



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 Company seeks the approval of its Members by way of a Special Resolution, under Sections 42 and 71 of the Companies Act, 2013 ('the Act') 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, to be passed by Postal Ballot.

Explanatory Statement under Section 102 of the Companies Act, 2013 pertaining to the proposed resolution setting out the material facts together 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 Tuesday, the 24th day of March, 2015**, the last date for the receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date & time will be considered invalid.

The Company is pleased to offer E-Voting facility through e-voting platform of Central Depository Services (India) Ltd. (CDSL) also as an alternative for the Members to cast votes electronically, instead of sending Physical Postal Ballot Forms. Please note that E-voting is optional. Please carefully read and follow the instructions on E-Voting printed in this Notice.

Upon completion of the scrutiny of the Postal Ballot Forms and E-Voting data provided by CDSL, the Scrutinizer will submit her report to the Company and the result of the Postal Ballot will be announced on Wednesday, March 25, 2015 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 result of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed by the Members, if approved by requisite majority.

Proposed Resolution

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

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act (including any amendment thereto or re-enactment thereof), if any, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to the provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) be and is hereby authorized to offer or invite subscription(s) for secured and/or unsecured redeemable non-convertible debentures in one or more series / tranches / currencies, to such person(s) / institution(s) as it may deem fit including Financial Institution(s), Mutual Fund(s), Bank(s), Body Corporate(s), Person(s) etc., whether Indian or foreign, on private placement basis, in conformity with statutes, rules, regulations and enactments, as applicable from time to time, on such terms and conditions, as the Board may consider fit and proper, including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds, the face value, issue price, issue size, amount, security, coupon / interest rate(s), yield, allotment and other terms and conditions of issue and all matters connected with or incidental thereto, such that the aggregate amount of issue of non-convertible debentures shall not exceed Rs. 125 Crores (Rupees One Hundred Twenty Five Crores only) and that the said borrowing is within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**By Order of the Board
For Zee Learn Limited**

**Sd/-
Samir Raval
Company Secretary**

Mumbai, February 11, 2015

Notes:

1. Explanatory Statement for the proposed Resolution 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 sent to all the Members whose name appear in the Register of Members / Record of Depositories as on Friday, February 06, 2015.
3. Voting period will commence on and from Monday, February 23, 2015 at 9.00 a.m. and end on Tuesday, March 24, 2015 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 E-voting shall prevail and Physical 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 Tuesday, March 24, 2015 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 (EVSNN)' 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 sequence number in the PAN field.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL LETTERS. E.g. If your name is Ramesh Kumar with sequence number 1 than enter RA00000001 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 demat account number or folio number 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.

In order to meet the funding requirements of the Company at optimum costs, your Board is evaluating various options including by issuance of debt instruments viz. Secured and/ or Unsecured Redeemable Non-Convertible Debentures, on private placement basis.

In terms of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 in order for the Company to offer or invite subscription(s) to such Secured and/ or Unsecured Redeemable Non-Convertible Debentures on a private placement basis, prior approval of the shareholders by way of a special resolution would be required.

Accordingly, your approval is being sought by way of a special resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 to enable the Company to offer or invite subscription(s) for Debentures on a private placement basis, in one or more tranches, during the period of one year from the date of passing of such special resolution vide this postal ballot exercise, within the overall borrowing limits of the Company, as approved by the members, with authority to the Board to determine the terms and conditions for the said issue of Secured and/ or Unsecured Redeemable Non-Convertible Debentures.

The directors of the Company recommend this special resolution for approval of the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

**By Order of the Board
For Zee Learn Limited**

**Sd/-
Samir Raval
Company Secretary**

Mumbai, February 11, 2015

Encl:- Postal Ballot Form



ZEE LEARN LIMITED

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Worli, Mumbai – 400 018.

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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".

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.