



HATHWAY CABLE AND DATACOM LIMITED

Regd. Office: 'Rahejas', 4th Floor, Corner of Main Avenue &

V.P. Road, Santacruz (West), Mumbai – 400054

Tel: 91-22-26001306 Fax: 91-22-26001307

CIN: L64204MH1959PLC011421

Website: www.hathway.com, E-mail: 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 to be passed by members of Hathway Cable and Datacom Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 (the "Act"), Rule 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. 10/2021 dated June 23, 2021, 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 or re-enactment thereof for the time being in force and as amended from time to time).

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 mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Mr. Himanshu Kamdar, Practicing Company Secretary (Membership No.:5171), Partner-Rathi and Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

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

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the

Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes of this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Monday, November 22, 2021, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on Tuesday, November 23, 2021, and will be displayed on the Company's website www.hathway.com and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories") and KFinTech. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

Re-appointment of Mr. Rajan Gupta as the Managing Director of the Company, including his terms of re-appointment and remuneration

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors (hereinafter collectively referred to as the "**Board**") of the Company and pursuant to the provisions of Sections 117, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with Schedule V thereto and the Rules framed thereunder (including any statutory modification or enactment thereof), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, the Articles of Association of the Company and the Nomination and Remuneration Policy, subject to the approval of such other statutory, regulatory or judicial authority, including approval of Central Government, if required, the consent of the Company be and is hereby accorded for re-appointment of Mr. Rajan Gupta (DIN: 07603128) as the Managing Director (hereinafter referred

to as “MD”) of the Company for a term of 3 (three) years beginning from November 25, 2021 till November 24, 2024 at a remuneration and other terms and conditions, as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board, on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the re-appointment of Mr. Rajan Gupta as MD in such a manner as may be permissible in accordance with the provisions of the Act and the rules framed thereunder, Schedule V (including any modification or enactment thereto) and subject to the approval of the Central Government, if required, without requiring to obtain any further approval from the shareholders during his tenure.

RESOLVED FURTHER THAT in the event of any inadequacy in profits in any financial year during the term of office of Mr. Rajan Gupta as MD, he shall be paid the remuneration, allowances and perquisites as set out in the Explanatory Statement annexed hereto, as the minimum remuneration in accordance with Schedule V and other applicable provisions of the Act and the Rules framed thereunder, subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT for giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any Committee of Directors, with power to further delegate such powers to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard.”

By Order of the Board of Directors

Sd/-

Ajay Singh

Head Corporate Legal, Company Secretary and
Chief Compliance Officer

FCS: 5189

Mumbai, October 20, 2021

Registered Office

Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road,
Santacruz West, Mumbai 400054

CIN: L64204MH1959PLC011421

Tel No. 022-26001306 Fax No. 022-26001307

Mail: info@hathway.net

Website: www.hathway.com

NOTES:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, October 15, 2021 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / 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, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of 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/updated their e-mail address with the Company may get their e-mail address registered/updated with Link Intime India Private Limited, Registrar and Transfer Agent, by clicking the link: https://linkintime.co.in/emailreg/email_register.html on the website www.linkintime.co.in under the Investor Services tab by choosing the E mail / Bank Registration heading and following the registration process as guided therein. The members, holding shares in physical form, are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this 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 Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, 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 Company has engaged the services of KFinTech as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. **The e-voting period commences at 9:00 a.m. (IST) on Sunday, October 24, 2021 and ends at 5:00 p.m. (IST) on Monday, November 22, 2021.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Monday, November 22, 2021.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to info@hathway.net.

PROCEDURE FOR E-VOTING:

1. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, 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.

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

Commencement of remote e-voting	9:00 a.m. IST on Sunday, October 24, 2021
End of remote e-voting	5:00 p.m. IST on Monday, November 22, 2021

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.

- iii. **The manner of 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 provided in the instructions given below.**

2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. Once the Shareholder has exercised the vote, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

ii. **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS 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”)
<ol style="list-style-type: none"> 1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure: <ol style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nsd.com ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. 	<ol style="list-style-type: none"> 1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure: <ol style="list-style-type: none"> i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) ii. Enter your User ID and Password for accessing Easi / Easiest.

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<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. Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>
<p>iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.</p>	
<p>v. Click on “Active E-voting Cycles” option under E-voting.</p>	
<p>vi. You will see Company Name: “Hathway Cable and Datacom Limited” on the next screen. Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p>	<p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p>
<p>i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsd.com</p>	<p>i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>
<p>ii. Select option “Register Online for IDeAS” 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>	
<p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p>	<p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p>
<p>i. Type in the browser / Click on the following link: https://www.evoting.nsd.com/</p>	<p>i. Type in the browser / Click on the following links: www.cdslindia.com / https://www.evotingindia.com</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 & 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 “Active E-voting Cycles / VC or OAVMs” option under E-voting. You will see Company Name: “Hathway Cable and Datacom Limited” on the next screen. Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	<p>iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Hathway Cable and Datacom Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>

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 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
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Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.
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iii. 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

- I. A. 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 the 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. Corporate/Institutional 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: hsk@rathindassociates.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN."

