FROM :ZEE ENTERTAINMEN INT LTD WORLI FAX NO. :02224900450 12 Apr. 2012 7:37PM P2

ANNEXURE-A

(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	Zee Learn Limited
Name of the Promoter (s) on whose shares encumbrance was created /invoked /released (tick the relevant one)	Veena Investments Private Ltd
Date of Reporting	11th April , 2012
Name of the stock exchanges where the shares of the target company are listed	NSE /BSE
Details of the promoters 'holdings : (The term "event" indicates creation/invocation/release of encumbrance as the case may be	-

Promoter (s) or PACs with him	Pre- event holding		Details of events pertaining to encumbrance		Post event holding (encumbered shares to be excluded)		Details of encumbrance (pledge/lien or other –give details	
Names	Number	% of total share Capital	Type - creation/invocation/release	Date (s)	Number	% of total share Capital	No. Shares	Pledgee
Veena Investments Private Limited	34,49,013	1.31	Creation	31.03.2012	18,39,013	0.70	16,10,000	Kotak Mahindra Prime Ltd

FOR VEENA INVESTMENTS PVT. LTD.

Authorised Signatory/Director

Place:- Mumbai
Date :- 11th April , 2012.