

October 16, 2020

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir,

Ref: Disclosure by the Promoter(s) to the stock exchange and to the Target Company for encumbrance of shares/release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

With reference to disclosure requirements by the Promoter(s) to the stock exchange and to the Target Company for encumbrance of shares/invocation of encumbrance/release of encumbrance, in terms of Regulation 31(1) and 31(2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached herewith our disclosure for creation/release/ invocation of pledge on the equity shares of Zee Learn Limited.

Request you to kindly take the same on record and oblige.

Thanking you,

For Asian Satellite Broadcast Pvt. Ltd.

For Jayneer Enterprises LLP

Ashok Sanghavi
Authorised Signatory

Ashok Sanghavi
Authorised Signatory

For Essel Media Ventures Pvt. Ltd.

Ashok Sanghavi
Authorised Signatory

Encl: As above.

CC: Zee Learn Ltd
135, Continental Building,
Dr. Annie Besant Road, Worli,
Mumbai - 400018.

(Format for Disclosure by the Promoter (s) to the stock exchange and to the Target Company for encumbrance of shares / invocation of encumbrance / release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011)

Name of the Target Company (TC)	Zee Learn Limited
Name of the stock exchanges where the shares of the target company are listed	NSE /BSE
Date of Reporting	16th October, 2020
Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released	Asian Satellite Broadcast Private Limited
	Jayneer Enterprises LLP
	Essel Media Ventures Private Limited

Details creation of encumbrance :

Name of Promoter (s) or PACs with him *	Promoter Holding in the target company(1)		Promoter holding already encumbered (2)		Details of Event pertaining to encumbrance (3)							Post event holding of encumbered shares {Creation [(2)+(3)]/release [(2)-(3)]/ invocation[(2)-(3)]}	
	No of Shares	% of total share Capital	No of Shares	% of total share Capital	Type of event (creation/release/ invocation)	Date of creation/ invocation/ release of encumbrance	Type of encumbrance (pledge/lien/ non disposal undertaking /other)	Reasons for encumbrance**	No of Shares	% of total share capital	Name of the entity in whose favor shares encumbered***	No of Shares	% of total share capital
Asian Satellite Broadcast Private Limited	3,53,50,917	10.84	3,21,06,167	9.85	Invocation	13-Oct-2020	Pledge	Collateral for loan	8,60,000	0.26	IDBI Trusteeship Services Limited on behalf of ESOF Fund and other Debentureholders	3,12,46,167	9.58
Asian Satellite Broadcast Private Limited	3,44,90,917	10.58	3,12,46,167	9.58	-	-	-	-	-	-	-	3,12,46,167	9.58

Essel Media Ventures Private Limited	1,28,61,036	3.94	1,28,50,000	3.94	Invocation	13-Oct-2020	Pledge	Collateral for loan	7,40,000	0.23	IDBI Trusteeship Services Limited on behalf of ESOF Fund and other Debentureholders	1,21,10,000	3.71
Essel Media Ventures Private Limited	1,21,21,036	3.72	1,21,10,000	3.71	-	-	-	-	-	-	-	1,21,10,000	3.71
Essel Infraprojects Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Essel Holdings Ltd	2,88,74,238	8.85	-	-	-	-	-	-	-	-	-	-	-

Place : Mumbai
Date : 16th October, 2020

Ashok Sanghavi
Signature of the Authorised Signatory

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.