

Date: September 30, 2021

To,

BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

The National Stock Exchange of India Limited
Exchange Plaza,
Block G, C-1, Bandra-Kurla Complex,
Bandra (East),
Mumbai-400 051

BSE Scrip Code: 533287

NSE Symbol: ZEELEARN

Sub: Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Ma'am,

This is to inform you that the 11th AGM of the Company held on Wednesday, September 29, 2021 at 4:00 p.m. through Video Conferencing (VC) /Other Audio Visual Means (OAVM) in accordance with the relevant circular(s) issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India and business(es) mentioned in the Notice dated August 31, 2021.

In this regard, please find enclosed the following:

1. Summary of AGM proceedings pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations as Annexure 1;
2. Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations as Annexure 2;
3. Consolidated Report of the Scrutinizer dated September 30, 2021, on remote e-voting and electronic voting at the AGM as Annexure 3.

The above results will also be available on the website of the Company (i.e. www.zeelearn.com). The meeting concluded at 05:10 p.m. (IST) [including time allowed for e-voting at the AGM].

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For ZEE LEARN LIMITED


ANIL GUPTA
COMPANY SECRETARY
& COMPLIANCE OFFICER



Encl: as above

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Summary of proceedings of the 11th Annual General Meeting of Zee Learn Limited

The 11th Annual General Meeting ("AGM") of the Members of Zee Learn Limited was held on Wednesday, September 29, 2021 at 04:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and Circulars issued by the Securities Exchange and Board of India ("the SEBI") and as per the applicable provisions of the Companies Act, 2013, and the Rules made thereunder.

Chairman: Mr. Surrender Singh, joined the meeting from his residence.

The following Directors were present:

Sr. No.	Name	Designation	Location
1.	Mr. Ritesh Handa	Whole-time Director & CEO	Joined over VC from the Registered Office of the Company.
2.	Ms. Nanette D'sa	Independent Woman Director; Chairperson of Audit and Stakeholder Relationship Committee	Joined over VC from her place of residence.
3.	Mr. Karunn Kandoi	Independent Director	Joined over VC from his place of residence.
4.	Mr. Dattatraya Kelkar	Independent Director	Joined over VC from his place of residence.
5.	Mr. Roshanlal Kamboj	Independent Director	Joined over VC from his place of residence.

In attendance:

Sr. No.	Name	Designation	Location
1.	Mr. Anil Gupta	Company Secretary	Joined over VC from the Registered Office of the Company.
2.	Mr. Kapil Bane	Senior Manager - Finance & Accounts	Joined over VC from the Registered Office of the Company.

The representatives of the Statutory Auditor and Secretarial Auditor were also present through VC from their respective location.

Members attending the Meeting: 62 Members attended the meeting virtually. In terms of the circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable.



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Quorum: The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

Commencement: Mr. Anil Gupta; Company Secretary, welcomed the Members of the Company. He then introduced Mr. Surrender Singh as the Chairperson of the Meeting and requested to commence the proceedings of the Meeting.

Mr. Surrender Singh delivered a welcome note for the Members and after ascertaining the Quorum of the Meeting was present, he welcomed the Directors on the Board of the Company.

Thereafter, Mr. Surrender Singh delivered the Chairman's speech to the Members.

With the permission of the Members, the Company Secretary stated that the Notice of the 11th Annual General Meeting and the Board's Report along with annexures were taken as read. The Auditors' Report and Secretarial Audit Report, which contained observations and the Managements reply to the same formed part of the Board's Report; were taken as read.

Thereafter, the speaker members were invited to ask their questions and give their opinions and suggestions, if any, and the same were addressed by Mr. Ritesh Handa, Whole-time Director and Chief Executive Officer.

The Company Secretary communicated that, if the Members have any further queries, they can write to the Company's designated e-mail id, which is investor_relations@zeelearn.com.

