

(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	30.09.2015
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 :														
Names 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	Date of creation / release of encumbrance	Type of event (creation/ release / invocation)	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	19.70	N.A.	30,313,024	9.47	29.09.2015	Creation	pledge	Collateral Pledge for Loan of Promoter group company.	2,200,000	0.69	Xander Finance Private Limited	32,513,024	10.16
Asian Satellite Broadcast Private Limited	63,052,512	19.70	N.A.	32,513,024	10.16	29.09.2015	Creation	pledge	Collateral Pledge for Loan of the Company	470,976	0.15	STCI Finance Limited	32,984,000	10.30
Jayneer Capital Private Limited	77,975,375	24.36	N.A.	58,168,098	17.67	29.09.2015	Creation	pledge	Collateral Pledge for Loan of the Company	1,590,000	0.50	JM Financial Products Limited	58,168,098	18.17
Jayneer Capital Private Limited	77,975,375	24.36	N.A.	58,168,098	18.17	29.09.2015	Creation	pledge	Collateral Pledge for Loan of the Company	1,258,902	0.39	STCI Finance Limited	59,427,000	18.56

For ASIAN SATELLITE BROADCAST PVT. LTD.

For Jayneer Capital Private Limited


Authorised Signatory/Director


Authorised Signatory/Director

Place : Mumbai
Date : 30.09.2015

(**) 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.