


| (IXA) STATEMENT SHOWING SHAREHOLDING PATTERN | | | |
|--|---|---|--|
| Name of the Company : ZEE LEARN LIMITED | | | |
| Script Code, Name of Scrip, Class of Security: Equity | | | |
| SCRIPT CODE - BSE : 533287 | | AS ON :- 30.09.2014 | |
| 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 |
| Total | 0 | 0.00 | 0.00 |
| Outstanding Convertible Securities | Number of outstanding Securities | As a % of total no. 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 |
| Total | 0 | 0.00 | 0.00 |
| Warrants | 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 |
| Total | 0 | 0.00 | 0.00 |
| Total paid up capital of the Company, assuming full conversion of warrants and convertible securities | 0 | 0.00 | 0.00 |

CERTIFIED TRUE COPY
For ZEE LEARN LIMITED

COMPANY SECRETARY

| ZEE LEARN LIMITED | | | | | | | | | |
|--|---|------------------------|------------------------|--|--|-----------------|--|---|--|
| (E)(A) STATEMENT SHOWING SHAREHOLDING PATTERN | | | | | | | | | |
| Category Code | Category of Shareholder | Number of Shareholders | Total Number of Shares | No of Shares held on Dematerialised form | Table (D)(a) | | AS ON : 30.09.2014 | | |
| | | | | | 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 (IX) = VIII/IV*100 | |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX) | |
| A Shareholding of Promoter & Promoter Group | | | | | | | | | |
| 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 | 68.50% | 59.68% | 86766911 | 45.48% | |
| 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% | |
| | Sub-total (A)(1) | 15 | 19,14,95,564 | 19,14,95,564 | 68.76% | 59.90% | 8,67,66,911 | 45.31% | |
| 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% | |
| | Sub-total (A)(2) | 1 | 57,97,315 | 57,97,315 | 2.08% | 1.81% | 0 | 0.00% | |
| | Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2) | 16 | 19,72,92,879 | 19,72,92,879 | 70.84% | 61.72% | 8,67,66,911 | 43.98% | |
| B | | | | | | | | | |
| 1 | Institutions | | | | | | | | |
| a | Mutual Funds and UTI | 1 | 274 | - | 0.00% | 0.00% | | | |
| b | Financial Institutions/Banks | 13 | 85,299 | 85,299 | 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 | 4,43,79,374 | 4,43,76,361 | 15.94% | 13.88% | | | |
| 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% | | | |
| | Sub-total (B)(1) | 31 | 4,44,84,165 | 4,44,80,878 | 15.97% | 13.92% | | | |
| 2 | Non-Institutions | | | | | | | | |
| a | Bodies Corporate | 1381 | 2,53,84,744 | 2,53,82,921 | 9.12% | 7.94% | | | |
| b-i | Individuals holding shares upto Rs. 1 Lac in nominal value | 84541 | 96,90,526 | 95,59,233 | 3.48% | 3.03% | | | |
| b-ii | Individuals holding shares in excess of Rs. 1 Lac in nominal value | 7 | 1222049 | 1222049 | 0.44% | 0.38% | | | |
| 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 | 1262 | 3,94,608 | 2,80,126 | 0.14% | 0.12% | | | |
| iv | Trust | 3 | 88 | 88 | 0.00% | 0.00% | | | |
| | Sub-total (B)(2) | 87,199 | 3,67,09,019 | 3,64,61,147 | 13.18% | 11.48% | | | |
| | Total Public Shareholding (B) = (B)(1)+(B)(2) | 87,230 | 8,11,93,184 | 8,09,42,025 | 29.16% | 25.40% | | | |
| | TOTAL (A)+(B) | 87,246 | 27,84,86,063 | 27,82,34,904 | 100.00% | 87.12% | 0 | 0.00% | |
| 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 | 4,11,79,770 | 4,11,79,770 | | 12.88% | | | |
| | GRAND TOTAL (A+B+C) | 87,247 | 31,96,85,833 | 31,94,14,674 | 100.00% | 100.00% | 8,67,66,911 | 27.14% | |

