

JAYNEER INFRAPOWER & MULTIVENTURES PRIVATE LIMITED

Date: May 11, 2020

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 and 31(4) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jayneer Infrapower & Multiventures Private Limited, one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 186,442,388 Equity Shares comprising of 57.17% 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	61,210,000	18.77
2	Asian Satellite Broadcast Pvt. Ltd.	57,393,250	17.60
3	Essel Media Ventures Private Limited	12,861,036	3.94
4	Sprit Infrapower & Multiventures Private Limited	11,103,864	3.41
5	Essel Infraprojects Limited	Nil	Nil
6	Essel Holdings Ltd.	28,874,238	8.85
7	Jayneer Enterprises LLP	15,000,000	4.60
	Total	186,442,388	57.17

In this regard, please find enclosed our disclosures as per Regulation 30(2) and 31(4) 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

Ashok Sanghavi
Authorized Signatory

Encl: As above.

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

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

Part-A- Details of Shareholding

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		
3. Particulars of the shareholder(s): 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. or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Jayneer Infrapower & Multiventures Private Limited		
4. Particulars of the Shareholding of persons mentioned 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 March 31, 2020 holding of:			
a) Shares	61,210,000	18.77	18.77
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	61,210,000	18.77	18.77

Further, pursuant to Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby declare that we have not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.

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
Promoters		
Jayneer Infrapower & Multiventures Private Limited	Yes	
Asian Satellite Broadcast Pvt. Ltd.	Yes	
Essel Media Ventures Private Limited	Yes	
Sprit Infrapower & Multiventures Private Limited	Yes	
Essel Infraprojects Limited	Yes	
Essel Holdings Ltd.	Yes	
Jayneer Enterprises LLP	Yes	
PACs		
Nil	Nil	Nil

For Jayneer Infrapower & Multiventures Private Limited

Ashok Sanghavi
Authorized Signatory

Place: Mumbai
Date: May 11, 2020
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.
- (**) 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

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		
3. Particulars of the shareholder(s): 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. or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Asian Satellite Broadcast Private Limited		
4. Particulars of the Shareholding of persons mentioned 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 March 31, 2020 holding of:			
a) Shares	57,393,250	17.60	17.60
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	57,393,250	17.60	17.60

Further, pursuant to Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby declare that we have not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.

For Asian Satellite Broadcast Private Limited

Ashok Sanghavi
Authorized Signatory
Place: Mumbai
Date: May 11, 2020

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.

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

Part-A- Details of Shareholding

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		
3. Particulars of the shareholder(s): 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. or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Essel Media Ventures Private Limited		
4. Particulars of the Shareholding of persons mentioned 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 March 31, 2020 holding of:			
a) Shares	12,861,036	3.94	3.94
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	12,861,036	3.94	3.94

Further, pursuant to Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby declare that we have not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.

For Essel Media Ventures Private Limited

Ashok Sanghavi
Authorized Signatory
Place: Mumbai
Date: May 11, 2020

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.

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

Part-A- Details of Shareholding

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		
3. Particulars of the shareholder(s): 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. or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Sprit Infrapower & Multiventures Private Limited		
4. Particulars of the Shareholding of persons mentioned 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 March 31, 2020 holding of:			
a) Shares	11,103,864	3.41	3.41
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	11,103,864	3.41	3.41

Further, pursuant to Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby declare that we have not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.

For Sprit Infrapower & Multiventures Private Limited

Ashok Sanghavi
Authorized Signatory
Place: Mumbai
Date: May 11, 2020

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.

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

Part-A- Details of Shareholding

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		
3. Particulars of the shareholder(s): 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. or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Essel Infraprojects Limited		
4. Particulars of the Shareholding of persons mentioned 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 March 31, 2020 holding of:			
a) Shares	Nil	Nil	Nil
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	Nil	Nil	Nil

Further, pursuant to Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby declare that we have not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.

For Essel Infraprojects Limited

Nishikant Upadhyay
Chief Financial Officer

Place: Mumbai

Date: May 11, 2020

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.

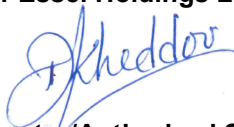
Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Part-A- Details of Shareholding

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		
3. Particulars of the shareholder(s): 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. or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Essel Holdings Limited		
4. Particulars of the Shareholding of persons mentioned 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 March 31, 2020 holding of:			
a) Shares	28,874,238	8.85%	8.85%
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	28,874,238	8.85%	8.85%

Further, pursuant to Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby declare that we have not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.

For Essel Holdings Limited



Director/Authorized Signatory

Place: Mauritius

Date: May 11, 2020

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.

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

Part-A- Details of Shareholding

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		
3. Particulars of the shareholder(s): 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. or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Jayneer Enterprises LLP		
4. Particulars of the Shareholding of persons mentioned 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 March 31, 2020 holding of:			
a) Shares	15,000,000	4.60%	4.60%
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	15,000,000	4.60%	4.60%

Further, pursuant to Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby declare that we have not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.

For Jayneer Enterprises LLP

Ashok Sanghavi
Authorized Signatory
Place: Mumbai
Date: May 11, 2020

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.