

(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  
 10-Apr-14  
 Name of the Promoter or PAC on whose shares encumbrance has been created / invoked / released  
 Asian Satellite Broadcast 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)	No of Shares	% of total share capital	Name of the entity in whose favor shares encumbered	No of Shares	
Asian Satellite Broadcast Private Limited	63,052,512	19.75	N.A.	15,100,000	4.73	Creation	31.03.2014	pledge	15,700,000	4.92	Yes Bank Ltd	30,800,000	9.65
Asian Satellite Broadcast Private Limited	63,052,512	19.75	N.A.	30,800,000	9.65	Creation	31.03.2014	pledge	25,000,000	7.83	IDBI Bank Ltd	55,800,000	17.48

For ASIAN SATELLITE BROADCAST PVT. LTD.

Signature of the Authorised Signatory/Director

Place : Mumbai  
 Date : 10.04.2014

(\*\*) 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.