

| Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | | | | |
|--|---|--|------|-----|
| 1. | Name of Listed Entity: Zee Learn Limited | | | |
| 2. | Scrip Code/Name of Scrip/Class of Security: 533287 | | | |
| 3. | Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c) | | | |
| | a. | If under 31(1)(b) then indicate the report for Quarter ending -- 30.09.18 | | |
| | b. | If under 31(1)(c) then indicate date of allotment/extinguishment | | |
| 4. | Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:- | | | |
| | | | | |
| | | Particulars | Yes* | No* |
| 1 | | Whether the Listed Entity has issued any partly paid up shares? | | No |
| 2 | | Whether the Listed Entity has issued any Convertible Securities or Warrants? | | No |
| 3 | | Whether the Listed Entity has any shares against which depository receipts are issued? | | No |
| 4 | | Whether the Listed Entity has any shares in locked-in? | | No |
| 5 | | Whether any shares held by promoters are pledge or otherwise encumbered? | Yes | |
| | | | | |
| <p>* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.</p> | | | | |

Zee Learn Limited
Table I - Summary Statement holding of specified securities

| Category | Category of shareholder | Nos. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) | Number of Voting Rights held in each class of securities | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialised form | |
|----------|-------------------------------|----------------------|---|--|--|------------------------|---|--|-------------|-----------|--|--|----------------------------|-----------|--|-----------|---|---------------------------------|
| | | | | | | | | No of Voting Rights | | | | | Total as a % of (A+B+C) | No. (a) | As a % of total Shares held (b) | No. (a) | | As a % of total Shares held (b) |
| | | | | | | | | Class eg: X | Class eg: y | Total | | | | | | | | |
| (A) | Promoter & Promoter Group | 7 | 187542388 | 0 | 0 | 187542388 | 57.5168 | 187542388 | 0 | 187542388 | 57.5168 | 0 | 0 | 177233500 | 94.5031 | 187542388 | | |
| (B) | Public | 105615 | 138523084 | 0 | 0 | 138523084 | 42.4832 | 138523084 | 0 | 138523084 | 42.4832 | 0 | 0 | NA | NA | 138317656 | | |
| (C) | Non Promoter - Non Public | | | | 0 | | | | 0 | | | | | 0 | NA | NA | | |
| (C1) | Shares Underlying DRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 | |
| (C2) | Shares Held By Employee Trust | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 | |
| | Total | 105622 | 326065472 | 0 | 0 | 326065472 | 100 | 326065472 | 0 | 326065472 | 100 | 0 | 0 | 177233500 | 54.3551 | 325860044 | | |

