

March 7, 2019

The Secretary

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

The Secretary

National Stock Exchange of India Ltd.
Exchange Plaza, 3rd Floor
Plot No.3-1, "G" Block, I.F.B. Centre,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
email: takeover@nse.co.in

The Company Secretary

GTPL Hathway Limited
202, Sahajanand Shopping Centre,
Opp Swaminarayan Temple,
Shahibaug, Ahmedabad- 380004
email: hardik.sanghvi@gtpl.net

Dear Sirs,

Subject: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("SAST Regulations")

This is to inform you that we, Jio Content Distribution Holdings Private Limited, have acquired an aggregate of 50,37,834 equity shares of GTPL Hathway Limited on March 5, 2019 pursuant to an open offer under SAST Regulations.

In view of the above, please find attached the requisite disclosure under Regulation 29(2) of the SAST Regulations.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For JIO CONTENT DISTRIBUTION HOLDINGS PRIVATE LIMITED



Director
Name: K. R. Raja
DIN: 00006673



Place: Mumbai
Date: March 7, 2019

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations")

Name of the Target Company (TC)	GTPL Hathway Limited		
Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirer	<u>Acquirers:</u> - 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") Acquirer 1, Acquirer 2 and Acquirer 3 are hereinafter collectively referred to as "Acquirers". <u>PACs:</u> - Reliance Industries Limited ("PAC 1") - Digital Media Distribution Trust ("PAC 2") - Reliance Content Distribution Limited ("PAC 3") - Reliance Industrial Investments and Holdings Limited ("PAC 4") PAC 1, PAC 2, PAC 3 and PAC 4 are hereinafter collectively referred to as "PACs".		
Whether the acquirer belongs to Promoter/Promoter group	Yes. 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, one of the promoters of TC. Accordingly, the Acquirers and PACs have become part of promoter and promoter group of the TC. The acquisition for which the present disclosure is being filed is pursuant to an open offer made by the Acquirers and the PACs to the shareholders of the TC.		
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/-disposal 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:	Prior to the acquisition for which the present disclosure is being filed, the Acquirers have acquired sole control of HCDL which 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 SAST Regulations is considered as an indirect acquisition of shares or voting rights over 37.32% held by HCDL in the TC and control over the TC.		
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 /sale			
a) Shares carrying voting rights acquired			
(i) Jio Content Distribution Holdings Private Limited ("Acquirer 1")	50,37,834	4.48%	4.48%
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 encumbered / invoked / released by the acquirer	-	-	-
e) Total (a+b+c+/- d)	50,37,834	4.48%	4.48%
After the acquisition /sale, holding of :			
a) Shares carrying voting rights			
(i) Jio Content Distribution Holdings Private Limited ("Acquirer 1")	50,37,834	4.48%	4.48%
b) Shares encumbered / invoked / released by the acquirer	-	-	-
c) VRs 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) after acquisition	-	-	-
e) Total (a+b+c+d)	50,37,834	4.48%	4.48%
	Note: In addition to the above, prior to the acquisition for which the present disclosure is being filed, the Acquirers have acquired sole control of HCDL which 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 SAST Regulations is considered as an indirect acquisition of shares or voting rights over 37.32% held by HCDL in the TC and control over the TC.		
Mode of acquisition /sale (e.g. open market/ public issue/ rights issue/ preferential allotment / inter-se transfer/ encumbrance, etc.)	Open offer pursuant to SAST Regulations		

Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 5, 2019
Equity share capital /total voting capital of the TC before the said acquisition	INR 112,46,30,380 (11,24,63,038 equity shares of Rs. 10/- each)
Equity share capital/total voting capital of the TC after the said acquisition	INR 112,46,30,380 (11,24,63,038 equity shares of Rs. 10/- each)
Total diluted share/voting capital of the TC after the said acquisition	INR 112,46,30,380 (11,24,63,038 equity shares of Rs. 10/- each)

For **JIO CONTENT DISTRIBUTION HOLDINGS PRIVATE LIMITED**



Director
Name: K. R. Raja
DIN: 00006673



Date: March 7, 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.