

<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</b>			
<b>NSE: ZEELEARN</b>			
<b>AS ON :- 30.06.2015</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>



(D)(A)

**ZEE LEARN LIMITED**  
**STATEMENT SHOWING SHAREHOLDING PATTERN**

		Table (I)(a)					AS ON : 30.06.2015	
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		Shres pledged or otherwise encumbered	
(I)	(II)	(III)	(IV)	(V)	As % of (A+B)	As % of (A+B+C)	No of Shares	As % of Shareholding (IX)= VIII/IV*100
<b>A</b>	<b>Shareholding of Promoter &amp; Promoter Group</b>							
1	Indian							
a	Individuals / HUF	2	729089	729089	0.25%	0.23%	0	0.00%
b	Central / State Government	0	0	0	0.00%	0.00%	0	0.00%
c	Bodies Corporate	13	190,766,475	190,766,475	66.58%	59.60%	123651122	64.82%
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>191,495,564</b>	<b>191,495,564</b>	<b>66.83%</b>	<b>59.83%</b>	<b>123,651,122</b>	<b>64.57%</b>
2	Foreign							
a	Individuals (Non-resident/ Foreign)	0	0	0	0.00%	0.00%	0	0.00%
b	Bodies Corporate (OCB)	1	5,797,315	5,797,315	2.02%	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>5,797,315</b>	<b>5,797,315</b>	<b>2.02%</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>68.86%</b>	<b>61.64%</b>	<b>123651122</b>	<b>62.67%</b>
<b>B</b>								
1	Institutions							
a	Mutual Funds and UTI	1	274	-	0.00%	0.00%		
b	Financial Institutions/Banks	12	93,690	93,690	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	19	65,557,589	65,554,576	22.88%	20.48%		
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>34</b>	<b>65,670,771</b>	<b>65,667,484</b>	<b>22.92%</b>	<b>20.52%</b>		
2	Non-Institutions							
a	Bodies Corporate	1131	11,970,197	11,968,374	4.18%	3.74%		
b-i	Individuals holding shares upto Rs. 1 Lac in nominal value	79664	9,817,388	9,709,584	3.43%	3.07%		
b-ii	Individuals holding shares in excess of Rs. 1 Lac in nominal value	9	1299000	1299000	0.45%	0.41%		
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	1229	463,495	351,728	0.16%	0.14%		
iv	Trust	3	88	88	0.00%	0.00%		
	<b>Sub-total (B)(2)</b>	<b>82,040</b>	<b>23,563,065</b>	<b>23,341,397</b>	<b>8.22%</b>	<b>7.36%</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>82,074</b>	<b>89,233,836</b>	<b>89,008,881</b>	<b>31.14%</b>	<b>27.88%</b>		
	<b>TOTAL (A)+(B)</b>	<b>82,090</b>	<b>286,526,715</b>	<b>286,301,760</b>	<b>100.00%</b>	<b>89.52%</b>	<b>0</b>	<b>0.00%</b>
	Share held by Custodians & against which Depository Receipts have been Issued							
<b>C</b>								
1	Promoter and Promoter Group	0	0	0		0.00%		
2	Public	1	33,559,770	33,559,770		10.48%		
	<b>GRAND TOTAL (A+B+C)</b>	<b>82,091</b>	<b>320,086,485</b>	<b>319,861,530</b>	<b>100.00%</b>	<b>100.00%</b>	<b>123651122</b>	<b>38.63%</b>



(I) (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	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	
(I)	(II)	(III)	(IV)	(V)	(VI) = (V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	JAYNEER CAPITAL PVT LTD	77975375	24.37	61578098	78.97	19.24	0	0	0	0	24.37
2	ASIAN SATELLITE BROADCAST PVT LTD	63052512	19.70	56083024	88.95	17.53	0	0	0	0	19.70
3	JAYNEER ENTERPRISES LLP	15000000	4.69	0	0.00	0.00					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	SPRIJ TEXTILES PRIVATE LIMITED	11103864	3.47	5990000	53.95	1.87	0	0	0	0	3.47
7	GANJAM TRADING COMPANY PRIVATE LIMITED	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 LIMITED	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	SUSHILA GOEL	170000	0.05	0	0.00	0.00	0	0	0	0	0.05
<b>TOTAL</b>		<b>197,292,879</b>	<b>61.65</b>	<b>123651122</b>	<b>62.67</b>	<b>38.64</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



(f)(c)(ii) 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 (f)(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 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	7.99
2	ORANGE MAURITIUS INVESTMENTS LIMITED	13169343	4.11	0	0	0	0	4.11
3	COPTHALL MAURITIUS INVESTMENT LIMITED	8210565	2.57	0	0	0	0	2.57
4	POLUS GLOBAL FUND	7620000	2.38	0	0	0	0	2.38
5	RELIGARE FINVEST LTD	5827803	1.82					1.82
6	VERITABLE L P A/C VITTORIA FUND SR LP	5040000	1.57					1.57
<b>TOTAL</b>		<b>65469146</b>	<b>20.46</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>20.46</b>

(f)(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 (f)(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	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>7.99</b>



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



**(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	3355977	33559770	10.48
	<b>TOTAL</b>	<b>3355977</b>	<b>33559770</b>	<b>10.48</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>

