



ZEE LEARN LIMITED

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

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of **Zee Learn Limited** will be held at Sasmira Auditorium, 3rd Floor, Sasmira Marg, Opposite Old Passport Office, Mumbai 400 030 on Wednesday, the 19th day of October, 2011 at 11.00 a.m., to transact the following special business:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (“Act”) (including any statutory modification thereof) and subject to all applicable laws and regulations including but not limited to the Listing Agreements entered into with the Stock Exchanges where the Equity shares of the Company are listed, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI-ICDR Regulations”), Foreign Exchange Management Act, 1999 and Foreign Exchange Management (Transfer or issue of Security by a person Resident Outside India) Regulations, 2000 (“FEMA Regulations”), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable rules, regulations, guidelines, or laws and subject to any approval (s), consent(s), permission(s) or sanction(s), if required, from the Central Government, Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or other appropriate authorities, the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorized to issue, offer and allot, from time to time, on such terms and conditions as may be decided and deemed appropriate by the Board in its absolute discretion, in one or more tranches, by way of public issue, preferential issue or private placement or other offerings in Indian and/or international market, further Equity Shares, Foreign Currency Convertible Bonds, Global Depository Receipts, American Depository Receipts, Debentures / Bonds / Warrants or any combination of these securities and/or any other securities convertible into/exchangeable with equity shares (hereinafter referred to as “Securities”), to eligible residents or non-resident/ foreign investors (whether institutions, incorporated bodies, individuals or trusts/ Foreign Institutional Investors/Mutual Funds/ Pension Funds/ Venture Capital Funds/ Banks and/or such other persons or entities including the general public) whether or not such investors are Members of the Company, to be subscribed in Indian and/ or Foreign Currency(ies), through prospectus or any other offering document(s) or through any other mode as may be deemed

appropriate by the Board, at such time or times as may be determined by the Board, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may in its absolute discretion determine subject to the applicable regulations /guidelines in force, provided however that the aggregate amount raised by the issue of aforesaid Securities shall not exceed Rupee equivalent of United States Dollar ('US\$') 60 Million (approximately ₹ 285 Crores at the current exchange rate).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid offer/issue of Securities may have all or any terms or combination of terms in accordance with the prevalent market conditions including but not limited to terms and conditions relating to payment of interest, dividend, premium on redemption at the option of the Company and/or the holders of the Securities including terms for offer/issue of additional equity shares or variation of the conversion price or period of conversion of Securities into equity shares or terms pertaining to voting rights or option(s) for early redemption of securities and the Board be and is hereby authorized to determine the form, terms, timing of the offer(s)/issue(s) including the class of investors, number of Securities to be issued and/or allotted in each tranche, offer/issue price, face value, premium amount on issue/conversion of Securities, redemption of Securities, rate of interest, redemption period, listing on one or more Stock Exchanges in India or overseas as the Board may in its absolute discretion deem fit and to make and/or accept any modifications in the proposal as may be required by the appropriate authorities and to do all acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in regard to the said offer(s)/issue(s) of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities in accordance with the terms of the offering of such securities, all such equity shares being pari passu with the then existing shares of the Company in all respects as may be provided under the terms of the issue and in offering document.

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted to the Board to secure, if necessary, all or any of the above securities to be issued, by the creation of mortgage and/or charge on all or any of the Company's immovable and/or movable assets, both present and future, in such form and manner and on such terms as may be deemed fit and appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable or the determination of the terms thereof, including without limitation the entering into of underwriting, marketing and institution/trustee/agents and similar agreements with merchant banker(s), book runner(s), lead manager(s), co-lead manager(s), manager(s), advisor(s), underwriter(s), guarantor(s), depository/(ies), custodian(s), trustee(s), stabilization agent(s) and all such agencies as may be involved for managing, underwriting, marketing, listing thereof with any of the international / domestic stock exchange(s) and trading, to issue placement documents and to sign all deeds, documents and writing and to remunerate the managers, underwriters and all other agencies/

intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offering of Securities, with power on behalf of the Company to settle any question, difficulties or doubts that may arise in regard to any such offer, issue or allotment as it may in its absolute discretion deem fit and desirable without being required to seek any further consents or approval of the Company to the end and intent that the shareholders of the Company shall be deemed to have given its approval thereto expressly by the authority of this resolution.”

