
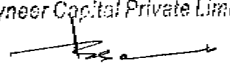


(Format for Disclosure by the Promoter (s) to the stock exchange and to the Target Company for encumbrance of shares /invocation of encumbrance / release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011)

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		30.06.2015											
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/ release of encumbrance	Type of encumbrance (pledge/lien/ non disposal undertaking /other)	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	19.70	N.A.	54,872,024	17.15	Release	25.06.2015	pledge	300,000	0.09	STCI Finance Ltd	54,572,024	17.05
Asian Satellite Broadcast Private Limited	63,052,512	19.70	N.A.	54,872,024	17.05	Creation	26.06.2015	pledge	1,511,000	0.47	IDBI Trusteeship Services Ltd	56,083,024	17.53
Jayneer Capital Private Limited	77,975,375	24.37	N.A.	57,390,009	17.93	release	26.06.2015	pledge	11,911	0.00	Axla Finance Ltd	57,378,098	17.93
Jayneer Capital Private Limited	77,975,375	24.37	N.A.	57,378,098	17.93	Creation	27.06.2015	pledge	4,200,000	1.31	IDBI Trusteeship Services Ltd	61,578,098	19.24
For ASIAN SATELLITE BROADCAST PVT. LTD. For Jayneer Capital Private Limited   Authorized Signatory/Director Authorized Signatory / Director Place : Mumbai Signature of the Authorized Signatory Date : 30.06.2015													
(**) 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 Clause 35 of the listing agreement. 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.													