

This is an abridged prospectus containing salient features of the Red Herring Prospectus dated June 9, 2017 (the “RHP” or the “Red Herring Prospectus”). You are encouraged to read greater details available in the RHP.

THE DOCUMENT CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF THE ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, this abridged prospectus and the General Information Document (“GID”) for investing in public issues undertaken through the Book Building Process before applying in the Offer (as defined below). You may obtain a physical copy of the Bid cum Application Form and the RHP from Stock Exchanges (as defined below), Members of the Syndicate, Registered Brokers, Collecting Depository Participants (“CDPs”), Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Underwriters, Bankers to the Issue, Investors’ Associations or Self Certified Syndicate Banks (“SCSBs”). You may also download the RHP from the websites of Securities and Exchange Board of India (“SEBI”) and the Book Running Lead Managers (“BRLMs”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) i.e. www.sebi.gov.in, www.jmfl.com, www.bnpparibas.co.in, www.motilaloswalgroup.com, www.yesinvest.in, www.bseindia.com and www.nseindia.com respectively. Unless otherwise specified all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP. Investors are advised to retain a copy of the RHP/Abridged Prospectus for their future reference.



Digital Cable TV | Broadband

GTPL HATHWAY LIMITED

Registered Office: 202, Sahajanand Shopping Center Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad 380004 Gujarat, India; **Tel:** +91 79 30280340/41; **Fax:** +91 79 25626477

Corporate Office: “GTPL HOUSE”, Shree One Building, Opposite Armieda, Sindhu Bhavan Road, Near Pakwan Cross Road, Bodakdev, Ahmedabad 380059, Gujarat, India

Tel: +91 7961400000; **Fax:** +917961400007; **Contact Person:** Mr. Tarun Kumar, Company Secretary and Compliance Officer; **Tel:** +91 79 6140 0002; **Fax:** +917961400007

Email: complianceofficer@gtpl.net; **Website:** www.gtpl.net; **Corporate Identity Number:** U64204GJ2006PLC048908

PROMOTERS OF OUR COMPANY

MR. ANIRUDDHASINHJI JADEJA, MR. KANAKSINH RANA, GUJARAT DIGI COM PRIVATE LIMITED AND HATHWAY CABLE AND DATACOM LIMITED

OFFER DETAILS, LISTING AND PROCEDURE

INITIAL PUBLIC OFFERING OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF GTPL HATHWAY LIMITED (OUR “COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (“OFFER PRICE”) AGGREGATING UP TO ₹ [•] MILLION (“OFFER”) COMPRISING A FRESH ISSUE OF UP TO [•] EQUITY SHARES AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) AGGREGATING UP TO ₹ 2,400 MILLION (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 14,400,000 EQUITY SHARES AT A PRICE OF ₹ [•] PER EQUITY SHARE COMPRISING OF UP TO 1,136,000 EQUITY SHARES BY MR. ANIRUDDHASINHJI JADEJA, OUR PROMOTER, UP TO 440,000 EQUITY SHARES BY MR. KANAKSINH RANA, OUR PROMOTER, UP TO 5,480,000 EQUITY SHARES BY GUJARAT DIGI COM PRIVATE LIMITED, OUR PROMOTER, UP TO 7,200,000 EQUITY SHARES BY HATHWAY CABLE AND DATACOM LIMITED, OUR PROMOTER AND UP TO 144,000 EQUITY SHARES BY MR. AMIT SHAH, A SELLING SHAREHOLDER (COLLECTIVELY THE “SELLING SHAREHOLDERS”) AGGREGATING UP TO ₹ [•] MILLION (“OFFER FOR SALE”). THE OFFER SHALL CONSTITUTE [•] % OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (“BRLMs”), AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, ALL EDITIONS OF JANSATTA AND AHMEDABAD EDITION OF FINANCIAL EXPRESS (WHICH ARE WIDELY CIRCULATED ENGLISH, HINDI AND GUJARATI NEWSPAPERS, GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (“BSE”) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”, AND TOGETHER WITH BSE, THE “STOCK EXCHANGES”) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

Details about the Basis for Offer Price will be available on the websites of the BSE and the NSE.

