



## HATHWAY CABLE AND DATACOM LIMITED

Regd. Office: 802, 8<sup>th</sup> Floor, Interface-11, Link Road,

Malad West, Mumbai 400064

Tel No.: 022-40542500

CIN: L64204MH1959PLC011421

Website: [www.hathway.com](http://www.hathway.com), E-mail: [info@hathway.net](mailto:info@hathway.net)

# POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolution set out below is proposed for approval by the members of Hathway Cable and Datacom Limited ("**the Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors has appointed Mr. Rishit Shah, a Practising Company Secretary (Membership No.: F9522), Proprietor of Rishit Shah & Co., Company Secretaries or failing him Mr. Jenish Doshi, a Practising Company Secretary (Membership No.: A50447), Proprietor of JSD & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting 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 Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited ("**KFinTech**") as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically.

The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, April 29, 2025
End of e-voting:	5:00 p.m. (IST) on Wednesday, May 28, 2025

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Friday, May 30, 2025, and will be displayed on the Company's website at [www.hathway.com](http://www.hathway.com) and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

## SPECIAL BUSINESS

### Approval of Material Related Party Transaction of subsidiary of the Company

To consider and pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to Hathway Digital Limited (or its successor entity) – wholly owned subsidiary of the Company, to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc) (i) of the Listing Regulations) with Star India Private Limited (or its successor entity) as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / the subsidiary in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

**Ajay Singh**

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

Mumbai, April 22, 2025

**Registered Office:**

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

**NOTES:**

1. A Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Tuesday, April 22, 2025 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice 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 KFinTech at <https://evoting.kfintech.com>.

4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) 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 MUFG Intime India Private Limited ("**RTA**") at C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai - 400 083.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. **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.**
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("**SEBI Master Circular**") and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. **The e-voting period commences at 9:00 a.m. (IST) on Tuesday, April 29, 2025 and ends at 5:00 p.m. (IST) on Wednesday, May 28, 2025.**  
  
The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Wednesday, May 28, 2025.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. 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.

## 11. PROCEDURE FOR E-VOTING:

### (i) E-VOTING FACILITY:

- a. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolution by electronic means.

- b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting	9:00 a.m. (IST) on Tuesday, April 29, 2025
End of e-voting	5:00 p.m. (IST) on Wednesday, May 28, 2025

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

- c. **The manner of e-voting 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 explained in the instructions given hereinbelow.

### (ii) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- a. 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.

#### b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the SEBI Master Circular, 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 Participants. The procedure to login and access 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>1. <b>Users already registered for IDeAS e-Services facility of NSDL 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>ii. Click on the button “<b>Beneficial Owner</b>” available for login under ‘<b>IDeAS</b>’ section.</p> <p>iii. A new page will open. Enter your User ID and Password for accessing IDeAS.</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>1. <b>Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></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. Enter your User ID and Password for accessing Easi / Easiest.</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>

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>2. <b>Users not registered for IDeAS e-Services facility of NSDL 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>ii. Select option “<b>Register Online for IDeAS</b>” available on the left hand side of the page.</p> <p>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</p> <p>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>	<p>2. <b>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 link: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>
<p>3. <b>Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p> <p>i. Type in the browser / Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>ii. Click on the button “<b>Login</b>” available under “<b>Shareholder/ Member</b>” section.</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>iv. 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>3. <b>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 links: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>ii. Provide Demat Account Number and PAN</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 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 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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: <b>022-4886 7000 / 1800 102 0990</b> .	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>1800 210 9911</b> .

c. **INFORMATION AND INSTRUCTIONS FOR 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 a member receives an e-mail from the Company/ KFinTech [for members whose e-mail address is registered with the Company/ RTA/Depository Participant(s)]:**

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- b. Enter the login credentials (**User ID and password provided 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 in this Postal Ballot 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 / 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 Scrutinizer at e-mail id: [rishitshahco@gmail.com](mailto:rishitshahco@gmail.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."

**(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](http://www.hathway.com)) duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited at C-101, Embassy 247, LBS 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 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 ID in the “user profile details” in their e-voting login on <https://evoting.kfintech.com>.
- (III) **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 DP ID Client ID to 9212993399**

Example for NSDL: MYEPWD  
IN12345612345678

Example for CDSL: MYEPWD  
1402345612345678

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

Example for Physical: MYEPWD  
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 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](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 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 grievances:**
- Mr. Sashidhar S Mannava, Vice President  
KFin Technologies 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](mailto:evoting@kfintech.com)

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 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 proposed in this Postal Ballot Notice:

The Company is engaged in the Business of providing wired internet services to the consumers all across India. The Company also provides Cable Television Services through Hathway Digital Limited ("HDL"), wholly owned subsidiary across India. The annual consolidated turnover of the Company as on March 31, 2025 is ₹ 2,039.65 crore (excluding duties and taxes).

