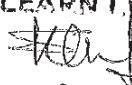


<b>(D)(A) STATEMENT SHOWING SHAREHOLDING PATTERN</b>	
Name of the Company : ZEE LEARN LIMITED	
Scrip Code, Name of Scrip, Class of Security: Equity	
SCRIPT CODE - BSE:-533287	AS ON :- 30.06.2014
NSE:- ZEELEARN	

Partly paid up shares*	Number of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company
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>			
	Number of outstanding Securities	As a % of total no. of outstanding convertible Securities	As a % of total no. of shares of the Company assuming full conversion of the Securities
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>			
	Number of Warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company assuming full conversion of warrants
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**  
  
**Company Secretary**

ZEE LEARN LIMITED

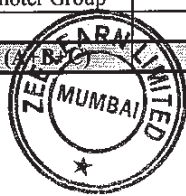
(I)(A)

STATEMENT SHOWING SHAREHOLDING PATTERN

Table (I)(a)

AS ON : 30.06.2014

Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	No of Shares held on Dematerialise	Total Shareholding as percentage of total number of		Shres 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	68.57%	59.73%	99395000	52.10%
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>68.83%</b>	<b>59.96%</b>	<b>9,93,95,000</b>	<b>51.90%</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%	1.82%	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>1.82%</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>70.92%</b>	<b>61.77%</b>	<b>99395000</b>	<b>50.38%</b>
<b>B</b>								
1	Institutions							
a	Mutual Funds and UTI	1	274	-	0.00%	0.00%		
b	Financial Institutions/Banks	13	24,340	24,340	0.01%	0.01%		
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	25,218	25,218	0.01%	0.01%		
f	Foreign Institutional Investors	17	3,83,17,538	3,83,14,525	13.77%	12.00%		
g	Foreign Venture Capital	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>33</b>	<b>3,83,67,370</b>	<b>3,83,64,083</b>	<b>13.79%</b>	<b>12.01%</b>	<b>-</b>	
2	Non-Institutions							
a	Bodies Corporate	1501	3,08,50,522	3,08,48,699	11.09%	9.66%		
b-i	Individuals holding shares upto Rs. 1 Lac in nominal value	86481	99,99,225	98,85,158	3.59%	3.13%		
b-ii	Individuals holding shares in excess of Rs. 1 Lac in nominal value	8	12,98,074	12,98,074	0.47%	0.41%		
c	Qualified Foreign Investor	0	0	0	0.00%	0.00%		
d	Any other							
i	Overseas Corporate Body	3	4,230	4,230	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	1267	3,85,037	2,70,007	0.14%	0.12%		
iv	Trust	4	213	213	0.00%	0.00%		
	<b>Sub-total (B)(2)</b>	<b>89,266</b>	<b>4,25,50,075</b>	<b>4,23,18,881</b>	<b>15.29%</b>	<b>13.32%</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>89,299</b>	<b>8,09,17,445</b>	<b>8,06,82,964</b>	<b>29.08%</b>	<b>25.33%</b>	<b>-</b>	
	<b>TOTAL (A)+(B)</b>	<b>89,315</b>	<b>27,82,10,324</b>	<b>27,79,75,843</b>	<b>100.00%</b>	<b>87.11%</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	4,11,79,770	4,11,79,770		12.89%		
	<b>GRAND TOTAL (A+B+C)</b>	<b>89,316</b>	<b>31,93,90,094</b>	<b>31,91,55,613</b>	<b>100.00%</b>	<b>100.00%</b>	<b>99395000</b>	<b>31.12%</b>



(l) (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 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 (I)(a)	As a % of grand total A+B+C of sub-clause (I)(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	77975375	24.41	37605000	48.23		11.77	0	0	0	0	24.41
2	ASIAN SATELLITE BROADCAST PVT LTD	63052512	19.74	55800000	88.50		17.47	0	0	0	0	19.74
3	JAYNEER ENTERPRISES LLP	15000000	4.70	0	0.00		0.00	0	0	0	0	4.70
4	ESSEL MEDIA VENTURES PRIVATE LIMITED	12861036	4.03	0	0.00		0.00	0	0	0	0	4.03
5	SPRIT TEXTILES PRIVATE LIMITED	11103864	3.48	5990000	53.95		1.88	0	0	0	0	3.48
6	GANJAM TRADING COMPANY PRIVATE LIMITED	4949506	1.55	0	0.00		0.00	0	0	0	0	1.55
7	VEENA INVESTMENT PVT LTD	3449013	1.08	0	0.00		0.00	0	0	0	0	1.08
8	ESSEL INFRAPROJECTS LIMITED	1752286	0.55	0	0.00		0.00	0	0	0	0	0.55
9	AMBIENCE BUSINESS SERVICES PRIVATE LIMITED	622883	0.20	0	0.00		0.00	0	0	0	0	0.20
10	ASHOK MATHAI KURIEN	559089	0.18	0	0.00		0.00	0	0	0	0	0.18
11	SUSHILA GOEL	170000	0.05	0	0.00		0.00	0	0	0	0	0.05
12	ESSEL HOLDINGS LTD	5797315	1.82	0	0.00		0.00	0	0	0	0	1.82
<b>TOTAL</b>		<b>19,72,92,879</b>	<b>61.77</b>	<b>99395000</b>	<b>50.38</b>		<b>31.12</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>61.77</b>

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



*[Handwritten signature]*

(1)(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 (1)(a) above}	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
				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	23046529	7.22	0	0	0	0	7.22
2	POLUS GLOBAL FUND	15000000	4.70					4.70
3	RELIGARE FINVEST LIMITED	10805822	3.38	0	0	0	0	3.38
<b>TOTAL</b>		<b>48852351</b>	<b>15.30</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>15.30</b>

(1)(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 (1)(a) above}	Details of warrants		Details of convertible		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted
				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	23046529	7.22	0	0	0	0	7.22
<b>TOTAL</b>		<b>23046529</b>	<b>7.22</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>7.22</b>



*[Handwritten signature]*

(I)(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 (I)(a) above}
1	NIL	NIL	NIL	NIL
<b>TOTAL</b>			0	0.00



*Handwritten signature*