

August 8, 2012

→ The National Stock Exchange of India Limited
Bombay Stock Exchange Limited

Dear Sir/ Madam,

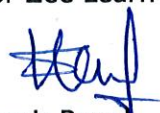
Re.: Proceedings of 2nd Annual General Meeting of the Company

In compliance with Clause 31(d) of the Listing Agreement, this is to inform you that the shareholders of the Company at the 2nd Annual General Meeting held today have approved the following agenda items:

1. Adoption of the Audited Balance Sheet as at March 31, 2012, the Profit & Loss Accounts of the Company for the year ended March 31, 2012, both on a stand-alone and consolidated basis, and the Reports of the Auditors' and Directors' thereon.
2. Re-appointment of Mr. Himanshu Mody as a Director of the Company.
3. Re-appointment of M/s. MGB & Co., Chartered Accountants, as the Statutory Auditors of the Company at a remuneration to be decided by the Board.
4. Extension of the benefits of the 'ZLL-ESOP 2010' scheme to the eligible employees including executive & non-executive directors of any present & future subsidiary/holding company.
5. Increase in the FIIs investment up to an aggregate limit of 49% of paid up equity share capital of the Company.

Thanking You,

Yours Sincerely,
For Zee Learn Limited


Samir Raval
Company Secretary

