

March 20, 2019

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

Dear Sirs,

Subject: Offer Opening Public Announcement and Corrigendum dated March 19, 2019 (the “Offer Opening Public Announcement and Corrigendum”) in relation to an open offer to the Public Shareholders (as defined in the Letter of Offer) 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 dated October 17, 2018 the detailed public statement dated October 25, 2018, the Draft Letter of Offer dated November 01, 2018 and the LOF dated March 12, 2019

In accordance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto, we are pleased to enclose a copy of the Offer Opening Public Announcement and Corrigendum published today.

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.

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ADVERTISEMENT UNDER REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS") AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT WITH RESPECT TO THE OPEN OFFER TO THE PUBLIC SHAREHOLDERS OF

HATHWAY BHAWANI CABLETEL AND DATA COM LIMITED

Registered Office: 805/806, Windsor, 8th Floor, Off CST Road, Kalina, Santacruz (East), Mumbai- 400 098, India; Tel. No.: +91 22 6774 2500; Fax No.: +91 22 6774 2400
CIN: L65910MH1984PLC034514; Website: www.hathwaybhawani.com

Open Offer for acquisition of up to 21,06,000 fully paid-up equity shares of face value of Rs. 10 each ("Equity Shares") representing 26.00% of the Voting Share Capital (as defined below) from the Public Shareholders (as defined below) of Hathway Bhawani Cabletel and Datacom Limited ("Target Company") by Jio Content Distribution Holdings Private Limited ("Acquirer 1"), Jio Internet Distribution Holdings Private Limited ("Acquirer 2") and Jio Cable and Broadband Holdings Private Limited ("Acquirer 3") (hereinafter Acquirer 1, Acquirer 2 and Acquirer 3 are collectively referred to as the "Acquirers") together with Reliance Industries Limited ("PAC 1"), Digital Media Distribution Trust ("PAC 2"), Reliance Content Distribution Limited ("PAC 3") and Reliance Industrial Investments and Holdings Limited ("PAC 4") (hereinafter PAC 1, PAC 2, PAC 3 and PAC 4 are collectively referred to as the "PACs"), in their capacity as the persons acting in concert with the Acquirers ("Offer" or "Open Offer").

This advertisement and corrigendum is being issued by JM Financial Limited (the "Manager to the Offer"), for and on behalf of the Acquirers and PACs, pursuant to and in accordance with Regulation 18(7) of the SEBI (SAST) Regulations in respect of the Open Offer (the "Offer Opening Public Announcement and Corrigendum"). This Offer Opening Public Announcement and Corrigendum should be read in continuation of, and in conjunction with, the Public Announcement dated October 17, 2018 ("PA"), Detailed Public Statement published on October 25, 2018 ("DPS") and the Letter of Offer dated March 12, 2019 ("LOF"). The DPS with respect to the Open Offer was published in Financial Express - English (all editions), Jansatta - Hindi (all editions), Loksatta - Marathi (all editions) and Indian Express - English (all editions).

"Public Shareholders" shall mean 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.

"Voting Share Capital" shall mean the total voting equity share capital of the Target Company as on the date of the LOF.

Capitalised terms used but not defined in this Offer Opening Public Announcement and Corrigendum shall have the meaning assigned to such terms in the LOF.

1. **Offer Price:** The Offer Price is Rs. 2.46 per Offer Share. There has been no revision in the Offer Price. For further details relating to the Offer Price please refer to Part 5 - "Offer Price and Financial Arrangements" - 5.1 Justification of Offer Price" beginning on page 44 of the LOF.
2. **Recommendations of the Committee of Independent Directors of the Target Company:** The Committee on the Open Offer of the Target Company ("COO") published its recommendation on the Open Offer on March 17, 2019 in the same newspapers where the DPS was published. The gist of the recommendations of the COO is given below:

