

**(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-11		
<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	3	1,209,559	1,209,559	0.46%	0.46%	0	0.00%
b	Central / State Government	0	0	0	0.00%	0.00%	0	0.00%
c	Bodies Corporate	15	172,441,148	172,441,148	65.63%	65.63%	4,232,000	2.45%
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>18</b>	<b>173,650,707</b>	<b>173,650,707</b>	<b>66.09%</b>	<b>66.09%</b>	<b>4,232,000</b>	<b>2.44%</b>
2	Foreign							
a	Individuals (Non-resident/ Foreign)	0	-	0	0.00%	0.00%	0	0.00%
b	Bodies Corporate (OCB)	7	18,658,351	18,658,351	7.10%	7.10%	0	0.00%
c	Institutions - Foreign Bodies	0	0	0	0.00%	0.00%	0	0.00%
d	Any other (Specify)	0	0	0	0.00%	0.00%	0	0.00%
	<b>Sub-total(A)(2)</b>	<b>7</b>	<b>18,658,351</b>	<b>18,658,351</b>	<b>7.10%</b>	<b>7.10%</b>	<b>0</b>	<b>0.00%</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) =(A)(1)+(A)(2)</b>	<b>25</b>	<b>192,309,058</b>	<b>192,309,058</b>	<b>73.19%</b>	<b>73.19%</b>	<b>4232000</b>	<b>2.20%</b>
<b>B</b>	<b>Public Shareholdings</b>							
1	Institutions							
a	Mutual Funds and UTI	4	8,463,357	8,463,083	3.22%	3.22%	0	0.00%
b	Financial Institutions/Banks	13	44,261	44,261	0.02%	0.02%	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	7	4,477,172	4,477,172	1.70%	1.70%	0	0.00%
f	Foreign Institutional Investors	78	20,010,766	20,007,753	7.62%	7.62%	0	0.00%
g	Foreign Venture Capital Investors	0	0	0	0.00%	0.00%	0	0.00%
h	Any other (Specify)	0	0	0	0.00%	0.00%	0	0.00%
	<b>Sub-total (B)(1)</b>	<b>102</b>	<b>32,995,556</b>	<b>32,992,269</b>	<b>12.56%</b>	<b>12.56%</b>	<b>0</b>	<b>0</b>
2	Non-Institutions							
a	Bodies Corporate	1874	11,493,798	11,491,975	4.37%	4.37%	0	0.00%
b	Individuals							
I	Individuals holding shares upto Rs. 1 Lac in nominal value	113654	18,541,227	18,411,657	7.06%	7.06%	0	0.00%
II	Individuals holding shares in excess of Rs. 1 Lac in nominal value	21	6650905	6650905	2.53%	2.53%	0	0.00%
c	Any other							
(c-i)	Overseas Corporate Body	2	4,148	4,148	0.00%	0.00%	0	0.00%
(c-ii)	Non Resident Individuals	1609	715,228	590,342	0.27%	0.27%	0	0.00%
(c-iii)	Foreign National/Entity	3	15,301	15,027	0.01%	0.01%	0	0.00%
(c-iii)	Foreign Bodies	0	-	-	0.00%	0.00%	0	0.00%
(c-iv)	Trust	12	13,378	13,378	0.01%	0.01%	0	0.00%
	<b>Sub-total (B)(2)</b>	<b>117,175</b>	<b>37,433,985</b>	<b>37,177,432</b>	<b>14.25%</b>	<b>14.25%</b>	<b>0</b>	<b>0</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>117,277</b>	<b>70,429,541</b>	<b>70,169,701</b>	<b>26.81%</b>	<b>26.81%</b>		
	<b>TOTAL (A)+(B)</b>	<b>117,302</b>	<b>262,738,599</b>	<b>262,478,759</b>	<b>100.00%</b>	<b>100.00%</b>	<b>4232000</b>	<b>1.61%</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>117,302</b>	<b>262,738,599</b>	<b>262,478,759</b>	<b>100.00%</b>	<b>100.00%</b>	<b>4232000</b>	<b>1.61%</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 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)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	72391275	27.55	0	0.00	0.00	0	0	0	0	27.55
2	ASIAN SATELLITE BROADCAST PVT LTD	63052512	24.00	0	0.00	0.00	0	0	0	0	24.00
3	JAYNEER ENTERPRISES LLP	15000000	5.71	0	0.00	0.00	0	0	0	0	5.71
4	CHURU TRADING COMPANY PVT LIMITED	5990102	2.28	4232000	70.65	1.61	0	0	0	0	2.28
5	ESSEL HOLDINGS LTD	5797315	2.21	0	0.00	0.00	0	0	0	0	2.21
6	DELGRADA LIMITED	5042327	1.92	0	0.00	0.00	0	0	0	0	1.92
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	DELGRADA LIMITED	3262500	1.24	0	0.00	0.00	0	0	0	0	1.24
10	VEENA INVESTMENT PVT LTD	2454527	0.93	0	0.00	0.00	0	0	0	0	0.93
11	DELGRADA LIMITED	1799984	0.69	0	0.00	0.00	0	0	0	0	0.69
12	ESSEL INFRAPROJECTS LIMITED	1752286	0.67	0	0.00	0.00	0	0	0	0	0.67
13	DELGRADA LIMITED A/C NO 2	1656225	0.63	0	0.00	0.00	0	0	0	0	0.63
14	VEENA INVESTMENTS PRIVATE LIMITED	894236	0.34	0	0.00	0.00	0	0	0	0	0.34
15	DELGRADA LIMITED	875000	0.33	0	0.00	0.00	0	0	0	0	0.33
16	AMBIENCE BUSINESS SERVICES PVT LTD	622883	0.24	0	0.00	0.00	0	0	0	0	0.24
17	ASHOK MATHAI KURIEN	559089	0.21	0	0.00	0.00	0	0	0	0	0.21
18	LAXMI NARAIN GOEL	480470	0.18	0	0.00	0.00	0	0	0	0	0.18
19	PRAJATMA TRADING COMPANY PVT LTD	377631	0.14	0	0.00	0.00	0	0	0	0	0.14
20	DELGRADA LIMITED	225000	0.09	0	0.00	0.00	0	0	0	0	0.09
21	SUSHILA GOEL	170000	0.06	0	0.00	0.00	0	0	0	0	0.06
22	BRIGGS TRADING CO PRIVATE LIMITED	119809	0.05	0	0.00	0.00	0	0	0	0	0.05
23	VEENA INVESTMENT PVT. LTD.	100250	0.04	0	0.00	0.00	0	0	0	0	0.04
24	PREMIER FINANCE AND TRADING CO. LTD.	100	0.00	0	0.00	0.00	0	0	0	0	0.00
25	PRAJATMA TRADING CO PVT LTD	39	0.00	0	0.00	0.00	0	0	0	0	0.00
<b>TOTAL</b>		<b>192,309,058</b>	<b>73.19</b>	<b>4232000</b>	<b>2.20</b>	<b>1.61</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>73.19</b>

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



**(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	13.32
TOTAL			35000000	13.32

(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 in excess of Rs. 1 Lac in nominal value						
c	<b>Any other (Specify)</b>						
	<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>	-			-	-	