

March 30, 2015

BSE Limited  
National Stock Exchange of India Limited  
Luxembourg Stock Exchange

**Kind Attn: Manager – Corporate Relationship**

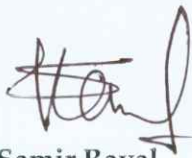
Dear Sir / Madam,

**Proceedings of the Board Meeting held on March 30, 2015**

This is to inform you that the Board of Directors of the Company at its meeting held today i.e. 30<sup>th</sup> March, 2015 has in pursuance to Sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with the rules made there under and approval of the Shareholders of the Company vide special resolution passed through postal ballot on March 25, 2015, approved:

- a) the terms and conditions upon which the Company will issue, on a private placement basis, up to 650 (six hundred fifty) rated, secured, unlisted, redeemable, non-convertible debentures ("Debentures" or "NCDS") of the face value of Rs. 10,00,000/- (Rupees ten lacs only) each, for cash, aggregating upto Rs. 65,00,00,000/- (Rupees sixty five crores only) (the "Issue");
- b) Information Memorandum and other documents, including the Debenture Trustee Agreement and the Debenture Trust Deed, to be executed in relation to the Issue;
- c) Opening of the issue on April 8, 2015;and
- d) Closing of the Issue on April 8, 2015.

For ZEE LEARN LIMITED



**Samir Raval**  
Company Secretary

