

February 26, 2016

Bombay Stock Exchange 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 encumbrance the equity shares of Zee Learn Limited

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

Thanking you,

Yours faithfully,

For Jayneer Capital Private Ltd



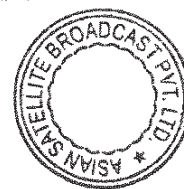
Authorised Signatory



For Asian Satellite Broadcast Private Limited



Authorised Signatory



Encl: As above.

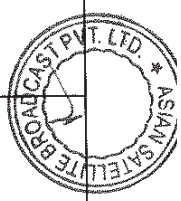
CC: Zee Learn Limited
Continental Building, 135
Dr. A. B. Road, Worli
Mumbai - 400 018.

(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		26.02.2016
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 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	% of total share capital	
Asian Satellite Broadcast Private Limited	63,052,512	19.67	N.A.	61,560,000	19.20	Creation	26/02/2016	pledge	Collateral Pledge for facility of the Promoters Group Company.	1,000,000	0.31	IDBI Trusteeship Services Limited	62,560,000	19.52	
Jayneer Capital Private Limited	77,975,375	24.33	N.A.	71,619,000	22.34	Release	23/02/2016	pledge	Collateral Pledge for facility of the Promoters Group Company.	1,390,000	0.43	IDBI Trusteeship Services Limited	70,229,000	21.91	
Sprit Textiles Pvt Ltd	11,103,864	3.46	N.A.	10,990,000	3.43	-	-	-	-	-	-	-	10,990,000	3.43	
Jayneer Enterprises LLP	15,000,000	4.68	N.A.	10,700,000	3.34	-	-	-	-	-	-	-	10,700,000	3.34	
Essel Media Ventures Pvt Ltd	12,861,036	4.01	N.A.	-	-	-	-	-	-	-	-	-	-	-	



Essel Infraprojec ts Ltd	1,752,286	0.55	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ambience Business Services Pvt.Ltd	622,883	0.19	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ashok Mathai Kurien Sushila Goel	559,089	0.17	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Veena Investment Pvt.Ltd	3,449,013	1.08	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ganjam Trading Company Pvt.Ltd	4,949,506	1.54	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Essel Holdings Ltd	5,797,315	1.81	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



Place : Mumbai

Date : 26.02.2016

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 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.