Zee Learn Limited

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

| Category & Name of the shareholders | PAN | Nos. of shareholders | No. of fully paid up equity shares held | Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) | Number of Voting Rights held in each class of securities | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialised form | |
|--|------------|----------------------|---|-----------------------------------|--|------------------------|--|--|-------------|-------------------------|--|--|----------------------------|--------------------------------|--|--------------------------------|---|-----------|
| | | | | | | | | No of Voting Rights | | Total as a % of (A+B+C) | | | No. (a) | As a % of total Shares held(b) | No. (a) | As a % of total Shares held(b) | | |
| | | | | | | | | Class eg: X | Class eg: y | | | | | | | | | Total |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) = | (VIII) As a | (IX) | | | (X) | (XI)= | (XII) | (XIII) | (XIV) | | | |
| 1 Indian | | | | | | | | | | | | | | | | | | |
| (a) Individuals / Hindu Undivided Family | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| (b) Central Government / State Government(s) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| (c) Financial Institutions / Banks | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| (d) Any Other (Specify) | | 6 | 181745073 | 0 | 0 | 181745073 | 55.7388 | 181745073 | 0 | 181745073 | 55.7388 | 0 | 55.7388 | 0 | 0 | 177233500 | 97.5176 | 181745073 |
| Bodies Corporate | | 6 | 181745073 | 0 | 0 | 181745073 | 55.7388 | 181745073 | 0 | 181745073 | 55.7388 | 0 | 55.7388 | 0 | 0 | 177233500 | 97.5176 | 181745073 |
| Jayneer Infrapower & Multiventures Private Limited | AAACJ1688G | 1 | 77975375 | 0 | 0 | 77975375 | 23.914 | 77975375 | 0 | 77975375 | 23.914 | 0 | 23.914 | 0 | 0 | 75315000 | 96.5882 | 77975375 |
| Asian Satellite Broadcast Pvt Ltd | AACCA0162A | 1 | 63052512 | 0 | 0 | 63052512 | 19.3374 | 63052512 | 0 | 63052512 | 19.3374 | 0 | 19.3374 | 0 | 0 | 63008500 | 99.9302 | 63052512 |
| Jayneer Enterprises Llp | AAHFJ5369G | 1 | 15000000 | 0 | 0 | 15000000 | 4.6003 | 15000000 | 0 | 15000000 | 4.6003 | 0 | 4.6003 | 0 | 0 | 14960000 | 99.7333 | 15000000 |
| EsseL Media Ventures Private Limited | AANCS6794B | 1 | 12861036 | 0 | 0 | 12861036 | 3.9443 | 12861036 | 0 | 12861036 | 3.9443 | 0 | 3.9443 | 0 | 0 | 12850000 | 99.9142 | 12861036 |
| Sprit Infrapower & Multiventures Private Limited | AALCS5905J | 1 | 11103864 | 0 | 0 | 11103864 | 3.4054 | 11103864 | 0 | 11103864 | 3.4054 | 0 | 3.4054 | 0 | 0 | 11100000 | 99.9652 | 11103864 |
| EsseL Infraprojects Limited | AAACP6095M | 1 | 1752286 | 0 | 0 | 1752286 | 0.5374 | 1752286 | 0 | 1752286 | 0.5374 | 0 | 0.5374 | 0 | 0 | 0 | 0 | 1752286 |
| Sub Total (A)(1) | | 6 | 181745073 | 0 | 0 | 181745073 | 55.7388 | 181745073 | 0 | 181745073 | 55.7388 | 0 | 55.7388 | 0 | 0 | 177233500 | 97.5176 | 181745073 |
| 2 Foreign | | | | | | | | | | | | | | | | | | |
| (a) Individuals (Non-Resident Individuals / Foreign Individuals) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) Government | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) Institutions | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) Foreign Portfolio Investor | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) Any Other (Specify) | | 1 | 5797315 | 0 | 0 | 5797315 | 1.778 | 5797315 | 0 | 5797315 | 1.778 | 0 | 1.778 | 0 | 0 | 0 | 0 | 5797315 |
| Bodies Corporate | | 1 | 5797315 | 0 | 0 | 5797315 | 1.778 | 5797315 | 0 | 5797315 | 1.778 | 0 | 1.778 | 0 | 0 | 0 | 0 | 5797315 |
| EsseL Holdings Ltd | AACCE3104C | 1 | 5797315 | 0 | 0 | 5797315 | 1.778 | 5797315 | 0 | 5797315 | 1.778 | 0 | 1.778 | 0 | 0 | 0 | 0 | 5797315 |
| Sub Total (A)(2) | | 1 | 5797315 | 0 | 0 | 5797315 | 1.778 | 5797315 | 0 | 5797315 | 1.778 | 0 | 1.778 | 0 | 0 | 0 | 0 | 5797315 |
| Total Shareholding Of Promoter And Promoter Group (A)=(A)(1)+(A)(2) | | 7 | 187542388 | 0 | 0 | 187542388 | 57.5168 | 187542388 | 0 | 187542388 | 57.5168 | 0 | 57.5168 | 0 | 0 | 177233500 | 94.5032 | 187542388 |

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

| No. of shareholders | No. of Shares |
|---------------------|---------------|
| | |

Note :

(1) PAN would not be displayed on website of Stock Exchange(s)

(2) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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Table III - Statement showing shareholding pattern of the Public shareholder

