

October 25, 2018

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001

Dear Sirs /Madam,

Subject: Detailed public statement dated October 24, 2018 (the “Detailed Public Statement”) in relation to an open offer to the Public Shareholders (as defined in the Detailed Public Statement) of Hathway Bhawani Cabletel and Datacom Limited (the “Target Company”) (“Open Offer”/ “Offer”).

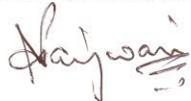
In reference to the captioned Open Offer, please find enclosed the detailed public statement dated October 24, 2018 (“DPS”) published on October 25, 2018, in the following newspapers:

Newspaper	Language	Editions
Financial Express	English national daily	All editions
Jansatta	Hindi national daily	All editions
Loksatta	Marathi daily	All editions
Indian Express	English national daily	All editions

Thanking You,

Yours truly,

For **JM Financial Limited**



Name:
Designation: Nikhil Panjwani
Vice President
Phone: 022-66303030
Email: nikhil.panjwani@jmfl.com

Enclosure: As above

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS OF HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED

HAVING FULLY REGISTERED OFFICE AT 805/806, WINDSOR, 8TH FLOOR, OFF CST ROAD, KALINA, SANTACRUZ (EAST), MUMBAI- 400 098, INDIA. WEBSITE: www.hathwaybhawani.com/

OPEN OFFER FOR ACQUISITION OF UP TO 21,06,000 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARE"), REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW) OF HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY 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 ("OFFER" OR "OPEN OFFER").

This detailed public statement ("DPS") is being issued by JM Financial Limited, the manager to the Open Offer (the "Manager to the Offer"), for and on behalf of the Acquirers and the PACs, to the Public Shareholders of the Target Company pursuant to and in compliance with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations"), pursuant to the public announcement ("PA") dated October 17, 2018 filed with the BSE Limited ("BSE"), Securities and Exchange Board of India ("SEBI") and the Target Company, in form of Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

For the purposes of this DPS, the following terms have the meanings assigned to them below:

"Voting Share Capital" shall mean the total voting equity share capital of the Target Company as on the date of this DPS.

"Public Shareholders" shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, except: (i) the Acquirers and the PACs, and (ii) parties to the underlying SSA (as defined below) and SHA (as defined below) including persons deemed to be acting in concert with such parties to the SSA and SHA, as the case may be.

"SEBI Act" shall mean Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.

I. ACQUIRERS, PACS, TARGET COMPANY, SELLER AND OPEN OFFER

1. Details of Jio Content Distribution Holdings Private Limited ("Acquirer 1" or "JCDHPL")

1.1. Acquirer 1 is a private company limited by shares. It was incorporated on October 11, 2018 under the laws of India (CIN: U74999MH2018PTC315665). There has been no change in the name of Acquirer 1 since its incorporation.

1.2. The registered office of Acquirer 1 is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India, Tel: +91 22 3555 5000.

1.3. The principal activity of Acquirer 1 is to engage in the business of partnering and making strategic investments in entities which are involved in (i) cable services including but not limited to TV, VOIP, Video on Demand and other allied services, and (ii) internet-based services.

1.4. The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds 100% of the class A equity share capital (with 1 vote per class A equity share) of the Acquirer 1, 100% of the class B equity share capital (with 10 votes per class B equity share) of Acquirer 1 is also proposed to be issued to the Trust. Further, 100% of the participating preference share capital of Acquirer 1 is proposed to be issued to the Trust. RCDL, a wholly owned subsidiary of RIL through RIIHL, is the sole beneficiary of the Trust. RIIHL is the protector of the Trust. Acquirer 1 belongs to the Reliance group.

1.5. The shares of Acquirer 1 are not listed on any stock exchange in India or abroad.

1.6. As on the date of this DPS, there are no directors representing Acquirer 1 on the board of the Target Company.

1.7. As on the date of this DPS, Acquirer 1 does not hold any Equity Shares or voting rights in the Target Company. Neither Acquirer 1 nor its directors have any relationship with or interest in the Target Company. Acquirer 1 does not have any employees.

1.8. Acquirer 1 is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

1.9. Acquirer 1 was incorporated on October 11, 2018 and this being its first year of operations, no financial statements of Acquirer 1 are available as on date.

2. Details of Jio Internet Distribution Holdings Private Limited ("Acquirer 2" or "JIDHPL")

2.1. Acquirer 2 is a private company limited by shares. It was incorporated on October 11, 2018 under the laws of India (CIN: U74999MH2018PTC315670). There has been no change in the name of Acquirer 2 since its incorporation.

2.2. The registered office of Acquirer 2 is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India, Tel: +91 22 3555 5000.

2.3. The principal activity of Acquirer 2 is to engage in the business of partnering and making strategic investments in entities which are involved in (i) cable services including but not limited to TV, VOIP, Video on Demand and other allied services, and (ii) internet-based services.

2.4. The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds 100% of the class A equity share capital (with 1 vote per class A equity share) of the Acquirer 2, 100% of the class B equity share capital (with 10 votes per class B equity share) of Acquirer 2 is also proposed to be issued to the Trust. Further, 100% of the participating preference share capital of Acquirer 2 is proposed to be issued to the Trust. RCDL, a wholly owned subsidiary of RIL through RIIHL, is the sole beneficiary of the Trust. RIIHL is the protector of the Trust. Acquirer 2 belongs to the Reliance group.

