

March 14, 2019

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

Dear Sirs,

Subject: Letter of Offer dated March 12, 2019 (the “LOF”) in relation to an open offer to the Public Shareholders (as defined in the LOF) of Hathway Bhawani Cabletel & Datacom Limited (the “Target Company”) (“Open Offer”/ “Offer”).

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, have announced an open offer for acquisition of up to 21,06,000 fully paid-up equity shares of face value of Rs. 10 each (“**Equity Shares**”) from the Public Shareholders of Hathway Bhawani Cabletel & Datacom Limited (the “**Target Company**”), representing 26.00% of the Voting Share Capital, at a price of Rs. 2.46 per Equity Share (the “**Offer Price**”) aggregating to total consideration of Rs. 0.52 crore, payable in cash.

We have submitted the public announcement vide our e-mail dated October 17, 2018 the detailed public statement vide our email dated October 25, 2018 and the Draft Letter of Offer dated November 01, 2018.

We are pleased to enclose a copy of the LOF dated March 12, 2019.

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the attached LOF.

Thanking You,
Yours truly,

For **JM Financial Limited**


Authorized Signatory

Enclosure: as above.

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.jmfi.com

LETTER OF OFFER

“THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION”

This letter of offer (“LOF”) is sent to you as a Public Shareholder (as defined below) of Hathway Bhawani Cabletel and Datacom Limited (“Target Company”). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Offer (as defined below) / Registrar to the Offer (as defined below). In case you have recently sold your Equity Shares (as defined below), please hand over this LOF and the accompanying Form of Acceptance (as defined below) and Transfer Form (Form SH-4) to the member of stock exchange through whom the said sale was effected.

OPEN OFFER BY

JIO CONTENT DISTRIBUTION HOLDINGS PRIVATE LIMITED

having its registered office at: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India;
Tel: +91 22 3555 5000, Fax: +91 22 3555 5560
(hereinafter referred to as “Acquirer 1” or “JCDHPL”)

JIO INTERNET DISTRIBUTION HOLDINGS PRIVATE LIMITED

having its registered office at: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India;
Tel: +91 22 3555 5000, Fax: +91 22 3555 5560
(hereinafter referred to as “Acquirer 2” or “JIDHPL”)

AND

JIO CABLE AND BROADBAND HOLDINGS PRIVATE LIMITED

having its registered office at: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India;
Tel: +91 22 3555 5000, Fax: +91 22 3555 5560
(hereinafter referred to as “Acquirer 3” or “JCBHPL”)
(hereinafter Acquirer 1, Acquirer 2 and Acquirer 3 are collectively referred to as the “Acquirers”)

ALONG WITH

RELIANCE INDUSTRIES LIMITED

having its registered office at: 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India;
Tel: +91 22 3555 5000 / +91 22 2278 5000, Fax: +91 22 3555 5560 / +91 22 2204 2268 / +91 22 2285 2214
(hereinafter referred to as “PAC 1” or “RIL”)

DIGITAL MEDIA DISTRIBUTION TRUST

having its office at: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India;
Tel: +91 22 3555 5000, Fax: +91 22 3555 5560
(hereinafter referred to as “PAC 2” or “Trust”)

RELIANCE CONTENT DISTRIBUTION LIMITED

having its registered office at: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India;
Tel: +91 22 6255 5000, Fax: +91 22 3555 5560
(hereinafter referred to as “PAC 3” or “RCDL”)

AND

RELIANCE INDUSTRIAL INVESTMENTS AND HOLDINGS LIMITED

having its registered office at: Office – 101, Saffron, Nr. Centre Point, Panchwati 5 Rasta, Ambawadi, Ahmedabad – 380006, India;
Tel: +91 79 3560 0100
(hereinafter referred to as “PAC 4” or “RIIHL”)

(hereinafter PAC 1, PAC 2, PAC 3 and PAC 4 are collectively referred to as the “PACs”)

MAKE A CASH OFFER TO ACQUIRE UP TO 21,06,000 FULLY PAID UP EQUITY SHARES OF RS. 10 (RUPEES TEN ONLY) EACH (“EQUITY SHARES”) AT A PRICE OF RS. 2.46 PER EQUITY SHARE, REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW) OF THE TARGET COMPANY, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (“SEBI (SAST) REGULATIONS”) FROM THE PUBLIC SHAREHOLDERS OF

HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED

having its registered office at: 805/806, Windsor, 8th Floor, Off CST Road, Kalina, Santacruz (East), Mumbai- 400 098, India
Tel.: +91 22 6774 2500, Fax: +91 22 6774 2400

1. This Open Offer (as defined below) is being made by the Acquirers along with PACs pursuant to and in compliance with Regulations 3(1), 4, 5(1) and other applicable regulations of the SEBI (SAST) Regulations.
2. This Open Offer is not conditional upon any minimum level of acceptance.
3. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. To the best of the knowledge of the Acquirers and the PACs, as on the date of this LOF, there are no statutory or other approvals required to complete the Open Offer, except (i) approval of CCI (as defined below), and (ii) in-principle approval from BSE and National Stock Exchange of India Limited for listing of the Subscription Shares (as defined below), both of which have been received.
5. Under Regulation 18(4) of the SEBI (SAST) Regulations, the Acquirers are permitted to revise the Offer Price (as defined below) or the number of Offer Shares (as defined below) at any time prior to the commencement of 1 (One) Working Day (as defined below) before the commencement of the Tendering Period (as defined below). In the event of such revision, in terms of Regulation 18(5) of the SEBI (SAST) Regulations, the Acquirers and the PACs shall (i) make a corresponding increase to the escrow amount, (ii) make a public announcement in the same newspapers in which the DPS (as defined below) was published, and (iii) simultaneously notify BSE (as defined below), SEBI (as defined below) and the Target Company at its registered office. Such revision would be done in compliance with other requirements prescribed under the SEBI (SAST) Regulations.
6. **There was no competing offer.**
7. Copies of Public Announcement (“PA”), Detailed Public Statement (“DPS”) and Draft Letter of Offer (“DLOF”) are available on the website of SEBI at www.sebi.gov.in and a copy of this LOF (including the Form of Acceptance) will be available on the website of SEBI at www.sebi.gov.in.

MANAGER TO THE OFFER



JM Financial Limited

7th Floor, Energy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400 025, India.
Tel: +91 22 6630 3030, Fax: +91 22 6630 3330
Email: bhawani.openoffer@jmfl.com
Contact Person: Ms. Prachee Dhuri
SEBI Registration Number: INM000010361
CIN: L67120MH1986PLC038784

REGISTRAR TO THE OFFER



Karvy Fintech Private Limited

Karvy Selenium Tower B Plot No 31 & 32,
Financial District Nanakramguda, Serilingampally Mandal
Hyderabad – 500 032, Telangana, India
Tel : +91 40 6716 2222 Fax: +91 40 2343 1551
Email: murali.m@karvy.com
Website: <http://karvyfintech.com>
Contact Person: Murali Krishna M, General Manager
SEBI Registration No.: INR000000221
CIN: U67200TG2017PTC117649

SCHEDULE OF MAJOR ACTIVITIES OF THE OPEN OFFER

No.	Activity	Schedule disclosed in the DLOF (Day and Date)	Revised Schedule (Day and Date)
1.	PA	Wednesday, October 17, 2018	Wednesday, October 17, 2018
2.	Publication of DPS	Thursday, October 25, 2018	Thursday, October 25, 2018
3.	Filing of the DLOF with SEBI	Thursday, November 01, 2018	Thursday, November 01, 2018
4.	Last date for public announcement for competing offer(s)*	Monday, November 19, 2018	Monday, November 19, 2018
5.	Last date for receipt of SEBI observations on the DLOF (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Wednesday, November 28, 2018	Tuesday, March 05, 2019**
6.	Identified Date [#]	Friday, November 30, 2018	Thursday, March 07, 2019
7.	Last date by which this LOF is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Friday, December 07, 2018	Thursday, March 14, 2019
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer	Wednesday, December 12, 2018	Tuesday, March 19, 2019
9.	Last date for upward revision of the Offer Price / the size of the Open Offer	Thursday, December 13, 2018	Wednesday, March 20, 2019
10.	Date of publication of opening of Open Offer public announcement in the newspapers in which the DPS was published	Thursday, December 13, 2018	Wednesday, March 20, 2019
11.	Date of commencement of the Tendering Period (“ Offer Opening Date ”)	Friday, December 14, 2018	Friday, March 22, 2019
12.	Date of closure of the Tendering Period (“ Offer Closing Date ”)	Friday, December 28, 2018	Thursday, April 04, 2019
13.	Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders	Friday, January 11, 2019	Monday, April 22, 2019
14.	Last date for publication of post-Open Offer public announcement in the newspapers in which the DPS was published	Friday, January 18, 2019	Monday, April 29, 2019

* *There was no competing offer.*

** *Actual date of receipt of SEBI’s final observations on the DLOF.*

Identified Date is only for the purpose of determining the names of the Public Shareholders to whom this LOF is being sent. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in the Open Offer.

RISK FACTORS RELATING TO THE OPEN OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATING WITH THE ACQUIRERS AND THE PACs:

For capitalized terms used herein, please refer to the section on Definitions set out below.

Pursuant to the Underlying Transaction (as described in Paragraph 2.1.2 below), the Acquirers have acquired sole control of HCDL. HCDL holds an aggregate of 51.60% of the Voting Share Capital of the Target Company in the following manner:

- a. HCDL directly holds 24.94% of the Voting Share Capital in the Target Company; and
- b. HCDL, through its wholly owned subsidiary, Hathway Media Vision Private Limited (“**HMVPL**”), holds 26.67% of the Voting Share Capital in the Target Company.

Furthermore, HCDL and HMVPL are classified as promoters of the Target Company. Therefore, the Acquirers and PACs are making this Open Offer to the Public Shareholders of the Target Company in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations. This Open Offer is pursuant to an indirect acquisition of voting rights and control of the Target Company by the Acquirers.

A. Relating to the Open Offer

1. To the best of the knowledge of the Acquirers and the PACs, there are no statutory or other approvals required to complete the Open Offer as on the date of this LOF, other than those mentioned in Paragraph 6(C)(1), which have been received. In the event, however, any further statutory or other approval becomes applicable prior to completion of such acquisitions, the Open Offer would also be subject to such other statutory or other approval(s) being obtained. If there is a delay in receipt of any applicable statutory or other approvals, then the Open Offer process may be delayed beyond the dates indicated in the schedule of major activities of the Open Offer disclosed in this LOF (on page number 2). In case the Equity Shares are tendered in the Open Offer and a delay is caused due to delay in receipt of any applicable statutory or other approvals, the payment of consideration to Public Shareholders whose Equity Shares have been accepted under the Open Offer as well as return of Equity Shares not accepted by the Acquirers may be delayed.
2. Where the required statutory or other approvals apply to some but not all of the Public Shareholders, the Acquirers will have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer.
3. In case of delay/non-receipt of any statutory or other approvals referred to in Paragraph 6(C)(2) of this LOF, SEBI may, if satisfied that non-receipt of the requisite approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirers or the PACs to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirers and the PACs to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulation 18(11) of the SEBI (SAST) Regulations.
4. The Acquirers and the PACs will not proceed with the Open Offer, in terms of Regulation 23 of SEBI (SAST) Regulations, in the event, statutory or other approvals in relation to the acquisition of the Offer Shares (as mentioned in Paragraph 6(C)(2) of this LOF) are refused for reasons outside the reasonable control of the Acquirers. In the event of such a withdrawal of the Open Offer, the Acquirers and the PACs (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 (Two) Working Days of such withdrawal stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
5. Equity Shares once tendered in the Open Offer cannot be withdrawn by the Public Shareholders, even in the event of a delay in the acceptance of Equity Shares under the Open Offer and / or the payment of consideration. The tendered Equity Shares and documents will be held in trust for the

benefit of the Public Shareholders, who have tendered Equity Shares in the Open Offer, by the Clearing Corporation / Registrar to the Offer until such time the process of acceptance of tenders of Equity Shares under the Open Offer and the payment of consideration is completed. Once tendered, the Public Shareholders will not be able to trade in such Equity Shares. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Open Offer. The Public Shareholders will be solely responsible for their decisions regarding participation in this Open Offer.

6. If the holders of the Equity Shares are not persons resident in India (including NRIs, OCBs and FIIs/FPIs) and require any approvals (including from the RBI or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit the approvals that would have been obtained by them for holding the Equity Shares, to tender such Equity Shares in this Open Offer, along with the other documents required to be submitted for tendering their Equity Shares. In the event such approvals are not submitted, the Acquirers and the PACs reserve the right to reject the Equity Shares tendered by such persons in this Open Offer.
7. This LOF has not been filed, registered or approved in any jurisdiction outside India. Recipients of this LOF who are resident in jurisdictions outside India should inform themselves of and comply with any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction where the same would be contrary to the applicable laws or regulations or would subject the Acquirers, the PACs or the Manager to the Offer to any new or additional registration requirements.
8. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Open Offer, or in respect of any other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the PACs do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this LOF.
9. In the event that either: (a) there is any injunction or stay on this Open Offer or any litigation that restricts or restrains the Acquirers and/ or the PACs from performing any of their obligations hereunder; or (b) SEBI instructs the Acquirers and/ or the PACs to suspend this Open Offer, then this Open Offer process may be delayed beyond the dates indicated in the schedule of major activities of the Open Offer disclosed in this LOF (on page number 2). In the event of any delay in proceeding with this Open Offer, the payment of consideration to the Public Shareholders whose Equity Shares are accepted in this Open Offer as well as the return of the Equity Shares not accepted in this Open Offer, may be delayed. In the event SEBI instructs the Acquirers and/or PACs to not proceed with this Open Offer, then this Open Offer process shall be withdrawn and the Acquirers and the PACs (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 (Two) Working Days of such withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
10. In relation to the Open Offer, the Acquirers, PACs and the Manager to the Offer accept responsibility only for statements made by them in the PA, DPS, DLOF, LOF or in the post Open Offer advertisement or any corrigenda or any materials issued by or at the instance of the Acquirers, the PACs or the Manager to the Offer in relation to the Open Offer (other than information pertaining to the Target Company which has been compiled from information published or publicly available sources or provided by the Target Company). Anyone placing reliance on any sources of information (other than as mentioned in this Paragraph) would be doing so at his / her / its own risk.

B. Relating to Acquirers and PACs

1. The Acquirers, the PACs and the Manager to the Offer make no assurance with respect to the future performance of the Target Company. The Public Shareholders should not be guided by the past performance of the PACs or any of their group companies while arriving at their decision to participate in the Open Offer. The Acquirers, the PACs and the Manager to the Offer disclaim any responsibility with respect to any decision of Public Shareholders on whether to participate in the Open Offer or not.

2. The Acquirers, the PACs and the Manager to the Offer make no assurance with respect to Acquirers' and PACs' investment/divestment decisions relating to their proposed shareholding in the Target Company.
3. The Acquirers, the PACs and the Manager to the Offer do not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or upon the completion of this Open Offer.
4. Under Regulation 38 of the SEBI LODR, 2015, read with Rule 19A of SCRR, the Target Company is required to maintain at least 25% public shareholding (as determined in accordance with SCRR) on a continuous basis. Pursuant to completion of this Open Offer, the public shareholding in the Target Company may fall below such minimum public shareholding requirement. In such an event, the Acquirers will ensure compliance with the minimum public shareholding requirements in such manner and timelines as prescribed under applicable law, which may have an adverse effect on the price of the Equity Shares.

The risk factors set forth above are not a complete analysis of all risks in relation to the Open Offer or in association with the Acquirers and the PACs but are only indicative in nature. The risk factors set forth above are limited to the Open Offer and do not pertain to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by Public Shareholders in the Open Offer. Public Shareholders are advised to consult their stock brokers, tax advisors or investment consultants for understanding further risks with respect to their participation in the Open Offer.

CURRENCY OF PRESENTATION

In this LOF, all references to “Rupees” or “Rs.” are references to the Indian Rupee(s) (“**Rs.**”).

In this LOF, any discrepancy in any table between the total and sums of the amounts listed is due to rounding off.

