

November 25, 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,

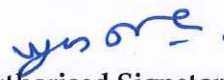
Yours faithfully,

For Asian Satellite Broadcast Private Limited

For Jayneer Capital Private Limited


Authorized Signatory




Authorized 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

25th November, 2016

Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released

Asian Satellite Broadcast Private Limited

Jayneer Capital Private Limited

Details creation of encumbrance :

Name of Promoter (s) or PAC's 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)]}

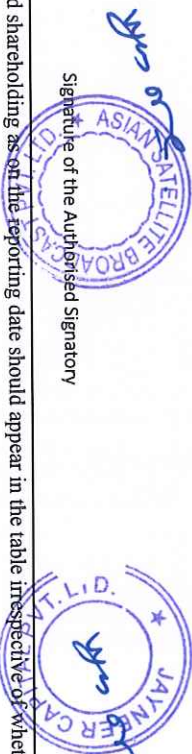
Name of Promoter (s) or PAC's with him ^(*)	Promoter Holding in the target company(1)	Promoter holding already encumbered (2)	Details of Even pertaining to encumbrance (3)	Post event holding of encumbered shares {Creation [(2)+(3)]/release [(2)-(3)]/ invocation[(2)-(3)]}										
No of Shares	% of total 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	% of total share capital	
Asian Satellite Broadcast Private Limited	6,30,52,512	19.66	N.A.	4,22,27,500	13.17	Creation	21-Nov-2016	Pledge	Collateral Pledge for facility of the Promoters Group	90,000	0.03	Family Credit Limited	4,23,17,500	13.20
Asian Satellite Broadcast Private Limited	6,30,52,512	19.66	N.A.	4,23,17,500	13.20	Creation	21-Nov-2016	Pledge	Collateral Pledge for facility of the Promoters Group	1,20,000	0.04	L&T Fincorp Limited	4,24,37,500	13.23
Asian Satellite Broadcast Private Limited	6,30,52,512	19.66	N.A.	4,24,37,500	13.23	Creation	23-Nov-2016	Pledge	Collateral Pledge for facility of the Promoters Group	37,70,000	1.18	STCI Finance Limited	4,62,07,500	14.41
Jayneer Capital Private Limited	7,79,75,375	24.52	N.A.	5,59,96,000	17.46	Creation	23-Nov-2016	Pledge	Collateral Pledge for facility of the Promoters Group	1,13,00,000	3.52	STCI Finance Limited	6,72,96,000	20.99



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 : 25th November, 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.