Date: 11th 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(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as 'SEBI (SAST), 2011') we wish to inform you that we, Essel Holdings Limited propose to acquire 23,076,923 shares of Zee Learn Limited, a company listed on your stock exchange, on the 11<sup>th</sup> December, 2019 or any day thereafter within a period of 90 days by way of off-market inter-se transfer of shares amongst the promoter group. In this connection, please find enclosed the disclosure as per regulation 10(5) of the SEBI (SAST), 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 – 400 018



Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect o acquisition under Regulation 10(1)(a) 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.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Asian Satellite Broadcast Private Limited Jayneer Infrapower & Multiventures Private Limited Essel Infraprojects Limited
	b. Proposed date of acquisition	11 <sup>th</sup> December, 2019 or within 90 days thereafter
	<ul> <li>Number of shares to be acquired from each person mentioned in 4(a) above</li> </ul>	Asian Satellite Broadcast Private Limited – 5,659,262 equity shares Jayneer Infrapower & Multiventures Private Limited – 15,665,375 equity shares Essel Infraprojects Limited – 1,752,286 equity shares
	d. Total shares to be acquired as % of share capital of TC	7.08%
	e. Price at which shares are proposed to be acquired	Rs. 22.10 per share
	f. Rationale, if any, for the proposed transfer	-
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period	Rs. 21.74
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8	Not Applicable
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable	Yes
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will	Yes

	reo Ta (co rej	mply with applicable disclosure quirements in Chapter V of the keover Regulations, 2011 prresponding provisions of the pealed Takeover Regulations 97)				
	du da	The aforesaid disclosures made ring previous 3 years prior to the te of proposed acquisition to be mished.		disclosures ma with as Annexu	ide by Essel Holdin re 1	gs Limited are
10.	the reg	claration by the acquirer that all conditions specified under gulation 10(1)(a) with respect to emptions has been duly complied th.				
11.	Sh	areholding details	Before the proposed After the proposed transa transaction		d transaction	
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	A	Acquirer(s) and PACs (other than sellers)(*) – Essel Holdings Limited	5,797,315	1.78	28,874,238	8.85
	В	Seller(s) 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
			1,752,286	0.54	Nil	

Note:

- (\*) Shareholding of each entity may 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: Mumbai Date: 11<sup>th</sup> December, 2019



10

## JAYNEER CAPITAL PRIVATE LIMITED

Date: April 6, 2017

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 Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Capital Private Limited, one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 19,72,92,879 Equity Shares comprising of 61.14% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1	Jayneer Capital Pvt. Ltd.	7,79,75,375	24.17
2	Asian Satellite Broadcast Pvt. Ltd.	6,30,52,512	19.54
3	Essel Media Ventures Private Limited	1,28,61,036	3.99
4	Sprit Textiles Private Limited	1,11,03,864	3.44
5	Ganjam Trading Company Private Limited	49,49,506	1.53
6	Veena Investments Private Limited	34,49,013	1.07
7	Essel Infraprojects Limited	17,52,286	0.54
8.	Ambience Business Services Private Limited	6,22,883	0.19
9	Essel Holdings Ltd.	57,97,315	1.80
10.	Jayneer Enterprises LLP	1,50,00,000	4.65

Regd. Office: 18<sup>th</sup> Floor, A-Wing, Marathon Futurex, N. M Joshi Marg, Lower Parel, Mumbai - 400018 Tel.: +91-22-7106 1567 CIN: U61190MH1986PTC039204

## JAYNEER CAPITAL PRIVATE LIMITED

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
11	Ashok Mathai Kurien	5,59,089	0.17
12.	Sushila Devi	1,70,000	0.05
	Total	19,72,92,879	61.14

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.

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

Thanking you,

Yours faithfully,

For Jayneer Capital Private Limited

Director/ Authorized Signatory Encl: As above.

C: Zee Learn Limited Continental Building 135, Dr. AB Road, Worli, Mumbai Maharashtra-400018



### Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

	- Details of Shareholding				
1. N	lame of the Target Company (TC)	Zee Learn Limited			
2. N	lame(s) of the Stock Exchange(s) where the	1) BSE Ltd			
s	hares of the TC are listed	2) National Stock	Exchange of India	a Limited	
3. F a.	Particulars of the shareholder(s): Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC. or				
b.	Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Jayneer Capital F	Private Limited		
	articulars of the Shareholding of persons nentioned at (3) above	Number of Shares	% w.r.t .total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*	
As	s of March 31, 2017 holding of:				
a)	Shares	7,79,75,375	24.17%	24.17%	
b)	Voting Rights (otherwise than by shares)	NIL	NIL	NA	
c)	Warrants	NA	NA	NA	
d)	Convertible Securities	· NA	NA	NA	
e)	Any other instrument that would entitle the holder to receive shares in the TC.	NA	NA	NA	
	Total	7,79,75,375	24.17%	24.17%	

