



ZEE LEARN LIMITED

CIN: L80301MH2010PLC198405

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

Tel: +91-22-24831234 Fax: +91-22-24955974

Website: www.zeelearn.com

POSTAL BALLOT FORM

Sr No.:

1. Name & Registered Address of the Sole /
First named Shareholder

2. Name(s) of the JointHolder(s), if any

3. Registered Folio No./DP ID & Client ID*
*(Applicable to investors holding
shares in dematerialized form)

4. No. of shares held

I/ We hereby exercise my/ our vote in respect of the following Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 28th October 2015 of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (✓) mark at the appropriate box below:

Sr.No.	Description of Resolutions	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for approval for modification to the ZLL - Employee Stock Option Scheme – 2010 of the Company.			
2.	Special Resolution for approval of the grant of options to the identified Employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.			
3.	Special Resolution for approval for the payment of commission to the Independent Directors of the Company.			
4.	Ordinary Resolution for appointment of Mr. Ajey Kumar as Director of the Company.			
5.	Special Resolution for appointment of Mr. Ajey Kumar as an Executive Director of the Company.			

Signature of the Shareholder/Authorised Representative

Place :

Date :

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

IMPORTANT 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/e-voting.
2. A member desiring to exercise vote by postal ballot, may send duly completed form in the enclosed business reply envelope. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than 6.00 p.m. on Sunday, the 13th day of December, 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. Assent/Dissent to the proposed resolutions 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 Forms should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Forms should also be accompanied by a certified true copy of the Board resolution/ Authority together with the specimen signature(s) of the authorised signatory(ies) duly verified.
7. A member neither needs to use all votes nor needs to cast all 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 at the close of business on Friday, the 30th day of October, 2015.
10. A member may request for duplicate Postal Ballot Form, if 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, the 18th day of December, 2015 (i.e. the date of declaration of the Postal Ballot results).
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 Postal Ballot, vote casted through e-voting shall only be considered and the voting through physical Postal Ballot 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 e-voting.