



POLL RESULTS ANNOUNCEMENT

Details of Polling conducted at the Court Convened Meeting of the Members of the Company held on Monday, March 28, 2011.

Based on the Scrutineers Report submitted to the Chairman of the Court Convened Meeting of the shareholders of the Company, it is declared that:

Out of 124 (One Hundred Twenty Four) valid votes cast representing 7,38,67,254 equity shares:

- 123 (One Hundred Twenty Three) shareholders / proxies equivalent to 99.1935% in number holding 7,38,67,253 equity shares representing 99.9999% in value voted for the scheme;
- 1 shareholder / proxy equivalent to 0.8065% in number holding 1 equity share representing 0.0001% in value voted against the scheme and
- 1(One) shareholder / proxy cast invalid vote.

The details of polling in connection with the proposal is as under.

No. of Shareholders / Proxies	% in number	Shares / Votes	% in value	Voting
123	99.1935	73867253	99.9999	FOR
1	0.8065	1	0.0001	AGAINST
124	100	73867254	100	

Therefore, the resolution seeking members approval to the arrangement embodied in the Scheme of Amalgamation of Essel Entertainment Media Limited with Zee Learn Limited and their respective Shareholders and Creditors under Sections 391 to 394 of the Companies Act, 1956, was approved by the Members of the Company with requisite majority both in number and value of total valid votes cast.

Sd/-
Himanshu Mody
Chairman of the Meeting

Dated: March 28, 2011
Place: Mumbai



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