

February 01, 2019

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400001, India.

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051, India.

Dear Sirs,

Subject: Notice to the Public Shareholders (as defined in the Letter of Offer) of Hathway Cable and Datacom Limited (the “Target Company”) dated January 31, 2019 (the “Notice”) in relation to an open offer to the Public Shareholders of the Target Company (“Open Offer”/ “Offer”).

Jio Content Distribution Holdings Private Limited (“**JCDHPL**” or “**Acquirer 1**”), Jio Internet Distribution Holdings Private Limited (“**JIDHPL**” or “**Acquirer 2**”) and Jio Cable and Broadband Holdings Private Limited (“**JCBHPL**” or “**Acquirer 3**”) (hereinafter Acquirer 1, Acquirer 2 and Acquirer 3 are collectively referred to as the “**Acquirers**”) together with Reliance Industries Limited (“**RIL**” or “**PAC 1**”), Digital Media Distribution Trust (“**Trust**” or “**PAC 2**”), Reliance Content Distribution Limited (“**RCDL**” or “**PAC 3**”) and Reliance Industrial Investments and Holdings Limited (“**RIIHL**” or “**PAC 4**”) (hereinafter PAC 1, PAC 2, PAC 3 and PAC 4 are collectively referred to as the “**PACs**”), in their capacity as the persons acting in concert with the Acquirers, have announced an open offer for acquisition of up to 46,02,27,170 fully paid-up equity shares of face value of Rs. 2 each (“**Equity Shares**”) from the Public Shareholders of Hathway Cable and Datacom Limited (the “**Target Company**”), representing 26.00% of the Expanded Voting Share Capital, at a price of Rs. 32.35 per Equity Share (the “**Offer Price**”) aggregating to total consideration of Rs. 1,488.83 crore, payable in cash.

We have submitted the public announcement dated October 17, 2018, the detailed public statement dated October 25, 2018, the Draft Letter of Offer dated November 01, 2018, the Letter of Offer dated January 23, 2019 and Offer Opening Public Announcement and Corrigendum dated January 29, 2019.

We are pleased to enclose a copy of the Notice that has been issued to the public shareholders of the Target Company dated January 31, 2019 pursuant to a board meeting of the Target Company and allotment of 90,88,10,000 Equity Shares to the Acquirers on January 30, 2019.

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the Letter of Offer.

Thanking You,
Yours truly,

For **JM Financial Limited**



Authorized Signatory



Enclosure: as above.

JM Financial Limited

Corporate Identity Number : L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 F: +91 22 6630 3330 www.jmfl.com

NOTICE FOR THE ATTENTION OF THE
PUBLIC SHAREHOLDERS OF

HATHWAY CABLE AND DATACOM LIMITED

Registered Office: Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road,
Santacruz (W), Mumbai 400054, India

Tel. No.: +91 22 2600 1306; Fax No.: +91 22 2600 1307

CIN: L64204MH1959PLC011421; Website: www.hathway.com

Open Offer for acquisition of up to 46,02,27,170 fully paid-up equity shares of face value of Rs. 2 each ("Equity Shares") representing 26.00% of the Expanded Voting Share Capital from the Public Shareholders of Hathway Cable and Datacom Limited ("Target Company") by Jio Content Distribution Holdings Private Limited ("Acquirer 1"), Jio Internet Distribution Holdings Private Limited ("Acquirer 2") and Jio Cable and Broadband Holdings Private Limited ("Acquirer 3") (hereinafter Acquirer 1, Acquirer 2 and Acquirer 3 are collectively referred to as the "Acquirers") together with Reliance Industries Limited ("PAC 1"), Digital Media Distribution Trust ("PAC 2"), Reliance Content Distribution Limited ("PAC 3") and Reliance Industrial Investments and Holdings Limited ("PAC 4") (hereinafter PAC 1, PAC 2, PAC 3 and PAC 4 are collectively referred to as the "PACs"), in their capacity as the persons acting in concert with the Acquirers ("Offer" or "Open Offer")

This Notice is being issued by JM Financial Limited (the "Manager to the Offer"), for and on behalf of the Acquirers and PACs, in respect of the Open Offer (the "Notice") to the Public Shareholders of the Target Company. This Notice should be read in continuation of, and in conjunction with, the Public Announcement dated October 17, 2018 ("PA"), Detailed Public Statement published on October 25, 2018 ("DPS"), Draft Letter of Offer dated November 01, 2018 ("DLOF"), Letter of Offer dated January 21, 2019 ("LOF") and the Offer Opening Public Announcement and Corrigendum dated January 29, 2019 (the "Offer Opening Public Announcement and Corrigendum"). The DPS and the Offer Opening Public Announcement and Corrigendum with respect to the Open Offer were published in Financial Express – English (all editions), Jansatta - Hindi (all editions), Loksatta – Marathi (all editions) and Indian Express – English (all editions).

Capitalised terms used but not defined in this Notice shall have the meaning assigned to such terms in the LOF.

The Public Shareholders are requested to kindly note the following information relating to the Open Offer:

Subsequent to the date of the LOF, the board of directors of the Target Company, in its board meeting held on January 30, 2019 have allotted 90,88,10,000 Equity Shares ("Subscription Shares") of the Target Company representing 51.34% of the Expanded Voting Share Capital to the Acquirers in the manner set out in the SSA. Pursuant to the underlying transactions under the SSA and the SHA, the Acquirers have acquired sole control of the Target Company. The completion of the underlying transactions under the SSA and the SHA by the Acquirers is in accordance with Regulation 22(2) of the SEBI (SAST) Regulations. Ms. Geeta Fulwadaya (DIN: 03341926) has been appointed as an Additional Director of the Target Company with effect from January 30, 2019 which is in compliance with Regulation 24(1) of the SEBI (SAST) Regulations. Ms Geeta Fulwadaya (DIN: 03341926) is also a director on the board of directors of Acquirer 1.

Further, Mr. Rajan Raheja (DIN: 00037480) and Mr. Vinayak Aggarwal (DIN: 00007280) have resigned from the board of the Target Company with effect from January 30, 2019.

The Acquirers, the PACs and their respective directors / trustees accept full responsibility for the information contained in this Notice (other than information pertaining to the Target Company which has been compiled from information published or publicly available sources or provided by the Target Company) and shall be jointly and severally responsible for the fulfillment of obligations under the SEBI (SAST) Regulations in respect of the Open Offer.

A copy of this Notice is expected to be available on the SEBI website at <https://www.sebi.gov.in>

Issued on behalf of Acquirers and the PACs by the Manager to the Offer



JM Financial Limited

7th Floor, Chergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400 025, India.
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Email: hathway.openoffer@jmfl.com
Contact Person: Ms. Prachee Dhuri
SEBI Registration Number: INM000010361
CIN: L67120MH1986PLC038784

Registrar to the Offer

Karvy Fintech Private Limited

Karvy Selenium Tower B Plot No 31 & 32,
Financial District Nanakramguda, Serilingampally Mandal,
Hyderabad – 500 032, Telangana, India
Tel : +91 40 6716 2222 Fax: +91 40 2343 1551
Email: murali.m@karvy.com
Website: <http://karvyfintech.com>
Contact Person: Murali Krishna M, General Manager
SEBI Registration No.: INR000000221
CIN: U67200TG2017PTC117649