By order of the Board

Place: Mumbai
Date: September 16, 2011

Samir Raval
Company Secretary

Registered Office:

Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018.

Notes:

1. **A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company.**

Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Extra-ordinary General Meeting.

2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Extra-ordinary General Meeting.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of special business to be transacted at the Extra-ordinary General Meeting is annexed herewith.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

Zee Learn is one of the fast emerging players in the Education Sector, engaged in providing services/training to all categories, from early childhood education till youth training, through its various brands like Kidzee, Mount Litera Zee Schools, Zee Learn Gakken Science Academy, Zee Institute of Creative Arts and Zee Institute of Media Arts and to enhance its offerings, your Company has signed up long term contracts to manage schools at BKC in Mumbai, Bhatinda, Dehradun and Goa, which are in various phases of construction.

Subsequent to vesting of Education Business undertaking demerged from Zee Entertainment Enterprises Limited with effect from April 1, 2010 (Appointed date) the business requirements

of the Company are currently being funded from out of internal accruals and/or borrowings. Considering the expansion plans and to facilitate meeting the fund requirements in the Education Business, your Board, at its meeting held on September 16, 2011, had, subject to your approval, approved a proposal for raising long term funds by issuance of further Equity Shares and/or any Equity linked securities in domestic and/or international market(s) upto a value of US\$ 60 Million (approximately ₹. 285 Crores at the current exchange rate), as set out in the resolution.

The proposed offer, issue and allotment of the Securities by the Board shall be subject to compliance of applicable provisions/permissions/approvals/consents, as may be required in this regard and for reasons aforesaid, an enabling resolution to give adequate flexibility and discretion to the Board to finalise the terms of the offer, issue and allotment, is proposed for consideration by the shareholders.

In terms of the requirements of Section 81(1A) of the Companies Act, 1956, the proposed offer and issue of securities would require your consent and approval. The Special Resolution proposed seeks the consent and authorization of the Members to the Board of Directors to make the proposed issue of Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the then prevailing market conditions and in accordance with the applicable provisions of rules, regulations or guidelines.

None of the Directors of the Company are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding, if any.

Your Directors recommend the Special Resolution as set out for the approval of the Members.

By order of the Board

Place: Mumbai
Date: September 16, 2011

Samir Raval
Company Secretary

Registered Office:
Continental Building,
135, Dr. Annie Besant Road,
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ZEE LEARN LIMITED

Regd. Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400018.

PROXY FORM

I/We _____ of _____ being a member / members of **ZEE LEARN LIMITED** hereby appoint _____ of _____ or failing him/her _____ of _____ as my/ our proxy to attend and vote for me / us and on my / our behalf at the Extra-ordinary General Meeting of the Company to be held on Wednesday, October 19, 2011 at 11:00 a.m. at Sasmira Auditorium, 3rd Floor, Sasmira Marg, Opposite Old Passport Office, Mumbai 400 030 and at any adjournment(s) thereof.

Signed this _____ day of _____, 2011.

Signature of shareholder

Affix
Re 1/
revenue
stamp

Reg. Folio No. _____

DP ID _____

Client ID No. _____

No. of Shares _____

Note : The Proxy completed in all respects must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.



ZEE LEARN LIMITED

Regd. Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400018.

ATTENDANCE SLIP

(To be presented at the entrance)

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Wednesday, October 19, 2011 at 11:00 a.m. at ' Sasmira Auditorium, 3rd Floor, Sasmira Marg, Opposite Old Passport Office, Mumbai 400 030

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Name of the Shareholder/Proxy (IN BLOCK LETTERS)

Signature of the Shareholder / Proxy

Reg. Folio No. _____

DP ID _____

Client ID No. _____

No. of Shares _____

Note : Please carry your notice at the Extra-ordinary General Meeting

BOOK POST

To,

If undelivered, please return to :

ZEE LEARN LIMITED

Registered Office: Continental Building,
135, Dr. Annie Besant Road, Worli, Mumbai -400 018
Tel Nos.: +91 22 2483 1234 Fax No. : +91 22 2490 0302
Website: www.zeelearn.com