

Date: January 29, 2019

To, BSE Limited The Corporate Relationship Department, P J Towers, Dalal Street, Mumbai - 400001 BSE Security Code: 533162

Dear Sir,

Sub: Proposed open offer of fully paid-up equity shares of face value of Rs. 2/- each (the "Equity Shares") of Hathway Cable and Datacom Limited (the "Target Company") by Jio Content Distribution Holdings Private Limited ("Acquirer 1"), Jio Internet Distribution Holdings Private Limited ("Acquirer 2"), 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 under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the "SEBI (SAST) Regulations") (the "Open Offer")

With reference to the captioned Open Offer, it is hereby informed that, in terms of 26(7)(ii) of the SEBI (SAST) Regulations, the statement of the "Recommendations of the Committee of Independent Directors", has been published in the same newspapers where the Detailed Public Statement ("DPS") of the open offer was published viz:

- 1. Financial Express English (all editions)
- 2. Jansatta Hindi (all editions)
- 3. Loksatta Marathi (all editions)
- 4. Indian Express English (all editions)

A copy of the same is enclosed herewith for your kind perusal

Request you to take the above submission on record

For Hathway Cable and Datacom Limited



Head Corporate Legal, Company Secretary and Chief Compliance Officer FCS No: 5189

Encl: As above

Hathway Cable and Datacom Limited

805/806, "Windsor", Off C.S.T. Road, Kalina, Santacruz (E), Mumbai - 400 098. Tel :+ 91 022 67742500 Fax : + 91 022 67742400 **Regd. Off.: "Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.** Tel :+ 91 022 26001306 Fax : + 91 022 26001307 Email : info@hathway.net Website : www.hathway.com CIN No. L64204MH1959PLC011421

HATHWAY CABLE AND DATACOM LIMITED

Registered Office: Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (W), Mumbai - 400054, India CIN: L64204MH1959PLC011421 Tel: +91 22 2600 1306; Fax: +91 22 2600 1307

Email ID: info@hathway.net Website: www.hathway.com

Recommendations of the Committee on the Open Offer (COO) to the Shareholders of Hathway Cable and Datacom Limited ("HCDL" or the "TC") under Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI SAST Regulations") in relation to the open offer made by 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

1	Date 28 January 2019				
2		28 January 2019			
		Hathway Cable and Datacom Limited			
3.	Details of the Offer pertaining to TC	Open Offer is being made by the Acquirers and the PACs for the acquisition of upto 46,02,27,170 (Forty Six Crores Two Lakhs Twenty Seven Thousand One Hundred and Seventy) equity shares at a price of Rs 32.35/- (Rupees Thirty-Two and Thirty-Five paise only) per Equity Share representing 26.00% of the expanded voting share capital of the Company.			
4.	Name(s) of the acquirer and PAC with the acquirer	Jio Content Distribution Holdings Private Limited, Jic Internet Distribution Holdings Private Limited and Jic Cable and Broadband Holdings Private Limited (collectively referred to as the "Acquirers") togethee with Reliance Industries Limited, Digital Media Distribution Trust, Reliance Content Distribution Limited and Reliance Industrial Investments and Holdings Limited (collectively referred to as the "PACS")			
5.	Name of the Manager to the offer	JM Financial Limited			
		f Ms. Ameeta Parpia Mr. Sasha Mirchandani Mr. Devendra Shrotri			
7.	COO Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	and except for Ms. Ameeta Parpia, none of the members hold any equity shares in the TC. Ms. Ameeta Parpia holds 27,315 shares in the TC. Other than the shareholding of Ms. Ameeta Parpia in			
Carl I		the TC, the COO members do not have any relationship with the TC.			
8.	Trading in the Equity shares/other securities of the TC by COO Members				
9.	COO Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.				
10.	Trading in the Equity shares/other securities of the acquirer by COO Members	None of the COO members have traded in equity shares/other securities of the Acquirers or PACs during the period of 12 months prior to the Public Announcement dated October 17, 2018 and till the date of this recommendation.			
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	The COO Members are of the opinion that the open offer price is fair and reasonable and is in accordance with SEBI SAST Regulations. However the shareholders should independently evaluate the offer and take an informed decision.			
12.	Summary of reasons for recommendation (COO may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	Announcement ("PA") and other documents as released by JM Financial Limited (as the Manager to			
	Details of Independent Advisors, if any	Deloitte Haskins & Sells LLP, Chartered Accountants			
14.	Any other matter(s) to be highlighted	None			
acc omi	"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise and includes all the information required to be disclosed by the IC under the SEBI SAST Regulations." For and on behalf of Committee on Open Offer of Hathway Cable and Datacom Limited Sd/-				
	Place: Mumbai Sridhar Gorthi Date: 28/01/2019 DIN: 00035824				

