

Date: March 18, 2019

To,
BSE Limited
The Corporate Relationship Department,
P J Towers, Dalal Street,
Mumbai - 400001
BSE Security Code: 533162

Dear Sir,

Sub: Proposed open offer of fully paid-up equity shares of face value of Rs. 10/- each (the "Equity Shares") of Hathway Bhawani Cabletel & Datacom Limited (the "Target Company") by 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") (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 under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the "SEBI (SAST) Regulations") (the "Open Offer")

With reference to the captioned Open Offer, it is hereby informed that, in terms of 26(7)(ii) of the SEBI (SAST) Regulations, the statement of the "Recommendations of the Committee of Independent Directors", has been published in the same newspapers where the Detailed Public Statement ("DPS") of the open offer was published viz:

1. Financial Express – English (all editions)
2. Jansatta - Hindi (all editions)
3. Loksatta – Marathi (all editions)
4. Indian Express – English (all editions)

A copy of the same is enclosed herewith for your kind perusal

Request you to take the above submission on record

For Hathway Bhawani Cabletel & Datacom Limited



Pallavi Balkur
Company Secretary and Compliance Officer
ACS No: 32276



Encl: As above

Hathway Bhawani Cabletel & Datacom Ltd.

Corporate Office : Bazzola Commercial Complex, A Wing, 1st Floor, Suman Nagar, Sion Trombay Road, Chembur, Mumbai - 400 071.

Tel. : +91-22-65134400 • Fax : +91-22-65134455 • E-mail : bhawani@hathway.net

Regd. Office : 805/806, Windsor, 8th Floor, Off CST Road, Kalina, Santacruz (East), Mumbai - 400 098.

Tel.: +91-22-67742500 • Fax : +91-22-67742400

CIN : L65910MH1984PLC034514

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Registered Office : 805/ 806, Windsor, 8TH Floor, Off CST Road, Kalina, Santacruz (East), Mumbai - 400 098

CIN : L65910MH1984PLC034514

Tel: 91-22-67742500 Fax: 91-22-67742400

Website: www.hathway.com; E-mail : info@hathway.net

Recommendations of the Committee on the Open Offer (COO) to the Shareholders of Hathway Bhawani Cabletel & Datacom Limited ("HBCDL" or the "TC") under Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI SAST Regulations") in relation to the open offer made 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.

1. Date	16 March 2019
2. Name of the Target Company (TC)	Hathway Bhawani Cabletel & Datacom Limited
3. Details of the Offer pertaining to TC	Open Offer is being made by the Acquirers and the PACs for the acquisition of upto 21,06,000 (Twenty One Lakhs Six Thousand) equity shares at a price of Rs. 2.46/- (Rupees Two and Forty-six paise only) per Equity Share representing 26.00% of the voting share capital of the Company.
4. Name(s) of the acquirer and PAC with the acquirer	Jio Content Distribution Holdings Private Limited, Jio Internet Distribution Holdings Private Limited and Jio Cable and Broadband Holdings Private Limited (collectively referred to as the "Acquirers") together with Reliance Industries Limited, Digital Media Distribution Trust, Reliance Content Distribution Limited and Reliance Industrial Investments and Holdings Limited (collectively referred to as the "PACs")
5. Name of the Manager to the offer	JM Financial Limited
6. Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	Mr. Dilip Worah – Chairman Mr. L. K. Kannan
7. COO Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	COO Members are Independent Directors of the TC and except for Mr. Dilip Worah, none of the members hold any equity shares in the TC. Mr. Dilip Worah jointly with his wife Chetana Worah holds 200 shares in the TC. Other than the shareholding of Mr. Dilip Worah in the TC, the COO members do not have any relationship with the TC .
8. Trading in the Equity shares/other securities of the TC by COO Members	None of the members of the COO have traded in any of the equity shares/ securities of the TC during the period of 12 months prior to the Public Announcement dated October 17, 2018 and till the date of this recommendation.
9. COO Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	COO Members do not have any relationship with the Acquirers or the PACs.
10. Trading in the Equity shares/other securities of the acquirer by COO Members	None of the COO members have traded in equity shares/ other securities of the Acquirers or PACs during the period of 12 months prior to the Public Announcement dated October 17, 2018 and till the date of this recommendation.
11. Recommendation on the Open offer, as to whether the offer is fair and reasonable	The COO Members are of the opinion that the open offer price is fair and reasonable and is in accordance with SEBI SAST Regulations. However the shareholders should independently evaluate the offer and take an informed decision.
12. Summary of reasons for recommendation (COO may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	1. COO has perused the Letter of Offer ("LO"), the Detailed Public Statement ("DPS"), the Public Announcement ("PA") and other documents as released by JM Financial Limited (as the Manager to the Offer) on behalf of the Acquirers and the PACs. 2. Deloitte Haskins & Sells, has been engaged by the COO to independently evaluate if the offer price is in accordance with the SEBI SAST Regulations. Under their report dated March 15 2019, they have commented that the open offer price is in compliance with Regulation 8(2) of the SEBI SAST Regulations. 3. Based on the above, the COO is of the opinion that the Offer price of Rs. 2.46 (Rupees Two and Forty-six paise only) per Equity Share is in accordance with the guidelines prescribed by the SEBI SAST Regulations.
13. Details of Independent Advisors, if any	Deloitte Haskins & Sells
14. Any other matter(s) to be highlighted	None

