

April 23, 2021

To

**The Managing Director**  
**National Stock Exchange of India Limited**  
Exchange Plaza  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 051  
Maharashtra, India

Dear Sir/ Madam,

**Sub: Proposed offer for sale of the equity shares of face value of ₹ 2 each (“Equity Shares”) of Hathway Cable & Datacom Limited (“Hathway / Company”) by Jio Content Distribution Holdings Private Limited (“Seller 1”), Jio Internet Distribution Holdings Private Limited (“Seller 2”) and Jio Cable and Broadband Holdings Private Limited (“Seller 3”), being part of the promoter & promoter group of the Company. Seller 1, Seller 2 and Seller 3 are together referred to as the “Sellers”.**

SEBI, vide circular number CIR/MRD/DP/18/2012 dated July 18, 2012 has issued comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended and updated by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017 and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 (“**SEBI OFS Circular**”) and Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019, (together with SEBI OFS Circular, the “**SEBI Circulars**”), read with (a) “*Revised Operational Guidelines for Offer for Sale (OFS) Segment*” issued by BSE by way of its notice bearing no. 20200701-27 and dated July 01, 2020 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) “*Offer for Sale- Introduction of Interoperability*” issued by NSE by way of its circular bearing no. 51/2020 and dated June 30, 2020 and, to the extent applicable, the previous circulars issued by NSE in this regard (together with the SEBI Circulars, the “**OFS Guidelines**”).

The Sellers propose to sell an aggregate of up to 20,54,43,340 Equity Shares of the Company (“**Offer Shares**”), representing 11.61% of the issued, subscribed and fully paid-up equity share capital of the Company) on April 26, 2021, (“**T day**”) (for non-Retail Investors only) and on April 27, 2021 (“**T+1 day**”) (for Retail Investors and for non-Retail Investors who choose to carry forward their un-allocated bids from T day) through a separate, designated window of BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”), by way of an offer for sale through the stock exchange mechanism in accordance with the OFS Guidelines (such offer for sale hereinafter referred to as the “**Offer**”). The BSE and NSE are together referred to as the “**Stock Exchanges**”. BSE has been identified as the designated stock exchange by the Sellers.

In this connection, we wish to avail the Offer for Sale facility provided by the NSE for offering shares based on the OFS Guidelines. Accordingly, please find enclosed all the requisite documents and undertakings as required by NSE in connection with the Offer.

The Sellers have appointed Morgan Stanley India Company Private Limited and Axis Capital Limited as the 'Sellers' Brokers'. The Offer shall be undertaken exclusively through the Sellers' Brokers. The Sellers have already deposited the Offer Shares with the NSE Clearing Corporation Limited being the clearing corporation of NSE.

**Enclosed:**

1. Seller's undertaking for usage of exchange's OFS platform and OFS related information as per NSE Circular dated June 30, 2020 including Annexure 1, 1(A) and 1(B).
2. Notice dated April 23, 2021 to Stock Exchange pursuant to SEBI Circulars.

Thanking You,

Yours sincerely,

**For Jio Content Distribution  
Holdings Private Limited**



**Hariharan Mahadevan  
Director  
DIN: 07036483**



**For Jio Internet Distribution  
Holdings Private Limited**



**Hariharan Mahadevan  
Director  
DIN: 07036483**



**For Jio Cable and Broadband  
Holdings Private Limited**



**M. Sundar  
Director  
DIN: 00433686**



April 23, 2021

To,

**The Managing Director  
National Stock Exchange of India Limited**

Exchange Plaza  
Plot No. C/1, G Block  
Bandra Kurla Complex  
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In this connection, we, the Sellers, wish to avail the offer for sale facility provided by the NSE for offering shares based on the OFS Guidelines. We, therefore, request you to kindly allow us to use the NSE screen-based facilities and oblige. Please find attached details regarding the Offer as enclosed in **Annexure 1**.

The Sellers undertake to comply with all terms and condition of the OFS Guidelines and any other circular issued by the Stock Exchanges in this regard from time to time, as also any other requirement as may be specified from time to time by SEBI.

For providing the above-mentioned services, the Sellers shall pay the applicable fees and taxes net of discounts if any.

The Sellers shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the NSE from time to time.