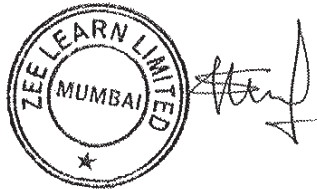


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(f) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

| 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 (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 | 24.39 | 28481911 | 36.53 | 8.91 | 0 | 0 | 0 | 0 | 24.39 |
| 2 | ASIAN SATELLITE BROADCAST PVT LTD | 63052512 | 19.72 | 52295000 | 82.94 | 16.36 | 0 | 0 | 0 | 0 | 19.72 |
| 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 | SPRIT TEXTILES PRIVATE LIMITED | 11103864 | 3.47 | 5990000 | 53.95 | 1.87 | 0 | 0 | 0 | 0 | 3.47 |
| 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 | 0.19 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 0.19 |
| 10 | ASHOK MATHAI KURIEN | 559089 | 0.17 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 0.17 |
| 11 | SUSHILA GOEL | 170000 | 0.05 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 0.05 |
| 12 | ESSEL HOLDINGS LTD | 5797315 | 1.81 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 1.81 |
| | TOTAL | 19,72,92,879 | 61.72 | 86766911 | 43.98 | 27.14 | 0 | 0 | 0 | 0 | 61.72 |

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



(X)(X) 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) 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 | 22298740 | 6.98 | 0 | 0 | 0 | 0 | 6.98 |
| 2 | POLUB GLOBE FUND | 16000000 | 4.99 | | | | | 4.99 |
| 3 | DRIEHAUS EMERGING MARKETS SMALL CAP GROWTH | 6889000 | 2.15 | 0 | 0 | 0 | 0 | 2.15 |
| 4 | RELIGARE FINVEST LTD | 6920765 | 1.95 | | | | | 1.95 |
| | TOTAL | 50095505 | 15.97 | 0 | 0 | 0 | 0 | 15.97 |

(X)(X) 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 | ORANGE MAURITIUS INVESTMENTS LIMITED | 22298740 | 6.98 | 0 | 0 | 0 | 0 | 6.98 |
| | TOTAL | 22298740 | 6.98 | 0 | 0 | 0 | 0 | 6.98 |



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| (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 |
| TOTAL | | | 0 | 0.00 |



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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 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 | 4117977 | 41179770 | 12.88 |
| | TOTAL | 4117977 | 41179770 | 12.88 |

(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 |
| | TOTAL | NIL | NIL | NIL |



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| ZEE LEARN LIMITED | | | | | | | |
|--|---|--|--------------|-------------|--------------------------|---------------------------|-----------------------|
| III (a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issue As on :- 30.09.2014 | | | | | | | |
| (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 (VI) | Total Voting Rights (VII) | |
| | | Class X (III) | Class Y (IV) | Class Z (V) | | (III+IV+V) (VI) | As a % of (A+B) (VII) |
| (A) | Promoter and Promoter Group | | | | | | |
| (1) | Indian | | | | | | |
| (a) | Individuals/Hindu Undivided Family | | | | | | |
| (b) | Central/State Government(s) | | | | | | |
| (c) | Bodies Corporate | | | | | | |
| (d) | Financial Institutions/Banks | | | | | | |
| (e) | Any Other (specify) | | | | | | |
| | Sub-Total (A) (1) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| (2) | Foreign | | | | | | |
| (a) | Individuals (Non Resident/Foreign) | | | | | | |
| (b) | Bodies Corporate | | | | | | |
| (c) | Institutions | | | | | | |
| (d) | Qualified Foreign Investor | | | | | | |
| (e) | Any Other (specify) | | | | | | |
| | Sub-Total (A)(2) | 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) | Public Shareholding | | | | | | |
| (1) | Institutions | | | | | | |
| (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) | | | | | | |
| | Sub-Total (B) (1) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| (2) | Non Institutions | | | | | | |
| (a) | Bodies Corporate | | | | | | |
| (b) | Individuals | | | | | | |
| | 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) | | | | | | |
| | Sub-Total (B) (2) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | TOTAL (A) + (B) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |



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