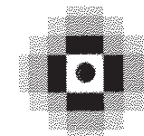


October 01, 2015

To,

General Manager,
Department of Corporate Services,
14th Floor, Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001



ITCL

IL&FS Trust Company Limited

DISCLOSURE UNDER REGULATION 29(2) 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 | IL&FS Trust Company Ltd (In our capacity as Debenture Trustee) IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 | | |
| 3. Whether the acquirer belongs to Promoter/Promoter group | No | | |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | Bombay Stock Exchange (BSE) National Stock Exchange (NSE) | | |
| 5. 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 under consideration, holding of : | | | |
| a) Shares carrying voting rights | ----- | ----- | ----- |
| b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others) | 2,00,00,000 | 4.25% | ----- |
| c) Voting rights (VR) otherwise than by shares | ---- | ----- | ----- |
| 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) | ----- | ----- | ----- |
| Total (a+b+c+d) | 2,00,00,000 | 4.25% | ----- |

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Regd. Office : IL&FS Financial Centre, Plot No. C - 22, G Block, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, INDIA

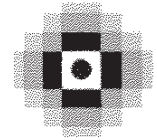
Bangalore Office : IL&FS Trust Company Ltd., AL-Latheef, 1st Floor, No. 2 Union Street, Off Infantry Road, Bangalore - 560001, INDIA

New Delhi Office : IL&FS Trust Company Ltd., A-268, 1st Floor, Bhishm Pitahamah Marg, Defence Colony, New Delhi - 110024, INDIA

Kolkata Office : IL&FS Trust Company Ltd., IL&FS Constantia, 3rd Floor, 11 Dr. U. N. Bramachari Street, Kolkata - 700017, INDIA

Corporate Identity Number (CIN) : U66020MH1995PLC095507

www.itclindia.com



| ITCL | | | |
|--|---------------------|--------------|-----------------------------|
| | | | IL&FS Trust Company Limited |
| Details of acquisition/ Sale | | | |
| a) Shares carrying voting rights acquired (pledge) / sold | ---- | ---- | |
| b) VRs acquired/sold otherwise than by shares | ---- | ---- | |
| 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 | ---- | ---- | |
| d) Shares encumbered/invoked /released by the acquirer | 2,00,00,000 | 4.25% | |
| Total (a+b+c+d) | 2,00,00,000 | 4.25% | --- |
| After the acquisition/ sale holding of: | | | |
| a) Shares carrying voting rights | ---- | ---- | ---- |
| b) Shares encumbered with the acquirer | ---- | ---- | ---- |
| c) VRs otherwise than by shares | ---- | ---- | ---- |
| 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 | ---- | ---- | ---- |
| Total (a+b+c+d) | ---- | ---- | --- |
| Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.) | off market | | |
| Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | September 30, 2015 | | |
| Equity share capital / total voting capital of the TC before the said acquisition/ sale | 47,07,89,505 Shares | | |
| Equity share capital/ total voting capital of the TC after the said acquisition/ sale | 47,07,89,505 Shares | | |
| Total diluted share/voting capital of the TC after the said acquisition | NA | | |

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IL&FS Trust Company Limited

Note:

2,00,00,000 Equity Shares of ZEE Media Corporation Limited have been released from the pledge of IL&FS Trust Company Ltd (ITCL) in capacity as a Debenture Trustee to secure the issue of Non convertible Debentures (NCDs) issued by ICL Lions Private Limited

As per the Securities Exchange Board of India letter dated August 08, 2014 (enclosed for your reference), the primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender and debenture holder and not on the Trustee. However, out of abundant caution, ITCL in its capacity as security trustee and debenture trustee are disclosing and filing this disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

For **IL&FS Trust Company Ltd**

Narendra Joshi

Head- Legal , Tax, Compliance & Risk

Place: Mumbai