PROCEDURE:

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the GID from the BRLMs or download it from the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, and the websites of the BRLMs at www.jmfl.com, www.bnpparibas.co.in, www.motilaloswalgroup.com and www.yesinvest.in.

ELIGIBILITY FOR THE OFFER – Regulation 26(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“SEBI ICDR Regulations”)

Whether the Company is compulsorily required to allot at least 75% of the net offer to Qualified Institutional Buyers – No

INDICATIVE TIMELINE

BID/OFFER OPENING DATE*	Wednesday, June 21, 2017	INITIATION OF REFUNDS FOR ANCHOR INVESTORS/UNBLOCKING OF FUNDS	On or about Friday, June 30, 2017
BID/OFFER CLOSING DATE	Friday, June 23, 2017	CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS	Monday, July 3, 2017
FINALISATION OF BASIS OF ALLOTMENT	On or about Thursday, June 29, 2017	COMMENCEMENT OF TRADING	Tuesday, July 4, 2017

*Our Company and Selling Shareholders in consultation with the BRLMs may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date i.e. June 20, 2017.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and this Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 17 of the RHP and ‘Internal Risk Factors’ on page 7 of this Abridged Prospectus.

PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BRLMS

Sr. No.	Issue Name	Name of Merchant Banker	+/- % change in closing price, +/- % change in closing benchmark-		
			30 th calendar days from listing	90 th calendar days from listing	180 th calendar days from listing
1.	S Chand And Company Limited	JM Financial	NA	NA	NA
2.	Avenue Supermarts Limited	JM Financial and Motilal Oswal	+145.08% [-0.20%]	NA	NA
3.	PNB Housing Finance Limited	JM Financial	+11.70% [-4.16%]	+21.28% [+2.87%]	+70.50% [+9.28%]
4.	ICICI Prudential Life Insurance Company Limited	JM Financial	-7.60% [+0.54%]	-11.54% [-6.50%]	+12.31% [+5.28%]
5.	L&T Technology Services Limited	JM Financial	-0.85% [-1.57%]	-8.54% [-8.72%]	-9.55% [+3.28%]
6.	Dilip Buildcon Limited	JM Financial	+5.11% [+3.20%]	+1.53% [-0.57%]	+22.12% [+2.43%]
7.	Parag Milk Foods Limited	JM Financial and Motilal Oswal	+17.07% [+4.97%]	+48.67% [+11.04%]	+38.93% [+6.59%]
8.	Thyrocare Technologies Limited	JM Financial	+36.85% [+5.09%]	+23.48% [+10.39%]	+39.09% [+7.22%]
9.	S H Kelkar and Company Limited	JM Financial	+21.69% [-1.35%]	+20.78% [-10.58%]	+24.97% [+0.11%]
10.	PSP Projects Limited	Motilal Oswal	NA	NA	NA
11.	BSE Limited	Motilal Oswal	+10.51% [+1.79%]	+24.21% [+7.08%]	NA
12.	S.P. Apparels Limited	Motilal Oswal	+27.33% [+2.24%]	+17.09% [-0.54%]	+51.94% [+1.11%]
13.	Pennar Engineered Building Systems Limited	Motilal Oswal	-5.93% [+5.16%]	-11.26% [-1.11%]	-16.71% [-3.89%]
14.	Power Mech Projects Limited	Motilal Oswal	-9.36% [+ 0.98%]	-4.63% [+0.74%]	-10.65% [- 7.15%]
15.	Varun Beverages Limited	Yes Securities	-7.72% - change in closing price; -5.17% - change in closing benchmark	NA	NA
16.	Qess Corp Limited	Yes Securities	+73.60% - change in closing price; +0.64% - change in closing benchmark	+94.59% - change in closing price; +2.20% - change in closing benchmark	NA

Source: www.nseindia.com

Notes: 1. Disclosure with respect to issues (Initial Public Offerings) in current financial year and two preceding financial years.
2. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.

For further details, please refer to “Price information of past issues handled by the BRLMs” on page 784 of the RHP.

