

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 29(1)/29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

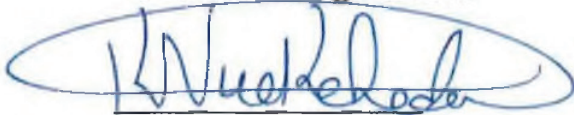
Pursuant to Regulation 29(1)/29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as 'SEBI (SAST), 2011') we wish to inform you that we, Essel Holdings Limited have acquired 23,076,923 equity shares of Zee Learn Limited, a company listed on your stock exchange, on the 11th & 12th day of December, 2019 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 29(1)/29(2) 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 - 400018

Essel Holdings Ltd

FORMAT FOR DISCLOSURES UNDER REGULATION 29(1) /29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (TC)	Zee Learn Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Essel Holdings Limited ¹		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited and BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition under consideration, holding of acquirer along with PACs of :			
a) Shares carrying voting rights	5,797,315	1.78	1.78
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NA	NA	NA
c) Voting rights (VR) otherwise than by equity shares	NA	NA	NA
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)	Nil	Nil	Nil
e) Total (a+b+c+d)	5,797,315	1.78	1.78
Details of acquisition			
a) Shares carrying voting rights acquired	23,076,923	7.08	7.08
b) VRs acquired otherwise than by equity shares	NA	NA	NA
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	NA	NA	NA
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NA	NA	NA

¹Essel Holdings Limited has acquired shares from Asian Satellite Broadcast Private Limited, Jayneer Infrapower and Multiventures Private Limited and Essel Infraprojects Limited.

Essei Holdings Ltd

e) Total (a+b+c+/-d)	23,076,923	7.08	7.08
After the acquisition, holding of acquirer along with PACs of:	28,874,238	8.85	8.85
a) Shares carrying voting rights	NA	NA	NA
b) VRs otherwise than by equity shares	NA	NA	NA
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
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	28,874,238	8.85	8.85
e) Total (a+b+c+d)			
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc.)	Off-market		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.			
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.	7,411,548 equity shares acquired on 11th December, 2019 15,665,375 equity shares acquired on 12th December, 2019		
Equity share capital / total voting capital of the TC before the said acquisition	326,092,725 fully paid up equity shares of Rs. 1 each		
Equity share capital/ total voting capital of the TC after the said acquisition	326,092,725 fully paid up equity shares of Rs. 1 each		
Total diluted share/voting capital of the TC after the said acquisition	326,092,725 fully paid up equity shares of Rs. 1 each		



Authorized Signatory



Place: Mauritius

Date: 13th December, 2019

Note:

(*) 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.