

November 19, 2020

To,

BSE Limited

Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Maharashtra, India
Phone No.: + 91022 6136 3155
Fax No.: + 91 22 2272 3121; +91 22 2272 3577

Sub: Disclosure pursuant to Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011

Unit: ZEE LEARN LIMITED
ISIN: INE565L01011 Symbol: ZEELEARN

Dear Sir/ Madam,

This is to inform you that we have, on 18-November-2020, invoked & appropriated against Loan Outstanding Amounts, 96,02,667 (in words Ninety Six lakhs Two thousand Six hundred and Sixty Seven) equity shares of Zee Learn Limited, constituting 2.94% of the paid-up share capital of Zee Learn Limited (as set out in the table below). The disclosure as required under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is enclosed.

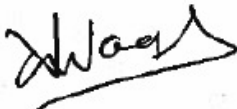
Name of Shareholder	Number of Shares Acquired	Date of Acquisition	Manner of Acquisition
L&T Finance Limited	96,02,667 (in words Ninety Six lakhs Two thousand Six hundred and Sixty Seven) equity shares of Zee Learn Limited.	18-November-2020	Invoked & appropriated against Loan Outstanding Amounts

Kindly take the above on record.

Thanking you,

Yours faithfully,

For L&T Finance Limited



Ms. Vinda Wagh
Authorised Signatory

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of the Acquisition

Name of the Target Company (TC)	ZEE LEARN LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	L&T Finance Limited (“Acquirer”)		
Whether the Acquirer belongs to Promoter/ Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
<i>Details of the acquisition as follows</i>	<i>Number</i>	<i>% w.r.t. total share/voting capital wherever applicable (*)</i>	<i>% w.r.t. total diluted share/voting capital of the TC (**)</i>
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	-	-	-
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity 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)	-	-	-
e) Total (a+b+c+d)	-	-	-

Details of acquisition	-	-	-
a) Shares carrying voting rights acquired			
b) VRs acquired otherwise than by equity 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)	-	-	-
d) Shares encumbered / invoked/ released by the Acquirer	96,02,667 equity shares	2.94%	2.94%
e) Total (a+b+c+/-d)	96,02,667 equity shares	2.94%	2.94%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	22,162,667 equity shares (considering 1,25,60,000 equity shares held by L&T Infrastructure Finance Company Limited)	6.80 % (Considering 3.85% equity shares held by L&T Infrastructure Finance Company Limited)	6.80 % (Considering 3.85% equity shares held by L&T Infrastructure Finance Company Limited)
b) VRs otherwise than by equity 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) after acquisition	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-

e) Total (a+b+c+d)	22,162,667 equity shares (considering 1,25,60,000 equity shares held by L&T Infrastructure Finance Company Limited)	6.80 % (Considering 3.85% equity shares held by L&T Infrastructure Finance Company Limited)	6.80 % (Considering 3.85% equity shares held by L&T Infrastructure Finance Company Limited)
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Invocation of pledge & appropriation against Loan Outstanding Amounts		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	Equity shares		
Date of acquisition of/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC	18-Nvoember-2020		
Equity share capital / total voting capital of the TC before the said acquisition	32,60,92,725 equity shares having a face value of INR 1 each (As per shareholding pattern for quarter ended Sept 2020)		
Equity share capital/ total voting capital of the TC after the said acquisition	32,60,92,725 equity shares having a face value of INR 1 each (As per shareholding pattern for quarter ended Sept 2020)		
Total diluted share/voting capital of the TC after the said acquisition	32,60,92,725 equity shares having a face value of INR 1 each (As per shareholding pattern for quarter ended Sept 2020)		

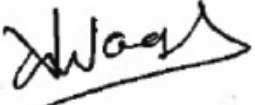
(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Signature of the Authorised Signatory

For L&T Finance Limited

A handwritten signature in black ink, appearing to read 'Vinda Wagh', is written over a light blue rectangular background.

Name: Ms. Vinda Wagh

Designation: Authorised Signatory

Place: Mumbai

Date: November 19, 2020