FINANCIAL EXPRESS

TUESDAY, JANUARY 29, 2019

HATHWAY (CABLE AND DATAC	OM LIMITED
red Office: Rahejas, 4th Floor,	Corner of Main Avenue & V. P. Road CIN: L64204MH1959PLC011421	I, Santacruz (W), Mumbai - 400054, India

Tel: +91 22 2600 1306; Fax: +91 22 2600 1307

Email ID: info@hathway.net Website: www.hathway.com

Recommendations of the Committee on the Open Offer (COO) to the Shareholders of Hathway Cable and Datacom Limited ("HCDL" or the "TC") under Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI SAST Regulations") in relation to the open offer made by 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 1, Acquirer 2 and Acquirer 3 are collectively referred to as the "Acquirers") together with Reliance Industries Limited ("RLL" 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

2.	Name of the Target Company (TC)	Hathway Cable and Datacom Limited
3.	Details of the Offer pertaining to TC	Open Offer is being made by the Acquirers and the PACs for the acquisition of upto 46,02,27,170 (Fort Six Crores Two Lakhs Twenty Seven Thousand Om Hundred and Seventy) equity shares at a price of Rs 32.35/- (Rupees Thirty-Two and Thirty-Five paise only per Equity Share representing 26,00% of the expanded voting share capital of the Company.
4.	z totoval biotokon (c)	Jio Content Distribution Holdings Private Limited, Jid Internet Distribution Holdings Private Limited and Jid Cable and Broadband Holdings Private Limited (collectively referred to as the "Acquirers") togethe with Reliance Industries Limited, Digital Media Distribution Trust, Reliance Content Distribution Limited and Reliance Industrial Investments and Holdings Limited (collectively referred to as the "PACS")
5.	Name of the Manager to the offer	JM Financial Limited
6.	Members of the Committee of Independent Directors (<i>Please indicate the chairperson of</i> <i>the Committee separately</i>)	
7.	COO Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	COO Members are Independent Directors of the TC and except for Ms. Ameeta Parpia, none of the members hold any equity shares in the TC. Ms. Ameeta Parpia holds 27,315 shares in the TC. Other than the shareholding of Ms. Ameeta Parpia ir the TC, the COO members do not have any relationship with the TC.
8.	Trading in the Equity shares/other securities of the TC by COO Members	None of the members of the COO have traded in any of the equity shares/ securities of the TC during the period of 12 months prior to the Public Announcemeni dated October 17, 2018 and till the date of this recommendation.
9.	COO Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	COO Members do not have any relationship with the Acquirers or the PACs.
10.	Trading in the Equity shares/other securities of the acquirer by COO Members	None of the COO members have traded in equity shares/ other securities of the Acquirers or PACs during the period of 12 months prior to the Public Announcement dated October 17, 2018 and till the date of this recommendation.
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	The COO Members are of the opinion that the open offer price is fair and reasonable and is in accordance with SEBI SAST Regulations. However the shareholders should independently evaluate the offer and take an informed decision.
12.	Summary of reasons for recommendation (COO may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	 COO has perused the Letter of Offer ("LO"), the Detailed Public Statement ("DPS"), the Public Announcement ("PA") and other documents as released by JM Financial Limited (as the Manager to the Offer) on behalf of the Acquirers and the PACs. Deloitte Haskins & Sells LLP, Chartered Accountants has been engaged by the COO to independently evaluate if the offer price is in accordance with the SEBI SAST Regulations. Under their report dated January 25th, 2019, they have commented that the open offer price is in compliance with Regulation 8(2) of the SEBI SAST Regulations. Based on the above, the COO is of the opinion that the Offer price of Rs.32.35 (Rupees Thirty Two and Thirty Five paise) per Equity Share is in accordance with the guidelines prescribed by the SEBI SAST Regulations.
13.	Details of Independent Advisors, if any	Deloitte Haskins & Sells LLP, Chartered Accountants
4.	Any other matter(s) to be highlighted	None house and the probability
acc omi TC	ompanying this statement is, in all material res ssion of any information or otherwise and inclu under the SEBI SAST Regulations."	naking proper enquiry, the information contained in or pect, true and correct and not misleading, whether by des all the information required to be disclosed by the pen Offer of Hathway Cable and Datacom Limited Sd/- Sridhar Gorthi