WHIN'



#### Part-B

"Notes

 $M_{\rm eff} = M_{\rm eff}$ 

Name of the Target Company: Zee Learn Limited

Name of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/ Promoter group	PAN of the person and PACs
Promoters		
Jayneer Capital Private Limited	Yes	AAACJ1688G
Asian Satellite Broadcast Pvt. Ltd.	Yes	AACCA0162A
Essel Media Ventures Private Limited	Yes	AANCS6794B
Sprit Textiles Private Limited	Yes	AALCS5905J
Ganjam Trading Company Private Limited	Yes	AAACG3975H
Veena Investments Private Limited	Yes	AAACV6436A
Essel Infraprojects Limited	Yes	AAACP6095M
Ambience Business Services Private Limited	Yes	AAACA9528L
Essel Holdings Ltd.	Yes	AACCE3104C
Jayneer Enterprises LLP	Yes	AAHFJ5369G
Ashok Mathai Kurien	Yes	AADPK4942J
Sushila Devi	Yes	AATPD5221B
PACs		
Nil	Nil	Nil

For Jayneer Capital Private Limited

**Director/Authorized Signatory** 

Place: Mumbai Date: April 4, 2017 Note:

- AYNER R DAYNER R DAYNER R CAP D
- 1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
  - (\*) 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.

## Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Zee Learn Limit	ed		
<ol> <li>Name(s) of the Stock Exchange(s) where the shares of the TC are listed</li> </ol>	1) BSE Ltd. 2) National Stoc	1) BSE Ltd. 2) National Stock Exchange of India Limited		
<ol> <li>Particulars of the shareholder(s):</li> <li>a. Name of person(s) together with Persons Act in Concert (PAC) whose total holding (includ that in the form of shares, warrants, converti securities and any other instrument that wo entitle the holder to receive shares in the tar company) is more than 25% of the voting rig of the TC. or</li> </ol>	ing ing ble uld get			
<ul> <li>b. Name(s) of promoter(s), member of promoter group and Persons Acting in Conc (PAC) with him.</li> </ul>		_td		
<ol> <li>Particulars of the Shareholding of persons mentioned at (3) above</li> </ol>	Number of Shares	% w.r.t .total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*	
As of March 31, 2017 holding of:				
a) Shares	5,797,315	1.80%	1.80%	
b) Voting Rights (otherwise than by shares)	NIL	NIL	NA	
c) Warrants	NA	NA	NA	
d) Convertible Securities	NA	NA .	NA	
e) Any other instrument that would entitle the holder to receive shares in the TC.	NA	NA	NA	
Total	5,797,315	1.80%	1.80%	

#### For Essel Holdings Ltd

Director

Place: Mauritius Date: 04 April 2017

el CAL CO

#### Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(\*) 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.

### **Dhaval Ashar**

From:	promoters <promoters@esselgroup.com></promoters@esselgroup.com>
Sent:	10/04/2017 17:42
То:	'takeover@nse.co.in'
Subject:	Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Attachments:	Disclosure 30 - SAST - ZLL.PDF

Dear Sir,

# Ref: Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Capital Private Limited, one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 19,72,92,879 Equity Shares comprising of 61.14% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1	Jayneer Capital Pvt. Ltd.	7,79,75,375	24.17
2	Asian Satellite Broadcast Pvt. Ltd.	6,30,52,512	19.54
3	Essel Media Ventures Private Limited	1,28,61,036	3.99
4	Sprit Textiles Private Limited	1,11,03,864	3.44
5	Ganjam Trading Company Private Limited	49,49,506	1.53
6	Veena Investments Private Limited	34,49,013	1.07
7	Essel Infraprojects Limited	17,52,286	0.54
8.	Ambience Business Services Private Limited	6,22,883	0.19
9	Essel Holdings Ltd.	57,97,315	1.80
10.	Jayneer Enterprises LLP	1,50,00,000	4.65
11	Ashok Mathai Kurien	5,59,089	0.17
12.	Sushila Devi	1,70,000	0.05
	Total	19,72,92,879	61.14

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.

. •

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

Thanks & Regards, Ashok Sanghavi Direct: 022 -71061437

## JAYNEER CAPITAL PRIVATE LIMITED

Date: April 6, 2017

BSE LimitedPhiroze Jeejeebhoy TowersDalal StreetMumbai - 400 001National Stock Exchange of India LimitedExchange Plaza,Bandra Kurla Complex,Bandra (East),Mumbai - 400 05112 APR 2017CONTENTSMOT VERIFIEDCONTENTSMOT VERIFIED