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DEFINITIONS

Term	Description
Acquirer 1 or JCDHPL	Jio Content Distribution Holdings Private Limited
Acquirer 2 or JIDHPL	Jio Internet Distribution Holdings Private Limited
Acquirer 3 or JCBHPL	Jio Cable and Broadband Holdings Private Limited
Acquirers	Acquirer 1, Acquirer 2 and Acquirer 3
BSE	BSE Limited
CCI	Competition Commission of India
Clearing Corporation	Indian Clearing Corporation Limited
CIN	Corporate Identification Number
DIN	Director Identification Number
DLOF	The Draft Letter of Offer dated November 1, 2018
DPS	Detailed Public Statement in connection with the Open Offer, published on behalf of the Acquirers and the PACs on October 25, 2018 in Financial Express – English (all editions), Jansatta - Hindi (all editions), Loksatta – Marathi (all editions) and Indian Express – English (all editions)
DP	Depository Participant
Equity Share(s)	Fully paid-up equity shares of Target Company of face value of Rs. 10 each
Escrow Agreement	Escrow Agreement dated October 19, 2018 executed among the Acquirers, PAC 1, Escrow Agent and Manager to the Offer
Escrow Agent	HDFC Bank Limited
Existing HCDL Promoters	Members of the existing promoter and promoter group of HCDL namely, (i) Mr Akshay Raheja, (ii) Mr Viren Raheja, (iii) Hathway Investments Private Limited, and (iv) Spur Cable and Datacom Private Limited
FEMA	The Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended or modified from time to time
FII/FPI	Foreign Institutional Investor or Foreign Portfolio Investor as defined in FEMA
Form of Acceptance	Form of Acceptance-cum-Acknowledgement
HCDL	Hathway Cable and Datacom Limited
HCDL Offer	Mandatory open offer made by the Acquirers and the PACs vide public announcement dated October 17, 2018, to the public shareholders of HCDL to acquire up to 46,02,27,170 equity shares of HCDL, representing 26.00% of the HCDL Expanded Voting Share Capital in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations. On February 26, 2019, the Acquirers acquired 36,48,91,215 equity shares of HCDL representing 20.61% of the HCDL Expanded Voting Share Capital, pursuant to the HCDL Offer.
HCDL Expanded Voting Share Capital	Total voting equity share capital of HCDL on a fully diluted basis expected as of the 10 th (Tenth) Working Day from the closure of the tendering period for the HCDL Offer being 177,01,04,500 equity shares of HCDL. This includes 90,88,10,000 equity shares allotted by HCDL to the Acquirers in terms of the SSA.
HMVPL	Hathway Media Vision Private Limited
Identified Date	The date falling on the 10 th (Tenth) Working Day prior to the commencement of the Tendering Period for the purposes of determining the Public Shareholders to whom this LOF shall be sent
Income Tax Act	Income Tax Act, 1961, as amended and modified from time to time
LOF	This Letter of Offer dated March 12, 2019
Manager to the Offer	JM Financial Limited
NRI	Non-Resident Indian as defined in FEMA

Term	Description
OCB(s)	Overseas Corporate Bodies
Offer Consideration	Rs. 0.52 crore
Offer Price	Rs. 2.46 per Equity Share payable in cash
Offer Shares	21,06,000 Equity Shares
Open Offer	Open Offer for acquisition of up to 21,06,000 Equity Shares being 26.00% of the Voting Share Capital of the Target Company at the Offer Price, payable in cash
PA	Public Announcement dated October 17, 2018
PAC 1 or RIL	Reliance Industries Limited
PAC 2 or Trust	Digital Media Distribution Trust
PAC 3 or RCDL	Reliance Content Distribution Limited
PAC 4 or RIIHL	Reliance Industrial Investments and Holdings Limited
PACs	PAC 1, PAC 2, PAC 3 and PAC 4
Preferential Allotment/ Preferential Issue	Issuance of the Subscription Shares on a preferential basis by HCDL to the Acquirers in accordance with the terms set out in the SSA
Public Shareholders	All the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, except: (i) the Acquirers and the PACs, and (ii) parties to the underlying SSA and SHA including persons deemed to be acting in concert with such parties to the SSA and SHA, as the case may be
RBI	Reserve Bank of India
Registrar to the Offer	Karvy Fintech Private Limited
Rupees or Rs	Indian Rupees
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended and modified from time to time
SEBI LODR, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and modified from time to time
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended and modified from time to time
SHA	Shareholders' agreement dated October 17, 2018 executed among the Acquirers, HCDL and the Existing HCDL Promoters
SSA	Share Subscription Agreement dated October 17, 2018 executed among HCDL, Existing HCDL Promoters and the Acquirers
Subscription Amount	Rs. 2,940.00 crore
Subscription Shares	90,88,10,000 equity shares of HCDL representing 51.34% of the HCDL Expanded Voting Share Capital
Target Company	Hathway Bhawani Cabletel and Datacom Limited
Tendering Period	Period commencing on Friday, March 22, 2019 and closing on Thursday, April 04, 2019, both days inclusive
TRS	Transaction Registration Slip
Underlying Transaction	The transaction contemplated in the Preferential Issue, SSA and the SHA
Voting Share Capital	Total voting equity share capital of the Target Company as on the date of this LOF
Working Day	Working days of SEBI as defined in the SEBI (SAST) Regulations, in Mumbai

Notes:

- a. All capitalized terms used in this LOF and not specifically defined herein shall have the meaning ascribed to them in the SEBI (SAST) Regulations.
- b. In this LOF, any reference to the singular will include the plural and vice-versa.

1. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DLOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DLOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE PUBLIC SHAREHOLDERS OF HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OPEN OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR PACs OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LOF. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS AND THE PACs ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LOF, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS AND THE PACs DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER – JM FINANCIAL LIMITED - HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 1, 2018 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS AND PACS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OPEN OFFER.”

2. DETAILS OF THE OPEN OFFER

2.1 Background of the Open Offer

2.1.1. Pursuant to the Underlying Transaction (as described in Paragraph 2.1.2 below), the Acquirers have acquired sole control of HCDL. HCDL holds an aggregate of 51.60% of the Voting Share Capital of the Target Company in the following manner:

- a. HCDL directly holds 24.94% of the Voting Share Capital in the Target Company; and
- b. HCDL, through its wholly owned subsidiary, HMOVPL, holds 26.67% of the Voting Share Capital in the Target Company.

Furthermore, HCDL and HMOVPL are classified as promoters of the Target Company. Therefore, the Acquirers and PACs are making the Open Offer to the Public Shareholders of the Target Company in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations. This Open Offer is pursuant to an indirect acquisition of voting rights and control of the Target Company by the Acquirers, which does not meet any of the parameters prescribed under Regulation 5(2) of the SEBI (SAST) Regulations. Please refer to Paragraph 5.1.4 of this LOF.

2.1.2. The board of directors of HCDL, at its meeting held on October 17, 2018, subject *inter alia* to receipt of approval from the shareholders of HCDL and receipt of statutory/regulatory approvals, approved the preferential issue of 90,88,10,000 equity shares (“**Subscription Shares**”), representing 51.34% of the HCDL Expanded Voting Share Capital, to the Acquirers at a price of Rs. 32.35 per equity share (including a premium of Rs. 30.35 per equity share), aggregating Rs. 2,940.00 crore (“**Subscription Amount**”), to be paid in cash (“**Preferential Allotment**” or “**Preferential Issue**”). In relation to the said Preferential Issue, on October 17, 2018, HCDL, the Existing HCDL Promoters and the Acquirers have entered into a share subscription agreement (“**SSA**”), under which HCDL agreed, subject *inter alia* to receipt of shareholders' approval, receipt of statutory/regulatory approvals and fulfilment of certain other conditions precedent (unless waived by the Acquirers), to issue and allot the

Subscription Shares to the Acquirers. Furthermore, the Acquirers, HCDL and the Existing HCDL Promoters entered into a shareholders' agreement on October 17, 2018 (“SHA”).

The CCI, vide its letter dated January 21, 2019 has granted its approval for the transactions contemplated in the SSA and SHA. Further, the BSE (on October 31, 2018) and NSE (on November 9, 2018) have granted in-principle approval for listing of equity shares of HCDL to be issued pursuant to Preferential Issue. Further, shareholders of HCDL have granted their approval to the Preferential Issue (on November 14, 2018). Pursuant thereto, the Preferential Issue has been completed on January 30, 2019 in the manner set out in the SSA and in accordance with Regulation 22(2) of the SEBI (SAST) Regulations, prior to the completion of the HCDL Offer and the Open Offer.

2.1.3. As a consequence of the Underlying Transaction, the Acquirers and the PACs had announced a mandatory open offer, vide public announcement dated October 17, 2018, to the public shareholders of HCDL to acquire up to 46,02,27,170 equity shares representing 26.00% of the HCDL Expanded Voting Share Capital in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations (“HCDL Offer”). On February 26, 2019, pursuant to the HCDL Offer, the Acquirers acquired 36,48,91,215 equity shares of HCDL representing 20.61% of the HCDL Expanded Voting Share Capital.

2.1.4. Salient features of the SSA are set out below:

- a. The proceeds received by HCDL from the allotment of the Subscription Shares shall be used for the purpose determined by the board of directors of HCDL.
- b. The obligations of the Acquirers to subscribe to the Subscription Shares and pay the Subscription Amount to HCDL was conditional on the fulfilment of each of the conditions precedent set out in the SSA on or before the Long Stop Date (as defined in the SSA) or their waiver by the Acquirers, which included, among others, the following conditions:
 - (i) receipt of (a) necessary approvals from the CCI (or any appellate authority in India having appropriate jurisdiction) for the transactions contemplated under the SSA, on terms acceptable to the Acquirers, and (b) any other approval as may be required to be obtained under any applicable law for the transaction contemplated therein, on terms acceptable to the Acquirers;
 - (ii) obtaining approval of the shareholders of HCDL for the Preferential Issue and for the increase in authorized capital of HCDL;
 - (iii) receipt of 'in-principle' approval from BSE and National Stock Exchange of India Limited for the listing of the Subscription Shares to be issued and allotted to the Acquirers pursuant to the Preferential Issue;
 - (iv) no event, occurrence, change, effect or condition of any character having occurred which has or could reasonably be expected to have a Material Adverse Effect (as defined in the SSA);
 - (v) there being no breach of any warranties provided in the SSA by HCDL and the Existing HCDL Promoters;
 - (vi) receipt of approvals from identified lenders of HCDL and its group companies for the transaction contemplated under the SSA and intimation of the transaction to certain identified lenders;
 - (vii) there being no writ, judgment, injunction, decree, or similar order of any governmental authority or any applicable law restraining or otherwise preventing the consummation of any of the transactions contemplated by the SSA and/or the Transaction Documents (as defined in the SSA); and
 - (viii) there being no instituted or pending proceeding by any person before any governmental authority, seeking to: (a) restrain, prohibit or otherwise interfere with the ownership or operation of all or any material portion of the business or material assets (excluding current assets) of any of HCDL and its group companies collectively, or to compel disposal of all or any material portion of the business or material assets of any of HCDL and its group companies collectively, or (b) impose

or confirm limitations on the ability of the Acquirers or any of its affiliates effectively to exercise full rights of ownership of any shares issued under the Preferential Issue, including the right to vote on all matters properly presented to HCDL's shareholders.

The above conditions have been fulfilled prior to the completion of the Preferential Issue.

2.1.5. Salient features of the SHA are set out below:

- a. The SHA has come into force and taken effect on January 30, 2019 (“**Effective Date**”);
- b. The Existing HCDL Promoters would be entitled to appoint 2 non-executive directors on the board of HCDL, so long as they collectively hold 20% of equity shares of HCDL. Further, so long as the Existing HCDL Promoters collectively continue to hold at least 10% of the equity shares of HCDL but less than 20% of the equity shares of HCDL, they would be entitled to appoint 1 non-executive director on the board of HCDL;
- c. From the Effective Date, the Acquirers have the right to appoint a majority of the directors on the board of directors of HCDL;
- d. Each of the Existing HCDL Promoters have agreed that from the Effective Date, they have ceased to be in control of HCDL, and the Existing HCDL Promoters have acknowledged that the Acquirers will be and shall remain solely in absolute control of HCDL at all times, including but not limited to exercise of any rights that HCDL has (whether in writing, through past practice or otherwise) in respect of certain group companies, including the Target Company. Further, on the Effective Date, the Acquirers will be identified as promoters of HCDL;
- e. It has been agreed that the Existing HCDL Promoters would be reclassified as public shareholders of HCDL in case their collective shareholding in HCDL falls below 10% or any other limit as may be prescribed under applicable law;
- f. The Existing HCDL Promoters have agreed that they will not purchase further securities of HCDL (except for rights issues, bonus issues, stock splits or pursuant to corporate reorganizations);
- g. The SHA provides for certain restrictions on transfer of shareholding in HCDL by the Existing HCDL Promoters and also provides the Acquirers certain rights to acquire the shareholding held by the Existing HCDL Promoters in HCDL;
- h. The Existing HCDL Promoters have agreed to non-compete and non-solicit restrictions under the SHA. No fee has been paid or is payable by the Acquirers to the Existing HCDL Promoters in relation to these obligations;
- i. The Acquirers have a call option on the securities of HCDL held by the Existing HCDL Promoters in case of breach of transfer restrictions and/or the non-compete restrictions under the SHA by any of the Existing HCDL Promoters or upon the occurrence of an Insolvency Event (as defined in the SHA) with respect to any of the Existing HCDL Promoters; and
- j. The SHA shall automatically stand terminated:
 - (i) upon Closing (as defined in the SSA) not having occurred in the manner and in terms as set out under the SSA;
 - (ii) upon the Existing HCDL Promoters ceasing to hold at least 5% of the equity shares of HCDL; and
 - (iii) at any time by the written consent of the parties.

2.1.6. Neither the Acquirers nor the PACs have any nominee directors or representatives on the board of directors of the Target Company as on the date of this LOF. The Acquirers have acquired sole control of HCDL which is one of the promoters of the Target Company.

- 2.1.7. Pursuant to completion of this Open Offer, the public shareholding in the Target Company may fall below the minimum public shareholding requirement as per Rule 19A of the SCRR read with SEBI LODR, 2015. In such an event, the Acquirers will ensure compliance with the minimum public shareholding requirement in such manner and timelines as prescribed under applicable law.
- 2.1.8. The Acquirers and the PACs are not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- 2.1.9. As per Regulations 26(6) and 26(7) of the SEBI (SAST) Regulations, the board of directors of the Target Company is required to constitute a committee of independent directors, to provide its written reasoned recommendation on the Open Offer to the Public Shareholders of the Target Company and such recommendation shall be published at least 2 (Two) Working Days before the commencement of the Tendering Period, in the same newspapers in which the DPS was published.
- 2.1.10. Save and except for the PACs, no other person is acting in concert with the Acquirers for the purpose of this Open Offer.

2.2 Details of the Proposed Open Offer

- 2.2.1 The Open Offer is being made to the Public Shareholders in accordance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations pursuant to the board resolution of HCDL approving the Preferential Issue, SSA and the SHA. The Acquirers and the PACs are making this Open Offer to acquire from the Public Shareholders up to 21,06,000 Equity Shares (“Offer Shares”), constituting 26.00% of the Voting Share Capital of the Target Company at an offer price of Rs. 2.46 per Equity Share (“Offer Price”), aggregating Rs. 0.52 crore (“Offer Consideration”) in cash.
- 2.2.2 In accordance with Regulation 14(3) of the SEBI (SAST) Regulations, the DPS was published in the following newspapers on October 25, 2018:

Newspapers	Language	Editions
The Financial Express	English	All editions
Loksatta	Marathi	All editions
Indian Express	English	All editions
Jansatta	Hindi	All editions

(The DPS is also available on the website of SEBI at <http://www.sebi.gov.in>)

- 2.2.3 There are no partly paid-up Equity Shares in the Target Company.
- 2.2.4 There is no differential pricing for this Open Offer.
- 2.2.5 This Open Offer is not a competing offer and there was no competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 2.2.6 This Open Offer is not conditional upon any minimum level of acceptance from the Public Shareholders of the Target Company.
- 2.2.7 The Acquirers and the PACs have not acquired any Equity Shares of the Target Company after the date of the PA, i.e. October 17, 2018 and up to the date of this LOF.

2.3 Object of the Acquisition / Open Offer

- 2.3.1. Pursuant to the Underlying Transaction, the Acquirers have acquired sole control of HCDL. HCDL holds an aggregate of 51.60% of the Voting Share Capital of the Target Company in the following manner:

- a. HCDL directly holds 24.94% of the Voting Share Capital in the Target Company; and
- b. HCDL, through its wholly owned subsidiary, HMOVPL, holds 26.67% of the Voting Share Capital in the Target Company.

Furthermore, HCDL and HMOVPL are classified as promoters of the Target Company, and consequently this Open Offer is being made pursuant to Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

- 2.3.2. In terms of Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirers and PACs have no intention to alienate any material assets of the Target Company or of any of its subsidiaries (the “**Group**”) whether by way of sale, lease, encumbrance or otherwise for a period of 2 (Two) years from the Offer Closing Date except: (a) in the ordinary course of business; or (b) on account of regulatory approvals or conditions or compliance with any law that is binding on or applicable to the operations of the Group.

3 BACKGROUND OF THE ACQUIRERS AND PACs

3.1 Jio Content Distribution Holdings Private Limited (“Acquirer 1” or “JCDHPL”)

3.1.1 Acquirer 1 is a private company limited by shares. It was incorporated on October 11, 2018 under the laws of India (CIN: U74999MH2018PTC315665). There has been no change in the name of Acquirer 1 since its incorporation. The registered office of Acquirer 1 is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India.

3.1.2 The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds (a) 100% of the class A equity share capital (with 1 vote per class A equity share) of Acquirer 1; (b) 100% of the class B equity share capital (with 10 votes per class B equity share) of Acquirer 1; and (c) 100% of the participating preference share capital of Acquirer 1. Acquirer 1 proposes to issue further class A equity share capital, class B equity share capital and participating preference share capital to the Trust for funding this Open Offer. RCDL, a wholly owned subsidiary of RIL, is the sole beneficiary of the Trust. RIIHL, a wholly owned subsidiary of RIL, is the protector of the Trust. The promoters and directors of Reliance Media Transmission Private Limited (one of the trustees of the Trust) are Shri Raja Kolumum Ramachandran and Shri Laxmidas Vallabhdas Merchant. Acquirer 1 belongs to the Reliance group.

3.1.3 The principal activity of Acquirer 1 is to engage in the business of partnering and making strategic investments in entities which are involved in (i) cable services including but not limited to TV, VOIP, Video on Demand and other allied services, and (ii) internet-based services.

3.1.4 Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of Acquirer 1, are as follows:

Name	DIN	Designation	Qualification & Experience	Date of Appointment
Shri Raja Kolumum Ramachandran	00006673	Non- Executive Director	<p>Qualification: Bachelor of Science and a Chartered Accountant</p> <p>Experience: Shri Raja Ramachandran has over three decades of experience in Finance, Legal, Commercial and</p>	October 11, 2018

Name	DIN	Designation	Qualification & Experience	Date of Appointment
			Accounts. He has been associated with the Reliance group since 1997.	
Ms. Geeta Kalyandas Fulwadaya	03341926	Non- Executive Director	<p>Qualification: Commerce Graduate, Associate member of the Institute of Company Secretaries of India, and law graduate from Government Law College</p> <p>Experience: Ms. Geeta Fulwadaya has been associated with Reliance group for over a decade and has extensive experience in the field of corporate laws and allied matters.</p>	October 11, 2018

- 3.1.5 As on the date of this LOF, no director of Acquirer 1 is on the board of the Target Company.
- 3.1.6 The shares of Acquirer 1 are not listed on any stock exchange in India or abroad.
- 3.1.7 Acquirer 1 has confirmed that it is not categorized as a “wilful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 3.1.8 Acquirer 1 was incorporated on October 11, 2018 and this being its first year of operations, no financial statements of Acquirer 1 are available as on date. As on the date of this LOF, Acquirer 1 does not have any major contingent liabilities.
- 3.2 Jio Internet Distribution Holdings Private Limited (“Acquirer 2” or “JIDHPL”)**
- 3.2.1 Acquirer 2 is a private company limited by shares. It was incorporated on October 11, 2018 under the laws of India (CIN: U74999MH2018PTC315670). There has been no change in the name of Acquirer 2 since its incorporation. The registered office of Acquirer 2 is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India.
- 3.2.2 The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds (a) 100% of the class A equity share capital (with 1 vote per class A equity share) of Acquirer 2; (b) 100% of the class B equity share capital (with 10 votes per class B equity share) of Acquirer 2; and (c) 100% of the participating preference share capital of Acquirer 2. Acquirer 2 proposes to issue further class A equity share capital, class B equity share capital and participating preference share capital to the Trust for funding this Open Offer. RCDL, a wholly owned subsidiary of RIL, is the sole beneficiary of the Trust. RIIHL, a wholly owned subsidiary of RIL, is the protector of the Trust. The promoters and directors of Reliance Media Transmission Private Limited (one of the trustees of the Trust) are Shri Raja Kolumum Ramachandran and Shri Laxmidas Vallabhdas Merchant. Acquirer 2 belongs to the Reliance group.

