ZEE LEARN LIMITED

Regd. Office: Continental Building, 135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018.
Tel: + 91 - 22 - 24831234, **Fax:** + 91 - 22 - 24955974
CIN: L80301MH2010PLC198405, **Website:** www.zeelearn.com

POSTAL BALLOT FORM

Sr. No.

1. Name(s) of Shareholder(s) (in block letters) (including joint holders, if any) :
2. Registered Address of the Sole / First named Shareholder :
3. Registered Folio No. /*DPID No. & Client ID No. (*Applicable for investors holding shares in dematerialized form) :
4. No. of Shares held :
5. I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot/ E-Voting by conveying my/our assent or dissent to the said resolution by placing a tick mark (√) in the appropriate box below:

Sr. No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 to offer or invite subscription(s) for Secured and/ or Unsecured Redeemable Non-Convertible Debentures.			

(Signature of the shareholder)

Place:
Date:

(*in case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/power of attorney should be sent along with postal ballot form)

Electronic voting particulars

EVSN	USER ID	# DEFAULT PAN

Since, you have not registered / updated your PAN with the Company / Depository Participant, please use the number mentioned in above column under PAN field to login for E-Voting.

* Please use your actual PAN, if you have already registered / updated your PAN with the Company / Depository Participant.

Note: For detailed e-voting instructions, please refer "Notice" enclosed herewith under "E-Voting facility".

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Instructions

1. Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the resolution contained in the Postal Ballot Notice is being sought through Postal Ballot process.

2. A member desiring to exercise his/her vote by postal ballot, may send duly completed form to the Scrutinizer at the Registered Office of the Company at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai- 400 018. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than 6.00 p.m. on Tuesday, the 24th day of March, 2015. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.

3. A Member has to convey his/her assent/dissent in the Postal Ballot Form only. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (√) in the appropriate column. Postal Ballot Form bearing (√) mark in both the column will render the form invalid.

4. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.

5. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company /Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).

6. In case of shares held by Companies, Trust, Societies etc., a duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution/ Authority together with the specimen signature(s) of the duly authorised signatory (ies).

7. A member neither need to use all his/her votes nor need to cast all his/her votes in the same way.

8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizers' decision on the validity of Postal Ballot Form will be final.

9. Voting right shall be reckoned on the paid up value of shares registered in the name of Member as on Friday, the 6th day of February, 2015.

10. A member may request for duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time specified above.

11. Members are requested not to send any other paper along with the Postal Ballot Form as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper would be destroyed by the Scrutinizer.

12. The resolution if assented by requisite majority, shall be considered as passed on Wednesday, the 25th day of March, 2015 (i.e. the date of declaration of the Postal Ballot result).

13. E-VOTING: The Company is pleased to provide E-Voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through Physical Postal Ballot. E-Voting is optional. In case a Member has voted through E-Voting facility, he/she does not need to send a physical Postal Ballot Form. In case a Member votes through E-Voting facility as well as sends his/her vote through Physical vote, vote casted through E-voting shall only be considered and the voting through Physical Voting shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and notes thereto, for detailed instructions with respect to electronically voting.

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