In furtherance of its business activities, HDL has entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with Star India Private Limited ("SIPL") in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

All related party transactions of the Company and its subsidiaries (as per the Companies Act, 2013) are at arm's length and in the ordinary course of business.

The Company and its subsidiaries have a well-defined governance process for the related party transactions undertaken by them. These transactions are independently reviewed by an Independent Chartered Accountant Firm for arm's length consideration.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. Two out of three members of the Audit Committee of the Company are independent directors. The related party transactions as set out in this Postal Ballot Notice have been approved by the Independent Directors of the Audit Committee of the Company after satisfying that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approval.

The related party transactions between HDL and SIPL as set out in this Postal Ballot Notice are also approved by the Audit Committee of HDL (consisting of majority of independent directors).

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for related party transactions which in a financial year, exceed the lower

of (i) ₹ 1,000 crore; or (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Presently, HDL pays subscription charges to SIPL for carrying the various channels of SIPL on the distribution network of HDL. HDL also receives fees from SIPL for placement services and other services (which are commonly provided by Multisystem Operators (MSOs) in the industry) rendered by the Company.

The approval of the members pursuant to this resolution is sought for transactions between HDL and SIPL for a) Subscription Charges to be paid by HDL to SIPL for carrying SIPL television channels on its distribution network; and b) receipt of fees by HDL towards placement services and other services being rendered by HDL to SIPL as per the agreement(s) entered by and between HDL and SIPL. In the case of any restructuring of HDL or SIPL resulting in transfer of the business carried on by these entities to successor entities, the approval of the shareholders pursuant to the Ordinary Resolution proposed in this Notice shall be deemed to be approval for these transactions with or between such successor entities.

The values of related party transactions specified in the Table below excludes duties and taxes.

In addition to the transactions set out in the Table below, approval of the members is also sought for any other transactions (not identifiable currently in detail) between HDL and SIPL for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the respective Audit Committees. The values of such additional transactions (to the maximum of 10% of the total value of limits) are included in the values set out in the Table below.

The value of transactions (for which the approval is being sought) for the period commencing from April 1, 2025 till the date of this Postal Ballot Notice has not exceeded the materiality threshold.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is set forth below:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Parties:</b> Hathway Digital Limited (HDL) and Star India Private Limited (SIPL)</p> <p><b>Relationship:</b> HDL is a wholly owned subsidiary of the Company. SIPL is a fellow subsidiary of the Company in terms of accounting standards. SIPL is engaged in the business of television broadcasting and production, acquisition and distribution of motion pictures and is providing services to HDL under interconnect agreement.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Rajendra Hingwala, Independent Director of the Company and Mr. Ajay Singh, Head Corporate Legal, Company Secretary and Chief Compliance Officer of the Company (KMP), who are directors on the board of HDL; and their relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.
3.	Type, tenure, material terms and particulars	<p>i. HDL carries various television channels of SIPL through its digital cable distribution network and pays subscription charges to SIPL in consideration thereof.</p> <p>ii. SIPL pays fees to HDL for placement services and other services (which are commonly provided by MSOs in the industry) rendered by HDL as per the agreement(s) entered into between HDL and SIPL.</p> <p>The above transactions will be in accordance with commercial agreements and applicable regulations of the Telecom Regulatory Authority of India.</p> <p>The above arrangements are continuing business transactions. Approval of the members is being sought for aforesaid and allied transactions during the 5 financial years i.e., from FY2025-26 to FY2029-30.</p>
4.	Value of the transaction	<p>(i) The monetary value of the transactions at 3(i) above and allied transactions (a) for FY2025-26 is estimated to be ₹ 950 crore; and (b) in each of the 4 subsequent financial years from FY2026-27 to FY2029-30 is estimated to be upto ₹ 1,900 crore.</p> <p>(ii) The monetary value of the transactions at 3 (ii) above and allied transactions (a) for FY2025-26 is estimated to be ₹ 550 crore; and (b) in each of the 4 subsequent financial years from FY2026-27 to FY2029-30 is estimated to be upto ₹ 1,100 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>(i) The estimated transaction value at 4(i) above for FY2025-26 represents (a) 46.58% of the annual consolidated turnover of the Company for FY2024-25; and (b) 66.45% of annual turnover of HDL for FY2024-25.</p> <p>(ii) The estimated transaction value at 4(ii) above for FY2025-26 represents (a) 26.97% of the annual consolidated turnover of the Company for FY2024-25; and (b) 38.47% of annual turnover of HDL for FY2024-25.</p>

Sr. No.	Particulars	Details
6.	Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	HDL is engaged in the distribution of television channels through its digital cable distribution network and SIPL operates a number of television channels for broadcast and streaming of content.  The transactions are in the interest of the parties.
8.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Save and except the above (as mentioned in point 2), 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 said transactions.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out in this Postal Ballot Notice whether the entity is a related party to the aforesaid transactions or not.

The Board of Directors commends the Ordinary Resolution set out in this Postal Ballot 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, April 22, 2025

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