Schroders

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31 January 2019

Via Fax (+91 022 2659 8120) and Mail

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051
India

Dear Sir/Ma'am,

The Schroders Group entities, as discretionary fund managers of funds/segregated mandates, have increased by more than 2% of the last disclosed shareholding position in ZEE Entertainment Enterprises Ltd made under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, an acquisition of shares on 29 January 2019.

Please find enclosed herewith the appropriate forms pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for your attention.

Yours Sincerely,

Amy Sng
Senior Compliance Manager, Singapore

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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 Entertainment Enterprises Ltd		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	1) Acquirer: Schroder Investment Management Limited ("SIM Ltd") and Schroder Investment Management North America Limited ("SIMNA Ltd") as discretionary fund manager of funds/ segregated mandates 2) PAC: Schroder Group entities as discretionary fund managers of funds/ segregated mandates		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Ltd, The Bombay Stock Exchange Limited		
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 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) e) Total (a+b+c+d)	The Schroder Group held 64,418,445 shares carrying voting rights, of which 7,210,713 shares were held by SIM Ltd, and 32,016,245 shares were held by SIMNA Ltd.	SIM Ltd held 0.751% of the total share capital of the Target Company. SIMNA Ltd held 3.333% of the total share capital of the Target Company. The Schroder Group held 6.707% of the total share capital of the Target Company.	SIM Ltd held 0.751% of the total share capital of the Target Company. SIMNA Ltd held 3.333% of the total share capital of the Target Company. The Schroder Group held 6.707% of the total share capital of the Target Company.
Details of acquisition/sale 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 encumbered / invoked/released by the acquirer e) Total (a+b+c+/-d)	SIM Ltd acquired of 3,058,874 shares carrying voting rights. SIMNA Ltd acquired 4,459,839 shares carrying voting rights.	SIM Ltd acquired 0.318% of the total share capital of the Target Company. SIMNA Ltd acquired 0.464% of the Target Company.	SIM Ltd acquired 0.318% of the total share capital of the Target Company. SIMNA Ltd acquired 0.464% of the Target Company.

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Securities and Exchange Board of India

After the acquisition/sale, holding of: a) Shares carrying voting rights 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 e) Total (a+b+c+d)	Post-acquisition, the Schroder Group holds 71,937,158 shares carrying voting rights, of which 10,269,587 shares are held by SIM Ltd and 36,476,084 are held by SIMNA Ltd.	Post-acquisition, SIM Ltd holds 1.069%, and SIMNA Ltd holds 3.798% of the total share capital of the Target Company. The Schroder Group holds 7.490% of the total share capital of the Target Company, of which 1.069% of the total share capital of the Target Company is held by SIM Ltd, and 3.798% is held by SIMNA Ltd.	Post-acquisition, SIM Ltd holds 1.069%, and SIMNA Ltd holds 3.798% of the total share capital of the Target Company. The Schroder Group holds 7.490% of the total share capital of the Target Company, of which 1.069% of the total share capital of the Target Company is held by SIM Ltd, and 3.798% is held by SIMNA Ltd. *The last disclosure filed for the Schroder Group was when it held 5.110% of the share capital of the Target Company on 21 September 2018.
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open market acquisition		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	29/1/2019		
Equity share capital / total voting capital of the TC before the said acquisition / sale	960,466,500		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	960,466,500		
Total diluted share/voting capital of the TC after the said acquisition	960,466,500		

(*) 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: 138 Market Street #23-01 CapitaGreen Singapore 048946

Date: 31 January 2019

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*Please see attached for the updated list of PAN codes of the acquirer and PACs that invest into Zee Entertainment Enterprises Ltd.