3.2.3 The principal activity of Acquirer 2 is to engage in the business of partnering and making strategic investments in entities which are involved in (i) cable services including but not limited to TV, VOIP, Video on Demand and other allied services, and (ii) internet-based services.

3.2.4 Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of Acquirer 2, are as follows:

Name	DIN	Designation	Qualification & Experience	Date of Appointment
Shri Raja Kolumum Ramachandran	00006673	Non- Executive Director	<p>Qualification: Bachelor of Science and a Chartered Accountant</p> <p>Experience: Shri Raja Ramachandran has over three decades of experience in Finance, Legal, Commercial and Accounts. He has been associated with the Reliance group since 1997.</p>	October 11, 2018
Shri Sundar Mathrubootheswaran	00433686	Non- Executive Director	<p>Qualification: Chartered Accountant</p> <p>Experience: Shri Sundar Mathrubootheswaran has over 39 years of experience. He has been associated with Reliance group for over 28 years.</p>	October 11, 2018

3.2.5 As on the date of this LOF, no director of Acquirer 2 is on the board of the Target Company.

3.2.6 The shares of Acquirer 2 are not listed on any stock exchange in India or abroad.

3.2.7 Acquirer 2 has confirmed that it is not categorized as a “wilful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

3.2.8 Acquirer 2 was incorporated on October 11, 2018 and this being its first year of operations, no financial statements of Acquirer 2 are available as on date. As on the date of this LOF, Acquirer 2 does not have any major contingent liabilities.

3.3 Jio Cable and Broadband Holdings Private Limited (“Acquirer 3” or “JCBHPL”)

3.3.1 Acquirer 3 is a private company limited by shares. It was incorporated on October 12, 2018 under the laws of India (CIN: U74999MH2018PTC315722). There has been no change in the name of Acquirer 3 since its incorporation. The registered office of Acquirer 3 is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India.

3.3.2 The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds (a) 100% of the

class A equity share capital (with 1 vote per class A equity share) of Acquirer 3; (b) 100% of the class B equity share capital (with 10 votes per class B equity share) of Acquirer 3 and (c) 100% of the participating preference share capital of Acquirer 3. Acquirer 3 proposes to issue further class A equity share capital, class B equity share capital and participating preference share capital to the Trust for funding this Open Offer. RCDL, a wholly owned subsidiary of RIL, is the sole beneficiary of the Trust. RIIHL, a wholly owned subsidiary of RIL, is the protector of the Trust. The promoters and directors of Reliance Media Transmission Private Limited (one of the trustees of the Trust) are Shri Raja Kolumum Ramachandran and Shri Laxmidas Vallabhadas Merchant. Acquirer 3 belongs to the Reliance group.

3.3.3 The principal activity of Acquirer 3 is to engage in the business of partnering and making strategic investments in entities which are involved in (i) cable services including but not limited to TV, VOIP, Video on Demand and other allied services, and (ii) internet-based services.

3.3.4 Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of Acquirer 3, are as follows:

Name	DIN	Designation	Qualification & Experience	Date of Appointment
Shri Sundar Mathrubootheswaran	00433686	Non- Executive Director	<p>Qualification: Chartered Accountant</p> <p>Experience: Shri Sundar Mathrubootheswaran has over 39 years of experience. He has been associated with Reliance group for over 28 years.</p>	October 12, 2018
Shri Venkataraman Ramachandran	02032853	Non- Executive Director	<p>Qualification: Chartered Accountant, Cost and Management Accountant, and Company Secretary</p> <p>Experience: Shri Venkataraman Ramachandran has over two decades of experience in Corporate Finance. He has been associated with the Reliance group since 2004.</p>	October 12, 2018

3.3.5 As on the date of this LOF, no director of Acquirer 3 is on the board of the Target Company.

3.3.6 The shares of Acquirer 3 are not listed on any stock exchange in India or abroad.

3.3.7 Acquirer 3 has confirmed that it is not categorized as a “wilful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

3.3.8 Acquirer 3 was incorporated on October 12, 2018 and this being its first year of operations, no financial statements of Acquirer 3 are available as on date. As on the date of this LOF, Acquirer 3 does not have any major contingent liabilities.

3.4 Information about Reliance Industries Limited (“PAC 1” or “RIL”)

- 3.4.1 Reliance Industries Limited, a company limited by shares, was originally incorporated on May 8, 1973 under the name Mynylon Limited in the State of Karnataka under the Companies Act, 1956 (CIN: L17110MH1973PLC019786). The name was subsequently changed to Reliance Textile Industries Limited on March 11, 1977 and eventually to its present name on June 27, 1985. The registered office was changed from State of Karnataka to State of Maharashtra on July 2, 1977. The present registered office of RIL is situated at 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India.
- 3.4.2 RIL, the flagship company of the Reliance group, is the largest private sector company on all major financial parameters with a consolidated total income of Rs. 4,18,214 crore, consolidated profit after tax of Rs. 36,080 crore for the financial year ended March 31, 2018 and net worth of Rs. 2,89,507 crore as of March 31, 2018. RIL has presence across the energy and material value chain as well as retail and telecommunication sectors.
- 3.4.3 The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds (a) 100% of the class A equity share capital (with 1 vote per class A equity share) of each of the Acquirers; (b) 100% of the class B equity share capital (with 10 votes per class B equity share) of each of the Acquirers; and (c) 100% of the participating preference share capital of each of the Acquirers. Each of the Acquirers propose to issue further class A equity share capital, class B equity share capital and participating preference share capital to the Trust for funding this Open Offer. RCDL, a wholly owned subsidiary of RIL, is the sole beneficiary of the Trust. RIIHL, a wholly owned subsidiary of RIL, is the protector of the Trust. The promoters and directors of Reliance Media Transmission Private Limited (one of the trustees of the Trust) are Shri Raja Kolumum Ramachandran and Shri Laxmidas Vallabhdas Merchant.
- 3.4.4 The names of the promoter and promoter group of RIL as disclosed by it to the stock exchanges under Regulation 31 of the SEBI LODR, 2015, as of December 31, 2018, are as follows:

Individuals: M D Ambani, Nita Ambani, Isha M Ambani, Akash M Ambani, Anant M Ambani and K D Ambani.

Body Corporates and Others: Devarshi Commercials LLP, Srichakra Commercials LLP, Karuna Commercials LLP, Tattvam Enterprises LLP, Reliance Industries Holding Private Limited, Shreeji Comtrade LLP, Shrikrishna Tradecom LLP, Svar Enterprises LLP, Reliance Welfare Association, Vasuprada Enterprises LLP, Reliance Industrial Infrastructure Limited, Exotic Officeinfra Private Limited, Carat Holdings and Trading Co Private Limited, Neutron Enterprises Private Limited, Futura Commercials Private Limited, Kankhal Trading LLP, Bhuvanesh Enterprises LLP, Ajitesh Enterprises LLP, Badri Commercials LLP, Abhayapada Enterprises LLP, Trilokesh Commercials LLP, Taran Enterprises LLP, Pitambar Enterprises LLP, Adishes Enterprises LLP, Rishikesh Enterprises LLP, Pavana Enterprises LLP, Kamalakar Enterprises LLP, Narahari Enterprises LLP, Chakrudev Enterprises LLP, Chakradhar Commercials LLP, Chakresh Enterprises LLP, Chhatrabhuj Enterprises LLP, Harinarayan Enterprises LLP, Janardan Commercials LLP, Samarjit Enterprises LLP, Shripal Enterprises LLP, Synergy Synthetics Private Limited, Vishatan Enterprises LLP, Elakshi Commercials Private Limited, Pinakin Commercials Private Limited, Anuprabha Commercials Private Limited, Manuvidya Commercials Private Limited, Nirahankara Commercials Private Limited, Vandhya Commercials Private Limited, Reliance Life Sciences Private Limited, Sikka Ports & Terminals Limited (Previously known as Reliance Ports and Terminals Limited), Jamnagar Utilities and Power Private Limited (Previously known as Reliance Utilities and Power Private Limited), EWPL Holdings Private Limited (Previously known as Reliance Utilities Private Limited) and Petroleum Trust (through Trustees for sole beneficiary-M/s Reliance Industrial Investments and Holdings Limited).

3.4.5 Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of RIL, are as follows:

Name	Director Identification Number (DIN)	Designation	Qualification & Experience	Date of Appointment
Shri Mukesh D. Ambani	00001695	Chairman & Managing Director	<p><u>Qualification:</u> Chemical Engineer and MBA</p> <p><u>Experience:</u> Shri Ambani initiated Reliance's backward integration journey – from textiles to polyester fibres and further onto petrochemicals and petroleum refining, and going upstream into oil and gas exploration and production.</p> <p>He also led Reliance's development of infrastructure facilities and implementation of a pan-India organized retail network spanning multiple formats and supply chain infrastructure. He has created global records in customer acquisition for Jio, Reliance's digital services initiative. He led and established one of the world's most expansive 4G broadband wireless network offering end-to-end solutions.</p>	April 1, 1977
Shri Nikhil R. Meswani	00001620	Executive Director	<p><u>Qualification:</u> Chemical Engineer</p> <p><u>Experience:</u> Shri Nikhil Meswani is primarily responsible for the petrochemicals division of Reliance, and has made major contributions towards Reliance becoming a global leader in petrochemicals. Between 1997 and 2005, he handled the refinery business of Reliance. In addition, he continues to shoulder several other corporate responsibilities, such as Corporate Affairs and the Group Taxation.</p>	June 26, 1986

Name	Director Identification Number (DIN)	Designation	Qualification & Experience	Date of Appointment
Shri Hital R. Meswani	00001623	Executive Director	<p>Qualification: Management & Technology graduate from the University of Pennsylvania (UPenn) in the USA. Bachelor of Science in Chemical Engineering from the School of Engineering and Applied Sciences, UPenn, and a Bachelor of Science in Economics from the Wharton Business School</p> <p>Experience: Shri Hital Meswani's overall responsibility spans the Petroleum Refining and Marketing Business, Petrochemicals Manufacturing and several corporate functions of Reliance. He has been involved with almost all mega initiatives of the group through its growth journey. He was instrumental in execution of the world class petrochemicals complex at Hazira and the mammoth Reliance Jamnagar Refinery complex, the largest in the world at any single location. He had also led a company-wide business transformation initiative, which has resulted in the development of the constitution of RIL – the Reliance Management System.</p>	August 4, 1995
Shri Madhusudana Siva Prasad Panda	00012144	Executive Director	<p>Qualification: Bachelor Degrees in Science from Osmania University and in Engineering from Anna University</p> <p>Experience: Shri Madhusudana Siva Prasad Panda has worked with Reliance for about 37 years, holding various senior positions in fibres, petrochemicals, refining & marketing and exploration & production businesses of Reliance.</p>	August 21, 2009

Name	Director Identification Number (DIN)	Designation	Qualification & Experience	Date of Appointment
Shri Pawan Kumar Kapil	02460200	Executive Director	<p>Qualification: Bachelor's Degree in Chemical Engineering</p> <p>Experience: Shri Kapil has a rich experience of more than five decades in the petroleum refining industry. Joining Reliance in 1996, he led the commissioning and start-up of the Jamnagar complex (J1). He was associated with this project from conception to commissioning. He also played a leading role in the commissioning of the manufacturing operations in the Special Economic Zone at Jamnagar by Reliance (J2).</p>	May 16, 2010
Shri Mansingh L. Bhakta	00001963	Non-Executive-Independent Director	<p>Qualification: B.A. (Hons), LLB, Advocate & Solicitor</p> <p>Experience: Shri Bhakta is a senior partner at Kanga & Co., a leading firm of advocates and solicitors in Mumbai. He has been practising law for over 60 years and has vast experience in the legal field, particularly in matters relating to corporate law, banking and taxation. He is legal advisor to leading foreign and Indian companies and banks. During his long career, he has served a large number of leading corporates as an independent director.</p>	September 27, 1977
Shri Yogendra P. Trivedi	00001879	Non-Executive-Independent Director	<p>Qualification: B.Com., LLB</p> <p>Experience: Shri Trivedi is a practising Senior Advocate at the High Court and Supreme Court of India. He worked as the director of the Central Bank of India and Dena Bank. He had been the President of the Indian Merchant's Chamber, and is currently a member of</p>	April 16, 1992

Name	Director Identification Number (DIN)	Designation	Qualification & Experience	Date of Appointment
			its managing committee. He was also on the managing committees of ASSOCHAM and the International Chamber of Commerce. He served as the Hon' Consul to the Republic of Ethiopia and was a member of the Rajya Sabha till April 2, 2014.	
Prof. Dipak C. Jain	00228513	Non-Executive-Independent Director	<p>Qualification: Master's Degree in Mathematical Statistics from Gauhati University, and a PhD in Marketing from the University of Texas, USA</p> <p>Experience: Prof. Jain is a distinguished teacher and scholar, he was the Dean of the Kellogg School of Management, Northwestern University (USA) from 2001 to 2009, and an Associate Dean from 1996 to 2001. He has also served as the Dean of INSEAD, a leading business school from 2011 to 2013, and as a Director of Sasin Graduate Institute of Business Administration of Chulalongkorn University, Bangkok, Thailand, from 2014-2017. Currently he is the President-Designate and Professor of Marketing at China Europe International Business School (CEIBS). He has more than 30 years' experience in management education.</p>	August 4, 2005
Dr. Raghunath A. Mashelkar	00074119	Non-Executive-Independent Director	<p>Qualification: Chemical Engineer and Ph.D</p> <p>Experience: Dr. Mashelkar a National Research Professor is also the President of Global Research Alliance, a network of public-funded R&D institutes from Asia-Pacific, Europe and the US, with over 60,000 scientists in its ranks. Dr. Mashelkar has served for over 11 years as the Director General of</p>	June 9, 2007

Name	Director Identification Number (DIN)	Designation	Qualification & Experience	Date of Appointment
			the Council of Scientific and Industrial Research, which has 38 laboratories and about 20,000 employees. He was also the President of the Indian National Science Academy, and the Institution of Chemical Engineers (UK). Dr. Mashelkar is deeply connected with the innovation movement in India.	
Shri Adil Zainulbhai	06646490	Non-Executive-Independent Director	<p>Qualification: Mechanical Engineering from Indian Institute of Technology and MBA Degree from Harvard Business School</p> <p>Experience: Shri Zainulbhai retired as the Chairman of McKinsey & Company, India, after serving the company for 34 years – the last 10 of which were spent in India. Over the last 10 years, he worked directly with the CEOs and promoters of some major companies in MNCs, PSUs, private and public sectors – in India and globally.</p>	December 20, 2013
Smt Nita M. Ambani	03115198	Non-Executive-Non-Independent Director	<p>Qualification: Commerce Graduate from Mumbai University and a Diploma Holder in Early Childhood Education</p> <p>Experience: Smt Ambani is a businesswoman, educationist, philanthropist and a strong proponent of sports. She is the Founder & Chairperson of Reliance Foundation (RF), which has impacted the lives of over 20 million people across India, through initiatives in Rural Transformation, Health, Education, Sports for Development, Disaster Response, Arts, Culture & Heritage and Urban Renewal.</p>	June 18, 2014

Name	Director Identification Number (DIN)	Designation	Qualification & Experience	Date of Appointment
Shri Raminder Singh Gujral	07175393	Non-Executive-Independent Director	<p>Qualification: B.A. (Economic Honours), LL.B., MBA (IIM Ahmedabad), M.A (International Finance/Business, Fletcher School)</p> <p>Experience: Shri Gujral held the posts of Secretary (Revenue), Secretary (Expenditure) and Secretary (Ministry of Road, Transport and Highways). He is an Arbitrator in several disputes pertaining to the 'Road Sector'. He was the Chairman of National Highways Authority of India (NHAI). Also, he had been the Director General of Foreign Trade, and Chairman of the Board of Governors of National Institute of Financial Management. Having held various posts in the Central Government, he has a vast experience in the functioning of Central Board of Excise & Customs and Central Board of Direct Taxes.</p>	June 12, 2015
Dr. Shumeet Banerji	02787784	Non-Executive-Independent Director	<p>Qualification: Ph.D. from Kellogg School of Management, Northwestern University</p> <p>Experience: Dr. Banerji is the founder of Condorcet, LP – an advisory and investment firm specializing in developing early stage companies. He retired from Booz & Company in 2013 after a 20 year stint at the firm and its predecessor Booz, Allen, Hamilton. He was the founding Chief Executive Officer of Booz & Company. In 2007-08 he co-led the conception, design, and execution of the historic deal separating Booz, Allen, Hamilton, selling the</p>	July 21, 2017

Name	Director Identification Number (DIN)	Designation	Qualification & Experience	Date of Appointment
			government business to the Carlyle Group and spinning off the global strategy consulting division as Booz & Company.	
Smt Arundhati Bhattacharya	02011213	Non-Executive-Independent Director	<p>Qualification: Postgraduate degree in English and an Associate of the Indian Institute of Bankers</p> <p>Experience: Smt Bhattacharya is the past Chairperson of State Bank of India from 2013 to 2017.</p> <p>She had a forty-year career as a banker with State Bank of India. She held several positions during her career with the bank including working in foreign exchange, treasury, retail operations, human resources and investment banking. This included positions like the chief executive of the bank's merchant banking arm- State Bank of India Capital Markets; Chief General Manager in charge of new projects. She has also served at the bank's New York office.</p> <p>She was involved with the launch of several new businesses such as SBI General Insurance, SBI Custodial Services, SBI Pension Funds Private Limited and the SBI Macquarie Infrastructure Fund.</p>	October 17, 2018

- 3.4.6 As on the date of this LOF, no director of RIL is on the board of the Target Company.
- 3.4.7 Other than as contemplated under the Underlying Transaction, neither RIL nor its directors or key managerial personnel have any relationship with or interest in the Target Company.
- 3.4.8 The equity shares of RIL are listed on BSE and NSE and the global depository receipts (“GDR”) are listed on the Luxembourg Stock Exchange and traded on the International Order Book (IOB) of London Stock Exchange. GDRs are also traded amongst ‘Qualified Institutional Investors’ in the Portal System of NASD, USA. The following are the details of the shareholding pattern of RIL as at December 31, 2018:

S. No	Shareholders' Category	Number of issued equity shares	% of issued equity share capital	Number of voting equity shares	% of voting equity share capital
1.	Promoter and Promoter Group	292,62,02,148	46.17%	292,62,02,148	47.45%
2.	FPIs/ FIIs / Mutual Funds/ FIs/ Banks/ Insurance Companies/ AIFs / QIBs	225,22,69,174	35.53%	225,22,69,174	36.52%
3.	Other Public Shareholders*	102,19,36,732 [#]	16.12%	85,00,53,912	13.78%
4.	Non-Promoter – Non-Public	13,81,53,798	2.18%	13,81,53,798	2.24%
Total		633,85,61,852	100.00%	616,66,79,032	100.00%

*RIL has allotted 1,04,161 equity shares of face value Rs. 10 each during January 2019 and 27,810 equity shares of face value Rs. 10 each during February 2019, pursuant to its employees' stock option scheme, 2006. Therefore, as on the date of this LOF: (i) the total number of issued equity shares of RIL is 633,86,93,823; and (ii) the total number of voting equity shares of RIL is 616,68,11,003.

