

Date: December 18, 2015

To **BSE Limited** National Stock Exchange of India Limited Luxembourg Stock Exchange

Kind Attn.: Corporate Relationship/Listing Department

BSE Scrip Code: 533287

NSE SYMBOL: ZEELEARN

Dear Sir/ Madam,

Declaration of Result of the Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)

The Board of Directors had sought the approval of the Shareholders of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the following resolutions, appended below, by way of Postal Ballot:

- To approve the modifications to the ZLL Employee Stock Option Scheme 2010 of the Company;
- To approve the grant of options to 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;
- To approve the payment of commission to the Independent Directors of the Company;
- 4. To approve the appointment of Mr. Ajey Kumar as Director, who was earlier appointed as an Additional Director of the Company:
- To approve the appointment of Mr. Ajey Kumar as an Executive Director of the Company.

Mr. Vishal Manseta, Practising Company Secretary, (ACS: 25183; CP No.: 8981), Mumbai, was appointed as the Scrutiniser for conducting the Postal Ballot Process and has submitted his report dated December 17, 2015. A copy of the aforesaid report is enclosed for your record.

In terms of Regulation 44(3) of the LODR, we herby enclose the details of the aforesaid Resolutions passed by the Shareholders through Postal Ballot as Annexure A for your perusal.

Kindly take the same on records.

Thanking you.

Yours faithfully,

For ZEE LEARN LIMITEDRA

Hemangi Patil

Company Secretary

Encl: as stated

CIN: L80301MH2010PLC198405

MUMBA

Phone

+91 22 4034 3900

Costomer Support: +91 93200 63100

+91 22 2674 3422

Zee Learn Limited Level 6, Fun Republic,

Andheri (West), Mumbai - 400053.

135. Continental Building, Dr. Annie Besant Road, Worli, Mumbal - 400 018

ZEE LEARN LIN	ZEE LEARN LIMITED (CIN: L80301MH2010PLC19840	MH2010PLC198	405)				Annexure A	
Resolution Required: Special	1. Approval for modification to the Z	dification to the	ZLL - ESOP 2010 of the Company	f the Company				
Whether promoter/ promoter group are interested in the agenda/ reso	oup are interested in	i the agenda/ res	olution?	No		A COMMISSION OF THE PROPERTY O	***************************************	
				% of Votes Polled			% of Votes in	
Dromoter/Dublic	あるっぱっ つき ソクチョック	No. of shares	No. of votes	on outstanding	No. of Votes - in	No. of Votes -	favour on votes	% of votes against
	Supply to another	held (1)	polled (2)	shares	favour (4)	against (5)	polled (6)=[(4)/(2)]	on votes polled
				(3)=[(2)/(1)]* 100			*100	001, [(2)/(5)]=(/)
Promoter and Promoter Group	E-Voting		19,71,22,879	99.9138%	19,71,22,879	ı	100.0000%	0.0000%
	Postal Ballot	19,72,92,879	1,70,000	0.0862%	1,70,000	1	100.0000%	0.0000%
	Total		19,72,92,879	100.000%	19,72,92,879	4	100.0000%	0.0000%
Public – Institutional holders	E-Voting		28,43,114	2.8463%	28,43,114	*	100.000%	0.000%
	Postal Ballot	9,98,86,774	-	%00000	-	,	0.0000%	0.000%
	Total		28,43,114	2.8463%	28,43,114		100.0000%	0.0000%
Public-Others	E-Voting		2,20,488	%6656.0	2,20,358	130	99.9410%	0.0590%
	Postal Ballot	2,29,69,367	10,537	0.0459%	7,450	3,087	70.7032%	29.2968%
	Total		2,31,025	1.0058%	2,27,808	3,217	%5/09'86	1.3925%
Total		32,01,49,020	20,03,67,018	62.5855%	20,03,63,801	3,217	99.9984%	0.0016%

