

SPRIT TEXTILES PRIVATE LIMITED

August 5, 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 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 Sprit Textiles 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)

| | |
|---|--------------------------------|
| 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 | 5th August, 2016 |
| Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released | Sprit Textiles 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 | % 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. | 4,99,30,000 | 15.58 | - | - | - | - | - | - | - | 4,99,30,000 | 15.58 |
| Jayneer Capital Private Limited | 7,79,75,375 | 24.33 | N.A. | 6,89,69,000 | 21.52 | - | - | - | - | - | - | - | 6,89,69,000 | 21.52 |
| Sprit Textiles Private Limited | 1,11,03,864 | 3.46 | N.A. | 1,09,90,000 | 3.43 | Release | 3-Aug-2016 | Pledge | Collateral Release for facility of the Promoters Group Company | 59,90,000 | 1.87 | Axis Trustee Services Limited | 50,00,000 | 1.56 |
| Jayneer Enterprises LLP | 1,50,00,000 | 4.68 | N.A. | 1,33,00,000 | 4.15 | - | - | - | - | - | - | - | 1,33,00,000 | 4.15 |
| Essel Media Ventures Private Limited | 1,28,61,036 | 4.01 | N.A. | - | - | - | - | - | - | - | - | - | - | - |
| Essel Infraprojects Limited | 17,52,286 | 0.55 | N.A. | - | - | - | - | - | - | - | - | - | - | - |