Includes 17,18,82,820 equity shares of RIL held by subsidiary companies of RIL on which no voting rights are exercisable.

- 3.4.9 Brief information of the market prices of RIL equity shares on the BSE and the National Stock Exchange of India Limited (NSE) is provided below:

Particulars	BSE		NSE	
	Highest Closing Price (Rs.)	Lowest Closing Price (Rs.)	Highest Closing Price (Rs.)	Lowest Closing Price (Rs.)
May 2018	988.50	912.25	989.25	912.25
June 2018	1,032.35	929.20	1,031.95	930.55
July 2018	1,185.85	961.05	1,186.00	960.60
August 2018	1,318.20	1,168.35	1,319.00	1,168.35
September 2018	1,276.75	1,210.30	1,278.60	1,210.75
October 2018	1,231.55	1,030.20	1,231.70	1,030.80
November 2018	1,170.00	1,056.90	1,168.50	1,056.25
December 2018	1,156.30	1,088.50	1,156.45	1,089.15
January 2019	1,246.25	1,091.75	1,247.45	1,092.75
February 2019	1,309.85	1,216.35	1,310.25	1,216.10
Up to March 7, 2019	1,269.85	1,226.70	1,270.25	1,226.05

(Source: www.bseindia.com; www.nseindia.com)

- 3.4.10 RIL has received a certificate dated April 27, 2018 from DTS & Associates, Chartered Accountants (Registration No.142412W) and SRBC & Co. LLP, Chartered Accountants (Registration No. 324982E/E300003), wherein it has been confirmed that RIL has complied with the conditions of corporate governance stipulated in the SEBI LODR, 2015, as applicable for the year ended March 31, 2018. Further, RIL has submitted the quarterly compliance report (in the format prescribed as per SEBI circular CIR/CFD/CMD/5/2015 dated September 24, 2015) on corporate governance wherein it has confirmed compliance, as of December 31, 2018, with corporate governance norms relating to the composition of board of directors and various committees (such as audit committee, nomination and remuneration committee etc.) and that meetings of the board of directors and the relevant committees have been conducted in the manner specified in SEBI LODR, 2015. Further, vide a letter dated March 11, 2019, RIL has stated that the confirmations provided in the quarterly compliance report continue to be valid as of March 11, 2019.

3.4.11 The compliance officer of RIL is Shri K. Sethuraman. E-mail: k.sethuraman@ril.com.

3.4.12 Consolidated unaudited limited review financial information as at and for the six month period ended September 30, 2018 and consolidated audited financial information for each of the three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 of RIL as disclosed in the relevant financial statements are as follows:

(In Rs Crore, except for per share data)

Particulars	6 month period ended September 30, 2018 (Unaudited, limited review)	Financial year ended March 31, 2018 (Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)
Consolidated Statement of Profit & Loss				
Revenue from Operations	2,79,087	4,08,265	3,30,180	2,93,298
Other Income	3,028	9,949*	9,443	12,053**
Total Income	2,82,115	4,18,214	3,39,623	3,05,351
EXPENSES				
Cost of Materials Consumed	1,44,941	2,07,448	1,75,087	1,58,199
Purchase of Stock-in-Trade	55,925	68,628	42,431	28,055
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(10,386)	(8,610)	(5,218)	2,560
Excise Duty and Service Tax	7,008	16,588	24,798	19,299
Employee Benefits Expense	5,878	9,523	8,388	7,407
Finance Costs	7,482	8,052	3,849	3,691
Depreciation / Amortisation and Depletion Expense	10,402	16,706	11,646	11,565
Other Expenses	33,952	50,512	38,500	36,074
Total Expenses	2,55,202	3,68,847	2,99,481	2,66,850
Profit Before Share of Profit / (Loss) of Associates and Joint Ventures and Tax	26,913	49,367	40,142	38,501
Share of Profit / (Loss) of Associates and Joint Ventures	11	59	(108)	236
Profit Before Tax	26,924	49,426	40,034	38,737
Tax Expenses				
Current Tax	5,924	10,098	8,880	8,042
Deferred Tax	1,966	3,248	1,321	834
Profit for the Year	19,034	36,080	29,833	29,861
Consolidated Balance Sheet				
ASSETS				
Non-Current				

Particulars	6 month period ended September 30, 2018 (Unaudited, limited review)	Financial year ended March 31, 2018 (Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)
Assets				
Property, Plant and Equipment	3,33,188	3,16,031	1,70,483	1,57,825
Capital Work-in-Progress	1,97,543	1,66,220	2,50,377	1,70,397
Goodwill	10,040	5,813	4,892	4,254
Other Intangible Assets	80,474	82,041	23,151	22,831
Intangible Assets Under Development	34,017	20,802	74,460	58,300
Financial Assets				
Investments	25,395	25,259	25,639	41,512
Loans	2,369	2,668	2,708	2,032
Deferred Tax Assets (Net)	4,675	5,075	5,537	-
Other Non-Current Assets	8,365	8,653	8,279	14,061
Total Non-Current Assets	6,96,066	6,32,562	5,65,526	4,71,212
Current Assets				
Inventories	76,252	60,837	48,951	46,486
Financial Assets				
Investments	56,599	57,603	57,260	42,503
Trade Receivables	21,309	17,555	8,177	4,465
Cash and Cash Equivalents	4,061	4,255	3,023	11,028
Loans	1,664	2,327	996	841
Other Financial Assets	12,996	8,448	8,535	6,117
Other Current Assets	33,942	32,761	19,871	16,345
Total Current Assets	2,06,823	1,83,786	1,46,813	1,27,785
Total Assets	9,02,889	8,16,348	7,12,339	5,98,997
EQUITY & LIABILITIES				
Equity				
Equity Share Capital	5,926	5,922	2,959	2,948
Other Equity	2,98,426	2,87,584	2,60,750	2,28,608
Non Controlling Interest	5,886	3,539	2,917	3,356
Liabilities				
Non-Current Liabilities				
Financial Liabilities				
Borrowings	1,82,715	1,44,175	1,52,148	1,41,647
Other Financial Liabilities	13,969	8,542	9,025	2,249
Deferred Payment Liabilities	19,745	20,210	20,137	13,310
Provisions	3,337	2,906	2,353	1,231

Particulars	6 month period ended September 30, 2018 (Unaudited, limited review)	Financial year ended March 31, 2018 (Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)
Deferred Tax Liabilities (Net)	31,140	29,618	26,735	20,494
Total Non-Current Liabilities	2,50,906	2,05,451	2,10,398	1,78,931
Current Liabilities				
Financial Liabilities				
Borrowings	51,401	37,429	31,528	23,545
Trade Payables	1,28,261	1,06,861	76,595	60,296
Other Financial Liabilities	1,19,053	1,25,151	1,04,541	89,533
Other Current Liabilities	41,540	43,179	20,882	10,005
Provisions	1,490	1,232	1,769	1,775
Total Current Liabilities	3,41,745	3,13,852	2,35,315	1,85,154
Total Liabilities	5,92,651	5,19,303	4,45,713	3,64,085
Total Equity & Liabilities	9,02,889	8,16,348	7,12,339	5,98,997
Net Worth***	3,04,037	2,89,507	2,57,350	227,051
Other Financial Data				
Dividend (%)	-	60 [@]	110	105
Basic Earnings Per Share (in Rs.)	32.03 [^]	60.94	50.67 [#]	100.97
Diluted Earnings Per Share (in Rs.)	32.02 [^]	60.89	50.57 [#]	100.75

*includes exceptional item of Rs. 1,087 crore

** includes exceptional item of Rs.4,574 crore

*** as per definition under Companies Act, 2013

@ post bonus issue

[^]not annualized

[#] adjusted for bonus

3.4.13 The contingent liabilities of RIL on a consolidated basis as on March 31, 2018 (as disclosed in the audited consolidated financial statements for the financial year ended March 31, 2018) are set out below:

S. No.	Particulars	Amount (Rs. In crore)
1. Contingent liabilities		
(A)	Claims against the Company / disputed liabilities not acknowledged as debt*	
	(a) In respect of joint ventures	1,104
	(b) In respect of other	2,440
(B)	Guarantees	
	(i) Guarantees to banks and financial institutions against credit facilities extended to third Parties and other guarantees	
	(a) In respect of joint ventures	-
	(b) In respect of others	4,901
	(ii) Performance guarantees	
	(a) In respect of joint ventures	-
	(b) In respect of others	1,341
	(iii) Outstanding guarantees furnished to banks and financial institutions including in respect of letters of credit	
	(a) In respect of joint ventures	20

S. No.	Particulars	Amount (Rs. In crore)
	(b) In respect of others	5,051
2. Commitments		
(A)	Estimated amount of contracts remaining to be executed on capital account and not provided for:	
	(a) In respect of joint ventures	2,986
	(b) In respect of other	39,537
(B)	Uncalled liability on shares and other investments partly paid	3,141
(C)	Other commitments – Investments	476

* RIL has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

3. The Income-Tax assessments of RIL have been completed up to the Assessment Year 2015-16. The total outstanding demand for the period up to the Assessment Year 2015-16 amounts to Rs. 11 crore as on April 27, 2018. Based on the decisions of the appellate authorities and the interpretations of the other relevant provisions of the Income Tax Act, 1961.
4. SEBI had passed an order under section 11B of the SEBI Act on March 24, 2017 on a show cause notice dated December 16, 2010 issued to RIL in the matter concerning trading in the shares of Reliance Petroleum Limited by RIL in the year 2007, directing (i) disgorgement of Rs. 447 crore along with interest calculated at 12% per annum from November 29, 2007 till date of payment; and (ii) prohibiting RIL from dealing in equity derivatives in the Futures & Options segment of the stock exchanges, directly or indirectly, for a period of 1 year from March 24, 2017. RIL has filed an appeal against the said order before the Hon'ble Securities Appellate Tribunal ("SAT"). SAT has stayed the direction on disgorgement till the next date of hearing and the prohibition from dealing in equity derivatives in the Futures and Options segment expired on March 23, 2018.

3.5 Information about Digital Media Distribution Trust ("PAC 2" or "Trust")

- 3.5.1 The Trust was set up pursuant to a trust deed dated October 9, 2018 by and among Shri L.V. Merchant as the 'Settlor' and Shri Atul S. Dayal and Shri Madhusudana Siva Prasad Panda as the first trustees ("**Trust Deed**"). The other trustee of the Trust is Reliance Media Transmission Private Limited. The office of the Trust is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India.
- 3.5.2 The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds (a) 100% of the class A equity share capital (with 1 vote per class A equity share) of each of the Acquirers; (b) 100% of the class B equity share capital (with 10 votes per class B equity share) of each of the Acquirers; and (c) 100% of the participating preference share capital of each of the Acquirers. Each of the Acquirers propose to issue further class A equity share capital, class B equity share capital and participating preference share capital to the Trust for funding this Open Offer. RCDL, a wholly owned subsidiary of RIL, is the sole beneficiary of the Trust. RIIHL, a wholly owned subsidiary of RIL, is the protector of the Trust. The promoters and directors of Reliance Media Transmission Private Limited (one of the trustees of the Trust) are Shri Raja Kolumum Ramachandran and Shri Laxmidas Vallabhdas Merchant. The Trust belongs to the Reliance group.
- 3.5.3 PAC 2, being a trust, does not have any share capital.
- 3.5.4 The maximum number of trustees under the Trust Deed is 3. The board of trustees administers and manages the affairs of the Trust in accordance with the Trust Deed. All decisions of the board of trustees are by way of majority vote of the trustees.
- 3.5.5 As on the date of this LOF, neither Shri Madhusudana Siva Prasad Panda nor Shri Atul S. Dayal (being the individual trustees of the Trust) are on the board of the Target Company.

- 3.5.6 The Trust has confirmed that it is not categorized as a “wilful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 3.5.7 The Trust was set up on October 9, 2018 pursuant to the Trust Deed and this being its first year of existence, no financial statements of the Trust are available as on date. As on date of this LOF, the Trust does not have any major contingent liabilities.
- 3.6 Reliance Content Distribution Limited (“PAC 3” or “RCDL”)**
- 3.6.1 RCDL is an unlisted public company limited by shares. It was incorporated on September 4, 2017 under the laws of India (CIN: U74999MH2017PLC299342). There has been no change in the name of RCDL since its incorporation. The registered office of RCDL is situated at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India.
- 3.6.2 The principal activity of RCDL is to engage in the business of partnering and making strategic investments in entities which are involved in (i) cable services including but not limited to TV, VOIP, Video on Demand and other allied services, and (ii) internet-based services.
- 3.6.3 The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds (a) 100% of the class A equity share capital (with 1 vote per class A equity share) of each of the Acquirers; (b) 100% of the class B equity share capital (with 10 votes per class B equity share) of each of the Acquirers; and (c) 100% of the participating preference share capital of each of the Acquirers. Each of the Acquirers propose to issue further class A equity share capital, class B equity share capital and participating preference share capital to the Trust for funding this Open Offer. RCDL, a wholly owned subsidiary of RIL, is the sole beneficiary of the Trust. RIIHL, a wholly owned subsidiary of RIL, is the protector of the Trust. The promoters and directors of Reliance Media Transmission Private Limited (one of the trustees of the Trust) are Shri Raja Kolumum Ramachandran and Shri Laxmidas Vallabhdas Merchant. RCDL belongs to the Reliance group.
- 3.6.4 The shares of RCDL are not listed on any stock exchange in India or abroad.
- 3.6.5 Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of RCDL, are as follows:

Name	DIN	Designation	Qualification & Experience	Date of Appointment
Shri Raja Kolumum Ramachandran	00006673	Non-Executive Director	<p><u>Qualification:</u></p> <p>Bachelor of Science and a Chartered Accountant</p> <p><u>Experience:</u></p> <p>Shri Raja Ramachandran has over three decades of experience in Finance, Legal, Commercial and Accounts. He has been associated with the Reliance group since 1997.</p>	<p>September 4, 2017</p> <p>Date of Cessation: February 23, 2019</p>
Shri Laxmidas Vallabhdas Merchant	00007722	Non-Executive Director	<p><u>Qualification:</u></p> <p>Commerce Graduate, a Fellow Member of the Institute of Chartered Accountants of India</p>	September 4, 2017

Name	DIN	Designation	Qualification & Experience	Date of Appointment
			<p><u>Experience:</u> Shri Laxmidas Merchant has more than three decades of experience and wide spectrum of knowledge in the field of Accounts, Finance and Taxation. He is presently holding the position of Group Controller – Accounts of Reliance Industries Limited.</p>	
Shri Hariharan Mahadevan	07036483	Non-Executive Director	<p><u>Qualification:</u> Bachelor of Science and Cost Accountant</p> <p><u>Experience:</u> Shri Hariharan Mahadevan has over 25 years of experience. He has worked with Tube Investments of India, Chennai for about 10 years in various functions and has been associated with Reliance group for over 14 years.</p>	September 4, 2017
Smt. Savithri Parekh	00274934	Non-Executive Director	<p><u>Qualification:</u> B.Com., LL.B., FCS</p> <p><u>Experience:</u> Smt. Savithri Parekh has 28 years of varied experience in the field corporate secretarial, legal and governance. She is presently holding the position of Chief – Corporate Secretarial and Compliance of Reliance Industries Limited.</p>	February 23, 2019

- 3.6.6 As on the date of this LOF, no director of RCDL is on the board of the Target Company.
- 3.6.7 RCDL has confirmed that it is not categorized as a “wilful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 3.6.8 RCDL was incorporated on September 4, 2017 and this being its second year of operations, unaudited limited review financial information as at and for the six month period ended September 30, 2018 and audited financial information for the period ended March 31, 2018 of RCDL as disclosed in the relevant financial statements are as follows:

(In Rs Crore, except for per share data)

Particulars	6 month period ended September 30, 2018 (Unaudited, limited review)	Period ended March 31, 2018 (Audited)
Standalone Statement of Profit & Loss		
Income		
Revenue from operations	0.00	0.00
Total Income	0.00	0.00
Expenditure		
Other Expenses	0.01	0.02
Total Expenses	0.01	0.02
Profit / (Loss) Before Tax	(0.01)	(0.02)
Tax Expense	0.00	0.00
Profit / (Loss) for the Period	(0.01)	(0.02)
Standalone Balance Sheet Statement		
ASSETS		
Current Assets		
Financial Assets		
Cash and Cash Equivalents	0.02	0.05
Total Current Assets	0.02	0.05
Total Assets	0.02	0.05
EQUITY AND LIABILITIES		
Equity		
Equity Share capital	0.05	0.05
Other Equity	(0.03)	(0.02)
Total Equity	0.02	0.03
Liabilities		
Current liabilities		
Financial Liabilities		
Trade Payables	0.00	0.00
Other Current liabilities	0.00	0.02
Total Current liabilities	0.00	0.02
Total Liabilities	0.00	0.02
Total Equity and Liabilities	0.02	0.05
Net worth*	0.02	0.03
Other Financial Data		
Dividend (%)	-	-
Basic (in Rs.)	(0.94)	(4.71)
Diluted (in Rs.)	(0.94)	(4.71)

*as per definition under Companies Act, 2013

3.6.9 As on the date of this LOF, RCDL does not have any major contingent liabilities.

3.7 Reliance Industrial Investments and Holdings Limited (“PAC 4” or “RIIHL”)

3.7.1 RIIHL is an unlisted public company limited by shares. It was incorporated on October 1, 1986 under the laws of India (CIN: U65910GJ1986PLC106745) as Trishna Investments and Leasings Private Limited. The status of RIIHL was changed to a 'deemed' public company under Section 43A of the Companies Act, 1956 on August 20, 1988. The name was thereafter changed to Reliance Industrial Investments and Holdings Limited on August 6, 1993. The registered office of RIIHL is situated at Office – 101, Saffron, Nr. Centre Point, Panchwati 5 Rasta, Ambawadi, Ahmedabad – 380006, India. The registered office of RIIHL was changed from the State of Maharashtra to the State of Gujarat with effect from February 8, 2019.

