

May 25, 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 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

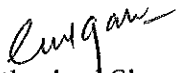
With reference to disclosure requirements by the Promoter(s) to the stock exchange and to the Target Company for encumbrance of shares/invocation of encumbrance/release of encumbrance, in terms of Regulation 31(1) and 31(2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached herewith our disclosure for creation/ release of pledge of the equity shares of Zee Learn Limited.

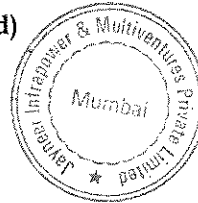
Request you to kindly take the same on record and oblige.

Thanking you,

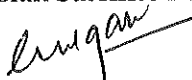
Yours faithfully,

**For Jayneer Infrapower & Multiventures Private Limited**  
(formerly known as Jayneer Capital Private Limited)

  
Authorized Signatory



**For Asian Satellite Broadcast Pvt. Ltd.**

  
Authorized Signatory



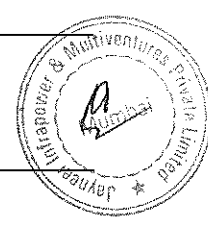
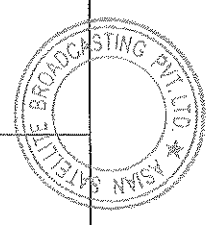
**Encl:** As above.

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

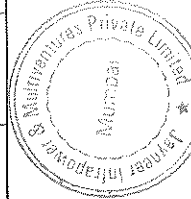
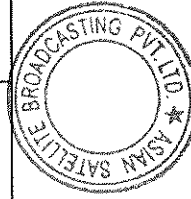
(Format for Disclosure by the Promoter (s) to the stock exchange and to the Target Company for encumbrance of shares / invocation of encumbrance / release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011)

<b>Name of the Target Company (TC)</b>		Zee Learn Limited	
<b>Name of the stock exchanges where the shares of the target company are listed</b>		NSE /BSE	
<b>Date of Reporting</b>		25th May, 2018	
<b>Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released</b>		Asian Satellite Broadcast Private Limited	
<b>Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released</b>		Jayneer Infrapower & Multiventures Private Limited (formerly known as 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 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 (*)	% of total 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	Name of the entity in whose favor shares encumbered		% of total share capital	
Asian Satellite Broadcast Private Limited	6,30,52,512	19.35	N.A.	19.35	5,72,98,500	17.58	Creation	23-May-2018	Pledge	Collateral Pledge for facility of the Promoters Group Company	15,90,000	Axis Finance Limited	0.49	5,88,88,500	18.07
Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)	7,79,75,375	23.93	N.A.	19.95	6,36,35,000	19.53	Creation	17-May-2018	Pledge	Collateral Pledge for facility of the Promoters Group Company	13,90,000	Axis Finance Limited	0.43	6,50,25,000	19.95
Jayneer Infrapower & Multiventures Private Limited (formerly known as Jayneer Capital Private Limited)	7,79,75,375	23.93	N.A.	19.95	6,50,25,000	19.95	Creation	23-May-2018	Pledge	Collateral Pledge for facility of the Promoters Group Company	6,80,000	Axis Finance Limited	0.21	6,57,05,000	20.16



Sprit Infrapower & Multiventures Private Limited (formerly known as Sprit Textiles Private Limited)	1,11,03,864	3.41	N.A.	50,00,000	1.53	-	-	-	-	-	50,00,000	1.53
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	3.95	N.A.	1,28,50,000	3.94	-	-	-	-	-	1,28,50,000	3.94
Essel Infraprojects Limited	17,52,286	0.54	N.A.	-	-	-	-	-	-	-	-	-
Essel Holdings Ltd	57,97,315	1.78	N.A.	-	-	-	-	-	-	-	-	-



*Signature*

Signature of the Authorised Signatory

Place : Mumbai  
Date : 25th May, 2018

(\*\*) 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.