

Date: February 1, 2019

The Secretary

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400001
E-mail: corp.relations@bseindia.com

The Company Secretary

Hathway Bhawani Cabletel and Datacom Limited
805/806, Windsor, 8th Floor,
Off CST Road, Kalina,
Santacruz (East)
Mumbai- 400 098
E-mail: pallavi.balkur@hathway.net

Dear Sirs,

Subject: Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations")

Jio Content Distribution Holdings Private Limited, Jio Internet Distribution Holdings Private Limited and Jio Cable and Broadband Holdings Private Limited (collectively "**Acquirers**") (along with the persons acting in concert with them) have been allotted an aggregate of 90,88,10,000 equity shares of Hathway Cable and Datacom Limited ("**HCDL**") on January 30, 2019, pursuant to a preferential issue ("**Preferential Issue**").

Pursuant to the Preferential Issue, the Acquirers and the persons acting in concert with them have become part of the 'promoter and promoter group' of HCDL.

HCDL directly holds 24.94% of the voting share capital in Hathway Bhawani Cabletel and Datacom Limited ("Target Company"). Further, HCDL, through its wholly owned subsidiary, Hathway Media Vision Private Limited ("HMVPL"), holds 26.67% of the voting share capital of the Target Company. Furthermore, HCDL and HMVPL are classified as part of the 'promoter and promoter group' of the Target Company.

The allotment made by HCDL to the Acquirers pursuant to the Preferential Issue, consequent to which the Acquirers have acquired sole control over HCDL has resulted in acquisition of voting rights in and control by the Acquirers and the persons acting in concert with them over the Target Company, which in terms of Regulation 5 of the SAST Regulations shall be considered as an indirect acquisition of shares or voting rights over 51.61% held by HCDL (directly and through HMVPL) in the Target Company and control over the Target Company.

In view of the above, please find attached the requisite disclosure under Regulation 29(1) of the SAST Regulations.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For **JIO CONTENT DISTRIBUTION HOLDINGS PRIVATE LIMITED**

For **JIO INTERNET DISTRIBUTION HOLDINGS PRIVATE LIMITED**

For **JIO CABLE AND BROADBAND HOLDINGS PRIVATE LIMITED**



K. R. Raja
Director
Name: K. R. Raja
DIN: 00006673

K. R. Raja
Director
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DIN: 00006673

M. Sundar
Director
Name: M. Sundar
DIN: 00433686

Date: February 1, 2019
Place: Mumbai



Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations")

Part A – Details of the Acquisition

Name of the Target Company (TC)	Hathway Bhawani Cabletel and Datacom Limited		
Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirer	<p>Acquirers:</p> <ul style="list-style-type: none"> a. Jio Content Distribution Holdings Private Limited ("Acquirer 1") b. Jio Internet Distribution Holdings Private Limited ("Acquirer 2") c. Jio Cable and Broadband Holdings Private Limited ("Acquirer 3") <p>Acquirer 1, Acquirer 2 and Acquirer 3 are hereinafter collectively referred to as "Acquirers".</p> <p>PACs:</p> <ul style="list-style-type: none"> a. Reliance Industries Limited ("PAC 1") b. Digital Media Distribution Trust ("PAC 2") c. Reliance Content Distribution Limited ("PAC 3") d. Reliance Industrial Investments and Holdings Limited ("PAC 4") <p>PAC 1, PAC 2, PAC 3 and PAC 4 are hereinafter collectively referred to as "PACs"</p>		
Whether the acquirer belongs to Promoter/Promoter group	<p>Prior to the acquisition for which the present disclosure is being filed, the acquirers did not belong to the 'promoter and promoter group' of the TC.</p> <p>The Acquirers have acquired sole control of Hathway Cable and Datacom Limited (HCDL) and the Acquirers and PACs have become part of the promoter and promoter group of HCDL which is part of the promoter and promoter group of the TC.</p> <p>Accordingly, the Acquirers have become part of promoter and promoter group of the TC.</p>		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share /voting capital of the TC(**)
Before the acquisition under consideration, holding of acquirer along with PACs of:	Nil		
a) Shares carrying voting rights			
b) Shares in the nature of encumbrance (pledge / lien/ non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by equity shares			
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC			



(specify holding in each category)	
e) Total (a+b+c+d)	
Details of acquisition	The allotment made by HCDL, which is part of the promoter and promoter group of the TC, to the Acquirers pursuant to a preferential issue, consequent to which the Acquirers have acquired sole control over HCDL has resulted in acquisition of voting rights in and control by the Acquirers and PACs over the TC, which in terms of Regulation 5 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 shall be considered as an indirect acquisition of shares or voting rights over 51.61% held by HCDL (directly and through HMOVPL) in the TC and control over the TC.
a) Shares carrying voting rights acquired.	
b) VRs acquired otherwise than by equity shares.	
c) Warrants / convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	
e) Total (a+b+c+/- d)	
After the acquisition, holding of acquirer along with PACs of:	The allotment made by HCDL, which is part of the promoter and promoter group of the TC, to the Acquirers pursuant to a preferential issue, consequent to which the Acquirers have acquired sole control over HCDL has resulted in acquisition of voting rights in and control by the Acquirers and PACs over the TC, which in terms of Regulation 5 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 shall be considered as an indirect acquisition of shares or voting rights over 51.61% held by HCDL (directly and through HMOVPL) in the TC and control over the TC.
a) Shares carrying voting rights	
b) VRs otherwise than by equity shares	
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	
e) Total (a+b+c+d)	
Mode of acquisition (e.g. open market/ public issue/ rights issue/ preferential allotment / inter-se transfer/ encumbrance, etc.)	Acquisition of equity shares, voting rights and sole control by the Acquirers over HCDL which is part of the promoter and promoter group of the TC.
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	-
Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	January 30, 2019
Equity share capital /total voting capital of the TC before the said acquisition	INR 8,10,00,000 (81,00,000 equity shares of Rs. 10/- each)



Equity share capital/total voting capital of the TC after the said acquisition	INR 8,10,00,000 (81,00,000 equity shares of Rs. 10/- each)
Total diluted share/voting capital of the TC after the said acquisition.	INR 8,10,00,000 (81,00,000 equity shares of Rs. 10/- each)

For JIO CONTENT
DISTRIBUTION HOLDINGS
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For JIO CABLE AND
BROADBAND HOLDINGS
PRIVATE LIMITED



K.R. Raja
Director
Name: K. R. Raja
DIN: 00006673

Date: February 1, 2019
Place: Mumbai

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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