

**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)	UTV Software Communications Limited.	
	Name of the acquirer(s)	The Walt Disney Company (Southeast Asia) Pte. Limited	
	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited BSE Limited	
	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	The objective of the Acquirer in making the acquisition is to obtain full ownership of the TC, which will provide enhanced operational flexibility to the Acquirer's business in India. This acquisition is a part of the larger transaction whereby the Acquirer has also made a delisting offer to the public shareholders of the TC.	
	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(ii)	
	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.	Yes  January 27, 2012	
	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made

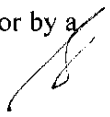
	a.	Name of the transferor / seller	Rohinton Screwvala  Unilazer Exports and Management Consultants Limited  Unilazer (Hong Kong) Limited	Yes
	b.	Date of acquisition	February 2, 2012	Yes
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Rohinton Screwvala : 1,727,347 equity shares  Unilazer Exports and Management Consultants Limited : 5,576,133 equity shares  Unilazer (Hong Kong) Limited : 750,000 equity shares	Yes
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	8,053,480 constituting 19.75% of the total paid up capital of the TC.	Yes

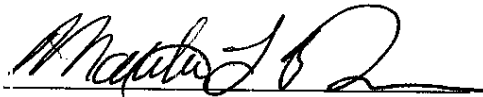
	e.	Price at which shares are proposed to be acquired / actually acquired	1,727,347 equity shares at Rs. 1100 per share  5,576,133 equity shares at Rs. 1100 per share  750,000 equity shares at Rs. 5 per share		Yes	
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of	No. of shares held	% w.r.t total share capital of TC
	A	Each Acquirer / Transferee(*) The Walt Disney Company (Southeast Asia) Pte. Limited	20,497,994	50.28 %	28,551,474**	70.04%**
	B	Sellers collectively	8,053,480	19.75%	Nil	Nil
		Sellers individually:				
		1. Rohinton Screwvala	1,727,347	4.24%	Nil	Nil
		2. Unilazer Exports and Management Consultants Limited	5,576,133	13.67%	Nil	Nil
		3. Unilazer (Hong Kong) Limited	750,000	1.84%	Nil	Nil

**Note:**

(\*) Shareholding of each entity shall be shown separately and then collectively in a group.

(\*\*) The Acquirer has made a delisting offer to the public shareholders of the Company pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") which closed on January 20, 2011. This shareholding data does not include the shares to be acquired by the Acquirer from the public shareholders under the Delisting Regulations.

- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.
- 



Signature of authorised signatory

**For The Walt Disney Company (Southeast Asia) Pte. Limited**

Date: February 3, 2012

Place: Burbank, CA