

| <b>(D)(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 - BSE:-533287</b>   |   | <b>AS ON :- 30.06.2014</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>  |

## ZEE LEARN LIMITED

(I)(A)

**STATEMENT SHOWING SHAREHOLDING PATTERN**

Table (I)(a)

AS ON : 30.06.2014

| Category Code | Category of Shareholder   | Number of Sharehol | Total Number of Shares | No of Shares held on Dematerialise | 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 |
| (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 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>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             | <b>Non-Institutions</b>   |                    |                        |                                    |  |                 |                                       |                      |
| 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                  | 1298074                | 1298074                            | 0.47%  | 0.41%           |                                       |                      |
| c             | Qualified Foreign Investor  | 0                  | 0                      | 0                                  | 0.00%  | 0.00%           |                                       |                      |
| d             | <b>Any other</b>  |                    |                        |                                    |  |                 |                                       |                      |
| 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>         |
| <b>C</b>      | 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                        |  | 12.89%          | -                                     |                      |
|               | <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)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 |   |
| (I)   | (II)                                       | (III)                  | (IV)                              | (V)                  | (VI) = (V)/(III)*100 | (VII)   | (VIII)              | (IX)   | (X)                                   | (XI)   | (XII)   |
| 1   | JAYNEER CAPITAL PVT LTD                    | 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 refuatin 28(3) of the SAST Regulations , 2011

|                  |  |
|------------------|--|
| <b>(l)(c)(i)</b> | 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) |
|--------------|--------------------------------------|-----------------------|--|-------------------------|---|---------------------------------------|--|---|
|              |                                      |                       |  | 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>  |

|                   |   |
|-------------------|---|
| <b>(l)(c)(ii)</b> | 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  | 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>  |

| <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>   |

**(II)(a) Statement showing details of Depository Receipts (DRs)**

| <b>Sr. No.</b> | <b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b> | <b>Number of outstanding DRs</b> | <b>Number of shares under lying 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   | 4117977                          | 41179770  | 12.89  |
|                |  |                                  |   |  |
|                | <b>TOTAL</b>   | <b>4117977</b>                   | <b>41179770</b>                                     | <b>12.89</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**

| <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>   |