The following resolutions as set out in the Notice convening the AGM were put to vote by Remote e-voting and e-voting during the meeting:

Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements (i.e. Standalone & Consolidated) of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon
2.	To appoint a Director in place of Mr. Surrender Singh (DIN: 08206770), Non-Executive Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
Special Business	
3.	Payment of Remuneration to M/s. Vaibhav P. Joshi., Cost Accountants (Firm Registration No. 101734), the Cost Auditors of the Company for the Financial Year 2021-22.
4.	To appoint Mr. Karunn Kandoi as the Director of the Company.
5.	To appoint Mr. Ritesh Handa as the Director of the Company
6.	To appoint Mr. Ritesh Handa as Whole-Time Director of the Company

The Company Secretary informed that the remote e-voting period had commenced on September 26, 2021 at 9.00 a.m. (IST) and ended on September 28, 2021 at 5.00 p.m. (IST). It was further



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informed to the members that the e-voting window shall remain open for another 15 minutes after the conclusion of AGM.

Ms. Mita Sanghavi is appointed as the Scrutinizer to scrutinize the votes cast through remote e-voting & e-voting at the AGM and submit a consolidated report thereon. The Consolidated Scrutinizer's Report in prescribed format along with the details of the voting results (remote e-voting & e-voting at the AGM) on all the resolutions as set out in the Notice of AGM, pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015, will be submitted to the Stock Exchanges within prescribed timelines.

The Chairman authorized the Company Secretary to receive the Scrutinizer's Report & related documents, declare the result and submit the same to the Stock Exchanges within the prescribed timelines.

These reports will also be uploaded on the website of the Company and on the website of National Depository Services Limited.

A vote of thanks was delivered by the Chairman to the Members for attending and participating in the AGM. The meeting concluded at 5:10 p.m. (IST) [including time allowed for e-voting at the AGM].

Yours faithfully,

For **ZEE LEARN LIMITED**



ANIL GUPTA

COMPANY SECRETARY



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Zee Learn Limited

			1 - Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021.					
Resolution Required : (Ordinary)								
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	60727388	60727388	100.0000	60727388	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60727388	100.0000	60727388	0	100.0000	0.0000
Public Institutions	E-Voting	62274245	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	203091092	9364081	4.6108	9358825	5256	99.9439	0.0561
	Poll		10200	0.0050	0	10200	0.0000	100.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9374281	4.6158	9358825	15456	99.8351	0.1649
Total		326092725	70101669	21.4975	70086213	15456	99.9780	0.0220



Zee Learn Limited

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Surrender Singh (DIN: 08206770) who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	60727388	60727388	100.0000	60727388	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60727388	100.0000	60727388	0	100.0000	0.0000
Public Institutions	E-Voting	62274245	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	203091092	9359584	4.6086	9331508	28076	99.7000	0.3000
	Poll		10200	0.0050	0	10200	0.0000	100.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9369784	4.6136	9331508	38276	99.5915	0.4085
Total		326092725	70097172	21.4961	70058896	38276	99.9454	0.0546



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Resolution Required : (Ordinary)			3 - Payment of Remuneration to M/s. Vaibhav P. Joshi., Cost Accountants (Firm Registration No. 101734), the Cost Auditors of the Company for the Financial Year 2021-22.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	60727388	60727388	100.0000	60727388	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60727388	100.0000	60727388	0	100.0000	0.0000
Public Institutions	E-Voting	62274245	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	203091092	9359581	4.6086	9341416	18165	99.8059	0.1941
	Poll		10200	0.0050	0	10200	0.0000	100.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9369781	4.6136	9341416	28365	99.6973	0.3027
Total		326092725	70097169	21.4961	70068804	28365	99.9595	0.0405



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Resolution Required : (Ordinary)			4 - To appoint Mr. Karunn Kandoi as the Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	60727388	60727388	100.0000	60727388	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60727388	100.0000	60727388	0	100.0000	0.0000
Public Institutions	E-Voting	62274245	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	203091092	9359584	4.6086	9335867	23717	99.7466	0.2534
	Poll		10200	0.0050	0	10200	0.0000	100.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9369784	4.6136	9335867	33917	99.6380	0.3620
Total		326092725	70097172	21.4961	70063255	33917	99.9516	0.0484



Zee Learn Limited

Resolution Required : (Ordinary)