| Category & Name of the shareholders | PAN | Nos. of shareholders | No. of fully paid up equity shares held | Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) | Number of Voting Rights held in each class of securities | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialised form | |
|-------------------------------------|---|----------------------|---|-----------------------------------|--|------------------------|--|--|-------------|-------|--|--|----------------------------|---------|--|---------|---|--------------------------------|
| | | | | | | | | No of Voting Rights | | | | | Total as a % of (A+B+C) | No. (a) | As a % of total Shares held(b) | No. (a) | | As a % of total Shares held(b) |
| | | | | | | | | Class eg: X | Class eg: y | Total | | | | | | | | |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) = | (VIII) As a % of (A+B+C2) | (IX) | (X) | (XI)= | (XII) | (XIII) | (XIV) | | | | | |
| 1 | Institutions | | | | | | | | | | | | | | | | | |
| (a) | Mutual Fund | | 1 | 274 | 0 | 0 | 274 | 0.0001 | 274 | 0 | 274 | 0.0001 | 0 | 0 | 0 | NA | NA | 0 |
| (b) | Venture Capital Funds | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| (c) | Alternate Investment Funds | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| (d) | Foreign Venture Capital Investors | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| (e) | Foreign Portfolio Investor | | 30 | 78479140 | 0 | 0 | 78479140 | 24.0685 | 78479140 | 0 | 78479140 | 24.0685 | 0 | 0 | 0 | NA | NA | 78476127 |
| | Polus Global Fund | AAHCP1682K | 1 | 21233108 | 0 | 0 | 21233108 | 6.5119 | 21233108 | 0 | 21233108 | 6.5119 | 0 | 0 | 0 | NA | NA | 21233108 |
| | Moon Capital Trading Pte. Ltd. | AALCM3031F | 1 | 20955327 | 0 | 0 | 20955327 | 6.4267 | 20955327 | 0 | 20955327 | 6.4267 | 0 | 0 | 0 | NA | NA | 20955327 |
| | Morgan Stanley Asia (Singapore) Pte. | AAECM3575F | 1 | 11318127 | 0 | 0 | 11318127 | 3.4711 | 11318127 | 0 | 11318127 | 3.4711 | 0 | 0 | 0 | NA | NA | 11318127 |
| | Copthall Mauritius Investment Limited | AAACC4303M | 1 | 8210585 | 0 | 0 | 8210585 | 2.5181 | 8210585 | 0 | 8210585 | 2.5181 | 0 | 0 | 0 | NA | NA | 8210585 |
| | Ubs Principal Capital Asia Ltd | AABCU7548R | 1 | 4634088 | 0 | 0 | 4634088 | 1.4212 | 4634088 | 0 | 4634088 | 1.4212 | 0 | 0 | 0 | NA | NA | 4634088 |
| (f) | Financial Institutions / Banks | | 15 | 143922 | 0 | 0 | 143922 | 0.0441 | 143922 | 0 | 143922 | 0.0441 | 0 | 0 | 0 | NA | NA | 143922 |
| (g) | Insurance Companies | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| (h) | Provident Funds/ Pension Funds | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| (i) | Any Other (Specify) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| | Sub Total (B)(1) | | 46 | 78623336 | 0 | 0 | 78623336 | 24.1127 | 78623336 | 0 | 78623336 | 24.1127 | 0 | 0 | 0 | NA | NA | 78620049 |
| | Central Government/ State Government(s)/ President of India | | | | | | | | | | | | | | | | | |
| 2 | Sub Total (B)(2) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| 3 | Non-Institutions | | | | | | | | | | | | | | | | | |
| (a) | Individuals | | | 0 | 0 | | | | | | | | 0 | | | NA | NA | |
| | i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs. | | 100870 | 29567510 | 0 | 0 | 29567510 | 9.068 | 29567510 | 0 | 29567510 | 9.068 | 0 | 0 | 0 | NA | NA | 29472204 |
| | ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs. | | 13 | 6468137 | 0 | 0 | 6468137 | 1.9837 | 6468137 | 0 | 6468137 | 1.9837 | 0 | 0 | 0 | NA | NA | 6468137 |
| (b) | NBFCs registered with RBI | | 10 | 21785 | 0 | 0 | 21785 | 0.0067 | 21785 | 0 | 21785 | 0.0067 | 0 | 0 | 0 | NA | NA | 21785 |
| (c) | Employee Trusts | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| (d) | Overseas Depositories(holding DRs) (balancing figure) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| (e) | Any Other (Specify) | | 4676 | 23842316 | 0 | 0 | 23842316 | 7.3121 | 23842316 | 0 | 23842316 | 7.3121 | 0 | 0 | 0 | NA | NA | 23735481 |
| | Trusts | | 3 | 88 | 0 | 0 | 88 | 0 | 88 | 0 | 88 | 0 | 0 | 0 | 0 | NA | NA | 88 |
| | Foreign Nationals | | 5 | 20217 | 0 | 0 | 20217 | 0.0062 | 20217 | 0 | 20217 | 0.0062 | 0 | 0 | 0 | NA | NA | 19943 |
| | Hindu Undivided Family | | 1566 | 1416559 | 0 | 0 | 1416559 | 0.4344 | 1416559 | 0 | 1416559 | 0.4344 | 0 | 0 | 0 | NA | NA | 1416559 |
| | Non Resident Indians (Non Repat) | | 742 | 1656660 | 0 | 0 | 1656660 | 0.5081 | 1656660 | 0 | 1656660 | 0.5081 | 0 | 0 | 0 | NA | NA | 1595185 |
| | Other Directors | | 3 | 1730943 | 0 | 0 | 1730943 | 0.5309 | 1730943 | 0 | 1730943 | 0.5309 | 0 | 0 | 0 | NA | NA | 1730943 |
| | Non Resident Indians (Repat) | | 1499 | 1891638 | 0 | 0 | 1891638 | 0.5801 | 1891638 | 0 | 1891638 | 0.5801 | 0 | 0 | 0 | NA | NA | 1846552 |
| | Overseas Bodies Corporates | | 2 | 123 | 0 | 0 | 123 | 0 | 123 | 0 | 123 | 0 | 0 | 0 | 0 | NA | NA | 123 |
| | Clearing Member | | 157 | 372207 | 0 | 0 | 372207 | 0.1142 | 372207 | 0 | 372207 | 0.1142 | 0 | 0 | 0 | NA | NA | 372207 |
| | Bodies Corporate | | 699 | 16753881 | 0 | 0 | 16753881 | 5.1382 | 16753881 | 0 | 16753881 | 5.1382 | 0 | 0 | 0 | NA | NA | 16753881 |
| | Ganjam Trading Company Private Limited | AAACG3975H | 1 | 4949506 | 0 | 0 | 4949506 | 1.5179 | 4949506 | 0 | 4949506 | 1.5179 | 0 | 0 | 0 | NA | NA | 4949506 |
| | Naravi Infra And Utilities Private Limited | AAFNC0668K | 1 | 3889761 | 0 | 0 | 3889761 | 1.1929 | 3889761 | 0 | 3889761 | 1.1929 | 0 | 0 | 0 | NA | NA | 3889761 |
| | Veena Investments Private Limited | AAACV6436A | 1 | 3449013 | 0 | 0 | 3449013 | 1.0578 | 3449013 | 0 | 3449013 | 1.0578 | 0 | 0 | 0 | NA | NA | 3449013 |
| | Sub Total (B)(3) | | 105569 | 59899748 | 0 | 0 | 59899748 | 18.3705 | 59899748 | 0 | 59899748 | 18.3705 | 0 | 0 | 0 | NA | NA | 59697607 |
| | Total Public Shareholding (B)-(B)(1)+(B)(2)+(B)(3) | | 105615 | 138523084 | 0 | 0 | 138523084 | 42.4832 | 1.39E+08 | 0 | 138523084 | 42.4832 | 0 | 0 | 0 | NA | NA | 138317656 |