Members of the Committee of Independent Directors (<i>Please indicate the chairperson of the Committee separately</i>)	1. Mr. Dilip Worah – Chairman 2. Mr. L. K. Kannan
Recommendation on the Open Offer, as to whether the offer is fair and reasonable	The COO Members are of the opinion that the open offer price is fair and reasonable and is in accordance with SEBI SAST Regulations. However the shareholders should independently evaluate the offer and take an informed decision.
Summary of reasons for the recommendations (<i>COO may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder</i>)	1. COO has perused the Letter of Offer ("LO"), the Detailed Public Statement ("DPS"), the Public Announcement ("PA") and other documents as released by JM Financial Limited (as the Manager to the Offer) on behalf of the Acquirers and the PACs. 2. Deloitte Haskins & Sells, has been engaged by the COO to independently evaluate if the offer price is in accordance with the SEBI SAST Regulations. Under their report dated March 15, 2019, they have commented that the open offer price is in compliance with Regulation 8(3) and 8(4) of the SEBI SAST Regulations. 3. Based on the above, the COO is of the opinion that the Offer price of Rs. 2.46 (Rupees Two and Forty-six paise only) per Equity Share is in accordance with the guidelines prescribed by the SEBI SAST Regulations.
Details of Independent Advisors, if any	Deloitte Haskins & Sells

3. Other Details of the Open Offer

- 3.1 The Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. Further, there was no competing offer to this Open Offer.
- 3.2 Dispatch of the LOF dated March 12, 2019, along with the Form of Acceptance and Form SH-4 (for Public Shareholders holding Equity Shares in physical form) to the Public Shareholders of the Target Company as on the Identified Date (being March 07, 2019) has been completed (through electronic mode or physical mode) by March 14, 2019, in accordance with Regulation 18(2) and as described in paragraph 7(A)(16)(c) of the LOF. 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.
- 3.3 Please note that a copy of the LOF (which includes detailed instructions in relation to the procedure for acceptance and settlement of the Open Offer in Part 7 - "Procedure for Acceptance and Settlement of the Open Offer" as well as the Form of Acceptance and Form SH-4 (for Public Shareholders holding Equity Shares in physical form)) would also be available on SEBI's website (<https://www.sebi.gov.in>) from which the Public Shareholders can download/print a copy in order to tender their Equity Shares in the Open Offer. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper in writing signed by all shareholder(s) during the Tendering Period, i.e., from March 22, 2019 to April 04, 2019, along with the following details:
 - a. **In case of Equity Shares held in physical form:** Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through the relevant Selling Broker by providing name, address, number of Equity Shares held, number of Equity Shares tendered and other relevant documents as mentioned in paragraph 7(B)(3) of the LOF along with Form SH-4. **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.**
 - b. **In case of Equity Shares held in dematerialised form:** Public Shareholders who desire to tender their Equity Shares in dematerialised form in the Open Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender in the Open Offer in accordance with the procedure as mentioned in paragraph 7(A) of the LOF.Public Shareholders have to ensure that their order is entered in the electronic platform, by the Selling Broker, to be made available by BSE before the closure of the Tendering Period.

4. Material Updates (Included in the LOF)

In accordance with Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer dated November 1, 2018 ("DLOF") was submitted to SEBI on November 1, 2018. SEBI pursuant to its letter no. SEBI/HO/CFD/DCR1/Ow/P/2019/05781/1 dated March 05, 2019, issued its comments on the DLOF. These comments have been suitably incorporated in the LOF.

