

GTPL Hathway Limited

CIN : L64204GJ2006PLC048908

Registered Office : 202, 2nd Floor, Sahajanand Shopping Centre,
Opp. Swaminarayan Temple, Shahibaug, Ahmedabad-380004, Gujarat.
Phone : 079-25626470 Fax : 079-61400007



Ref. No.: GTPL/SE/2020

September 4, 2020

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051

Scrip Code: 540602

Trading Symbol: GTPL

Dear Sir/Madam,

Sub. Outcome of Board Meeting - Composite Scheme of Arrangement.

In accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), we would like to inform you that the Board of Directors of GTPL Hathway Limited ("GTPL" or "Company") at its meeting held on September 3, 2020, on the recommendation of the Audit Committee, has approved the Composite Scheme of Arrangement (involving merger/demerger) between the Company and its wholly-owned subsidiary companies, GTPL Deesha Cable Net Private Limited ("GTPL Deesha"), GTPL TV Tiger Private Limited ("GTPL TV Tiger"), GTPL Meghana Distributors Private Limited ("GTPL Meghana"), SCOD18 Networking Private Limited ("SCOD18"), GTPL Anjali Cable Network Private Limited ("GTPL Anjali"), GTPL Video Vision Private Limited ("GTPL Video Vision"), GTPL Vidarbha Tele Link Private Limited ("GTPL Vidarbha"), GTPL Surat Telelink Private Limited ("GTPL Surat"), GTPL Blue Bell Network Private Limited ("GTPL Blue Bell"), GTPL City Channel Private Limited ("GTPL City Channel") and GTPL Shivshakti Network Private Limited ("GTPL Shivshakti") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The scheme *inter alia* provides for demerger of the Digital Cable TV business undertakings of GTPL Deesha, GTPL TV Tiger, GTPL Meghana, SCOD18, GTPL Anjali, GTPL Video Vision, GTPL Vidarbha, GTPL Surat and GTPL Blue Bell into the Company, on a going concern basis and capital reduction of GTPL Anjali, GTPL Vidarbha, GTPL Deesha, GTPL TV Tiger and SCOD18 as a result of transfer of demerged undertakings as an integral part of the Scheme and amalgamation of GTPL City Channel and GTPL Shivshakti with the Company, on a going concern basis.

Pursuant to para 6 of Regulation 37 of the Listing Regulations and SEBI Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018, read with Circular No. CFD/DIL3/CJR/2017/21 dated March 10, 2017 ("SEBI Circulars"), above Scheme is required to be filed with the stock exchanges for the purposes of disclosures only; however, no specific approval for the Scheme would be required from the stock exchanges since this Scheme



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provides demerger of Digital Cable TV Business Undertakings of wholly-owned subsidiary companies of the Company and for amalgamation of wholly-owned subsidiary of the Companies with the Company.

In this respect, disclosure as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed at Annexure A.

You are requested to take the same on your records.

Thanking you

Yours faithfully,
For GTPL Hathway Limited

Hardik Sanghvi
Company Secretary & Compliance Officer
FCS No.: 7247



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Annexure A

Details pursuant to Reg. 30 of the SEBI Listing Regulations read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015:

1. Name of the entity(ies) forming part of the amalgamation/merger/demerger, details in brief such as, size, turnover etc.
 - i. GTPL Hathway Limited ("GTPL")
 - ii. GTPL Deesha Cable Net Private Limited ("GTPL Deesha")
 - iii. GTPL TV Tiger Private Limited, ("GTPL TV Tiger")
 - iv. GTPL Meghana Distributors Private Limited ("GTPL Meghana")
 - v. SCOD18 Networking Private Limited ("SCOD18")
 - vi. GTPL Anjali Cable Network Private Limited ("GTPL Anjali")
 - vii. GTPL Video Vision Private Limited ("GTPL Video Vision")
 - viii. GTPL Vidarbha Tele Link Private Limited ("GTPL Vidarbha")
 - ix. GTPL Surat Telelink Private Limited ("GTPL Surat")
 - x. GTPL Blue Bell Network Private Limited ("GTPL Blue Bell")
 - xi. GTPL City Channel Private Limited ("GTPL City Channel")
 - xii. GTPL Shivshakti Network Private Limited ("GTPL Shivshakti")

The scheme envisages:

- The demerger of the Digital Cable TV business undertakings of GTPL Deesha, GTPL TV Tiger, GTPL Meghana, SCOD18, GTPL Anjali, GTPL Video Vision, GTPL Vidarbha, GTPL Surat and GTPL Blue Bell (the demerged companies) into the resulting company (GTPL), on a going concern basis.
- Amalgamation and vesting of business undertaking of GTPL City Channel and GTPL Shivshakti (transferor companies) to the Transferee Company (GTPL).

