



August 11, 2014

National Stock Exchange of India Limited
BSE Limited
Luxembourg Stock Exchange

Kind Attn.: Corporate Relationship Department

Sub.: Proceedings of 4th Annual General Meeting

Dear Sir/ Madam,

The 4th Annual General Meeting (AGM) of the Equity Shareholders of the Company was held today i.e. Monday, August 11, 2014 at 11.00 a.m. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018.

In accordance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had provided E-voting facility, to facilitate all Equity Shareholders of the Company (as at cut-off date of July 4, 2014), to cast their votes electronically on all businesses proposed in the Notice of AGM. The E-voting period commenced on Monday, August 4, 2014 at 9.00 a.m. and concluded on Wednesday, August 6, 2014 at 6.00 p.m. Mrs. Mita Sanghavi (CP No. 6364), Practising Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

Based on the report dated August 7, 2014 submitted by Mrs. Mita Sanghavi (CP No. 6364), Practising Company Secretary, who was engaged by the Company as Scrutinizer, the Chairman declared that all the proposals contained in Item nos. 1 to 7 of the Notice of AGM were approved by the Equity Shareholders of the Company through E-voting with requisite majority.

Copy of the Scrutinizer's report along with requisite particulars of E-voting results as per Clause 35A of the Listing Agreement is enclosed herewith for your information and record.

Thanking You,

Yours Sincerely,
For Zee Learn Limited


Samir Raval
Company Secretary



Encl. As above


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Customer Support : +91 93200 63100

Zee Learn Limited
Level 6, Fun Republic,
Off. New Link Road,
Andheri (West), Mumbai - 400053.

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

www.zeelearn.com

CIN : L80301MH2010PLC198405



**Details of Voting Results at 4th Annual General Meeting held on August 11, 2014
(Pursuant to Clause 35A of the Listing Agreement)**

A. Details of Attendance at Annual General Meeting:

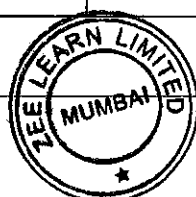
Particulars	Details
Date of AGM	August 11, 2014
Total Number of Equity Shareholders as on Book Closure	89,233
No. of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	15
b) Public	19
No. of Equity Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	0
b) Public	0
Details of Agenda	As detailed in 'B' below
Resolution required	
Mode of Voting	
Voting results	

B. Details of E-Voting for all items proposed at Annual General Meeting

Item No. 1- Ordinary Resolution

To receive, consider and adopt the audited Financial Statements of the Company - on a standalone and consolidated basis, for the financial year ended March 31, 2014 including the Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No. of Equity Shares held as at Cut- off date of July 4, 2014	19,72,92,879	3,83,47,130	8,37,50,085	31,93,90,094
No. of votes polled	19,71,22,879	9,489	1,07,608	19,72,39,976
% of votes polled to outstanding Equity Shares	99.91%	0.02%	0.13%	61.76%
No. of votes in favor	19,71,22,879	9,489	1,07,606	19,72,39,974
No. of votes against	0	0	2	2
% of votes in favor on Votes polled	100%	100%	99.99814%	99.999999%
& of votes against on votes polled	0.00%	0.00%	0.001859%	0.000001%



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Item No. 2- Ordinary Resolution

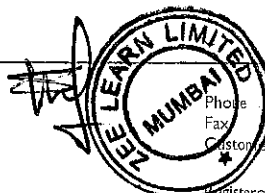
To appoint a Director in place of Mr. Himanshu Mody (DIN 00686830), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public Others	Total
No. of Equity Shares held as at Cut- off date of July 4, 2014	19,72,92,879	3,83,47,130	8,37,50,085	31,93,90,094
No. of votes polled	19,71,22,879	9,489	1,07,608	19,72,39,976
% of votes polled to outstanding Equity Shares	99.91%	0.02%	0.13%	61.76%
No. of votes in favor	19,71,22,879	9,489	1,07,606	19,72,39,974
No. of votes against	0	0	2	2
% of votes in favor on Votes polled	100%	100%	99.99814%	99.999999%
& of votes against on votes polled	0.00%	0.00%	0.001859%	0.000001%

Item No. 3- Ordinary Resolution

To re-appoint M/s MGB & Co., Chartered Accountants, Mumbai, having Firm Registration No. 101169W, as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at remuneration to be determined by the Board of Directors of the Company.

