

October 7, 2016

✓ **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/invocation of encumbrance/ release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

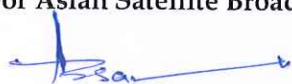
With reference to disclosure requirements by the Promoter(s) to the stock exchange and to the Target Company for encumbrance of shares/invocation of encumbrance/release of encumbrance, in terms of Regulation 31(1) and 31(2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please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

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

Thanking you,

Yours faithfully,

**For Asian Satellite Broadcast Private Limited**



**Authorised Signatory**



**For Jayneer Capital Private Limited**



**Authorised Signatory**



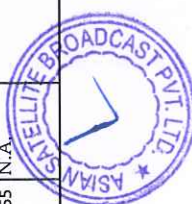
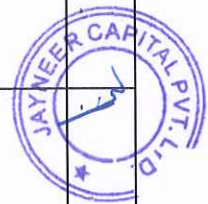
**Encl:** As above.

**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)

<b>Name of the Target Company (TC)</b>	Zee Learn Limited
<b>Name of the stock exchanges where the shares of the target company are listed</b>	NSE /BSE
<b>Date of Reporting</b>	7th October, 2016
<b>Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released</b>	Asian Satellite Broadcast Private Limited Jayneer Capital Private Limited

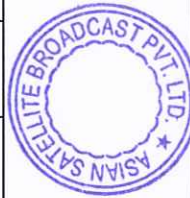
Details creation of encumbrance :														
Name of Promoter (s) or PACs with him (**)	Promoter Holding in the target company(1)			Promoter holding already encumbered (2)					Details of Even pertaining to encumbrance (3)					Post event holding of encumbered shares {Creation [(2)+(3)]/release [(2)-(3)]/ invocation[(2)-(3)]}
	No of Shares	% of total share Capital	% w.r.t. diluted 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	
Asian Satellite Broadcast Private Limited	6,30,52,512	19.67	N.A.	4,57,79,000	14.28	Release	30-Sep-2016	Pledge	Collateral Release for facility of the Promoters Group Company	22,56,500	0.70	STCI Limited	4,35,22,500	13.58
Jayneer Capital Private Limited	7,79,75,375	24.33	N.A.	6,33,94,000	19.78	Release	30-Sep-2016	Pledge	Collateral Release for facility of the Promoters Group Company	73,98,000	2.31	STCI Limited	5,59,96,000	17.47
Sprit Textiles Private Limited	1,11,03,864	3.46	N.A.	50,00,000	1.56	-	-	-	-	-	-	-	50,00,000	1.56
Jayneer Enterprises LLP	1,50,00,000	4.68	N.A.	90,60,000	2.83	-	-	-	-	-	-	-	90,60,000	2.83
Essel Media Ventures Private Limited	1,28,61,036	4.01	N.A.	-	-	-	-	-	-	-	-	-	-	-
Essel Infraprojects Limited	17,52,286	0.55	N.A.	-	-	-	-	-	-	-	-	-	-	-



Ambience Business Services Private Limited.	6,22,883	0.19	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ashok Mathai Kurien	5,59,089	0.17	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sushila Goel	1,70,000	0.05	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Veena Investments Private Limited.	34,49,013	1.08	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ganjam Trading Company Private Limited.	49,49,506	1.54	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Essel Holdings Ltd	57,97,315	1.81	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Place : Mumbai

Date : 7th October, 2016


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.

(\*) Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016. 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.