



STCI FINANCE LIMITED

(Formerly : Securities Trading Corporation of India Limited)

Regd. Off.: A/B 1-802, A - Wing, 8th Floor, Marathon Innova, Marathon Nextgen Compound,
Off. Ganpatrao Kadam Marg, Lower Parel (W), Mumbai - 400 013.

STCI.No. 846/CS/2012-13

December 21, 2012

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir,

Sub: Regulation 29(2) of SEBI (SAST) Regulations 2011

We enclose herewith the disclosure in terms of terms of Regulation 29(2) of SEBI
(SAST) Regulations 2011.

Thanking you.

Yours faithfully,

Suparna Sharma
Company Secretary

Encl: As above.



Format for disclosure under Regulation 29(2) of SEBI, SAST 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	STCI FINANCE LIMITED		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited & National Stock Exchange		
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) Share carrying voting rights	28,000,000	10.66%	10.66%
(b) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
(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)	NIL	NIL	NIL
(d) Total (a+b+c)	28,000,000	10.66%	10.66%
Details of acquisition/sale/release:-			
(a) Shares carrying voting rights acquired/sold	20,800,000	7.92%	7.92%
(b) VRs acquired/sold otherwise than by shares	NIL	NIL	NIL
(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	NIL	NIL	NIL
(d) Total (a+b+c)	20,800,000	7.92%	7.92%
After acquisition/sale/release holding of:-			
(a) Shares carrying voting rights	7,200,000	2.74%	2.74%
(b) VRs otherwise than by shares	NIL	NIL	NIL
(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) Total (a+b+c)	7,200,000	2.74%	2.74%
Mode of acquisition / sale (e.g. open market / off-market/ public issue / preferential allotment / inter-se transfer etc)/release	Release of Pledge/encumbrance of shares over a span of time held as security against loan facility granted to the client which becomes reportable under the SEBI Laws.		
Date of acquisition / Date of release /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	17/12/2012		
Equity share capital / total voting capital of the TC before the said acquisition / sale	262738599		
Equity share capital / total voting capital of the TC after the said acquisition / sale	262738599		
Total diluted share / voting capital of the TC after the said acquisition	262738599		

(*) 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.

(**) Figures doesn't include proprietary position taken by subsidiaries for trading and investments

Signature of the acquirer/seller /Authorised Signatory

Place: Mumbai

Date: 21/12/2012