Dear Sir,

## Ref: Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Capital Private Limited, one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 19,72,92,879 Equity Shares comprising of 61.14% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1	Jayneer Capital Pvt. Ltd.	7,79,75,375	24.17
2	Asian Satellite Broadcast Pvt. Ltd.	6,30,52,512	19.54
3	Essel Media Ventures Private Limited	1,28,61,036	3.99
4	Sprit Textiles Private Limited	1,11,03,864	3.44
5	Ganjam Trading Company Private Limited	49,49,506	1.53
6	Veena Investments Private Limited	34,49,013	1.07
7.	Essel Infraprojects Limited	17,52,286	0.54
8.	Ambience Business Services Private Limited	6,22,883	0.19
9	Essel Holdings Ltd.	57,97,315	1.80
10.	Jayneer Enterprises LLP	1,50,00,000	4.65

Regd. Office: 18th Floor, A-Wing, Marathon Futurex, N. M Joshi Marg, Lower Parel, Mumbai -Tel.: +91-22-7106 1567 CIN: U61190MH1986PTC039204

## JAYNEER CAPITAL PRIVATE LIMITED

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
11.	Ashok Mathai Kurien	5,59,089	0.17
12.	Sushila Devi	1,70,000	0.05
	Total	19,72,92,879	61.14

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.

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

Thanking you,

ŝ.

Ę

Yours faithfully,

For Jayneer Capital Private Limited

Director/ Authorized Signatory Encl: As above.

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

Regd. Office: 18th Floor, A-Wing, Marathon Futurex, N. M Joshi Marg, Lower Parel, Mumbai - 400018 Tel.: +91-22-7106 1567 CIN: U61190MH1986PTC039204

### Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

art-A- Details of Shareholding 1. Name of the Target Company (TC)	Zee Learn Limited		
2. Name(s) of the Stock Exchange(s) where the	1) BSE Ltd		
shares of the TC are listed	2) National Stock	Exchange of India	a Limited
<ol><li>Particulars of the shareholder(s):</li></ol>			
a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC.			
ОГ			
<ul> <li>b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.</li> </ul>	Jayneer Capital F	Private Limited	
4. Particulars of the Shareholding of persons	Number of	% w.r.t .total	% of total
mentioned at (3) above	Shares	share /voting capital wherever applicable	diluted share/voting capital of TC (
As of March 31, 2017 holding of:			
a) Shares	7,79,75,375	24.17%	24.17%
b) Voting Rights (otherwise than by shares)	NIL	NIL	NA
c) Warrants	NA	NA	NA
d) Convertible Securities	NA	NA	NA
<ul> <li>Any other instrument that would entitle the holder to receive shares in the TC.</li> </ul>	NA	NA	NA
Total	7,79,75,375	24.17%	24.17%
		k	TINEER

. . . . · ·

Ę

#### Part-B

100

ł

Name of the Target Company: Zee Learn Limited

Name of the person and Persons Acting in	Whether the person belongs	PAN of the person and
Concert (PAC) with the person	to Promoter/ Promoter group	PACs
Promoters		
Jayneer Capital Private Limited	Yes	AAACJ1688G
Asian Satellite Broadcast Pvt. Ltd.	Yes	AACCA0162A
Essel Media Ventures Private Limited	Yes	AANCS6794B
Sprit Textiles Private Limited	Yes	AALCS5905J
Ganjam Trading Company Private Limited	Yes	AAACG3975H
Veena Investments Private Limited	Yes	AAACV6436A
Essel Infraprojects Limited	Yes	AAACP6095M
Ambience Business Services Private Limited	Yes	AAACA9528L
Essel Holdings Ltd.	Yes	AACCE3104C
Jayneer Enterprises LLP	Yes	AAHFJ5369G
Ashok Mathai Kurien	Yes	AADPK4942J
Sushila Devi	Yes	AATPD5221B
PACs		
Nil	Nil	Nil

For Jayneer Capital Private Limited

Director/Authorized Signatory

Place: Mumbai Date: April 4, 2017 <u>Note:</u>

- 1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
  - (\*) 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.



### Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

1. Name of the Target Company (TC)		Zee Learn Limited		
2. Name(s) of the Stock Exchange(s) where shares of the TC are listed	nere the	1) BSE Ltd. 2) National Stock Exchange of India Limited		
<ol> <li>Particulars of the shareholder(s):         <ol> <li>Name of person(s) together with F                 in Concert (PAC) whose total hole                 that in the form of shares, warran                 securities and any other instrume                 entitle the holder to receive share                 company) is more than 25% of the                 of the TC.                 or                 home(c) of person(c) memory</li></ol></li></ol>	ding (including ts, convertible ent that would s in the target e voting rights			
<ul> <li>b. Name(s) of promoter(s), men promoter group and Persons Acti (PAC) with him.</li> </ul>	ng in Concert	Essel Holdings L	Id	
<ol> <li>Particulars of the Shareholding of pers mentioned at (3) above</li> </ol>	sons	Number of Shares	% w.r.t.total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (
As of March 31, 2017 holding of:				[
a) Shares		5,797,315	1.80%	1.80%
b) Voting Rights (otherwise than by sh	ares)	NIL	NIL	NA
c) Warrants		NA	NA	NA
d) Convertible Securities		NA	NA	NA
e) Any other instrument that would er holder to receive shares in the TC.	title the	NA	NA	NA
Total		5,797,315	1.80%	1.80%

Part-A- Details of Shareholding

For Essel Holdings Ltd

Director

Place: Mauritius Date: 04 April 2017

Holo CONINDA Sec. Gril, Co Minuninus

#### Note:

1000

Ę

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(\*) 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.

