

Date: September 26, 2024

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: Summary of proceedings of 14<sup>th</sup> Annual General Meeting pursuant to Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Ma'am,

This is to inform you that the 14<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, September 26, 2024 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 8, 2024.

In this regard, please find enclosed the Summary of AGM proceedings pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations.

The meeting concluded at 04:05 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

## Summary of proceedings of the 14<sup>th</sup> Annual General Meeting of Zee Learn Limited

The 14<sup>th</sup> Annual General Meeting (AGM) of the Members of Zee Learn Limited was held on Thursday, September 26, 2024 at 03:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and Circulars issued by the Securities Exchange and Board of India and as per the applicable provisions of the Companies Act, 2013, and the Rules made thereunder.

**Chairperson:** Ms. Nanette D'sa, joined the meeting from her place of residence.

The following Directors were present:

Sr. No.	Name	Designation	Location (Attended through VC from)
1.	Mr. Manish Rastogi	Whole-time Director & Chief Executive Officer	Registered Office of the Company
2.	Mr. Karunn Kandoi	Independent Director	his place of residence
3.	Mr. Dattatraya Kelkar	Independent Director	his place of residence
4.	Mr. Roshanlal Kamboj	Independent Director	his place of residence

In attendance:

Sr. No.	Name	Designation	Location (Attended through VC from)
1.	Mr. Anil Gupta	Company Secretary	Registered Office of the Company.
2.	Mr. Anish Shah	Chief Financial Officer	Registered Office of the Company.

The representatives of the Statutory Auditor and Secretarial Auditor were also present through VC from their respective locations.

**Members attending the Meeting:** 83 Members attended the meeting virtually. In terms of the circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable.

**Quorum:** The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

**Commencement:** Mr. Anil Gupta; Company Secretary, welcomed the Members of the Company.

He then introduced Ms. Nanette D'sa as the Chairperson of the Meeting and requested to commence the proceedings of the Meeting.

Ms. Nanette D'sa delivered a welcome note for the Members and after ascertaining the Quorum of the Meeting was present, he welcomed the Directors on the Board of the Company.

Thereafter, Ms. Nanette D'sa delivered the Chairperson's speech to the Members.

With the permission of the Members, the Chairperson stated that the Notice of the 14<sup>th</sup> Annual General Meeting and the Board's Report along with annexures were taken as read. The Auditors' Report, which contained observations and the Managements reply to the same formed part of the Board's Report, along with it the Secretarial Audit Report were taken as read.

Thereafter, the speaker Members were invited to ask their questions and give their opinions and suggestions, if any. Thereafter Mr. Manish Rastogi; Whole-time Director and Chief Executive Officer of the Company took a moment to address our Members, sharing some thoughtful words.

Further Mr. Anish Shah, Chief Financial Officer of the Company, addressed the questions, opinions and suggestions of the speaker Members.

Further Mr. Anil Gupta, Company Secretary, communicated that, if the Members have any further queries, they can write to the Company Secretary and he shall ensure that the Members' queries are answered.

The following resolutions as set out in the Notice convening the AGM were put to vote by Remote e-voting and e-voting during the meeting:

### **Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements (i.e. Standalone & Consolidated) of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director, in place of Mr. Manish Rastogi (DIN: 10056027) who retires by rotation and being eligible, offers himself for re-appointment.

### **Special Business**

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 2024-25.
4. Approval for modification to the ZLL - ESOP 2010 AMENDED 2015 (ESOP Scheme) of the Company.
5. Approval for extending benefits of amended ZLL ESOP 2010 - AMENDED 2015 to Employees/Directors of Subsidiary(ies)/Holding Company/Associate Company.

The Company Secretary informed that the remote e-voting period commenced on September 23, 2024, at 9:00 a.m. (IST) and ended on September 25, 2024, at 5:00 p.m. (IST). It was further informed to the members that the e-voting window shall remain open for another 15 minutes after the conclusion of AGM.

M P Sanghavi & Associates LLP, Company Secretaries is appointed as the Scrutinizer to scrutinize the votes cast through remote e-voting and e-voting at the AGM and submit a consolidated report thereon. The Consolidated Scrutinizer's Report in prescribed format along with the details of the voting results (remote e-voting & e-voting at the AGM) on all the resolutions as set out in the Notice of AGM, pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015, will be submitted to the Stock Exchanges within prescribed timelines.

The Chairperson authorized the Company Secretary to receive the Scrutinizer's Report & related documents, declare the result and submit the same to the Stock Exchanges within the prescribed timelines.

These reports will also be uploaded on the website of the Company and on the website of National Depository Services Limited.

A vote of thanks was delivered by the Chairperson to the Members for attending and participating in the AGM. The meeting concluded at 4:05 p.m. (IST) (including time allowed for e-voting at the AGM).

Yours faithfully,  
For **ZEE LEARN LIMITED**

**ANIL GUPTA**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**

