

**FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL
ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

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	Orange Mauritius Investments Limited		
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	BSE & NSE		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	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/disposal under consideration, holding of :</u>			
a) Shares carrying voting rights	20,046,529	7.62984%	7.62984%
b) Voting rights (VR) otherwise than by equity shares	NIL	NIL	Not Applicable
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	Not Applicable
Total (a+b+c)	20,046,529	7.62984%	7.62984%
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired	3,500,000	1.33212%	1.33212%
b) VRs acquired otherwise than by equity shares	NIL	NIL	Not Applicable
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	Not Applicable
Total (a+b+c)	3,500,000	1.33212%	1.33212%

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	23,546,529	8.96196%	8.96196%
b) VRs otherwise than by equity 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	NIL	NIL	Not Applicable
	NIL	NIL	Not Applicable
Total (a+b+c)	23,546,529	8.96196%	8.96196%
6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Open Market		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Trade date : 27 June 2012 Settlement date : 29 June 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 262,738,599 divided into equity shares of Rs. 1/- each		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 262,738,599 divided into equity shares of Rs. 1/- each		
10. Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 262,738,599 divided into equity shares of Rs. 1/- each		

Note:

(*) 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 / Authorised Signatory

Place: Mauritius

Date: 28 June 2012