

Essel Holdings Ltd

Date: 13th December, 2019

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: Disclosure under Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

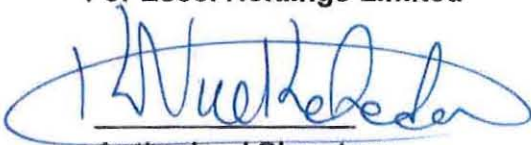
This is in continuation of our disclosure under Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Further to the said disclosure, the Company has on December 11, 2019 acquired 7,411,548 equity shares and on December 12, 2019 acquired 15,665,375 equity shares constituting 7.08% of paid up equity share capital of Zee Learn Limited, a company listed on BSE Limited with Scrip Code No.: 533287, and on National Stock Exchange of India Limited with Scrip Symbol: ZEELEARN by way of an off-market inter-se transfer of shares amongst the promoter group.

In this connection, please find enclosed the disclosure under Regulation 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 Essel Holdings Limited



Authorised Signatory



Encl: As above.

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

Essel Holdings Ltd

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 Learn Limited	
2.	Name of the acquirer(s)	Essel Holdings Limited	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Sellers – Asian Satellite Broadcast Private Limited, Essel Infraprojects Limited and Jayneer Infrapower & Multiventures Private Limited Date of acquisition – 11 th & 12 th December, 2019 No. of shares acquired – 23,076,923 equity shares % of share capital – 7.08% Rationale – Inter-se transfer of shares amongst promoter group	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a) (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.	Yes. The disclosure is filed on 13 th December, 2019.	
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	Asian Satellite Broadcast Private Limited, Essel Infraprojects Limited and Jayneer Infrapower & Multiventures Private Limited	Asian Satellite Broadcast Private Limited, Essel Infraprojects Limited and Jayneer Infrapower & Multiventures Private Limited
	b. Date of acquisition	11 th December, 2019 or within 90 days thereafter	11 th & 12 th December, 2019
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	23,076,923 equity shares	23,076,923 equity shares
	d. Total shares proposed to be acquired / actually acquired as a % of diluted	7.08%	7.08%

2nd Floor, Ebène House, 33 Cybercity, Ebène, Mauritius

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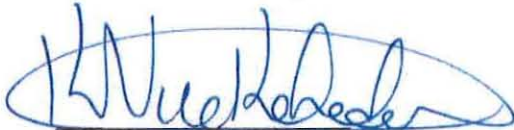
Essel Holdings Ltd

share capital of TC					
	e. Price at which shares are proposed to be acquired / actually acquired	Rs. 22.10 per share		Rs. 22.10 per share	
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(*)	5,797,315	1.78	28,874,238	8.85
	- Each Seller / Transferor				
	Asian Satellite Broadcast Private Limited	63,052,512	19.34	57,393,250	17.60
	Jayneer Infrapower & Multiventures Private Limited	76,875,375	23.57	61,210,000	18.77
	Essel Infraprojects Limited	1,752,286	0.54	Nil	Nil

Note:

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

For Essel Holdings Limited



Authorised Signatory



Place: Mauritius

Date: December 13, 2019