Thanking You,

Yours sincerely,

**For Jio Content Distribution  
Holdings Private Limited**



**Hariharan Mahadevan  
Director  
DIN: 07036483**



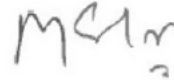
**For Jio Internet Distribution  
Holdings Private Limited**



**Hariharan Mahadevan  
Director  
DIN: 07036483**



**For Jio Cable and Broadband  
Holdings Private Limited**



**M. Sundar  
Director  
DIN: 00433686**



### Annexure-1

#### Information needed from the Sellers and/or the issuer for the Offer.

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
1.	Name of the Sellers (Promoter / Promoter Group)	(i) Jio Content Distribution Holdings Private Limited; (ii) Jio Internet Distribution Holdings Private Limited; and (iii) Jio Cable and Broadband Holdings Private Limited
2.	Name of the company whose shares are proposed to be sold and ISIN	Name: <b>Hathway Cable &amp; Datacom Limited</b> ISIN: <b>INE982F01036</b>
3.	Name of the stock exchange where orders shall be placed	BSE and NSE
4.	Name of the designated stock exchange	BSE Limited
5.	Name of the designated clearing corporation	NSE Clearing Limited
6.	Dates and time of the opening and closing of the Offer	The Offer shall take place on a separate window of the Stock Exchanges on April 26, 2021 (" <b>T</b> " day) and April 27, 2021 (" <b>T+1</b> " day), from 9:15 a.m. to 3:30 p.m. (Indian Standard Time) on both days, as per details given below.  <b>For non-Retail Investors (defined below)</b>  Only non-Retail Investors shall be allowed to place their bids on T day during trading hours, i.e., April 26, 2021. While placing their bids, non-Retail Investors may indicate their willingness to carry forward their un-allocated bids to T+1 day for allocation to them in the unsubscribed portion of Retail Category (defined below);  The Offer shall take place during trading hours on a separate window of the Stock Exchanges on T day, i.e., April 26, 2021 commencing at 9:15 a.m. and shall close at 3:30 p.m. Indian Standard Time on the same date.  Those non-Retail Investors who have placed their bids on T day and have chosen to carry forward their bids to T+1 day, shall be allowed to carry forward and also revise their bids on T+1 day as per the OFS Guidelines.

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
		<p><b>For Retail Investors (defined below) and for non-Retail Investors who choose to carry forward their un-allocated bids from T Day to T+1 Day</b></p> <p>The Offer shall continue to take place during trading hours on a separate window of the Stock Exchanges on T+1 day, i.e., April 27, 2021, commencing at 9:15 a.m. and shall close on the same date at 3:30 p.m. Indian Standard Time on the same date.</p> <p>Only Retail Investors (defined below) shall be allowed to place their bids on T+1 day, i.e., April 27, 2021. Further, those non-Retail Investors who have placed their bids on T day and have chosen to carry forward their unallocated bids to T+1 day, shall be allowed to revise their bids on T+1 day as per the OFS Guidelines.</p>
7.	Allocation methodology	<p>The allocation shall be at or above the Floor Price (defined below) on a price priority basis at multiple clearing prices in accordance with the OFS Guidelines.</p> <p>Indicative price for the non-Retail Category shall be displayed separately. There shall be no indicative price for the Retail Category.</p> <p>No single bidder, other than mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended ("<b>Mutual Funds</b>") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999 as amended ("<b>Insurance Companies</b>"), shall be allocated more than 25% of the Offer Shares.</p> <p><b>Non-Retail Category Allocation Methodology</b></p> <p>The non-Retail Investors shall have an option to carry forward their un-allocated bids from T day to T+1 day provided such non-Retail Investors choosing to carry forward their un-allocated bids to T+1 day are required to indicate their willingness to carry forward their un-allocated bids. Further, such non-Retail Investors can also revise their bids on T+1 day in accordance with the OFS Guidelines.</p> <p>The allocation to the non-Retail Investors shall be at a price equal to the Cut-Off Price or higher as per the bids.</p> <p>A minimum of 25% of the Offer Shares shall be reserved for</p>

