

June 30, 2017

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)

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	30th June, 2017
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
Asian Satellite Broadcast Private Limited	6,30,52,512	19.54	N.A.	4,61,00,000	14.29	Creation	27-Jun-2017	Pledge	Collateral Pledge for facility of the Promoters Group	16,90,000	0.52	IIFL Wealth Finance Limited	4,77,90,000	14.81
Jayneer Capital Private Limited	7,79,75,375	24.17	N.A.	5,78,37,000	17.93	Creation	27-Jun-2017	Pledge	Collateral Pledge for facility of the Promoters Group	11,30,000	0.35	IIFL Wealth Finance Limited	5,89,67,000	18.28
Sprit Textiles Private Limited	1,11,03,864	3.44	N.A.	50,00,000	1.55	-	-	-	-	-	-	-	50,00,000	1.55
Jayneer Enterprises LLP	1,50,00,000	4.65	N.A.	1,18,10,000	3.66	-	-	-	-	-	-	-	1,18,10,000	3.66
Essel Media Ventures Private Limited	1,28,61,036	3.99	N.A.	-	-	-	-	-	-	-	-	-	-	-
Essel Infraprojects Limited	17,52,286	0.54	N.A.	-	-	-	-	-	-	-	-	-	-	-