THE INDIAN EXPRESS, TUESDAY, JANUARY 29, 2019

Register

C: A: ("Pi (" " A Tr R: 2, A:	ecommendations of the Committee on the able and Datacom Limited ("HCDL" or the " cquisition of Shares and Takeovers) Regu SEBI SAST Regulations") in relation to the of trute Limited ("JCDHPL" or "Acquirer 1") JIDHPL" or "Acquirer 2") and Jio Cable and Acquirer 3") (hereinafter Acquirer 1, Acquire Acquirers") together with Reliance Industries ust ("TRUST" or "PAC 2"), Reliance Cont eliance Industrial Investments and Holdings PAC 3 and PAC 4 are collectively referred cting in Concert with the Acquirers	Anet Website: www.hathway.com Open Offer (COO) to the Shareholders of Hathwa TC") under Regulation 26(7) of the SEBI (Substanti- lations, 2011 and subsequent amendments therei open offer made by Jio Content Distribution Holding , Jio Internet Distribution Holdings Private Limite I Broadband Holdings Private Limited ("JCBHPL" of er 2 and Acquirer 3 are collectively referred to as the Limited ("RIL" or "PAC 1"), Digital Media Distribution ent Distribution Limited ("RCDL" or "PAC 3") an Limited ("RIIHL" or "PAC 4") (hereinafter PAC 1, PA to as the "PACs"), in their capacity as the Person
1.		28 January 2019
3.		Hathway Cable and Datacom Limited Open Offer is being made by the Acquirers and th PACs for the acquisition of upto 46,02,27,170 (For Six Crores Two Lakhs Twenty Seven Thousand Or Hundred and Seventy) equity shares at a price of R 32.35/- (Rupees Thirty-Two and Thirty-Five paise only per Equity Share representing 26.00% of the expander voting share capital of the Company.
4.	Name(s) of the acquirer and PAC with the acquirer	Jio Content Distribution Holdings Private Limited, J Internet Distribution Holdings Private Limited and J Cable and Broadband Holdings Private Limite (collectively referred to as the "Acquirers") togethe with Reliance Industries Limited, Digital Medi Distribution Trust, Reliance Content Distribution Limite and Reliance Industrial Investments and Holding Limited (collectively referred to as the "PACS")
5. 6.	Name of the Manager to the offer Members of the Committee of Independent Directors (<i>Please indicate the chairperson of</i> <i>the Committee separately</i>)	JM Financial Limited Mr. Sridhar Gorthi - Chairman Ms. Ameeta Parpia Mr. Sasha Mirchandani Mr. Devendra Shrotri
7.	COO Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	COO Members are Independent Directors of the T
8.	Trading in the Equity shares/other securities of the TC by COO Members	None of the members of the COO have traded in an of the equity shares/ securities of the TC during th period of 12 months prior to the Public Announcemer dated October 17, 2018 and till the date of thi recommendation.
9.	COO Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	COO Members do not have any relationship with the Acquirers or the PACs.
10.	Trading in the Equity shares/other securities of the acquirer by COO Members	None of the COO members have traded in equity shares/ other securities of the Acquirers or PACs during the period of 12 months prior to the Public Announcemen dated October 17, 2018 and till the date of this recommendation.
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		 COO has perused the Letter of Offer ("LO"), the Detailed Public Statement ("DPS"), the Public Announcement ("PA") and other documents as released by JM Financial Limited (as the Manager to the Offer) on behalf of the Acquirers and the PACs. Deloitte Haskins & Sells LLP, Chartered Accountants has been engaged by the COO to independently evaluate if the offer price is in accordance with the SEBI SAST Regulations. Under their report dated January 25th, 2019, they have commented that the open offer price is in compliance with Regulation 8(2) of the SEBI SAST Regulations. Based on the above, the COO is of the opinion that the Offer price of Rs.32.35 (Rupees Thirty Two and Thirty Five paise) per Equity Share is in accordance with the guidelines prescribed by the SEBI SAST Regulations.
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"To acco omis	the best of our knowledge and belief, after m ompanying this statement is, in all material res ssion of any information or otherwise and inclu under the SEBI SAST Regulations."	None haking proper enquiry, the information contained in or pect, true and correct and not misleading, whether by des all the information required to be disclosed by the pen Offer of Hathway Cable and Datacom Limited Sd/-