Resolution Required: Special	2. Approval of the	grant of options	to the identified er	mployees during any	one year, equal to	or exceeding on	2. 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	ed capital of the
Company at the time of grant of option	ption							
Whether promoter/ promoter group are interested in the agenda/ resolution?	up are interested ir	ithe agenda/res	olution?	No				
				% of Votes Polled			% of Votes in	
	Africa of Modern	No. of shares	No. of votes	on outstanding	No. of Votes - in	No. of Votes -	favour on votes	% Of ¥Otes against
riomoter/ruomc	Simon in annini	held (1)	polled (2)	shares	favour (4)	against (5)	polled (6)=[(4)/(2)]	on votes poned
				(3)=[(5)/(1)]* 100	Alpha ann an Air		*100	DOT_ [[7]/[c]]=[/]
Promoter and Promoter Group	E-Voting		19,71,22,879	99.9138%	19,71,22,879	١	100.0000%	0.0000%
	Postal Ballot	19,72,92,879	1,70,000	0.0862%	1,70,000		100.000%	0.0000%
	Total		19,72,92,879	100.0000%	19,72,92,879	1	100:0000%	0.0000%
Public – Institutional holders	E-Voting		28,43,114	2.8463%	28,43,114	ŧ	100.0000%	0.0000%
	Postal Ballot	9,98,86,774	-	0.0000%	-	,	0.0000%	0.000%
	Total		28,43,114	2.8463%	28,43,114	ı	100.0003%	0.0000%
Public-Others	E-Voting		2,20,488	0.9599%	2,20,358	130	99.9410%	0.0590%
	Postal Ballot	2,29,69,367	10,553	0.0459%	7,919	2,634	75.0403%	24.9597%
	Total		2,31,041	1.0059%	2,28,277	2,764	98.8037%	1.1963%
Total		32,01,49,020	20,03,67,034	62.5856%	20,03,64,270	2,764	%9866.66	0.0014%



Resolution Required : Special	3. Approval for the	e payment of con	nmission to the Inc	3. Approval for the payment of commission to the Independent Directors of the Company	of the Company			
Whether promoter/promoter group are interested in the agenda/reso	up are interested ir	the agenda/ res	olution?	No				
		••••		% of Votes Polled			% of Votes in	
Promoter/Dublic	Reado of Voting	No. of shares	No. of votes	on outstanding	No. of Votes – in	No. of Votes -	favour on votes	% of Votes against
	Simon to anomi	held (1)	polled (2)	shares	favour (4)	against (5)	polled (6)=[(4)/(2)]	on votes polited
				(3)=[(2)/(1)]* 100			*100	(7)=[(5)/(5)] *100
Promoter and Promoter Group	E-Voting		19,71,22,879	99.9138%	19,71,22,879	•	100.0000%	0.0000%
	Postal Ballot	19,72,92,879	1,70,000	0.0862%	1,70,000	ŧ	100.0000%	0.0000%
	Total		19,72,92,879	100.0000%	19,72,92,879	ŧ	100.0000%	0.0000%
Public – Institutional holders	E-Voting		28,43,114	2.8463%	28,43,114	1	100.0000%	0.0000%
	Postal Ballot	9,98,86,774	•	0.000%	_	-	0.0000%	0.0000%
	Total		28,43,114	2.8463%	28,43,114	ı	100.000%	%000000
Public-Others	E-Voting		1,37,488	0.5986%	1,36,733	755	99.4509%	0.5491%
	Postal Ballot	2,29,69,367	10,593	0.0461%	7,577	3,016	71.5284%	28.4716%
	Total		1,48,081	0.6447%	1,44,310	3,771	97.4534%	2.5466%
Total		32,01,49,020	20,02,84,074	62.5596%	20,02,80,303	3,771	99.9981%	0.0019%

