

Date: September 29, 2023

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 under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

This is to inform you that the 13th Annual General Meeting of the Company was held on Wednesday, September 27, 2023 at 3:00 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 10, 2023.

In this regard, please find enclosed the following:

1. Voting results of the AGM pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Report of the Scrutinizer dated September 27, 2023, on remote e-voting and electronic voting at the AGM.

The above results will also be available on the website of the Company (i.e. www.zeelearn.com). The meeting concluded at 04:30 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

Zee Learn Limited								
Resolution Required : (Ordinary)			1 - Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023.					
Whether promoter/ promoter group are Interested in the agenda/resolution?			No					
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	49087388	49087388	100.0000	49087388	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		49087388	100.0000	49087388	0	100.0000	0.0000
Public Institutions	E-Voting	36627733	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	240377604	6130817	2.5505	6028454	102363	98.3304	1.6696
	Poll		183	0.0001	183	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6131000	2.5506	6028637	102363	98.3304	1.6696
Total		326092725	55218388	16.9333	55116025	102363	99.8146	0.1854



Zee Learn Limited								
Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Surender 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?			No					
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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	49087388	49087388	100.0000	49087388	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		49087388	100.0000	49087388	0	100.0000	0.0000
Public Institutions	E-Voting	36627733	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	240377604	6130803	2.5505	6007894	122909	97.9952	2.0048
	Poll		183	0.0001	183	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6130986	2.5506	6008077	122909	97.9953	2.0047
Total		326092725	55218374	16.9333	55095465	122909	99.7774	0.2226



Zee Learn Limited								
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 2023-24.					
Whether promoter/ promoter group are Interested In the agenda/resolution?			No					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	49087388	49087388	100.0000	49087388	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		49087388	100.0000	49087388	0	100.0000	0.0000
Public Institutions	E-Voting	36627733	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	240377604	6130803	2.5505	5944016	186787	96.9533	3.0467
	Poll		183	0.0001	183	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6130986	2.5506	5944199	186787	96.9534	3.0466
Total		326092725	55218374	16.9333	55031587	186787	99.6617	0.3383



Zee Learn Limited								
Resolution Required : (Special)			4 - To re-appoint Mr. Karunn Kandol as the Independent Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	49087388	49087388	100.0000	49087388	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		49087388	100.0000	49087388	0	100.0000	0.0000
Public Institutions	E-Voting	36627733	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	240377604	6130803	2.5505	6008094	122709	97.9985	2.0015
	Poll		183	0.0001	183	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6130986	2.5506	6008277	122709	97.9985	2.0015
Total		326092725	55218374	16.9333	55095665	122709	99.7778	0.2222



M P SANGHAVI & ASSOCIATES LLP

Company Secretaries
LLPIN – AAS-2921

Office No.227, Avior Corporate Park,
Nirmal Galaxy LBS Road,
Mulund West, Mumbai - 400080
Tel: 022 2591 8827/ 4640 4420
Website: www.mpsanghavi.com

27th September 2023

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 13th Annual General Meeting (the 'AGM') of the Equity Shareholders of Zee Learn Limited (the 'Company') held on Wednesday, 27th September, 2023 at 3.00 p.m. via Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

Dear Sir

We, M P Sanghavi & Associates LLP (FRN: L2020MH007000) were appointed as Scrutinizer by the Company vide appointment letter dated 10th August, 2023, to scrutinize and submit consolidated report on votes cast by way remote e-voting and e-voting on the resolution(s) proposed at 13th Annual General Meeting (the 'AGM') of the Equity Shareholders of Zee Learn Limited (the 'Company') held on Wednesday, 27th September, 2023 at 3.00 p.m. via VC/OAVM.

