

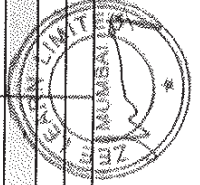
<b>(D)(A) STATEMENT SHOWING SHAREHOLDING PATTERN</b>			
<b>Name of the Company : ZEE LEARN LIMITED</b>			
<b>Script Code, Name of Scrip, Class of Security: Equity</b>			
<b>SCRIPT CODE - 533287</b>		<b>AS ON :- 30.09.2015</b>	
<b>Partly paid up shares*</b>	<b>Number of partly paid -up shares</b>	<b>As a % of total no. of partly paid - up shares</b>	<b>As a % of total no. of shares of the Company</b>
Held by Promoter/Promoter group	0	0.00	0.00
Held by Public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Outstanding Convertible Securities</b>	<b>Number of outstanding Securities</b>	<b>As a % of total no. of outstanding convertible Securities</b>	<b>As a % of total no. of shares of the Company assuming full conversion of the Securities</b>
Held by Promoter/Promoter group	0	0.00	0.00
Held by Public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Warrants</b>	<b>Number of Warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the Company assuming full conversion of warrants</b>
Held by Promoter/Promoter group	0	0.00	0.00
Held by Public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total paid up capital of the Company, assuming full conversion of warrants and convertible securities</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>



ZEE LEARN LIMITED

STATEMENT SHOWING SHAREHOLDING PATTERN

(D)(A)		Table (D)(a)							AS ON : 30.09.2015	
Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	No of Shares held on Dematerialised form	Total Shareholding as percentage of total number of shares	No of Shares	Shres pledged or otherwise encumbered	As % of (A+B) (VI)	As % of (A+B+C) (VII)	As % of Shareholding (IX) = VIII/IV*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
<b>A Shareholding of Promoter &amp; Promoter Group</b>										
1	Indian									
a	Individuals / HUF	2	729089	729089	0.25%	0.23%	0	0.00%	0.00%	0.00%
b	Central / State Government	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
c	Bodies Corporate	13	190,766,475	190,766,475	65.19%	59.59%	98401000	51.58%		
d	Financial Institutions / Banks	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
e	Directors & their relatives	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
	<b>Sub-total (A)(1)</b>	<b>15</b>	<b>191,495,564</b>	<b>191,495,564</b>	<b>65.44%</b>	<b>59.81%</b>	<b>98,401,000</b>			<b>51.39%</b>
2	Foreign									
a	Individuals (Non-resident/ Foreign)	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
b	Bodies Corporate (OCB)	1	5,797,315	5,797,315	1.98%	1.81%	0	0.00%	0.00%	0.00%
c	Institutions - Foreign Bodies	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
d	Qualified Foreign Investor	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
e	Any other (Specify)	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
	<b>Sub-total(A)(2)</b>	<b>1</b>	<b>5,797,315</b>	<b>5,797,315</b>	<b>1.98%</b>	<b>1.81%</b>	<b>0</b>			<b>0.00%</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>16</b>	<b>197,292,879</b>	<b>197,292,879</b>	<b>67.42%</b>	<b>61.63%</b>	<b>98,401,000</b>			<b>49.88%</b>
<b>B</b>										
1	Institutions									
a	Mutual Funds and UTI	1	274	274	0.00%	0.00%	0	0.00%	0.00%	0.00%
b	Financial Institutions/Banks	12	71,306	71,306	0.02%	0.02%	0	0.00%	0.00%	0.00%
c	Central / State Government	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
d	Venture Capital Funds	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
e	Insurance Companies	2	19,218	19,218	0.01%	0.01%	0	0.00%	0.00%	0.00%
f	Foreign Institutional Investors	19	74,404,738	74,404,725	25.43%	23.24%	0	0.00%	0.00%	0.00%
g	Foreign Venture Capital Investors	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
h	Qualified Foreign Investor	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
i	Any other (Specify)	0	0	0	0.00%	0.00%	0	0.00%	0.00%	0.00%
	<b>Sub-total (B)(1)</b>	<b>34</b>	<b>74,492,536</b>	<b>74,492,249</b>	<b>25.46%</b>	<b>23.27%</b>				
2	Non-Institutions									
a	Bodies Corporate	1091	9,612,831	9,611,008	3.28%	3.00%	0	0.00%	0.00%	0.00%



