

Ze∗e Learn Ltd., 513 JA. 5th Floor Kelhinoor City, Kirol Road. Off. LBS Marg, Kurla (W), Mumbai - 400070.

P: +91 22 4034 3900 F: +91 22 2674 3422 Customer Support: +91 93200 63100

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



www.zeelearn.com

July 6, 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.: Results of Postal Ballot process (including remote E-voting) pursuant to Section 110 of the Companies Act, 2013 read with Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 METER ...

Further to our letter dated June 5, 2018, we wish to inform you that the pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the members of the Company have passed all the resolutions with requisite majority as stated in the Postal Ballot Notice dated May 7, 2018. The aforesaid resolutions mentioned in the Notice dated May 7, 2018 will be deemed to be passed on July 5, 2018 i.e the last date of receipt of duly completed Postal ballot forms and e-voting.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the result of the voting by Postal Ballot (including E-voting) along with the Scrutinizer's report for your reference and records.

The above documents are also available on the website of the Company: www.zeelearn.com

This is for your information and record please.

Yours faithfully,

For Zee Learn Limited

Bhaytesh Shah Company Secretary

















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12.4

Postal Ballot Voting Results

Particulars 1/4	Details
Date of AGM / EGM	Not Applicable (Resolution passed through
_	Postal Ballot on July 5, 2018
Total Number of Equity Shareholders as on cut-off date	1,13,774
(May 25, 2018)	N. Carlotte and Ca
No. of Equity Shareholders present in the meeting	* d, m
either in person or through proxy	
a) Promoters & Promoter Group	Not Applicable (Resolution passed through
b) Public	Postal Ballot)
No. of Equity Shareholders attended the meeting	MA.
through video conferencing	
a) Promoters & Promoter Group	Not Applicable (Resolution passed through
b) Public	Postal Ballot)





















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			Ze	Zee Learn Limited	pa		10)44	
Resolution Required : (Special)	cial)		1 - Special Res Board	1 - Special Resolution u/s. 180(1)(c) of the Companies Act, 2013 for Increase in Borrowing Powers of the Board	of the Compan	iles Act, 2013 fo	or Increase in Borrow	ing Powers of the
Whether promoter/ promoter group are interested in the agenda/resolution?	oter group are i	nterested in	ON				(Ox)	
Category	Mode of						- Control	
	Voting			% of Votes Polled			% of Vores in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes No. of Votes	favour on votes	% of Votes sessins
		shares held	polled	shares	- in favour	-Against	pollled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]=[[5]/[5]]*100
	E-Voting		187542388	100.0000	187542388	0	100.0000	00000
Promoter and Promoter	Poll		0	0.0000	0	0	\$-10000F	1
Groun		187542388						
	Postal Ballot		0	0.0000	0	0	0.0000	0000
	Total		187542388	100.0000	187542388	0	100.0000	0.0000
	E-Voting		21430459	27.1273	0	21430459	0.0000	100 0000
	Poll		0	0.0000	0	0	0.0000	00000
Public Institutions		78999703						000000
	Postal Ballot		0	0.0000	0	0	0.0000	00000
	Total		21430459	27.1273	0	21430459	0.0000	100 0000
A	E-Voting		9676401	16.3030	9658701	17700	99.8171	0.1829
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions		59353381						
	Postal Ballot		1713215	2.8865	1711633	1582	7206:66	0.0973
	Total		11389616	19.1895	11370334	19282	99.8307	0.1693
Total	4	325895472	220362463	67.6175	198912722	21449741	90.2662	9.7338

