

Date: October 17, 2018

To, BSE Limited The Corporate Relationship Department, P J Towers, Dalal Street, Mumbai - 400 001 BSE Security Code: 533162	To, National Stock Exchange of India Limited Listing Department "Exchange Plaza" Bandra Kurla Complex Bandra (E), Mumbai - 400 051 NSE Trading Symbol: HATHWAY
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Dear Sir/Madam,

**Subject: Intimation under Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Further to our intimation dated 13<sup>th</sup> October, 2018 and pursuant to Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III, we wish to inform you that at the meeting of the Board of Directors of the Company held today i.e. 17<sup>th</sup> October, 2018, the Board of Directors of the Company have approved:

- a) Subject to the shareholders' and other necessary approvals (including applicable governmental and regulatory approvals) and compliance with applicable law and regulations, raising of funds up to Rs. 2940,00,03,500 (Rupees Two Thousand Nine Hundred and Forty Crores Three Thousand and Five Hundred only) by way of creating, offering, issuing and allotting, in one or more tranches (**Proposed Preferential Allotment**) 90,88,10,000 equity shares of face value Rs. 2 (Rupees Two) each of the Company at an issue price of Rs. 32.35 per equity share on preferential basis as per details given below:

Sr. No.	Name of the Investors	Number of Shares to be issued
1.	Jio Content Distribution Holdings Private Limited	53,46,98,609
2.	Jio Internet Distribution Holdings Private Limited	21,42,96,755
3.	Jio Cable and Broadband Holdings Private Limited	15,98,14,636
	<b>Total</b>	<b>90,88,10,000</b>

In connection with the Proposed Preferential Allotment, the Board has also approved and the parties have executed a share subscription agreement (**SSA**) and shareholders' agreement (**SHA**) among (i) the Company, (ii) Mr. Akshay Rajan Raheja, Mr. Viren Rajan Raheja, Hathway Investments Private Limited, Spur Cable and Datacom Private Limited ("**Existing Promoters**") and (iii) Jio Content Distribution Holdings Private Limited, Jio Internet Distribution Holdings Private Limited and Jio Cable and Broadband Holdings Private Limited ("**Investors**"). The execution of the SSA shall attract an obligation on the Investors to make an open offer to the shareholders of the Company under applicable provisions of the SEBI (Substantial Acquisition and Takeovers) Regulation, 2011.

The details required to be disclosed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI circular dated 9 September 2015, are enclosed as Annexure A.

## **Hathway Cable and Datacom Limited**

805/806, "Windsor", Off C.S.T. Road, Kalina, Santacruz (E), Mumbai - 400 098. Tel : + 91 022 67742500 Fax : + 91 022 67742400

Regd. Off.: "**Rahejas**", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.

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CIN No. L64204MH1959PLC011421



- b) Subject to approval of the shareholders, increase in the authorised share capital of the Company from Rs. 200 crores to Rs. 400 crores and consequent alteration in Clause V of the Memorandum of Association of the Company.
- c) Convening an extra-ordinary general meeting of the shareholders of the Company on November 14, 2018 along with the draft notice convening the meeting to be issued to the shareholders for seeking their approval for:
- increasing the authorised share capital of the Company from Rs. 200 crores to Rs. 400 crores and consequential alteration to Clause 'V' of the Memorandum of Association of the Company; and
  - the Proposed Preferential Allotment.

We would like to inform you that the said Meeting commenced at 5:30 p.m. and concluded at 6:30 p.m.

Kindly take the aforesaid on record.

Thanking you,

Yours' truly,  
For Hathway Cable and Datacom Limited



Ajay Singh  
Head Corporate Legal, Company Secretary and Chief Compliance Officer  
FCS No: 5189

### Annexure A

Details which a listed entity needs to disclose for the events that are deemed to be material as specified in Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated September 9, 2015.

Sr. No.	Particulars	Details
1	Name(s) of parties with whom the agreement is entered	(a)The Company, (b) Mr. Akshay Rajan Raheja, Mr. Viren Rajan Raheja, Hathway Investments Private Limited, Spur Cable and Datacom Private Limited (" <b>Existing Promoters</b> ") and (c) Jio Content Distribution Holdings Private Limited, Jio Internet Distribution Holdings Private Limited and Jio Cable and Broadband Holdings Private Limited (" <b>Investors</b> ")
2	Purpose of entering into the agreement	<p>The SSA records the terms of raising funds through Preferential Allotment to the Investors. Pursuant to the execution of the SSA and the Preferential Allotment, the Investors will acquire 51.34% voting rights and sole control of the Company. Consequently, the Investors will have the right to appoint majority of the directors on the board of directors of the Company (<b>Board</b>). Upon completion of the proposed Preferential Allotment, Investors will be classified as promoters of the Company along with the existing promoters.</p> <p>The SHA records rights of the existing promoter to appoint directors till they hold certain prescribed % shareholding in the Company and the inter-se arrangement for any intended shares transfer by the existing promoter.</p>
3	Shareholding, if any, in the entity with whom the agreement is executed	Nil
4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>Pursuant to the execution of the SSA and the Preferential Allotment, the Investors will acquire 51.34% voting rights and sole control of the Company. Consequently, the Investors will have the right to appoint majority of the directors on the Board. Upon completion of the proposed Preferential Allotment, Investors will be classified as promoters of the Company along with the existing promoters.</p> <p>The SHA records rights of the existing promoter to appoint directors till they hold certain prescribed % shareholding in the Company and the inter-se arrangement for any intended share transfer by the existing promoter.</p> <p>The Investor and the existing promoters are not 'persons acting in concert' as prescribed under applicable law, and the execution of the SHA is not intended to create a</p>



		<p>relationship between the Investor and the existing promoters that may be construed to deem them to be 'persons acting in concert' under applicable law.</p> <p>The SHA will come into effect upon completion of issue and allotment of the shares to the Investors in accordance with the provisions of the SSA.</p>
5	<p><b>Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship</b></p>	<p>Mr. Akshay Rajan Raheja, Mr. Viren Rajan Raheja, Hathway Investments Private Limited and Spur Cable and Datacom Private Limited are part of the existing promoter and promoter group of the Company. The Investors are not connected with the promoter/promoter group/ group companies in any manner.</p>
6	<p><b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"</b></p>	<p>No</p>
7	<p><b>In case of issuance of shares to the parties, details of issue price, class of shares issued;</b></p>	<p>Issue of 90,88,10,000 equity shares of face value Rs. 2 each at an issue price of Rs. 32.35 per equity share (including premium of Rs. 30.35 per equity share) to the Investors.</p>
8	<p><b>Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.</b></p>	<p>Nil</p>