- 3.7.2 The principal activity of RIIHL is trading in petroleum products, manpower services and investments.
- 3.7.3 The Trust, represented by its trustees (i) Reliance Media Transmission Private Limited, (ii) Shri Madhusudana Siva Prasad Panda, and (iii) Shri Atul S. Dayal, holds (a) 100% of the class A equity share capital (with 1 vote per class A equity share) of each of the Acquirers; (b) 100% of the class B equity share capital (with 10 votes per class B equity share) of each of the Acquirers; and (c) 100% of the participating preference share capital of each of the Acquirers. Each of the Acquirers propose to issue further class A equity share capital, class B equity share capital and participating preference share capital to the Trust for funding this Open Offer. RCDL, a wholly owned subsidiary of RIL, is the sole beneficiary of the Trust. RIIHL, a wholly owned subsidiary of RIL, is the protector of the Trust. The promoters and directors of Reliance Media Transmission Private Limited (one of the trustees of the Trust) are Shri Raja Kolumum Ramachandran and Shri Laxmidas Vallabhdas Merchant. RIIHL belongs to the Reliance group.
- 3.7.4 The shares of RIIHL are not listed on any stock exchange in India or abroad.
- 3.7.5 Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of RIIHL, are as follows:

Name	DIN	Designation	Qualification & Experience	Date of Appointment
Shri Hital R. Meswani	00001623	Non-Executive Director	<p>Qualification: Management & Technology graduate from the University of Pennsylvania (UPenn) in the USA. Bachelor of Science in Chemical Engineering from the School of Engineering and Applied Sciences, UPenn, and a Bachelor of Science in Economics from the Wharton Business School</p> <p>Experience: Shri Hital Meswani's overall responsibility in Reliance group spans the Petroleum Refining and Marketing Business, Petrochemicals Manufacturing and several corporate functions. He has been involved with almost all mega initiatives of the group through its growth journey. He</p>	October 20, 2003

Name	DIN	Designation	Qualification & Experience	Date of Appointment
			<p>was instrumental in execution of the world class petrochemicals complex at Hazira and the mammoth Reliance Jamnagar Refinery complex, the largest in the world at any single location. He had also led a company-wide business transformation initiative, which has resulted in the development of the constitution of RIL – the Reliance Management System.</p>	
Shri Vinod M. Ambani	00003128	Non-Executive Director	<p>Qualification: Commerce Graduate, Chartered Accountant and Diploma in Tax Management from Bombay University</p> <p>Experience: Shri Vinod Ambani has been on the board of RIIHL since 2005. He has more than five decades of experience and wide spectrum of knowledge in the field of corporate law, legal compliance, secretarial, accounts, taxation etc.</p>	June 30, 2005
Shri M. N. Bajpai	00005963	Non-Executive Director	<p>Qualification: Science Post-Graduate with specialization in Physics</p> <p>Experience: Shri M. N. Bajpai has been on the board of RIIHL since 2005. He joined Indian Revenue Services in</p>	June 30, 2005

Name	DIN	Designation	Qualification & Experience	Date of Appointment
			<p>1974. He had initial assessment exposure in big companies like Hindustan Lever, Bharat Petroleum, Caltex, Indian Organic and several other companies in Mumbai. He has functioned as Assistant Director as well as Additional Director in Regional Training Institute in Lucknow for approximately 8 years. He has been Departmental Representative in ITAT, Mumbai and after promotion posted as Member, Appropriate Authority, Ahmedabad. Post Voluntary Retirement in 1998, Shri M.N. Bajpai has been functioning as a Consultant of Corporate Taxes with Reliance group.</p>	
Shri Dhiren V. Dalal	01218886	Non-Executive-Independent Director	<p>Qualification: Commerce Graduate and a Fellow Member of the Institute of Chartered Accountants of India</p> <p>Experience: Shri Dhiren Dalal has been on the board of RIIHL since 2015. He is a Practicing Chartered Accountant and has a wide spectrum of knowledge and experience in the field of finance and accounts and as an Auditor of various registered Non-Banking Financial Companies.</p>	March 31, 2015

Name	DIN	Designation	Qualification & Experience	Date of Appointment
Shri Balasubramanian Chandrasekaran	06670563	Non-Executive-Independent Director	<p>Qualification: Commerce Graduate, CAIIB and an alumni of IIM Ahmedabad</p> <p>Experience: Shri Balasubramanian Chandrasekaran has been on the board of RIIHL since 2015. He has a wide spectrum of knowledge and experience in the field of banking and finance and accounts. He has also worked with SREI Infrastructure Finance Limited as Head – Treasury from April, 2011-March, 2013 and with Reliance Industries Limited as Senior Vice President-Banking and Finance from October, 1992-June, 2010.</p>	March 31, 2015
Ms. Komal Chhapru	07146141	Non-Executive Director	<p>Qualification: Commerce Post-Graduate and an Associate Member of the Institute of Company Secretaries of India</p> <p>Experience: Ms. Komal Chhapru has been on the board of RIIHL since 2015. She has been associated with Reliance group for over 10 years and has extensive experience in the field of corporate laws and allied matters.</p>	March 31, 2015

3.7.6 As on the date of this LOF, no directors of RIIHL are on the board of the Target Company.

3.7.7 RIIHL has confirmed that it is not categorized as a “wilful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

3.7.8 Unaudited limited review financial information as at and for the six month period ended September 30, 2018 and audited financial information for each of the three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 of RIIHL as disclosed in the relevant financial statements are as follows:

(In Rs Crore, except for per share data)

Particulars	6 month period ended September 30, 2018 (Unaudited, limited Reviewed)	Financial year ended March 31, 2018 (Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)
Standalone Statement of Profit & Loss				
Income				
Revenue from operations	431.57	1,276.98	886.83	957.04
Other Income	565.59	908.70	655.38	819.04
Total Income	997.16	2,185.68	1,542.21	1,776.08
Expenses				
Purchase of Stock-in-trade	411.22	1243.96	850.89	923.73
Employee Benefits expenses	19.50	31.47	34.23	31.51
Finance cost	551.66	902.02	666.12	816.24
Depreciation	0.02	0.05	0.09	0.13
Other expenses	0.93	4.80	10.96	1.91
Total Expenses	983.33	2182.30	1562.29	1773.52
Profit / (Loss) Before Tax	13.83	3.38	(20.08)	2.57
Current Tax	1.55	-	-	-
Tax for earlier years	-	-	0.01	-
Profit / (Loss) After Tax	12.28	3.38	(20.09)	2.57
Standalone Balance Sheet Statement				
Assets				
Non-Current Assets				
Property, Plant and Equipment	0.05	0.07	0.09	0.13
Financial Assets				
Investments	19,613.95	16,870.77	15,419.85	10,779.94
Loans	11,096.01	11,182.49	7,579.54	6,154.34
Other Non-Current Assets	22.15	44.88	29.25	-
Deferred Tax Asset (net)	-	-	0.12	0.10
Total Non-Current Assets	30,732.16	28,098.21	23,028.85	16,934.51
Current Assets				
Financial Assets				
Trade Receivables	8.00	5.64	3.91	3.25
Cash and Cash Equivalents	0.67	1.15	6.10	1.32
Loans	902.20	1,521.51	402.22	429.32
Other Financial Assets	2,752.82	2,144.32	3,297.93	6,495.60

Particulars	6 month period ended September 30, 2018 (Unaudited, limited Reviewed)	Financial year ended March 31, 2018 (Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)
Other Current Assets	9.13	9.03	9.27	16.78
Total Current assets	3,672.82	3,681.65	3,719.43	6,946.27
Total Assets	34,404.98	31,779.86	26,748.28	23,880.78
Equity and Liabilities				
Equity				
Equity share capital	147.50	147.50	147.50	147.50
Other Equity	21,705.11	18,924.81	17,982.82	16,326.67
Total Equity	21,852.61	19,072.31	18,130.32	16,474.17
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings	11,992.60	12,702.71	7,948.48	6,586.13
Total Non-Current Liabilities	11,992.60	12,702.71	7,948.48	6,586.13
Current liabilities				
Financial Liabilities				
Trade Payables	2.66	1.05	1.27	0.92
Other Financial Liabilities	551.66	-	596.47	734.62
Other Current liabilities	2.86	1.10	69.51	82.49
Provisions	2.59	2.69	2.23	2.45
Total Current Liabilities	559.77	4.84	669.48	820.48
Total Liabilities	12,552.37	12,707.55	8,617.96	7,406.61
Total Equity and Liabilities	34,404.98	31,779.86	26,748.28	23,880.78
Net Worth*	19,756.19	16,910.94	16,300.96	574.52
Other Financial Data				
Dividend (%)	0	0	0	0
Basic earnings per share (in Rs.)	0.83	0.23	(1.36)	0.17
Diluted earnings per share (in Rs.)	0.04	0.01	(1.36)	0.05

*As per definition under Companies Act, 2013

3.7.9 The major contingent liabilities of RIIHL as on March 31, 2018 are set out below:

Contingent liabilities	As on March 31, 2018 (Rs. In crore)
Commitments towards LLP investments	20.50
Income tax liability	6.77
Outstanding guarantees furnished to banks including in respect of LC	-

3.8. Details of directions subsisting or proceedings pending against the promoters or directors of the Acquirers/PACs or Reliance Media Transmission Private Limited or its directors / promoters or the trustees of Digital Media Distribution Trust under the SEBI Act and the regulations made thereunder:

The pending proceedings/subsisting directions against the promoters or directors of the Acquirers/ PACs or Reliance Media Transmission Private Limited or its directors / promoters or the trustees of Digital Media Distribution Trust under the SEBI Act and the regulations made thereunder are set out below:

a. Allegation of incorrect disclosure of the diluted Earnings per Share

SEBI, on August 08, 2014 had passed an adjudication order on a show cause notice issued to RIL for alleged non-disclosure of the diluted Earnings per Share in the quarterly financial results for the quarters ended June, 2007, September, 2007, December, 2007, March, 2008, June, 2008 and September, 2008 and imposed a monetary penalty of Rs. 13 crore. On an appeal by RIL, the SAT set aside SEBI's order and remanded the matter for fresh consideration by SEBI. SEBI issued a fresh show cause notice dated April 05, 2016 in the matter alleging incorrect disclosure of the diluted Earnings per Share. RIL had filed a reply to the show cause notice and attended the personal hearing on July 26, 2016. SEBI appointed new Adjudicating Officer (AO). Again a hearing before AO was held on November 22, 2018. Further details sought by AO have been provided. Adjudication order is awaited.

b. Trading in shares of Reliance Petroleum Limited by RIL in the year 2007

1. SEBI had passed an order under Section 11B of the SEBI Act on March 24, 2017 on show cause notices dated December 16, 2010 issued inter alia to RIL and erstwhile Pipeline Infrastructure (India) Private Limited (merged with Sikka Ports & Terminals Limited ("SPTL"), an entity belonging to the promoter and promoter group of RIL) in the matter concerning trading in the shares of Reliance Petroleum Limited by RIL in the year 2007, directing:

- (i) disgorgement from RIL of Rs. 447 crore along with interest calculated at 12% per annum from November 29, 2007 till date of payment; and
- (ii) prohibiting RIL and SPTL from dealing in equity derivatives in the Futures and Options segment of the stock exchanges, directly or indirectly for a period of one year from March 24, 2017.

RIL and SPTL had filed an appeal against the said order before the SAT. SAT has stayed the direction on disgorgement till the next date of hearing. The prohibition from dealing in equity derivatives in the Futures and Options segment expired on March 23, 2018.

2. With respect to the same subject matter referred to in Paragraph 3.8.(b)(1) above, SEBI issued show cause notices dated November 21, 2017 inter alia to RIL and its CMD, in the matter concerning trading in the shares of Reliance Petroleum Limited by RIL in the year 2007, asking them to show cause as to why inquiry should not be held against them in terms of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 and penalty be not imposed under the provisions of the SEBI Act. Hearing before AO was held on September 11, 2018 on the preliminary objections raised by the noticees and detailed submissions were filed on September 12, 2018.

c. Issue of privately placed debentures (PPD IV) by RIL

1. The promoter and promoter group entities of RIL had filed settlement / consent applications during August - October 2011 under the then prevailing settlement

scheme of SEBI, for settlement of the specified proceedings set out in the show cause notice dated February 24, 2011 issued by SEBI calling them to show cause as to why enquiry should not be held and penalty (at the time of alleged contravention, the penalty was maximum of Rs. 5 lakhs) be not imposed under Section 15(H) of SEBI Act for the alleged contravention of Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and the said settlement / consent applications are pending before SEBI.

2. RIL, certain entities belonging to the promoter and promoter group of RIL and certain other entities had filed settlement/ consent applications during August - October 2011 under the then prevailing settlement scheme of SEBI, for settlement of the matters set out in the letters issued by SEBI in April/ May 2010 concerning allegations therein *inter alia* of (i) violation by RIL and its directors of Section 77(2) of the Companies Act, 1956; and (ii) consequent violation by RIL and certain other entities and their respective directors during the relevant period 1999-2000 of Regulations 3, 5 and 6 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 1995 and the said settlement/ consent applications are pending before SEBI.

4 BACKGROUND OF THE TARGET COMPANY

- 4.1 The Target Company is a public limited company with CIN L65910MH1984PLC034514. The Target Company was incorporated on November 12, 1984 as Seven Heaven Leasing and Finance Limited, under the Companies Act, 1956. Subsequently, the name of the Target Company was changed to its current name on August 13, 1999.
- 4.2 The registered office of the Target Company is situated at 805/806, Windsor, 8th Floor, Off CST Road, Kalina, Santacruz (East), Mumbai- 400 098.
- 4.3 The Target Company is engaged in the business of distribution of cable TV.
- 4.4 The Equity Shares are listed on BSE (Security ID: HATHWAYB, Security Code: 509073). The ISIN of the Equity Shares of the Target Company is INE525B01016. The Equity Shares of the Target Company were listed on the BSE on June 21, 1985.
- 4.5 The Equity Shares are infrequently traded on BSE within the meaning of the explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- 4.6 The Target Company does not have partly paid-up equity shares.
- 4.7 As on the date of this LOF, the share capital structure of the Target Company is as follows:

Paid-up Equity Shares of Target Company	No. of Equity Shares/voting rights	% of Equity Shares/ voting rights
Fully paid-up Equity Shares	81,00,000	100%
Partly paid-up equity shares	Nil	-
Total paid-up Equity Shares	81,00,000	100%
Total voting rights in the Target Company	81,00,000	100%

- 4.8 As on the date of this LOF, there are no outstanding convertible instruments (warrants/fully convertible debentures/partly convertible debentures/employee stock options) issued by the Target Company.
- 4.9 There are no outstanding shares of the Target Company that have been issued but not listed on BSE.
- 4.10 The trading of the Equity Shares of the Target Company is currently not suspended on BSE . The Equity Shares of the Target Company have not been delisted from any stock exchange in India.

- 4.11 There were no mergers, demergers or spin-offs involving the Target Company during the last three years.
- 4.12 Names, DIN and date of appointment of the directors on the board of directors of the Target Company are as follows:

S. No.	Name	DIN	Date of Appointment
1	Mr. Dilip Worah	00047252	December 30, 2005
2	Mr. L. K Kannan	00110428	December 30, 2005
3	Mr. Vatan Pathan	07468214	September 6, 2018
4	Mr. Rajesh Kumar Mittal	07957284	April 06, 2018
5	Ms. Pallavi Balkur	08102789	April 06, 2018

- 4.13 Consolidated unaudited limited review financial information as at and for the three month period ended June 30, 2018 and consolidated audited financial information for each of the three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 of the Target Company as disclosed in the relevant financial statements, are as follows:

(In Rs Crore, except for per share data)

Particulars	3 month period ended June 30, 2018 (Unaudited, limited review)*	Financial year ended March 31, 2018 (Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)
Profit & Loss Statement				
Income from Operations	1.18	4.87	12.54	17.25
Other Income	0.04	2.45	0.28	0.12
Total Income	1.22	7.32	12.82	17.37
Total Expenditure before Depreciation and Interest	0.70	6.64	13.15	17.92
Profit before Depreciation, Interest and Tax	0.52	0.68	(0.33)	(0.55)
Depreciation	0.45	0.67	0.65	0.70
Interest	0.09	0.18	0.03	0.20
Profit before Tax	(0.03)	(0.17)	(1.01)	(1.44)
Share of JV Profit / (Loss)	-	0.15	0.12	(0.02)
Provision for Tax	-	-	-	(0.10)
Profit After Tax	(0.03)	(0.01)	(0.90)	(1.36)
Balance Sheet Statement				
Sources of Funds				
Paid up Share Capital	-	8.10	8.10	8.10
Reserves and Surplus (excluding revaluation reserves)	-	(12.07)	(12.14)	(11.30)
Net Worth	-	(3.97)	(4.04)	(3.20)
Secured Loans	-	-	-	-
Unsecured Loans	-	3.50	-	-
Total	-	(0.47)	(4.04)	(3.20)
Uses of Funds				
Net Fixed Assets	-	2.68	3.30	4.06

Particulars	3 month period ended June 30, 2018 (Unaudited, limited review)*	Financial year ended March 31, 2018 (Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)
Investments	-	0.50	0.20	0.09
Net Current Assets (Including Non-Current assets and Liabilities)	-	(3.66)	(7.55)	(7.35)
Total miscellaneous expenditure not written off	-	-	-	-
Total	-	(0.47)	(4.04)	(3.20)
Other Financial Data				
Earnings per share				
<i>Basic</i>	(0.03)	(0.02)	(1.11)	(1.68)
<i>Diluted</i>	(0.03)	(0.02)	(1.11)	(1.68)
Dividend %	-	-	-	-
Return on net worth	-	-	-	-
Book value per share	-	-	-	-

*Standalone financials

- 4.14 The Pre and Post Offer Shareholding Pattern of the Target Company as on March 7, 2019 assuming full acceptances is as provided below:

No	Shareholders' category	Shareholding and voting rights prior to the agreement/ acquisition and offer		Shares/ Voting rights agreed to be acquired/ (sold) which triggered off the SEBI (SAST) Regulations		Shares/ voting rights to be acquired/ (sold) in the Open Offer (assuming full acceptance)		Shareholding / voting rights after the acquisition and Open Offer	
		(A)	(B)	(C)	(A) + (B) + (C) = (D)				
		No. of Equity Shares	% ⁽¹⁾	No. of Equity Shares ⁽²⁾	% ⁽¹⁾	No. of Equity Shares	% ⁽¹⁾	No. of Equity Shares	% ⁽¹⁾
(1)	Promoter group								
(a)	Parties to the agreement, if any ⁽³⁾	41,80,000	51.60	See Note 2 below	-	-	-	41,80,000	51.60
(b)	Promoters other than (a) above ⁽⁴⁾	10,08,457	12.45	-	-	-	-	10,08,457	12.45
	Total 1 (a + b)	51,88,457	64.06	See Note 2 below	-	-	-	51,88,457	64.06
(c)	Acquirers ⁽²⁾								
(i)	Acquirers								
	Acquirer 1	-	-	-	-	12,39,066	15.30	12,39,066	15.30
	Acquirer 2	-	-	-	-	4,96,593	6.13	4,96,593	6.13
	Acquirer 3	-	-	-	-	3,70,341	4.57	3,70,341	4.57
	Total	-	-	-	-	21,06,000	26.00	21,06,000	26.00
(ii)	PACs								
	PAC 1	-	-	-	-	-	-	-	-
	PAC 2	-	-	-	-	-	-	-	-
	PAC 3	-	-	-	-	-	-	-	-

