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| The Company Secretary and Compliance Officer<br><br>ZEE LEARN LIMITED<br>Continental Building,<br>135, Dr. Annie Besant Road,<br>Worli,<br>Mumbai – 400018,<br>Maharashtra, India.<br><br>Email Id:<br><a href="mailto:investor_relations@zeelearn.com">investor_relations@zeelearn.com</a> | BSE Limited<br><br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Fort,<br>Mumbai 400001<br><br>Email Ids:<br><br><a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a><br><a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a> | National Stock Exchange of India Limited<br><br>Exchange Plaza, C-1, Block G.<br>Bandra Kurla Complex<br>Bandra (East), Mumbai- 400051<br><br>Email Ids:<br><br><a href="mailto:takeover@nse.co.in">takeover@nse.co.in</a><br><a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> |
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Date: September 28, 2023

Dear Sir/Madam,

Subject: - **Disclosure under Regulation 29(2) of SEBI Regulations, 2011 (Substantial Acquisition of Shares and Takeovers)**

We, Moon Capital Trading Pte. Ltd. have disposed 5,00,000 equity shares in ZEE Learn Limited ("ZLL") by way of open market sales on September 28, 2023, amounting to ~0.1533% of the equity shares of ZLL.

As per Regulation 29(2) of SEBI Regulations, 2011 (Substantial Acquisition of Shares and Takeovers) (hereinafter referred to as the "**Takeover Regulations**"), we are required to disclose our aggregate shareholding and voting rights in ZLL, if such change in ZLL exceeds 2% of total shareholding and voting rights in OFSS since our last disclosure on December 21, 2017 (wherein the percentage holding was ~6.46% in aggregate), in the prescribed form within 2 days of such change.

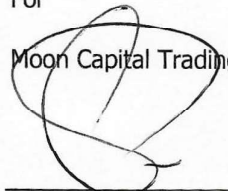
Please find attached the duly completed prescribed form making the required disclosure as prescribed under Regulation 29(2) of the Takeover Regulations.

We request you to take this on record and take all appropriate action.

Yours faithfully,

For

Moon Capital Trading Pte. Ltd.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right, positioned above a solid horizontal line.

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Mr. Vincent Kartili  
Authorised Signatory

**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 Limited                                       |   |  |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer  | Moon Capital Trading Pte. Ltd.                          |   |  |
| Whether the acquirer belongs to Promoter / Promoter group  | No  |   |  |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed   | 1. BSE Ltd.<br>2. National Stock Exchange of India Ltd. |   |  |
| 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 (**) |
| <b>Before the disposal under consideration, holding of:</b>  |   |   |  |
| a) Shares carrying voting rights   | 1,50,00,000   | 4.5999%   | 4.5999%  |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  | NIL   | NIL   | NIL  |
| c) Voting rights (VR) otherwise than by shares   | NIL   | NIL   | NIL  |
| 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)              | NIL   | NIL   | NIL  |
| e) Total (a+b+c+d)   | <b>1,50,00,000</b>                                      | <b>4.5999%</b>  | <b>4.5999%</b>   |
| <b>Details of acquisition / sale</b>   |   |   |  |
| a) Shares carrying voting rights acquired / sold   | 5,00,000  | 0.1533%   | 0.1533%  |
| b) VRs acquired /sold otherwise than by shares   | NIL   | NIL   | NIL  |
| 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 | NIL   | NIL   | NIL  |
| d) Shares encumbered / invoked / released by the acquirer  | NIL   | NIL   | NIL  |
| e) Total (a+b+c+/-d)   | <b>5,00,000</b>   | <b>0.1533%</b>  | <b>0.1533%</b>   |



|  |                                 |                |                |
|--|---------------------------------|----------------|----------------|
| <b>After the acquisition- / sale, holding of:</b>  |                                 |                |                |
| a) Shares carrying voting rights acquired  | 1,45,00,000                     | 4.4465%        | 4.4465%        |
| b) Shares encumbered with the acquirer   | NIL                             | NIL            | NIL            |
| c) VRs otherwise than by shares  | NIL                             | NIL            | NIL            |
| 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 | NIL                             | NIL            | NIL            |
| e) Total (a+b+c+d)   | <b>1,45,00,000</b>              | <b>4.4466%</b> | <b>4.4466%</b> |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).   | Open market sale                |                |                |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable   | September 28, 2023 <sup>#</sup> |                |                |
| Equity share capital / total voting capital of the TC before the said acquisition- / sale  | 32,60,92,725                    |                |                |
| Equity share capital/ total voting capital of the TC after the said acquisition- / sale  | 32,60,92,725                    |                |                |
| Total diluted share/voting capital of the TC after the said acquisition  | 32,60,92,725                    |                |                |

(\*) 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.

(#) Additional Information: The current filing is as a result of a 2% change in our total holding from the previous disclosure filing dated December 21, 2017 (wherein the percentage holding was ~6.46% in aggregate).

**Signature of the acquirer- / seller /**



Vincent Kartili  
Authorised Signatory, Moon Capital Trading Pte. Ltd.

Place: Singapore

Date: September 29, 2023

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