



Zee Learn Ltd.,
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Kohinoor City, Kirod Road,
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Mumbai - 400070.

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Registered Office:
135, Continental Building,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018.
CIN :L80301MH2010PLC198405



www.zeelearn.com

June 5, 2018

**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,

Sub.: Submission of Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with corresponding circulars and notifications issued thereunder, we hereby attach the Postal Ballot Notice alongwith Postal Ballot Form of the Company which is being sent to all the Members of the Company whose names appear in the Register of Members /List of beneficial owners as on May 25, 2018, being the cut off date for Postal Ballot purpose for seeking approval through Postal Ballot / E-voting process for the items mentioned in the Postal Ballot Notice dated May 7, 2018.

The above documents are also available on the website of the Company: www.zeelearn.com and a copy of the same is annexed.

This is for your information and record please.

Yours faithfully,
For Zee Learn Limited

Bhautesh Shah
Company Secretary



THINK EDUCATION. THINK ZEE LEARN.





ZEE LEARN LIMITED

CIN: L80301MH2010PLC198405

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

Tel: +91-22-40343900 Fax: +91-22-24955974

Website: www.zeelearn.com

POSTAL BALLOT NOTICE

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards -2 (SS-2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and any other laws and regulations as may be applicable from time to time, that the approval of the Shareholders is sought for following proposals by passing Resolutions by way of Postal Ballot/E-voting:

1. Special resolution under Section 180(1)(c) of the Companies Act, 2013 authorising the Board to borrow moneys in excess of Paid-up Share Capital, free reserves and securities premium of the Company upto Rs. 750 crore;
2. Special resolution under Section 180(1)(a) of the Companies Act, 2013 authorising the Board to create/modify charge on the movable and immovable assets including undertakings of the Company, both present and future, to secure borrowings;
3. Special resolution under Section 186 of the Companies Act, 2013 authorising the Board to grant loans, make investments and/or provide guarantee / security in excess of limits specified under Section 186 of the Companies Act, 2013 upto Rs. 1,300 crore; and
4. Ordinary resolution approving appointment of Ms. Nandita Agarwal Parker (DIN: 00189131), as an Independent Director of the Company.

Explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning the same and the reasons thereof along with a Postal Ballot Form is annexed herewith. The Company has appointed Mrs. Mita Sanghavi, Practicing Company Secretary (holding FCS No. 7205 and CP No. 6364) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and issue report on votes cast on the proposed resolutions.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Ballot Form in the enclosed Business Reply Envelope, postage whereof will be borne and paid by the Company. Postal Ballot Form(s) if sent by courier or by registered /speed post at the expense of Shareholders or hand delivered will also be accepted. Duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 5:00 p.m. on Thursday, 5th July, 2018, the last date for receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date will be considered invalid.

E-Voting Option

The Company is pleased to offer E-Voting facility also as an alternative which would enable you to cast your votes electronically, instead of sending physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

Upon completion of the scrutiny of the Postal Ballot Forms and E-voting by the shareholders, the scrutinizer will submit her report to the Company and the results of the Postal Ballot will be announced on Friday, 6th July, 2018 at the registered office of the Company. The results of the Postal Ballot will also be uploaded on the Company's website www.zeelearn.com besides sending appropriate communications to the BSE Limited and National Stock Exchange of India Limited.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-voting i.e. Thursday, 5th July, 2018.

Proposed Resolutions

Item No. 1.

To consider and if thought fit, to pass the following resolution as Special Resolution.

“RESOLVED THAT in supersession of the earlier resolution passed by the Members at the Annual General Meeting of the Company held on August 11, 2014 and pursuant to the provisions of Sections 180(1) (c) and other applicable provisions, if any,

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of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, the Board of Directors of the Company (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) be and are hereby authorised to borrow any sum or sums of money, from time to time from any one or more persons, Bank/s, firms, bodies corporate, foreign lender/s or financial institutions from any other source in India or outside India whomsoever on such terms and conditions and with or without security as the Board of Directors may think fit notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company's bankers in the ordinary course of business) may exceed the paid-up capital, free reserves and securities premium of the company, provided that the total principal amount upto which such monies may be raised or borrowed by the Board of Directors shall not exceed the aggregate of the paid up capital, free reserves and securities premium of the company by more than Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorised to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

Item No. 2.

To consider and if thought fit, to pass, the following resolution as Special Resolution.

"RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the Borrowing limits approved or as may be approved by the shareholders, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid."