2.5. The shares of Acquirer 2 are not listed on any stock exchange in India or abroad.

2.6. As on the date of this DPS, there are no directors representing Acquirer 2 on the board of the Target Company.

2.7. As on the date of this DPS, Acquirer 2 does not hold any Equity Shares or voting rights in the Target Company. Neither Acquirer 2 nor its directors have any relationship with or interest in the Target Company. Acquirer 2 does not have any employees.

2.8. Acquirer 2 is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

2.9. Acquirer 2 was incorporated on October 11, 2018 and this being its first year of operations, no financial statements of Acquirer 2 are available as on date.

3. Details of Jio Cable and Broadband Holdings Private Limited ("Acquirer 3" or "JCBHPL")

3.1. Acquirer 3 is a private company limited by shares. It was incorporated on October 12, 2018 under the laws of India (CIN: U74999MH2018PTC315722). There has been no change in the name of Acquirer 3 since its incorporation.

3.2. The registered office of Acquirer 3 is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India, Tel: +91 22 3555 5000.

3.3. The principal activity of Acquirer 3 is to engage in the business of partnering and making strategic investments in entities which are involved in (i) cable services including but not limited to TV, VOIP, Video on Demand and other allied services, and (ii) internet-based services.

3.4. The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds 100% of the class A equity share capital (with 1 vote per class A equity share) of the Acquirer 3, 100% of the class B equity share capital (with 10 votes per class B equity share) of Acquirer 3 is also proposed to be issued to the Trust. Further, 100% of the participating preference share capital of Acquirer 3 is proposed to be issued to the Trust. RCDL, a wholly owned subsidiary of RIL through RIIHL, is the sole beneficiary of the Trust. RIIHL is the protector of the Trust. Acquirer 3 belongs to the Reliance group.

3.5. The shares of Acquirer 3 are not listed on any stock exchange in India or abroad.

3.6. As on the date of this DPS, there are no directors representing Acquirer 3 on the board of the Target Company.

3.7. As on the date of this DPS, Acquirer 3 does not hold any Equity Shares or voting rights in the Target Company. Neither Acquirer 3 nor its directors have any relationship with or interest in the Target Company. Acquirer 3 does not have any employees.

3.8. Acquirer 3 is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

3.9. Acquirer 3 was incorporated on October 12, 2018 and this being its first year of operations, no financial statements of Acquirer 3 are available as on date.

4. Details of Reliance Industries Limited ("PAC 1" or "RIL")

4.1. Reliance Industries Limited, a company limited by shares was originally incorporated on May 8, 1973 under the name Mynlon Limited in the State of Karnataka under the Companies Act, 1956 (CIN: L17110MH1973PLC019786). The name was subsequently changed to Reliance Textile Industries Limited on March 11, 1977 and eventually to its present name on June 27, 1985. The registered office was changed from State of Karnataka to State of Maharashtra on July 2, 1977. The present registered office of RIL is situated at 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai-400 021. Tel: +91 22 3555 5000, Fax: +91 22 3555 5560.

4.2. RIL, the flagship company of the Reliance group is the largest private sector company on all major financial parameters with a consolidated total income of Rs. 4,18,214 crore, consolidated profit after tax of Rs. 36,080 crore for the financial year ended March 31, 2018 and net worth of Rs. 2,89,507 crore as of March 31, 2018. RIL has presence across the energy and material value chain as well as retail and telecommunication sectors.

4.3. The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds 100% of the class A equity share capital (with 1 vote per class A equity share) of each of the Acquirers, 100% of the class B equity share capital (with 10 votes per class B equity share) of each of the Acquirers is also proposed to be issued to the Trust. Further, 100% of the participating preference share capital of each of the Acquirers is proposed to be issued to the Trust. RCDL, a wholly owned subsidiary of RIL through RIIHL, is the sole beneficiary of the Trust. RIIHL is the protector of the Trust.

4.4. The equity shares of RIL are listed on the BSE and National Stock Exchange of India Limited and the global depository receipts ("GDR") are listed on the Luxembourg Stock Exchange and traded on the International Order Book (IOB) of London Stock Exchange. GDRs are also traded amongst 'Qualified Institutional Investors' in the Portal System of NASD, USA.

4.5. The names of the (A) promoter and promoter group, (B) other significant shareholders (public shareholders holding more than 1% of the fully paid-up equity share capital) and (C) other significant shareholders (non-public non-promoter shareholders holding more than 1% of the fully paid-up equity share capital) of RIL as disclosed by it to the stock exchanges under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as of September 30, 2018 are as follows:

A. Promoter and Promoter Group

Individuals: M D Ambani, Nita Ambani, Isha M Ambani, Akash M Ambani, Anant M Ambani and K D Ambani.

