

February 5, 2021

To,
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Maharashtra, India
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Sub: Revised Disclosure under 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,

We had on November 19, 2020 filed disclosure under Regulation 29(1) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Disclosure**”) regarding the, acquisition through Off Market transfer from security trustee & appropriation 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 completed on November 18, 2020.

Now BSE Limited vide its mail dated February 03, 2021 has requested us to further clarify the Disclosure by way of incorporating the details of acquisition of shares of Zee Learn Limited by Persons Acting in Concert (“**PAC**”) in the Disclosure of L&T Infrastructure Finance Company Limited itself.

Accordingly, the revised disclosure incorporating the details of acquisition of shares of Zee Learn Limited by PAC as required under Regulation 29(1) of SAST Regulations is enclosed for your records.

Kindly take the above on record.

Thanking you,
Yours faithfully,

For L&T Infrastructure Finance Company Limited.



Ms. Vinda Wagh
Authorized Signatory

Revised 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”) L&T Finance Limited (“PAC”) | | |
| 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> |
| Before the acquisition under consideration, holding of acquirer along with PACs of: | | | |
| 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) | - | - | - |
| | | | |

| | | | |
|--|--|---|---|
| Details of acquisition | L&T Infrastructure Finance Company Limited (Acquirer) has acquired - 1,25,60,000 equity shares | L&T Infrastructure Finance Company Limited (Acquirer) has acquired - 3.85% | L&T Infrastructure Finance Company Limited (Acquirer) has acquired - 3.85% |
| a) Shares carrying voting rights acquired | L&T Finance Limited (PAC) has also invoked- 96,02,667 equity shares | L&T Finance Limited (PAC) invoked - 2.94% | L&T Finance Limited (PAC) invoked - 2.94% |
| 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) | Total 22,162,667 equity shares | Total -6.80 | Total -6.80 |
| After the acquisition, holding of acquirer along with PACs of: | 22,162,667 equity shares (considering 96,02,667 equity shares invoked by L&T Finance Limited & 1,25,60,000 equity shares acquired by L&T Infrastructure Finance Company Limited) | 6.80 % (Considering 2.94% equity shares held by L&T Finance Limited & 3.85% equity shares held by L&T Infrastructure Finance Company Limited) | 6.80 % (Considering 2.94% equity shares held by L&T Finance Limited & 3.85% equity shares held by L&T Infrastructure Finance Company Limited) |
| a) Shares carrying voting rights | | | |
| b) VRs otherwise than by equity shares | - | - | - |
| e) 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 | - | - | - |
| f) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | | | |

| | | | |
|---|--|---|---|
| | - | - | - |
| e) Total (a+b+c+d) | 22,162,667 equity shares (considering 96,02,667 equity shares invoked by L&T Finance Limited & 1,25,60,000 equity shares acquired by L&T Infrastructure Finance Company Limited) | 6.80 % (Considering 2.94% equity shares held by L&T Finance Limited & 3.85% equity shares held by L&T Infrastructure Finance Company Limited) | 6.80 % (Considering 2.94% equity shares held by L&T Finance Limited & 3.85% equity shares held by L&T Infrastructure Finance Company 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/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC | 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.

Similar form is being filed for L&T Finance Ltd being a PAC.

Part-B***

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

Signature of the Authorised Signatory

For L&T Infrastructure Finance Company Limited

A handwritten signature in black ink, appearing to read 'Vinda Wagh', is written over a horizontal line. The signature is stylized and cursive.

Name: Vinda Wagh

Designation: Authorised Signatory

Place: Mumbai

Date: February 5, 2021