

August 24, 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 Enterprises LLP


Authorised Signatory



For Essel Media Ventures Private Limited


Authorised Signatory



Encl: As above.

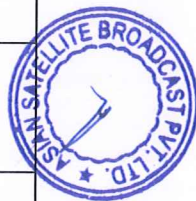
CC: Zee Learn Ltd
135, Continental Building,
Dr. Annie Besant Road, Worli,
Mumbai - 400018.

(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	24th August, 2017
Name of the Promoter or PAC on whose shares encumbrance has been created / invoked / released	Asian Satellite Broadcast Private Limited
	Jayneer Enterprises LLP
	Essel Media Ventures Private Limited

Details creation of encumbrance :

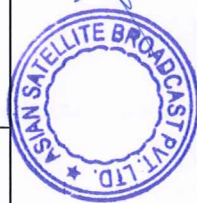
Name of Promoter (s) or PACs with him (**)	Promoter Holding in the target company(1)			Promoter holding already encumbered (2)			Details of Even pertaining to encumbrance (3)							Post event holding of encumbered shares {Creation [(2)+(3)]/release [(2)-(3)]/ invocation[(2)-(3)]}	
	No of Shares	% of 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	19.46	N.A.	49,635,000	15.32	Creation	18-Aug-2017	Pledge	Collateral Pledge for facility of the Promoters Group	10,630,000	3.28	IDBI Trusteeship Services Limited	60,265,000	18.60	
Asian Satellite Broadcast Private Limited	63,052,512	19.46	N.A.	60,265,000	18.60	Creation	23-Aug-2017	Pledge	Collateral Pledge for facility of the Promoters Group	670,000	0.21	Axis Finance Limited	60,935,000	18.81	
Jayneer Capital Private Limited	77,975,375	24.07	N.A.	63,407,000	19.57	-	-	-	-	-	-	-	63,407,000	19.57	
Sprit Textiles Private Limited	11,103,864	3.43	N.A.	5,000,000	1.54	-	-	-	-	-	-	-	5,000,000	1.54	
Jayneer Enterprises LLP	15,000,000	4.63	N.A.	11,810,000	3.65	Creation	22-Aug-2017	Pledge	Collateral Pledge for facility of the Promoters Group	1,700,000	0.52	Indusind Bank	13,510,000	4.17	



Essel Media Ventures Private Limited	12,861,036	3.97	N.A.	-	-	Creation	18-Aug-2017	Pledge	Collateral Pledge for facility of the Promoters Group	11,750,000	3.63	IDBI Trusteeship Services Limited	11,750,000	3.63
Essel Infraprojects Limited	1,752,286	0.54	N.A.	-	-	-	-	-	-	-	-	-	-	-
Ambience Business Services Private Limited	622,883	0.19	N.A.	-	-	-	-	-	-	-	-	-	-	-
Ashok Mathai Kurien	559,089	0.17	N.A.	-	-	-	-	-	-	-	-	-	-	-
Sushila Goel	170,000	0.05	N.A.	-	-	-	-	-	-	-	-	-	-	-
Veena Investments Private Limited	3,449,013	1.06	N.A.	-	-	-	-	-	-	-	-	-	-	-
Ganjam Trading Company Private Limited	4,949,506	1.53	N.A.	-	-	-	-	-	-	-	-	-	-	-
Essel Holdings Ltd	5,797,315	1.79	N.A.	-	-	-	-	-	-	-	-	-	-	-

Place : Mumbai

Date : 24th August, 2017



Signature of the Authorized 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.