BOOK RUNNING LEAD MANAGERS

JM Financial Institutional Securities Limited Tel: +91 22 6630 3030 Email: gtpl.ipo@jmfl.com Investor grievance email: grievance.ibd@jmfl.com	BNP Paribas Tel: +91 22 3370 4000 Email: dl.ipo.gtpl@asia.bnpparibas.com Investor grievance email: indiainvestors.care@asia.bnpparibas.com
Motilal Oswal Investment Advisors Limited Tel: +91 22 3980 4200 Email: gtpl.ipo@motilaloswal.com Investor grievance email: moiaplredressal@motilaloswal.com	Yes Securities (India) Limited Tel: +91 22 3347 9688 Email: gtpl.ipo@yessecuritiesltd.in Investor grievance email: igc@yessecuritiesltd.in

Name of Syndicate Members: Sharekhan Limited, JM Financial Services Limited and Motilal Oswal Securities Limited

Registrar to the Offer: Link Intime India Private Limited, **Tel.:** +91 22 4918 6200, **Email:** gtpl.ipo@linkintime.co.in, **Investor Grievance E-mail:** gtpl.ipo@linkintime.co.in

Statutory Auditor to our Company: J. B. Shah & Co., Chartered Accountants

Self Certified Syndicate Banks: The list of banks is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/> Recognised-Intermediaries and updated from time to time.

Non Syndicate Registered Brokers: You can submit the Bid cum Application Forms in the Offer to non syndicate Registered Brokers at the Broker Centres. For further details, see “Offer Procedure” beginning on page 800 of the RHP.

Details regarding website address(es)/link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable: The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, the list of the CDPs eligible, as applicable, to accept ASBA Forms at the Designated CDP Locations and Registered Brokers including details such as name and contact details, are provided on the websites of Stock Exchanges at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6> and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=7 as updated from time to time. For further details, see section titled “Offer Procedure” beginning on page 800 of the RHP.

PROMOTERS OF OUR COMPANY

Mr. Aniruddhasinhji Jadeja, aged 45 years, is a Promoter and the Managing Director of our Company.

Mr. Kanaksinh Rana, aged 48 years, is the business head (local content and production) of our Company and has been associated with our Company since inception. He is responsible for local content and production of our Company.

Gujarat Digi Com Private Limited (“Gujarat Digi”) was incorporated under the Companies Act, 1956 on October 12, 2007 as a private limited company originally under the name GTPL Holdings Private Limited. Subsequently on June 26, 2008, the name of Gujarat Digi was changed to Gujarat Digi Com Private Limited.

Hathway Cable and Datacom Limited (“Hathway”) was incorporated on August 7, 1959 under the Companies Act, 1956 as Chics Display Services Private Limited, a private limited company. Pursuant to the fresh certificate of incorporation dated February 16, 1999 the name was changed to Hathway Cable & Datacom Private Limited. Subsequent to the conversion of Hathway from a private limited company to a public limited company the name of Hathway was changed to Hathway Cable and Datacom Limited on September 7, 2009.

Names of top 5 largest Group Companies: 1) Hathway Bhawani Cabletel & Datacom Limited; 2) Hathway Sukhamrit Cable & Datacom Private Limited; 3) Hathway Digital Private Limited (formerly Hathway Datacom Central Private Limited); 4) Hathway Sonali Om Crystal Cable Private Limited; 5) Hathway MCN Private Limited

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

Our Strengths: Our key competitive strengths are: 1) One of the leading regional MSOs with significant market share in Gujarat and Kolkata. 2) High quality infrastructure network. 3) Balanced local and regional content offering to attract and retain subscribers. 4) Strong traction on digitization. 5) Successful track record of identifying, acquiring and integrating MSOs, ISOs and LCOs and 6) Experienced Promoters and management team with proven execution track record backed by Hathway, one of India’s leading MSOs

Our Strategies: 1) Grow subscriber base in our existing markets and enter into new geographies. 2) Increase primary subscriber base. 3) Increase our focus on high quality digital offerings and the provision of regional content. 4) Increase our broadband offering and subscriber base. 5) Deployment of advanced technology.