#### promoters

From:	promoters <promoters@esselgroup.com></promoters@esselgroup.com>
Sent:	10/04/2017 17:41
То:	'corp.relations@bseindia.com'
Subject:	Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Attachments:	Disclosure 30 - SAST - ZLL.pdf

Dear Sir,

ţ

li li

# Ref: Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Capital Private Limited, one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 19,72,92,879 Equity Shares comprising of 61.14% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1	Jayneer Capital Pvt. Ltd.	7,79,75,375	24.17
2	Asian Satellite Broadcast Pvt. Ltd.	6,30,52,512	19.54
3	Essel Media Ventures Private Limited	1,28,61,036	3.99
4	Sprit Textiles Private Limited	1,11,03,864	3.44
5	Ganjam Trading Company Private Limited	49,49,506	1.53
6	Veena Investments Private Limited	34,49,013	1.07
7.	Essel Infraprojects Limited	17,52,286	0.54
8.	Ambience Business Services Private Limited	6,22,883	0.19
9	Essel Holdings Ltd.	57,97,315	1.80
10.	Jayneer Enterprises LLP	1,50,00,000	4.65
11.	Ashok Mathai Kurien	5,59,089	0.17
12.	Sushila Devi	1,70,000	0.05
	Total	19,72,92,879	61.14

#### JAYNEER INFRAPOWER & MULTIVENTURES PRIVATE LIMITED (FORMERLY KNOWN AS JAYNEER CAPITAL PRIVATE LIMITED)

Date: April 6, 2018

**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 Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.), one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 18,75,42,388 Equity Shares comprising of 57.55% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1.	Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.)	7,79,75,375	23.93
2.	Asian Satellite Broadcast Pvt. Ltd.	6,30,52,512	19.35
3.	Essel Media Ventures Private Limited	1,28,61,036	3.95
4.	Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	1,11,03,864	3.41
5.	Essel Infraprojects Limited	17,52,286	0.54
6.	Essel Holdings Ltd.	57,97,315	1.78
7.	Jayneer Enterprises LLP	1,50,00,000	4.60
	Total	18,75,42,388	57.55

Regd. Office: 18th Floor, A-Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400013 Tel No. 022 7106 1234 CIN: 1986PTC039204



#### JAYNEER INFRAPOWER & MULTIVENTURES PRIVATE LIMITED (FORMERLY KNOWN AS JAYNEER CAPITAL PRIVATE LIMITED)

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.

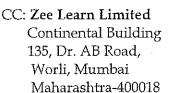
Request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)

Director/ Authorized Signatory Encl: As above.





Regd. Office: 18th Floor, A-Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400013 Tel No. 022 7106 1234 CIN: U74110MH1986PTC039204

### Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Zee Learn Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1) BSE Ltd 2) National Stock Exchange of India Limited		
<ol> <li>Particulars of the shareholder(s):         <ol> <li>Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC. or</li> </ol> </li> </ol>			
<ul> <li>b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.</li> </ul>	•		
<ol> <li>Particulars of the Shareholding of persons mentioned at (3) above</li> </ol>	Number of Shares	% w.r.t .total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*
As of March 31, 2018 holding of:			
a) Shares	7,79,75,375	23.93%	23.93%
b) Voting Rights (otherwise than by shares)	NIL	NIL	NA
c) Warrants	NA	NA	NA
d) Convertible Securities	· NA	NA	NA
<ul> <li>Any other instrument that would entitle the holder to receive shares in the TC.</li> </ul>	NA	NA	NA

No.

ĺ



#### Part-B

Name of the Target Company: Zee Learn Limited

Name of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/ Promoter group	PAN of the person and PACs
	to Tromoter Tomoter group	1 A03
Promoters		
Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)	Yes	AAACJ1688G
	Yes	AACCA0162A
Asian Satellite Broadcast Pvt. Ltd.		
Essel Media Ventures Private Limited	Yes	AANCS6794B
Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	Yes	AALCS5905J
Essel Infraprojects Limited	Yes	AAACP6095M
Essel Holdings Ltd.	Yes	AACCE3104C
Jayneer Enterprises LLP	Yes	AAHFJ5369G
PACs		
Nil	Nil	Nil

For Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)

Director/Authorized Signatory

Place: Mumbai Date: April 6, 2018 <u>Note:</u>



- 1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
  - (\*) 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.

## Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Zee Learn Limited			
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1) BSE Ltd 2) National Stock Exchange of India Limited			
<ol> <li>Particulars of the shareholder(s):</li> <li>a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting right of the TC.</li> </ol>	3 3 9 1 1 5			
<ul> <li>Name(s) of promoter(s), member of the promote group and Persons Acting in Concert (PAC) with him.</li> </ul>	-			
<ol> <li>Particulars of the Shareholding of persons mentioned at (3) above</li> </ol>	Number of Shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)	
As of March 31, 2018 holding of:				
a) Shares	5,797,315	1.78%	1.78%	
b) Voting Rights (otherwise than by shares)	NIL	NIL	NA	
c) Warrants	NA	NA	NA	
d) Convertible Securities	NA	NA	NA	
e) Any other instrument that would entitle the holder to receive shares in the TC.	ŃA	NA	NA	
Total	5,797,315	1.78%	1.78%	

### Part-A- Details of Shareholding

#### For Essel Holdings Ltd

Director/Authorized Signatory Place: Mauritius Date: April 4, 2018

Holdings 5.5° Common Seal in ш ά. GBL1 Co Mauntius ✻

#### Note:

(

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(\*) 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.

### Promoters

From:	Promoters
Sent:	06/04/2018 19:36
То:	takeover@nse.co.in
Subject:	Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Attachments:	DISCLOSURE 30 SAST - ZLL.PDF

Dear Sir,

## Ref: Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.), one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 18,75,42,388 "quity Shares comprising of 57.55% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1.	Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.)	7,79,75,375	23.93
2.	Asian Satellite Broadcast Pvt. Ltd.	6,30,52,512	19.35
3.	Essel Media Ventures Private Limited	1,28,61,036	3.95
4.	Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	1,11,03,864	3.41
5.	Essel Infraprojects Limited	17,52,286	0.54
6.	Essel Holdings Ltd.	57,97,315	1.78
7.	Jayneer Enterprises LLP	1,50,00,000	4.60
-	Total	18,75,42,388	57.55

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.

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

Thanks & Regards, Dhaval Ashar Direct: 022 -71083387 JAYNEER INFRAPOWER & MULTIVENTURES PRIVATE LIMITED (Formerly known as jayneer capital private limited)

Date: April 6, 2018

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001

OL

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051

Dear Sir,

## Ref: Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.), one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 18,75,42,388 Equity Shares comprising of 57.55% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1.	Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.)	7,79,75,375	23.93
2.	Asian Satellite Broadcast Pvt. Ltd.	6,30,52,512	19.35
3.	Essel Media Ventures Private Limited	1,28,61,036	3.95
4.	Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	1,11,03,864	3.41
5.	Essel Infraprojects Limited	17,52,286	0.54
6.	Essel Holdings Ltd.	57,97,315	1.78
7.	Jayneer Enterprises LLP	1,50,00,000	4.60
	Total	18,75,42,388	57.55

Regd. Office: 18th Floor, A-Wing, Marathon Futures, N. M. Joshi Marg, Lower Parel, Mumbai - 400013 Tel No. 022 7106 1234 CINH 07443 0MH1986PTC039204 10 APR 2018

CONTENTS NOT VERIFIED

\*

#### JAYNEER INFRAPOWER & MULTIVENTURES PRIVATE LIMITED (FORMERLY KNOWN AS JAYNEER CAPITAL PRIVATE LIMITED)

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.

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

Thanking you,

Yours faithfully,

1

(

For Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)

Rungan

Director/ Authorized Signatory Encl: As above.

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



Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

• •

(

(

art-A- Deta	ils of Shareholding	LIOUS, 2011			
	of the Target Company (TC)	Zee Learn Limited			
,	s) of the Stock Exchange(s) where the of the TC are listed	1) BSE Ltd 2) National Stock Exchange of India Limited			
a. Nan in C that sect entit	lars of the shareholder(s): ne of person(s) together with Persons Acting concert (PAC) whose total holding (including in the form of shares, warrants, convertible urities and any other instrument that would the the holder to receive shares in the target spany) is more than 25% of the voting rights ne TC.				
pror	ne(s) of promoter(s), member of the noter group and Persons Acting in Concert C) with him.				
	lars of the Shareholding of persons ned at (3) above	Number of Shares	% w.r.t .total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*	
As of N	March 31, 2018 holding of:				
a) Sha	res	7,79,75,375	23.93%	23.93%	
b) Voti	ng Rights (otherwise than by shares)	NIL	NIL	NA	
c) War	rants	NA	NA	NA	
d) Con	vertible Securities	' NA	NA	NA	
, ,	y other instrument that would entitle the ler to receive shares in the TC.	NA	NA	NA	
	Total	7,79,75,375	23.93%	23.93%	



