

**(I)(A) INTRODUCTORY SUB-TABLE**

Name of the Company :	Zee Learn Limited		
Scrip Code:	BSE - 533287 ; NSE - ZEELEARN		
Name of the Scrip:			
Class of Security:	Equity Shares		
Quarter ended	31-Dec-12		
<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>

## (I)(A) STATEMENT SHOWING SHAREHOLDING PATTERN

Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	No of Shares held in Dematerialised form	Total Shareholding as a 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
(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	729,089	729,089	0.28%	0.28%	0	0.00%
b	Central / State Government	0	0	0	0.00%	0.00%	0	0.00%
c	Bodies Corporate	13	185,182,375	185,182,375	70.42%	70.42%	37,240,000	20.11%
d	Financial Institutions / Banks	0	0	0	0.00%	0.00%	0	0.00%
e	Any other (Specify)	0	0	0	0.00%	0.00%	-	0.00%
	<b>Sub-total (A)(1)</b>	<b>15</b>	<b>185,911,464</b>	<b>185,911,464</b>	<b>70.70%</b>	<b>70.70%</b>	<b>37,240,000</b>	<b>20.03%</b>
2	Foreign	0						
a	Individuals (Non-resident/ Foreign)	0	-	0	0.00%	0.00%	0	0.00%
b	Bodies Corporate (OCB)	1	5,797,315	5,797,315	2.20%	2.20%	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>2.20%</b>	<b>2.20%</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>191,708,779</b>	<b>191,708,779</b>	<b>72.91%</b>	<b>72.91%</b>	<b>37,240,000</b>	<b>19.43%</b>
<b>B</b>	<b>Public Shareholdings</b>							
1	Institutions							
a	Mutual Funds and UTI	3	6,447,177	6,446,903	2.45%	2.45%	0	0.00%
b	Financial Institutions/Banks	13	32,606	32,606	0.01%	0.01%	0	0.00%
c	Central / State Government	0	0	0	0.00%	0.00%	0	0.00%
d	Venture Capital Funds	0	0	0	0.00%	0.00%	0	0.00%
e	Insurance Companies	5	1,486,796	1,486,796	0.57%	0.57%	0	0.00%
f	Foreign Institutional Investors	45	30,220,588	30,217,575	11.49%	11.49%	0	0.00%
g	Foreign Venture Capital Investors	0	0	0	0.00%	0.00%	0	0.00%
h	Qualified Foreign Investor	0	0	0	0.00%	0.00%	0	0.00%
i	Any other (Specify)	0	0	0	0.00%	0.00%	0	0.00%
	<b>Sub-total (B)(1)</b>	<b>66</b>	<b>38,187,167</b>	<b>38,183,880</b>	<b>14.52%</b>	<b>14.52%</b>	<b>0</b>	<b>0</b>
2	Non-Institutions							
a	Bodies Corporate	1665	17,269,822	17,267,999	6.57%	6.57%	0	0.00%
b	Individuals							
I	Individuals holding shares upto Rs. 1 Lac in nominal value	99973	12,275,554	12,151,533	4.67%	4.67%	0	0.00%
II	Individuals holding shares in excess of Rs. 1 Lac in nominal value	13	3,007,636	3,007,636	1.14%	1.14%	0	0.00%
c	Qualified Foreign Investor							
d	Any other							
(d-i)	Overseas Corporate Body	2	4,148	4,148	0.00%	0.00%	0	0.00%
(d-ii)	Non Resident Individuals	1445	481,892	364,147	0.18%	0.18%	0	0.00%
(d-iii)	Foreign National/Entity	3	12,801	12,527	0.00%	0.00%	0	0.00%
(d-iii)	Foreign Bodies	0	-	-	0.00%	0.00%	0	0.00%
(d-iv)	Trust	8	2,800	2,800	0.00%	0.00%	0	0.00%
	<b>Sub-total (B)(2)</b>	<b>103,109</b>	<b>33,054,653</b>	<b>32,810,790</b>	<b>12.57%</b>	<b>12.57%</b>	<b>0</b>	<b>0.00%</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>103,175</b>	<b>71,241,820</b>	<b>70,994,670</b>	<b>27.09%</b>	<b>27.09%</b>	<b>-</b>	<b>0.00%</b>
	<b>TOTAL (A)+(B)</b>	<b>103,191</b>	<b>262,950,599</b>	<b>262,703,449</b>	<b>100.00%</b>	<b>100.00%</b>	<b>37,240,000</b>	<b>14.16%</b>
<b>C</b>	<b>Share held by Custodians &amp; against which Depository Receipts have been Issued</b>							
1	Promoter and Promoter Group	0	0	0		0.00%	0	0.00%
2	Public	0	-	-		0.00%	0	0.00%
	<b>Sub-total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>103,191</b>	<b>262,950,599</b>	<b>262,703,449</b>	<b>100.00%</b>	<b>100.00%</b>	<b>37,240,000</b>	<b>14.16%</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(*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares)
		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)I	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	assuming full conversion of warrants and convertible securities as a % of diluted share capital
(I)	(II)	(III)	(IV)	(V)	(VI) = (V)/(III)* 100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	JAYNEER CAPITAL PVT LTD	68891275	26.20	24050000	34.91	9.15	0	0	0	0	26.20
2	ASIAN SATELLITE BROADCAST PVT LTD	63052512	23.98	7200000	11.42	2.74	0	0	0	0	23.98
3	JAYNEER ENTERPRISES LLP	15000000	5.70	0	0.00	0.00	0	0	0	0	5.70
4	ESSEL MEDIA VENTURES PRIVATE LIMITED	12861036	4.89	0	0.00	0.00	0	0	0	0	4.89
5	ESSEL HOLDINGS LTD	5797315	2.20	0	0.00	0.00	0	0	0	0	2.20
6	CHURU TRADING COMPANY PVT LIMITED	5990102	2.28	5990000	100.00	2.28	0	0	0	0	2.28
7	GANJAM TRADING COMPANY PRIVATE LTD	4949506	1.88	0	0.00	0.00	0	0	0	0	1.88
8	PRAJATMA TRADING CO. PVT LTD	4735992	1.80	0	0.00	0.00	0	0	0	0	1.80
9	VEENA INVESTMENT PVT LTD	3449013	1.31	0	0.00	0.00	0	0	0	0	1.31
10	ESSEL INFRAPROJECTS LIMITED	1752286	0.67	0	0.00	0.00	0	0	0	0	0.67
11	AMBIENCE BUSINESS SERVICES PVT LTD	622883	0.24	0	0.00	0.00	0	0	0	0	0.24
12	ASHOK MATHAI KURIEN	559089	0.21	0	0.00	0.00	0	0	0	0	0.21
13	PRAJATMA TRADING COMPANY PVT LTD	377670	0.14	0	0.00	0.00	0	0	0	0	0.14
14	SUSHILA GOEL	170000	0.06	0	0.00	0.00	0	0	0	0	0.06
15	JAYNEER CAPITAL PVT LTD	3500000	1.33	0	0.00	0.00	0	0	0	0	1.33
16	PREMIER FINANCE AND TRADING CO. LTD.	100	0.00	0	0.00	0.00	0	0	0	0	0.00
<b>TOTAL</b>		<b>191,708,779</b>	<b>72.91</b>	<b>37240000</b>	<b>19.43</b>	<b>14.16</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>72.91</b>