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public Others	Total
No. of Equity Shares held as at Cut- off date of July 4, 2014	19,72,92,879	3,83,47,130	8,37,50,085	31,93,90,094
No. of votes polled	19,71,22,879	9,489	1,07,608	19,72,39,976
% of votes polled to outstanding Equity Shares	99.91%	0.02%	0.13%	61.76%
No. of votes in favor	19,71,22,879	9,489	1,07,606	19,72,39,974
No. of votes against	0	0	2	2
% of votes in favor on Votes polled	100%	100%	99.99814%	99.999999%
& of votes against on votes polled	0.00%	0.00%	0.001859%	0.000001%



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Item No. 4 - Ordinary Resolution

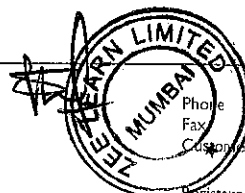
To appoint Mrs. Sangeeta Pandit as an Independent Director, not liable to retire by rotation for the period until November 30, 2016.

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public Others	Total
No. of Equity Shares held as at Cut- off date of July 4, 2014	19,72,92,879	3,83,47,130	8,37,50,085	31,93,90,094
No. of votes polled	19,71,22,879	9,489	1,07,608	19,72,39,976
% of votes polled to outstanding Equity Shares	99.91%	0.02%	0.13%	61.76%
No. of votes in favor	19,71,22,879	9,489	1,07,606	19,72,39,974
No. of votes against	0	0	2	2
% of votes in favor on Votes polled	100%	100%	99.99814%	99.999999%
& of votes against on votes polled	0.00%	0.00%	0.001859%	0.000001%

Item No. 5- Ordinary Resolution

To appoint Dr. Manish Agarwal as an Independent Director, not liable to retire by rotation for the period until March 31, 2017.

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public Others	Total
No. of Equity Shares held as at Cut- off date of July 4, 2014	19,72,92,879	3,83,47,130	8,37,50,085	31,93,90,094
No. of votes polled	19,71,22,879	9,489	1,07,608	19,72,39,976
% of votes polled to outstanding Equity Shares	99.91%	0.02%	0.13%	61.76%
No. of votes in favor	19,71,22,879	9,489	1,07,606	19,72,39,974
No. of votes against	0	0	2	2
% of votes in favor on Votes polled	100%	100%	99.99814%	99.999999%
& of votes against on votes polled	0.00%	0.00%	0.001859%	0.000001%



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Item No. 6- Ordinary Resolution

To appoint Mr. Surjit Banga as an Independent Director, not liable to retire by rotation for the period until March 31, 2017.

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public Others	Total
No. of Equity Shares held as at Cut- off date of July 4, 2014	19,72,92,879	3,83,47,130	8,37,50,085	31,93,90,094
No. of votes polled	19,71,22,879	9,489	1,07,608	19,72,39,976
% of votes polled to outstanding Equity Shares	99.91%	0.02%	0.13%	61.76%
No. of votes in favor	19,71,22,879	9,489	1,07,606	19,72,39,974
No. of votes against	0	0	2	2
% of votes in favor on Votes polled	100%	100%	99.99814%	99.999999%
& of votes against on votes polled	0.00%	0.00%	0.001859%	0.000001%

Item No. 7- Special Resolution

Approval of Members for authorizing the Board of Directors to borrow in excess of Paid – up Capital and free reserves of the Company as per Section 180(1)(c) of the Companies Act, 2013

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public Others	Total
No. of Equity Shares held as at Cut- off date of July 4, 2014	19,72,92,879	3,83,47,130	8,37,50,085	31,93,90,094
No. of votes polled	19,71,22,879	9,489	1,07,608	19,72,39,976
% of votes polled to outstanding Equity Shares	99.91%	0.02%	0.13%	61.76%
No. of votes in favor	19,71,22,879	9,489	1,06,945	19,72,39,313
No. of votes against	0	0	663	663
% of votes in favor on Votes polled	100%	100%	99.38387 %	99.999664%
& of votes against on votes polled	0.00%	0.00%	0.616125%	0.000336%

Date: August 11, 2014

Place: Mumbai



For Zee Learn Limited

Samir Raval
Samir Raval
Company Secretary

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CIN : L80301MH2010PLC198405



MITA SANGHAVI
Practising Company Secretary

B-17, Girisannidhya Chs,
Shree Nagar, Wagale Estate
Thane - 400 604
Tel. (o) - 2583 16 73
Mb. 98922 10391 / 9167681075
Email. mita_sangh@yahoo.co.uk

SCRUTINISERS' REPORT
(For e voting)

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of
Companies (Management & Administration) Rules, 2014)

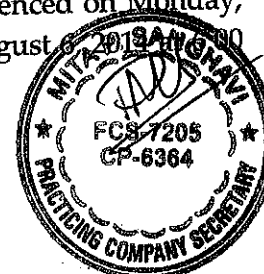
August 7, 2014

The Board of Directors
Zee Learn Limited
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai 400 018