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise and includes all the information required to be disclosed by the TC under the SEBI SAST Regulations."

For and on behalf of Committee on Open Offer of Hathway Bhawani Cabletel & Datacom Limited

Place: Mumbai
Date: 16.03.2019

Sd/
Dilip Worah
Independent Director
DIN: 00047252

SUNDAY, MARCH 17, 2019

FINANCIAL EXPRESS

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Registered Office : 805/ 806, Windsor, 8TH Floor, Off CST Road, Kalina, Santacruz (East), Mumbai - 400 098

CIN : L65910MH1984PLC034514

Tel: 91-22-67742500 Fax: 91-22-67742400

Website: www.hathway.com; E-mail : info@hathway.net

Recommendations of the Committee on the Open Offer (COO) to the Shareholders of Hathway Bhawani Cabletel & Datacom Limited ("HBCDL" or the "TC") under Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI SAST Regulations") in relation to the open offer made 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 ("RIHL" 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.

1. Date	16 March 2019
2. Name of the Target Company (TC)	Hathway Bhawani Cabletel & Datacom Limited
3. Details of the Offer pertaining to TC	Open Offer is being made by the Acquirers and the PACs for the acquisition of upto 21,06,000 (Twenty One Lakhs Six Thousand) equity shares at a price of Rs. 2.46/- (Rupees Two and Forty-six paise only) per Equity Share representing 26.00% of the voting share capital of the Company.
4. Name(s) of the acquirer and PAC with the acquirer	Jio Content Distribution Holdings Private Limited, Jio Internet Distribution Holdings Private Limited and Jio Cable and Broadband Holdings Private Limited (collectively referred to as the "Acquirers") together with Reliance Industries Limited, Digital Media Distribution Trust, Reliance Content Distribution Limited and Reliance Industrial Investments and Holdings Limited (collectively referred to as the "PACs")
5. Name of the Manager to the offer	JM Financial Limited
6. Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	Mr. Dilip Worah – Chairman Mr. L. K. Kannan
7. COO Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	COO Members are Independent Directors of the TC and except for Mr. Dilip Worah, none of the members hold any equity shares in the TC. Mr. Dilip Worah jointly with his wife Chetana Worah holds 200 shares in the TC. Other than the shareholding of Mr. Dilip Worah in the TC, the COO members do not have any relationship with the TC.
8. Trading in the Equity shares/other securities of the TC by COO Members	None of the members of the COO have traded in any of the equity shares/ securities of the TC during the period of 12 months prior to the Public Announcement dated October 17, 2018 and till the date of this recommendation.
9. COO Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	COO Members do not have any relationship with the Acquirers or the PACs.
10. Trading in the Equity shares/other securities of the acquirer by COO Members	None of the COO members have traded in equity shares/ other securities of the Acquirers or PACs during the period of 12 months prior to the Public Announcement dated October 17, 2018 and till the date of this recommendation.
11. Recommendation on the Open offer, as to whether the offer is fair and reasonable	The COO Members are of the opinion that the open offer price is fair and reasonable and is in accordance with SEBI SAST Regulations. However the shareholders should independently evaluate the offer and take an informed decision.
12. Summary of reasons for recommendation (COO may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	1. COO has perused the Letter of Offer ("LO"), the Detailed Public Statement ("DPS"), the Public Announcement ("PA") and other documents as released by JM Financial Limited (as the Manager to the Offer) on behalf of the Acquirers and the PACs. 2. Deloitte Haskins & Sells, has been engaged by the COO to independently evaluate if the offer price is in accordance with the SEBI SAST Regulations. Under their report dated March 15 2019, they have commented that the open offer price is in compliance with Regulation 8(2) of the SEBI SAST Regulations. 3. Based on the above, the COO is of the opinion that the Offer price of Rs. 2.46 (Rupees Two and Forty-six paise only) per Equity Share is in accordance with the guidelines prescribed by the SEBI SAST Regulations.
13. Details of Independent Advisors, if any	Deloitte Haskins & Sells
14. Any other matter(s) to be highlighted	None

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise and includes all the information required to be disclosed by the TC under the SEBI SAST Regulations."

