

ORANGE MAURITIUS INVESTMENTS LIMITED

4th Floor, Raffles Tower, 19 Cyber City, Ebene, Republic of Mauritius
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Date: 15 April 2015

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

Kindly be informed that there is a change in the shareholding pattern for the Company since the last declaration made by Orange Mauritius Investments Limited "OMIL" on 10th November 2014.

Thereafter the Company has issued additional equity shares and its total equity capital has changed from INR 319,876,446 of par value INR 1 to INR 320,001,097 of par value INR 1. This had an impact in the percentage holding of OMIL where its shareholding has decreased from 6.9403% to 6.9376%.

OMIL has further sold some shares in the market as per the details mentioned in the disclosure required under regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) attached with this letter and the current percentage holding of OMIL as of 15th April 2015 is 4.1257%.

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	22,200,315	6.9403%	-
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)	22,200,315	6.9403%	-
e) Total (a+b+c+d)			
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	-8,998,106	-2.8119%	-
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)	-8,998,106	-2.8119%	-

भारतीय प्रतिभूति और विनिमय बोर्ड Securities and Exchange Board of India

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	13,202,209	4.1257%	-
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	13,202,209	4.1257%	-
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) 08/01/2015 (ii) 27/01/2015 (iii) 03/02/2015 (iv) 05/02/2015 (v) 18/02/2015 (vi) 13/03/2015 (vii) 09/04/2015 (viii) 10/04/2015 (ix) 13/04/2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 320,001,097 divided into equity shares of Rs. 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 320,001,097 divided into equity shares of Rs. 1/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 320,001,097 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:*