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current / past position held in other firms
1	Mr. Rajan Gupta	Chairman and Non-Executive Director	He is currently the Managing Director of Hathway. In the past, he was associated with Hindustan Coca- Cola Beverages Private Limited.
2	Mr. Aniruddhasinhji Jadeja	Managing Director	He is associated with our Company since inception. He is responsible for managing affairs of our Company. He is associated with Sabarmati Network Private Limited. He has over 18 years of experience in the cable industry.
3	Mr. Amit Shah	Whole - time Director	He has over 10 years of experience in the cable industry.
4	Mr. Ajay Singh	Non-Executive Director	He is currently the head legal, company secretary and chief compliance officer of Hathway. In the past he has worked with Real Networks (India) Private Limited, Sunworld Developers Private Limited and PACL India Limited in various positions.
5	Mr. Bharat Chovatia	Independent Director	He is a practising chartered accountant with an experience of over 30 years.
6	Ms. Parulben Oza	Independent Director	She is currently associated with CRMO Pharmatech Private Limited and CRMO GMP Support Private Limited.
7	Mr. Falgun Shah	Independent Director	He is the promoter of Assetrak Solution Private Limited. In the past, he was a partner in M/s Khandhar Mehta & Shah, a chartered accountancy firm.
8	Mr. Kunal Chandra	Independent Director	Currently, he is a partner at Trilegal. He has over 10 years of experience in practising law.

OBJECTS OF THE OFFER

Our Company proposes to utilise the funds which are being raised through the Fresh Issue, approximately ₹ 2,400.00 million, after deducting the Offer related expenses to the extent payable by our Company (“Net Proceeds”) towards funding the following objects:

1. Repayment/pre-payment, in full or part, of certain borrowings; and
2. General corporate purposes.

Schedule of Implementation and Deployment of Net Proceeds

The Net Proceeds are to be deployed in accordance with the schedule set forth below:

(In ₹ million)

Particulars	Amount proposed to be financed from Net Proceeds	Estimated Utilisation of Net Proceeds	
		Fiscal 2018	Fiscal 2019
Repayment/pre-payment, in full or part, of certain borrowings	2,289.38	2,277.29	12.09
General corporate purposes*	●	●	●
Total	●	●	●

*To be finalised upon determination of Offer Price. This amount shall not exceed 25% of the Gross Proceeds of the Fresh Issue.

For further details, see "Objects of the Offer" on page 115 of the RHP.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years: - NA

Terms of Issuance of Convertible Security, if any : N.A.

Name of Monitoring Agency: Yes Bank Limited

Shareholding Pattern

Sr. No.	Particulars	Pre-Issue Number of Shares	% Holding of Pre-Issue
1	Promoter & Promoter Group	97,310,088	98.95
2	Public	1,035,300	1.05
	Total	98,345,388	100.00

Number of Equity Shares proposed to be sold by Selling Shareholders:

Sr No.	Name of the Selling Shareholder	Number of Equity Shares offered
1	Mr. Aniruddhasinhji Jadeja	Up to 1,136,000
2	Mr. Kanaksinh Rana	Up to 440,000
3	Gujarat Digi Com Private Limited	Up to 5,480,000
4	Hathway Cable And Datacom Limited	Up to 7,200,000
5	Mr. Amit Shah	Up to 144,000
	Total	Up to 14,400,000

RESTATED AUDITED FINANCIALS

Ind (AS) Restated Standalone Financial Statements

(₹ in Million)

	For the nine months ended December 31, 2016	For the year ended March 31,		
		2016	2015	2014
Total income from operations (net) ⁽¹⁾	4,496.46	4,942.60	4,346.00	3,836.31
Net Profit / (Loss) before tax and extraordinary items ⁽²⁾	306.42	151.14	188.43	-30.95
Net Profit / (Loss) after tax and extraordinary items ⁽³⁾	208.26	118.69	137.75	-27.63
Equity Share Capital	983.45	983.45	20.00	20.00
Reserves and Surplus	2,810.64	2,609.34	2,823.70	2,696.67
Net worth	3,794.09	3,592.79	2,843.70	2,716.67
Basic earnings per share (₹)	2.11*	1.41	1.67	-0.38
Diluted earnings per share (₹)	2.11*	1.41	1.67	-0.38
Return on net worth (%)	5.46%	3.35%	4.81%	-1.00%
Net asset value per share (₹)	38.58	36.53	34.68	33.13

