

Date: 30/11/2018

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 Sirs,

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 of pledge of the equity shares of Zee Learn Limited.

Request you to take the same on record and oblige.

Thanking you,

Yours faithfully,
For Essel Infraprojects Limited



Ashish Agarwal
Company Secretary



Encl: As above

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

Essel Infraprojects Limited

Corp. off: 6th Floor, Plot No 19 & 20, Sector 16 A, Film City, Noida, Uttar Pradesh - 201 301, T: 0120-4849500

Mumbai off: 18th Floor, A Wing, Marathon Futurex, Lower Parel, Mumbai - 400 013, T: 022-7108-4400

(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 November, 2018
Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released	Essel Infraprojects 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 Event 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	6,30,52,512	19.34	N.A.	6,30,08,500	19.32	-	-	-	-	-	-	-	6,30,08,500	19.32
Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)	7,79,75,375	23.91	N.A.	7,53,40,000	23.10	-	-	-	-	-	-	-	7,53,40,000	23.10
Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	1,11,03,864	3.41	N.A.	1,11,00,000	3.40	-	-	-	-	-	-	-	1,11,00,000	3.40



Jayneer Enterprises LLP	1,50,00,000	4.60	N.A.	1,49,60,000	4.59	-	-	-	-	-	-	-	1,49,60,000	4.59
Essel Media Ventures Private Limited	1,28,61,036	3.94	N.A.	1,28,50,000	3.94	-	-	-	-	-	-	-	1,28,50,000	3.94
Essel Infraprojects Limited	17,52,286	0.54	N.A.	-	-	Creation	22-Nov-2018	Pledge	Collateral Pledge for facility of the Promoters Group Company	17,52,000	0.54	IIFL Wealth Finance Limited	17,52,000	0.54
Essel Holdings Ltd	57,97,315	1.78	N.A.	-	-	-	-	-	-	-	-	-	-	-

Place : Mumbai
Date : 30th November, 2018

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.