#### Part-B

Name of the Target Company: Zee Learn Limited

Name of the person and Persons Acting in	Whether the person belongs	PAN of the person and
Concert (PAC) with the person	to Promoter/ Promoter group	PACs
Promoters		
Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)	Yes	AAACJ1688G
	Yes	AACCA0162A
Asian Satellite Broadcast Pvt. Ltd.		
Essel Media Ventures Private Limited	Yes	AANCS6794B
Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	Yes	AALCS5905J
Essel Infraprojects Limited	Yes	AAACP6095M
Essel Holdings Ltd.	Yes	AACCE3104C
Jayneer Enterprises LLP	Yes	AAHFJ5369G
PACs		
Nil	NI	Nil

For Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)

Director/Authorized Signatory

Place: Mumbai Date: April 6, 2018 <u>Note:</u>

(



- 1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
  - (\*) 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.

## Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Zee Learn Limite	ed -	
2. Name(s) of the Stock Exchange(s) where the	1) BSE Ltd		
shares of the TC are listed	2) National Stock	k Exchange of India	a Limited
<ol> <li>Particulars of the shareholder(s):         <ol> <li>Name of person(s) together with Persons Activity in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the targ company) is more than 25% of the voting right of the TC.</li> </ol> </li> </ol>	ng Ile Ild		
or b. Name(s) of promoter(s), member of the promot group and Persons Acting in Concert (PAC) wi him.	-	.td	
<ol> <li>Particulars of the Shareholding of persons mentioned at (3) above</li> </ol>	Number of Shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (
As of March 31, 2018 holding of:			
a) Shares	5,797,315	1.78%	1.78%
b) Voting Rights (otherwise than by shares)	NIL	NIL	NA
c) Warrants	NA	NA	NA
d) Convertible Securities	NA	NA	NA
e) Any other instrument that would entitle the holder to receive shares in the TC.	NA	NA	NA
Total	5,797,315	1.78%	1.78%

#### For Essel Holdings Ltd

۲ (ملت) Director/Authorized Signatory Place: Mauritius Date: April 4, 2018

Moldi Common Seal 10 GUL 1 Co Mauntitus Χ.

#### Note:

(

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(\*) 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.

#### Promoters

From:	Promoters
Sent:	06/04/2018 19:35
То:	corp.relations@bseindia.com
Subject:	Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial
	Acquisition of Shares and Takeovers) Regulations, 2011
Attachments:	DISCLOSURE 30 SAST - ZLL.PDF

Dear Sir,

## Ref: Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.), one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 18,75,42,388 *Equity* Shares comprising of 57.55% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1.	Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.)	7,79,75,375	23.93
2.	Asian Satellite Broadcast Pvt. Ltd.	6,30,52,512	19.35
3.	Essel Media Ventures Private Limited	1,28,61,036	3.95
4.	Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	1,11,03,864	3.41
5.	Essel Infraprojects Limited	17,52,286	0.54
6.	Essel Holdings Ltd.	57,97,315	1.78
7.	Jayneer Enterprises LLP	1,50,00,000	4.60
	Total	18,75,42,388	57.55

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.

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

Thanks & Regards, Dhaval Ashar Direct: 022 -71083387

### JAYNEER INFRAPOWER & MULTIVENTURES PRIVATE LIMITED (FORMERLY KNOWN AS JAYNEER CAPITAL PRIVATE LIMITED)

Date: April 8, 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: Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.), one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 186,442,388 Equity Shares comprising of 57.18% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1	Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.)	76,875,375	23.58
2	Asian Satellite Broadcast Pvt. Ltd.	63,052,512	19.34
3	Essel Media Ventures Private Limited	12,861,036	3.94
4	Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	11,103,864	3.41
5	Essel Infraprojects Limited	1,752,286	0.54
6	Essel Holdings Ltd.	5,797,315	1,78
7	Jayneer Enterprises LLP	15,000,000	4.60
	Total	186,442,388	57.18

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.



Regd. Office: 18th Floor, A-Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400013 Tel No. 022 7106 1234 CIN: U74110MH1986PTC039204

#### JAYNEER INFRAPOWER & MULTIVENTURES PRIVATE LIMITED (FORMERLY KNOWN AS JAYNEER CAPITAL PRIVATE LIMITED)

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

Thanking you,

Yours faithfully,

For Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)

lugan

Director/ Authorized Signatory Encl: As above.

