

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

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

## (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	0.00%	0.00%	0	0.00%
c	Bodies Corporate	16	185,302,184	185,302,184	70.53%	70.53%	40,600,000	21.91%
d	Financial Institutions / Banks		0	0	0.00%	0.00%	0	0.00%
e	Any other (Specify)		0	0	0.00%	0.00%	-	0.00%
	<b>Sub-total (A)(1)</b>	<b>19</b>	<b>186,511,743</b>	<b>186,511,743</b>	<b>70.99%</b>	<b>70.99%</b>	<b>40,600,000</b>	<b>21.77%</b>
2	Foreign							
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	2.21%	2.21%	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>1</b>	<b>5,797,315</b>	<b>5,797,315</b>	<b>2.21%</b>	<b>2.21%</b>	<b>0</b>	<b>0.00%</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) =(A)(1)+(A)(2)</b>	<b>20</b>	<b>192,309,058</b>	<b>192,309,058</b>	<b>73.19%</b>	<b>73.19%</b>	<b>40,600,000</b>	<b>21.11%</b>
<b>B</b>	<b>Public Shareholdings</b>							
1	Institutions							
a	Mutual Funds and UTI	4	8,432,957	8,432,683	3.21%	3.21%	0	0.00%
b	Financial Institutions/Banks	21	4,490,633	4,490,633	1.71%	1.71%	0	0.00%
c	Central / State Government			0	0.00%	0.00%	0	0.00%
d	Venture Capital Funds			0	0.00%	0.00%	0	0.00%
e	Insurance Companies			-	0.00%	0.00%	0	0.00%
f	Foreign Institutional Investors	69	19,667,379	19,664,366	7.49%	7.49%	0	0.00%
g	Foreign Venture Capital Investors			0	0.00%	0.00%	0	0.00%
h	Any other (Specify)			0	0.00%	0.00%	0	0.00%
	<b>Sub-total (B)(1)</b>	<b>94</b>	<b>32,590,969</b>	<b>32,587,682</b>	<b>12.40%</b>	<b>12.40%</b>	<b>0</b>	<b>0</b>
2	<b>Non-Institutions</b>							
a	Bodies Corporate	1830	11,373,613	11,371,790	4.33%	4.33%	0	0.00%
b	Individuals							
I	Individuals holding shares upto Rs. 1 Lac in nominal value	113659	20,416,097	20,288,517	7.77%	7.77%	0	0.00%
II	Individuals holding shares in excess of Rs. 1 Lac in nominal value	17	5,310,118	5,310,118	2.02%	2.02%	0	0.00%
c	<b>Any other</b>							
(c-i)	Overseas Corporate Body	2	4,148	4,148	0.00%	0.00%	0	0.00%
(c-ii)	Non Resident Individuals	1590	705,947	581,883	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				0.00%	0.00%	0	0.00%
(c-iv)	Trust	11	13,348	13,348	0.01%	0.01%	0	0.00%
	<b>Sub-total (B)(2)</b>	<b>117,112</b>	<b>37,838,572</b>	<b>37,584,831</b>	<b>14.40%</b>	<b>14.40%</b>	<b>0</b>	<b>0</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>117,206</b>	<b>70,429,541</b>	<b>70,172,513</b>	<b>26.81%</b>	<b>26.81%</b>	<b>-</b>	<b>-</b>
	<b>TOTAL (A)+(B)</b>	<b>117,226</b>	<b>262,738,599</b>	<b>262,481,571</b>	<b>100.00%</b>	<b>100.00%</b>	<b>0</b>	<b>0.00%</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>117,226</b>	<b>262,738,599</b>	<b>262,481,571</b>	<b>100.00%</b>	<b>100.00%</b>	<b>40,600,000</b>	<b>15.45%</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	5000000	6.91	1.90	0	0	0	0	27.55
2	ASIAN SATELLITE BROADCAST PVT LTD	63052512	24.00	28000000	44.41	10.66	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	ESSEL MEDIA VENTURES PRIVATE LIMITED	12861036	4.89	0	0.00	0.00	0	0	0	0	4.89
5	ESSEL HOLDINGS LTD	5797315	2.21								
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	2454527	0.93	1610000	65.59	0.61	0	0	0	0	0.93
10	ESSEL INFRAPROJECTS LIMITED	1752286	0.67	0	0.00	0.00	0	0	0	0	0.67
11	VEENA INVESTMENTS PRIVATE LIMITED	894236	0.34	0	0.00	0.00	0	0	0	0	0.34
12	AMBIENCE BUSINESS SERVICES PVT LTD	622883	0.24	0	0.00	0.00	0	0	0	0	0.24
13	ASHOK MATHAI KURIEN	559089	0.21	0	0.00	0.00	0	0	0	0	0.21
14	LAXMI NARAIN GOEL	480470	0.18	0	0.00	0.00	0	0	0	0	0.18
15	PRAJATMA TRADING COMPANY PVT LTD	377631	0.14	0	0.00	0.00	0	0	0	0	0.14
16	SUSHILA GOEL	170000	0.06	0	0.00	0.00	0	0	0	0	0.06
17	BRIGGS TRADING CO PRIVATE	119809	0.05	0	0.00	0.00	0	0	0	0	0.05
18	VEENA INVESTMENT PVT. LTD.	100250	0.04	0	0.00	0.00	0	0	0	0	0.04
19	PREMIER FINANCE AND TRADING CO. LTD.	100	0.00	0	0.00	0.00	0	0	0	0	0.00
20	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>40600000</b>	<b>21.11</b>	<b>15.45</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>	-			-	-	