

POST OFFER ADVERTISEMENT UNDER REGULATION 18(12) IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (“SEBI (SAST) REGULATIONS”)

Open Offer for acquisition of up to 2,88,40,891 fully paid-up equity shares of face value of Rs. 10 each (“Equity Shares”) representing 25.64% of the Voting Share Capital from the Public Shareholders of GTPL Hathway Limited (“Target Company”) by Jio Content Distribution Holdings Private Limited (“Acquirer 1”), Jio Internet Distribution Holdings Private Limited (“Acquirer 2”) and Jio Cable and Broadband Holdings Private Limited (“Acquirer 3”) (hereinafter Acquirer 1, Acquirer 2 and Acquirer 3 are collectively referred to as the “Acquirers”) together with Reliance Industries Limited (“PAC 1”), Digital Media Distribution Trust (“PAC 2”), Reliance Content Distribution Limited (“PAC 3”) and Reliance Industrial Investments and Holdings Limited (“PAC 4”) (hereinafter PAC 1, PAC 2, PAC 3 and PAC 4 are collectively referred to as the “PACs”), in their capacity as the persons acting in concert with the Acquirers (“Offer” or “Open Offer”).

This post offer advertisement is being issued by JM Financial Limited (the “**Manager to the Offer**”), on behalf of the Acquirers and PACs, in connection with the Open Offer in compliance with Regulation 18(12) of the SEBI (SAST) Regulations (the “**Post Offer Advertisement**”).

This Post Offer Advertisement is to be read in continuation of, and in conjunction with (a) the public announcement dated October 17, 2018 (“**PA**”); (b) the detailed public statement dated October 25, 2018 which was published in Financial Express – English (all editions), Jansatta - Hindi (all editions), Loksatta – Marathi (all editions), Indian Express – English (all editions) and Divya Bhaskar – Gujarati (all editions) (“**DPS**”); (c) the letter of offer dated January 30, 2019 (“**LOF**”); and (d) the offer opening public announcement and corrigendum to the DPS dated February 06, 2019 (“**Offer Opening Public Announcement and Corrigendum**”). The Post Offer Advertisement is being issued in all the newspapers in which the DPS was published.

Capitalised terms used but not defined in this Post Offer Advertisement shall have the meaning assigned to such terms in the LOF.

1. Name of the Target Company : GTPL Hathway Limited
2. Name of the Acquirers and PACs : Acquirers:
Jio Content Distribution Holdings Private Limited
Jio Internet Distribution Holdings Private Limited
Jio Cable and Broadband Holdings Private Limited
PACs:
Reliance Industries Limited
Digital Media Distribution Trust
Reliance Content Distribution Limited
Reliance Industrial Investments and Holdings Limited
3. Name of the Manager to the Offer : JM Financial Limited
4. Name of the Registrar to the Offer : Karvy Fintech Private Limited
5. Offer Details:
 - a. Date of Opening of the Offer : Friday, February 08, 2019
 - b. Date of Closure of Offer : Friday, February 22, 2019
6. Date of Payment of Consideration : Tuesday, March 05, 2019
7. Details of Acquisition

Sr. No.	Particulars	Proposed in the Offer Document	Actuals
7.1	Offer Price	Rs. 82.65 per equity share	Rs. 82.65 per equity share
7.2	Aggregate number of shares tendered	2,88,40,891	50,37,834
7.3	Aggregate number of shares accepted	2,88,40,891	50,37,834
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	Rs. 238.37 crore	Rs. 41.64 crore
7.5	Shareholding of the Acquirers before Agreements/ Public Announcement (No. & %)	Nil	Nil
7.6	Shares Acquired by way of Agreements • Number • % of Voting Share Capital	Pursuant to the Underlying Transaction, the Acquirers have acquired sole control of HCDL, which in terms of Regulation 5 of the SEBI (SAST) Regulations is considered as an indirect acquisition of 4,19,72,694 Equity Shares (constituting 37.32% of the Voting Share Capital) held by HCDL in the Target Company.	Pursuant to the Underlying Transaction, the Acquirers have acquired sole control of HCDL, which in terms of Regulation 5 of the SEBI (SAST) Regulations is considered as an indirect acquisition of 4,19,72,694 Equity Shares (constituting 37.32% of the Voting Share Capital) held by HCDL in the Target Company.
7.7	Shares Acquired by way of Open Offer • Number • % of Voting Share Capital	2,88,40,891 ¹ 25.64% ¹	Acquirer 1: 50,37,834 (4.48%) Acquirer 2: Nil (0.00%) Acquirer 3: Nil (0.00%)
7.8	Shares Acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	Nil	Nil
7.9	Post offer shareholding of Acquirers • Number • % of Voting Share Capital	Acquirer 1: 1,69,68,546 (15.09%) ^{1,2} Acquirer 2: 68,00,662 (6.05%) ^{1,2} Acquirer 3: 50,71,683 (4.51%) ^{1,2}	Acquirer 1: 50,37,834 (4.48%) ² Acquirer 2: Nil (0.00%) ² Acquirer 3: Nil (0.00%) ²
7.10	Pre & Post offer shareholding of the Public • Number • % of Voting Share Capital	Pre-Offer ³	Post-Offer
		2,88,40,891 (25.64%)	Nil (0.00%)
			Pre-Offer ³
			Post-Offer
			2,88,40,891 (25.64%)
			2,38,03,057 (21.17%)

Note:

1. Calculated assuming full acceptance in the Open Offer.
2. As mentioned in paragraph 7.6, the Acquirers have also acquired control over HCDL which holds 4,19,72,694 Equity Shares constituting 37.32% of the Voting Share Capital of the Target Company.
3. Calculated basis the equity share capital of the Target Company as on January 25, 2019 as disclosed in the LOF.
8. The Acquirers along with its Directors and PACs severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under the SEBI (SAST) Regulations.
9. A copy of this Post Offer Advertisement will be available on the websites of SEBI (www.sebi.gov.in), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com), and the registered office of the Target Company.

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



JM Financial Limited

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