Ind (AS) Restated Consolidated Financial Statements

(₹ in Million)

	For the nine months ended December 31, 2016	For the year ended March 31,		
		2016	2015	2014
Total income from operations (net) ⁽¹⁾	6,634.61	7,462.03	6,272.01	5,288.09
Net Profit / (Loss) before tax and extraordinary items ⁽²⁾	254.74	148.13	255.95	-42.50
Net Profit / (Loss) after tax and extraordinary items ⁽³⁾	163.01	45.98	154.85	-84.62
Equity Share Capital	983.45	983.45	20.00	20.00
Reserves and Surplus	3,159.52	3,012.25	3,215.72	3,068.67
Net worth	4,142.97	3,995.70	3,235.72	3,088.67
Basic earnings per share (₹)	2.16*	0.73	1.51	-0.76
Diluted earnings per share (₹)	2.16*	0.73	1.51	-0.76
Return on net worth (%)	5.72%	1.79%	4.41%	-2.05%
Net asset value per share (₹)	37.80	35.64	34.31	32.97

* not annualised

Notes:

1. Total Income refers to sum of Revenue from Operations and Other Income.
2. Net Profit / (Loss) before tax and extraordinary items refers to Profit Before Tax
3. Net Profit / (Loss) after tax and extraordinary items refers to Restated Profit / (Loss) for the year (after tax)

Additional Information under Indian GAAP Restated Standalone financial information

(₹ in Million)

	For the nine months ended December 31, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Total income from operations (net)	4,696.10	6,527.25	4,733.29	4,462.34	3,429.90	2,824.85
Net Profit / (Loss) before tax and extraordinary items	517.48	1,132.91	267.22	420.18	478.51	397.67
Net Profit / (Loss) after tax and extraordinary items	344.97	703.36	172.93	267.75	313.66	277.15
Equity Share Capital	983.45	983.45	20.00	20.00	16.93	14.85
Reserves and Surplus	4,018.11	3,673.14	3,310.25	3,147.03	2,498.60	1,927.02
Net worth	5,001.56	4,656.59	3,330.25	3,167.03	2,515.53	1,941.87
Basic earnings per share (₹)	3.51*	8.24	2.11	3.69	5.28	4.78
Diluted earnings per share (₹)	3.51*	8.24	2.11	3.69	5.28	4.78
Return on net worth (%)	6.90%	15.10%	5.19%	8.45%	12.47%	14.27%
Net asset value per share (₹)	50.86	47.35	40.61	38.62	36.24	31.89

Additional Information under Indian GAAP Restated Consolidated Financial Statements

(₹ in Million)

	For the nine months ended December 31, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Total income from operations (net)	7,007.54	8,521.02	6,321.95	5,793.04	4,552.57	3,593.31
Net Profit / (Loss) before tax and extraordinary items	701.07	1,214.86	330.76	463.47	604.78	449.67
Net Profit / (Loss) after tax and extraordinary items	452.62	729.63	203.27	246.17	417.67	319.27
Equity Share Capital	983.45	983.45	20.00	20.00	16.93	14.85
Reserves and Surplus	4,092.36	3,660.76	3,310.82	3,158.68	2,537.82	1,897.25
Net worth	5,075.81	4,644.21	3,330.82	3,178.68	2,554.75	1,912.10
Basic earnings per share (₹)	4.39*	8.09	2.04	3.31	6.44	5.21
Diluted earnings per share (₹)	4.39*	8.09	2.04	3.31	6.44	5.21
Return on net worth (%)	8.50%	14.87%	5.02%	7.56%	14.98%	15.80%
Net asset value per share (₹)	51.61	47.22	40.62	38.76	36.81	31.41