Body Corporates and Others: Devarshi Commercials LLP, Srichakra Commercials LLP, Karuna Commercials LLP, Tattvam Enterprises LLP, Reliance Industries Holding Private Ltd, Shreeji Comtrade LLP, Shrikishna Tradecom LLP, Svar Enterprises LLP, Reliance Welfare Association, Vasudhra Enterprises LLP, Reliance Industrial Infrastructure Limited, Exotic Officeinfra Private Limited, Carat Holdings and Trading Co Pvt Ltd, Neutron Enterprises Private Limited, Futura Commercials Private Limited, Kamkhal Trading LLP, Bhuvanesh Enterprises LLP, Ajitesh Enterprises LLP, Badri Commercials LLP, Abhayapada Enterprises LLP, Triklosh Commercial Commercials LLP, Taran Enterprises LLP, Pitambar Enterprises LLP, Adishesh Enterprises LLP, Rishikesh Enterprises LLP, Pavana Enterprises LLP, Kamalakar Enterprises LLP, Narahari Enterprises LLP, Chakradev Enterprises LLP, Chakradhar Commercials LLP, Chakresh Enterprises LLP, Chhatrabuj Enterprises LLP, Harinarayan Enterprises LLP, Janardan Commercials LLP, Samarjit Enterprises LLP, Shripal Enterprises LLP, Synergy Synthetics Private Limited, Vishan Enterprises LLP, Elakshi Commercials Private Limited, Pinakin Commercials Private Limited, Anurabha Commercials Private Limited, Manuvidya Commercials Private Limited, Nirahankara Commercials Private Limited, Vandhya Commercials Private Limited, Reliance Life Sciences Private Limited, Sikka Ports & Terminals Limited (Previously known as Reliance Ports and Terminals Limited), Jamnagar Utilities and Power Private Limited (Previously known as Reliance Utilities and Power Private Limited), EWPL Holdings Private Limited (Previously known as Reliance Utilities Private Limited) and Petroleum Trust (through Trustees for sole beneficiary-M/s Reliance Industrial Investments and Holdings Ltd.).

B. Other significant shareholders (public shareholders holding more than 1% of the fully paid-up equity share capital)

Europacific Growth Fund, Government of Singapore and Life Insurance Corporation of India.

C. Other significant shareholders (non-public non-promoter shareholders holding more than 1% of the fully paid-up equity share capital)

Bank of New York (for GDRs).

4.6. Neither RIL nor its directors or key managerial personnel have any relationship with or interest in the Target Company. Further, as on the date of this DPS, there are no directors representing RIL on the board of the Target Company.

4.7. RIL is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

4.8. Consolidated unaudited limited review financial information as at and for the six month period ending September 30, 2018 and consolidated audited financial information for each of the three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 of RIL extracted from the relevant financial statements, are as follows:

(In Rs Crore, except for per share data)

Particulars	As at and for 6 month period ended September 30, 2018 (Unaudited, limited review)	Financial year ended March 31, 2018 (Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)
Total Income	2,82,115	4,18,214	3,39,623	3,05,351
Profit After Tax	19,034	36,080	29,833	29,861
Basic Earnings Per Share (Rs)	32.03*	60.94	50.67**	100.97
Diluted Earnings Per Share (Rs)	32.02*	60.89	50.57**	100.75
Net Worth**	3,04,037	2,89,507	2,57,350	2,27,051

* adjusted for bonus

** not annualised

** Calculated as per the Companies Act, 2013

5. Details of Digital Media Distribution Trust ("PAC 2" or "Trust")

5.1. The Trust was set up pursuant to a trust deed dated October 9, 2018 by and among Shri L.V. Merchant as the 'Settlor' and Shri Atul S. Dayal and Shri Madhusudana Siva Prasad Panda as the first trustees ("Trust Deed"). The other trustee of the Trust is Reliance Media Transmission Private Limited.

5.2. The office of the Trust is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India. Tel: +91 22 3555 5000.

5.3. The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds 100% of the class A equity share capital (with 1 vote per class A equity share) of each of the Acquirers, 100% of the class B equity share capital (with 10 votes per class B equity share) of each of the Acquirers is also proposed to be issued to the Trust. Further, 100% of the participating preference share capital of each of the Acquirers is proposed to be issued to the Trust. RCDL, a wholly owned subsidiary of RIL through RIIHL, is the sole beneficiary of the Trust. RIIHL is the protector of the Trust. The Trust belongs to the Reliance group.

5.4. PAC 2, being a trust, does not have any share capital.

5.5. The maximum number of trustees under the Trust Deed is 3. The board of trustees administers and manages the affairs of the Trust in accordance with the Trust Deed. All decisions of the board of trustees are by way of majority vote of the trustees.

5.6. As on the date of this DPS, the Trust does not hold any Equity Shares or voting rights in the Target Company. Neither the Trust nor its trustees have any relationship with or interest in the Target Company. The Trust does not have any employees.

5.7. Neither the Trust nor any of its trustees are prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

5.8. The Trust was set up on October 9, 2018 pursuant to the Trust Deed and this being its first year of existence, no financial statements of the Trust are available as on date.

6. Details of Reliance Content Distribution Limited ("PAC 3" or "RCDL")

6.1. RCDL is an unlisted public company limited by shares. It was incorporated on September 4, 2017 under the laws of India (CIN: U74999MH2017PLC299342). There has been no change in the name of RCDL since its incorporation.

