Terms and Conditions of appointment	As per the resolution at Item No. 5 of the Notice convening this meeting read with the Statement hereto.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	N.A.
Remuneration proposed to be paid	<p>NIL</p> <p>Sitting fees to be paid for attending the Board or any other Committee Meeting as approved by the Board.</p>
Date of first appointment on the Board	Appointment on the Board will be effective from August 05, 2024, post passing of the special resolution relating to her appointment.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Ms. Naina Krishna Murthy is not related, directly or indirectly, to any Directors/ Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year 2023-24	N.A
Directorships of other Boards as on March 31, 2024	<p>a) DEN Networks Limited</p> <p>b) Indostar Capital Finance Limited</p> <p>c) Sterling and Wilson Renewable Energy Limited</p> <p>d) Bandhan Mutual Fund Trustee Limited</p> <p>e) Indostar Home Finance Private Limited</p>

Name of Director	Ms. Naina Krishna Murthy
Membership/Chairmanship of Committees of the other Boards as on March 31, 2024	<p><b>a) DEN Networks Limited</b></p> <ul style="list-style-type: none"> <li>i. Audit Committee - Member</li> <li>ii. Nomination and Remuneration Committee – Member</li> <li>iii. Stakeholders Relationship Committee - Member</li> <li>iv. Risk Management Committee – Member</li> <li>v. Corporate Social Responsibility Committee – Member</li> </ul> <p><b>b) Indostar Capital Finance Limited</b></p> <ul style="list-style-type: none"> <li>i. Audit Committee – Member</li> <li>ii. Stakeholders Relationship Committee – Member</li> <li>iii. Corporate Social Responsibility – Chairperson</li> </ul> <p><b>c) Indostar Home Finance Private Limited</b></p> <ul style="list-style-type: none"> <li>i. Audit Committee - Member</li> <li>ii. Nomination and Remuneration Committee - Member</li> <li>iii. Corporate Social Responsibility Committee - Member</li> </ul> <p><b>d) Bandhan Mutual Fund Trustee Limited</b></p> <ul style="list-style-type: none"> <li>i. Audit Committee - Member</li> </ul>
Listed entities from which the Director has resigned in the past three years	Nil

By Order of the Board of Directors

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

**Mumbai, June 24, 2024**

**Registered Office**

802, 8<sup>th</sup> Floor, Interface-11,  
Link Road, Malad (West), Mumbai – 400064  
CIN: L64204MH1959PLC011421  
Tel No. 022 40542500, Fax: 022 40542700  
Mail: [info@hathway.net](mailto:info@hathway.net)  
Website: [www.hathway.com](http://www.hathway.com)