* not annualised

INTERNAL RISK FACTORS

Below mentioned risks are the top 10 risk factors as per the RHP:

- 1) There are various proceedings involving our Company, Directors, Subsidiaries, Promoters and Group Companies, which if determined against them, may adversely affect our business.
- 2) We are required to obtain certain approvals, licenses, registrations and permissions for operating our business, and the failure to obtain them in a timely manner, or at all, could adversely affect our business, results of operations and financial condition.
- 3) TRAI may soon auction all available spectrum of frequencies in the wireless 700 MHz band for use in the telecommunication sector. Telecommunication companies to which such spectrum is allocated will carry out wireless transmission in those frequencies, which may lead to interference of signals in the coaxial pockets of our networks and limit our transmission to the spectrum of up to the 700 MHz frequency or require us to adopt technological systems to stop such interference. This may adversely affect our business, results of operation and financial condition.
- 4) We may be unable to keep pace with changes in technology and existing and future technological developments may allow new competitors and alternative competitive platforms to emerge.
- 5) We may be unsuccessful in implementing new value-added services for our digital cable service subscribers.
- 6) Our holding company, Hathway, is engaged in business activities which compete with our business.
- 7) The Telecommunication (Broadcasting and Cable) Services (Eight) (Addressable Systems) Tariff Order, 2017 (the "Tariff Order") was notified by TRAI on March 3, 2017. The new tariff regime introduced by the Tariff Order may have a significant impact on future ARPU's, pay TV economics, our pricing model, operational flexibility and results of operations.
- 8) Our business model is capital intensive and we may not be able to arrange adequate funds for future capital expansion.
- 9) The cable television distribution industry is highly competitive, which affects our ability to attract and retain subscribers.
- 10) The success of our broadband services may be slowed or halted by competition from wireless internet or fixed broadband offerings in India.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company:

Criminal Proceedings	Civil Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Aggregate amount involved (in ₹ million)*
8	10	12	1	1,864.05

* To the extent quantified.

