

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

[Note: this disclosure has to be made to the stock exchanges and to the target company within 2 (two) working days calculated from the Successful Delisting Announcement]

1.	Name of the Target Company (TC)	UTV Software Communications Limited.		
2.	Name(s) of the acquirer ("Acquirer") and Persons Acting in Concert (PAC) with the acquirer	The Walt Disney Company (Southeast Asia) Pte. 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; and BSE Limited		
5.	Details of the acquisition / disposal / 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	20,497,994	50.28 %	48.02 %
	b) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
	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)	Nil	Nil	Nil
	Total (a+b+c)	20,497,994	50.28 %	48.02 %
	<u>Details of acquisition/sale</u>			
	a) Shares carrying voting rights	17,609,774	43.20%	41.25%

	acquired/sold	¹		
	b) VRs acquired/sold otherwise than by shares	Nil	Nil	Nil
	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	Nil	Nil	Nil
Total (a+b+c)		17,609,774	43.20%	41.25%
	<u>After the acquisition/sale, holding of:</u>			
	a) Shares carrying voting rights	38,107,768	93.48%	89.28%
	b) VRs otherwise than by shares	Nil	Nil	Nil
	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) after acquisition	Nil	Nil	Nil
Total (a+b+c)		38,107,768	93.48%	89.28%
6.	Mode of acquisition/sale (e.g. open market/off-market / public issue /rights issue /preferential allotment / inter-se transfer, etc.)	Acquisition of 8,053,480 shares by ways of inter-se transfer of shares amongst the promoters of the TC i.e. transfer of the said shares to the Acquirer by (i) Rohinton Screwvala-1,727,347 equity shares constituting 4.24% of the paid up capital of the Company (ii) Unilazer Exports and Management Consultants Limited-5,576,133 equity shares constituting 13.67% of the paid up		

¹ To include the shares acquired through Ronnie and his affiliates and also through public shareholders under the delisting offer.

		capital of the Company; and (iii) Unilazer (Hong Kong) Limited-750,000 equity shares constituting 1.84% of the paid up capital of the Company <i>Plus</i> Acquisition of 9,556,294 shares from the public shareholders under the delisting offer made by the Acquirer under the SEBI (Delisting of Equity Shares) Regulations, 2009.
7.	Date of acquisition /sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	Date of acquisition : February 2, 2012
8.	Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 407,672,500 comprising 40,767,250 equity shares of Rs.10/-each
9.	Equity share capital/ total voting capital of the TC after the said acquisition/sale.	Rs. 407,672,500 comprising 40,767,250 equity shares of Rs.10/-each
10.	Total diluted share/voting capital of the TC after the said acquisition/sale.	Rs. 426,852,500 comprising 42,685,250 equity shares of Rs.10/-each

(*) Diluted share capital of the Company is calculated assuming full conversion of the outstanding convertible securities (i.e 19,18,000 stock options) into equity shares of the TC.

~~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.~~



Signature of the acquirer's Authorized Signatory

Place: Burbank, CA

Date: February 3, 2012