

<b>(I)(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 - NSE- ZEELEARN</b>		<b>As on :- 31.03.2014</b>	
<b>BSE- 533287</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. 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								
Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	Table (I)(a)		QUARTER ENDED : 31.03.2014		
				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</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	14	19,07,66,475	19,07,66,475	68.58%	59.74%	100595000	52.73%
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>16</b>	<b>19,14,95,564</b>	<b>19,14,95,564</b>	<b>68.85%</b>	<b>59.97%</b>	<b>10,05,95,000</b>	<b>52.53%</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>17</b>	<b>19,72,92,879</b>	<b>19,72,92,879</b>	<b>70.93%</b>	<b>61.78%</b>	<b>100595000</b>	<b>50.99%</b>
<b>B</b>								
1	Institutions							
a	Mutual Funds and UTI	1	274	-	0.00%	0.00%		
b	Financial Institutions/Banks	14	94,584	94,584	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	25,218	25,218	0.01%	0.01%		
f	Foreign Institutional Investors	18	3,88,32,392	3,88,29,379	13.96%	12.16%		
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>35</b>	<b>3,89,52,468</b>	<b>3,89,49,181</b>	<b>14.00%</b>	<b>12.20%</b>	<b>-</b>	
2	Non-Institutions							
a	Bodies Corporate	1370	3,03,88,653	3,03,86,830	10.93%	9.52%		
b-i	Individuals holding shares upto Rs. 1 Lac in nominal value	88749	94,61,258	93,44,180	3.40%	2.96%		
b-ii	Individuals holding shares in excess of Rs. 1 Lac in nominal value	7	16,40,150	16,40,150	0.59%	0.51%		
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	1295	3,99,249	2,83,969	0.14%	0.13%		
iv	Trust	4	213	213	0.00%	0.00%		
	<b>Sub-total (B)(2)</b>	<b>91,430</b>	<b>4,19,06,527</b>	<b>4,16,72,072</b>	<b>15.07%</b>	<b>13.12%</b>		
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>91,465</b>	<b>8,08,58,995</b>	<b>8,06,21,253</b>	<b>29.07%</b>	<b>25.32%</b>	<b>-</b>	
	<b>TOTAL (A)+(B)</b>	<b>91,482</b>	<b>27,81,51,874</b>	<b>27,79,14,132</b>	<b>100.00%</b>	<b>87.10%</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		12.90%		
	<b>GRAND TOTAL (A+B+C)</b>	<b>91,483</b>	<b>31,93,31,644</b>	<b>31,90,93,902</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100595000</b>	<b>31.50%</b>



(l)(c)(f) 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 (l)(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	2,35,46,529	7.37	0	0	0	0	7.37
2	POLUS GLOBAL FUND	1,50,00,000	4.70	0	0	0	0	4.70
3	RELIGARE FINVEST LTD	1,18,17,956	3.70	0	0	0	0	3.70
TOTAL		5,03,64,485	15.77	0	0	0	0	15.77

(l)(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 (l)(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	2,35,46,529	7.37	0	0	0	0	7.37
TOTAL		23546529	7.37	0	0	0	0	7.37



<b>(II)(a) Statement showing details of Depository Receipts (DRs)</b>				
<b>Sr. No.</b>	<b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b>	<b>Number of outstanding DRs</b>	<b>Number of shares underlying outstanding DRs</b>	<b>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}</b>
	GDRS	41,17,977	4,11,79,770	12.90
<b>TOTAL</b>		<b>41,17,977</b>	<b>4,11,79,770</b>	<b>12.90</b>
<b>(II)(b)</b>				
<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</b>				
<b>Sr. No.</b>	<b>Name of the DR Holder</b>	<b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b>	<b>Number of shares underlying outstanding DRs</b>	<b>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}</b>
	NIL	NIL	NIL	NIL
<b>TOTAL</b>		<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

