

Notice

NOTICE is hereby given that the Ninth Annual General Meeting of the members of **Zee Learn Limited** will be held on Thursday, the 26th day of September, 2019 at 11:30 a.m., at 'The Hall of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018, to transact the following businesses:

ORDINARY BUSINESS:

1. 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, 2019 including the Balance Sheet as at March 31, 2019, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To declare dividend of ₹ 0.10 per Equity Share for the financial year ended March 31, 2019.
3. To appoint a Director in place of Mr. Ajey Kumar (DIN 02278096), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

RESOLVED THAT in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, M/s MGB & Co. LLP, Chartered Accountants (Firm Registration No. 101169W/W-100035), be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Meeting to hold such office till the conclusion of the 10th Annual General Meeting, at a remuneration of ₹ 21,30,000/- (Rupees Twenty One Lakh Thirty Thousand only) to conduct the audit for the financial year 2019-20 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.

SPECIAL BUSINESS:

5. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the members hereby ratify and confirm the remuneration of Rs. 55,000 /- (Rupees Fifty Five thousand) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s Vaibhav P Joshi & Associates, Cost Accountants (Firm Registration No 101329) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2020 as recommended by the Audit Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), Mr. Roshan Lal Kamboj (DIN: 01076066), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 17, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retirement by rotation for a period of 3 (three) consecutive years up to May 16, 2022.

By order of the Board

Place: Mumbai
Date: August 14, 2019

Bhautesh Shah
Company Secretary

Registered Office:
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018
CIN: L80301MH2010PLC198405
E-mail : investor_relations@zeelearn.com

Notes:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority as applicable.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
3. The register of Members and Share Transfer books of the Company will be closed from Thursday, September 19, 2019 to Thursday, September 26, 2019 (both days inclusive). Equity Dividend, if approved by Members at the Annual General Meeting will be paid on or after October 3, 2019 to all those Equity Shareholders whose name appear in the Register of Members of the Company as on the book closure date after giving effect to all valid transfers in physical form lodged with the Company or its Registrar and in the list of beneficial owners furnished by the Depositories, in respect of shares held in electronic form.
4. As per current SEBI Regulations, dividend is required to be credited to shareholders' bank account through National Electronic Clearing Service (NECS), direct transfer wherever the facility is available and the requisite details / mandate have been provided by the shareholders. Shareholders desirous of availing of this facility may send the ECS form (available on the website of the Company), along with a Xerox copy the cheque pertaining to the bank account where the shareholders would like the payment to be credited, to their Depository Participants in case of shares held in dematerialized form or to the Company's Registrar and Share Transfer Agents ("RTA") in case of shares held in physical form.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
6. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.
7. Members who wish to obtain information on the Financial Statements for the year ended March 31, 2019, may send their queries at least seven days before the Annual General Meeting to the Compliance Officer & Company Secretary at the registered office of the Company or at email id investor_relations@zeelearn.com.
8. Electronic Copy of the Annual Report for 2018-19 is being sent to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication. For Members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.zeelearn.com.
9. Members are requested to notify immediately about any change in their address/e-mail address /dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's new Registrar and Share Transfer Agent, M/s Link Intime India Private Ltd at C101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.
10. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect at any time during the business hours of the Company, the proxies lodged, provided not less than three day's notice in writing is given to the Company.
11. Members / proxies are requested to bring the duly filled attendance slip attached herewith to attend the meeting.
12. Pursuant to SEBI circular dated April 20, 2018, Members whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to furnish the same to the Registrar and Share Transfer Agent / Company for registration in the folio. Such Members are requested to provide their PAN and Bank particulars to the Registrar and Share Transfer Agent / Company. Further, in respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their addresses, telephone numbers, e-mail ids, nominees or joint holders, as the case may be.
13. As per the provisions of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members holding shares in single name and physical form may send duly completed and signed nomination form to the Registrar and Share Transfer Agent. Members holding shares in dematerialised form may contact their respective Depository Participant/s.
14. The notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as on the close of business hours on August 23, 2019.
15. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide

equity shareholders facility to exercise their right to vote at the 9th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this notice. The remote e-voting period for all items of business contained in this Notice shall commence from September 23, 2019 at 9:00 a.m. and will end on September 25, 2019 at 5:00 p.m. During this period equity shareholder of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of September 19, 2019, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

