

<b>(I)(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 - BSE: 533287</b>		<b>AS ON :- 31.12.2014</b>	
<b>NSE: ZEELEARN</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>

CERTIFIED TRUE COPY  
For ZEE LEARN LIMITED  
*[Signature]*  
COMPANY SECRETARY



ZEE LEARN LIMITED

(I)(A)

STATEMENT SHOWING SHAREHOLDING PATTERN

Table (I)(a)

AS ON : 31.12.2014

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	
					As % of (A+B)	As % of (A+B+C)	No of Shares	As % of Shareholding (IX)= VIII/IV*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
<b>A 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	68.44%	59.63%	126547033	66.34%
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>68.70%</b>	<b>59.86%</b>	<b>12,65,47,033</b>	<b>66.08%</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>70.78%</b>	<b>61.67%</b>	<b>126547033</b>	<b>64.14%</b>
<b>B</b>								
1	Institutions							
a	Mutual Funds and UTI	1	274	-	0.00%	0.00%		
b	Financial Institutions/Banks	13	1,11,180	1,11,180	0.04%	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	14	4,42,80,449	4,42,77,436	15.89%	13.84%		
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>4,44,11,121</b>	<b>4,44,07,834</b>	<b>15.93%</b>	<b>13.88%</b>		
2	Non-Institutions							
a	Bodies Corporate	1285	2,43,86,319	2,43,84,496	8.75%	7.62%		
b-i	Individuals holding shares upto Rs. 1 Lac in nominal value	83153	1,07,28,898	1,06,16,653	3.85%	3.35%		
b-ii	Individuals holding shares in excess of Rs. 1 Lac in nominal value	6	1466049	1466049	0.53%	0.46%		
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	1247	4,50,925	3,36,443	0.16%	0.14%		
iv	Trust	3	88	88	0.00%	0.00%		
	<b>Sub-total (B)(2)</b>	<b>85,698</b>	<b>3,70,45,176</b>	<b>3,68,16,352</b>	<b>13.29%</b>	<b>11.58%</b>		
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>85,728</b>	<b>8,14,56,297</b>	<b>8,12,24,186</b>	<b>29.22%</b>	<b>25.46%</b>		
	<b>TOTAL (A)+(B)</b>	<b>85,744</b>	<b>27,87,49,176</b>	<b>27,85,17,065</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>85,745</b>	<b>31,99,28,946</b>	<b>31,96,96,835</b>	<b>100.00%</b>	<b>100.00%</b>	<b>126547033</b>	<b>39.55%</b>



Handwritten signature or initials.

(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(*)			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 (XII)
		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	62865009	80.62	19.65	0	0	0	0	24.37
2	ASIAN SATELLITE BROADCAST PVT LTD	63052512	19.71	57692024	91.50	18.03	0	0	0	0	19.71
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	SPRIT 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>19,72,92,879</b>	<b>61.67</b>	<b>126547033</b>	<b>64.14</b>	<b>39.55</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>61.67</b>

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



(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)
				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 INVESTMENTS LIMITED	22200315	6.94	0	0	0	0	6.94
2	POLUS GLOBE FUND	15000000	4.69					4.69
3	RELIGARE FINVEST LTD	7722686	2.41	0	0	0	0	2.41
4	DRIEHAUS EMERGING MARKETS SMALL CAP GROWTH	6868000	2.15					2.15
<b>TOTAL</b>		<b>51792001</b>	<b>16.19</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>16.19</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 6% 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	ORANGE MAURITIUS INVESTMENTS LIMITED	22200315	6.94	0	0	0	0	6.94
<b>TOTAL</b>		<b>22200315</b>	<b>6.94</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>6.94</b>



<b>(I)(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>			<b>0</b>	<b>0.00</b>



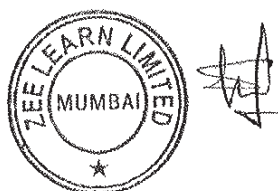
A handwritten signature or set of initials, possibly "R.D.", written in dark ink.

(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 :- 31.12.2014

(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		As a % of (A+B)	As a % of (A+B+C)		
		(I)	(II)	(III)	(IV)	(V)	(III+IV+V)	(VI)	(VII)
<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.	N.A.	N.A.
<b>(2)</b>	<b>Foreign</b>								
	(a) Individuals (Non Resident/Foreign)								
	<b>(b) Bodies Corporate</b>								
	(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.	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.	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.	N.A.	N.A.
	<b>TOTAL (A) + (B)</b>	N.A.	N.A.	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.	N.A.	N.A.

