



Date: December 18, 2015

To
BSE Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange

Kind Attn.: Corporate Relationship / Listing Department

BSE Scrip Code: 533287

NSE SYMBOL: ZEELEARN

Dear Sir/ Madam,

Sub.: Declaration of Result of the Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)

The Board of Directors had sought the approval of the Shareholders of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the following resolutions, appended below, by way of Postal Ballot:

1. To approve the modifications to the ZLL - Employee Stock Option Scheme 2010 of the Company;
2. To approve the grant of options to identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option;
3. To approve the payment of commission to the Independent Directors of the Company;
4. To approve the appointment of Mr. Ajey Kumar as Director, who was earlier appointed as an Additional Director of the Company;
5. To approve the appointment of Mr. Ajey Kumar as an Executive Director of the Company.

Mr. Vishal Manseta, Practising Company Secretary, (ACS: 25183; CP No.: 8981), Mumbai, was appointed as the Scrutiniser for conducting the Postal Ballot Process and has submitted his report dated December 17, 2015. A copy of the aforesaid report is enclosed for your record.

In terms of Regulation 44(3) of the LODR, we herby enclose the details of the aforesaid Resolutions passed by the Shareholders through Postal Ballot as Annexure A for your perusal.

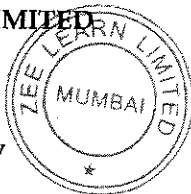
Kindly take the same on records.

Thanking you.

Yours faithfully,

For ZEE LEARN LIMITED

Hemangi Patil
Hemangi Patil
Company Secretary



Encl: as stated



CIN: L80301MH2010PLC198405

Phone : +91 22 4034 3900
Fax : +91 22 2674 3422
Customer Support : +91 93200 63100

Zee Learn Limited
Level 6, Fun Republic,
Off. New Link Road,
Andheri (West), Mumbai - 400053.

Registered Office :
135, Continental Building, Dr. Annie Besant Road, Worli, Mumbai - 400 018

www.zeelearn.com

Resolution Required : Special 1. Approval for modification to the ZLL - ESOP 2010 of the Company

Whether promoter/ promoter group are interested in the agenda/ resolution?

No

Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	19,72,92,879	19,71,22,879	99.9138%	19,71,22,879	-	100.0000%	0.0000%
	Postal Ballot		1,70,000	0.0862%	1,70,000	-	100.0000%	0.0000%
	Total	19,72,92,879	19,72,92,879	100.0000%	19,72,92,879	-	100.0000%	0.0000%
Public – Institutional holders	E-Voting	9,98,86,774	28,43,114	2.8463%	28,43,114	-	100.0000%	0.0000%
	Postal Ballot		-	0.0000%	-	-	0.0000%	0.0000%
	Total	9,98,86,774	28,43,114	2.8463%	28,43,114	-	100.0000%	0.0000%
Public-Others	E-Voting	2,29,69,367	2,20,488	0.9599%	2,20,358	130	99.9410%	0.0590%
	Postal Ballot		10,537	0.0459%	7,450	3,087	70.7032%	29.2968%
	Total	2,29,69,367	2,31,025	1.0058%	2,27,808	3,217	98.6075%	1.3925%
Total		32,01,49,020	20,03,67,018	62.5855%	20,03,63,801	3,217	99.9984%	0.0016%

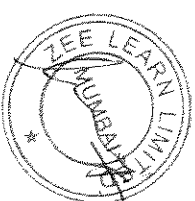
Resolution Required : Special 2. Approval of the grant of options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the

Company at the time of grant of option

Whether promoter/ promoter group are interested in the agenda/ resolution?

No

Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	19,72,92,879	19,71,22,879	99.9138%	19,71,22,879	-	100.0000%	0.0000%
	Postal Ballot		1,70,000	0.0862%	1,70,000	-	100.0000%	0.0000%
	Total	19,72,92,879	19,72,92,879	100.0000%	19,72,92,879	-	100.0000%	0.0000%
Public – Institutional holders	E-Voting	9,98,86,774	28,43,114	2.8463%	28,43,114	-	100.0000%	0.0000%
	Postal Ballot		-	0.0000%	-	-	0.0000%	0.0000%
	Total	9,98,86,774	28,43,114	2.8463%	28,43,114	-	100.0000%	0.0000%
Public-Others	E-Voting	2,29,69,367	2,20,488	0.9599%	2,20,358	130	99.9410%	0.0590%
	Postal Ballot		10,553	0.0459%	7,919	2,634	75.0403%	24.9597%
	Total	2,29,69,367	2,31,041	1.0059%	2,28,277	2,764	98.8037%	1.1963%
Total		32,01,49,020	20,03,67,034	62.5856%	20,03,64,270	2,764	99.9986%	0.0014%