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		<p>Mutual Funds and Insurance Companies, subject to receipt of valid bids at or above the Floor Price (defined below). In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to other bidders in the non-Retail Category.</p> <p>In case of oversubscription in the non-Retail Category on T+1 day, if the aggregate number of Offer Shares bid for at a particular clearing price is more than available quantity, then the allocation for such bids will be done on a proportionate basis.</p> <p><b>Retail Category Allocation Methodology</b></p> <p>For the purpose of this Notice, Retail Investor shall mean an individual investor who places bids for Offer Shares of total value of not more than ₹200,000 aggregated across Stock Exchanges (“<b>Retail Investor</b>”).</p> <p>10% of the Offer Shares shall be reserved for allocation to Retail Investors (“<b>Retail Category</b>”). The Stock Exchanges will decide the quantity of Offer Shares eligible to be considered in the Retail Category, based on the Floor Price (defined below) declared by the Sellers.</p> <p>A Retail Investor may bid at any price above the Floor Price and/or bid at a “<b>Cut-Off Price</b>”. “Cut-Off Price” means the lowest price, as shall be determined, at which the Offer Shares are sold in the non-Retail Category, based on all valid bids received on T day.</p> <p>In case of oversubscription in the Retail Category, if the aggregate number of Offer Shares bid for at a particular clearing price / Cut-Off Price, as the case may be, is more than the available number of Equity Shares at such price, then the allocation for such bids will be done on a proportionate basis.</p> <p>If the Retail Category is fully subscribed, bids by Retail Investors below the Cut-Off price shall be rejected. If the Retail Category is not fully subscribed at Cut-Off price, price bids received in the Retail Category will also be eligible for allocation, provided the relevant price bids are not less than the Floor Price.</p> <p>Any unsubscribed portion of the Retail Category, after allotment to Retail Investors, shall be eligible for allocation</p>

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		to non-Retail Investors who have chosen to carry forward their un-allocated bids to T+1 day. The non-Retail Investors are required to indicate their willingness to carry forward their bid on T day.
8.	Total number of Equity Shares being offered in the Offer	Up to 20,54,43,340 Equity Shares, representing up to 11.61% of the total paid up equity share capital of the Company
9.	Maximum number of shares the Sellers may choose to sell over and above made at point 8 above	Not applicable
10.	Name of the broker(s) on behalf of the Sellers (the “Sellers’ Brokers”)	<p data-bbox="743 723 1401 790">Morgan Stanley India Company Private Limited;(BSE: 0457 and NSE: 10542); and</p> <p data-bbox="743 835 1267 902">Axis Capital Limited (BSE: 6105 and NSE: 13872) (together, the “Sellers’ Brokers”).</p> <p data-bbox="743 947 1401 1048">Morgan Stanley India Company Private Limited (BSE:0457 and NSE: 10542) will be acting as the Settlement Broker on behalf of the Sellers’ Brokers.</p>
11.	Floor Price	The floor price for the Offer shall be ₹21.50 (Rupees Twenty one and fifty paise only) per Equity Share (“ <b>Floor Price</b> ”).
12.	Conditions for withdrawal of the Offer	The Sellers reserve the right to not proceed with the Offer at any time prior to the time of opening of the Offer on T day. In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through stock exchange mechanism is made. The Stock Exchanges shall suitably disseminate details of such withdrawal.
13.	Conditions for cancellation of the Offer	<p data-bbox="743 1469 1401 1626">In the event that sufficient demand from Non-Retail Investors at or above the Floor Price on T day is not received, the Sellers reserve the right to cancel the Offer (for both non-Retail Investors and Retail Investors), post bidding in full on T day and not proceed with the Offer on T+1 day.</p> <p data-bbox="743 1659 1401 1850">In case of defaults in settlement obligations, the Sellers reserve the right to either conclude the Offer, to the extent of valid bids received, or cancel the Offer in full. In such cases, the decision to either accept or reject the Offer shall be at the sole discretion of the Sellers. The Sellers would jointly take decision in this regard.</p> <p data-bbox="743 1883 1401 1984">The Sellers shall notify to the Stock Exchange(s) its intention for cancellation of the offer post bidding latest by 5 pm on T day.</p>
14.	Conditions for participating in the	1. Non-institutional investors bidding in the non-Retail

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
Offer		<p>Category shall deposit 100% of the bid value in cash up-front with the clearing corporation at the time of placing bids for the Offer.</p>
		<ol style="list-style-type: none"> <li data-bbox="746 421 1406 750">2. Non-institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront, custodian confirmation shall be provided within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and OFS Guidelines.</li> <li data-bbox="746 795 1406 1086">3. In respect of bids in the Retail Category, margin for bids placed at the Cut-Off Price, shall be at the Floor Price and for price bids at the value of the bid. Clearing corporation shall collect margin to the extent of 100% of order value in cash or cash equivalents at the time of placing bids. Pay-in and pay-out for bids by Retail Investors shall take place as per normal secondary market transactions.</li> <li data-bbox="746 1131 1406 1198">4. Retail Investors may enter a price bid or opt for bidding at the Cut-Off Price.</li> <li data-bbox="746 1243 1406 1348">5. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments.</li> <li data-bbox="746 1393 1406 1722">6. Individual investors shall have the option to bid in the Retail Category and/ or the non-Retail Category. However, if the cumulative bid value by an individual investor across the Retail Category and the non-Retail Category exceeds ₹200,000, the bids in the Retail Category will become ineligible. Further, if the cumulative bid value by an individual investor in the Retail Category across BSE and NSE exceeds ₹200,000, such bids shall be rejected.</li> <li data-bbox="746 1767 1406 1977">7. Modification or cancellation of orders <ol style="list-style-type: none"> <li data-bbox="826 1839 1406 1977">(a) Orders placed by Retail Investors ((with 100% of the bid value deposited upfront) can be modified or cancelled any time during the trading hours on T+1 day.</li> </ol> </li> </ol>