b-i	Individuals holding shares upto Rs. 1 Lac in nominal value	78408	9,587,477	9,480,561	3.28%	2.99%	
b-ii	Individuals holding shares in excess of Rs. 1 Lac in nominal value	8	1101265	1101265	0.38%	0.34%	
c	Qualified Foreign Investor	0	0	0	0.00%	0.00%	
d	Any other						
i	Overseas Corporate Body	2	123	123	0.00%	0.00%	
ii	Foreign National	2	12,774	12,500	0.00%	0.00%	
iii	Foreign Bodies	0	0	0	0.00%	0.00%	
iii	NRI	1231	536,277	425,058	0.18%	0.17%	
iv	Trusts	3	88	88	0.00%	0.00%	
	<b>Sub-total (B)(2)</b>	<b>80,745</b>	<b>20,850,835</b>	<b>20,630,603</b>	<b>7.13%</b>	<b>6.51%</b>	
	<b>Total Public Shareholding (B)= (B)(i)+(B)(2)</b>	<b>80,779</b>	<b>95,346,371</b>	<b>95,122,852</b>	<b>32.58%</b>	<b>29.78%</b>	
	<b>TOTAL (A)+(B)</b>	<b>80,795</b>	<b>292,639,250</b>	<b>292,415,731</b>	<b>100.00%</b>	<b>91.41%</b>	<b>0.00%</b>
C	Share held by Custodians & against which Depository Receipts have been Issued						
1	Promoter and Promoter Group	0	0	0		0.00%	
2	Public	1	27,509,770	27,509,770		8.59%	
	<b>GRAND TOTAL (A+B+C)</b>	<b>80,796</b>	<b>320,149,020</b>	<b>319,925,501</b>	<b>100.00%</b>	<b>100.00%</b>	<b>98,401,000</b>
							<b>30.74%</b>



(1) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr.No.	Name of the shareholder	Details of Shares held			Encumbered shares(*)			Details of warrants			Details of convertible		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No of Shares held	As a % of grand total (A)+(B)+(C)	Number of shares	As a Percentage	As a % of grand total A+B+C of sub-clause (1)(g)	No of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	As a % of total number of convertible securities of the same class			
(I)	(II)	(III)	(IV)	(V)	(VI) = (V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	
1	JAYNEER CAPITAL PVT LTD	72391275	22.61	59427000	82.09	18.57	0	0	0	0	0	22.61	
2	ASIAN SATELLITE BROADCAST PVT LTD	47352512	14.79	22354000	47.21	6.98	0	0	0	0	0	14.79	
3	ASIAN SATELLITE BROADCAST PRIVATE LIMITED	15700000	4.90	10630000	67.71	3.32	0	0	0	0	0	4.90	
4	JAYNEER ENTERPRISES LLP	15000000	4.69	0	0.00	0.00	0	0	0	0	0	4.69	
5	ESSEL MEDIA VENTURES PRIVATE LIMITED	12861036	4.02	0	0.00	0.00	0	0	0	0	0	4.02	
6	SPRIT TEXTILES PRIVATE LIMITED	5990000	1.87	5990000	100.00	1.87	0	0	0	0	0	1.87	
7	ESSEL HOLDINGS LTD	5797315	1.81	0	0.00	0.00	0	0	0	0	0	1.81	
8	SPRIT TEXTILES PRIVATE LIMITED	5113864	1.60	0	0.00	0.00	0	0	0	0	0	1.60	
9	GANJAM TRADING COMPANY PRIVATE LIMITED	4949506	1.55	0	0.00	0.00	0	0	0	0	0	1.55	
10	VEENA INVESTMENT PVT LTD	3449013	1.08	0	0.00	0.00	0	0	0	0	0	1.08	
11	JAYNEER CAPITAL PVT LTD	3000000	0.94	0	0.00	0.00	0	0	0	0	0	0.94	
12	JAYNEER CAPITAL PVT LTD	2584100	0.81	0	0.00	0.00	0	0	0	0	0	0.81	
13	ESSEL INFRAPROJECTS LIMITED	1732286	0.55	0	0.00	0.00	0	0	0	0	0	0.55	
14	AMBIENCE BUSINESS SERVICES PRIVATE LIMITED	622883	0.19	0	0.00	0.00	0	0	0	0	0	0.19	
15	ASHOK MATHAI KURIEN	559089	0.17	0	0.00	0.00	0	0	0	0	0	0.17	
16	SUSHILA GOEL	170000	0.05	0	0.00	0.00	0	0	0	0	0	0.05	
	<b>TOTAL</b>	<b>197,292,879</b>	<b>61.63</b>	<b>98401000</b>	<b>49.88</b>	<b>30.74</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>61.63</b>	

