JAYNEER INFRAPOWER & MULTIVENTURES PRIVATE LIMITED

(FORMERLY KNOWN AS JAYNEER CAPITAL PRIVATE LIMITED)

Date: April 8, 2019

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

We, Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Pvt. Ltd.), one of the Promoters of Zee Learn Limited (ZLL) together with other promoter entities hold in aggregate 186,442,388 Equity Shares comprising of 57.18% 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 (formerly known as Jayneer Capital Pvt. Ltd.)	76,875,375	23.58
2	Asian Satellite Broadcast Pvt. Ltd.	63,052,512	19.34
3	Essel Media Ventures Private Limited	12,861,036	3.94
4	Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	11,103,864	3.41
5	Essel Infraprojects Limited	1,752,286	0.54
6	Essel Holdings Ltd.	5,797,315	1.78
7	Jayneer Enterprises LLP	15,000,000	4.60
	Total	**186,442,388**	**57.18**

In this regard, please find enclosed our disclosures as per Regulation 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with our shareholding in Zee Learn Limited.

Jayneer Infrapower & Multiventures Pvt. Ltd.

Request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For Jayneer Infrapower & Multiventures Private Limited
(formerly known as Jayneer Capital Private Limited)

Director/ Authorized Signatory
Encl: As above.

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

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 (formerly known as Jayneer Capital 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, 2019 holding of:			
a) Shares	76,875,375	23.58	23.58
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	**76,875,375**	**23.58**	**23.58**

Jayneer Infrapower & Multiventures Pvt. Ltd.

For Jayneer Infrapower & Multiventures Private Limited
(formerly known as Jayneer Capital Private Limited)

Director/Authorized Signatory

Place: Mumbai
Date: April 8, 2019

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, 2019 holding of:			
a) Shares	63,052,512	19.34	19.34
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	**63,052,512**	**19.34**	**19.34**

For Asian Satellite Broadcast Private Limited

Director/Authorized Signatory
Place: Mumbai
Date: April 8, 2019

ASIAN SATELLITE BROADCAST PVT. LTD.

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, 2019 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**

For Essel Media Ventures Private Limited

ESSEL MEDIA VENTURES PVT. LTD.

Director/Authorized Signatory
Place: Mumbai
Date: April 8, 2019

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 (formerly known as Sprit Textiles 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, 2019 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**

For Sprit Infrapower & Multiventures Private Limited
(formerly known as Sprit Textiles Private Limited)

Director/Authorized Signatory

SPRIT INFRAPOWER & MULTIVENTURES PRIVATE LIMITED

Place: Mumbai
Date: April 8, 2019

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.

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, 2019 holding of:			
a) Shares	1,752,286	0.54	0.54
b) Voting Rights (otherwise than by shares)	NIL	NA	NA
c) Warrants	NIL	NA	NA
d) Convertible Securities	NIL	NA	NA
e) Any other instrument that would entitle the holder to receive shares in the TC.	NIL	NA	NA
Total	**1,752,286**	**0.54**	**0.54**

For Essel Infraprojects Limited

Company Secretary
Place: Mumbai
Date: April 3, 2019

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, 2019 holding of:			
a) Shares	5,797,315	1.78%	1.78%
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	**5,797,315**	**1.78%**	**1.78%**

For Essel Holdings Ltd

Director/Authorized Signatory
Place: Mauritius
Date: April 4, 2019

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, 2019 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%**

For Jayneer Enterprises LLP

JAYNEER ENTERPRISES LLP

Partner/Authorized Signatory

Place: Mumbai
Date: April 8, 2019

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.