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
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(b) Orders placed by institutional investors and by non-institutional investors, with 100% of the bid value deposited upfront: Such orders can be modified or cancelled any time during the trading hours on T day, and in respect of any un-allocated bids which they have indicated to be carried forward to T+1 day, orders can be modified on T+1 day in accordance with the OFS Guidelines;

(c) Orders placed by institutional investors without depositing 100% of the bid value upfront: Such orders cannot be modified or cancelled by the investors or stock-brokers, except for making upward revision in the price or quantity any time during the trading hours on T day, and in respect of any un-allocated bids which they have indicated to be carried forward to T+1 day, orders can be modified (only by making upward revision in the price or quantity) on T+1 day in accordance with the OFS Guidelines.

In case of any permitted modification or cancellation of the bid, the funds shall be released / collected on a real-time basis by the clearing corporation.

8. Bidder shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including securities transaction tax, exchange turnover charges, SEBI fees and applicable stamp duty.
9. Multiple orders from a single bidder shall be permitted, subject to the conditions prescribed in paragraph 6 above.
10. In case of default in pay-in by any bidder, an amount aggregating to 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the Stock Exchange.
11. The Equity Shares of the Company other than the Offer Shares shall continue trading in the normal market. However, in case of market closure due to incidence of breach of "Market wide index-based circuit filter", the Offer shall also be halted.

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
15.	Settlement	<ol style="list-style-type: none"> <li data-bbox="743 271 1406 640">1. Settlement shall take place on a trade for trade basis. For bids received from non-Retail Category on T day, being non-institutional investors and institutional investors who place orders with 100% of the order value deposited upfront, settlement shall take place on T+1 day, in accordance with the OFS Guidelines. In the case of institutional investors who place bids on T day without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions (i.e., on T+2 day).</li> <li data-bbox="743 685 1406 864">2. For the bids received on T day from non-Retail Investors who choose to carry forward their un-allocated bids to T+1 day with 100% of the order value deposited upfront, the settlement shall take place on T+2 day.</li> <li data-bbox="743 909 1406 976">3. For the bids received on T+1 day from the Retail Category, the settlement shall take place on T+3 day.</li> <li data-bbox="743 1043 1406 1133">4. Orders placed by Retail Investors can be modified or cancelled any time during the trading hours on T+1 day; and</li> <li data-bbox="743 1178 1406 1346">5. For the bids received on T day from the non-Retail Investors who choose to carry forward their un-allocated bids to T+1 day without depositing 100% of the order value upfront, the settlement shall take place on T+3 day.</li> </ol>

Thanking You,

Yours sincerely

For Jio Content Distribution Holdings Private Limited



**Hariharan Mahadevan**  
Director  
DIN: 07036483



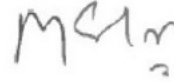
For Jio Internet Distribution Holdings Private Limited



**Hariharan Mahadevan**  
Director  
DIN: 07036483



For Jio Cable and Broadband Holdings Private Limited



**M. Sundar**  
Director  
DIN: 00433686



## Annexure 1(A)

To  
**The National Stock Exchange of India Limited**  
Exchange Plaza  
Plot No. C/1, G Block  
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Bandra (East)  
Mumbai 400 051  
Maharashtra, India

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The Sellers intend to make an offer for Sale (“Offer”) of an aggregate of up to 20,54,43,340 Equity Shares of the Company, representing 11.61% of the total issued, subscribed and fully paid-up equity share capital of the Company (“Offer Shares”) on April 26, 2021, (“T day”) (for non-Retail Investors only) and on April 27, 2021 (“T+1 day”) (for Retail Investors and for non-Retail Investors who choose to carry forward their un-allocated bids from T day) through a separate, designated window of the BSE Limited ( “BSE”) and the National Stock Exchange of India Limited (“NSE”), by way of an offer for sale through the stock exchange mechanism in accordance with the circular number CIR/MRD/DP/18/2012 dated July 18, 2012 notified by SEBI pertaining to comprehensive guidelines on offer for sale of shares through the stock exchange mechanism as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/ 17 /2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017, and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 (“SEBI OFS Circular”) and Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019, issued by SEBI, (together with SEBI OFS Circular, the “SEBI Circulars”), read with (a) “Revised Operational Guidelines for Offer for Sale (OFS) Segment” issued by BSE by way of its notice bearing no. 20200701-27 and dated July 01, 2020 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) “Offer for Sale- Introduction of Interoperability” issued by NSE by way of its circular bearing no. 51/2020 and dated June 30, 2020 and, to the extent applicable, the previous circulars issued by NSE in this regard (together with the SEBI Circulars, the “OFS Guidelines”). The BSE and NSE are together referred to as the “Stock Exchanges”.