	<i>PAC 4</i>	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
	Total 1 (c) (i + ii)	-	-	-	-	21,06,000	26.00	21,06,000	26.00
	Total Promoter group 1 (a + b + c)	51,88,457	64.06	-	-	21,06,000	26.00	72,94,457	90.06
(2)	Parties to agreement other than (1)(a) and (c)	-	-	-	-	-	-	-	-
(3)	Public (other than parties to the agreement, Acquirers and PACs)								
(a)	FPIs/ FIIs/ FIs/ MFs/ Banks/ AIFs/ Foreign Bodies	-	-	-	-	(21,06,000)	(26.00)	8,05,543	9.94
(b)	Other Public	29,11,543	35.94	-	-				
	Total 3 (a + b)	29,11,543	35.94	-	-	(21,06,000)	(26.00)	(8,05,543)	(9.94)
	Grand Total (1 + 2 + 3)	81,00,000	100.00					81,00,000	100.00

Notes:

1. Calculated on the basis of the current equity share capital of the Target Company.
2. The Acquirers have not directly acquired any shares of the Target Company pursuant to the SSA and SHA. However, pursuant to the SSA, the Acquirers have acquired 90,88,10,000 equity shares of HCDL constituting 51.34% of the HCDL Expanded Voting Share Capital, and thereby acquired sole control of HCDL. HCDL and its wholly owned subsidiary, HMOVPL, hold an aggregate of 41,80,000 Equity Shares of the Target Company constituting 51.60% of the Voting Share Capital of the Target Company. Furthermore, HCDL and HMOVPL are classified as promoters of the Target Company. In terms of Regulation 5 of SEBI (SAST) Regulations, the Acquirers have acquired voting rights on such Equity Shares.
3. Includes an aggregate of 41,80,000 Equity Shares held by HCDL in the Target Company constituting 51.60% of the Voting Share Capital of the Target Company, in the following manner: (i) HCDL directly holds 20,20,000 Equity Shares, constituting 24.94% of the Voting Share Capital of the Target Company; and (ii) HCDL, through its wholly owned subsidiary, HMOVPL, holds 21,60,000 Equity Shares constituting 26.67% of the Voting Share Capital of the Target Company. HCDL is a party to both the SSA and SHA.
4. Assuming the other members of the promoter and promoter group of the Target Company do not sell their shares during the offer period (as defined in the SEBI (SAST) Regulations).
5. The number of shareholders of the Target Company in the “public category” as on March 7, 2019 is 1,783.

4.15 The Acquirers and the PACs have not acquired any Equity Shares after the date of the PA till the date of this LOF.

4.16 Prior to the Underlying Transaction, certain members of the promoter and promoter group of the Target Company acquired Equity Shares through market purchases from time to time. SEBI may initiate appropriate action for alleged non-compliance with disclosure requirements under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and/or the SEBI (SAST) Regulations with respect to such of the aforesaid acquisitions where the applicable disclosure requirements were not complied with, in terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 / SEBI (SAST) Regulations (as applicable) and the provisions of the SEBI Act.

5 OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1 Justification of Offer Price

5.1.1 The Equity Shares of the Target Company are listed on BSE.

- 5.1.2 The trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (October 1, 2017 to September 30, 2018) is as given below:

Stock Exchange	Total no. of Equity Shares traded during the twelve calendar months prior to the month of the PA (A)	Weighted average number of issued Equity Shares during the twelve calendar months prior to the month of PA (B)	Trading turnover (as % of weighted average number of issued Equity Shares) C=(A/B)%
BSE	32,869	81,00,000	0.41%

(Source: www.bseindia.com)

- 5.1.3 Based on the above information, the Equity Shares of the Target Company are infrequently traded on BSE within the meaning of the explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- 5.1.4 The Offer Price of Rs. 2.46 per Equity Share has been determined in terms of Regulations 8(3) and 8(4) of the SEBI (SAST) Regulations, being the highest of the following:

S. No	Particulars	Rs. Per Equity Share
A	The highest negotiated price per Equity Share for any acquisition under an agreement attracting the obligation to make a public announcement of an open offer i.e. the price per share under the underlying agreements, if any	Not applicable
B	The volume weighted average price paid or payable per Equity Share for acquisitions by the Acquirers or the PACs during the fifty-two weeks immediately preceding the date of the PA	Not applicable
C	The highest price per Equity Share paid or payable for any acquisition by the Acquirers or the PACs during the twenty-six weeks immediately preceding the date of the PA	Not applicable
D	The highest price paid or payable for any acquisition, whether by the Acquirers or the PACs, between the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, and the date of the PA	Not applicable*
E	Price determined in accordance with Regulation 8 (5) of the SEBI (SAST) Regulations**	Not applicable**
F	Where Equity Shares are not frequently traded, the price determined by the Acquirers and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiple and such other parameters as are customary for valuation of shares of such companies	Rs. 2.46***

*Not applicable since the PA was made on the date of announcement of the Underlying Transaction.

***As per certificate dated October 17, 2018 from MSKA & Associates (formerly known as MZSK & Associates), Chartered Accountants (Mr. Rajesh Thakkar, Partner, Membership Number: 103085), it has been certified that the thresholds specified under: (i) Regulation 5(2) of the SEBI (SAST) Regulations are not met; and (ii) Regulation 8(5) of the SEBI (SAST) Regulations are not met.*

**** The Equity Shares are listed on the BSE and are infrequently traded within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations. Accordingly, the per share value of the Target Company has been determined by MSKA & Associates (formerly known as MZSK & Associates), Chartered Accountants (Mr. Rajesh Thakkar, Partner, Membership Number: 103085) as Rs. 2.46 per Equity Share based on the certificate dated October 17, 2018. As per the certificate:*

“The shares of HBCDL are not frequently traded on the BSE, the stock exchange where the shares are listed. As per the latest audited financial statements of HBCDL for financial year ended March 31, 2018, HBCDL has negative Net Asset Value of Rs. 39.7 Mn. Also, EBITDA for Trailing Twelve Month (TTM) period ending June 30, 2018 was negative Rs. 9.36 Mn. Hence Market price or NAV method of valuation have not been used. Under the Comparable Companies Multiple, considering that the TTM EBITDA is negative, EV/Sales multiple has been considered for the current valuation exercise.

The Valuer has relied on average market capitalization, audited balance sheet as on March 31, 2018 and latest available trailing twelve month (TTM) Sales of comparable companies in similar industry of Target Company. The above parameters have been used to arrive at the adjusted EV/Sales multiple. Further, considering the fact that the shares of the Target Company are not frequently traded on the stock exchanges, difference in size of the business of the Target Company vs the comparable companies and that pursuant to the acquisition of Hathway, the Acquirers shall gain majority stake and control in HBCDL, the derived EV/Sales multiple have been suitably adjusted and then multiplied with the TTM Sales of Target Company to arrive at the EV. Thereafter relevant adjustments have been made to the EV to arrive at the Equity value of Rs. 2.46 per share.”

- 5.1.5 In view of the parameters considered and presented in Paragraph 5.1.4 above, the minimum offer price per Equity Share under Regulations 8(3) and 8(4) of the SEBI (SAST) Regulations is the highest of item numbers A to F above i.e. Rs. 2.46 per Equity Share. Accordingly, the Offer Price is justified in terms of the SEBI (SAST) Regulations.
- 5.1.6 There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.
- 5.1.7 As on the date of this LOF, there is no revision in the Offer Price or size of the Open Offer as compared to the disclosures in the PA and the DPS. In case of any revision in the Offer Price or size of the Open Offer, the Acquirers and the PACs shall comply with the relevant provisions of the SEBI (SAST) Regulations (including Regulation 18(4)) which are required to be fulfilled for such revision in the Offer Price or size of the Open Offer.
- 5.1.8 In terms of Regulation 18(4) of the SEBI (SAST) Regulations, the Acquirers are permitted to revise the Offer Price or the number of Offer Shares at any time prior to the commencement of 1 (One) Working Day before the commencement of the Tendering Period. In the event of such revision in terms of Regulation 18(5) of the SEBI (SAST) Regulations, the Acquirers and PACs shall (i) make corresponding increase to the escrow amount, (ii) make a public announcement in the same newspapers in which the DPS was published, and (iii) simultaneously notify BSE, SEBI and the Target Company at its registered office of such revision.
- 5.1.9 If the Acquirers or PACs acquire Equity Shares during the period of twenty-six weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirers and PACs shall pay the difference between the highest acquisition price and the Offer Price, to all

shareholders whose shares have been accepted in the Open Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

5.2 Financial Arrangements

- 5.2.1 The total funding requirement for the Open Offer, assuming full acceptance, i.e. for the acquisition of 21,06,000 Equity Shares, at the Offer Price of Rs. 2.46 per Equity Share is Rs. 0.52 crore.
- 5.2.2 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers, PAC 1 and the Manager to the Offer have entered into an escrow agreement with HDFC Bank Limited, Fort Branch (“**Escrow Agent**”) on October 19, 2018 (“**Escrow Agreement**”). In accordance with the requirements of Regulation 17 of the SEBI (SAST) Regulations, an irrevocable lien has been created on a fixed deposit of PAC 1 (“**Fixed Deposit 1**”) aggregating Rs. 0.13 crore. On January 29, 2019, PAC 1 has created an irrevocable lien on further fixed deposits for an additional amount of Rs. 0.39 crore in favor of the Manager to the Offer (“**Fixed Deposit 2**”). Thus, the total amount of Fixed Deposit 1 and Fixed Deposit 2 is Rs. 0.52 crore, which is in excess of the entire Offer Consideration. In terms of the Escrow Agreement, the Manager to the Offer can at any time invoke the lien and encash the proceeds of the Fixed Deposit 1 and Fixed Deposit 2 in terms of the SEBI (SAST) Regulations. Pursuant thereto, the Preferential Issue was completed on January 30, 2019 in accordance with Regulation 22(2) of the SEBI (SAST) Regulations.
- 5.2.3 The Acquirers have authorized the Manager to the Offer to realize the value of the Fixed Deposit 1 and Fixed Deposit 2 in terms of the SEBI (SAST) Regulations.
- 5.2.4 The Escrow Agent is neither an associate company nor a group company of the Acquirers, the PACs or the Target Company.
- 5.2.5 PAC 1 and PAC 3 vide their board resolutions dated October 17, 2018 respectively and PAC 2 vide its resolution dated October 17, 2018, have resolved to provide financial assistance/support as may be required by the Acquirers for meeting their obligations under the Open Offer. After considering the aforementioned as well as the cash & cash equivalents, and liquid securities available with PAC 1, Chaturvedi & Shah, Chartered Accountants having their office at Tulsiani Chambers, 212, Nariman Point, Mumbai 400021, Tel: +91 22 30218500, Fax: +91 22 3021 8595 (Mr. Vijay Napawaliya, Partner, Membership Number: 109859), vide a certificate dated October 17, 2018, have certified that the Acquirers have adequate financial resources for fulfilling their obligations under the Open Offer.
- 5.2.6 Based on the above, the Manager to the Offer is satisfied, (i) about the adequacy of resources to meet the financial requirements of the Open Offer and the ability of the Acquirers along with PACs to implement the Open Offer in accordance with the SEBI (SAST) Regulations, and (ii) that firm arrangements for payment through verifiable means are in place to fulfill the Open Offer obligations.
- 5.2.7 In case of any upward revision in the Offer Price or the size of the Open Offer, the corresponding increase to the escrow amounts as mentioned above shall be made by the Acquirers and/or PACs in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

6 TERMS AND CONDITIONS OF THE OPEN OFFER

A. Operational Terms and Conditions

1. This LOF is being sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date.

2. In terms of the schedule of major activities, the Tendering Period for the Open Offer will commence on Friday, March 22, 2019 and close on Thursday, April 04, 2019.
3. The Equity Shares tendered under this Open Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attaching thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholder shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.
4. This Open Offer is not conditional upon any minimum level of acceptance.
5. The Identified Date for this Open Offer as per the schedule of major activities is Thursday, March 07, 2019.
6. The marketable lot for the Equity Shares for the purpose of this Open Offer shall be 1 (one).
7. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
8. The Public Shareholders who tender their Equity Shares in acceptance of this Open Offer shall not be entitled to withdraw such acceptance during the Tendering Period or thereafter.
9. Copies of PA, DPS and DLOF are available on the website of SEBI at www.sebi.gov.in and a copy of the LOF (including Form of Acceptance) will be available on the website of SEBI at www.sebi.gov.in.
10. The Acquirers reserve the right to revise the Offer Price and/or the number of Offer Shares upwards at any time prior to the commencement of 1 (One) Working Day prior to the commencement of the Tendering Period, i.e., up to Wednesday, March 20, 2019, in accordance with the SEBI (SAST) Regulations. In the event of such revision, in terms of Regulation 18(5) of the SEBI (SAST) Regulations, the Acquirers and the PACs shall (i) make a corresponding increase to the escrow amount, (ii) make a public announcement in the same newspapers in which the DPS was published, and (iii) simultaneously notify BSE, SEBI and the Target Company at its registered office. In case of any revision of the Offer Price, the Acquirers would pay such revised price for all the Equity Shares validly tendered at any time during the Open Offer and accepted under the Open Offer in accordance with the terms of this LOF.
11. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Open Offer.

B. Eligibility for accepting the Open Offer

1. All Public Shareholders who hold Equity Shares in dematerialized form at any time before the Offer Closing Date are eligible to tender such Equity Shares in this Open Offer (subject to the approvals that they may need to obtain as stated in Paragraphs 6(C)(4) and 6(C)(5) of this LOF). All Public Shareholders who hold Equity Shares in physical form at any time before the Offer Closing Date are eligible to tender such Equity Shares in this Open Offer (subject to the approvals that they may need to obtain as stated in Paragraphs 6(C)(4) and 6(C)(5) of this LOF), provided that acceptance of Equity Shares held in physical form in the Open Offer is permissible, as discussed in Paragraph 7(B) of this LOF.
2. The acceptance of this Open Offer by Public Shareholders must be absolute and unqualified. Any acceptance of this Open Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
3. The acceptance of this Open Offer is entirely at the discretion of the Public Shareholder(s) of the Target Company.

4. None of the Acquirers, the PACs, the Manager to the Offer or the Registrar to the Offer accepts any responsibility for any loss of documents during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.
5. The acceptance of Equity Shares tendered in the Open Offer will be made by the Acquirers in consultation with the Manager to the Offer.
6. The Target Company has no Equity Shares which are locked-in.

C. Statutory and other Approvals

1. To the best of the knowledge of the Acquirers and the PACs, as on the date of this LOF, there are no statutory or other approvals required to complete the Open Offer except the following approvals, which have been received:
 - (i) approval of CCI vide its letter dated January 21, 2019; and
 - (ii) in-principle approval received by HCDL from the stock exchanges for listing of equity shares to be issued pursuant to Preferential Issue: from the BSE on October 31, 2018 and NSE on November 9, 2018.
2. In the event, however, any further statutory or other approval becomes applicable prior to completion of such acquisitions, the Open Offer would also be subject to such other statutory or other approval(s) being obtained.
3. In the event that the approvals (in relation to the acquisition of the Offer Shares) specified in Paragraph 6(C)(2) of this LOF are not received, for reasons outside the reasonable control of the Acquirers, then the Acquirers and the PACs shall have the right to withdraw the Open Offer in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of such a withdrawal of the Open Offer, the Acquirers and the PACs (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 (Two) Working Days thereof stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
4. If the holders of the Equity Shares are not persons resident in India (including NRIs, OCBs and FPIs and require any approvals (including from the RBI or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Open Offer, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted to the Registrar to the Offer, the Acquirers and the PACs reserve the right to reject such Equity Shares tendered in this Open Offer.
5. Public Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the Open Offer subject to receipt of approval from the RBI under FEMA and the regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval for tendering the Equity Shares held by them in the Open Offer.
6. Subject to the receipt of the statutory and other approvals, if any, the Acquirers and the PACs shall complete payment of consideration within 10 (Ten) Working Days from the Offer Closing Date to those Public Shareholders whose documents are found valid and in order and are approved for acquisition by the Acquirers and the PACs.
7. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirers and the PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
8. In case of delay/non-receipt of any statutory and other approvals referred to in Paragraph 6(C)(2), SEBI may, if satisfied, that non-receipt of the requisite approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirers or the PACs to diligently pursue such approval(s), grant an extension of time for the purpose of completion of

this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirers and the PACs to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulation 18(11) of the SEBI (SAST) Regulations.

7 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OPEN OFFER

A. PROCEDURE FOR TENDERING EQUITY SHARES HELD IN DEMATERIALIZED FORM:

1. The Open Offer will be implemented by the Acquirers and the PACs through stock exchange mechanism made available by the stock exchange in the form of separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 as amended vide SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 (“**Acquisition Window Circulars**”).
2. BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
3. The facility for acquisition of Equity Shares through stock exchange mechanism pursuant to the Open Offer shall be available on BSE in the form of a separate Acquisition Window. The Selling Broker(s) (as defined below) can enter orders for demat Equity Shares.
4. The Acquirers have appointed JM Financial Services Limited (“**Buying Broker**”) for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period.

The Contact details of the Buying Broker are as mentioned below:



Name: JM Financial Services Limited
Address: 5th floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025
Contact Person: Ms. Prachee Dhuri
Tel: +91 22 6630 3030, Fax: +91 22 6630 3330

5. Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to approach their respective stock brokers (“**Selling Broker(s)**”) during the normal trading hours of the secondary market during the Tendering Period.
6. During the Tendering Period, the bid for selling the Equity Shares will be placed in the Acquisition Window by Public Shareholders through their respective Selling Broker during normal trading hours of the secondary market. The Buying Broker may also act as Selling Broker for Public Shareholders.
7. Before placing the bid, the Public Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in mechanism as prescribed by BSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.
8. Upon placing the bid, the Selling Broker shall provide TRS generated by the stock exchange bidding system to the Public Shareholder. TRS will contain details of order/bid submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
9. On receipt of TRS, the Public Shareholder has successfully placed the bid in the Open Offer.
10. For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than the time provided by BSE on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

11. The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by BSE / Clearing Corporation, before the Offer Opening Date.
12. Public Shareholders shall tender their Equity Shares only through a broker with whom such shareholder is registered as client (KYC compliant).