Resolution Required : Ordinary	4. Appintment	4. Appintment of Mr. Ajey Kumar	ar as Director of the Company	e Company		***************************************		escas.
Whether promoter/ promoter group are interested in the agenda/ resolution?	up are interested i	n the agenda/ res	olution?	No				
				% of Votes Polled			% of Votes in	
224.0/2010	A S of the State o	No. of shares	No. of votes	on outstanding	No. of Votes – in	No. of Votes -	favour on votes	% Of Votes against
Pionice / rubiic	Sunoae or voting	held (1)	polled (2)	shares	favour (4)	against (5)	polled (6)=[(4)/(2)]	on votes potted
				(3)=[(2)/(1)]* 100			*100	OUT [[2]][2]]=(1)
Promoter and Promoter Group	E-Voting		19,71,22,879	99.9138%	19,71,22,879	1	100.000%	0.0000%
	Postal Ballot	19,72,92,879	1,70,000	0.0862%	1,70,000	1	100.0000%	0.0000%
	Total		19,72,92,879	100.0000%	19,72,92,879	1	100.000%	0.0000%
Public – Institutional holders	E-Voting		28,43,114	2.8463%	28,43,114	ŧ	100.0000%	0.0000%
	Postal Ballot	9,98,86,774	=	0.0000%	-	ı	0.0000%	0.0000%
	Total		28,43,114	2.8463%	28,43,114	4	100.0000%	0.0000%
Public-Others	E-Voting		2,20,488	0.9599%	2,19,776	712	8122966	0.3229%
	Postal Ballot	2,29,69,367	10,528	0.0458%	8,229	2,299	78.1630%	21.8370%
	Total		2,31,016	1.0058%	2,28,005	3,011	%9969*86	1.3034%
Total		32,01,49,020	20,03,67,009	62.5855%	20,03,63,998	3,011	%5866.99	0.0015%