Public Shareholders are requested to note the following key changes to the DPS and DLOF as included in the LOF in relation to the Open Offer:

- 4.1 As disclosed on the cover page and paragraph 6(C)(1) on page 49 of the LOF, to the best of the knowledge of the Acquirers and the PACs, as on the date of the 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 HCIL from the Stock Exchanges for listing of equity shares to be issued pursuant to Preferential Issue from the BSE on October 31, 2018 and the National Stock Exchange of India Limited on November 9, 2018.Suitable changes in relation to the above have been made to the DLOF (including the cover page, risk factors and paragraph 6(C)(1) on page 48 of the DLOF), and DPS including paragraph 1 under Part VI - "Statutory and Other Approvals".
- 4.2 Furthermore, the shareholders of HCIL 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 HCIL Offer and the Open Offer. Further, on February 26, 2019, pursuant to the HCIL Offer, the Acquirers acquired 36,48,91,215 equity shares of HCIL representing 20.61% of the HCIL Expanded Voting Share Capital. Suitable disclosure in this regard has been made in paragraphs 2.1.2 and 2.1.3 on pages 10 and 11 of the LOF. Paragraphs 2.1.2 and 2.1.3 on pages 11 and 12 of the DLOF and paragraphs 10.1 and 10.2 under Part I - "Acquirers, PACs, Target Company, Seller and Open Offer" of the DPS stand accordingly amended.
- 4.3 In addition, the conditions precedent for the Acquirers to subscribe to the Subscription Shares as described in paragraph 2.1.4(b) starting on page 11 of the LOF have been fulfilled, and the SHA has come into force and taken effect on January 30, 2019. The same has been disclosed in paragraph 2.1.4(b) on page 11 and paragraph 2.1.5(a) on page 12 of the LOF, respectively. Furthermore, the risks relating to the underlying transaction on page 3 of the DLOF stand deleted and paragraphs A and B under Part II - "Background to the Open Offer" of the DPS stand accordingly amended.
- 4.4 Paragraphs 5.2.2 and 5.2.3 on page 47 of the LOF regarding the escrow arrangement have been clarified in relation to the creation of an irrevocable lien on additional fixed deposits of PAC 1 in accordance with Regulation 22(2) of the SEBI (SAST) Regulations, as follows:

"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."

- 4.5 Paragraph 3.8, beginning on page 40 of the LOF, regarding the 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 trustees of Digital Media Distribution Trust under the SEBI Act and the regulations made thereunder, has been included, as below:

"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 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 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 enquiry 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(I) 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."

- 4.6 In paragraph 4.4 on page 41 of the LOF, it has been clarified that the Equity Shares of the Target Company were listed on the BSE on June 21, 1985. The second sentence of Paragraph 4.4 on page 40 of the DLOF stands accordingly amended.
- 4.7 In paragraph 4.16 on page 44 of the LOF, it has been clarified that SEBI may take appropriate action in respect of alleged non-compliance with disclosure requirements under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and/or the SEBI (SAST) Regulations by certain members of the promoter and promoter group of the Target Company and the same has been disclosed as follows:

"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"

- 4.8 Paragraphs 7(A)(16)(c) and (d) on page 53 of the LOF regarding the procedure for tendering the shares in case of non-receipt of LOF have been clarified and read as follows:

(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."

Paragraph 7(A)(16)(c) on page 52 of the DLOF stands replaced with the above.

- 4.9 As per the press release dated December 3, 2018 issued by SEBI, with effect from April 1, 2019, transfer of securities shall be made only in dematerialised form. The Procedure for Tendering Equity Shares held in Physical Form has been separately included in paragraph 7(B) starting on page 54 of the LOF, as below (**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**):

"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 dematerialized 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 to 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."

Corresponding changes have been made in paragraph 6(B) on page 48 of the LOF. Paragraph 6(B) on page 48 of the DLOF and paragraph 7(B) starting on page 53 of the DLOF stands revised to include the relevant procedure set out above. Furthermore, paragraph 8 under Part VIII - "Procedure for Tendering of Equity Shares in case of Non-Receipt of Letter of Offer" of the DPS stands replaced with the above.