In the event Seller Broker(s) are not registered with BSE or if the Public Shareholder does not have any stock broker then that Public Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code (“UCC”) facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case Public Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Public Shareholder may approach Buying Broker viz. JM Financial Services Limited, to bid by using quick UCC facility. The Public Shareholder approaching BSE registered stock broker (with whom he does not have an account) / JM Financial Services Limited may have to submit following details:

I. In case of Public Shareholder being an individual:

(a) If Public Shareholder is registered with KYC Registration Agency (“KRA”): Forms required:

1. Central Know Your Client (“CKYC”) form including Foreign Account Tax Compliance Act (“FATCA”), In Person Verification (“IPV”), Original Seen and Verified (“OSV”) if applicable
2. Know Your Client (“KYC”) form documents required (all documents self-attested):
 - Bank details (cancelled cheque)
3. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

(b) If Public Shareholder is not registered with KRA: Forms required:

1. CKYC form including FATCA, IPV, OSV if applicable
2. KRA form
3. KYC form documents required (all documents self-attested):
 - Permanent Account Number (“PAN”) card copy
 - Address proof
 - Bank details (cancelled cheque)
4. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

It may be noted that, other than submission of above forms and documents, in person verification may be required.

II. In case of Public Shareholder, being a Hindu Undivided Family (“HUF”):

(a) If Public Shareholder is registered with KRA: Forms required:

1. CKYC form of karta including FATCA, IPV, OSV if applicable
2. KYC form documents required (all documents self-attested):
 - Bank details (cancelled cheque)
3. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

(b) If Public Shareholder is not registered with KRA: Forms required:

1. CKYC form of karta including FATCA, IPV, OSV if applicable
2. KRA form
3. KYC form documents required (all documents self-attested):
 - PAN card copy of HUF & karta
 - Address proof of HUF & karta
 - HUF declaration
 - Bank details (cancelled cheque)
4. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

It may be noted that, other than submission of above forms and documents, in person verification may be required.

III. In case of Public Shareholder other than Individual and HUF:

(a) If Public Shareholder is KRA registered: Form required

1. KYC form documents required (all documents certified true copy):
 - Bank details (cancelled cheque)
2. Demat details for Equity Shares in demat mode (demat master /latest demat statement)
3. FATCA, IPV, OSV if applicable
4. Latest list of directors/authorised signatories/partners/trustees
5. Latest shareholding pattern
6. Board resolution
7. Details of ultimate beneficial owner along with PAN card and address proof
8. Last 2 years financial statements

(b) If Public Shareholder is not KRA registered: Forms required:

1. KRA form
2. KYC form documents required (all documents certified true copy):
 - PAN card copy of company/ firm/trust
 - Address proof of company/ firm/trust
 - Bank details (cancelled cheque)
3. Demat details for Equity Shares in demat mode (demat master /latest demat statement)
4. FATCA, IPV, OSV if applicable
5. Latest list of directors/authorised signatories /partners/trustees
6. PAN card copies & address proof of directors/authorised signatories/ partners/trustees
7. Latest shareholding pattern
8. Board resolution/partnership declaration
9. Details of ultimate beneficial owner along with PAN card and address proof
10. Last 2 years financial statements
11. Memorandum of association/partnership deed /trust deed

It may be noted that other than submission of above forms and documents in person verification may be required.

It may be noted that the above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

13. The cumulative quantity tendered shall be displayed on BSE's website (www.bseindia.com) throughout the trading session at specific intervals by BSE during the Tendering Period.
14. Modification/cancellation of bids will not be allowed during the Tendering Period. Multiple bids made by single Public Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of acceptance.
15. For demat Equity Shares, submission of Form of Acceptance and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Equity Shares bid shall be deemed to have been accepted for Public Shareholders holding Equity Shares in demat form.
16. **Procedure for tendering the shares in case of non-receipt of LOF:**
 - (a) Persons who do not hold Equity Shares as on the Identified Date, or those who have acquired the Equity Shares after the Identified Date, or those who have not received this LOF, can also participate in this Open Offer.
 - (b) A Public Shareholder may participate in the Open Offer by approaching their broker / Selling Broker and tender the Equity Shares in the Open Offer as per the procedure mentioned in this LOF.
 - (c) This LOF along with the Form of Acceptance and Form SH-4 will be sent (through electronic mode or physical mode) to all the Public Shareholders of the Target Company as on the Identified Date. A Public Shareholder receiving this LOF along with the Form of Acceptance through electronic mode will be entitled to be furnished with a physical copy of the said documents upon receipt of requisition, if any, by e-mail at murali.m@karvy.com or by a letter addressed to the Registrar to the Offer. In case of non-receipt of this LOF, such Public Shareholders of the Target Company may (i) download the same from the SEBI website (www.sebi.gov.in) and can apply by using the same; or (ii) obtain a physical copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, you can download the soft copy from the registrar's website www.karvyfintech.com.
 - (d) Alternatively, in case of non-receipt of this LOF, Public Shareholders holding the Equity Shares may participate in the Open Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares being tendered and other relevant documents as mentioned in this LOF. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Open Offer.
17. **Acceptance of Shares**
 - (a) Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
 - (b) In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Open Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner, subject to acceptance of minimum one Equity Share or in multiple thereof.
18. **Settlement Process / Payment of Consideration**
 - (a) On the Offer Closing Date, reconciliation for acceptances shall be conducted by the Registrar to the Offer in consultation with the Manager to the Offer and the final list shall be provided to BSE to facilitate settlement on the basis of the shares transferred to the Clearing Corporation.

- (b) The settlement of trades shall be carried out through the Clearing Corporation in the manner specified in the Acquisition Window Circulars.
- (c) The Acquirers will pay the consideration to the Buying Broker on or before the pay-in date for settlement, who in turn will make the funds pay-in in the settlement account of Clearing Corporation, as per the settlement schedule announced by Clearing Corporation.
- (d) For Equity Shares accepted under the Open Offer, the Clearing Corporation will make direct funds pay-out to respective eligible Public Shareholder's bank account. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- (e) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Public Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Offer.
- (f) The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the shares under the Open Offer.
- (g) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.
- (h) Public Shareholders who intend to participate in the Open Offer should consult their respective Selling Broker for any costs, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Open Offer and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- (i) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the demat account which will be opened by the Acquirers.

B. EQUITY SHARES HELD IN PHYSICAL FORM:

1. As per the proviso to Regulation 40(1) of the SEBI LODR, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), effective from December 5, 2018, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Further, as per the press release dated December 3, 2018 issued by SEBI, the deadline for effecting the transfer of securities in dematerialised form only has been extended to April 1, 2019.
2. In this Open Offer, considering the timelines of activities prescribed under the SEBI (SAST) Regulations, the acceptance of tendered shares will be undertaken after April 1, 2019. Accordingly, the Public Shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Open Offer can do so only after the Equity Shares are dematerialized and are advised to approach any DP to have their Equity Shares dematerialized (unless the applicable regulations permit the transfer of securities held in physical form as on the date of acceptance of Equity Shares tendered in the Open Offer). In this regard, Public Shareholders holding Equity Shares in physical form may check the website of SEBI (www.sebi.gov.in) or consult the concerned DP.

3. Public Shareholders holding physical shares who wish to tender their Equity Shares in the Open Offer should follow the process set out below, in addition to the provisions set out in Paragraph 7(A)(1) to Paragraph 7(A)(6) of this LOF, Paragraph 7(A)(11) to Paragraph 7(A)(14) and Paragraph 7(A)(16) of this LOF (to the extent applicable to physical shares). Acceptance of such Equity Shares held in physical form shall be subject to applicable regulations permitting the transfer of securities held in physical form as on the date of acceptance of Equity Shares tendered in the Open Offer.
- a. Such Public Shareholders holding shares in the physical form shall approach the relevant Selling Broker and submit the following set of documents for verification:
 - i. Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
 - ii. Original share certificate(s);
 - iii. Valid share transfer deed(s) (Form SH-4) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place;
 - iv. Self-attested PAN Card copy (in case of joint holders, PAN card copy of all transferors);
 - v. Any other relevant document such as (but not limited to) powers of attorney and/or corporate authorizations (including board resolution(s)/specimen signature(s)), Notarized Copy of death Certificate/ succession certificate or probated will, if the original shareholder has deceased, etc.
 - vi. Self-attested copy of proof of address such as valid Aadhar card, voter ID, passport or driving license.
 - b. The Selling Broker(s) should place bids on the exchange platform including the relevant details as specified on the physical share certificate(s). The Selling Broker (s) shall print the TRS generated by the exchange bidding system. The TRS will contain the details of order submitted such as Folio No., Certificate No., Dist. Nos. and number of Equity Shares.
 - c. The Selling Broker(s)/Public Shareholder must deliver the share certificates relating to its Equity Shares and other documentation listed in paragraph (a) above along with the TRS to the Registrar to the Offer i.e. Karvy Fintech Private Limited at the address mentioned on the cover page. The envelope should be superscribed "Hathway Bhawani Open Offer". Share certificates for physical shares must reach the Registrar to the Offer within 2 (two) days of bidding by the Selling Broker.
 - d. The Public Shareholders holding physical shares should note that their Equity Shares will not be accepted unless the complete set of documents specified in paragraph (a) above are submitted. Acceptance of the physical shares in this Offer shall be subject to verification by the Registrar to the Offer. On receipt of the confirmation from the Registrar to the Offer, the bid will be accepted or rejected (as applicable) and accordingly depicted on the exchange platform.
 - e. In case any person has submitted physical shares for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in this Open Offer by or before the closure of the Tendering Period.
 - f. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Public Shareholders directly by the Registrar to the Offer. In such a case, the Target Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted are less than the Equity Shares tendered in the Open Offer by the Public Shareholders holding Equity Shares in the physical form.

- g. Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered Shareholders'/ unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner.

For the avoidance of doubt, it is clarified that Equity Shares held in physical form tendered in the Open Offer will not be accepted if the applicable regulations do not permit the transfer of securities held in physical form as on the date of acceptance of Equity Shares tendered in the Open Offer.

C. NOTE ON TAXATION

1. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to pay income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e. income which accrues or arises or is deemed to accrue or arise in India) and income received by such persons in India. In case of shares of a company, the source of income from shares would depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated".
2. Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the Income Tax Act.
3. Further, the non-resident shareholder can avail benefits of the Double Taxation Avoidance Agreement ("DTAA"), between India and the respective country of which the said shareholder is a tax resident subject to satisfying relevant conditions including: (i) those set out in limitation of benefits provisions present in the said DTAA (if any), (ii) the non-applicability of General Anti-Avoidance Rules, and (iii) providing and maintaining necessary information and documents as prescribed under the Income Tax Act.
4. The Income Tax Act also provides for different income-tax regimes / rates applicable to the gains arising from the tendering of Equity Shares under the Open Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
5. The summary of income-tax implications on tendering of listed equity shares on the recognized stock exchange in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.
6. Classification of shareholders: Public Shareholders can be classified under the following categories:
 - a. **Resident shareholders being:**
 - (i) Individuals, HUF, association of persons and body of individuals
 - (ii) Others
 - b. **Non-Resident shareholders being:**
 - (i) NRIs
 - (ii) FIIs / FPIs
 - c. **Others:**
 - (i) A foreign company
 - (ii) Other than a foreign company
7. Classification of income from Equity Shares can be made under the following two categories:
 - a. Shares held as investment (Income from transfer is taxable under the heading "Capital Gains"); and
 - b. Shares held as stock-in-trade (Income from transfer is taxable under the heading "Profits and Gains from Business or Profession").
8. As per the current provisions of the Income Tax Act, unless specifically exempted, income arising from the sale of equity shares in an Indian company are generally taxable in India either as "capital gains" under Section 45 of the Income Tax Act or as "business profits/ income", depending on the facts and circumstances of the case.

9. Shares held as investment:

- a. As per the provisions of the Income Tax Act, where the shares are held as investments (i.e. capital asset), income arising from the transfer of such shares is taxable under the head "Capital Gains". Capital gains in the hands of shareholders would be computed as per provisions of Section 48 of the Income Tax Act and the rate of income tax would depend on the period of holding.
- b. Period of holding: Depending on the period for which the shares are held, the gains would be taxable as "short term capital gain" or "long-term capital gain". In respect of equity shares held for a period less than or equal to 12 (Twelve) months prior to the date of transfer, the same will be treated as a "short-term capital asset", and accordingly the gains arising therefrom will be taxable as short-term capital gains" ("STCG"). Similarly, where equity shares are held for a period more than 12 (Twelve) months prior to the date of transfer, the same should be treated as a "long-term capital asset", and accordingly the gains arising therefrom should be taxable as long-term capital gains" ("LTCG").
- c. Where a transaction for transfer of such equity shares (i.e. acceptance under the Open Offer) is transacted through a recognized stock exchange and is chargeable to Securities Transaction Tax ("STT"), then as per the provisions of Section 112A the Income Tax Act, income tax @10% will be levied on LTCG on the sale or transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 12 (Twelve) months and have been subject to STT, upon acquisition and sale. If no STT is paid on acquisition, then mode of such acquisition should be exempted under the notification issued by the Central Government under Section 112A of the Income Tax Act in order to get benefit of taxation at 10% under Section 112A of the Income Tax Act. This tax of 10% (ten per cent) (exclusive of any surcharge and cess that would be applied) would be payable only if the LTCG exceeds Rs. 100,000/- in the financial year. In case of a resident individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such LTCG. Further, LTCG that arise on shares purchased prior to February 1, 2018 shall be grandfathered for the notional gains earned on such shares till January 31, 2018. For computing capital gains under the grandfathering regime, the cost of acquisition of the asset will be the higher of: (i) actual purchase price, or (ii) lower of (A) fair market value as on January 31, 2018, and (B) sale consideration for the shares.
- d. Where provisions of section 112A of the Income Tax Act are not applicable (for example where STT was not paid at the time of acquisition of the equity shares):
 - (i) LTCG will be chargeable to tax at rate of up to 20% (plus applicable surcharge and cess) in the case of a non-resident shareholder (other than a FPI/FII, or a NRI who is governed by the provisions of Chapter XII-A of the Income Tax Act).
 - (ii) In the case of FIIs/FPIs, LTCG would be taxable at 10% (plus applicable surcharge and cess).
 - (iii) For a NRI who is governed by the provisions of Chapter XII-A of the Income Tax Act, LTCG would be taxable at 10% (plus applicable surcharge and cess) under Section 115E of the Income Tax Act.
 - (iv) For a resident shareholder, an option is available to pay tax on such LTCG at either 20% (plus applicable surcharge and cess) with indexation or 10% (plus applicable surcharge and cess) without indexation.
- e. Further, any gain realized on the sale of listed equity shares held for a period of 12 (Twelve) months or less and which is subject to STT, shall be subject to short term capital gains tax at 15% (plus applicable surcharge and cess) and STT. Further, in case of a resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG.
- f. Taxability of capital gain arising to a non-resident in India from the sale of equity shares shall be determined basis the provisions of the Income Tax Act or the DTAA entered between India and the country of which the non-resident seller is resident, whichever is more beneficial, subject to satisfaction of certain prescribed conditions.

10. Shares held as stock-in trade:
- a. If the shares are held as stock-in-trade by any of the shareholders of the Target Company, then the gains would be characterized as business income and taxable under the heading "Profits and Gains of Business or Profession".
 - b. Rate of Surcharge and Cess: As per the current provisions of the Income Tax Act, in addition to the basic tax rate, surcharge (as applicable) and a health and education cess at the rate of 4% are leviable.
11. Tax Deduction at Source:
- a. Resident shareholders: In the absence of any specific provision under the Income Tax Act, the Acquirers are not required to deduct tax on the consideration payable to the Public Shareholders pursuant to tendering of the Equity Shares under the Open Offer.
 - b. Non-Resident Shareholders:
 - (i) In case of FPIs: Section 196D of the Income Tax Act provides for specific exemption from withholding tax in case of capital gains arising in hands of FPIs. Thus, no withholding of tax is required in case of consideration payable to FPIs.
 - (ii) In case of non-resident Public Shareholders (other than FPIs) holding Equity Shares of the Target Company: Section 195(1) of the Income Tax Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the Income Tax Act. In doing this, the Acquirers will be guided by generally followed practices and make use of data available in the records of the Registrar to the Offer except in cases where the non-resident Public Shareholders provide a specific mandate in this regard.
 - (iii) Under Section 195 of the Income Tax Act, tax is required to be deducted on payments made to non-residents, at the rates prescribed in Part-II of the First Schedule to the Finance Act, 2018. In terms of the said provisions, tax at applicable rates will be deducted from payment of LTCG to a non-resident taxpayer (other than a FPI). The capital gains will be required to be computed in accordance with the provisions of the Income Tax Act.

