

**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 21,06,000 fully paid-up equity shares of face value of Rs. 10 each (“Equity Shares”) representing 26.00% of the Voting Share Capital from the Public Shareholders of Hathway Bhawani Cabletel 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 24, 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 March 12, 2019 (“LOF”); and (d) the offer opening public announcement and corrigendum to the DPS dated March 19, 2019 (“Offer Opening Public Announcement and Corrigendum”). The Post Offer Advertisement is being issued 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 Bhawani Cabletel 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 : Friday, March 22, 2019
 - b. Date of Closure of Offer : Thursday, April 04, 2019
6. Date of Payment of Consideration : Monday, April 22, 2019
7. Details of Acquisition

Sr. No.	Particulars	Proposed in the Offer Document	Actuals
7.1	Offer Price	Rs. 2.46 per equity share	Rs. 2.46 per equity share
7.2	Aggregate number of shares tendered	21,06,000	10,31,196
7.3	Aggregate number of shares accepted	21,06,000	10,31,196
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	Rs. 0.52 crore	Rs. 0.25 crore
7.5	Shareholding of the Acquirers before Agreements/ Public Announcement (No. & %)	Nil	Nil
7.6	Shares Acquired by way of Agreements <ul style="list-style-type: none"> • Number • % of Voting Share Capital 	Pursuant to the Underlying Transaction, the Acquirers have acquired sole control of Hathway Cable and Datacom Limited (“HCDL”), which in terms of Regulation 5 of the SEBI (SAST) Regulations is considered as an indirect acquisition of 41,80,000 Equity Shares (constituting 51.60% of the Voting Share Capital) held directly and indirectly by HCDL, in the following manner: a. HCDL directly holds 20,20,000 Equity Shares, constituting 24.94% of the Voting Share Capital in the Target Company; and b. HCDL, through its wholly owned subsidiary, Hathway Media Vision Private Limited, holds 21,60,000 Equity Shares, constituting 26.67% of the Voting Share Capital in the Target Company.	Pursuant to the Underlying Transaction, the Acquirers have acquired sole control of Hathway Cable and Datacom Limited (“HCDL”), which in terms of Regulation 5 of the SEBI (SAST) Regulations is considered as an indirect acquisition of 41,80,000 Equity Shares (constituting 51.60% of the Voting Share Capital) held directly and indirectly by HCDL, in the following manner: a. HCDL directly holds 20,20,000 Equity Shares, constituting 24.94% of the Voting Share Capital in the Target Company; and b. HCDL, through its wholly owned subsidiary, Hathway Media Vision Private Limited, holds 21,60,000 Equity Shares, constituting 26.67% of the Voting Share Capital in the Target Company.
7.7	Shares Acquired by way of Open Offer <ul style="list-style-type: none"> • Number • % of Voting Share Capital 	21,06,000 ¹ 26.00% ¹	Acquirer 1: Nil (0.00%) Acquirer 2: Nil (0.00%) Acquirer 3: 10,31,196 (12.73%)
7.8	Shares Acquired after Detailed Public Statement <ul style="list-style-type: none"> • Number of shares acquired • Price of the shares acquired • % of the shares acquired 	Nil	Nil
7.9	Post offer shareholding of Acquirers <ul style="list-style-type: none"> • Number • % of Voting Share Capital 	Acquirer 1: 12,39,066 (15.30%) ^{1,2} Acquirer 2: 4,96,593 (6.13%) ^{1,2} Acquirer 3: 3,70,341 (4.57%) ^{1,2}	Acquirer 1: Nil (0.00%) ² Acquirer 2: Nil (0.00%) ² Acquirer 3: 10,31,196 (12.73%) ²
7.10	Pre & Post offer shareholding of the Public <ul style="list-style-type: none"> • Number 	Pre-Offer ³ 29,11,543 (35.94%) Post-Offer ¹ 8,05,543 (9.94%)	Pre-Offer ³ 29,11,543 (35.94%) Post-Offer 27,86,069 (34.40%)

Note:

1. Calculated assuming full acceptance in the Open Offer.
2. As mentioned in paragraph 7.6, the Acquirers have also acquired control over HCDL which directly and indirectly holds 41,80,000 Equity Shares, constituting 51.60% of the Voting Share Capital of the Target Company
3. Calculated basis the equity share capital of the Target Company as on March 07, 2019 as disclosed in the LOF.
4. 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.
5. A copy of this Post Offer Advertisement will be available on the websites of SEBI (www.sebi.gov.in), BSE Limited (www.bseindia.com), and the registered office of the Target Company.

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



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