

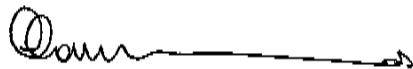
FORMAT FOR DISCLOSURES UNDER REGULATION 29 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Zee Media Corporation Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	ARM Infra & Utilities Limited		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition/disposal under consideration, holding of :</u>			
a) Shares carrying voting rights	Nil	0.00%	0.00%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	N.A.	N.A.	N.A.
c) Voting rights (VR) otherwise than by equity shares	N.A.	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A.	N.A.	N.A.
Total (a+b+c)	-	0.00%	0.00%
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired	12,23,63,636	33.79%	N.A.
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	N.A.	N.A.	N.A.
c) VRs acquired otherwise than by equity shares	N.A.	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	N.A.	N.A.	N.A.
Total (a+b+c)	12,23,63,636	33.79%	N.A.
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	12,23,63,636	33.79%	N.A.
b) VRs otherwise than by equity shares	N.A.	N.A.	N.A.
c) Warrants/convertible securities/any other	N.A.	N.A.	N.A.



instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
Total (a+b+c)	12,23,63,636	33.79%	N.A.
6. Mode of acquisition/ <u>sale</u> (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off Market – pursuant to effectiveness of the Scheme of Amalgamation of Essel Publishers Private Limited with Zee Media Corporation Limited and their respective shareholders and creditors approved by the Hon'ble Bombay High Court vide its Order dated May 2, 2014		
7. Date of acquisition / <u>sale</u> of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	June 19, 2014		
8. Equity share capital / total voting capital of the TC before the said acquisition/ <u>sale</u>	No. of shares: 23,97,63,956 shares Amount: Rs. 23,97,63,956/-		
9. Equity share capital/ total voting capital of the TC after the said acquisition/ <u>sale</u>	No. of shares: 36,21,45,773 shares Amount: Rs. 36,21,45,773/-		
10. Total diluted share/voting capital of the TC after the said acquisition/ <u>sale</u>	No. of shares: 36,21,45,773 shares Amount: Rs. 36,21,45,773/-		

For ARM Infra & Utilities Limited



Director/Authorised Signatory

Place: Mumbai

Date: June 23, 2014

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

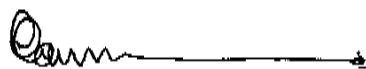


Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Zee Media Corporation Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	ARM Infra & Utilities Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/disposal under consideration, holding of :			
a) Shares carrying voting rights	N.A.	N.A.	N.A.
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	N.A.	N.A.	N.A.
c) Voting rights (VR) otherwise than by equity shares	N.A.	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A.	N.A.	N.A.
e) Total (a+b+c+d)	-	0	N.A.
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	12,23,63,636	33.79%	N.A.
b) VRs acquired /sold otherwise than by shares	N.A.	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	N.A.	N.A.	N.A.
d) Shares encumbered / invoked/released by the acquirer.	N.A.	N.A.	N.A.
e) Total (a+b+c+/-d)	12,23,63,636	33.79%	N.A.



After the acquisition/sale, holding of:			
a) Shares carrying voting rights	12,23,63,636	33.79%	N.A.
b) Shares encumbered with the acquirer	N.A.	N.A.	N.A.
c) VRs otherwise than by equity shares	N.A.	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	N.A.	N.A.	N.A.
e) Total (a+b+c+d)	12,23,63,636	33.79%	N.A.
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off Market – pursuant to effectiveness of the Scheme of Amalgamation of Essel Publishers Private Limited with Zee Media Corporation Limited and their respective shareholders and creditors approved by the Hon'ble Bombay High Court vide its Order dated May 2, 2014		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	June 19, 2014		
Equity share capital / total voting capital of the TC before the said acquisition/sale	No. of shares: 23,97,63,956 shares Amount: Rs. 23,97,63,956/-		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	No. of shares: 36,21,45,773 shares Amount: Rs. 36,21,45,773/-		
Total diluted share/voting capital of the TC after the said acquisition/sale	No. of shares: 36,21,45,773 shares Amount: Rs. 36,21,45,773/-		

For ARM Infra & Utilities Limited

Director/Authorised Signatory**Place: Mumbai****Date: June 23, 2014****Note:**

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

