

Date: September 27, 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: 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 14th Annual General Meeting of the Company was held on Thursday, September 26, 2024, at 3:00 p.m. through Video Conferencing (VC) /Other Audio Visual Means (OAVM) and all the resolutions included in the Notice of the Annual General Meeting were approved by the Members of the Company with requisite majority.

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 26, 2024, on remote e-voting and electronic voting at the AGM.

Copy of the Scrutinizers' report along with requisite particulars of voting results as per Regulation 44(3) of the Listing Regulations certified by NSDL, is enclosed herewith for your information and record.

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, 2024.					
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	19627733	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	258174400	7373347	2.8560	7369750	3597	99.9512	0.0488
	Poll		676	0.0003	676	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7374023	2.8563	7370426	3597	99.9512	0.0488
Total		326889521	56461411	17.2723	56457814	3597	99.9936	0.0064



Zee Learn Limited								
Resolution Required : Ordinary			2 - Retirement of Director by rotation and re-appointment thereof: To appoint a Director in place of Mr. Manish Rastogi (DIN: 10056027) who retires by rotation and					
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	19627733	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	258174400	7373333	2.8560	7366022	7311	99.9008	0.0992
	Poll		676	0.0003	676	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7374009	2.8563	7366698	7311	99.9009	0.0991
Total		326889521	56461397	17.2723	56454086	7311	99.9871	0.0129



Zee Learn Limited								
Resolution Required : Ordinary			3 - Payment of Remuneration to M/s. Vaibhav P. Joshi., Cost Accountants (Firm Registration No. 101329), the Cost Auditors of the Company for the Financial Year 2024-25.					
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	19627733	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	258174400	7373333	2.8560	7368894	4439	99.9398	0.0602
	Poll		676	0.0003	676	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7374009	2.8563	7369570	4439	99.9398	0.0602
Total		326889521	56461397	17.2723	56456958	4439	99.9921	0.0079



Zee Learn Limited								
Resolution Required :Special			4 - Approval for modification to the ZLL – ESOP 2010 AMENDED 2015 (ESOP Scheme) 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]	$[3]=\{[2]/[1]\} * 100$	[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	19627733	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	258174400	7373333	2.8560	7365109	8224	99.8885	0.1115
	Poll		676	0.0003	676	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7374009	2.8563	7365785	8224	99.8885	0.1115
Total		326889521	56461397	17.2723	56453173	8224	99.9854	0.0146



Zee Learn Limited								
Resolution Required :Special			5 - Approval for extending benefits of amended ZLL ESOP 2010 - AMENDED 2015 to Employees/Directors of Subsidiary(ies) / Holding Company / Associate 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]={[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	19627733	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	258174400	7373333	2.8560	7363810	9523	99.8708	0.1292
	Poll		676	0.0003	676	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7374009	2.8563	7364486	9523	99.8709	0.1291
Total		326889521	56461397	17.2723	56451874	9523	99.9831	0.0169



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

26th September 2024

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 14th Annual General Meeting (the 'AGM') of the Equity Shareholders of Zee Learn Limited (the 'Company') held on Thursday, 26th September 2024 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 8th August, 2024, to scrutinize and submit consolidated report on votes cast by way remote e-voting and e-voting on the resolution(s) proposed at 14th Annual General Meeting (the 'AGM') of the Equity Shareholders of Zee Learn Limited (the 'Company') held on Thursday, 26th September, 2024 at 3.00 p.m. via VC/OAVM.

Accordingly, we submit our report as under:

1. The Ministry of Corporate Affairs ("MCA") *inter-alia* vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated 25th September 2023 (collectively referred to as "MCA Circulars") had permitted holding of Annual General Meetings through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('SEBI Listing Regulations') and aforesaid MCA Circulars, the AGM of the Company was held via VC/OAVM through facility provided by M/s. National Securities Depositories Limited (NSDL).



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

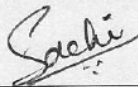
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Company Secretaries
LLPIN – AAS-2921

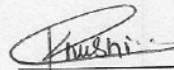
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2. As per confirmation received from the Company and in compliance with aforesaid MCA Circulars and SEBI Circulars, the Annual Report of the Company for FY 2023-24 along with Notice of 14th AGM was sent electronically on September 4, 2024 to those 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.
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 Thursday, 19th September 2024 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 Monday, 23rd September 2024 at 9.00 a.m. and ended on Wednesday, 25th September 2024 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 26th September 2024, we unblocked and downloaded E-voting details from NSDL E-voting Portal in presence of Ms. Sachi Shah and Ms. Khushi Panchal who are not in employment with the Company

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



Sachi Shah



Khushi Panchal

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



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“in favor” 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:

ORDINARY BUSINESS

Item No. 1 - Ordinary Resolution

Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	320	5,64,57,138	99.9924%
E-voting at AGM	3	676	0.0012%
Total-A	323	5,64,57,814	99.9936%
Voted Against			
Remote e-voting	12	3,597	0.0064%
E-voting at AGM	0	0	0
Total-B	12	3,597	0.0064%
Grand Total (A+B)	335	5,64,61,411	100%



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Item No. 2 – Ordinary Resolution

To consider and approve re-appointment of Mr. Manish Rastogi (DIN 10056027) who retires by rotation and being eligible offers himself for re-appointment

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	309	5,64,53,410	99.9859%
E-Voting at AGM	3	676	0.0012%
Total-A	312	5,64,54,086	99.9871%
Voted Against			
Remote e-voting	21	7,311	0.0129%
E-voting at AGM	0	0	0
Total-B	21	7,311	0.0129%
Grand Total (A+B)	333	5,64,61,397	100%

SPECIAL BUSINESS

Item No. 3 – Ordinary Resolution

To ratify and confirm payment of Remuneration to M/s Vaibhav P. Joshi & Associates, Cost Accountants (Firm Registration No. 101329), the Cost Auditors of the Company for the Financial Year 2024-25.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	312	5,64,56,282	99.9909%
E-voting at AGM	3	676	0.0012%
Total-A	315	5,64,56,958	99.9921%
Voted Against			
Remote e-voting	18	4,439	0.0079%
E-voting at AGM	0	0	0
Total-B	18	4,439	0.0079%
Grand Total (A+B)	333	5,64,61,397	100%



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Item No. 4 - Special Resolution

To consider and approve modification to the ZLL- ESOP 2010 AMENDED 2015 (ESOP Scheme) of the Company

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	308	5,64,52,497	99.9842%
E-voting at AGM	3	676	0.0012%
Total-A	311	5,64,53,173	99.9854%
Voted Against			
Remote e-voting	22	8,224	0.0146%
E-voting at AGM	0	0	0
Total-B	22	8,224	0.0146%
Grand Total (A+B)	333	5,64,61,397	100%

Item No. 5 - Special Resolution

To consider and approve extending benefits of amended ZLL ESOP 2010- AMENDED 2015 to Employees/Directors of Subsidiary(ies)/ Holding Company/ Associate Company

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	307	5,64,51,198	99.9819%
E-voting at AGM	3	676	0.0012%
Total-A	310	5,64,51,874	99.9831%
Voted Against			
Remote e-voting	23	9,523	0.0169%
E-voting at AGM	0	0	0
Total-B	23	9,523	0.0169%
Grand Total (A+B)	333	5,64,61,397	100%



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Company Secretaries

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A 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.

Based on the aforesaid consolidated results, we report that all the 5 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: F007205F001330582

Date: September 26, 2024
Place: Mumbai