July 28, 2014

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 creation of security in respect of the current and future borrowings of the Company and to approve the remuneration of the Cost Auditor for the financial year ending March 31, 2015.

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

Essel GROUP

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

CIN : L80301MH2010PLC198405

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 NOTICE

Dear Shareholder(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, that the following Special resolution under Section 180(1)(a) of the Companies Act, 2013 ('the Act') and Ordinary Resolution under Section 148 of the Act seeking your approval for creation of security in respect of the current and future borrowings of the Company and to approve the remuneration of the Cost Auditor for the financial year ending March 31, 2015 are proposed to be passed by Postal Ballot.

Explanatory Statement pertaining to the proposed Resolutions setting out the material facts and the reasons thereof along with a Postal Ballot Form is annexed herewith. The Company has appointed FCS Mrs. Mita Sanghavi, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Ballot Form so as to reach the Scrutinizer at the Registered Office of the Company at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai 400 018, **on or before 6.00 p.m. on Saturday, August 30, 2014,** the last date for the receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date & time will be considered invalid.

Upon completion of the scrutiny of the Postal Ballot Forms and E-Voting data provided by Central Depository Services (India) Limited (CDSL), the Scrutinizer will submit her report to the Company and the results of the Postal Ballot will be announced on Friday, September 5, 2014 at the Registered Office of the Company. The result of the Postal Ballot will also be uploaded on the Company's website www.zeelearn.com besides sending appropriate communications to the BSE Limited and National Stock Exchange of India Limited.

The date of declaration of the results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed by the Members, if approved by requisite majority.

E-Voting Option

The Company is pleased to offer E-Voting facility also as an alternative for the Members which would enable you to cast your votes electronically, instead of sending Physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on E-Voting printed in this Notice.

Proposed Resolutions

Item No.1

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the earlier resolution passed by the Members under Section 293(1)(a) of the Companies Act, 1956 on June 29, 2011 and pursuant to Section 180(1)(a) of the Companies Act,2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company (which the term shall include any Board Committee duly authorized by the Board) be and is hereby authorized to mortgage and/or charge all or any part of assets or immovable properties of the Company where ever situated, both present and future, and/or whole or part of the undertaking(s) of the Company of every nature and kind whatsoever together with power to take over the management of the business and concern of the Company in certain events, to or in favor of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount(s) borrowed or to be borrowed by the Company from time to time for due repayment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings."

Item No.2

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act,

2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For Zee Learn Limited

Sd/-
Samir Raval
Company Secretary

Mumbai, dated this July 16, 2014

Notes:

1. Explanatory Statement for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 along with the applicable rules there under setting out material facts is appended herein below.
2. The Notice will be dispatched to all the Members whose name appears in the Register of Members / Record of Depositories as on Friday, July 18, 2014.
3. Voting period will commence on and from Friday, August 1, 2014 at 9.00 a.m. and end on Saturday, August 30, 2014 at 6.00 p.m.
4. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.
5. Members are also requested to carefully read the instructions printed behind the Postal Ballot Form before exercising their vote in physical form.

INSTRUCTIONS FOR VOTING

Kindly note that a Member can opt for only one mode for voting either Physical Ballot or E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through a valid Physical Postal Ballot Form shall prevail and E-Voting of that member shall be treated as invalid.

VOTING THROUGH POSTAL BALLOT

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

E-VOTING

In compliance with Clause 35B of the Listing Agreement entered into with the Stock Exchanges and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The E-Votes should be casted not later than Saturday, August 30, 2014 at 6.00 p.m. E-Voting is optional. The procedure and instructions for the same are as follows:

- Open your web browser during the voting period and log on to the e-voting website www.evotingindia.co.in.
- Now click on 'Shareholders' tab to cast your votes.
- Now, select the 'Electronic Voting Sequence Number (EVSN)' along with 'Zee Learn Limited' from the drop down menu and click on 'SUBMIT.'
- Now Enter your User ID (For CDSL: 16 digits beneficiary ID; For NSDL: 8 Character DP ID followed by 8 Digits Client ID &

For Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed) and Click on Login.

- Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format or folio no. as per Company records.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

* Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and demat account / folio number in the PAN field.

\# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository, please enter the number of shares held in the Dividend Bank details field.

- After entering these details appropriately, click on 'SUBMIT'.
- Shareholders holding Equity shares in Physical form will then reach directly to the EVSN selection screen. However Equity Shareholders holding shares in Demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Equity Shareholders holding shares in physical form can use these details only for e-voting on the resolution contained in this Notice.
- Click on the relevant EVSN on which you choose to vote.
- On the voting page, you will see Description of Resolution and option for voting Yes/No for voting. Select the option yes or no as desired. The option 'YES' implies that you assent to the resolution & 'NO' implies that you dissent to the resolution.
- Click on the Resolution file link if you wish to view the entire Notice.
- After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot password & enter the details as prompted by the system.
- Institutional Equity Shareholders (i.e. other than individuals, HUF, NRI etc) are required to log on https://www.evotingindia.co.in and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.co.in under help section or send email to CDSL on helpdesk.evoting@cdslindia.com or to the Company Secretary of the Company on samir.raval@zeelearn.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In compliance with Section 293(1)(a) of the Companies Act, 1956, Members of the Company had on June 29, 2011 authorised Board of Directors to create charge on assets/undertakings of the Company to secure its borrowings from time to time. Consequent to repeal of Section 293(1)(a) of Companies Act, 1956 and provision of Section 180(1) (a) of the Companies Act, 2013, coming in to effect from September 12, 2013 and in accordance with clarification issued by Ministry of Corporate Affairs vide circular no. 04/2014 dated March 25, 2014, the Ordinary Resolution passed by the Members under Section 293(1)(a) on June 29, 2011 shall remain valid till September 11, 2014.

To facilitate the Board to create mortgage / charge on assets and/or undertakings of the Company from time to time, to secure borrowings of the Company, it is recommended that your Board be authorized for the purpose under Section 180(1) (a) of the Companies Act, 2013.

As per Section 180(1)(a) read with Section 110 of the Companies Act, 2013, the authority to the Board to sell/lease/charge Undertaking(s) of the Company would be subject to approval of Members by passing a Special Resolution by way of Postal Ballot. Members are requested to refer to the instructions relating to physical / e-voting contained herein and on the Postal Ballot Form for casting their vote on the proposed special resolution.

Your Board recommends the Special resolution as set out in Item No.1 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this special resolution set out in Item no.1.

Item No. 2

The Board, on the recommendation of the Audit Committee, has approved the appointment of Messrs V V & Associates, Cost Auditor to conduct the audit of the cost records of the Company relating to its Education Services for the Financial Year ending March 31, 2015 on a remuneration of Rs. 75,000/- (plus reimbursement of service tax and out of pocket expenses).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2015.

Your Board recommends the ordinary resolution as set out in Item No.2 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no.2.

By Order of the Board
For Zee Learn Limited

Sd/-
Samir Raval
Company Secretary

Mumbai, dated this July 16, 2014

Encl:- Postal Ballot Form

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 Resolutions 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 Section 180(1)(a) of the Companies Act, 2013 authorizing the Board to create charge on assets / undertaking(s) of the Company to secure borrowings.			
2.	Ordinary Resolution under Section 148 of the Companies Act, 2013 for approving the remuneration of Cost Auditor for the Financial Year ending March 31, 2015.			

(Signature of the shareholder)

Place:
Date:

Note: Please read the instructions printed overleaf carefully before exercising the vote.

Instructions

1. Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the resolutions 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 Saturday, August 30, 2014. 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 needs to use all his/her votes nor needs 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, July 18, 2014.

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 resolutions, if assented by requisite majority, shall be considered as passed on Friday, September 5, 2014 (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 does not need to send a physical Postal Ballot Form. In case a Member votes through E-Voting facility as well as sends his vote through Physical vote, vote casted through physical Postal Ballot shall only be considered and the voting through E-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.