5 - To appoint Mr. Ritesh Handa as the Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	60727388	60727388	100.0000	60727388	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60727388	100.0000	60727388	0	100.0000	0.0000
Public Institutions	E-Voting	62274245	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	203091092	9359584	4.6086	9334148	25436	99.7282	0.2718
	Poll		10200	0.0050	0	10200	0.0000	100.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9369784	4.6136	9334148	35636	99.6197	0.3803
Total		326092725	70097172	21.4961	70061536	35636	99.9492	0.0508



Zee Learn Limited

Resolution Required : (Ordinary)			6 - To appoint Mr. Ritesh Handa as Whole-Time Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	60727388	60727388	100.0000	60727388	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60727388	100.0000	60727388	0	100.0000	0.0000
Public Institutions	E-Voting	62274245	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	203091092	9359584	4.6086	9332448	27136	99.7101	0.2899
	Poll		10200	0.0050	0	10200	0.0000	100.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9369784	4.6136	9332448	37336	99.6015	0.3985
Total		326092725	70097172	21.4961	70059836	37336	99.9467	0.0533



MITA SANGHAVI

Practicing Company Secretary

Office no.6, Basement Ground floor,
Runwal Commercial Complex,
L.B.S. Marg, Mulund West, Mumbai- 400080.
Mb. 98922 10391, Off No. 022-25918827
Email- team@mpsanghavi.com

30th September 2021

The Company Secretary
Zee Learn Limited
Continental Building,
135, Dr Annie Besant Rd,
Worli, Mumbai-400 018

Dear Sirs,

SCRUTINISER'S REPORT

Consolidated Report of Scrutinizer on remote e-voting as well as e-voting conducted in relation to the agenda items proposed in the Notice of 11th Annual General Meeting (the 'AGM') of the Equity Shareholders of Zee Learn Limited (the 'Company') held on Wednesday, 29th September, 2021 at 4.00 p.m. via VC/OAVM

Dear Sirs

I, Mita Sanghavi, Practicing Company Secretary was appointed as Scrutinizer by the Company vide appointment letter dated 13th August, 2021, to scrutinize and submit consolidated report on votes cast by way remote e-voting and e-voting on the resolution(s) proposed at 11th Annual General Meeting (the 'AGM') of the Equity Shareholders of Zee Learn Limited (the 'Company') held on Wednesday, 29th September, 2021 at 4.00 p.m. via VC/OAVM.

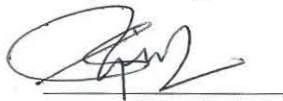
Accordingly, I submit my report as under:

1. In view of the continuing Covid-19 Pandemic, Ministry of Corporate Affairs had vide General Circular No. 10/2021 dated June 23, 2021 read with Circular Nos. 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020 and No.17/2020 dated April 13, 2020 (collectively referred to as MCA Circulars) had permitted the holding of AGMs through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without presence of members at a common venue. In compliance with the provisions of Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('SEBI Listing Regulations') and aforesaid MCA Circulars, the AGM of the Company was held via VC/OAVM through facility provided by National Depository Services Limited ('NSDL').
2. As per confirmation received from the Company and in compliance with aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 & January 15, 2021, the Annual Report of the Company for FY 2020-21 along with Notice of 11th AGM was sent only through electronic mode to those members whose email address were registered with the Company/RTA/Depositories. The Notice of AGM along with Annual Report of the Company was available on the website of the Company and also on the website of the Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited
3. Pursuant to SEBI Listing regulations and the Act, the Company had provided remote e-voting facility through NSDL, whereby Shareholders of the Company as at the cut-off date of Wednesday, September 22, 2021 were entitled to vote on the resolutions proposed in the Notice of AGM by using remote e-voting facility provided by NSDL. The remote e-voting period commenced from Sunday, September 26 2021 at 9.00 a.m. and ended on Tuesday, September 28, 2021 at 5.00 p.m.




