



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

**Resolutions proposed vide Postal Ballot Notice dated July 16, 2014**

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

**Item No. 1- Special Resolution**

For seeking approval of Shareholders for grant of authority to the Board of Directors for creating charge on assets/ undertakings of the Company to secure borrowings as per Section 180(1)(a) of the Companies Act, 2013.

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public Others	Total
No. of Equity Shares held as at Cut-off date of July 18, 2014	19,72,92,879	3,83,13,065	8,37,84,150	31,93,90,094
No. of votes polled	19,72,92,879	1	1,17,739	19,74,10,619
% of votes polled to outstanding Equity Shares	100%	0.00%	0.14%	61.81%
No. of votes in favor	19,72,92,879	1	1,10,585	19,74,03,465
No. of votes against	0	0	7,154	7,154
% of votes in favor on Votes polled	100%	100%	93.92%	99.9964%
% of votes against on votes polled	0	0	6.08%	0.0036%

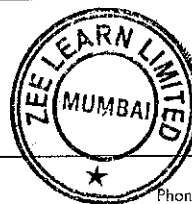
**Item No. 2- Ordinary Resolution**

For seeking approval of Shareholders to approve the remuneration of the Cost Auditor for the financial year ending March 31, 2015 as per Section 148 of the Companies Act, 2013.

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public Others	Total
No. of Equity Shares held as at Cut-off date of July 18, 2014	19,72,92,879	3,83,13,065	8,37,84,150	31,93,90,094
No. of votes polled	19,72,92,879	1	1,17,739	19,74,10,619
% of votes polled to outstanding Equity Shares	100%	0.00%	0.14%	61.81%
No. of votes in favor	19,72,92,879	1	1,12,029	19,74,04,909
No. of votes against	0	0	5,710	5,710
% of votes in favor on Votes polled	100%	100%	95.15%	99.9971%
% of votes against on votes polled	0	0	4.85%	0.0029%

**Date: September 5, 2014**

**Place: Mumbai**



**For Zee Learn Limited**

*[Signature]*

**Samir Raval**

**Company Secretary**

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

[www.zeelearn.com](http://www.zeelearn.com)



**MITA SANGHAVI**  
Practising Company Secretary

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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)

September 2, 2014

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

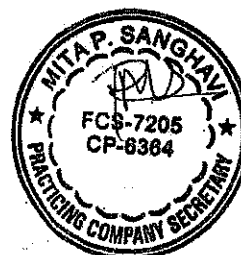
Dear Sir,

**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 July 16, 2014 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, 2014. The Company had vide Postal Ballot Notice dated July 16, 2014 approached the members seeking their approval for following resolutions:

**Resolution No. 1**

Special Resolution seeking approval of Shareholders under Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder to authorize the Board to create charge on assets / undertaking(s) of the Company to secure borrowings from Banks, Financial Institutions or other lenders.



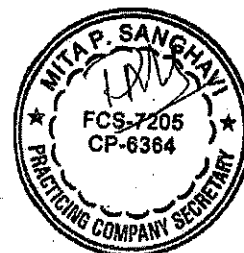
**Resolution No. 2**

Ordinary Resolution under Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including re-enactment thereof) seeking approval of Shareholders for approving the remuneration of Cost Auditor for the financial year ending 31<sup>st</sup> March, 2015.

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 Resolutions as set out in the Postal Ballot notice dated 16th July, 2014. 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 resolutions 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 July 16, 2014 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 July 18, 2014.
2. The Company completed the dispatch of Postal Ballot forms to the members on July 30, 2014.
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 September 01, 2014.
5. All the postal Ballot forms received from the members till the close of business on August 30, 2014 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. 67 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.

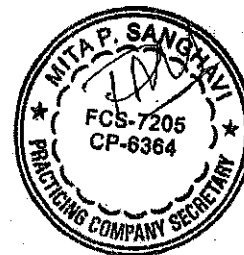


8. The summary of postal Ballot forms received is as under:

Particulars	Resolution No. 1		Resolution No. 2	
	No. of Ballots	No of Shares	No. of Ballots	No of Shares
<b>Physical Ballot Forms</b>				
Postal Ballot forms received	18	172105	18	172105
Postal Ballot Forms rejected	1	149	1	149
<b>Valid Postal Ballot Forms</b>	<b>17</b>	<b>171956</b>	<b>17</b>	<b>171956</b>
<b>E-voting Summary</b>				
E-voting confirmations received	86	197256093	86	197256093
E-voting confirmations rejected	2	17430	2	17430
<b>Valid E-voting confirmations</b>	<b>84</b>	<b>197238663</b>	<b>84</b>	<b>197238663</b>
<b>Summary of Results</b>				
<b>Total Valid Ballots / E-Voting</b>	<b>101</b>	<b>197410619</b>	<b>101</b>	<b>197410619</b>
Shareholders Assented	91	197403465	92	197404909
Shareholders Dissented	10	7154	9	5710

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

Remarks	Resolution No. 1		Resolution No. 2	
	No. of Ballots	No of Shares	No. of Ballots	No of Shares
<b>Rejection of Physical Ballot</b>				
Signature mismatch	1	149	1	149
<b>Rejection of E-voting</b>				
Copy of resolution / POA not sent by email	2	17430	2	17430
<b>Total</b>	<b>3</b>	<b>17579</b>	<b>3</b>	<b>17579</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 Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder to authorize the Board to create charge on assets / undertaking(s) of the Company to secure borrowings from Banks, Financial Institutions or other lenders	No of Shares & % 197410619 (100%)	No of Shares & % 197403465 (99.9964%)	No of Shares & % 7154 (0.0036%)
Ordinary Resolution under Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including re-enactment thereof) seeking approval of Shareholders for approving the remuneration of Cost Auditor for the financial year ending 31 <sup>st</sup> March, 2015.	No of Shares & % 197410619 (100%)	No of Shares & % 197404909 (99.9971%)	No of Shares & % 5710 (0.0029%)

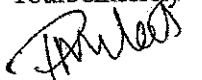
11. From the aforesaid reported position it is observed that

- (a) The votes cast by public shareholders in favor of Resolution No.1 are more than 75% of total votes cast.
- (b) The votes cast by the shareholders in favor of Resolution No. 2 are more than 50% 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