(\*) The term "encumbrance" has the same meaning as assigned to it in regulation 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 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 LTD	23546529	8.96	0	0	0	0	8.96
2	RELIANCE CAPITAL TRUSTEE CO. LTD A/C	4051633	1.54	0	0	0	0	1.54
3	RELIGARE SECURITIES LTD.	3113937	1.19	0	0	0	0	1.19
	<b>TOTAL</b>	<b>30712099</b>	<b>11.69</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>11.69</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 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		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 LTD	23546529	8.95	0	0	0	0	8.95
	<b>TOTAL</b>	<b>23546529</b>	<b>8.95</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>8.95</b>

**(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	ASIAN SATELLITE BROADCAST PVT LTD	PROMOTER	35000000.00	13.31
TOTAL			35000000	13.31

(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]
1	NIL	NIL	NIL	NIL
TOTAL		NIL	NIL	NIL

(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]
1	NIL	NIL	NIL	NIL
TOTAL		NIL	NIL	NIL

(III)(a)

Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.  
(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 (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X	Class Y	Class Z		As a percentage of (A+B)	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)
<b>A</b>	<b>Shareholding of Promoter &amp; Promoter Group</b>						
1	Indian						
	a Individuals / HUF						
	b Central / State Government(s)						
	c Bodies Corporate						
	d Financial Institutions / Banks						
	e Any other (Specify)						
	<b>Sub-total (A)(1)</b>	-			-	-	
2	Foreign						
	a Individuals (Non-resident/ Foreign)						
	b Bodies Corporate (OCB)						
	c Institutions - Foreign Bodies						
	d Any other (Specify)						
	<b>Sub-total(A)(2)</b>	-			-	-	
	<b>Total Shareholding of Promoter and Promoter Group (A) =(A)(1)+(A)(2)</b>	-			-	-	
<b>B</b>	<b>Public Shareholdings</b>						
1	Institutions						
	a Mutual Funds and UTI						
	b Financial Institutions/Banks						
	c Central / State Government						
	d Venture Capital Funds						
	e Insurance Companies						
	f Foreign Institutional Investors						
	g Foreign Venture Capital Investors						
	h Any other (Specify)						
	<b>Sub-total (B)(1)</b>	-			-	-	
2	<b>Non-Institutions</b>						
	a Bodies Corporate						
	b Individuals						
	I Individuals holding shares upto Rs. 1 Lac in nominal value						
	II Individuals holding shares excess of Rs. 1 Lac in nominal value						
	c Any other (Specify)						
	<b>Sub-total (B)(2)</b>	-			-	-	
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	-			-	-	
	<b>TOTAL (A)+(B)</b>	-			-	-	
<b>C</b>	<b>Share held by Custodians &amp; against which Depository Receipts have been Issued</b>						
1	Promoter and Promoter Group						
2	Public						
	<b>Sub-total (C)</b>	-			-	-	
	<b>GRAND TOTAL (A+B+C)</b>	-			-	-	