6.2. The registered office of RCDL is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai-400021. Tel: +91 22 3555 5000.

6.3. The principal activity of RCDL is to engage in the business of partnering and making strategic investments in entities which are involved in (i) cable services including but not limited to TV, VOIP, Video on Demand and other allied services, and (ii) internet-based services.

6.4. The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds 100% of the class A equity share capital (with 1 vote per class A equity share) of each of the Acquirers, 100% of the class B equity share capital (with 10 votes per class B equity share) of each of the Acquirers is also proposed to be issued to the Trust. Further, 100% of the participating preference share capital of each of the Acquirers is proposed to be issued to the Trust. RCDL, a wholly owned subsidiary of RIL through RIIHL, is the sole beneficiary of the Trust. RIIHL is the protector of the Trust. RCDL belongs to the Reliance group.

6.5. The shares of RCDL are not listed on any stock exchange in India or abroad.

6.6. As on the date of this DPS, there are no directors representing RCDL on the board of the Target Company.

6.7. As on the date of this DPS, RCDL does not hold any Equity Shares or voting rights in the Target Company. Neither RCDL nor its directors have any relationship with or interest in the Target Company. RCDL does not have any employees.

6.8. RCDL is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

6.9. RCDL was incorporated on September 4, 2017 and this being its second year of operations, unaudited limited review financial information as at and for the six month period ending September 30, 2018 and audited financial information for the financial period ended March 31, 2018 of RCDL extracted from the relevant financial statements, are as follows:

(In Rs Crore, except for per share data)

Particulars	As at and for 6 month period ended September 30, 2018 (Unaudited, limited review)	Financial period ended March 31, 2018 (Audited)
Total Income	0.00	0.00
Profit/(Loss) After Tax	(0.01)	(0.02)
Earnings Per Share (Basic and Diluted) (Rs)	(0.94)	(4.71)
Net Worth*	0.02	0.03

* Calculated as per the Companies Act, 2013

7. Details of Reliance Industrial Investments and Holdings Limited ("PAC 4" or "RIIHL")

7.1. RIIHL is an unlisted public company limited by shares. It was incorporated on October 1, 1986 under the laws of India (CIN: U65910MH1986PLC041061) as Trishna Investments and Leasing Private Limited. The status of RIIHL was changed to a 'deemed' public company under Section 43 of the Companies Act, 1956 on August 20, 1988. The name was thereafter changed to Reliance Industrial Investments and Holdings Limited on August 6, 1993.

7.2. The registered office of RIIHL is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai-400021. Tel: +91 22 2278 5000, Fax: +91 22 3555 5989.

7.3. The principal activity of RIIHL is trading in petroleum products, manpower services and investments.

7.4. The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds 100% of the class A equity share capital (with 1 vote per class A equity share) of each of the Acquirers, 100% of the class B equity share capital (with 10 votes per class B equity share) of each of the Acquirers is also proposed to be issued to the Trust. Further, 100% of the participating preference share capital of each of the Acquirers is proposed to be issued to the Trust. RCDL, a wholly owned subsidiary of RIL through RIIHL, is the sole beneficiary of the Trust. RIIHL is the protector of the Trust. RIIHL is a wholly owned subsidiary of RIL. RIIHL belongs to the Reliance group.

7.5. The shares of RIIHL are not listed on any stock exchange in India or abroad.

7.6. As on the date of this DPS, there are no directors representing RIIHL on the board of the Target Company.

7.7. As on the date of this DPS, RIIHL does not hold any Equity Shares or voting rights in the Target Company. Neither RIIHL nor its directors or key managerial personnel have any relationship with or interest in the Target Company.

7.8. RIIHL is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

7.9. Unaudited limited review financial information as at and for the six month period ending September 30, 2018 and audited financial information for each of the three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 of RIIHL extracted from the relevant financial statements, are as follows:

(In Rs Crore, except for per share data)

Particulars	As at and for 6 month period ended September 30, 2018 (Unaudited, limited review)	Financial year ended March 31, 2018 (Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)
Total Income	997.16	2,185.68	1,542.21	1,776.08
Profit/(Loss) After Tax	12.28	3.38	(20.09)	2.57
Basic Earnings Per Share (Rs)	0.83	0.23	(1.36)	0.17
Diluted Earnings Per Share (Rs)	0.04	0.01	(1.36)	0.05
Net Worth*	19,756.19	16,910.94	16,300.96	574.52

* Calculated as per the Companies Act, 2013

8. Details of the Seller

Not applicable. This Open Offer is being made on account of the Underlying Transaction (as defined below) described in paragraph 10.1 below and not as a result of any direct acquisition of Equity Shares, voting rights or control of the Target Company.

9. HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED ("Target Company")

9.1. The Target Company is a public limited company with corporate identification number L65910MH1984PLC034514. The Target Company was incorporated on November 12, 1984 under the Companies Act, 1956. There has been no change in the name of the Target Company in the last three years.

9.2. The registered office of the Target Company is situated at 805/806, Windsor, 8th Floor, Off CST Road, Kalina, Santacruz (East), Mumbai- 400 098. Tel: +91 22 6774 2500, Fax: +91 22 6774 2400.

