

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



Ref: ITSL/OPR/2021-22/29623

Date: 05th July, 2021

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Limited, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051	New Media Broadcasting Private Limited, 18th Floor, A Wing, Marathon Futurex, NM Joshi Marg, Lower Parel, Mumbai-400013
ZEE Learn Limited 18th Floor, 'A' Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai-400 013.	Essel Media Ventures Private Limited 18th Floor, 'A' Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai-400 013	Asian Satellite Broadcast Private Limited 18th Floor, 'A' Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai-400 013

Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to invocation of equity shares of ZEE Learn Limited

Pursuant to the disclosure required to be made under Regulation 29(1) and (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the invocation of equity shares of **ZEE Learn Limited** by IDBI Trusteeship Services Limited (ITSL) acting in its capacity as Debenture Trustee/Pledgee for the benefit of Debenture Holder / Lender.

For and on behalf of IDBI Trusteeship Services Limited,

Authorized Signatory


1. Name of the Target Company (TC)	ZEE Learn Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	IDBI Trusteeship Services Limited		
3. Whether the acquirer belongs to Promoter/Promoter group	No. IDBI Trusteeship Services Limited is acting as Debenture Trustee/Pledgee for various credit facilities / debentures issued by the New Media Broadcasting Private Limited, wherein the shares of the target company have been pledged by the Essel Media Ventures Private Limited and Asian Satellite Broadcast Private Limited pursuant to respective Unattested Deed of Pledge of Shares.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited, National Stock Exchange of India Limited		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition / Invoke of shares under consideration, holding of acquirer along with PACs of:</u>			
a) Shares carrying voting rights			
b) Shares in 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)	2,16,40,000	6.64%	6.64%

IDBI Trusteeship Services Ltd.

Details of Invoke of shares under consideration
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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 in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	1,00,00,000	3.07%	3.07%
e) Total (a+b+c+d)	1,00,00,000	3.07%	3.07%
After the Invocation under consideration holding of acquirer along with PACs of:			
a) Shares carrying voting rights	1,00,00,000	3.07%	3.07%
b) VRs 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) after acquisition.			
d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	1,16,40,000	3.57%	3.57%
e) Total (a+b+c+d)	2,16,40,000	6.64%	6.64%
6. Mode of acquisition/Invoke (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Based on the instruction from the Lender / Debenture Holders we have invoked the shares. Based on instructions from Lenders we will commence selling of shares thru Stock Broker		
7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Based on the instruction from the Lender / Debenture Holders we have invoked the shares. Based on instructions from Lenders we will commence selling of shares thru Stock Broker		
8. Date of acquisition/Invoke of Pledge of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	01.07.2021 (Date of Invocation of pledged shares) 01.07.2021 Upon instructions received from Debenture-Holders / Lenders, as a Trustee we have invoked the shares. Based on instructions from Lenders / Debenture Holders we will commence selling of shares thru Stock Broker		

9. Equity share capital /total voting capital of the TC before the said acquisition/ sale	32,60,92,725		
10. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	32,60,92,725		
11. Total diluted share/voting capital of the TC after the said acquisition/sale.	32,60,92,725		

Signature of the acquirer:

Place: Mumbai

Date: 05th July, 2021

(*) 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.

(***) These shares are pledged for different transactions involving lender and there is no nexus/inter connection between those transactions and present transactions.

(****) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

(*****) We are the Trustees and holding the shares by way of Share Pledge as Security and we do not have any intention of making investment in shares or acquisition of shares for trading. It is not the business or activity of ITSL to deal in any shares. ITSL does not operate and acquire any shares by purchasing or buying from the Securities Market. ITSL need to sell the Pledged shares only when the Borrower has committed default in payment of interest or repayment of principal and in no other case. The sole purpose of the sale is to recover the defaulted dues of the Lenders and not for making any gain.