

December 31, 2020

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

Scrip Code: 533287

Symbol: ZEELEARN

Dear Sir/ Madam,

**Sub: Proceedings of 10th Annual General Meeting ("AGM") of Zee Learn Limited ("Company")
– Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 read with Part A of Schedule III of the Listing Regulations, please find appended below the summary of proceedings of 10th Annual General Meeting of the Company:

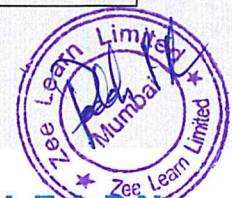
1. The 10th Annual General Meeting ("AGM") of Zee Learn Limited ("Company") was held on Wednesday, December 30, 2020, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility. The Meeting commenced at 4:00 p.m. IST and concluded at 5:30 p.m. IST.
2. The AGM was held through VC in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by the Ministry of Corporate Affairs ("MCA"), and the Securities and Exchange Board of India ("SEBI") from time to time in this regard.
3. Mr. Surender Singh, Director of the Company chaired the meeting and welcomed the Members present at the 10th AGM of the Company and called the meeting to order as requisite quorum was present.
4. Mr. Roshan Lal Kamboj, the Chairman of the Audit Committee and Stakeholders' Relationship Committee, and all other Directors were present at the Meeting. The representatives of the Statutory Auditors and Secretarial Auditors were also present at the Meeting.
5. Mr. Surender Singh, the Chairman of AGM then delivered his speech briefing the Members present on the performance and business overview of the Company.
6. The Notice of the 10th Annual General Meeting and the Annual Report of the Company for the Financial Year ended March 31, 2020 containing the Directors' Report, Auditors' Report, audited standalone and consolidated Financial Statements and other related documents for the financial year ended March 31, 2020 were dispatched electronically to all the Members within the statutory period in accordance section 101 of Companies Act, 2013, the MCA and SEBI circulars. With the consent of the Members present at the Meeting, the Notice of the 10th AGM was taken as read.



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7. The Auditors qualification in the Report of the Statutory Auditor on the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 was read by the Chairman and Management reply was informed accordingly. The Chairman further informed the Members present that there were no qualifications or observations or adverse remarks in the Report of the Secretarial Auditor and hence the said Report were taken as read, with the consent of the Members present.
8. The Chairman then informed the Members that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company had provided remote e-voting facility to its Members. The remote e-voting period commenced on Sunday, December 27, 2020 at 9:00 a.m. IST and ended on Tuesday, December 29, 2020 at 5:00 p.m. IST. The Chairman further informed that the Company had also provided facility of e-voting during the AGM through electronic means.
9. The Chairman informed the Members that the necessary Registers and documents referred to in the Notice of the 10th AGM were available for inspection electronically.
10. The Chairman informed the Members that the Board of Directors of the Company had appointed Ms. Mita Sanghavi (Membership No. FCS 7205), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting process through remote e-voting and e-voting during the AGM in a fair and transparent manner.
11. Thereafter, the Chairman offered an opportunity to the Members who had registered themselves as speakers to express their views or ask questions / queries on resolutions proposed as set out in the Notice of the AGM. Mr. Vikash Kumar Kar, Executive Director & CEO, addressed and responded to the clarifications sought by the speakers.
12. The following items of business as set out in the Notice convening the 10th AGM dated October 7, 2020 were then transacted and commended to the Members for their approval:

Item No.	Description	Ordinary/Special
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, 2020 including the Balance Sheet as at March 31, 2020, the statement of Profit and Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon.	Ordinary
2	To appoint M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants, (Firm Registration No. 102860W/W100089) as Statutory Auditors of the Company to hold the office from the conclusion of this AGM till the Conclusion of AGM to be held in the calendar year 2025 at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.	Ordinary



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Special Business		
3	To ratify the remuneration payable to Cost Auditors for the financial year ending March 31, 2021	Ordinary
4	Appointment of Mr. Dattatraya Kelkar (DIN: 00118037) as an Independent Director of the Company	Ordinary
5	Appointment of Mrs. Nanette D'sa (DIN: 05261531) as an Independent Director of the Company	Ordinary
6	Appointment of Mr. Vikash Kumar Kar (DIN: 07418787) as a Director of the Company	Ordinary
7	Appointment of Mr. Vikash Kumar Kar (DIN: 07418787) as an Executive Director in the Category of Whole Time Director of the Company	Ordinary
8	Appointment of Mr. Surender Singh (DIN: 08206770) as Non-Executive Director of the Company	Ordinary
9	Approval of repricing of the outstanding Stock Options granted under various grants of Employees Stock Option Scheme 2010 as amended in 2015	Special
10	Approval of payment of Commission to Non-Executive Independent Directors of the Company	Ordinary

13. All items as set out above were transacted through remote e-voting and e-voting during the AGM through electronic means.

14. The Chairman informed the members that the combined results of voting (remote e-voting and e-voting during the AGM) along with the Scrutinizers' Combined Report shall be declared within 48 hours of the Meeting and would be communicated to the Stock Exchanges where equity shares of the Company are listed. He further informed that the combined results shall also be uploaded on the website of the Company at www.zeelearn.com and website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com simultaneously.

15. Mr. Surender Singh, thereafter, thanked all the Members for their participation at the AGM and for their constructive suggestions and observations.

You are requested to take the aforesaid information on your records.

Thanking you.

Yours faithfully,

For Zee Learn Limited



Prashant Parekh
Company Secretary



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