

December 2, 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

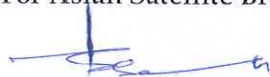
With reference to disclosure requirements by the Promoter(s) to the stock exchange and to the Target Company for encumbrance of shares/invocation of encumbrance/release of encumbrance, in terms of Regulation 31(1) and 31(2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please 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 Enterprises LLP



Authorised Signatory



Encl: As above.

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

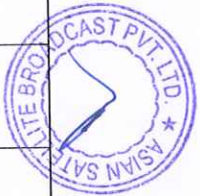
(Format for Disclosure by the Promoter (s) to the stock exchange and to the Target Company for encumbrance of shares / invocation of encumbrance / release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011)

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|--|--|--|--|
| 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 | | 2nd December, 2016 | |
| Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released | | Asian Satellite Broadcast Private Limited Jayneer Enterprises LLP | |

| 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 | 19.66 | N.A. | 4,62,07,500 | 14.41 | Creation | 24-Nov-2016 | Pledge | Collateral Pledge for facility of the Promoters Group | 6,00,000 | 0.19 | STCI Finance Limited | 4,68,07,500 | 14.60 |
| Asian Satellite Broadcast Private Limited | 6,30,52,512 | 19.66 | N.A. | 4,68,07,500 | 14.60 | Creation | 24-Nov-2016 | Pledge | Collateral Pledge for facility of the Promoters Group | 1,00,000 | 0.03 | IDBI Trusteeship Services Limited | 4,69,07,500 | 14.63 |
| Asian Satellite Broadcast Private Limited | 6,30,52,512 | 19.66 | N.A. | 4,69,07,500 | 14.63 | Release | 25-Nov-2016 | Pledge | Collateral Release for facility of the Promoters Group Company | 49,11,000 | 1.53 | IDBI Trusteeship Services Limited | 4,19,96,500 | 13.10 |



| | | | | | | | | | | | | | | |
|--|-------------|-------|------|-------------|-------|----------|-------------|--------|--|-----------|------|----------------------|-------------|-------|
| Asian Satellite Broadcast Private Limited | 6,30,52,512 | 19.66 | N.A. | 4,19,96,500 | 13.10 | Creation | 30-Nov-2016 | Pledge | Collateral Pledge for facility of the Promoters Group Company | 13,70,000 | 0.43 | STCI Finance Limited | 4,33,66,500 | 13.52 |
| Asian Satellite Broadcast Private Limited | 6,30,52,512 | 19.66 | N.A. | 4,33,66,500 | 13.52 | Release | 1-Dec-2016 | Pledge | Collateral Release for facility of the Promoters Group Company | 7,00,000 | 0.22 | STCI Finance Limited | 4,26,66,500 | 13.30 |
| Jayneer Capital Private Limited | 7,79,75,375 | 24.32 | N.A. | 6,72,96,000 | 20.99 | - | - | - | - | - | - | - | 6,72,96,000 | 20.99 |
| Sprtt 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 | Creation | 29-Nov-2016 | Pledge | Collateral Pledge for facility of the Promoters Group Company | 32,70,000 | 1.02 | STCI Finance Limited | 1,23,30,000 | 3.84 |
| 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 Essel Holdings Ltd | 49,49,506 | 1.54 | N.A. | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | 57,97,315 | 1.81 | N.A. | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |







Place : Mumbai
Date : 2nd December, 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.