9.3. The Target Company is engaged in the business of distribution of cable TV.

9.4. The Equity Shares are listed on the BSE (Security ID: HATHWAYB, Security Code: 509073). The ISIN of the Equity Shares of the Target Company is INE525B01016.

9.5. The Equity Shares are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations as on the date of the DPS.

9.6. The Target Company does not have any partly paid-up equity shares.

9.7. Summary of the audited consolidated financial statements of the Target Company for the financial year ended March 31, 2018, March 31, 2017, and March 31, 2016 are as follows:

(In Rs Crore, except for per share data)

Particulars	Financial year ended March 31, 2018 (Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)
Total Income	7.32	12.82	17.37
Profit/(Loss) After Tax	(0.01)	(0.90)	(1.36)
Earnings Per Share (Basic & Diluted) (Rs)	(0.02)	(1.11)	(1.68)
Net Worth	(3.97)	(4.04)	(3.20)

Source: The financial information set forth above has been extracted from the Target Company's audited consolidated financial statements as at and for the financial years ended March 31, 2018, March 31, 2017, and March 31, 2016.

10. Details of the Open Offer

10.1. The board of directors of Hathway Cable and Datacom Limited ("HCDL") passed a board resolution on October 17, 2018 ("Board Resolution") authorizing a preferential issue of 90,88,10,000 equity shares ("Subscription Shares"), representing 51.34% of the HCDL Expanded Voting Share Capital (as defined below), to the Acquirers ("Preferential Issue" or "Preferential Allotment"), at a price of Rs. 32.35 per equity share, aggregating Rs. 2,940.00 crore ("Subscription Amount"). The Preferential Issue is subject to *inter-alia* receipt of approval from the shareholders of the HCDL and receipt of necessary statutory/regulatory approvals. Upon completion of the Preferential Issue, the Acquirers will be in sole control of HCDL. In relation to the said Preferential Issue, on October 17, 2018, the Acquirers, HCDL and members of the existing promoter and promoter group of HCDL, namely, (i) Mr. Akshay Raheja, (ii) Mr. Viren Raheja, (iii) Hathway Investments Private Limited, and (iv) Spur Cable and Datacom Private Limited ("Existing HCDL Promoters") entered into a share subscription agreement ("SSA"), under which HCDL will, subject to *inter-alia* receipt of shareholders' approval, receipt of statutory/regulatory approvals and fulfillment of certain other conditions precedent (unless waived by the Acquirers), issue and allot the Subscription Shares to the Acquirers. Furthermore, the Acquirers, HCDL and the Existing HCDL Promoters have entered into a shareholders' agreement dated October 17, 2018 ("SHA"). The transaction contemplated in the Board Resolution, SSA and the SHA is hereinafter referred to as the "Underlying Transaction".

10.2. As a consequence of the Underlying Transaction, the Acquirers and PACs have announced a mandatory open offer, vide public announcement dated October 17, 2018, to the public shareholders of HCDL to acquire up to 46,02,27,100 equity shares representing 26.00% of the HCDL Expanded Voting Share Capital in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations ("HCDL Offer").

"HCDL Expanded Voting Share Capital" shall mean the total voting equity share capital of HCDL on a fully diluted basis expected as of the 10th (Tenth) working day from the closure of the tendering period for the HCDL Offer. This includes 90,88,10,000 equity shares to be allotted by HCDL to the Acquirers in terms of the SSA, subject to the approval of the shareholders of HCDL and other statutory/regulatory approvals.

10.3. Pursuant to the Underlying Transaction, the Acquirers will acquire sole control of HCDL. HCDL holds an aggregate of 51.60% of the Voting Share Capital of the Target Company in the following manner:

- a. HCDL directly holds 24.94% of the Voting Share Capital in the Target Company; and
- b. HCDL, through its wholly owned subsidiary, Hathway Media Vision Private Limited ("HMVPL"), holds 26.67% of the Voting Share Capital in the Target Company.

Furthermore, HCDL and HMVPL are classified as promoters of the Target Company.

10.4. Therefore, the Acquirers and PACs are making the Offer to the Public Shareholders of the Target Company in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

10.5.

in case of breach of transfer restrictions and/or the non-compete restrictions under the SHA by any of the Existing HCDL Promoters or upon the occurrence of an Insolvency Event (as defined under the SHA) with respect to any of the Existing HCDL Promoters; and

- (x) The SHA shall automatically stand terminated:
- upon Closing (as defined under the SSA) not having occurred in the manner and in terms as set out under the SSA;
 - upon the Existing HCDL Promoters ceasing to hold at least 5% of the equity shares of HCDL; and
 - at any time by the written consent of the parties.
5. Pursuant to the Underlying Transaction, the Acquirers will acquire sole control of HCDL, and consequently this Open Offer is being made pursuant to Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

III. SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed shareholding of the Acquirers and the PACs in the Target Company and the details of the acquisition are as follows:

Particulars	Acquirer 1		Acquirer 2		Acquirer 3		PAC 1		PAC 2		PAC 3		PAC 4	
	No of shares	%age	No of shares	%age	No of shares	%age	No of shares	%age	No of shares	%age	No of shares	%age	No of shares	%age
Shares as on PA date	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Shares acquired between PA date and DPS date	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Post offer shareholding (Assuming full acceptance on a fully diluted basis, as on 10th (Tenth) working day after closing of tendering period)	12,39,066	15.30%	4,96,593	6.13 %	3,70,341	4.57%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note: Pursuant to the Underlying Transaction, the Acquirers will acquire 90,88,10,000 equity shares of HCDL constituting 51.34% of the HCDL Expanded Voting Share Capital, and thereby sole control of HCDL. HCDL and its wholly owned subsidiary, HMVPL, hold an aggregate of 41,80,000 Equity Shares of the Target Company constituting 51.60% of the Voting Share Capital of the Target Company.

