February 16, 2015

BSE Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange

Kind Attn. Corporate Relationship Department

Dear Sir/ Madam,

Sub: Submission of Postal Ballot Notice

In compliance with revised Clause 31 of the Listing agreement, we hereby attach 6 (six) copies of Postal Ballot Notice of the Company being sent to the Members of the Company, seeking their approval through Postal Ballot voting process for issue of Secured and/or Unsecured Redeemable Non-Convertible Debentures for an aggregate amount not exceeding Rs. 125 Crores.

The Company is also offering e-voting facility to all the Members of the Company for which it has availed the services of Central Depository Services (India) Limited (CDSL) as an E-voting platform.

Please acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For **Zee Learn Limited**

Samir Raval
Company Secretary

ZEE LEARN LIMITED MUMBAI

Encl. As Above