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



#### Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & <u>Takeovers</u>) Regulations, 2011 Part A. Details of Sharebolding

<ol> <li>Name of the Target Company (TC)</li> </ol>	Zee Learn Limite	ed	
<ol> <li>Name(s) of the Stock Exchange(s) where the shares of the TC are listed</li> </ol>	1) BSE Ltd 2) National Stock Exchange of India Limited		
B. Particulars of the shareholder(s):	2) National Otoer	CEXCHANGE OF INDIA	r Einned
<ul> <li>a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC.</li> </ul>			
<ul> <li>b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.</li> </ul>		ver & Multiventures as Jayneer Capital	
I. Particulars of the Shareholding of persons	Number of	% w.r.t .total	% of total
mentioned at (3) above	Shares	share /voting	diluted
		capital wherever	share/voting capital of TC (
		I ADDICADIA	
As of March 31, 2019 holding of:		applicable	
As of March 31, 2019 holding of: a) Shares	76,875,375	23.58	23,58
· · · · -	76,875,375 NIL		23,58 NA
a) Shares		23.58	
<ul><li>a) Shares</li><li>b) Voting Rights (otherwise than by shares)</li></ul>	NIL	23.58 NIL	NA
<ul><li>a) Shares</li><li>b) Voting Rights (otherwise than by shares)</li><li>c) Warrants</li></ul>	NIL	23.58 NIL NA	NA NA



#### Part-B

#### Name of the Target Company: Zee Learn Limited

Name of the person and Persons Acting in	Whether the person belongs	PAN of the person and
Concert (PAC) with the person	to Promoter/ Promoter group	PACs
Promoters		
Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)	Yes	AAACJ1688G
Asian Satellite Broadcast Pvt. Ltd.	Yes	AACCA0162A
Essel Media Ventures Private Limited	Yes	AANCS6794B
Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	Yes	AALCS5905J
Essel Infraprojects Limited	Yes	AAACP6095M
Essel Holdings Ltd.	Yes	AACCE3104C
Jayneer Enterprises LLP	Yes	AAHFJ5369G
PACs		
Nil	Nil	Nil

For Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)

**Director/Authorized Signatory** 

Place: Mumbai Date: April 8, 2019 Note:

- A line and a line and
- 1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
  - (\*) 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.

### Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

	Details of Shareholding			00000 XVD+++++
1. N	lame of the Target Company (TC)	Zee Learn Limited		
2. N	lame(s) of the Stock Exchange(s) where the	1) BSE Ltd		
s	hares of the TC are listed	2) National Stock	Exchange of India	a Limited
3. P	articulars of the shareholder(s):			
а. b.	in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC. or	Essel Holdings L	imited	
	promoter group and Persons Acting in Concert (PAC) with him.			
	articulars of the Shareholding of persons	Number of	% w.r.t .total	% of total
_ m	entioned at (3) above	Shares	share /voting capital wherever applicable	diluted share/voting capital of TC (*
As	of March 31, 2019 holding of:			
a)	Shares	5,797,315	1.78%	1.78%
b)	Voting Rights (otherwise than by shares)	NIL	NIL	NA
c)	Warrants	NA	NA	NA
d)	Convertible Securities	NA	NA	NA
e)	Any other instrument that would entitle the holder to receive shares in the TC.	NA	NA	NA
	Total	5,797,315	1.78%	1.78%

For Essel Holdings Ltd

Director/Authorized Signatory Place: Mauritius Date: April 4, 2019

### Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(\*) 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.

### Promoters

From:	Promoters
Sent:	08/04/2019 17:53
To:	'takeover@nse.co.in'
Subject:	Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial
- · · · ·	Acquisition of Shares and Takeovers) Regulations, 2011.
Attachments:	Disclosure 30 SAST - ZLL.pdf

Dear Sir,

# Ref: Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.), one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 186,442,388 Equity Shares comprising of 57.18% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1	Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.)	76,875,375	23.58
2	Asian Satellite Broadcast Pvt. Ltd.	63,052,512	19.34
3	Essel Media Ventures Private Limited	12,861,036	3.94
4	Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	11,103,864	3.41
5	Essel Infraprojects Limited	1,752,286	0.54
6	Essel Holdings Ltd.	5,797,315	1.78
7	Jayneer Enterprises LLP	15,000,000	4.60
	Total	186,442,388	57.18

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.

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

On behalf of Promoters of ZLL

Authorized Signatory Contact: 022-71061234

#### JAYNEER INFRAPOWER & MULTIVENTURES PRIVATE LIMITED (FORMERLY KNOWN AS JAYNEER CAPITAL PRIVATE LIMITED)

Date: April 8, 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: Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.), one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 186,442,388 Equity Shares comprising of 57,18% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1	Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.)	76,875,375	23.58
<u>``2</u>	Asian Satellite Broadcast Pvt. Ltd.	63,052,512	19.34
3	Essel Media Ventures Private Limited	12,861,036	3.94
4	Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	11,103,864	3.41
5	Essel Infraprojects Limited	1,752,286	0.54
6	Essel Holdings Ltd.	5,797,315	1.78
7	Jayneer Enterprises LLP	15,000,000	4.60
	Total	186,442,388	57.18

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.