Item No. 3

To consider and if thought fit, to pass, the following resolution as Special Resolution

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company on September 28, 2017 and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, approval of the members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company to (a) grant/give loans, from time to time, on such terms and conditions as it may deem expedient, to any person or bodies corporate; (b) provide guarantee / security to secure any loan / obligations of any other person or bodies corporate; and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, in excess of limits prescribed under Section 186 of the Companies Act, 2013 by an aggregate sum of upto Rs. 1,300 Crores (Rupees One Thousand Three Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made and/or guarantees so far issued to entities other than wholly owned subsidiaries of the Company, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining approvals, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on

behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 4

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Nandita Agarwal Parker (DIN: 00189131), who, upon recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors as an Additional Director of the Company in the category of Independent Director, effective from January 15, 2018 and who holds such office of Independent Director up to the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and Article 91 of the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three years commencing from January 15, 2018 until January 14, 2021."

**By Order of the Board
For Zee Learn Limited**

Registered Office:

135, Continental Building,
Dr. Annie Besant Road, Worli,
Mumbai - 400 018
Date: 7th May, 2018

**Sd/-
Bhautesh Shah
Company Secretary**

NOTES :

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
- 2) The Postal Ballot Notice is being sent to the Shareholders whose names appear in the Register of Members/Record of Depositories as at the close of business on Friday, 25th May, 2018. The Postal Ballot Notice is being sent by E-mail to the Shareholders whose email address is registered with the Company/Depository Participant(s) for communication. For Shareholders who have not registered their email address, physical copy of the Postal Ballot Notice along with Business Reply Envelope is being sent. The Postal Ballot Notice may also be accessed on Company's website www.zeelearn.com. Only those members whose names are recorded in Register of Members/Record of Depositories as on cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
- 3) Voting period will commence on and from **Wednesday, 6th June, 2018 at 09.00 a.m.** and end on **Thursday, 5th July, 2018 at 5.00 p.m.** (inclusive of both the days).
- 4) The Shareholders can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Shareholders cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
- 5) In case a shareholder is desirous of printed Postal Ballot Form or a duplicate thereof, he or she may send an email to the Company Secretary at bhautesh.shah@zeelearn.com. The Registrar and Share Transfer Agent/Company shall forward the same along with the Business Reply to the Shareholder.
- 6) In compliance with Sections 108 to 110 of the Companies Act, 2013 and the Rules made thereunder the Company has provided the facility to the Shareholders to exercise their votes electronically and vote on the resolutions through the e-voting facility arranged by Central Depository Services (India) Limited (CDSL). The instructions and process for e-voting is mentioned in this Notice.
- 7) Shareholders desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so as to reach not later than 5:00 p.m. on Thursday, 5th July, 2018. Postal Ballot Forms received after the aforesaid date and time will be considered as if no reply has been received from the Shareholder.
- 8) After Completion of scrutiny of votes cast either electronically or on Postal Ballot, the Scrutinizer will submit her report to the Chairman and results of the Voting shall be announced by the Chairman or any other Director of the Company on Friday, 6th July, 2018 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, www.zeelearn.com besides being sent to the Stock Exchanges on the said date.
- 9) The resolution/s, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot form or e-voting i.e Thursday, 5th July, 2018.

10) Instructions and process for E-voting are as under: -

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN of Zee Learn Limited on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up share capital of the Company and its free reserves and securities premium requires the approval from the shareholders of the Company.

The members of the Company had vide resolution passed at the Annual General Meeting of the Company held on August 11, 2014, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.500 crore (Rupees Five Hundred crore), for the business of the Company.

However, keeping in view Company's requirements to fund its growing activities and operations, the Board of Directors of the Company at its meeting held on 7th May, 2018, proposed to raise the existing borrowing limit from Rs.500 Crore (Rupees Five Hundred crore) to Rs.750 Crore (Rupees Seven Hundred Fifty crore), which is subject to the approval of the Shareholders of the Company.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.1 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Item No. 2

The members of the Company had vide earlier resolution authorized the Board of Directors to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures, to secure the repayment of monies borrowed by the Company.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held on 7th May, 2018, proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.2 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Item No.3:

The members of the Company had vide resolution passed on September 28, 2017 authorized, the Board of Directors to give loans to any person, provide guarantees and/or securities for loans taken by other persons, acquire by way of subscription, investment, purchase or otherwise, the securities of any other body(ies) corporate, as may be required from time to time upto an

amount of Rs.500 crore (Rupees Five hundred crore), notwithstanding the limits prescribed under Section 186 of the Companies Act, 2013.

