

**UBS AG**

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Group Risk Control

Fax

22 December 2017

Strictly Private & Confidential

to

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400051, India
Attn: Listing Department

91-22-26598237

The BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400001, India

91-22-22723121

cc

Hemangi Patil
Zee Learn Limited
Continental Building, 135, Dr. Annie Besant Road,
Worli, Mumbai 400018, India

pages 3 (including cover)

subject **Disclosure of interest pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011**

Dear Sir/Madam,

Please find attached, disclosure of shareholdings of 1.46% in Zee Learn Limited (ISIN: INE565L01011), pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011. Kindly contact Serene Peh at +65 6495 5057 should you have any queries in relation to this matter.

Yours sincerely,
UBS Group AG

A handwritten signature in black ink, appearing to be "Serene Peh".

Serene Peh
Group Risk Control

A handwritten signature in black ink, appearing to be "Philip Alexander".

Philip Alexander
Group Risk Control

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Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Zee Learn Limited (INE565L01011)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Swiss Finance Corporation (Mauritius) Limited and UBS Principal Capital Asia Limited		
Whether the acquirer belongs to Promoter/Promoter group	N/A		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	The National Stock Exchange of India Limited and The BSE Limited		
Details of the acquisition / disposal 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 :			
a) Shares carrying voting rights	a) 25,709,223	7.91 %	7.91%
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	b) N/A		
c) Voting rights (VR) otherwise than by shares	c) N/A		
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	d) N/A		
e) Total (a+b+c+d)	e)25,709,223	7.91%	7.91%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	a) 20,955,327	6.45%	6.45%
b) VRs acquired /sold otherwise than by shares	b) N/A		
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/sold	c) N/A		
d) Shares encumbered / invoked/released by the acquirer	d) N/A		
e) Total (a+b+c+d)	e) 20,955,327	6.45%	6.45%

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	a) 4,753,896	1.46%	1.46%
b) Shares encumbered with the acquirer	b) N/A		
c) VRs otherwise than by shares	c) N/A		
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) after acquisition	d) N/A		
e) Total (a+b+c+d)	e) 4,753,896	1.46%	1.46%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Open Market		
Date of acquisition / sale of shares /VR or date of receipt of intimation of allotment of shares, whichever is applicable	20-Dec-2017		
Equity share capital / total voting capital of the TC before the said acquisition / sale	324,881,650 (as per NSE)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	324,881,650 (as per NSE)		
Total diluted share/voting capital of the TC after the said acquisition	324,881,650 (as per NSE)		


(*) 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.

Signature of the acquirer / seller / Authorized Signatory



Serene Peh
Group Risk Control



Philip Alexander
Group Risk Control

Place: UBS AG, Singapore Branch

Date: 22 Dec 2017