Regd. Office: 18th Floor, A-Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400013 Tel No. 022 7106 1234 CIN: U74110MH1986PTC039204

#### JAYNEER INFRAPOWER & MULTIVENTURES PRIVATE LIMITED (FORMERLY KNOWN AS JAYNEER CAPITAL PRIVATE LIMITED)

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

Thanking you,

Yours faithfully,

For Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)

lugan

Director/ Authorized Signatory Encl: As above.

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



## Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

<ol> <li>Name of the Target Company (TC)</li> </ol>	Zee Learn Limited		
. Name(s) of the Stock Exchange(s) where the	1) BSE Ltd		·····
shares of the TC are listed	2) National Stock Exchange of India Limited		
<ol> <li>Particulars of the shareholder(s):</li> <li>a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC.</li> </ol>			
b. Name(s) of promoter(s), member of the	Javneer Infrancy	ver & Multiventures	Private Limited
promoter group and Persons Acting in Concert (PAC) with him.		as Jayneer Capital	
Particulars of the Shareholding of persons	Number of	% w.r.t.total	% of total
mentioned at (3) above	Shares	share /voting capital wherever applicable	diluted share/voting capital of TC (
As of March 31, 2019 holding of:			
a) Shares	76,875,375	23.58	23.58
b) Voting Rights (otherwise than by shares)	NIL	NIL	NA
c) Warrants	NA	NA	ŇA .
	NA	NA	NA
d) Convertible Securities			
<ul> <li>d) Convertible Securities</li> <li>e) Any other instrument that would entitle the holder to receive shares in the TC.</li> <li>Total</li> </ul>	NA 76,875,375	NA 23.58	NA 23.58



#### Part-B

#### Name of the Target Company: Zee Learn Limited

Name of the person and Persons Acting in	Whether the person belongs	PAN of the person and
Concert (PAC) with the person	to Promoter/ Promoter group	PACs
Promoters_		
Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)	Yes	AAACJ1688G
Asian Satellite Broadcast Pvt. Ltd.	Yes	AACCA0162A
Essel Medía Ventures Private Limited	Yes	AANCS6794B
Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	Yes	AALCS5905J
Essel Infraprojects Limited	Yes	AAACP6095M
Essel Holdings Ltd.	Yes	AACCE3104G
Jayneer Enterprises LLP	Yes	AAHFJ5369G
PACs		
Níl	Ni	Nil

For Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)

**Director/Authorized Signatory** 

Place: Mumbal Date: April 8, 2019 <u>Note:</u>



- 1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
  - (\*) 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.

#### Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Part-A- Details of Shareholding		a		
1. Name of the Target Company (TC)	Zee Learn Limite	Zee Learn Limited		
2. Name(s) of the Stock Exchange(s) where the	1) BSE Ltd	1) BSE Ltd		
shares of the TC are listed	2) National Stoc	2) National Stock Exchange of India Limited		
<ol> <li>Particulars of the shareholder(s):         <ol> <li>Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the targe company) is more than 25% of the voting rights of the TC.</li> <li>or</li> </ol> </li> </ol>	a a d t			
b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concer (PAC) with him.	-	imited		
<ol> <li>Particulars of the Shareholding of persons mentioned at (3) above</li> </ol>	Number of Shares	% w.r.t .total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)	
As of March 31, 2019 holding of:				
Name - 1907 -				
a) Shares	5,797,315	1.78%	1.78%	
b) Voting Rights (otherwise than by shares)	NIL	NIL	. NA	
c) Warrants	NA	NA	NA	
d) Convertible Securities	NA	. NA	NA	
<ul> <li>Any other instrument that would entitle the holder to receive shares in the TC.</li> </ul>	NA	NA	NA	
Total	5,797,315	1.78%	1.78%	

For Essel Holdings Ltd

Director/Authorized Signatory Place: Mauritius Date: April 4, 2019

### Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(\*) 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.

### Promoters

From:	Promoters
Sent:	08/04/2019 17:51
То:	'corp.relations@bseindia.com'
Subject:	Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial
	Acquisition of Shares and Takeovers) Regulations, 2011.
Attachments:	Disclosure 30 SAST - ZLL.pdf

Dear Sir,

# Ref: Disclosures under Regulation 30 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.), one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 186,442,388 Equity Shares comprising of 57.18% of paid-up Capital of ZLL, as detailed herein:

Sr. No.	Name of the Promoter	Shares	% of Paid-up Capital
1	Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.)	76,875,375	23.58
2	Asian Satellite Broadcast Pvt. Ltd.	63,052,512	19.34
3	Essel Media Ventures Private Limited	12,861,036	3.94
4	Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	11,103,864	3.41
5	Essel Infraprojects Limited	1,752,286	0.54
6	Essel Holdings Ltd.	5,797,315	1.78
7	Jayneer Enterprises LLP	15,000,000	4.60
	Total	186,442,388	57.18

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.

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

On behalf of Promoters of ZLL

Authorized Signatory Contact: 022-71061234