4.10 Other key updates carried out in the LOF include the following:

- a. It has been clarified in paragraphs 3.1.2, 3.2.2, 3.3.2, 3.4.3, 3.5.2, 3.6.3 and 3.7.3 on pages 14, 15, 17, 18, 30, 31 and 34, respectively, of the LOF that the promoters and directors of Reliance Media Transmission Private Limited (one of the trustees of the Trust) are Shri Raja Kolum Ramachandran and Shri Lakshmi Vallabhdas Merchant.
- b. 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 and details of the shareholding pattern of RIL in paragraph 3.4.4 on page 18 and paragraph 3.4.8 on page 25 of the LOF have been updated as of December 31, 2018. Furthermore, brief information of the market prices of RIL equity shares on the Stock Exchanges and the confirmation of compliance with corporate governance norms in paragraphs 3.4.9 and 3.4.10, respectively on page 26, of the LOF have been updated.
- c. It has been clarified in paragraph 3.4.7 on page 25 of the LOF that other than as contemplated under the Underlying Transaction and as stated in paragraph 3.4.7 of the LOF, neither RIL nor its directors or key managerial personnel have any relationship with or interest in the Target Company.
- d. In paragraph 3.6.5 on page 31 of the LOF, the names, details of experience and date of appointment of the directors on the board of directors of RCDL has been updated to reflect the resignation of Shri Raja Kolum Ramachandran and the appointment of Smt. Savitri Parekh.
- e. In paragraph 3.7.1 on page 33 of the LOF, the CIN and the address of registered office of RIHL has been updated.
- f. The Pre and Post Offer Shareholding Pattern of the Target Company and related information has been updated as on March 07, 2019 in paragraph 4.14 on page 43 of the LOF.
- g. Pursuant to an order of the Hyderabad bench of the National Company Law Tribunal, the operations of the existing Registrar to the Offer (Karvy Computershare Private Limited) have been transferred to Karvy Fintech Private Limited, with effect from November 17, 2018. Accordingly, the name and details of "Karvy Computershare Private Limited" as the Registrar to the Offer are changed to "Karvy Fintech Private Limited" in the cover page, Definitions and paragraph 7(A)(16)(c) on pages 9 and 53 of the LOF.
- h. In paragraph 8 on page 59 of the LOF, the office address of JM Financial Limited has been changed to Sood Towers (East Tower), 6th Floor, Barakhamba Road, Connaught Place, New Delhi - 110001 for inspection of material documents by the Public Shareholders of the Target Company.

Save and except the above, there have been no material changes in relation to the Open Offer since the date of the PA.

5. Status of Statutory and Other Approvals

As of the date of the LOF, 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 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 HCIL from the Stock Exchanges for listing of equity shares to be issued pursuant to Preferential Issue from the BSE on October 31, 2018 and National Stock Exchange of India Limited on November 9, 2018.

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 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. Public Shareholders classified as OCBs, if any, may tender their 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. Revised Schedule of Activities

The schedule of major activities on page 2 of the DLOF (see also Part VII - "Tentative Schedule of Activities" of the DPS) and reference to corresponding dates, stand amended and the revised schedule of major activities pertaining to the Open Offer as mentioned in the LOF is set forth below:

No.	Activity	Schedule disclosed in 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.

@ Recommendation of the Committee of Independent Directors was published on March 17, 2019 in the same newspapers where the DPS was published.

The Acquirers, the PACs and their respective directors/trustees accept full responsibility for the information contained in this Offer Opening Public Announcement and Corrigendum (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 shall be jointly and severally responsible for the fulfillment of obligations under the SEBI (SAST) Regulations in respect of the Open Offer.

A copy of this Offer Opening Public Announcement and Corrigendum will be available on the SEBI website at <https://www.sebi.gov.in>

Issued on behalf of Acquirers and the PACs by the Manager to the Offer
JM Financial Limited 7th Floor, Chergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India. Tel: +91 22 6630 3030, Fax: +91 22 6630 3300 Email: bhawani.openoffer@jmf.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: U67200TG2017PTCI17649

Place: Mumbai Date: March 19, 2019