Accordingly, we submit our report as under:

1. The Ministry of Corporate Affairs had vide General Circular No. 2/2022 with reference to Ministry's General Circulars Nos. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 10/2022 dated 28th December 2022 allowed all the Companies whose AGMs are due in Year 2023 to conduct their AGMs on or before 30th September, 2023 vide 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 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI 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 Circulars, the Annual Report of the Company for FY 2022-23 along with Notice of 13th AGM was sent electronically on September 5, 2023 to those members whose email address were registered with the Company/Depository Participants. The Notice of AGM along with Annual Report of the Company was uploaded 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.

Regd Office: Runwal Anthurium, T4-602, LBS Road, Mulund West, Mumbai 400 080



M P SANGHAVI & ASSOCIATES LLP

Company Secretaries
LLPIN – AAS-2921

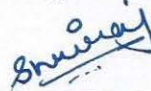
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3. Pursuant to SEBI Listing regulations and the Act, the Company had provided remote e-voting facility through NSDL, whereby Shareholders of the Company as at the cut-off date of Wednesday, 20th September, 2023 were entitled to vote on the resolutions proposed in the Notice of AGM by using remote e-voting facility provided by NSDL. The remote e-voting period commenced from Sunday, 24th September, 2023 at 9.00 a.m. and ended on Tuesday, 26th September, 2023 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 27th September, 2023, we unblocked and downloaded E-voting details from NSDL E-voting Portal in presence of Ms. Sachi Shah and Mr. Shirraj Nair who are not in employment with the Company

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



Sachi Shah



Shirraj Nair

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.
7. Our responsibility as a Scrutinizer for the voting process (by remote e-voting and e-voting during the AGM), was restricted to scrutinize and report on the remote e-voting and e-voting during the AGM and to prepare a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on each of the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by NSDL and based on the result of e-voting conducted during the AGM.

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



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ORDINARY BUSINESS

Item No. 1 - Ordinary Resolution

Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	287	5,51,15,842	99.81
E-voting at AGM	3	183	0.00
Total-A	290	5,51,16,025	99.81
Voted Against			
Remote e-voting	20	1,02,363	0.19
E-voting at AGM	0	0	0
Total-B	20	1,02,363	0.19
Grand Total (A+B)	310	5,52,18,388	100

Item No. 2 - Ordinary Resolution

Retirement of Mr. Surendra Singh (DIN 08206770) Director by rotation and re-appointment thereof

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	262	5,50,95,282	99.78
E-Voting at AGM	3	183	0.00
Total-A	265	5,50,95,465	99.78
Voted Against			
Remote e-voting	43	1,22,909	0.22
E-voting at AGM	0	0	0
Total-B	43	1,22,909	0.22
Grand Total (A+B)	308	5,52,18,374	100



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SPECIAL BUSINESS

Item No. 3 – Ordinary Resolution

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 2023-24.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	273	5,50,31,404	99.66
E-voting at AGM	3	183	0.00
Total-A	276	5,50,31,587	99.66
Voted Against			
Remote e-voting	32	1,86,787	0.34
E-voting at AGM	0	0	0
Total-B	32	1,86,787	0.34
Grand Total (A+B)	308	5,52,18,374	100

Item No. 4 – Special Resolution

To re-appoint Mr. Karunn Kandoi (DIN 01344843) as an Independent Director of the Company

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	262	5,50,95,482	99.78
E-voting at AGM	3	183	0.00
Total-A	265	5,50,95,665	99.78
Voted Against			
Remote e-voting	43	1,22,709	0.22
E-voting at AGM	0	0	0
Total-B	43	1,22,709	0.22
Grand Total (A+B)	308	5,52,18,374	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.



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Based on the aforesaid consolidated results, we report that all the 4 resolutions have been passed by the Shareholders with requisite majority.

For M P Sanghavi & Associates LLP
Company Secretaries
(FRN: L2020MH007000)



Mita Sanghavi
Designated Partner
FCS: 7205 / CP No: 6364
Peer Review Certificate No: 2972/2023
UDIN: F007205E001104620



Date: September 27, 2023
Place: Mumbai