THE SUMMARY OF THE INCOME-TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE PUBLIC SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, PUBLIC SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE ACQUIRERS AND THE PACS DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS SUMMARY. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THIS SUMMARY OF INCOME-TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF EQUITY SHARES IN THE OPEN OFFER ON THE RECOGNISED STOCK EXCHANGE IN INDIA AS SET OUT ABOVE AND THE SAME SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

8 DOCUMENTS FOR INSPECTION

The following material documents will be available for inspection by the Public Shareholders of the Target Company at the office of the Manager to the Offer – JM Financial Limited, at its office at JM Financial Limited, Sood Towers (East Tower), 6th Floor, Barakhamba Road, Connaught Place, New Delhi – 110001 on any working day (except Saturdays and Sundays) between 10.30 am to 1.00 pm during the Tendering Period:

- 8.1 Copies of the memorandum and articles of association and certificate of incorporation of the Acquirers, PACs and the Target Company and the trust deed for the Trust;
- 8.2 Copy of SSA dated October 17, 2018;
- 8.3 Copy of SHA dated October 17, 2018;
- 8.4 Copies of consolidated unaudited limited reviewed financial information as at and for the six month period ended September 30, 2018 and annual reports for each of the three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 of RIL;
- 8.5 Copies of unaudited limited reviewed financial information as at and for the six month period ended September 30, 2018 and the annual report for the period ended March 31, 2018 of RCDL;
- 8.6 Copies of the consolidated unaudited limited reviewed financial information as at and for the six month period ended September 30, 2018 and the annual reports for each of the three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 of RIIHL;
- 8.7 Copies of the consolidated unaudited limited reviewed financial information as at and for the three month period ended June 30, 2018 and the annual reports for each of the three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 of the Target Company;
- 8.8 Copy of the certificate dated October 17, 2018, issued by Chaturvedi & Shah, Chartered Accountants (Mr. Vijay Napawaliya, Partner, Membership Number: 109859) certifying the adequacy of financial resources of the Acquirers and the PACs to fulfill the Open Offer obligations;
- 8.9 Copies of the valuation report and pricing certificate, both dated October 17, 2018 issued by MSKA & Associates (formerly known as MZSK & Associates), Chartered Accountants (Mr. Rajesh Thakkar, Partner, Membership Number: 103085);
- 8.10 Copy of Escrow Agreement dated October 19, 2018 entered into by and among the Acquirers, PAC 1, Escrow Agent and Manager to the Offer;
- 8.11 Copy of letter dated October 22, 2018 received from the Escrow Agent, confirming the receipt of the Fixed Deposit 1 for the escrow amount and creation of lien on the Fixed Deposit 1 in favour of the Manager to the Offer;
- 8.12 Copy of PA dated October 17, 2018, DPS published in the newspapers on October 25, 2018 and issue opening public announcement cum corrigendum;

- 8.13 A copy of the recommendation made by the committee of independent directors of the Target Company published in the newspapers;
- 8.14 Copy of SEBI Observation letter no. SEBI/HO/CFD/DCR1/OW/P/2019/05781/1, dated March 5, 2019; and
- 8.15 Copy of letter dated January 29, 2019 received from the Escrow Agent, confirming the receipt of the Fixed Deposit 2 for the escrow amount and creation of lien on the Fixed Deposit 2 in favour of the Manager to the Offer.

9 DECLARATION BY THE ACQUIRERS AND THE PACs

The Acquirers, PACs and their respective directors/trustees severally and jointly accept full responsibility for the information contained in this LOF (other than information pertaining to the Target Company which has been compiled from information published or publicly available sources or provided by the Target Company) and also for the obligations of the Acquirers and PACs as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereto. The Acquirers and PACs would be severally and jointly responsible for ensuring compliance with the concerned SEBI (SAST) Regulations.

EXECUTED by the Acquirers and the PACs acting through their duly authorised representatives

On behalf of the Acquirers and the PACs

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)
Reliance Industries Limited (PAC 1)
Digital Media Distribution Trust represented by its trustees, Reliance Media Transmission Private Limited, Shri Madhusudana Siva Prasad Panda and Shri Atul S. Dayal (PAC 2)
Reliance Content Distribution Limited (PAC 3)
Reliance Industrial Investments and Holdings Limited (PAC 4)

Place: Mumbai

Date: March 12, 2019

FORM OF ACCEPTANCE

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT- HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED

(Capitalized terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the letter of offer dated March 12, 2019 (“LOF”))

Acceptance of Equity Shares held in physical form tendered in the Open Offer shall be subject to applicable regulations permitting the transfer of securities held in physical form as on the date of acceptance of Equity Shares tendered in the Open Offer. Please refer to Paragraph 7(B) of the LOF for further details in this regard.

All Public Shareholders holding physical Equity Shares are mandatorily required to fill this form of acceptance-cum-acknowledgement (“Form”). Such Public Shareholders are required to submit this Form along with the TRS and other enclosures, directly or through their respective broker/Selling Broker to the Registrar to the Offer.

From	
Name:	
Address:	
Tel. No:	
Fax:	
Email:	

TENDERING PERIOD FOR OPEN OFFER	
OPEN OFFER OPENS ON	Friday, March 22, 2019
OPEN OFFER CLOSES ON	Thursday, April 04, 2019

To,

The Acquirers and the PACs

C/o Karvy Fintech Private Limited

Karvy Selenium Tower B

Plot No 31 & 32, Financial District

Nanakramguda, Serilingampally Mandal Hyderabad - 500 032, Telangana, India

Tel: +91 40 6716 2222

Email: murali.m@karvy.com

Dear Sirs,

Sub: Open Offer for acquisition of up to 21,06,000 fully paid-up equity shares of face value of Rs. 10 each (“**Equity Shares**”) of Hathway Bhawani Cabletel 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 (“**Open Offer**”).

I / We refer to the LOF dated March 12, 2019 for acquiring the Equity Shares held by me / us in the Target Company.

I / We, the undersigned, have read the PA, the DPS, LOF, and the issue opening public announcement cum corrigendum, and understood their contents, terms and conditions, and unconditionally accept the same.

I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

Details of Public Shareholder:

Name (in BLOCK LETTERS)	Holder	Name of the Public Shareholder(s)	Permanent account Number
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s) / demat account)	Sole/First		
	Second		
	Third		
Contact Number(s) of the First Holder	Tel No. (with STD Code): Fax No. (with STD Code):		Mobile Number:
Full Address of the First Holder (with pin code)			
Email address of First Holder			
Date and Place of incorporation (if applicable)			

FOR ALL EQUITY SHARES HELD IN PHYSICAL FORM

I/ We confirm that our residential status for the purposes of tax under the Income Tax Act is as below: (“✓” whichever is applicable)

<input type="checkbox"/> Resident	<input type="checkbox"/> Non-Resident, if yes please state country of tax residency: _____
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I / We, holding physical Equity Shares, accept this Open Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our Equity Shares as detailed below:

Sr. No	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		Number of Equity Shares
			From	To	
1.					
2.					
3.					

I / we confirm and acknowledge that acceptance of Offer Shares held in physical form tendered by me / us in the Open Offer shall be subject to applicable regulations permitting the transfer of securities held in physical form as on the date of acceptance of Equity Shares tendered in the Open Offer.

FOR ALL PUBLIC SHAREHOLDERS (DEMAT SHARES AND PHYSICAL SHARES)

I/ We confirm that the Offer Shares which are being tendered herewith by me / us under this Open Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.

I / We have obtained any and all necessary consents to tender the Offer Shares on the foregoing basis.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Offer Shares in this Open Offer and that I/we am/are legally entitled to tender the Offer Shares in this Open Offer.

I / We agree that the Acquirers and PACs will pay the consideration as per secondary market mechanism only after verification of the certificates, documents and signatures, as applicable submitted along with this Form of Acceptance. I / We undertake to return to the Acquirers and PACs any Open Offer consideration that may be wrongfully received by me / us.

I/We declare that regulatory approvals, if applicable, for holding the Offer Shares and/or for tendering the Offer Shares in this Open Offer are enclosed herewith.

I / We confirm that I / We are not persons acting in concert with the Acquirers or the PACs.

I / We give my/our consent to the Acquirers and the PACs to file any statutory documents on my/our behalf in relation to accepting the Offer Shares in this Open Offer.

I / We confirm that I / we are in compliance with the terms of the Open Offer set out in the PA, the DPS, and the LOF.

I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirers and the PACs to effectuate this Open Offer in accordance with the SEBI (SAST) Regulations.

I / We are / am not debarred from dealing in shares or securities.

I / We confirm that there are no taxes or other claims pending against me / us which may affect the legality of the transfer of Offer Shares under the Income Tax Act.

I / We note and understand that the Offer Shares/ original share certificate(s) and the transfer deed(s) will be held by the Registrar to the Offer/ Clearing Corporation in trust for me / us till the date the Acquirers and the PACs make payment of consideration as mentioned in the LOF or the date by which original share certificate(s), transfer deed(s) and other documents are dispatched to the Public Shareholders, as the case may be.

I / We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me / us , or as a result of income tax (including any consequent interest and penalty) on the capital gains arising from tendering of the Offer Shares, I / we will indemnify the Acquirers and PACs for such income tax demand (including interest, penalty, etc.) and provide the Acquirers and the PACs with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

I / We authorise the Acquirers and the PACs to accept the Offer Shares so offered or such lesser number of Offer Shares which the Acquirers and the PACs may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the LOF. I / we further authorize the Acquirers and the PACs to return to me / us, share certificate(s) in respect of which this Open Offer is not found valid / not accepted without specifying the reasons thereof. In case of Public Shareholders holding Equity Shares in physical form, I/we further agree to receive a single share certificate for the unaccepted Equity Shares in physical form.

FOR NRIs/ OCBs/ FIIs AND SUB-ACCOUNTS/ OTHER NON-RESIDENT SHAREHOLDERS

I/We, confirm that my/ our status as a shareholder is (“✓” whichever is applicable)

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FPI - Corporate	<input type="checkbox"/> FPI - Others	<input type="checkbox"/> FVCI
<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> Pension/ Provident Fund	<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Partnership/ Proprietorship Firm
<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs-repatriable	<input type="checkbox"/> NRIs/ PIOs - non repatriable	<input type="checkbox"/> OCB	<input type="checkbox"/> QFI
<input type="checkbox"/> Others – please Specify				

I/We, confirm that my/ our investment status is (please provide supporting documents and “✓” whichever is applicable)

- FDI Route
- PIS Route
- Any other - please specify _____

I/We, confirm that the Offer Shares tendered by me/ us are held on (“✓” whichever is applicable)

- Repatriable basis
- Non - repatriable basis

I/We, confirm that (“✓” whichever is applicable)

- No RBI or other regulatory approval was required by me for holding Offer Shares that have been tendered in this Open Offer and the Offer Shares are held under general permission of the RBI
- Copies of all approvals required by me for holding Offer Shares that have been tendered in this Open Offer are enclosed herewith
- Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

I/We, confirm that (“✓” whichever is applicable)

- No RBI or other regulatory approval is required by me for tendering the Offer Shares in this Open Offer
- Copies of all approvals required by me for tendering Offer Shares in this Open Offer are enclosed herewith.

Additional confirmations and enclosures for all Public Shareholders, as applicable

I / We, have enclosed the following documents (“✓” whichever is applicable):

- Self-attested copy of PAN card
- Self-declaration form in Form 15 G / Form 15 H, in duplicate copy
- Certificate from Income-tax Authorities for deduction of tax at lower or nil rate
- For Mutual funds / Banks / Notified Institutions under Section 194A(3)(iii) of the Income Tax Act, copy of relevant registration or notification
- ‘Valid Tax Residency Certificate’ issued by the income tax authority of a foreign country of which he / it claims to be a tax resident, in case the Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Public Shareholder claims to be resident and a duly filled in ‘Form 10F’ as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- SEBI registration certificate issued to Category I or Category II Alternative Investment Funds if such fund intends to claim exemption from TDS under Section 197A(1F) of the Income Tax Act.

BANK DETAILS

So as to avoid fraudulent encashment in transit, the Public Shareholder(s) holding physical shares should provide details of bank account of the first/sole shareholder.

Name of the Bank	
Branch address and PIN code	
Account Number	
IFSC Code	
MICR Code	
Type of account – Savings/Current/ Others: Please specify	

In case of Public Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depositories.

In case of interest payments, if any, by the Acquirers and the PACs for delay in payment of Offer consideration or a part thereof, the Acquirers and the PACs will deduct taxes at source at the applicable rates as per the Income Tax Act.

Yours faithfully,

Signed and Delivered	Full name	PAN	Signature
Sole/ First Holder			
Second Holder			
Third Public Holder			

Note: In case of joint holdings, all must sign. In case of body corporate, the common seal should be affixed and necessary board resolutions should be attached.

Place:

Date:

Acknowledgement Receipt – Hathway Bhawani Cabletel And Datacom Limited - Open Offer

Received from Mr./Ms./M/s _____

Form of Acceptance-cum-Acknowledgement for Hathway Bhawani Cabletel And Datacom Limited - Open Offer as per details below: *(Delete whichever is not applicable)*

Folio No. _____ No. of Equity Share certificates _____ for _____
Equity Shares

Copy of delivery instruction to depository participant of Client ID _____ for _____
Equity Shares

Date of Receipt:

Place of Receipt:

----- Tear Here -----

INSTRUCTIONS

PLEASE NOTE THAT **NO** OFFER SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRERS, THE PACs, THE TARGET COMPANY OR THE MANAGER TO THE OFFER

1. This Form must be legible and should be filled in English only.
2. All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.
3. In case of Offer Shares held in joint names, names should be filled in the same order in this Form and in the share transfer deed(s), as the order in which they hold the Offer Shares and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Open Offer.
4. If the Offer Shares are rejected for any reason, the Offer Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
5. All Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Offer Shares in respect of which the acceptance is being sent.
6. All documents/remittances sent by or to the Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.

7. The Public Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Open Offer shall approach Selling Broker and submit the following set of documents for verification procedure as mentioned below:
 - a. Original share certificate(s)
 - b. Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e. by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
 - c. Self-attested copy of the Public Shareholder's PAN Card (in case of joint holders, the PAN card copy of all transferors).
 - d. This Form –duly completed and signed in accordance with the instructions contained herein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.
 - e. A self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license.
 - f. Any other relevant document including (but not limited to) power of attorney, corporate authorization (including board resolution(s)/ specimen signature(s)), notarised copy/(ies) of death certificate(s) and succession certificate(s) or probated will(s), if the original shareholder is deceased, etc., as applicable. Public Shareholders holding physical shares should note that such Equity Shares will not be accepted unless the complete set of documents is submitted.
8. In case of unregistered owners of Equity Shares in physical form, the Public Shareholder should provide: an additional valid share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Public Shareholder(s) in the same order and duly

- witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures and witness details.
9. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to issue the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.
 10. In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company /its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgement of lodgement with, or receipt by, the Target Company /its transfer agents, of the share certificate(s) and the transfer deed(s).
 11. No indemnity regarding title is required from persons not registered as Public Shareholders.
 12. The Selling Broker(s) should place bids on the exchange platform with relevant details as mentioned on the physical share certificates. The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. The TRS will contain the details of order submitted including Folio No., Certificate No. Dist. Nos., number of Equity Shares, etc.
 13. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
 14. Procedure for tendering the Offer Shares in case of non-receipt of LOF:
Public Shareholders may participate in the Open Offer by confirming their consent to participate in this Open Offer on the terms and conditions of this Open Offer as set out in the PA, the DPS, LOF, and the issue opening public announcement cum corrigendum. They can participate by submitting an application on plain paper giving details regarding their shareholding and relevant documents mentioned in paragraph 7 above. Public Shareholders must ensure that the Form of Acceptance, along with the TRS and requisite documents (as mentioned in paragraph 7 above) should reach the Registrar to the Offer within 2 days of the close of Tendering Period. If the signature(s) of the Public Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Target Company or are not in the same order (although attested), such applications are liable to be rejected under this Open Offer.
Alternatively, such holders of Offer Shares may also apply on the form of acceptance in relation to this Open Offer, which may be obtained from the SEBI website (www.sebi.gov.in) or from Registrar to the Offer.
 15. The procedure for acceptance of shares, settlement process / payment of consideration and the note on taxation have been mentioned in the LOF under paragraph 7(A)(17), 7(A)(18) and 7(C) respectively.
 16. The LOF along with Form of Acceptance is being dispatched to all the Public Shareholders as on the Identified Date. In case of non-receipt of the LOF, such shareholders may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Offer Shares.
 17. Interest payment, if any: In case of interest payments by the Acquirers and the PACs for delay in payment of Offer consideration or a part thereof, the Acquirers and the PACs will deduct taxes at source at the applicable rates as per the Income Tax Act.

18. If non-resident Public Shareholders had required any approval from the RBI or any other regulatory body in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, to tender the Offer Shares held by them pursuant to this Open Offer. Further, non-resident Public Shareholders must obtain all approvals required, if any, to tender the Offer Shares in this Open Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the LOF, and provide such other consents, documents and confirmations as may be required to enable the Acquirer to purchase the Offer Shares so tendered. In the event any such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares tendered in this Open Offer. If the Offer Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Offer Shares are held under general permission and whether they are held on repatriable basis or non-repatriable basis.
19. If the resident and non-resident Public Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

For resident Public Shareholders:

- Self-attested copy of PAN card
- Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of consideration (certificate for deduction of tax at lower rate)
- Self-declaration in Form 15G / Form 15H (in duplicate), if applicable
- For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)

For non-resident Public Shareholders:

- Self-attested copy of PAN card
- Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirers and the PACs before remitting the amount of interest
- Tax Residency Certificate and a no 'permanent establishment' / business connection declaration

In an event of non-submission of NOC or certificate for deduction of tax at nil/lower rate, tax will be deducted at the maximum marginal rate as may be applicable to the relevant category, to which the Public Shareholder belongs, by the Acquirers and the PACs.

FOR DETAILED PROCEDURE IN RESPECT OF TENDERING OFFER SHARES IN THIS OPEN OFFER, PLEASE REFER TO THE LOF.

Form No. SH-4 - Securities Transfer Form

Acceptance of Equity Shares held in physical form tendered in the Open Offer shall be subject to applicable regulations permitting the transfer of securities held in physical form as on the date of acceptance of Equity Shares tendered in the Open Offer. Please refer to Paragraph 7(B) of the LOF for further details in this regard.

[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies
(Share Capital and Debentures) Rules 2014]

Date of execution: _____ / _____ / _____

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

L	6	5	9	1	0	M	H	1	9	8	4	P	L	C	0	3	4	5	1	4
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Name of the company (in full): HATHWAY BHAWANI CABLETEL AND DATACOM LIMITED

Name of the Stock Exchange where the company is listed, (if any): BSE Limited

DESCRIPTION OF SECURITIES

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up Per unit of security (3)	Amount paid up per unit of security (4)
Equity Share	Rs. 10/-	Rs. 10/-	Rs. 10/-

No. of Securities being Transferred			Consideration received (Rs.)			
In Figures	In words		In words		In Figures	
Distinctive Number	From					
	To					
Corresponding Certificate Nos.						

Transferor’s Particulars

Registered Folio Number

Name(s) in Full	Signature(s)
1. _____	_____
2. _____	_____
3. _____	_____

I hereby confirm that the transferor has signed before me.

Signature of the Witness : _____

Name of the Witness : _____

Address of the Witness : _____

Pin Code _____

Transferee's Particulars

Name in full (1)	Father's/Mother's /Spouse Name (2)	Address (3)
a) JIO CONTENT DISTRIBUTION HOLDINGS PRIVATE LIMITED / b) JIO INTERNET DISTRIBUTION HOLDINGS PRIVATE LIMITED / c) JIO CABLE AND BROADBAND HOLDINGS PRIVATE LIMITED	N.A	9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, India

Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business	N.A	

Folio No. of Transferee

Specimen Signature of Transferee(s)

Value of stamp affixed: Rs. _____

1. _____
2. _____
3. _____

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

STAMPS

For Office Use Only

Checked by _____

Signature Talled by _____

Entered in the Register of Transfer on _____

vide Transfer no _____

Approval Date _____

Power of attorney / Probate / Death Certificate / Letter of Administration

Registered on _____ **at** _____

No _____