**Report on E-voting conducted by Zee Learn Limited ('the Company'), in
relation to all resolutions proposed at the 4th Annual General Meeting of the
Equity Shareholders of the Company scheduled on 11th August, 2014**

Dear Sirs,

- The Company has provided E-voting facility to the Equity Shareholders, in terms of Clause 35B of the Listing Agreement with Stock Exchanges and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, relating to all businesses proposed at the 4th Annual General Meeting. The undersigned was appointed as Scrutiniser by the Company on July 17, 2014, to conduct the E-voting in a fair and transparent manner and to scrutinize votes cast by the Equity Shareholders and submit a report thereon to the Board of Directors.
- The Company had availed E-voting platform/facility provided by Central Depository Services (India) Limited ('CDSL'). The E-voting, to be exercised by the Equity Shareholders of the Company as at July 4, 2014, commenced on Monday, August 4, 2014 at 9.00 a.m. and concluded on Wednesday, August 6, 2014 at 6.00 p.m.



- Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, I unblocked the E-voting on CDSL platform, in presence of Ms. Namrata B. Ayare residing at 16, Devgiri Nr St Workshop, LBS Marg, Thane West and Ms. Gurupreet Kaur Bhamara residing at 201, Sai Shradha Chs., Savarkar Nagar, J.K. Gram, Thane (w)-400 606 These witnesses are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence

N Ayare

(Ms. Namrata Ayare)

Gurupreet

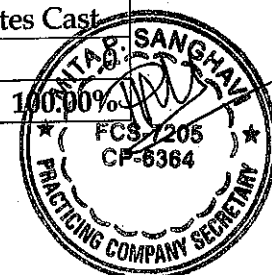
(Ms. Gurupreet Bhamara)

- The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder in relation to exercising of voting rights through electronic means on the Resolutions as set out in the Notice convening the 4th Annual General Meeting dated 11th August, 2014. My responsibility as a scrutinizer for the e-voting process is restricted to making a scrutinizer's Report of the votes cast "in favour" or "against" the resolutions and invalid votes based on the report generated from the e-voting system provided by Central Depositories Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.
- Based on the report and details downloaded from CDSL website, after conclusion of voting period, I hereby report that 34 Equity Shareholders casted their Votes electronically, on each of the 7 agenda items as per details mentioned herein:

ORDINARY BUSINESS

Item No. 1 – Ordinary Resolution - Adoption of Audited Financial Statements of the Company-on standalone and consolidated basis for the financial year ended March 31, 2014 along with Report of the Auditors and Directors thereon

Voted in Favour of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
33	197239974	99.999999%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	2	0.000001%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	
Total	197239976	100.00%

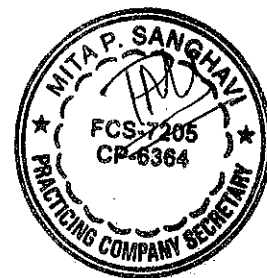


Item No. 2 – Ordinary Resolution – Appointment of a Director in place of Mr. Himanshu Mody retiring by rotation and being eligible offers himself for re-appointment

Voted in Favour of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
33	197239974	99.999999%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	2	0.000001%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	197239976	100.00%

Item No. 3 – Ordinary Resolution – Re-appointment of M/s MGB & Co. as Statutory Auditors of the Company

Voted in Favour of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
33	197239974	99.999999%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	2	0.000001%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	0	0
Total	197239976	100.00%



SPECIAL BUSINESS

Item No. 4 – Ordinary Resolution – Appointment of Mrs Sangeeta Pandit as an Independent Director of the Company

Voted in Favour of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
33	197239974	99.999999%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	2	0.000001%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	197239976	100.00%

Item No. 5 – Ordinary Resolution - Appointment of Dr. Manish Agarwal as an Independent Director of the Company

Voted in Favour of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
33	197239974	99.999999%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	2	0.000001%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	197239976	100.00%



Item No. 6 – Ordinary Resolution - Appointment of Mr. Surjit Banga as Independent Director

Voted in Favour of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
33	197239974	99.999999%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	2	0.000001%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	197239976	100.00%

Item No. 7 – Special Resolution – Approval of shareholders to borrow money in excess of aggregate Of Paid up Share capital and Free Reserves pursuant to section 180(1)(c) of the Companies Act, 2013

Voted in Favour of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
31	197239313	99.999664%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
3	663	0.000336139%
Abstained from Voting on Resolution		
0	0	0
Total	197239976	100.00%