The Offer is being undertaken by the Sellers for achieving the minimum public shareholding in the Company, as prescribed under Rule 19(2)(b) and Rule 19A of the Securities and Contract Regulation (Rules), 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Sellers are eligible to participate in the Offer and sell the Offer Shares by way of an offer for sale through the stock exchange mechanism in terms of the OFS Guidelines.

Thanking You,

Yours sincerely,

**For Jio Content Distribution  
Holdings Private Limited**



**Hariharan Mahadevan  
Director  
DIN: 07036483**



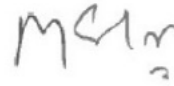
**For Jio Internet Distribution  
Holdings Private Limited**



**Hariharan Mahadevan  
Director  
DIN: 07036483**



**For Jio Cable and Broadband  
Holdings Private Limited**



**M. Sundar  
Director  
DIN: 00433686**



## Annexure 1(B)

To  
**The National Stock Exchange of India Limited**  
Exchange Plaza  
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Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 051  
Maharashtra, India

Dear Sir/ Madam,

**Sub: Proposed offer for sale of the equity shares of face value of ₹ 2 each (“Equity Shares”) of Hathway Cable & Datacom Limited (“Hathway / Company”) by Jio Content Distribution Holdings Private Limited (“Seller 1”), Jio Internet Distribution Holdings Private Limited (“Seller 2”) and Jio Cable and Broadband Holdings Private Limited (“Seller 3”), being part of the promoter & promoter group of the Company. Seller 1, Seller 2 and Seller 3 are together referred to as the “Sellers”.**

The Sellers propose to sell an aggregate of up to 20,54,43,340 Equity Shares of the Company (“Offer”), representing 11.61% of the issued, subscribed and fully paid-up equity share capital of the Company) on April 26, 2021, (“T day”) (for non-Retail Investors only) and on April 27, 2021 (“T+1 day”) (for Retail Investors and for non-Retail Investors, including who choose to carry forward their un-allocated bids from T day) through a separate, designated window of BSE Limited ( “BSE”) and the National Stock Exchange of India Limited (“NSE”), by way of an offer for sale through the stock exchange mechanism in accordance with the circular number CIR/MRD/DP/18/2012 dated July 18, 2012 notified by SEBI pertaining to comprehensive guidelines on offer for sale of shares through the stock exchange mechanism as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/ 17 /2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017, and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 (“SEBI OFS Circular”) and Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019, issued by SEBI, (together with SEBI OFS Circular, the “SEBI Circulars”), read with (a) “Revised Operational Guidelines for Offer for Sale (OFS) Segment” issued by BSE by way of its notice bearing no. 20200701-27 and dated July 01, 2020 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) “Offer for Sale- Introduction of Interoperability” issued by NSE by way of its circular bearing no. 51/2020 and dated June 30, 2020 and, to the extent applicable, the previous circulars issued by NSE in this regard (together with the SEBI Circulars, the “OFS Guidelines”). The BSE and NSE are together referred to as the “Stock Exchanges”.

The Sellers hereby jointly and severally confirm that they or any promoter or entity forming part of the promoter group of the Company:

- a. have not purchased and/or sold any Equity Shares during the period of 12 weeks preceding the Offer except by way of OFS notice dated March 25, 2021; and
- b. shall not buy/sell shares of the Company for a period of 12 weeks from the closure of the Offer as prescribed by SEBI in the SEBI OFS Circular, except as permitted in the SEBI OFS Circular.

Thanking You,

Yours faithfully,

Yours sincerely,

**For Jio Content Distribution  
Holdings Private Limited**



**Hariharan Mahadevan  
Director  
DIN: 07036483**



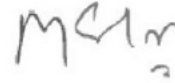
**For Jio Internet Distribution  
Holdings Private Limited**



**Hariharan Mahadevan  
Director  
DIN: 07036483**



**For Jio Cable and Broadband  
Holdings Private Limited**



**M. Sundar  
Director  
DIN: 00433686**