For and on behalf of Committee on Open Offer of Hathway Bhawani Cabletel & Datacom Limited

Sd/-

Dilip Worah

Independent Director

DIN: 00047252

Place: Mumbai
Date: 16.03.2019

महानगर नई दिल्ली रजिस्टार 17 मार्च, 2019, रु. 5.00 (12+4 पेंज) दिल्ली, कोलकाता, लखनऊ और चंडीगढ़ से प्रकाशित

जनसत्ता

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Registered Office : 805/ 806, Windsor, 8TH Floor, Off CST Road, Kalina, Santacruz (East), Mumbai - 400 098

CIN : L65910MH1984PLC034514

Tel: 91-22-67742500 Fax: 91-22-67742400

Website: www.hathway.com; E-mail : info@hathway.net

Recommendations of the Committee on the Open Offer (COO) to the Shareholders of Hathway Bhawani Cabletel & Datacom Limited ("HBCDL" or the "TC") under Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI SAST Regulations") in relation to the open offer made 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 ("RIHL" 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.

1. Date	16 March 2019
2. Name of the Target Company (TC)	Hathway Bhawani Cabletel & Datacom Limited
3. Details of the Offer pertaining to TC	Open Offer is being made by the Acquirers and the PACs for the acquisition of upto 21,06,000 (Twenty One Lakhs Six Thousand) equity shares at a price of Rs. 2.46/- (Rupees Two and Forty-six paise only) per Equity Share representing 26.00% of the voting share capital of the Company.
4. Name(s) of the acquirer and PAC with the acquirer	Jio Content Distribution Holdings Private Limited, Jio Internet Distribution Holdings Private Limited and Jio Cable and Broadband Holdings Private Limited (collectively referred to as the "Acquirers") together with Reliance Industries Limited, Digital Media Distribution Trust, Reliance Content Distribution Limited and Reliance Industrial Investments and Holdings Limited (collectively referred to as the "PACs")
5. Name of the Manager to the offer	JM Financial Limited
6. Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	Mr. Dilip Worah – Chairman Mr. L. K. Kannan
7. COO Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	COO Members are Independent Directors of the TC and except for Mr. Dilip Worah, none of the members hold any equity shares in the TC. Mr. Dilip Worah jointly with his wife Chetana Worah holds 200 shares in the TC. Other than the shareholding of Mr. Dilip Worah in the TC, the COO members do not have any relationship with the TC .
8. Trading in the Equity shares/other securities of the TC by COO Members	None of the members of the COO have traded in any of the equity shares/ securities of the TC during the period of 12 months prior to the Public Announcement dated October 17, 2018 and till the date of this recommendation.
9. COO Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	COO Members do not have any relationship with the Acquirers or the PACs.
10. Trading in the Equity shares/other securities of the acquirer by COO Members	None of the COO members have traded in equity shares/ other securities of the Acquirers or PACs during the period of 12 months prior to the Public Announcement dated October 17, 2018 and till the date of this recommendation.
11. Recommendation on the Open offer, as to whether the offer is fair and reasonable	The COO Members are of the opinion that the open offer price is fair and reasonable and is in accordance with SEBI SAST Regulations. However the shareholders should independently evaluate the offer and take an informed decision.
12. Summary of reasons for recommendation (COO may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	1. COO has perused the Letter of Offer ("LO"), the Detailed Public Statement ("DPS"), the Public Announcement ("PA") and other documents as released by JM Financial Limited (as the Manager to the Offer) on behalf of the Acquirers and the PACs. 2. Deloitte Haskins & Sells, has been engaged by the COO to independently evaluate if the offer price is in accordance with the SEBI SAST Regulations. Under their report dated March 15 2019, they have commented that the open offer price is in compliance with Regulation 8(2) of the SEBI SAST Regulations. 3. Based on the above, the COO is of the opinion that the Offer price of Rs. 2.46 (Rupees Two and Forty-six paise only) per Equity Share is in accordance with the guidelines prescribed by the SEBI SAST Regulations.
13. Details of Independent Advisors, if any	Deloitte Haskins & Sells
14. Any other matter(s) to be highlighted	None

मुंबई, रविवार,
१७ मार्च २०१९ ★

लोकसत्ता

WWW.LOKSATTA.COM

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise and includes all the information required to be disclosed by the TC under the SEBI SAST Regulations."