4. Members of the Company, as at cut-off date, who had not voted through remote e-voting, but were present at the meeting were provided the facility of e-voting during the course of the AGM.
5. After conclusion of AGM on September 29, 2021, I unblocked and downloaded E-voting details from NSDL E-voting Portal in presence of Ms. Sarita G. Singh and Mr. Amit K. Nagda, who are not in employment with the Company

They have signed below in confirmation of the votes being unblocked in their presence



Sarita G. Singh



Amit K. Nagda

6. The Management of the Company is responsible to ensure compliance with the requirements of Act and SEBI Listing Regulations in relation to exercise of voting rights through electronic means. My responsibility as a scrutinizer is restricted to scrutinize, count and submit a report on the votes cast "in favour" or "against" the resolutions based on the report generated from the e-voting system provided by NSDL, agency engaged by the company to provide e-voting facilities.

Based on report made available from E-voting system of NSDL website, I hereby report as under:

ORDINARY BUSINESS

Item No. 1 - Ordinary Resolution

Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	287	7,00,86,213	99.9780
Voting at the AGM	0	0	0
Total-A	287	7,00,86,213	99.9780
Voted Against			
Remote e-voting	20	5,256	0.0074
Voting at the AGM	1	10,200	0.0146
Total-B	21	15,456	0.0220
Grand Total (A+B)	308	7,01,01,669	100

Item No. 2 - Ordinary Resolution

Re-appointment of Mr. Surendra Singh (DIN 08206770) Director, retiring by rotation

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	267	7,00,58,896	99.9454
Voting at the AGM	0	0	0
Total-A	267	7,00,58,896	99.9454
Voted Against			
Remote e-voting	39	28,076	0.0400
Voting at the AGM	1	10,200	0.0146
Total-B	40	38,276	0.0546
Grand Total (A+B)	307	7,00,97,172	100%



SPECIAL BUSINESS

Item No. 3 – Ordinary Resolution

Ratification of Cost Auditors remuneration for the Financial Year 2021-22.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	275	7,00,68,804	99.9595
Voting at the AGM	0	0	0
Total-A	275	7,00,68,804	99.9595
Voted Against			
Remote e-voting	30	18,165	0.0259
Voting at the AGM	1	10,200	0.0146
Total-B	31	28,365	0.0405
Grand Total (A+B)	306	7,00,97,169	100

Item No. 4 – Ordinary Resolution

Appointment of Mr. Karunn Kandoi (DIN 01344843) as an Independent Director

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	273	7,00,63,255	99.9516
Voting at the AGM	0	0	0
Total-A	273	7,00,63,255	99.9516
Voted Against			
Remote e-voting	33	23717	0.0338
Voting at the AGM	1	10200	0.0146
Total-B	34	33,917	0.0484
Grand Total (A+B)	307	7,00,97,172	100

Item No. 5 – Ordinary Resolution

Appointment of Mr. Ritesh Handa (DIN 02725365) as Director in the category of Executive Director, liable to retire by rotation

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	272	7,00,61,536	99.9492
Voting at the AGM	0	0	0
Total-A	272	7,00,61,536	99.9492
Voted Against			
Remote e-voting	34	25,436	0.0362
Voting at the AGM	1	10,200	0.0146
Total-B	35	35,636	0.0508
Grand Total (A+B)	307	7,00,97,172	100



Item No. 6 – Ordinary Resolution

Appointment of, and approval for payment of remuneration to, Mr. Ritesh Handa (DIN 02725365) as Whole-Time Director of the Company

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	270	7,00,59,836	99.9467
Voting at the AGM	0	0	0
Total-A	270	7,00,59,836	99.9467
Voted Against			
Remote e-voting	36	27,136	0.0387
Voting at the AGM	1	10,200	0.0146
Total-B	37	37,336	0.0533
Grand Total (A+B)	307	7,00,97,172	100

Soft copy of the list of equity shareholders who voted for/against each resolution on remote e-voting and e-voting at the AGM venue has been sent to the Company Secretary of the Company.

Based on the aforesaid consolidated results, I report that all the 6 resolutions have been passed by the Shareholders with requisite majority.

With warm regards



Mita Sanghavi
FCS-7205, CP-6364
UDIN: F007205C001045981

Date: 30th September 2021
Place: Mumbai