(\*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011



Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares.										
(I)(c)(i)	Sr.No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities)
					Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
	1	SWISS FINANCE CORPORATION (MAURITIUS) LIMITED	25589415	7.99	0	0	0	0	0	7.99
	2	POLUS GLOBAL FUND	13670000	4.27	0	0	0	0	0	4.27
	3	ORANGE MAURITIUS INVESTMENTS LIMITED	12818435	4.00	0	0	0	0	0	4.00
	4	COPTHALL MAURITIUS INVESTMENT LIMITED	8210585	2.56	0	0	0	0	0	2.56
	5	MORGAN STANLEY ASIA (SINGAPORE) PTE.	5952899	1.86	0	0	0	0	0	1.86
	6	VERITABLE, L.P./VIC VITTORIA FUND SR, LP- ASIAPORTFOLIO	5040000	1.57	0	0	0	0	0	1.57
	7	RELIGARE FINVEST LTD	4902682	1.53	0	0	0	0	0	1.53
		<b>TOTAL</b>	<b>76184016</b>	<b>23.80</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>23.80</b>

Statement showing holding of securities (including shares,warrants,convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company.										
(I)(c)(ii)	Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
					Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
	1	SWISS FINANCE CORPORATION (MAURITIUS) LIMITED	25589415	7.99	0	0	0	0	0	7.99
		<b>TOTAL</b>	<b>25589415</b>	<b>7.99</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>7.99</b>



(D)(d) Statement showing details of locked-in shares				
Sr. No.	Name of the shareholder	Category of shareholders (Promoter/Public)	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (D)(a) above}
1	NIL	NIL	NIL	NIL
<b>TOTAL</b>			<b>0</b>	<b>0.00</b>



<b>(II)(a) Statement showing details of Depository Receipts (DRs)</b>				
Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	GDRS	27509770	27509770	8.59
	<b>TOTAL</b>	<b>27509770</b>	<b>27509770</b>	<b>8.59</b>

<b>(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter / promoter group" are in excess of 1% of the total number of shares</b>				
Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	NIL	NIL	NIL	NIL
	<b>TOTAL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



**ZEE LEARN LIMITED**

**III (a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.**

As on :- 30.09.2015

(Give description of voting rights for each class of security Class X, Class Y, Class Z)

Category code	Category of shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights	Total Voting Rights (VI)	
		Class X	Class Y	Class Z	(III+IV+V)	As a % of (A+B)	As a % of (A+B+C)
		(III)	(IV)	(V)	(VI)	(VII)	(VIII)
<b>(A)</b>	<b>Promoter and Promoter Group</b>						
<b>(1)</b>	<b>Indian</b>						
	(a) Individuals/Hindu Undivided Family						
	(b) Central/State Government(s)						
	(c) Bodies Corporate						
	(d) Financial Institutions/Banks						
	(e) Any Other (specify)						
	<b>Sub-Total (A) (1)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>(2)</b>	<b>Foreign</b>						
	(a) Individuals (Non Resident/Foreign)						
	(b) Bodies Corporate						
	(c) Institutions						
	(d) Qualified Foreign Investor						
	(e) Any Other (specify)						
	<b>Sub-Total (A) (2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1) + (A)(2)						
<b>(B)</b>	<b>Public Shareholding</b>						
<b>(1)</b>	<b>Institutions</b>						
	(a) Mutual Funds/UTI						
	(b) Financial Institutions/Banks						
	(c) Central/State Government(s)						
	(d) Venture Capital Funds						
	(e) Insurance Companies						
	(f) Foreign Institutional Investors						
	(g) Foreign Venture Capital Investors						
	(h) Qualified Foreign Investor						
	(i) Any Other (specify)						
	<b>Sub-Total (B) (1)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>(2)</b>	<b>Non Institutions</b>						
	(a) Bodies Corporate						
	(b) <b>Individuals</b>						
	i. Individual shareholders holding nominal share capital upto Rs. 1 lakh						
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.						
	(c) Qualified Foreign Investor						
	(d) Any Other (specify)						
	<b>Sub-Total (B) (2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>TOTAL (A) + (B)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>						
	<b>GRAND TOTAL (A)+(B)+(C)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