For Zee Learn Limited

















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Secretary Postal Ballot Fevolutions	Resolution Required : (Spec Whether promoter/ promo								
Category Mode of	Whether promoter/ promo	cial)		2 - Special Res assets / under	olution u/s. 180(1)(a) takings of the Compa	of the Compan	iles Act, 2013 a	uthorising the Board	to create charge on
Category Mode of Voting % of Votes Polled Shares held % of Votes Polled Polled % of Votes Polled Polled Shares held % of Votes Polled Postal Ballot Promoter No. of votes Polled Polled Polled Polled Polled Polled Polled Polled Polled Poll Poll Poll Postal Ballot Poll Poll Poll Poll Poll Poll Poll	the appenda fracalistica	iter group are i	nterested in				Sample		
No. of votes No.	ageinda/resolution?			NO					
Formation of the policy of the poli	category	Mode of							
E-Voting F-Voting R9-36 No. of votes on outstanding shares No. of votes on outstanding shares No. of votes shares no utstanding shares In favour raginst polled shares Favour on votes polled shares Image: shares pelled shares Image: shares		Voting			% of Votes Polled			% of Votes in	
Fer Annabiant Formula [1] [2] [3]=[12]/[13]*100 [4] [5] [6]=[4]/[23]*100 On worder polition Fer and Promoter Formula Fostal Ballot Founds 187542388 100.0000 187542388 0.0000 0 0 0.0000 0 0 0.0000 0			No. of shares held	No. of votes polled	on outstanding	No. of Votes	No. of Votes		% of Votes agains
ter and Promoter			[4]	5	Int Walterson	III IAVOUI	-Against	polled	on votes polled
ter and Promoter Poll Postal Ballot Post			4	[7]	[3]={[5]/[1]}*100	[4]	[2]	[6]={[4]/[2])*100	[7]={[5]/[5]}*100
ter and Promoter Postal Ballot		E-voung		187542388	100.0000	187542388	0	100:0000	0000
Postal Ballot 187542388 0 0.0000 187542388 0 0.00000 187542388 0 0.00000 187542388 0 0.00000 187542388 0 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 197542388 0.00000 19754238 197542388 19754238 197542	Promoter and Promoter	Poll		0	0.0000	0	0	00000	0000
Total Ballot	Group		187542388					0000	0000
Total 187542388 100.0000 187542388 0 100.0000 10		Postal Ballot		0	0.0000	0	C	0000	
E-Voting Poll 21430459 27.1273 0 21430459 0.0000 10 Institutions Postal Ballot Postal Ballot Postal Ballot Total 78999703 21430459 27.1273 0 21430459 0.0000 0 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000 10 0.0000		Total		187542388	100.0000	187547388	0	00000	0.000
Collistitutions 78999703 Poll 21430459 Poll 21.12/3 0 21430459 Poll 0.0000 0 0.0000 10 Collistitutions F-Voting Postal Ballot Total 21430459 Poll 27.1273 Poll 0 0.0000 0 0.0000 10 Collistitutions Total Fostal Ballot Total 1713202 Poll 1713202 Poll 1713702 Poll 0 0.0000 0 0 0.0000 0 0.0000 0 0 0.0000 0 0 0.0000 0 0 0 0 0 0 </td <td></td> <td>F-Voting</td> <td></td> <td>21420450</td> <td>2000</td> <td>200</td> <td>></td> <td>DODO DOT</td> <td>0.000</td>		F-Voting		21420450	2000	200	>	DODO DOT	0.000
Constitutions		201118		21430429	27.1273	0	21430459	00000	100.000
Postal Ballot	Duhlic lactit tita	LOI		0	0.0000	0	0	0.000	0.000
Postal Ballot	rubilic ilistitutions		78999703						
Total 21430459 27.1273 0 21430459 0.0000 10 E-Voting		Postal Ballot		0	0.0000	0	0	00000	0000
E-Voting Poll 0.0000 9660276 16125 99.8334 0.000 c Non Institutions Postal Ballot Total 11389603 19.1895 11371901 17702 99.8446		Total		21430459	27.1273	0	21430459	00000	100 000
C Non Institutions Postal Ballot Total 113895603 19.1895 11371901 17702 99.8446 17.648161 17.6525 12.8864 17.6525 12.8864 17.6525 12.8864 17.6525 12.8864 17.6525 12.8864 17.6525 12.8864 17.6525 12.8864 13.652595472 12.896446 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.6525 12.89646 17.		E-Voting		9676401	16,3030	9660276	16125	99 8334	0.166
C Non Institutions Postal Ballot		Poll		0	0.0000	C	C	00000	0.100
Postal Ballot 1713202 2.8864 1711625 1577 99.9080 Total 11389603 19.1895 11371901 17702 99.8446 325895472 220362450 67.6175 198914289 71448161 60.3550	Public Non Institutions		59353381					00000	0.000
Total 11389603 19.1895 11371901 17702 99.8446 325895472 220362450 67.6175 198914289 21448161 00.3550	A	Postal Ballot		1713202	2.8864	1711625	1577	99 9080	0.000
325895472 220362450 67.6175 198914289 21448161 00 3550		Total		11389603	19.1895	11371901	17702	99 PAAR	0.455
	Total		325895472	220362450	67.6175	198914289	21448161	00 3550	0.135

For Zee Learn Limited

















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			27	zee Learn Limited	pa			
Resolution Required : (Special)	ecial)		3 - Special Res excess of limit	3 - Special Resolution authorizing Board to grant loan, provide guarantee / security, make investments in excess of limits specified under Section 186 of the Commission Associated and a security of the security of the Commission Associated and a security of the secu	oard to grant lo	oan, provide gu	arantee / security, m	ake investments in
Whether promoter/ promoter group are interested in	oter group are ir	nterested in				Companies ACI	, 2013	
are agenda/Tesolution?			NO					
Category	Mode of						- Charles	
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	- in favour	-Against		on votes nolled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[7]]*100	[7]-/[E]/[7]1#400
	E-Voting		187542388	100.0000	187542388	0	100 000	00T /[7]/[c]1-[7]
Promoter and Promoter	Poll		0	0.0000	0	0	0000:007	
Group		187542388					000000	0.0000
	Postal Ballot		0	0.0000	0	0	0.000	00000
	Total		187542388	100.0000	187542388	0	100 000	0,0000
	E-Voting		21430459	27.1273	0	21430459	00000	100 000
	Poll		0	0.0000	0	C	000000	100.000
Public Institutions		78999703					000000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	00000
	Total		21430459	27.1273	0	21430459	0.0000	100 000
	E-Voting		9676401	16,3030	9655704	20697	99.7861	0.2139
	Poll		0	0.0000	0	0	00000	0,0000
Public Non Institutions		59353381					- Control of the Cont	
	Postal Ballot		1713202	2.8864	1711613	1589	99,9072	87600
	Total		11389603	19.1895	11367317	22286	99.8043	0.1957
Total		325895472	220362450	67.6175	198909705	217	90.2648	9.7357

For Zee Learn Limited

















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CIN:L80301MH2010PLC198405



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			Ze	Zee Learn Limited	ed			
Resolution Required : (Ordinary)	inary)		4 - Ordinary Re	4 - Ordinary Resolution for appointment of Ms. Nandita Agarwal Parker as an Independent Director of the	nent of Ms. Na	Indita Agarwal I	Parker as an Independ	dent Director of the
			Lundings					
Whether promoter/ promoter group are interested in	oter group are i	nterested in						
ule agenda/resolution?			NO					
Category	Mode of						- Control of the Cont	
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes No. of Votes	-	% of Votes sesins
		shares held	polled	shares	- in favour	-Against		on votes nolled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]=[[4]/[5]]=1nn	[7]-[[7]-[[7]]#+0n
	E-Voting		187542388	100.0000	187542388	0	100000000	0000 U [7] [[7] [1]
Promoter and Bromoter	Poll		0		0		000000	0.0000
Group and Florings		187542388					0000	0.0000
dino	Postal Ballot		0	0.0000	0	0	00000	00000
	Total		187542388	100,000	187542388	0	100.0000	00000
	E-Voting		21430459	27.1273	21430459	0	100 0000	00000
	Poll		0		L		0000000	0.0000
Public Institutions		78999703					00000	0.0000
	Postal Ballot		0	0.0000	0	0	000000	0.0000
	Total		21430459	27.1273	21430459	0	100,0000	0.0000
	E-Voting		9676401	16.3030	9666271	10130	99.8953	0.1047
:	Poll		0	0.0000	0	0	0000070	0.0000
Public Non Institutions		59353381					The state of the s	
A	Postal Ballot		1713202	2.8864	1713159	43	99.9975	0.0025
A STATE OF THE PARTY OF THE PAR	Total		11389603	19.1895	11379430	10173	99.9107	0.0893
Total		325895472	220362450	67.6175	220352277	10173	99.9954	0.0046

For Zee Learn Limited

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MITA SANGHAVI

Practising Company Secretary

B-17, Girisannidhya Chs, Shree Nagar, Wagle Estate Thane – 400 604 Telefax– 2583 1673 Mb. 98922 10391 / 9167681075 Email. mita_sangh@yahoo.co.uk mitasangh@gmail.com

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)

July 6, 2018

The Chairman of the Board ZEE LEARN LIMITED (CIN - L80301MH2010PLC198405) 135, Continental Building, Dr. Annie Besant Road, Worli, Mumbai - 400 018

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & E-voting process - Postal Ballot Notice dated May 7, 2018

I have been appointed as the Scrutinizer on May 7, 2018 fcr conducting the Postal Ballot Voting and E-voting processes in respect of :

 Special Resolution under section 180 (1)(c) of Companies Act,2013 for increase in borrowing powers of the Board

 Special Resolution under section 180 (1)(a) of Companies Act,2013 authorizing Board to create charge on assets/undertakings of the Company to secure borrowings

 Special Resolution authorising the Board to grant loan, provide guarantee/security, make investments in excess of limits specified under section 186 of Companies Act, 2013

 Ordinary Resolution approving appointment of Ms. Nandita Agarwal Parker as Independent Director of the company

Vide Postal Ballot Notice dated May 7, 2018 for conducting the Voting process in fair and transparent manner. The Management of the Company is responsible for ensuring the compliances with the requirements of the Companies Act, 2013 and

Rules relating to the voting through electronic means and physical ballot forms on the resolution contained in the Postal Ballot Notice dated May 7, 2018.

My responsibility as the Scrutinizer for overseeing and reporting on the voting process is restricted to verifying and submitting my report on the votes cast 'in favor' or 'against' the resolution based on the postal ballot forms submitted by the shareholders of the Company and on the reports generated from the system provided by Central Depository Services (India) Ltd. (CDSL), the authorized service provider of electronic voting facility to the shareholders of the Company.

Accordingly, I submit my report as under:

- 1. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot Notice dated May 7, 2018 for passing resolutions as mentioned therein. As confirmed to me, the Company had completed dispatch of Postal Ballot Notices and Postal ballot form on June 5, 2018 through:
 - a) email to members (as on Friday May 25, 2018 being the cut of date) whose email addresses are registered in the records of the depository participants viz. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] and the Company's Registrar and Share Transfer Agent viz Link Intime India Pvt. Ltd.; and
 - b) physical mode by Courier / Air Mail, along with postage prepaid selfaddressed Business Reply Envelope to other members who have not registered their email id's at their registered address.
- 2. The shareholders of the Company holding shares as on the cut-off date of May 25, 2018 were entitled to vote on the resolution as contained in the Notice.
- The Postal Ballot Voting and E-voting commenced from Wednesday, June 6, 2018 at 9:00 a.m. and ended on Thursday, July 5, 2018 at 5:00 p.m. (inclusive of both the days).
- The particulars of all Postal Ballot / Electronic Votes received from the Members have been entered in the electronic register separately maintained for the purpose.
- I have downloaded the data of e-voting after the E-voting module was disabled for e-voting by CDSL, by using scrutinizers' login on the CDSL e-voting website.
- 6. The sealed postal ballot forms received from the shareholders were kept under the safe custody of M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company and were spened in my presence in the

Witness of Ms. Bhamara Gurupreet Kaur who is not in employment of the company

Signature of Witness:

- 7. The Postal Ballot Forms were scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company/List of Beneficiaries as on close of business on the cutoff date i.e May 25, 2018 provided by the Registrar and Share Transfer Agent of the Company
- All Postal Ballot Forms and E-votes received up to 5:00 P.M. on Thursday, July 5, 2018 the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.
- 9. I have not found any defaced / mutilated Postal Ballot Forms
- 10. The summary of postal Ballot forms received & e-voting done by the Shareholders is as under:

Particulars	Resoluti	ion No. 1	Resoluti	on No. 2
	No. of Ballots	No of Shares	No. of Ballots	No of Shares
Physical Ballot Forms				
Postal Ballot forms received	104	1714392	104	1714392
Postal Ballot Forms rejected / Invalid	9	1123	9	1123
Valid Postal Ballot Forms	95	1713269	95	1713269
E-voting Summary				
E-voting confirmations received	137	218649248	137	218649248
E-voting confirmations rejected	0	0	0	0
Valid E-voting confirmations	137	218649248	137	218649248
Total Valid Votes	232	220362517	232	220362517
Abstained from Voting	0	0	1	13
Shareholders who have Voted by lesser shares	2	54	2	54
Total valid votes casted	232	220362463	231	220362450
	Summa	ary of Results		
Shareholders Assented	201	198912722	197	198914289
Shareholders Dissented	31	21449741	34	21448161
Total Valid Ballots / E- Voting	232	220362463	231	220362450

Particulars	Resoluti	on No. 3	Resoluti	ion No. 4
	No. of Ballots	No of Shares	No. of Ballots	No of Shares
Physical Ballot Forms				
Postal Ballot forms received	104	1714392	104	1714392
Postal Ballot Forms rejected / Invalid	9	1123	9	1123
Valid Postal Ballot Forms	95	1713269	95	1713269
E-voting Summary				
E-voting confirmations received	137	218649248	137	218649248
E-voting confirmations rejected	0	0	0	0
Valid E-voting confirmations	137	218649248	137	218649248
Total Valid Votes	232	220362517	232	220362517
Abstain from Voting	1	13	1	13
Shareholders who have Voted for lesser no of shares	2	54	2	54
Total valid votes casted	231	220362450	231	220362450
	Summa	ary of Results		
Shareholders Assented	185	198909705	212	220352277
Shareholders Dissented	46	21452745	19	10173
Total Valid Ballots / E- Voting	231	220362450	231	220362450

Summary of reasons for rejection of the postal ballots:-

Remarks	· *	No. of Ballots	No of Shares
Signature mismatch		8	1121
Other (Voted for both)		1	2
Total		9	1123



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 (No of Shares)	Votes cast in favour (No of Shares & Percentage	Votes cast against (No of Shares & Percentage - %)
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 crores	220362463	198912722 (90.2662%)	21449741 (9.7338%)
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 as per limits stipulated u/s 180(1)(c) mentioned aforesaid	220362450	198914289 (90.2669%)	21448161 (9.7331%)
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 crores	220362450	198909705 (90.2648%)	21452745 (9.7352%)
Ordinary Resolution approving appointment of Ms. Nandita Agarwal Parker (DIN:00189131), as an Independent Director of the Company	220362450	220352277 (99.9954%)	10173 (0.0046%)

11. From the aforesaid reported position it is observed that

(a) The votes cast by public shareholders in favour of Resolution No.1 are more than 75% of total votes cast. I report that the said special resolution has been passed by the members by requisite majority.

- (b) The votes cast by the shareholders in favour of Resolution No. 2 are more than 75% of total votes cast. I report that the said special resolution has been passed by the members by requisite majority.
- (c) The votes cast by the shareholders in favour of Resolution No. 3 are more than 75% of total votes cast. I report that the said special resolution has been passed by the members by requisite majority.

(d) The votes cast by the shareholders in favour of Resolution No. 4 are more than 50% of total votes cast. I report that the said ordinary resolution has been passed by the members by requisite majority.

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