B. Brief details of the top 5 material litigations against the Company:

S. No.	Particulars	Litigation filed by	Current status	Amount involved (in ₹ million)*
1.	Shemaroo Entertainment Limited (“ Shemaroo ”) filed a civil suit (commercial suit no. 47 of 2016) against our Company and all the directors of our Company at the time including Mr. Aniruddhasinhji Jadeja, Mr. Kanaksinh Rana, Mr. Amit Shah and Mr. Ajay Singh, before the High Court of Bombay (“ Court ”) (“ Suit ”). Shemaroo averred that our Company had unlawfully broadcasted certain programmes of Shemaroo and prayed that our Company be, among others, restrained from in any manner distributing, exhibiting or otherwise exploiting the films and programmes of Shemaroo and directed to make payment to Shemaroo of Rs. 17.75 million together with interest at the rate of 18% per annum from the date of the filing of the suit till the date of full payment.	Shemaroo Entertainment Limited	The proceedings are ongoing before the High Court of Bombay	17.75
2.	The Department of Telecommunication, Government of India (“ DoT ”) issued a notice (reference no. CCA/GUJ/ISP-IT/L.F.Assess/GTP/2009-10/8) dated September 4, 2015 (“ Notice ”) to our Company, claiming an outstanding amount of Rs. 1,349.34 million (“ Impugned Amount ”) from our Company, based on the provisional assessment of the license fees/due interest on delayed/short/non-payment of license fees, penalty and interest on penalty. The Impugned Amount was determined by the DoT after adding certain items from the profit and loss account of our Company to the adjusted gross revenue, which it alleged that our Company wrongfully did not include in our assessment of adjusted gross revenue.	The DoT	The demand raised under the Notice are not to be enforced pending the disposal of the proceedings initiated before the Supreme Court in Civil Appeal No. 5882 of 2015	1,349.34
3.	Taj Television India Private Limited (“ Applicant ”) filed an application (miscellaneous application no. 98 of 2017 in petition no. 154(C) of 2015) before the TDSAT against All Digital and our Company. The Applicant averred among others, that All Digital Network India Limited (“ All Digital ”) and our Company had in non-compliance with orders of TDSAT failed to make payment of Rs. 100.15 million to the Applicant. The Applicant requested the TDSAT to, among others, pass orders directing All Digital and our Company to make payment of Rs. 100.15 million to the Applicant, along with interest at 24%, imposing exemplary fine on both All Digital and our Company and cancelling/revoking the DAS license of All Digital and our Company and initiating perjury proceedings against All Digital and our Company in accordance with section 195(1)(b) read with section 340 of the Code of Criminal Procedure.	Taj Television India Private Limited	The proceedings are ongoing before the TDSAT	100.15
4.	Media Pro Enterprise India Private Limited (“ Complainant ”) filed a petition (petition no. 582(C) of 2016) against our Company, GTPL V&S Cable Private Limited and GTPL Kolkata Cable & Broad Band Pariseva Limited (collectively the “ Respondents ”) before the TDSAT. The Complainant averred that with respect to certain specified analogue based areas in the states of Maharashtra, Goa, Rajasthan, Bihar, Gujarat, Jharkhand, Assam and West Bengal, the Respondents had defaulted on payment of their respective subscription dues. The Complainant prayed that the TDSAT pass an order in favour of the Complainant for an amount of Rs. 70 million against the Respondents towards the subscription fees payable with respect to the specified analogue based areas together with interest at the rate of 18% per annum and <i>pendent lite</i> interest.	Media Pro Enterprise India Private Limited	The proceedings are ongoing before the TDSAT	70.00
5.	Media Pro Enterprise India Private Limited (“ Complainant ”) filed a petition (petition No. 581(C) of 2016) under section 14 and section 14A of the TRAI Act against our Company and GTPL Kolkata Cable & Broad Band Pariseva Limited (collectively the “ Respondents ”) before the TDSAT. The Complainant averred that with respect certain DAS notified areas in the states of Jharkhand, Gujarat, Maharashtra, West Bengal, Madhya Pradesh and Bihar, the Respondents had defaulted on payment of their respective subscription dues. The Complainant prayed that the TDSAT pass an order in favour of the Complainant for an amount of Rs. 21.83 million against the Respondents towards the subscription fees payable with respect to the specified DAS notified areas together with interest at the rate of 18% per annum and <i>pendent lite</i> interest.	Media Pro Enterprises Private Limited	The proceedings are ongoing before the TDSAT	21.83

* To the extent quantified.

For further details of any of the above litigation proceedings, please see “*Outstanding Litigation and Material Developments*” at page 733 of the RHP.

- C. No regulatory or disciplinary action has been taken by SEBI or the Stock Exchanges against our Promoters/Group Companies in the last five financial years.
- D. Brief details of outstanding criminal proceedings against the Promoters of the Company:
- There are certain criminal proceedings initiated against certain Promoters of the Company, namely Mr. Aniruddhasinhji Jadeja, Mr. Kanaksinh Rana and Hathway Cable and Datacom Limited. For details of such criminal proceedings, please refer to pages 742, 744 and 747 respectively of the RHP. Most criminal cases have been filed by broadcasters averring that our Company or Hathway Cable and Datacom Limited were transmitting the signals of such broadcasters without authorization.

ANY OTHER IMPORTANT INFORMATION AS PER BRLMs / ISSUER : NIL**DECLARATION BY THE COMPANY**

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRR, the SCRA, the SEBI Act or rules or regulations made or guidelines issued thereunder, as the case may be. We further certify that all disclosures made in the Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDERS

Each of the Selling Shareholder, hereby certifies that all statements and undertakings made by him in the Red Herring Prospectus specifically in relation to himself as a Selling Shareholder and the Equity Shares offered by him in the Offer for Sale, are true and correct. Mr. Aniruddhasinhji Jadeja, as a Selling Shareholder, assumes no responsibility for any other statement, including any and all of the statements made by, or relating to, the Company or its business, in the Red Herring Prospectus.

THIS PAGE IS INTENTIONALLY KEPT BLANK