vof votes No. of votes % of votes # of	Resolution Required: Ordinary	5. Appintment	5. Appintment of Mr. Ajev Kumar	ar as an Executive	as an Executive Director of the Company	2000			
roter/Public Mode of Voting No. of shares and Promoter Group Mode of Voting No. of shares held (1) No. of votes No. of votes No. of votes No. of votes – in shares hall or shares No. of votes – in spainst (5) No. of votes – in	Whether promoter/ promoter gro	up are interested in	the agenda/ re	solution?	No				
Operation of Functional bulders Mode of Voting Postal Ballot No. of shares held (1) No. of votes on outstanding held (1) No. of votes on outstanding held (1) No. of votes on outstanding shares No. of votes on outstanding held (2) No. of votes on outstanding shares Assainst (5) No. of votes on outstanding shares No. of votes on outstanding shar									
noter/Public Mode of Voting No. of shares held (1) No. of votes no of votes no of votes – in held (1) No. of votes – in held votes – in held (1) No. of votes – in held votes – in held votes – in held (1) No. of votes – in held votes –					% of Votes Polled			% of Votes in	
oter and Promoter Group E-Voting held (1) polied (2) shares favour (4) against (5) c-Institutional holders E-Voting 19,72,92,879 19,71,22,879 19,71,22,879 19,71,22,879 100.0000% 1,70,000 - c-Institutional holders E-Voting 9,98,86,774 28,43,114 2.8463% 28,43,114 - - c-Others E-Voting 22,20,488 0.05599 219,776 - - c-Others E-Voting 22,20,69,367 10,528 28,43,114 - - c-Others E-Voting 22,20,488 0.05599% 219,776 - postal Ballot 2,29,69,367 10,528 0.0458% 2,19,776 - rotal 2,29,69,367 2,31,016 1.0058% 2,28,903 2,113	Promoter/Public	Mode of Voting	No. of shares	No. of votes	on outstanding	No. of Votes – in	No. of Votes -	favour on votes	% of Votes against
cuter and Promoter Group E-Voting 19,71,22,879 43=[(2)/(1)]* 100 Cose2% 19,71,22,879 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,22,81 19,71,23 19,71,23		0	held (1)	polied (2)	shares	favour (4)	against (5)	polled (6)=((4)/(2))	
Cuter and Promoter Group E-Voting 19,72,92,879 19,71,22,879 99,9138% 19,71,22,879 -					(3)=[(2)/(1)]* 100		,	*100	(7)-[(5)/(5)] *100
C Institutional holders E-Voting Eallot 19,72,92,879 (10,000	Promoter and Promoter Group	E-Voting		19,71,22,879	99.9138%	19.71.22.879	1	327	200000
Total 19,72,92,879 100.000% 19,72,92,879 -		Postal Ballot	19,72,92,879	1.70.000	%69800	1 70 000		000000	5.0000 c
c-Institutional holders E-Voting 19,72,92,879 1 C-Institutional holders E-Voting 28,43,114 2.8463% 28,43,114 - 1 Total 28,43,114 2.8463% 28,43,114 -		Total			2120000	1,10,000	-	100.UMW	0.0000%
E-Voting 28,43,114 2.8463% 28,43,114 - - 1 Postal Ballot Fotal 28,43,114 2.8463% 28,43,114 - <td< td=""><td></td><td>10191</td><td></td><td>19,72,92,879</td><td>100.000%</td><td>19,72,92,879</td><td>6</td><td>100.0000%</td><td>760000</td></td<>		10191		19,72,92,879	100.000%	19,72,92,879	6	100.0000%	760000
Postal Ballot 9,98,86,774 - 0.0000% - - 0.0000% -	Public – Institutional holders	E-Voting		28,43,114	2.8463%	28.43.114	,	100 0000	200000
-Others E-Voting Total Ballot Total		Doctol Rollot	124 30 00 0					6/000004	V.Carach
Total 28,43,114 2.8463% 28,43,114 - 1 c-Others E-Voting 2,29,69,367 10,528 0.0458% 2,19,776 712 Postal Ballot 2,29,69,367 10,528 0.0458% 9,127 1,401 Total 2,31,016 1.0058% 2,28,903 2,113 32,01,49,020 20,03,67,009 62.5855% 20,03,64,896 2,113		ר עאנים ומינים	7,70,00,00,0	,	%00000	•	,	0.0000%	%00000
c-Others E-Voting 2,29,69,367 2,20,488 0.9599% 2,19,776 712 712 713 1.0058% 2,127 1,401 1.401 2,31,016 20,03,67,009 62.5855% 20,03,64,896 2,113		Total		28,43,114	2.8463%	28 43 114		1000000	20000
Postal Ballot 2,29,69,367 10,528 0.0458% 9,127 1,401 Total 32,01,49,020 20,03,67,009 62.5855% 20,03,64,896 2,113	Public-Others	E-Voting		201.05.0	70000 U	7 116 0 × C		\$20000.00T	C.UU.U
Postal Ballot 2,29,69,367 10,528 0.0458% 9,127 1,401 Total 2,31,016 1.0058% 2,28,903 2,113 32,01,49,020 20,03,67,009 62.5855% 20,03,64,896 2,113		0		2,20,400	0.3003/6	4/1/61/7	/12	99.6771%	0.3229%
Total 2,31,016 1.0058% 2,28,903 2,113 32,01,49,020 20,03,67,009 62.5855% 20,03,64,896 2,113		Postal Ballot	2,29,69,367	10,528	0.0458%	9,127	1.401	86.6926%	12 207 AG
32,01,49,020 20,03,67,009 62.5855% 20,03,64,896 2,113		Total		2,31,016	1.0058%	2.28.903	3112	70C 20U DO	20000
CTT'Z	Total		32,01,49,020	20.03.67.009	%5585.79	20 03 64 895	0.44	200000	0.314176
					100000000	2020000000	C11,2	%5005555	0.0011%





VISHAL N. MANSETA (B.Com, A. C. S.)

Practicing Company Secretary

Office: 110, 1st Floor, Nikisha Arcade, Goddev Phatak Rd., Bhayander (East), Thane - 401 105.

Mob.: 9987066314, 9321799780 Web: www.vishalmanseta.com
Email: vishal_manseta@rediffmail.com / vishal@vishalmanseta.com

To,
The Chairman,
Zee Learn Limtled
Continental Building, 135,
Dr. Annie Besant Road,
Worli, Mumbai – 400 018.