2. None of the members of the board of directors/trustees of the Acquirers or the PACs hold any Equity Shares of the Target Company.

IV. OFFER PRICE

1. The Equity Shares of the Target Company are listed on BSE.
2. The annualized trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (October 1, 2017 to September 30, 2018) is as given below:

Stock Exchange	Total no. of Equity Shares traded during the twelve calendar months prior to the month of the PA	Weighted average number of Equity Shares during the twelve calendar months prior to the month of PA	Annualised trading turnover (as % of weighted Equity Shares listed)
BSE	32,869	81,00,000	0.41%

(Source: www.bseindia.com)

3. Based on the above information, the Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.
4. The Offer Price of Rs. 2.46 per Equity Share has been determined in terms of Regulations 8(3) and 8(4) of the SEBI (SAST) Regulations, being the highest of the following:

Sr. No.	Particulars	Rs. per Equity Share
A	The highest negotiated price per Equity Share for any acquisition under an agreement attracting the obligation to make a public announcement of an open offer i.e. the price per share under the underlying agreements, if any	Not applicable
B	The volume weighted average price paid or payable per Equity Share for acquisitions by the Acquirers or the PACs during the fifty-two weeks immediately preceding the date of the PA	Not applicable
C	The highest price per Equity Share paid or payable for any acquisition by the Acquirers or the PACs during the twenty-six weeks immediately preceding the date of the PA	Not applicable
D	The highest price paid or payable for any acquisition, whether by the Acquirers or the PACs, between the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, and the date of the PA	Not applicable*
E	Price determined in accordance with Regulation 8(5) of the SEBI (SAST) Regulations.**	Not applicable**
F	Where Equity Shares are not frequently traded, the price determined by the Acquirers and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiple and such other parameters as are customary for valuation of shares of such companies	Rs. 2.46***

* Not applicable since the PA was made on the date of announcement of the Underlying Transaction.

** As per certificate dated October 17, 2018 from MSKA & Associates (formerly known as MZSK & Associates), Chartered Accountants (Mr. Rajesh Thakkar, Partner, Membership Number: 103085), it has been certified that the thresholds specified under: (i) Regulation 5(2) of the SEBI (SAST) Regulations are not met; and (ii) Regulation 8(5) of the SEBI (SAST) Regulations are not met.

*** The Equity Shares are listed on the BSE and are infrequently traded within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations. Accordingly, the per share value of the Target Company has been determined by MSKA & Associates (formerly known as MZSK & Associates), Chartered Accountants (Mr. Rajesh Thakkar, Partner, Membership Number: 103085) as Rs. 2.46 per Equity Share based on the certificate dated October 17, 2018. As per the certificate:

"The shares of HBCDL are not frequently traded on the BSE, the stock exchange where the shares are listed. As per the latest audited financial statements of HBCDL for financial year ended March 31, 2018, HBCDL has negative Net Asset Value of Rs. 39.7 Mn. Also, EBITDA for Trailing Twelve Month (TTM) period ending June 30, 2018 was negative Rs. 9.36 Mn. Hence Market price or NAV method of valuation have not been used. Under the Comparable Companies Multiple, considering that the TTM EBITDA is negative, EV/Sales multiple has been considered for the current valuation exercise.

The Valuer has relied on average market capitalization, audited balance sheet as on March 31, 2018 and latest available trailing twelve month (TTM) Sales of comparable companies in similar industry of Target Company. The above parameters have been used to arrive at the adjusted EV/Sales multiple. Further, considering the fact that the shares of the Target Company are not frequently traded on the stock exchanges, difference in size of the business of the Target Company vs the comparable companies and that pursuant to the acquisition of Hathway, the Acquirers shall gain majority stake and control in HBCDL, the derived EV/Sales multiple have been suitably adjusted and then multiplied with the TTM Sales of Target Company to arrive at the EV. Thereafter relevant adjustments have been made to the EV to arrive at the Equity value of Rs. 2.46 per share."

