

<b>(D)(A) STATEMENT SHOWING SHAREHOLDING PATTERN</b>			
<b>Name of the Company : ZEE LEARN LIMITED</b>			
<b>Scrip Code, Name of Scrip, Class of Security: Equity</b>			
<b>SCRIPT CODE - BSE: 533287 NSE: ZEELEARN AS ON :- 31.03.2015</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>1.00</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

(I)(A) STATEMENT SHOWING SHAREHOLDING PATTERN

Table (I)(a)

AS ON : 31.03.2015

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		Shares pledged or otherwise encumbered	
					As % of (A+B)	As % of (A+B+C)	No of Shares	As % of Shareholding
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = VIII/IV*100
<b>A</b>	<b>Shareholding of Promoter &amp; Promoter Group</b>							
1	Indian							
a	Individuals / HUF	2	729089	729089	0.26%	0.23%	0	0.00%
b	Central / State Government	0	0	0	0.00%	0.00%	0	0.00%
c	Bodies Corporate	13	19,07,66,475	19,07,66,475	68.42%	59.61%	118252033	61.99%
d	Financial Institutions / Banks	0	0	0	0.00%	0.00%	0	0.00%
e	Directors & their relatives	0	0	0	0.00%	0.00%	0	0.00%
	<b>Sub-total (A)(1)</b>	<b>15</b>	<b>19,14,95,564</b>	<b>19,14,95,564</b>	<b>68.68%</b>	<b>59.84%</b>	<b>11,82,52,033</b>	<b>61.78%</b>
2	Foreign							
a	Individuals (Non-resident/ Foreign)	0	0	0	0.00%	0.00%	0	0.00%
b	Bodies Corporate (OCB)	1	57,97,315	57,97,315	2.08%	1.81%	0	0.00%
c	Institutions - Foreign Bodies	0	0	0	0.00%	0.00%	0	0.00%
d	Qualified Foreign Investor	0	0	0	0.00%	0.00%	0	0.00%
e	Any other (Specify)	0	0	0	0.00%	0.00%	0	0.00%
	<b>Sub-total(A)(2)</b>	<b>1</b>	<b>57,97,315</b>	<b>57,97,315</b>	<b>2.08%</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>19,72,92,879</b>	<b>19,72,92,879</b>	<b>70.76%</b>	<b>61.65%</b>	<b>118252033</b>	<b>59.94%</b>
<b>B</b>	<b>Institutions</b>							
a	Mutual Funds and UTI	1	274	-	0.00%	0.00%		
b	Financial Institutions/Banks	12	89,808	89,808	0.03%	0.03%		
c	Central / State Government	0	0	0	0.00%	0.00%		
d	Venture Capital Funds	0	0	0	0.00%	0.00%		
e	Insurance Companies	2	19,218	19,218	0.01%	0.01%		
f	Foreign Institutional Investors	15	4,93,34,227	4,93,31,214	17.69%	15.42%		
g	Foreign Venture Capital Investors	0	0	0	0.00%	0.00%		
h	Qualified Foreign Investor	0	0	0	0.00%	0.00%		
i	Any other (Specify)	0	0	0	0.00%	0.00%		
	<b>Sub-total (B)(1)</b>	<b>30</b>	<b>4,94,43,527</b>	<b>4,94,40,240</b>	<b>17.73%</b>	<b>15.45%</b>		
2	Non-Institutions							
a	Bodies Corporate	1176	2,02,50,272	2,02,48,449	7.26%	6.33%		
b-i	Individuals holding shares upto Rs. 1 Lac in nominal value	81091	1,02,12,686	1,01,03,069	3.66%	3.19%		
b-ii	Individuals holding shares in excess of Rs. 1 Lac in nominal value	8	1162948	1162948	0.42%	0.36%		
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	1232	4,46,030	3,33,441	0.16%	0.14%		
iv	Trust	3	88	88	0.00%	0.00%		
	<b>Sub-total (B)(2)</b>	<b>83,514</b>	<b>3,20,84,921</b>	<b>3,18,60,618</b>	<b>11.51%</b>	<b>10.03%</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>83,544</b>	<b>3,15,28,448</b>	<b>3,13,00,858</b>	<b>29.24%</b>	<b>25.48%</b>		
	<b>TOTAL (A)+(B)</b>	<b>83,860</b>	<b>27,88,21,327</b>	<b>27,85,93,737</b>	<b>100.00%</b>	<b>87.13%</b>	<b>0</b>	<b>0.00%</b>
	Share held by Custodians & against which Depository Receipts have been Issued							
C								
1	Promoter and Promoter Group	0	0	0		0.00%		
2	Public	1	4,11,79,770	4,11,79,770		12.87%		
	<b>GRAND TOTAL (A+B+C)</b>	<b>83,861</b>	<b>32,00,01,097</b>	<b>31,97,73,507</b>	<b>100.00%</b>	<b>100.00%</b>	<b>118252033</b>	<b>36.95%</b>