16. The facility for voting by way of Ballot / Poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
17. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
18. The voting rights of Members either by way of remote evoting prior to the meeting or by way of Ballot / Poll Paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the cut-off date of September 19, 2019.
19. At the Annual General Meeting the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by use of Ballot/ Poll Paper by all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
20. The Company has appointed Mrs. Mita Sanghavi, Practicing Company Secretary as Scrutinizer to conduct remote e-voting process as well as Ballot/ Poll Paper voting process at the Annual General Meeting in a fair and transparent manner.
21. The Scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast to the Non- Executive Chairman, who shall countersign the same and declare the results of the voting forthwith.
22. The Results declared along with the Scrutiniser's report shall be placed on the website of the Company www.zeelearn.com and shall also be communicated to the Stock Exchanges and Central

Depository Services [India] Limited [CDSL]. The Resolutions, if approved, shall be deemed to be passed, on the date of Annual General Meeting.

23. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Monday, September 23, 2019 at 9:00 a.m. and ends on Wednesday, September 25, 2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 19, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders / Members
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Zee Learn Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) if a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to

www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/s MGB & Co. LLP, Chartered Accountants Mumbai having Firm Registration No. 101169W/W-100035 as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Tenth AGM as per the remuneration set out in the resolution relating to their appointment.

M/s MGB & Co. LLP, Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Your Board recommends the ordinary resolution as set out in Item No. 4 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no. 4.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Vaibhav P. Joshi & Associates, Cost Accountants (Firm

Registration No 101329) to conduct the audit of the cost records of the Company relating to its Education Services for the Financial Year ending March 31, 2019 on a remuneration of Rs. 55,000/- (Rupees Fifty Five thousand) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2020.

Your Board recommends the ordinary resolution as set out in Item No. 5 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no. 5.

Item No. 6

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, had appointed Mr. Roshan Lal Kamboj as an Additional Director of the Company in the category of Independent Director effective May 17, 2019. Pursuant to the provisions of Section 161 of the Act and Article 89 of the Articles of Association of the Company, Mr. Roshan Lal Kamboj will hold the office till next Annual General Meeting.

As per the Companies (Amendment Act), 2017, exemption is provided under Section 160 of the Companies Act, 2013 from the requirement of deposit of an amount of ₹1 lakh, if the director appointed is an Independent Director recommended by the Nomination and Remuneration Committee constituted under Section 178(1) of the Companies Act, 2013. Accordingly, Mr. Roshan Lal Kamboj being appointed as an Independent Director recommended by the Nomination and Remuneration Committee at its meeting held on May 17, 2019, the requirement of deposit of amount for his candidature does not arise.

The Company has received from Mr. Roshan Lal Kamboj (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and

other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Roshan Lal Kamboj as an Independent Director of the Company, not liable to retire by rotation, for a period of three (3) years commencing from May 17, 2019 until May 16, 2022.

In the opinion of the Board, Mr. Roshan Lal Kamboj fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Mr. Roshan Lal Kamboj as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days.

The profile and specific areas of expertise of Mr. Roshan Lal Kamboj are provided as below:

Name of Director	Mr. Roshan Lal Kamboj
DIN	01076066
Date of Appointment	May 17, 2019
Qualification	Commerce Graduate
Expertise in specific functional areas	Mr. Kamboj is an Industrialist and serves as a Whole time Director of Gold Laminates (India) Limited. Further, he is also a Partner and Producer in Roshan Lal and Ravi Raj creations.
No. of Equity shares held	Nil
Directorships held in Indian Public Companies as on August 14, 2019	1
Relationship with any other Director inter-se	None

Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no.6 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Roshan Lal Kamboj (whose appointment is proposed in this resolution) are in any way, concerned or interested, financial or otherwise, in this resolution and except to the extent of their shareholding in the Company, if any.

By order of the Board

Bhautesh Shah
Company Secretary

Place: Mumbai
Date: August 14, 2019

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