5. In view of the parameters considered and presented in the table in paragraph 4 above, the offer price per Equity Share under Regulations 8(3) and 8(4) of the SEBI (SAST) Regulations is the highest of item numbers A to F above i.e. Rs. 2.46 per Equity Share. Accordingly, the Offer Price is justified in terms of the SEBI (SAST) Regulations.
6. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.
7. As on the date of this DPS, there is no revision in the Offer Price or size of the Open Offer. In case of any revision in the Offer Price or size of the Open Offer, the Acquirers and the PACs shall comply with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations and all the provisions of the SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or size of the Open Offer.
8. In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, the Acquirers are permitted to revise the Offer Price or the number of Offer Shares at any time prior to commencement of the last 1 (One) working day before the commencement of the tendering period. In the event of such revision, the Acquirers and PACs shall (i) make corresponding increase to the escrow amount, (ii) make public announcement in the same newspapers in which this DPS has been published, and (iii) simultaneously notify to BSE, SEBI and the Target Company at its registered office of such revision. Such revision would be done in compliance with other requirements prescribed under the SEBI (SAST) Regulations.
9. If the Acquirers or PACs acquire Equity Shares during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers and PACs shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Open Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

V. FINANCIAL ARRANGEMENTS

1. The total funding requirement for the Open Offer, assuming full acceptance, i.e. for the acquisition of 21,06,000 Equity Shares, at the Offer Price of Rs. 2.46 per Equity Share is Rs. 0.52 crore.
2. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers, PAC 1 and the Manager to the Offer have entered into an escrow agreement with HDFC Bank Limited, Fort Branch ("Escrow Agent") on October 19, 2018 ("Escrow Agreement"). In accordance with the requirements of Regulation 17 of the SEBI (SAST) Regulations, an irrevocable lien has been created on the a fixed deposit of PAC 1 ("Fixed Deposit") aggregating Rs. 0.13 crore. The amount of the Fixed Deposit is in excess of the requirements of deposit of escrow amount as per Regulation 17 of the SEBI (SAST) Regulations, i.e. 25% of the first Rs. 500 crore of the Offer Consideration. In terms of the Escrow Agreement, the Manager to the Offer at any time can invoke the lien and encash the proceeds of the Fixed Deposit in terms of the SEBI (SAST) Regulations. In the event the Acquirers propose to complete the Underlying Transaction prior to the expiry of the offer period (as defined under SEBI (SAST) Regulations), the Acquirers and/or PAC 1 shall prior to such completion, create an irrevocable lien in favour of the Manager to the Offer on further fixed deposits and/or additional cash for an amount which together with the Fixed Deposit would aggregate 100% of the Offer Consideration.
3. The Acquirers have authorized the Manager to the Offer to realize the value of the Fixed Deposit and additional amounts deposited in escrow (if any) in terms of the SEBI (SAST) Regulations.
4. PAC 1 and PAC 3 vide their board resolutions dated October 17, 2018 respectively and PAC 2 vide its resolution dated October 17, 2018, have resolved to provide financial assistance/support as may be required by the Acquirers for meeting their obligations under the Open Offer. After considering the aforementioned as well as the cash & cash equivalents, and liquid securities available with PAC 1, Chaturvedi & Shah, Chartered Accountants (Mr Vijay Napawaliya, Partner, Membership Number: 109859) vide a certificate dated October 17, 2018, have certified that the Acquirers have adequate financial resources for fulfilling their obligations under the Open Offer.
5. Based on the above, the Manager to the Offer is satisfied, (i) about the adequacy of resources to meet the financial requirements of the Open Offer and the ability of the Acquirers along with PACs to implement the Open Offer in accordance with the SEBI (SAST) Regulations, and (ii) that firm arrangements for payment through verifiable means are in place to fulfill the Open Offer obligations.
6. In case of any upward revision in the Offer Price or the size of the Open Offer, the corresponding increase to the escrow amounts as mentioned above shall be made by the Acquirers and/or PACs in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

VI. STATUTORY AND OTHER APPROVALS

1. To the best of the knowledge of the Acquirers and the PACs, there are no statutory or other approvals required to complete the Open Offer as on the date of this DPS, except (i) receipt of approval of Competition Commission of India in a form and substance satisfactory to the Acquirers, and (ii) in-principle approval from the BSE and National Stock Exchange of India Limited for listing of equity shares of HCDL to be issued pursuant to the Preferential Issue. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Open Offer would also be subject to such other statutory or other approval(s) being obtained.
2. In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that the approvals (in relation to the acquisition of the Offer Shares) specified in this DPS as set out in this Part VI (Statutory and Other Approvals) or those which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirers, then the Acquirers and the PACs shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirers and the PACs (through the Manager to the Offer) shall, within 2 (Two) working days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations. In such an event, the Acquirers and the PACs shall not acquire the equity shares of HCDL pursuant to the SSA also.
3. If the holders of the Equity Shares who are not persons resident in India (including non-resident Indians ("NRIs"), overseas corporate bodies ("OCBs") and registered foreign portfolio investors ("FPIs"),

require any approvals (including from the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Open Offer, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirers and the PACs reserve the right to reject such Equity Shares tendered in this Open Offer.

4. Public Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the Open Offer pursuant to receipt of approval from the RBI under the Foreign Exchange Management Act, 1999 and the regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer.
5. Subject to the receipt of the statutory and other approvals, if any, the Acquirers and the PACs shall complete payment of consideration within 10 (Ten) working days from the closure of the tendering period to those Public Shareholders whose documents are found valid and in order and are approved for acquisition by the Acquirers and the PACs.

6. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirers and the PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
7. In case of delay/non-receipt of any statutory and other approvals referred to in this Part VI, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of the requisite statutory approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirers or the PACs to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirers and the PACs to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulation 18(11) of the SEBI (SAST) Regulations.

VII. TENTATIVE SCHEDULE OF ACTIVITIES

No.	Activity	Schedule (Day and Date)*
1.	PA	Wednesday, October 17, 2018
2.	Publication of this DPS	Thursday, October 25, 2018
3.	Filing of the draft letter of offer with SEBI	Thursday, November 01, 2018
4.	Last date for public announcement for competing offer(s)	Monday, November 19, 2018
5.	Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Wednesday, November 28, 2018
6.	Identified Date#	Friday, November 30, 2018
7.	Last date by which the letter of offer ("Letter of Offer"/ "LOF") is to be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date	Friday, December 07, 2018
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer	Wednesday, December 12, 2018
9.	Last date for upward revision of the Offer Price / the size of the Open Offer	Thursday, December 13, 2018
10.	Date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published	Thursday, December 13, 2018
11.	Date of commencement of the tendering period ("Offer Opening Date")	Friday, December 14, 2018
12.	Date of closure of the tendering period ("Offer Closing Date")	Friday, December 28, 2018
13.	Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders	Friday, January 11, 2019
14.	Last date for publication of post-Open Offer public announcement in the newspapers in which this DPS has been published	Friday, January 18, 2019

* The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly.

Identified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom the Letter of Offer would be sent. It is clarified that all holders (registered or unregistered) of Equity Shares (except the Acquirers and the PACs or persons acting in concert with them) are eligible to participate in the Open Offer any time before the Offer Closing Date.

VIII. PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

1. All the Public Shareholders holding the shares in dematerialized form are eligible to participate in this Open Offer at any time during the period from Offer Opening Date and Offer Closing Date ("Tendering Period") for this Open Offer. Please refer to Paragraph 8 below for details in relation to tendering of Offer Shares held in physical form.
2. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e. the date falling on the 10th (tenth) working day prior to the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer.
3. The Open Offer will be implemented by the Acquirers and the PACs through stock exchange mechanism made available by the stock exchanges in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI and as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016.
4. BSE shall be the designated stock exchange ("Designated Stock Exchange") for the purpose of tendering Equity Shares in the Open Offer.
5. The Acquirers have appointed JM Financial Services Limited ("Buying Broker") as their broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:
- Name: JM Financial Services Limited**
Address: 5th floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025
Contact Person: Ms. Prachee Dhuri; Tel: +91 22 6630 3030; Fax: +91 22 6630 3330
6. Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the Tendering Period.
7. The Acquisition Window will be provided by the Designated Stock Exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized Equity Shares.
8. Procedure to be followed by Public Shareholders holding Equity Shares in the Physical form:
- As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), effective from December 5, 2018, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("LODR Amendment").
 - In this Open Offer, considering the timelines of activities prescribed under the SEBI (SAST) Regulations, the acceptance of tendered shares will be undertaken after December 5, 2018. Accordingly, the Public Shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Open Offer can do so only after the Equity Shares are dematerialized. Such Public Shareholders are advised to approach any depository participant to have their Equity Shares dematerialized.
9. **The detailed procedure for tendering the Equity Shares in the Open Offer will be available in the Letter of Offer, which shall be made available on SEBI's website (www.sebi.gov.in).**

IX. OTHER INFORMATION

1. The Acquirers, the PACs and their respective directors/trustees in their capacity as the directors/trustees, accept full responsibility for the information contained in the PA, and this DPS (other than as specified in paragraph 3 below).
2. The Acquirers, the PACs and their respective directors/trustees in their capacity as the directors/trustees also accept full responsibility for their obligations under the Open Offer and shall be jointly and severally responsible for the fulfillment of obligations under the SEBI (SAST) Regulations in respect of this Open Offer.
3. The information pertaining to the Target Company contained in the PA or DPS or Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or publicly available sources or provided by the Target Company. The Acquirers and the PACs do not accept any responsibility with respect to any information provided in the PA or this DPS or the Letter of Offer pertaining to the Target Company.
4. In this DPS, all references to "Rupees" or "Rs." are references to the Indian Rupee(s).
5. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
6. This DPS and the PA shall also be available on SEBI's website (<http://www.sebi.gov.in>).

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



JM Financial Limited
 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025, India.
 Tel: +91 22 6630 3030, Fax: +91 22 6630 3330
 Email: bhawani.openoffer@jmfi.com
 Contact Person: Ms. Prachee Dhuri
 SEBI Registration Number: INM000010361

Registrar to the Open Offer



Karvy Computershare 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://karvycomputershare.com>
 Contact Person: Murali Krishna M, General Manager
 SEBI Registration No.: INR000000221

On behalf of the Acquirers and the PACs

- 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)
 Reliance Industries Limited (PAC 1)
 Digital Media Distribution Trust represented by its trustees, Reliance Media Transmission Private Limited, Shri Madhusudana Siva Prasad Panda and Shri Atul S. Dayal (PAC 2)
 Reliance Content Distribution Limited (PAC 3)
 Reliance Industrial Investments and Holdings Limited (PAC 4)