B. 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 may get their e-mail address registered/updated with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html on the website www.linkintime.co.in under the Investor Services tab by choosing the E mail / Bank Registration heading and following the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query,

a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in.

- 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 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 the 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. 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 Private 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

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Mr. Rajan Gupta was re-appointed as the Managing Director of the Company for a term of 3 (three) years commencing from November 25, 2018 till November 24, 2021. Accordingly, his current term will be expiring on November 24, 2021. Considering his experience in the industry and growth of the Company under his leadership, the Nomination and Remuneration Committee and the Board have recommended his re-appointment for a further period of 3 (three) years commencing from November 25, 2021 till November 24, 2024, on following remuneration and other terms and conditions subject to the approval of the Members of the Company:

Remuneration break-up:

Financial Year	From	To	Fixed (₹ in Lakhs)	Variable incentive (₹ in Lakhs)	Total (₹ in Lakhs)
2021-2022	November 25, 2021	March 31, 2022	140	59	199
2022-2023	April 01, 2022	March 31, 2023	400	172	572
2023-2024	April 01, 2023	March 31, 2024	400	172	572
2024-2025	April 01, 2024	November 24, 2024	260	113	373

Other Terms and Conditions:

1. Apart from above remuneration, the Managing Director is also eligible for (a) 3 (three) years membership (sponsored by the Company) for the Managing Director and his immediate family of a club which the Parties may mutually decide and (b) Advance Management program (sponsored by the Company upto ₹ 55,00,000/- of the total cost) at a university/college that the Parties may mutually decide. The Managing Director will be eligible for this benefit only on the 2nd anniversary from the Effective Date i.e. November 25, 2021 provided he is still in employment of the Company as on such 2nd anniversary.
2. The item-wise break-up of the fixed remuneration will be decided in the most tax efficient manner. The remuneration mentioned above is subject to withholding of tax in accordance with the applicable law.
3. Fixed remuneration includes basic salary, contribution to provident fund and other allowances.
4. The variable portion (performance incentive) of the remuneration mentioned above, shall be paid subject to achievement of various Company and personal performance targets as shall be stipulated by the Board.
5. The Company shall reimburse actual entertainment and travelling expenses incurred by the Managing Director, in connection with the Company's business.
6. The Managing Director shall not be entitled to any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013 or any amendments thereto.
7. Upon the termination of the employment agreement of the Managing Director, Managing Director shall have no

right to receive any further remuneration or compensation for loss of office, other than the accrued fixed salary and allowances owed to him as of the date, the employment agreement is terminated.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule V of the said Act, such re-appointment of Managing Director and the payment of remuneration would require the consent of Shareholders of the Company by way of an Ordinary Resolution. The said resolution, is therefore, recommended for your approval.

As per the requirement of Schedule V of the Act, the information in connection with the re-appointment and payment of remuneration to Mr. Rajan Gupta as the Managing Director of the Company is given herein below:

General Information:

1) Nature of Industry:

The Company is engaged in providing Internet services all across India. It also provides Cable Television services through its subsidiary companies.

2) Date or expected date of commencement of commercial production:

Not Applicable as the Company is an existing company.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

4) Financial performance:

Based on the Audited Standalone Statement of Accounts for the year ended March 31, 2021:

Particulars	(₹ in Crores)
Revenue from Operations and Other Income	749.86
Operating Profit (Profit before Interest, Depreciation & Amortization, Taxation & Extraordinary Items)	200.46
Earnings per Share (Basic and Diluted) (₹ In actual)	0.63
Net Profit/Loss (Profit after Taxation)	111.15
Paid-up Share Capital	354.02
Reserves & Surplus	4,076.08
Face Value of Share	₹ 2/-

5) Foreign Investments or Collaborations, if any:

As of September 30, 2021, the total foreign investment in the Company is 7.19%.

Information about the appointee:**1) Background details:**

Mr. Rajan Gupta, aged 47 years, is a Civil Engineer and holds a degree in Master of Business Administration (Marketing and Finance) from Indian Institute of Management, Bangalore. He joined the Company as President-ISP on July 01, 2014.

6) Remuneration proposed:

Financial Year	From	To	Fixed (₹ in Lakhs)	Variable incentive (₹ in Lakhs)	Total (₹ in Lakhs)
2021-2022	November 25, 2021	March 31, 2022	140	59	199
2022-2023	April 01, 2022	March 31, 2023	400	172	572
2023-2024	April 01, 2023	March 31, 2024	400	172	572
2024-2025	April 01, 2024	November 24, 2024	260	113	373

7) Comparative remuneration profile with respect to industry, size of the Company, profile of the person and position for the financial year 2020-21:

Sr. No.	Industry	Name, Size of the Company (Turnover)	Profile of the person, Position	Salary (in ₹)
1.	Cable Industry	Name of Company: Den Networks Limited Turnover: ₹ 1430.53 crores *Standalone	Name of the Person: Mr. Sameer Manchanda Position: Chairman and Managing Director Brief Profile: Managing the business of the Company.	3,31,25,300

2) Past remuneration:

For the financial year 2020-21, Mr. Rajan Gupta drew remuneration of ₹ 4,89,47,658/- as the Managing Director of the Company.