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders.

Members may note that in order to support its business activities, the Board at its meeting held on 7th May, 2018, proposed seeking Members approval by way of Postal Ballot, for enhancement of limits u/s. 186 of the Companies Act, 2013 by upto Rs.1,300 crore (Rupees One thousand three hundred crore) by authorising the Board to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company upto an amount of Rs. 1,300 Crore over and above the limits available under Section 186 of the Companies Act, 2013 which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.3 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Item No.4:

The Board of Directors (“Board”), upon recommendation of the Nomination and Remuneration Committee, had appointed Ms. Nandita Agarwal Parker as an Additional Director of the Company in the category of Independent Director effective January 15, 2018. Pursuant to the provisions of Section 161 of the Act and Article 91 of the Articles of Association of the Company, Ms. Nandita Agarwal Parker will hold the office till next Annual General Meeting.

As per the Companies (Amendment Act), 2017, exemption is provided under Section 160 of the Companies Act, 2013 from the requirement of deposit of an amount of Rs.1 lakh, if the director appointed is an Independent Director recommended by the Nomination and Remuneration Committee constituted under Section 178(1) of the Companies Act, 2013. Accordingly, Ms. Nandita Agarwal Parker being appointed as an Independent Director recommended by the Nomination and Remuneration Committee at its meeting held on January 15, 2018, the requirement of deposit of amount for her candidature does not arise.

The Company has received from Ms. Nandita Agarwal Parker (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Ms. Nandita Agarwal Parker as an Independent Director of the Company, not liable to retire by rotation, for a period of three (3) years commencing from January 15, 2018 until January 14, 2021.

In the opinion of the Board, Ms. Nandita Agarwal Parker fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Ms. Nandita Agarwal Parker as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days.

The profile and specific areas of expertise of Ms. Nandita Agarwal Parker are provided as below:

Name of the Director	Ms. Nandita Agarwal Parker
Date of Appointment	January 15, 2018
Qualification	MBA in Finance from the College of William & Mary (Williamsburg, Virginia), BA in Economics (Honors) from Delhi
Expertise in Specific functional Areas	Ms. Nandita Agarwal Parker is the founder of Karma Capital Management LLC, a US Advisor, Private Fund and SEBI registered ‘Foreign Portfolio Investor’ Fund Investment Manager. Ms. Nandita Agarwal Parker, a pioneer in India’s Alternative Investment Fund industry, launched one of the 1st India dedicated offshore funds in 2004. She has more than 20 (twenty) years of combined experience in asset management and equities research.
No. of Equity Shares held in the Company as on May 7, 2018	None
Directorships held in Indian Companies as on May 7, 2018	1
Relationship with any other Director inter-se	None

Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no.4 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Nandita Agarwal Parker (whose appointment is proposed in this resolution) are in any way, concerned or interested, financial or otherwise, in this resolution and except to the extent of their shareholding in the Company, if any.

**By Order of the Board
For Zee Learn Limited**

Registered Office:
135, Continental Building,
Dr. Annie Besant Road, Worli,
Mumbai - 400 018
Date: 7th May, 2018

**Sd/-
Bhautesh Shah
Company Secretary**



ZEE LEARN LIMITED

CIN: L80301MH2010PLC198405

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

Tel: +91-22-40343900 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 Joint Holder(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 7th May, 2018 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 u/s. 180(1)(c) of the Companies Act, 2013 for Increase in Borrowings Powers of the Board			
2.	Special Resolution u/s. 180(1)(a) of the Companies Act, 2013 authorising the Board to create charge on assets / undertakings of the Company to secure borrowings			
3.	Special Resolution authorizing Board to grant loan, provide guarantee / security, make investments in excess of limits specified under Section 186 of the Companies Act, 2013			
4.	Ordinary Resolution for appointment of Ms. Nandita Agarwal Parker as an Independent Director of the Company			

EVSN	Sequence No. / Password

Place :

Date :

Signature of the Shareholder / Authorised Representative

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 5.00 p.m.(IST) on Thursday, 5th July, 2018. 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/ List of beneficial owners as received from NSDL / CDSL as on the cut-off date i.e Friday, 25th May, 2018.
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 resolution/s, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot form or e-voting i.e Thursday, 5th July, 2018.
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.