

November 27, 2017

National Stock Exchange of India Limited  
BSE Limited  
Luxembourg Stock Exchange

BSE Scrip Code: 533287 NSE Symbol: ZEELEARN

Dear Sir,

This is with reference to reclassification of promoters/promoter entities to public in terms of Regulation 31A of (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Shareholders' approval for reclassification of promoters/promoter entities (viz. Mr. Laxmi Narain Goel, Mr. Ashok Goel, Mr. Jawahar Lal Goel, Mr. Ashok Kurien, Mrs Sushila Devi, Veena Investments Private Limited, Ganjam Trading Company Private Limited and Ambience Business Services Private Limited) was obtained vide resolution passed in Annual General Meeting of Zee Learn Ltd. ("the Company") held on September 28, 2017.

Further to above, we would like to inform that the Company has received approval of Bombay Stock Exchange vide letter no. LIST/COMP/SP/707/2017-18 dated November 24, 2017 for reclassification of above mentioned promoters/promoter entities from promoter(s) to public.

A copy of said approval letter of BSE is enclosed herewith as **Annexure-A**.

You are requested to kindly take the above on record.

Thanking you,

Yours truly,  
For Zee Learn Limited

Bhautesh Shah  
Company Secretary



THINK EDUCATION. THINK ZEE LEARN.

LIST/COMP/SP/707/2017-18

November 24, 2017

The Company Secretary/ Compliance Officer

**Zee Learn Limited**

✓ 135, Continental Bldg,

Dr. Annie Besant Road, Worli,

Mumbai, Maharashtra-400018

**Sub: Approval letter for Reclassification of Shares under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

We refer to your application dated October 23, 2017 seeking Reclassification of Promoter Shareholders under the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Exchange is pleased to approve your application for Reclassification of Promoter Shareholders under the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on submissions made by the company.

Entities mentioned in Annexure 1 shall be classified as public shareholders whereas entities mentioned in Annexure 2 shall continue to be the promoters of the company.

The summary of the Shareholding Pre-Reclassification (September 2017) & Post-Reclassification (September 2017 giving effect of Re-classification) is as follows:

Quarter	Promoter holding		Public Holding	
	Shares Held	Percentage	Shares Held	Percentage
Pre-Reclassification	19,72,92,879	66.02	10,15,60,622	33.98
Post-Reclassification	18,75,42,388	62.75	11,13,11,113	37.25

Reclassification of Promoters - Zee Learn Limited

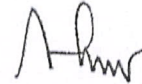
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This letter may be forwarded to the depositories and your RTA for necessary action at their end.

Yours faithfully,



**Abhijit Pai**  
Dy. General Manager

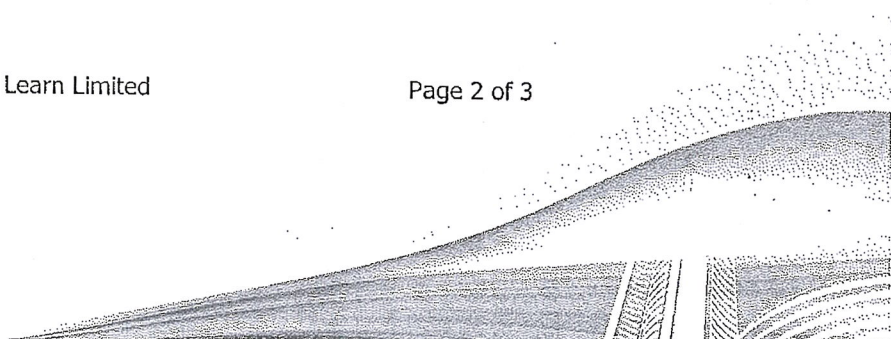


**Shyam Bhagirath**  
Associate Manager

**Encl.** Annexure 1 - Details of Outgoing Promoters  
Annexure 2 - Details of Remaining Promoters

**CC:** National Securities Depository Limited  
4<sup>th</sup> Floor, Trade world,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel, Mumbai - 400013

Central Depository Service Limited  
Marathon Futurex, A-Wing,  
25th floor, NM Joshi Marg,  
Lower Parel, Mumbai 400013



**Annexure 1 – Details of Outgoing Promoters**

<b>ANNEXURE 1</b>			
<b>SR. NO.</b>	<b>NAME OF THE OUTGOING PROMOTER</b>	<b>NO. OF SHARES</b>	<b>% HOLDING</b>
1.	Laxmi Narain Goel	0	0
2.	Jawahar Lal Goel	0	0
3.	Sushila Devi	170,000	0.06
4.	Veena Investment Pvt. Ltd.	34,49,013	1.15
5.	Ashok Kumar Goel	0	0
6.	Ganjam Trading Company Private Limited	49,49,506	1.66
7.	Ashok Methai Kurien	5,59,089	0.19
8.	Ambience Business Services Private Limited	6,22,883	0.21
<b>Total</b>		<b>97,50,491</b>	<b>3.27</b>

**Annexure 2 – Details of Remaining Promoters**

<b>ANNEXURE 2</b>			
<b>SR. NO.</b>	<b>NAME OF THE REMAINING PROMOTER</b>	<b>NO. OF SHARES</b>	<b>% HOLDING</b>
1.	Jayneer Capital Pvt Ltd	7,79,75,375	26.09
2.	Asian Satellite Broadcast Pvt Ltd	6,30,52,512	21.09
3.	Jayneer Enterprises Llp	1,50,00,000	5.02
4.	Essel Media Ventures Private Limited	1,28,61,036	4.30
5.	Sprit Textiles Private Limited	1,11,03,864	3.72
6.	Essel Infraprojects Limited	17,52,286	0.59
7.	Essel Holdings Ltd	57,97,315	1.94
<b>Total</b>		<b>18,75,42,388</b>	<b>62.75</b>