Dear Sir,

Sub.: Scrutinizer's Report E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014

I, Vishal N. Manseta, Practicing Company Secretary, having C.P. No. 8981, had been appointed as the Scrutinizer by the Board of Directors of Zee Learn Limited vide resolution dated October 28, 2015, pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, to conduct the scrutiny of electronic voting process and voting through Postal Ballot forms.

As required under Section 108 and 110 of the Companies Act, 2013, Postal Ballot Notice dated October 28, 2015 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders on November 07, 2015 in respect of the Special & Ordinary Resolutions as mentioned below:

- 1. To approve the modifications to the ZLL Employee Stock Option Scheme 2010 of the Company;
- 2. To approve the grant of options to 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. To approve the payment of commission to the Independent Directors of the Company;
- 4. To approve the appointment of Mr. Ajey Kumar as Director, who was earlier appointed as an Additional Director of the Company;
- 5. To approve the appointment of Mr. Ajey Kumar as an Executive Director of the Company.

The Company has also availed the e-voting' facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The e-voting lines were closed on Sunday, December 13, 2015 and last date for receiving postal ballot was Sunday, December 13, 2015.

The e-voting period and voting through postal ballot commenced on and from Saturday November 14, 2015 at 9:00 a.m. and ended on Sunday December 13, 2015 at 5.00 P.M. (Both Days Inclusive) and the CDSL e-voting platform was blocked thereafter.

MY SECRET

VISHAL N. MANSETA Practicing Company Secretary

I have scrutinized and reviewed the voting done through electronic means and votes tendered via postal ballot and maintained a register in which necessary entries have been made in accordance with the above rules.

I now submit my Report as under on the result of the voting through electronic means and postal ballot in respect of the said Resolutions.

Agenda -wise

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting (Show-of hands/Po II/Postal Ballot/E- voting)	Remarks
1.	To approve the modifications to the ZLL - Employee Stock Option Scheme 2010 of the Company	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
2.	To approve the grant of options to 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	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
3.	To approve the payment of commission to the Independent Directors of the Company	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
4.	To approve the appointment of Mr. Ajey Kumar as Director, who was earlier appointed as an Additional Director of the Company	Ordinary	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
5.	To approve the appointment of Mr. Ajey Kumar as an Executive Director of the Company	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority



VISHAL N. MANSETA Practicing Company Secretary

Particulars	In favour	of the Ordinary, Resolution(s)	/Special	-	Ordinary/S esolution(s)	
	Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast
To approve the modifications to the ZLL - Employee Stock Option Scheme 2010 of	191	20,03,63,801	99,99%	20	3,217	0.01%
the Company. To approve the grant of options to identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the	188	20,03,64,270	99.99%	23	2,764	0.01%
time of grant of option. To approve the payment of commission to the Independent Directors	186	20,02,80,303	99.99%	23	3,771	0.01%
of the Company. To approve the appointment of Mr. Ajey Kumar as Director, who was earlier appointed as an Additional Director of		20,03,63,998	99.99%	15	3,011	0.01%
the Company. To approve the appointment of Mr. Ajey Kumar as an Executive Director of the Company.		20,03,64,896	99.99%	19	2,113	0.01%



Details of Invalid Votes

Particulars	Number of Members	Number of Shares
To approve the modifications to the ZLL - Employee Stock Option Scheme 2010 of the Company.	3	191
To approve the grant of options to 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	191
To approve the payment of commission to the Independent Directors of the Company.	3	191
To approve the appointment of Mr. Ajey Kumar as Director, who was earlier appointed as an Additional Director of the Company.	3	191
To approve the appointment of Mr. Ajey Kumar as an Executive Director of the Companya	3	191

Details of members abstained from voting

Particulars	Number of	Number of
	Members	Shares
To approve the payment of	2	83,000
commission to the Independent		1
Directors of the Company.		

The Chairman of the company may declare the results of the e-voting.

For Vishal N. Manseta (Practicing Company Secretary)

Vishal N. Manseta

ACS No.

: 25183

C.P. No.

Date

: 8981 : December 17, 2015

Place

: Mumbai