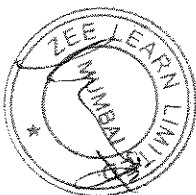
Resolution Required : Special 3. Approval for the payment of commission to the Independent Directors of the Company								
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	19,72,92,879	19,71,22,879	99.9138%	19,71,22,879	-	100.0000%	0.0000%
	Postal Ballot		1,70,000	0.0862%	1,70,000	-	100.0000%	0.0000%
	Total		19,72,92,879	100.0000%	19,72,92,879	-	100.0000%	0.0000%
Public – Institutional holders	E-Voting	9,98,86,774	28,43,114	2.8463%	28,43,114	-	100.0000%	0.0000%
	Postal Ballot		-	0.0000%	-	-	0.0000%	0.0000%
	Total		28,43,114	2.8463%	28,43,114	-	100.0000%	0.0000%
Public-Others	E-Voting	2,29,69,367	1,37,488	0.5986%	1,36,733	755	99.4509%	0.5491%
	Postal Ballot		10,593	0.0461%	7,577	3,016	71.5284%	28.4716%
	Total		1,48,081	0.6447%	1,44,310	3,771	97.4534%	2.5466%
Total		32,01,49,020	20,02,84,074	62.5596%	20,02,80,303	3,771	99.9981%	0.0019%

Resolution Required : Ordinary								4. Apptintment of Mr. Aley Kumar as Director of the Company	
Whether promoter/ promoter group are interested in the agenda/ resolution?			No						
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	E-Voting	19,72,92,879	19,71,22,879	99.9138%	19,71,22,879	-	100.0000%	0.0000%	
	Postal Ballot		1,70,000	0.0862%	1,70,000	-	100.0000%	0.0000%	
	Total		19,72,92,879	100.0000%	19,72,92,879	-	100.0000%	0.0000%	
Public – Institutional holders	E-Voting	9,98,86,774	28,43,114	2.8463%	28,43,114	-	100.0000%	0.0000%	
	Postal Ballot		-	0.0000%	-	-	0.0000%	0.0000%	
	Total		28,43,114	2.8463%	28,43,114	-	100.0000%	0.0000%	
Public-Others	E-Voting	2,29,69,367	2,20,488	0.9599%	2,19,776	712	99.6771%	0.3229%	
	Postal Ballot		10,528	0.0458%	8,229	2,299	78.1630%	21.8370%	
	Total		2,31,016	1.0058%	2,28,005	3,011	98.6966%	1.3034%	
Total		32,01,49,020	20,03,67,009	62.5855%	20,03,63,998	3,011	99.9985%	0.0015%	



Resolution Required : Ordinary 5. Apptment of Mr. Ajey Kumar as an Executive Director of the Company

Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Promoter/Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	19,72,92,879	19,71,22,879	99.9138%	19,71,22,879	-	100.0000%	0.0000%
	Postal Ballot		1,70,000	0.0862%	1,70,000	-	100.0000%	0.0000%
	Total		19,72,92,879	100.0000%	19,72,92,879	-	100.0000%	0.0000%
Public – Institutional holders	E-Voting	9,98,86,774	28,43,114	2.8463%	28,43,114	-	100.0000%	0.0000%
	Postal Ballot		-	0.0000%	-	-	0.0000%	0.0000%
	Total		28,43,114	2.8463%	28,43,114	-	100.0000%	0.0000%
Public-Others	E-Voting	2,29,69,367	2,20,488	0.9599%	2,19,776	712	99.6771%	0.3229%
	Postal Ballot		10,528	0.0458%	9,127	1,401	86.6926%	13.3074%
	Total		2,31,016	1.0058%	2,28,903	2,113	99.0853%	0.9147%
Total		32,01,49,020	20,03,67,009	62.5855%	20,03,64,896	2,113	99.9989%	0.0011%





VISHAL N. MANSETA (B.Com, A. C. S.)

Practicing Company Secretary

Office : 110, 1st Floor, Nikisha Arcade, Goddev Phatak Rd., Bhayander (East), Thane - 401 105.

Mob. : 9987066314, 9321799780 Web : www.vishalmanseta.com

Email : vishal_manseta@rediffmail.com / vishal@vishalmanseta.com

To,
The Chairman,
Zee Learn Limited
Continental Building, 135,
Dr. Annie Besant Road,
Worli, Mumbai – 400 018.