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(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 <sup>(*)</sup>			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
		No of Shares held	As a % of grand total (A)+(B)+(C)	Number of shares	As a Percentage (V)/(IV)*100	As a % of grand total A+B+C of sub-clause (1)(a)	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	(XII)			
(I)	(II)	(III)	(IV)	(V)	(VI) =	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)			
1	JAYNEER CAPITAL PVT LTD	77975375	24.37	57390009	73.60	17.93	0	0	0	0	24.37			
2	ASIAN SATELLITE BROADCAST PVT LTD	63052512	19.70	54872024	87.03	17.15	0	0	0	0	19.70			
3	JAYNEER ENTERPRISES LLP	15000000	4.69	0	0.00	0.00	0	0	0	0	4.69			
4	ESSEL MEDIA VENTURES PRIVATE LIMITED	12861036	4.02	0	0.00	0.00	0	0	0	0	4.02			
5	ESSEL HOLDINGS LTD	5797315	1.81	0	0.00	0.00	0	0	0	0	1.81			
6	SPRIT TEXTILES PRIVATE LIMITED	11103864	3.47	5990000	53.95	1.87	0	0	0	0	3.47			
7	GANIAM TRADING COMPANY PRIVATE LIM	4949506	1.55	0	0.00	0.00	0	0	0	0	1.55			
8	VEENA INVESTMENT PVT LTD	3449013	1.08	0	0.00	0.00	0	0	0	0	1.08			
9	ESSEL INFRAPROJECTS LIMITED	1752286	0.55	0	0.00	0.00	0	0	0	0	0.55			
10	AMBIENCE BUSINESS SERVICES PRIVATE LI	622883	0.19	0	0.00	0.00	0	0	0	0	0.19			
11	ASHOK MATHAI KURIEN	559089	0.17	0	0.00	0.00	0	0	0	0	0.17			
12	SUSHIL A GOEL	170000	0.05	0	0.00	0.00	0	0	0	0	0.05			
	<b>TOTAL</b>	<b>19,72,92,879</b>	<b>61.65</b>	<b>118252033</b>	<b>59.94</b>	<b>36.95</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>61.65</b>			

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



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(I)(c)(i) 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.

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	ORANGE MAURITIUS SWISS FINANCE CORPORATION (MAURITIUS) LTD.	21760738	6.80	0	0	0	0	6.80
2	INVESTMENTS LIMITED	16308657	5.10					5.10
3	RELIGARE FINVEST LTD	10486660	3.28	0	0	0	0	3.28
4	COPTHALL MAURITIUS INVESTMENT LTD	8210585	2.57					2.57
	<b>TOTAL</b>	<b>56766640</b>	<b>17.74</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>17.74</b>

(I)(c)(ii) 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.

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) LTD.	21760738	6.80	0	0	0	0	6.80
2	ORANGE MAURITIUS INVESTMENTS LIMITED	16308657	5.10					5.10
	<b>TOTAL</b>	<b>38069395</b>	<b>11.90</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>11.90</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>



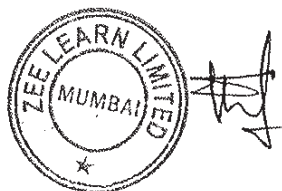
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(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares under lying 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	4117977	41179770	12.87
	<b>TOTAL</b>	<b>4117977</b>	<b>41179770</b>	<b>12.87</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

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 :- 31.03.2015**

**(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 (III+IV+V) (VI)	Total Voting Rights (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a %	As a %
						of (A+B) (VII)	of (A+B+C) (VIII)
<b>(A)</b>	<b>Promoter and Promoter Group</b>						
(1)	<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.
(2)	<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>						
(1)	<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.
(2)	<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.