3) Recognition or awards:

Under his leadership, the Company was bestowed with an award for its Annual Report 2019-20, LACP 2020 Spotlight Awards – Global Communications Competition, organised by the 'League of American Communication Professionals, USA' (LACP).

4) Job profile and his suitability:

Mr. Rajan Gupta possesses 20+ years of diverse experience across various aspects of management, sales, marketing, P&L management, revenue growth management, Go to Market strategy, business turnaround and manufacturing operations across different regions of India. Mr. Rajan Gupta shall, subject to the superintendence and control of the Board, be responsible to carry out such duties as may be entrusted to him including but not limited to day to day management of the business and operations of the Company. He shall be entrusted with providing strategic direction to both Cable and Broadband business which would include identifying, developing, initiating and directing the implementation of business strategies on sound, commercial and professional principles and pursuing defined corporate objectives.

8) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Apart from drawing remuneration from the Company as the Managing Director of the Company, Mr. Rajan Gupta does not have any other pecuniary relationship, directly or indirectly, with the Company or any nature of relationship with the managerial personnel or other director of the Company.

Other Information:

9) Reasons for loss or inadequate profits:

During the financial year ended March 31, 2021 the Company did not have any loss or inadequate profits. The Company has earned net profit (Profit after Taxation) of ₹ 111.15 crores on a standalone basis.

10) Steps taken or proposed to be taken to improve the performance of the Company:

Mr. Rajan Gupta increased capabilities across business segments to take forward journey of excellence in an extremely difficult and complex business environment during pandemic hit financial year 2020-21. Business strategy was quickly aligned to new normal to ensure business continuity amid the Covid pandemic. He worked on building culture of accountability and transparency and adopted best in class processes from Reliance Group. He also initiated large scale digital transformation of every single process across broadband and cable business which helped in seamless business continuity in pandemic environment and also

helped the Company reduce its operating cost. Due to these steps taken, in such a tough and unpredictable year, total comprehensive income for the Company in 2020-21 was ₹ 253.87 crores on a consolidated basis which was improvement of 57% over previous year. Under guidance of Board, Mr. Rajan Gupta worked on strategic transition which helped the Company on growth trajectory and also built the foundation of a more dynamic business approach designed to deliver holistic long term stakeholder value.

11) Expected increase in productivity and profits in measurable terms:

With various business initiatives undertaken by the Company, the performance is expected to further improve in near term subject to favorable market conditions.

Disclosures:

The disclosures as required under the provisions of Schedule V are mentioned above in the explanatory statement forming part of the notice and shall also form part of the Board of Director's Report under the heading "Corporate Governance" for the financial year ended March 31, 2022.

The explanatory statement and the resolution should be considered as an abstract of the terms of re-appointment and payment of remuneration to Mr. Rajan Gupta as Managing Director. The copy of the employment agreement with Mr. Rajan Gupta as required under section 190 of the Act is kept at the registered office of the Company and shall be open for inspection during normal business hours on any working day by any member of the Company.

Additional information as required under Regulation 36 (3) of Listing Regulations and SS-2 is hereunder:

Mr. Rajan Gupta	
Director Identification Number	07603128
Age	47 years
Nationality	Indian
Date of First Appointment on the Board	November 25, 2016
Qualification	BE (Civil) MBA (Marketing and Finance) from Indian Institute of Management, Bangalore
Experience (including expertise in Specific Functional Area) / Brief resume	Overall Company Management with specific expertise in Sales, Marketing and Finance
Terms and Conditions of Re-appointment	As mentioned in the Explanatory Statement
Remuneration last drawn (financial year 2020-21)	₹ 4,89,47,658/-
Remuneration proposed to be paid	As mentioned in the Explanatory Statement
Names of listed entities in which the director holds the directorship and the membership/chairmanship of the Committees of the Board as on March 31, 2021	Listed Entities in which Mr. Rajan Gupta holds the Directorship: 1. GTPL Hathway Limited Mr. Rajan Gupta holds membership in following 3 Committees of GTPL Hathway Limited: 1. Corporate Social Responsibility Committee 2. Stakeholders' Relationship Committee 3. Management Committee
Listed entities from which Mr. Rajan Gupta has resigned in the past three years	Nil
Shareholding in the Company as on March 31, 2021	Mr. Rajan Gupta does not hold any shares of the Company.
Number of Board meetings attended during the financial year 2020-21	5
Disclosure of relationships with directors and other key managerial personnel	Mr. Rajan Gupta is not related, directly or indirectly, to any Directors or other Key Managerial Personnel of the Company.

Except Mr. Rajan Gupta, none of the persons specified in Section 102 of the Act namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolution.

By Order of the Board of Directors

Sd/-

Ajay Singh

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

Mumbai, October 20, 2021

Registered Office

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