For and on behalf of Committee on Open Offer of Hathway Bhawani Cabletel & Datacom Limited

Sd/-

Dilip Worah

Independent Director

DIN: 00047252

Place: Mumbai

Date: 16.03.2019

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Registered Office : 805/ 806, Windsor, 8TH Floor, Off CST Road, Kalina, Santacruz (East), Mumbai - 400 098

CIN : L65910MH1984PLC034514

Tel: 91-22-67742500 Fax: 91-22-67742400

Website: www.hathway.com; E-mail : info@hathway.net

Recommendations of the Committee on the Open Offer (COO) to the Shareholders of Hathway Bhawani Cabletel & Datacom Limited ("HBCDL" or the "TC") under Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI SAST Regulations") in relation to the open offer made 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 ("RIHL" 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.

1. Date	16 March 2019
2. Name of the Target Company (TC)	Hathway Bhawani Cabletel & Datacom Limited
3. Details of the Offer pertaining to TC	Open Offer is being made by the Acquirers and the PACs for the acquisition of upto 21,06,000 (Twenty One Lakhs Six Thousand) equity shares at a price of Rs. 2.46/- (Rupees Two and Forty-six paise only) per Equity Share representing 26.00% of the voting share capital of the Company.
4. Name(s) of the acquirer and PAC with the acquirer	Jio Content Distribution Holdings Private Limited, Jio Internet Distribution Holdings Private Limited and Jio Cable and Broadband Holdings Private Limited (collectively referred to as the "Acquirers") together with Reliance Industries Limited, Digital Media Distribution Trust, Reliance Content Distribution Limited and Reliance Industrial Investments and Holdings Limited (collectively referred to as the "PACs")
5. Name of the Manager to the offer	JM Financial Limited
6. Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	Mr. Dilip Worah – Chairman Mr. L. K. Kannan
7. COO Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	COO Members are Independent Directors of the TC and except for Mr. Dilip Worah, none of the members hold any equity shares in the TC. Mr. Dilip Worah jointly with his wife Chetana Worah holds 200 shares in the TC. Other than the shareholding of Mr. Dilip Worah in the TC, the COO members do not have any relationship with the TC.
8. Trading in the Equity shares/other securities of the TC by COO Members	None of the members of the COO have traded in any of the equity shares/ securities of the TC during the period of 12 months prior to the Public Announcement dated October 17, 2018 and till the date of this recommendation.
9. COO Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	COO Members do not have any relationship with the Acquirers or the PACs.
10. Trading in the Equity shares/other securities of the acquirer by COO Members	None of the COO members have traded in equity shares/ other securities of the Acquirers or PACs during the period of 12 months prior to the Public Announcement dated October 17, 2018 and till the date of this recommendation.
11. Recommendation on the Open offer, as to whether the offer is fair and reasonable	The COO Members are of the opinion that the open offer price is fair and reasonable and is in accordance with SEBI SAST Regulations. However the shareholders should independently evaluate the offer and take an informed decision.
12. Summary of reasons for recommendation (COO may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	1. COO has perused the Letter of Offer ("LO"), the Detailed Public Statement ("DPS"), the Public Announcement ("PA") and other documents as released by JM Financial Limited (as the Manager to the Offer) on behalf of the Acquirers and the PACs. 2. Deloitte Haskins & Sells, has been engaged by the COO to independently evaluate if the offer price is in accordance with the SEBI SAST Regulations. Under their report dated March 15 2019, they have commented that the open offer price is in compliance with Regulation 8(2) of the SEBI SAST Regulations. 3. Based on the above, the COO is of the opinion that the Offer price of Rs. 2.46 (Rupees Two and Forty-six paise only) per Equity Share is in accordance with the guidelines prescribed by the SEBI SAST Regulations.
13. Details of Independent Advisors, if any	Deloitte Haskins & Sells
14. Any other matter(s) to be highlighted	None

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise and includes all the information required to be disclosed by the TC under the SEBI SAST Regulations."

For and on behalf of Committee on Open Offer of Hathway Bhawani Cabletel & Datacom Limited

Sd/-

Dilip Worah

Independent Director

DIN: 00047252

Place: Mumbai
Date: 16.03.2019

SUNDAY

MARCH 17, 2019

The Indian EXPRESS