

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



Ref:2324/ITSL/OPR/2018-19

Date: June 05, 2018

Bombay Stock Exchange Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051
Zee Learn Ltd. 135, Continental Bldg, Dr. Annie Besant Road, Worli Mumbai ,Maharashtra ,400018 .	-----

Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to pledge of shares of Zee Learn Ltd.

Pursuant to the disclosure required to be made under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the pledge of shares of Zee Learn Ltd. in favour of IDBI Trusteeship Services Limited (ITSL) in the capacity of Debenture Trustee and Security Trustee for the benefit of Debenture Holders and Lenders.

For and on behalf of

IDBI Trusteeship Services Ltd**Authorized Signatory**

Part A - Annexure

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

Part- A – Details of Acquisition

1. Name of the Target Company (TC)	Zee Learn Ltd.		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Pledge of Equity shares of Zee Learn Ltd. with IDBI Trusteeship Services Limited as security for and on behalf of Debenture Holders for NCDs issued by New Media Broadcasting Private Limited and as Security Trustee for loans availed by Essel Corporate Resources Pvt .Ltd.		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited, National Stock Exchange of India Limited		
5. 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(*)
<u>Before the acquisition under consideration (under pledge), holding of acquirer along with PACs of:</u>	4,70,85,000	14.53%	14.53%
a) Shares carrying voting rights			
b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)			
c) Voting rights (VR) otherwise than by shares			
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)			
e) Total (a+b+c+d)	4,70,85,000	14.53%	14.53%
<u>Details of acquisition (pledge of shares)</u>	94,60,000*	2.91%*	2.91%*
a) Shares carrying voting rights acquired/ sold			
b) VRs acquired/sold otherwise than by shares			
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			
d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)			
e) Total (a+b+c+d)	94,60,000*	2.91%*	2.91%*
<u>After the acquisition under consideration (under pledge) holding of acquirer along with PACs of :</u>			
a) Shares carrying voting rights			
b) VRs otherwise than by shares			
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.	5,65,45,000	17.43%	17.43%
d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)			
e) Total (a+b+c+d)	5,65,45,000	17.43%	17.43%
6. Mode of acquisition/Release (e.g.open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	94,60,000 Equity Shares constituting 2.91% of paid up capital were pledged in favour of IDBI Trusteeship Services Limited (acting as Debenture Trustee) for the benefit of Debenture Holders. Out of which 41,60,000 Equity Shares constituting to 1.28% have been pledged on June 01, 2018.		
7.Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	94,60,000 Equity Shares constituting 2.91% of paid up capital were pledged in favour of IDBI		



	Trusteeship Services Limited (acting as Debenture Trustee) for the benefit of Debenture Holders. Out of which 41,60,000 Equity Shares constituting to 1.28% have been pledged on June 01, 2018.		
8. Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	01-06-2018		
9. Equity share capital /total voting capital of the TC before the said acquisition/ sale	32,58,95,472 equity shares of face value of as disclosed in the shareholding pattern dated March 31, 2018 disclosed on the website of BSE Limited.		
10. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	32,58,95,472 equity shares of face value of as disclosed in the shareholding pattern dated March 31, 2018 disclosed on the website of BSE Limited.		
11. Total diluted share/voting capital of the TC after the said acquisition/sale.	32,58,95,472 equity shares of face value of as disclosed in the shareholding pattern dated March 31, 2018 disclosed on the website of BSE Limited.		

*** Note:**

Details for pledge of equity shares of Zee Learn Ltd. pledged as security for Non-Convertible Debentures and Loan for 3 different transactions are as under:



Signature of the acquirer:
IDBI Trusteeship Services Ltd



Authorized Signatory



Place: Mumbai

Date: June 05, 2018

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.

(****) We are the Trustees and holding the shares by way of Share Pledge as Security and we do not have any intention of making investment in shares or acquisition of shares for trading. It is not the business or activity of ITSL to deal in any shares. ITSL does not operate and acquire any shares by purchasing or buying from the Securities Market. ITSL need to sell the Pledged shares only when the Borrower has committed default in Payment of interest or repayment of Principal and in no other case. The sole purpose of the sale is to recover the defaulted dues of the Lenders and not for making any gain.