

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

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

Dear Sir,

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

With respect to the captioned Open Offer, in accordance with 18(12) of SEBI (SAST) Regulations, the post offer advertisement dated March 01, 2019 (“**Post offer Advertisement**”) has appeared in following newspapers on March 02, 2019:

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

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

Thanking You,

Yours truly,

For **JM Financial Limited**



Authorised Signatory

Name:

Designation:

Contact Number:

Email Id:

Nikhil Panjwani
Vice President
022-66303030
nikhil.panjwani@jmfl.com

JM Financial Limited

Corporate Identity Number : L67120MH1986PLC038784

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

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

POST OFFER ADVERTISEMENT UNDER
REGULATION 18(12) IN TERMS OF THE SECURITIES AND
EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION
OF SHARES AND TAKEOVERS) REGULATIONS, 2011,
AS AMENDED (“SEBI (SAST) REGULATIONS”)

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

This post offer advertisement is being issued by JM Financial Limited (the “Manager to the Offer”), on behalf of the Acquirers and PACs, in connection with the Open Offer in compliance with Regulation 18(12) of the SEBI (SAST) Regulations (the “Post Offer Advertisement”).

This Post Offer Advertisement is to be read in continuation of, and in conjunction with (a) the public announcement dated October 17, 2018 (“PA”); (b) the detailed public statement dated October 25, 2018 which was published in Financial Express – English (all editions), Jansatta - Hindi (all editions), Loksatta – Marathi (all editions) and Indian Express – English (all editions) (“DPS”); (c) the letter of offer dated January 21, 2019 (“LOF”); (d) the offer opening public announcement and corrigendum to the DPS and LOF dated January 29, 2019 (“Offer Opening Public Announcement and Corrigendum”); and (e) the notice to the public shareholders dated January 31, 2019 (“Notice”). The Offer Opening Public Announcement and Corrigendum and the Notice were published in all the newspapers in which the DPS was published.

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

1.

Name of the Target Company

:

Hathway Cable and Datacom Limited
2.

Name of the Acquirers and PACs

:

Acquirers:
Jio Content Distribution Holdings Private Limited
Jio Internet Distribution Holdings Private Limited
Jio Cable and Broadband Holdings Private Limited
PACs:
Reliance Industries Limited
Digital Media Distribution Trust
Reliance Content Distribution Limited
Reliance Industrial Investments and Holdings Limited
3.

Name of the Manager to the Offer

:

JM Financial Limited
4.

Name of the Registrar to the Offer

:

Karvy Fintech Private Limited
5.

Offer Details:

a.

Date of Opening of the Offer

:

Thursday, January 31, 2019

b.

Date of Closure of Offer

:

Wednesday, February 13, 2019
6.

Date of Payment of Consideration

:

Tuesday, February 26, 2019
7.

Details of Acquisition

Sr. No.	Particulars	Proposed in the Offer Document		Actuals	
7.1	Offer Price	Rs. 32.35 per equity share		Rs. 32.35 per equity share	
7.2	Aggregate number of shares tendered	46,02,27,170		36,48,91,215	
7.3	Aggregate number of shares accepted	46,02,27,170		36,48,91,215	
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	Rs. 1,488.83 crore		Rs. 1,180.42 crore	
7.5	Shareholding of the Acquirers before Agreements/ Public Announcement (No. & %)	Nil		Nil	
7.6	Shares Acquired by way of Agreements • Number • % of Expanded Voting Share Capital	Acquirer 1: 53,46,98,609 (30.21%) Acquirer 2: 21,42,96,755 (12.11%) Acquirer 3: 15,98,14,636 (9.03%)		Acquirer 1: 53,46,98,609 (30.21%) Acquirer 2: 21,42,96,755 (12.11%) Acquirer 3: 15,98,14,636 (9.03%)	
7.7	Shares Acquired by way of Open Offer • Number • % of Expanded Voting Share Capital	46,02,27,170 ¹ 26.00% ¹		Acquirer 1: 21,46,83,845 (12.13%) Acquirer 2: 8,60,41,090 (4.86%) Acquirer 3: 6,41,66,280 (3.62%)	
7.8	Shares Acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	Nil		Nil	
7.9	Post offer shareholding of Acquirers • Number • % of Expanded Voting Share Capital	Acquirer 1: 80,54,73,389 (45.50%) ¹ Acquirer 2: 32,28,17,996 (18.24%) ¹ Acquirer 3: 24,07,45,785 (13.60%) ¹		Acquirer 1: 74,93,82,454 (42.34%) Acquirer 2: 30,03,37,845 (16.97%) Acquirer 3: 22,39,80,916 (12.65%)	
7.10	Pre & Post offer shareholding of the Public • Number • % of Expanded Voting Share Capital	Pre-Offer ² 46,94,33,485 (54.50%)	Post-Offer 92,06,315 (0.52%)	Pre-Offer ² 46,94,33,485 (54.50%)	Post-Offer 10,45,42,270 (5.91%)

- Notes:**
1.

Calculated assuming full acceptance in the Open Offer
2.

Calculated basis the equity share capital of the Target Company as on January 18, 2019 as disclosed in the LOF
8.

The Acquirers along with its Directors and PACs severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under the SEBI (SAST) Regulations.
9.

A copy of this Post Offer Advertisement will be available on the websites of SEBI, (www.sebi.gov.in), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com), and the registered office of the Target Company.

Issued on behalf of 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: hathway.openoffer@jmfl.com
Contact Person: Ms. Prachee Dhuri
SEBI Registration Number: INM000010361
CIN: L67120MH1986PLC038784