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

| No. of shareholders | No. of Shares |
|---------------------|---------------|
| 219 | 39427 |

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note :

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to disclose name of all holders holding more than 1% of total number of shares
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

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Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

| | Category & Name of the shareholders | PAN | Nos. of shareholders | No. of fully paid up equity shares held | Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) | Number of Voting Rights held in each class of securities | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialised form | |
|---|--|------|----------------------|---|-----------------------------------|--|------------------------|--|--|-------------|-------|--|--|----------------------------|---------|--|---------|---|--------------------------------|
| | | | | | | | | | No of Voting Rights | | | | | Total as a % of (A+B+C) | No. (a) | As a % of total Shares held(b) | No. (a) | | As a % of total Shares held(b) |
| | | | | | | | | | Class eg: X | Class eg: y | Total | | | | | | | | |
| | (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) = | (VIII) As a | (IX) | | | (X) | (XI)= | (XII) | | (XIII) | | (XIV) | |
| 1 | Custodian/DR Holder | | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0 | 0.0000 | 0 | 0.0000 | NA | NA | 0 |
| 2 | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0 | 0.0000 | 0 | 0.0000 | NA | NA | 0 |
| | Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2) | | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0 | 0.0000 | 0 | 0.0000 | NA | NA | 0 |

Note :

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares:

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian