

Zee Learn Ltd.,
513/A, 5th Floor,
Kohinoor City, Kiroli 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


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


Bhavesh Shah
Company Secretary



THINK EDUCATION. THINK ZEE LEARN.

Zee Learn Ltd.,
513/A, 5th Floor,
Kohinoor City, Kiroli 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

Postal Ballot Voting Results

Particulars	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 (May 25, 2018)	1,13,774
No. of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	Not Applicable (Resolution passed through Postal Ballot)
b) Public	
No. of Equity Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	Not Applicable (Resolution passed through Postal Ballot)
b) Public	



THINK EDUCATION. THINK ZEE LEARN.

Zee Learn Ltd.,
513/A, 5th Floor,
Kohinoor City, Kiroli 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

Zee Learn Limited									
1 - Special Resolution u/s. 180(1)(c) of the Companies Act, 2013 for Increase in Borrowing Powers of the Board									
Resolution Required : (Special)	Board								
Whether promoter/ promoter group are interested in the agenda/resolution?	NO								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	187542388	187542388	100.0000	187542388	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		187542388	100.0000	187542388	0	100.0000	0.0000	
Public Institutions	E-Voting	78999703	21430459	27.1273	0	21430459	0.0000	100.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		21430459	27.1273	0	21430459	0.0000	100.0000	
Public Non Institutions	E-Voting	59353381	9676401	16.3030	9658701	17700	99.8171	0.1829	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		1713215	2.8865	1711633	1582	99.9077	0.0923	
	Total		11389616	19.1895	11370334	19282	99.8307	0.1693	
Total		325895472	220362463	67.6175	198912722	21449741	90.2662	9.7338	

For Zee Learn Limited

Company Secretary

THINK EDUCATION. THINK ZEE LEARN.

Zee Learn Ltd.,
513/A, 5th Floor,
Kohinoor City, Kirod 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

Zee Learn Limited										
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										
NO										
Resolution Required : (Special)	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		187542388	100.0000	187542388	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		187542388	100.0000	187542388	0	100.0000	0.0000		
Public Institutions	E-Voting		21430459	27.1273	0	21430459	0.0000	100.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total		21430459	27.1273	0	21430459	0.0000	100.0000		
Public Non Institutions	E-Voting		9676401	16.3030	9660276	16125	99.8334	0.1666		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		1713202	2.8864	1711625	1577	99.9080	0.0920		
	Total		11389603	19.1895	11371901	17702	99.8446	0.1554		
Total		325895472	220362450	67.6175	198914289	21448161	90.2669	9.7331		

For Zee Learn Limited

Company Secretary

THINK EDUCATION. THINK ZEE LEARN.

Zee Learn Ltd.,
513/A, 5th Floor,
Kohinoor City, Kirod 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

Zee Learn Limited

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

Resolution Required : (Special)		Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100			
Promoter and Promoter Group	E-Voting	187542388	187542388	100.0000	187542388	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		187542388	100.0000	187542388	0	100.0000	0.0000			
Public Institutions	E-Voting	78999703	21430459	27.1273	0	21430459	0.0000	100.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	Total		21430459	27.1273	0	21430459	0.0000	100.0000			
Public Non Institutions	E-Voting	59353381	9676401	16.3030	9655704	20697	99.7861	0.2139			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot		1713202	2.8864	1711613	1589	99.9072	0.0928			
	Total		11389603	19.1895	11367317	22286	99.8043	0.1957			
Total		325895472	220362450	67.6175	198909705	21452745	90.2648	9.7352			

For Zee Learn Limited

Company Secretary

THINK EDUCATION. THINK ZEE LEARN.

ZeeLearn Ltd.,
513/A, 5th Floor,
Kohinoor City, Kirod 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

Zee Learn Limited									
4 - Ordinary Resolution for appointment of Ms. Nandita Agarwal Parker as an Independent Director of the Company									
Resolution Required : (Ordinary)	NO								
Whether promoter/ promoter group are interested in the agenda/resolution?	NO								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes -- in favour [4]	No. of Votes --Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting	187542388	187542388	100.0000	187542388	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		187542388	100.0000	187542388	0	100.0000	0.0000	
Public Institutions	E-Voting	78999703	21430459	27.1273	21430459	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		21430459	27.1273	21430459	0	100.0000	0.0000	
Public Non Institutions	E-Voting	59353381	9676401	16.3030	9666271	10130	99.8953	0.1047	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		1713202	2.8864	1713159	43	99.9975	0.0025	
	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

Company Secretary

THINK EDUCATION. THINK ZEE LEARN.

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 for conducting the Postal Ballot Voting and E-voting processes in respect of :

1. Special Resolution under section 180 (1)(c) of Companies Act, 2013 for increase in borrowing powers of the Board
2. 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
3. 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
4. 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 self-addressed 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.
3. 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).
4. The particulars of all Postal Ballot / Electronic Votes received from the Members have been entered in the electronic register separately maintained for the purpose.
5. 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 opened 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
8. 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	Resolution No. 1		Resolution 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
Summary of Results				
Shareholders Assented	201	198912722	197	198914289
Shareholders Dissented	31	21449741	34	21448161
Total Valid Ballots / E-Voting	232	220362463	231	220362450



Particulars	Resolution No. 3		Resolution 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
Summary 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

- 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.
- 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.
- 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.
- 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

