

ARM INFRA & UTILITIES LIMITED

Regd. Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400018
CIN: U45400MH2013PLC244266

June 23, 2014

BSE 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: Disclosures under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

Pursuant to the effectiveness of the Scheme of Amalgamation of Essel Publishers Private Limited with Zee Media Corporation Limited and their respective shareholders and creditors by the Hon'ble Bombay High Court vide its Order dated May 2, 2014 and effective on May 27, 2014, the Company has been issued and allotted 12,23,63,636 equity shares constituting 33.79% of paid up capital of Zee Media Corporation Limited, a company listed on Bombay Stock Exchange Limited with Scrip Code No.: 532794, National Stock Exchange with Scrip Symbol: ZEEMEDIA in exchange for the shares held in Essel Publishers Private Limited.

In this connection, we send herewith following disclosures:

- a) Regulation 29(1), 29(2) & 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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

Thanking you,

Yours faithfully,

For ARM Infra & Utilities Limited



Director/ Authorised Signatory



Encl: As above.

CC: Zee Media Corporation Limited
135, Continental Building,
Dr. Annie Besant Road,
Worli, Mumbai - 400018

**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.



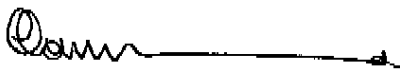
Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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.

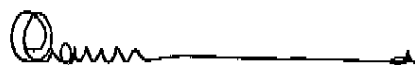


Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Zee Media Corporation Limited			
2.	Name of the acquirer(s)	ARM Infra & Utilities Limited			
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	12,23,63,636 Equity Shares constituting 33.79% of the paid-up capital of Zee Media Corporation Limited are issued and allotted 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			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(ii)			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Not Applicable			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller	N.A.		N.A.	
	b. Date of acquisition	N.A.		June 19, 2014*	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	N.A.		12,23,63,636*	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	N.A.		33.79%	
	e. Price at which shares are proposed to be acquired / actually acquired	N.A.		In exchange for the shares held in Essel Publishers Private Limited*	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	– Each Acquirer / Transferee(*)	0	0%	12,23,63,636	33.79%
	– Each Seller / Transferor	N.A.	N.A.	N.A.	N.A.

*Pre-Intimation in Form 10(5) is not required to be made for shares acquired pursuant to exemption under Regulation 10(1)(d)(ii)

For ARM Infra & Utilities Limited



Director/ Authorised Signatory

Place: Mumbai

Date: June 23, 2014