The paid-up share capital, net worth, and turnover the companies which are parties to the Scheme are as follows:

(Amount in Rs. million)			
Company	Paid-up Capital*	Turnover*	Networth*
GTPL	1124.63	18219.54	6978.24
GTPL Deesha	80.10	101.01	5.81
GTPL TV Tiger	80.10	30.57	(25.60)
GTPL Meghana	0.10	61.39	(63.25)
SCOD18	16.42	325.92	(535.81)
GTPL Anjali	0.20	3.06	9.39
GTPL Video Vision	0.10	5.88	9.55
GTPL Vidarbha	0.21	1.90	(33.33)
GTPL Surat	0.10	1.91	(3.79)
GTPL Blue Bell	0.10	1.98	(14.22)



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GTPL City Channel	0.10	-	(0.00)^
GTPL Shivshakti	0.10	-	0.03

*The aforesaid information is as on March 31, 2020 on a standalone basis.

^ Negligible

2. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"

GTPL Deesha, GTPL TV Tiger, GTPL Meghana, SCOD18, GTPL Anjali, GTPL Video Vision, GTPL Vidarbha, GTPL Surat and GTPL Blue Bell, GTPL City Channel and GTPL Shivshakti are related parties of GTPL Hathway Limited being wholly-owned subsidiaries of GTPL. The transaction is being done at arm's length.

3. Area of business of entities:

- GTPL is one of the India's largest multi system operator engaged in cable TV and provides high-speed broadband services through its subsidiaries.
- GTPL Deesha, GTPL TV Tiger, GTPL Meghana, SCOD18, GTPL Anjali, GTPL Video Vision, GTPL Vidarbha, GTPL Surat, GTPL Blue Bell, GTPL City Channel and GTPL Shivshakti have been set up primarily to engage in the business of television channels through digital cable distribution network and allied services.

4. Brief details of the Division to be demerged and Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year:

The digital cable TV business undertakings of the wholly-owned subsidiaries of GTPL viz. GTPL Deesha, GTPL TV Tiger, GTPL Meghana, SCOD18, GTPL Anjali, GTPL Video Vision, GTPL Vidarbha, GTPL Surat and GTPL Blue Bell are being demerged into GTPL.

The demerged companies are wholly-owned subsidiary companies and not divisions of the listed entity.

5. Rationale for amalgamation/ merger/demerger:

(i) The present arrangement would result in the following benefits for the abovementioned companies:

- Consolidation of Cable TV Distribution Business undertaken by GTPL and its wholly owned subsidiaries into a single entity.
- It will help the Resulting Company to have focus management and a leadership attention for the cable TV distribution.
- It will enable the shareholders of GTPL to make direct participation in the business of its wholly owned subsidiary.
- Elimination of inter-company transactions to simplify the shareholding and reduce administrative costs.



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- Streamlining the operating structure.
- Greater efficiencies in operations with optimum utilization of resources, increased cost saving are expected to flow from focused operational efforts, rationalization, standardization and simplification of business process and optimum utilization of resources.

(ii) The Scheme is in the best interests of the shareholders, employees and the creditors of all the Companies;

(iii) The Scheme does not have any adverse effect on either the shareholders, the employees or the creditors of any of the companies. The Boards of Directors of the companies believe that the Scheme would ensure benefit to all the stakeholders and will enhance the value for all shareholders / promoters.

6. In case of cash consideration - amount or otherwise share exchange ratio.

No Consideration - as the entire issued, subscribed and paid-up share capital of the subsidiaries in the scheme is held by GTPL, no shares shall be issued by GTPL pursuant to the scheme.

Investments in demerged companies held by GTPL shall stand cancelled to the extent required.

7. Brief details of change in shareholding pattern (if any):

There shall be no change in the shareholding pattern of GTPL.

Category	Shareholding (Existing)	Shareholding (Post execution of Scheme)
Promoter and Promoter Group	75.00%	75.00%
Public	25.00%	25.00%

8. Whether listing would be sought for the Resulting Company:

Under the scheme, the said demerger / amalgamation is with GTPL which is already listed on BSE Limited and National Stock Exchange of India Limited.

