



**Details of Voting as per Clause 35A of the Listing Agreement**

**Resolution proposed vide Postal Ballot Notice dated February 11, 2015**

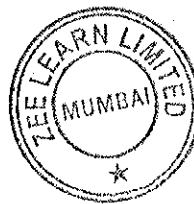
**Mode of Voting- Postal Ballot & E-Voting**

**Special Resolution**

For seeking approval of Shareholders pursuant to 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 of the Company

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public Others	Total
No. of Equity Shares held as at Cut-off date of February 6, 2015	19,72,92,879	8,57,86,310	3,68,65,245	31,99,44,434
No. of votes polled	19,72,92,879	0	58,11,533	20,31,04,412
% of votes polled to outstanding Equity Shares	100%	0.00%	15.76%	63.48%
No. of votes in favor	19,72,92,879	0	58,10,420	20,31,03,299
No. of votes against	0	0	1,113	1,113
% of votes in favor on Votes polled	100%	0.00%	99.98%	99.9995%
% of votes against on votes polled	0	0.00%	0.02%	0.0005%

**Date: March 25, 2015**  
**Place: Mumbai**



**For Zee Learn Limited**

  
**Samir Raval**  
**Company Secretary**

**MITA SANGHAVI**  
Practising Company Secretary

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Shree Nagar, Wagle Estate  
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**SCRUTINISERS' REPORT**  
(For e voting and Postal Ballot)

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014)

March 25, 2015

The Board of Directors  
Zee Learn Limited  
Continental Building,  
135, Dr. Annie Besant Road,  
Worli, Mumbai - 400 018

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot for consent sought from the members under Section 110 of the Companies Act, 2013.**

The Company vide its letter dated February 11, 2015 appointed the undersigned for conducting the process of postal ballot and to act as the Scrutinizer for the votes to be cast through the postal ballot pursuant to the provisions of Section 110 of the Companies Act, 2013. The Company had vide Postal Ballot Notice dated February 11, 2015 approached the members seeking their approval for following resolution:

**Special Resolution**

Special Resolution seeking approval of Shareholders 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 of the Company.



The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder in relation to exercising of voting rights through Postal Ballot on the Resolution as set out in the Postal Ballot notice dated February 11, 2015. My responsibility as a scrutinizer for the Postal Ballot process is restricted to making a scrutinizer's Report of the votes cast "in favour" or "against" the resolution and invalid votes based on the report generated from the e-voting system provided by Central Depositories Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company as well as the physical ballot papers received by the Company.

I submit my report as under:-

1. The Company issued notice dated February 11, 2015 to the members whose names appeared on the Register of Members / list of beneficiaries reported by the Depositories as at the close of the business on February 6, 2015.
2. The Company completed the dispatch of Postal Ballot forms to the members on February 18, 2015.
3. The Physical Postal Ballot forms received from the members were duly opened in my presence and have been entered into a Register separately maintained for this purpose.
4. The details of E-voting by the Shareholders on the facility provided by Central Depository Services (India) Ltd ('CDSL') were obtained and verified by me by logging on CDSL online voting site [www.evotingindia.com](http://www.evotingindia.com) on March 25, 2015.
5. All the postal Ballot forms received from the members till the close of business on March 24, 2015 and E-voting exercised till the said date i.e. the last date fixed by the Company for the receipt of the ballot forms, were considered and scrutinized by me.
6. 139 undelivered envelopes containing postal ballot forms sent to the registered address of the shareholders by the Company were not opened and have been separately kept.
7. I did not find any defaced or mutilated ballot paper.

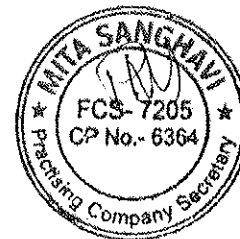


8. The summary of postal Ballot forms received is as under:

Particulars	Resolution	
	No. of Ballots	No of Shares
<b>Physical Ballot Forms</b>		
Postal Ballot forms received	15	13,52,418
Postal Ballot Forms rejected	0	0
<b>Valid Postal Ballot Forms</b>	15	13,52,418
<b>E-voting Summary</b>		
E-voting confirmations received	96	20,17,51,994
E-voting confirmations rejected	0	0
<b>Valid E-voting confirmations</b>	96	20,17,51,994
<b>Summary of Results</b>		
<b>Total Valid Ballots / E-Voting</b>	111	20,31,04,412
Shareholders Assented	104	20,31,03,299
Shareholders Dissented	7	1,113

9. Summary of reason for rejection of the postal ballots:-

Remarks	Resolution	
	No. of Ballots	No of Shares
<b>Rejection of Physical Ballot</b>		
Signature mismatch		
<b>Rejection of E-voting</b>		
Copy of resolution / POA not sent by email		
<b>Total</b>		



10. The summary of the votes cast in favour of and against the resolution is as under:

Business for which Postal Ballot conducted	Total valid votes cast	Votes cast in favour	Votes cast against
Special Resolution seeking approval of Shareholders 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 of the Company.	No of Shares & % 20,31,04,412 (100%)	No of Shares & % 20,31,03,299 (99.999452%)	No of Shares & % 1,113 (0.000548%)

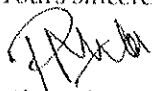
11. From the aforesaid reported position it is observed that

The votes cast by public shareholders in favor of Resolution are more than 75% of total votes cast.

12. The physical ballot forms and other related papers along with Register and Records pertaining to the physical voting and votes cast electronically are being separately handed over to the Company Secretary of the Company for safe custody.

You may kindly consider the aforesaid position of the votes cast by the members, through postal ballots, in favour of and against the resolution(s) and declare the result accordingly.

Thanking you  
Yours sincerely

  
Mita P Sanghavi  
Scrutinizer  
Practicing Company Secretary  
FCS - 7205 - CP No. 6364

