

(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 **31-Dec-14**

Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released **Jayneer Capital Private Limited**
 Details creation of encumbrance : **Asian Satellite Broadcast Private Limited**

Name of Promoter (S) or PACs with him (*)	Promoter Holding in the target company (1)	Promoter holding already encumbered (2)	Details of Even 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 diluted share capital (*)	No of Shares	% of total share Capital already encumbered (creation/ release / invocation)	Date of creation/ invocation of encumbrance	Type of encumbrance (pledge/lien/ non disposal undertaking / other)	No of Shares	% of total share Capital	Name of the entity in whose favor shares encumbered	No of Shares	% of total share Capital			
Jayneer Capital Private Limited	77,975,375	24.38	N.A.	45,181,911	14.12	Creation	29.12.2014	pledge	4,708,098	1.47	STCI Finance Ltd	49,890,009	15.60
Asian Satellite Broadcast Private Limited	63,052,512	19.71	N.A.	56,695,000	17.72	Creation	29.12.2014	pledge	1,177,024	0.37	STCI Finance Ltd	57,872,024	18.09
Asian Satellite Broadcast Private Limited	63,052,512	19.71	N.A.	57,872,024	18.09	Release	30.12.2014	pledge	180,000	0.06	STCI Finance Ltd	57,692,024	18.04
Jayneer Capital Private Limited	77,975,375	24.38	N.A.	49,890,009	15.60	Creation	29.12.2014	pledge	13,075,009	4.09	Axis Bank Ltd	62,965,009	19.68
Jayneer Capital Private Limited	77,975,375	24.38	N.A.	62,965,009	19.68	Release	30.12.2014	pledge	100,000	0.03	STCI Finance Ltd	62,865,009	19.65

For Jayneer Capital Private Limited **For ASIAN SATELLITE BROADCAST PVT. LTD.**

Place : Mumbai
 Date : 31.12.2014
 Authorised Signatory / Director
 Signature of the Authorised Signatory
 Authorised Signatory/Director

(*) 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.
 (*) Total share 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.