

November 19, 2020

To,  
BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001  
Maharashtra, India  
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**Sub: Disclosure pursuant to Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011**

**Unit: ZEE LEARN LIMITED**  
**ISIN: INE565L01011 Symbol: ZEELEARN**

Dear Sir/ Madam,

This is to inform you that we have, on 18-November-2020, acquired through Off Market transfer from security trustee & appropriated against Loan Outstanding Amounts, 1,25,60,000 (in words One crore Twenty Five lakhs and Sixty thousand ) equity shares of Zee Learn Limited, constituting 3.85% of the paid-up share capital of Zee Learn Limited (as set out in the table below). The disclosure as required under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is enclosed.

Name of Shareholder	Number of Shares Acquired	Date of Acquisition	Manner of Acquisition
L&T Infrastructure Finance Company Limited	1, 25, 60,000 (in words One crore Twenty Five lakhs and Sixty thousand) equity shares of <b>Zee Learn Limited</b> .	18-November-2020	Acquired through Off Market transfer from security trustee & appropriated against Loan Outstanding Amounts

Kindly take the above on record.

Thanking you,  
Yours faithfully,

**For L&T Infrastructure Finance Company Limited.**



**Ms. Vinda Wagh**  
**Authorized Signatory**

**L&T Infrastructure Finance Co Ltd**

**Registered Office**

Brindavan, Plot No. 177, C.S.T Road  
Kalina, Santacruz (East)  
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**Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part A – Details of the Acquisition**

Name of the Target Company (TC)	ZEE LEARN LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	L&T Infrastructure Finance Company Limited (“Acquirer”)		
Whether the Acquirer belongs to Promoter/ Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
<i>Details of the acquisition as follows</i>	<i>Number</i>	<i>% w.r.t. total share/voting capital wherever applicable (*)</i>	<i>% w.r.t. total diluted share/voting capital of the TC (**)</i>
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>			
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 equity 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)	-	-	-
e) Total (a+b+c+d)	-	-	-

<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired	1,25,60,000 equity shares	3.85%	3.85%
b) VRs acquired 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)	-	-	-
d) Shares encumbered/ invoked/ released by the Acquirer	-	-	-
e) Total (a+b+c+/-d)	1,25,60,000 equity shares	3.85%	3.85%
<b>After the acquisition, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights	22,162,667 equity shares (considering 9,602,667 equity shares held by L&T Finance Limited)	6.80 % (Considering 2.94% equity shares held by L&T Finance Limited)	6.80 % (Considering 2.94% equity shares held by L&T Finance Limited)
b) VRs otherwise than by equity 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) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-

e) Total (a+b+c+d)	22,162,667 equity shares (considering 9,602,667 equity shares held by L&T Finance Limited)	6.80 % (Considering 2.94% equity shares held by L&T Finance Limited)	6.80 % (Considering 2.94% equity shares held by L&T Finance Limited)
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Acquired through Off Market transfer from security trustee & appropriated against Loan Outstanding Amounts		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	Equity shares		
Date of acquisition of/ <del>date of receipt</del> of <del>intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC</del>	18-November-2020		
Equity share capital / total voting capital of the TC before the said acquisition	32,60,92,725 equity shares having a face value of INR 1 each (As per shareholding pattern for quarter ended Sept 2020)		
Equity share capital/ total voting capital of the TC after the said acquisition	32,60,92,725 equity shares having a face value of INR 1 each (As per shareholding pattern for quarter ended Sept 2020)		
Total diluted share/voting capital of the TC after the said acquisition	32,60,92,725 equity shares having a face value of INR 1 each (As per shareholding pattern for quarter ended Sept 2020)		

(\*) 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.