Dear Sir,

Sub.: Scrutinizer's Report E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014

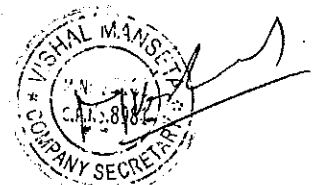
I, Vishal N. Manseta, Practicing Company Secretary, having C.P. No. 8981, had been appointed as the Scrutinizer by the Board of Directors of Zee Learn Limited vide resolution dated October 28, 2015, pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, to conduct the scrutiny of electronic voting process and voting through Postal Ballot forms.

As required under Section 108 and 110 of the Companies Act, 2013, Postal Ballot Notice dated October 28, 2015 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders on November 07, 2015 in respect of the Special & Ordinary Resolutions as mentioned below:

1. To approve the modifications to the ZLL - Employee Stock Option Scheme 2010 of the Company;
2. To approve the grant of options to identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option;
3. To approve the payment of commission to the Independent Directors of the Company;
4. To approve the appointment of Mr. Ajey Kumar as Director, who was earlier appointed as an Additional Director of the Company;
5. To approve the appointment of Mr. Ajey Kumar as an Executive Director of the Company.

The Company has also availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The e-voting lines were closed on Sunday, December 13, 2015 and last date for receiving postal ballot was Sunday, December 13, 2015.

The e-voting period and voting through postal ballot commenced on and from Saturday November 14, 2015 at 9:00 a.m. and ended on Sunday December 13, 2015 at 5.00 P.M. (Both Days Inclusive) and the CDSL e-voting platform was blocked thereafter.



VISHAL N. MANSETA
Practicing Company Secretary

I have scrutinized and reviewed the voting done through electronic means and votes tendered via postal ballot and maintained a register in which necessary entries have been made in accordance with the above rules.

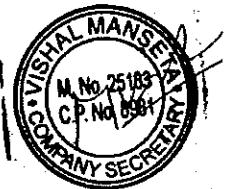
I now submit my Report as under on the result of the voting through electronic means and postal ballot in respect of the said Resolutions.

Agenda-wise

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Postal Ballot/E-voting)	Remarks
1.	To approve the modifications to the ZLL - Employee Stock Option Scheme 2010 of the Company	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
2.	To approve the grant of options to identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
3.	To approve the payment of commission to the Independent Directors of the Company	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
4.	To approve the appointment of Mr. Ajey Kumar as Director, who was earlier appointed as an Additional Director of the Company	Ordinary	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
5.	To approve the appointment of Mr. Ajey Kumar as an Executive Director of the Company	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority



Particulars	In favour of the Ordinary/Special Resolution(s)			Against Ordinary/Special Resolution(s)		
	Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast
To approve the modifications to the ZLL - Employee Stock Option Scheme 2010 of the Company.	191	20,03,63,801	99.99%	20	3,217	0.01%
To approve the grant of options to identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.	188	20,03,64,270	99.99%	23	2,764	0.01%
To approve the payment of commission to the Independent Directors of the Company.	186	20,02,80,303	99.99%	23	3,771	0.01%
To approve the appointment of Mr. Ajey Kumar as Director, who was earlier appointed as an Additional Director of the Company.	196	20,03,63,998	99.99%	15	3,011	0.01%
To approve the appointment of Mr. Ajey Kumar as an Executive Director of the Company.	192	20,03,64,896	99.99%	19	2,113	0.01%



Details of Invalid Votes

Particulars	Number of Members	Number of Shares
To approve the modifications to the ZLL - Employee Stock Option Scheme 2010 of the Company.	3	191
To approve the grant of options to identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.	3	191
To approve the payment of commission to the Independent Directors of the Company.	3	191
To approve the appointment of Mr. Ajey Kumar as Director, who was earlier appointed as an Additional Director of the Company.	3	191
To approve the appointment of Mr. Ajey Kumar as an Executive Director of the Company.	3	191

Details of members abstained from voting

Particulars	Number of Members	Number of Shares
To approve the payment of commission to the Independent Directors of the Company.	2	83,000

The Chairman of the company may declare the results of the e-voting.

For Vishal N. Manseta
(Practicing Company Secretary)

Vishal N. Manseta

ACS No. : 25183

C.P. No. : 8981

Date : December 17, 2015

Place : Mumbai

