

ARM INFRA & UTILITIES PRIVATE LIMITED

(FORMERLY KNOWN AS ARM INFRA & UTILITIES LIMITED)

18th Floor, A-Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400013

CIN: U45400MH2013PTC244266

February 12, 2016

✓ **Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza,

Bandra Kurla Complex,

Bandra (East),

Mumbai - 400 051

Dear Sir,

Ref: Disclosure by the Promoter (s) to the stock exchange and to the Target Company for encumbrance of shares / invocation of encumbrance / release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

With reference to disclosure requirements by the Promoter (s) to the stock exchange and to the Target Company for encumbrance of shares / invocation of encumbrance / release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 please find attached herewith our disclosure for release / creation of Pledge of encumbrance the equity shares of Zee Media Corporation Limited

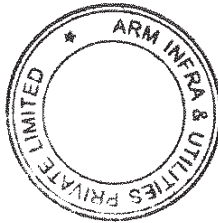
Request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For ARM Infra & Utilities Private Ltd


Authorised Signatory



Encl: As above.

CC: Zee Media Corporation Ltd

Continental Building, 135,

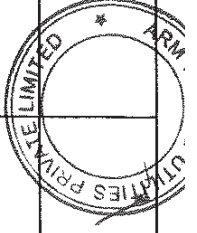
Dr. A. B. Road,

Worli, Mumbai - 400018.

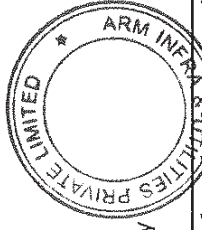
(Format for Disclosure by the Promoter (s) to the stock exchange and to the Target Company for encumbrance of shares / invocation of encumbrance / release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011)

Name of the Target Company (TC)		Zee Media Corporation Limited	
Name of the stock exchanges where the shares of the target company are listed		NSE / BSE	
Date of Reporting		12.02.2016	
Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released		ARM Infra & Utilities Private Limited	

Details creation of encumbrance :														
Name of Promoter (s) or PACs with him (**)	Promoter Holding in the target company(1)			Promoter holding already encumbered (2)			Details of Even pertaining to encumbrance (3)					Post event holding of encumbered shares {Creation [(2)+(3)]/release [(2)-(3)]/ invocation[(2)-(3)]}		
	No of Shares	% of total share Capital	% w.r.t. diluted share capital (*)	No of Shares	% of total share Capital	Type of event (creation/release invocation)	Date of creation invocation /release of encumbrance	Type of encumbrance (pledge/lien /non disposal undertaking /other)	Reasons for encumbrance	No of Shares	% of total share capital		Name of the entity in whose favor shares encumbered	No of Shares
ARM Infra & Utilities Private Limited	159,072,726	33.79	N.A.	132,216,224	28.08							Indusand Bank Ltd	140,216,224	29.78
						Creation	03.02.2016	Pledge	Collateral Pledge for Loan of Promoter Group Company	8,000,000	1.70			
ARM Infra & Utilities Private Limited	159,072,726	33.79	N.A.	140,216,224	29.78							Xander Finance Private Ltd	140,316,224	29.80
						Creation	11.02.2016	Pledge	Collateral Pledge for Loan of Promoter Group Company	100,000	0.02			
25 FPS Media Private Limited	166,268,323	35.32	N.A.	42,950,000	9.12								42,950,000	9.12
Prime Publishing Private Limited	23,635	0.01	N.A.											



EsseL InfraProjects Limited	130	0.00	N.A.	-	-	-	-	-	-	-	-	-	-
Sprft Textiles Private Limited	260	0.00	N.A.	-	-	-	-	-	-	-	-	-	-



[Handwritten Signature]

Signature of the Authorised Signatory

Place : Mumbai
Date : 12.02.2016

(**) The names of all the promoters their shareholding in the target company and their pledged shareholding as on the reporting date shall appear in the table irrespective of whether they are reporting on the date of event or not.

(*) Total share 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.