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	HATHWAY CABLE AND DATACOM LIMITED Registered Office: Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz (W), Mun CIN: Le320MH1959PLC011421 Tel: 491 22 2600 1306; Fax: 491 22 2600 1307 Email ID: info@hathway.net Website: www.hathway.com Recommendations of the Committee on the Open Offer (COO) to the Sharehol Cable and Datacom Limited ("HCDL" or the "TC") under Regulation 26(7) of the S Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent ame ("SEBI SAST Regulations") in relation to the open offer made by Joic Content Disti Private Limited ("JCDHPL" or "Acquirer 1"), Jio Internet Distribution Holdings ("JIDHPL" or "Acquirer 2") and Jio Cable and Broadband Holdings Private Limiti "Acquirers") together with Reliance Industries Limited ("RILL" or "PAC 1"), Digital M Trust ("TRUST" or "PAC 2"), Reliance Content Distribution Limited ("RCDL" Reliance Industrial Investments and Holdings Limited ("RILL" or "PAC 4") (herein 2, PAC 3 and PAC 4 are collectively referred to as the "PACs"), in their capacity Acting in Concert with the Acquirers 1. Date			
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जनसन्त, 29 जनवरी, 2019	4.	Name(s) of the acquirer and PAC with the acquirer	Jio Content Distribution Holdings Private Limited, Jio Internet Distribution Holdings Private Limited and Jio Cable and Broadband Holdings Private Limited (collectively referred to as the "Acquirers") together with Reliance Industries Limited, Digital Media Distribution Trust, Reliance Content Distribution Limited and Reliance Industrial Investments and Holdings Limited (collectively referred to as the "PACS")	
29	5.	Name of the Manager to the offer	JM Financial Limited	
	6.	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	f Ms. Ameeta Parpia Mr. Sasha Mirchandani Mr. Devendra Shrotri	
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		Summary of reasons for recommendation (COO may also invite attention to any other place, e.g., company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	released by JM Financial Limited (as the Manager to the Offer) on behalf of the Acquirers and the PACs. 2. Delotte Haskins & Sells LLP, Chartered Accountants has been engaged by the COO to independently evaluate if the offer price is in accordance with the SEBI SAST Regulations. Under their report dated January 25th, 2019, they have commented that the open offer price is in compliance with Regulation 8(2) of the SEBI SAST Regulations. 3. Based on the above, the COO is of the opinion that the Offer price of Rs.32.35 (Rupees Thirty Two and Thirty Five paise) per Equity Share is in accordance with the guidelines prescribed by the SEBI SAST Regulations.	
1	4.	Details of Independent Advisors, if any Any other matter(s) to be highlighted the best of our knowledge and belief, after n	Deloitte Haskins & Sells LLP. Chartered Accountants None naking proper enquiry, the information contained in or	
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		e: Mumbai e: 28/01/2019	Sd/- Sridhar Gorthi Independent Director DIN: 00035824	