

ORANGE MAURITIUS INVESTMENTS LIMITED

4th Floor, Raffles Tower, 19 Cyber City, Ebene, Republic of Mauritius
Tel: + (230) 404 8800 Fax: + (230) 404 8899 Email: orangefund@apex.mu

Date: 10 November 2014

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No – C/1, G Block
Bandra-Kurla Complex,
Bandra (East)
Mumbai – 400 051
India

Fax: + 91 22 2659 8191

Dear Sir,

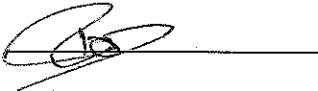
Sub: Disclosures required under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

This is with reference to the captioned subject.

Please find enclosed herewith, the disclosures required to be submitted under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, for your records.

You are requested to kindly confirm the above.

Yours faithfully,


Authorised Signatory

Cc.:

The Company Secretary
Zee Learn Limited
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai 400018,
India.

The Dy. General Manager
Corporate Relationship Dept.
Bombay Stock Exchange Limited
New Trading Ring,
Rotunda Building, P.J. Towers
Dalal Street, Fort
Mumbai, 400 001
India



भारतीय प्रतिभूति और विनिमय बोर्ड Securities and Exchange Board of India

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 Ltd		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Orange Mauritius Investments 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 & NSE		
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	23,546,529	7.36113%	-
b) Shares in the 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)	23,546,529	7.36113%	-
e) Total (a+b+c+d)			
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	-1,346,214	-0.42085%	-
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 encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	-1,346,214	-0.42085%	-

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भारतीय प्रतिभूति और विनिमय बोर्ड Securities and Exchange Board of India

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	22,200,315	6.9403%	-
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
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	22,200,315	6.9403%	-
e) Total (a+b+c+d)			
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	Trade Dates: (i) 20/06/2014 (ii) 12/09/2014 (iii) 19/09/2014 (iv) 22/09/2014 (v) 09/10/2014 (vi) 05/11/2014 (vii) 07/11/2014	Settlement Dates: 24/06/2014 16/09/2014 23/09/2014 24/09/2014 13/10/2014 10/11/2014 11/11/2014	
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 319,876,446 divided into equity shares of Rs. 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 319,876,446 divided into equity shares of Rs. 1/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 319,876,446 divided into equity shares of Rs. 1/- each		

(*) 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 / Authorised Signatory

Place:

Date:*

10/11/14