



Zee Learn Ltd.,
513/A, 5th Floor,
Kohinoor City, Kirod Road,
Off. LBS Marg, Kurla (W),
Mumbai - 400070.

P: +91 22 4034 3900
F: +91 22 2674 3422
Customer Support:
+91 93200 63100

Registered Office:
135, Continental Building,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018.
CIN : L80301MH2010PLC198405



www.zeelearn.com

September 27, 2019

BSE Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange

Kind Attn.: Corporate Relationship / Listing Department

BSE Scrip Code: 533287

NSE SYMBOL: ZEELEARN

Dear Sir/ Madam,

Sub: Voting Results as per Regulation 44 of SEBI (LODR), Regulations, 2015 for the 9th Annual General Meeting of the Company

Dear Sir/ Madam,

Further, to our letter dated 26.9.2019, regarding the proceedings of the 9th AGM held yesterday i.e September 26, 2019, of the Equity Shareholders of the Company at 11.30 a.m. at 'The Hall of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018, we enclose herewith the voting results as per Regulation 44 of SEBI (LODR), Regulations, 2015.

Based on the report dated September 27, 2019 submitted by FCS Mita Sanghavi (CP No. 6364), Practicing Company Secretary, all the resolutions included in the Notice of the AGM were approved by the Shareholders of the Company with requisite majority.

Copy of the Scrutinizers' report along with requisite particulars of voting results as per Regulation 44(3) of the Listing Regulations certified by M/s Link Intime India Pvt. Ltd., the Registrar & Share transfer agent of the Company is enclosed herewith for your information and record.

Thanking You.

Yours Sincerely,
For Zee Learn Limited


Bhautesh Shah
Company Secretary



Encl. As above

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**Details of Voting Results at 9th Annual General Meeting held on September 26, 2019
(Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements),
Regulations 2015)**

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of AGM	September 26, 2019
Total Number of Equity Shareholders as on cut-off date (September 19, 2018)	99,065
No. of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	9
b) Public	55
No. of Equity Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	NA
b) Public	NA
Details of Agenda	As detailed in 'B' below
Resolution required	
Mode of Voting	
Voting results	

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

Item No. 1- Ordinary Resolution

Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2019 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon.

Item No. 2- Ordinary Resolution

Declare dividend of Re. 0.10 per equity share for the financial year ended March 31, 2019.

Item No. 3- Ordinary Resolution

Re-appointment of Mr. Ajey Kumar as a Director of the Company, all this earlier terms and conditions of appointment remaining same

Item No. 4 - Ordinary Resolution

Appointment of Statutory Auditors



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Special Business:

Item No. 5 - Ordinary Resolution

Ratification of remuneration of M/s Vaibhav P Joshi & Associates, Cost Auditors of the Company for the financial year 2019-20

Item No. 6 - Ordinary Resolution

Appointment of Mr. Roshan Lal Kamboj as Independent Director of the Company

Date: September 27, 2019
Place: Mumbai

For Zee Learn Limited


Bhautesh Shah
Company Secretary



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MITA SANGHAVI
Practising Company Secretary

Office no.6, Basement Ground floor,
Runwal Commercial Complex,
L.B.S. Marg, Mulund West, Mumbai- 400080.
Mb. 98922 10391, Off No. 022-25918827
Email. mita_sangh@yahoo.co.uk

September 27, 2019

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

Dear Sirs,

SCRUTINISER'S REPORT

Consolidated Report of Scrutinizer on remote e-voting & poll conducted in relation to the agenda items proposed at Ninth Annual General Meeting (the 'AGM') of the Equity Shareholders of Zee Learn Limited (the 'Company') held at The Hall of Culture, Nehru Centre, Dr. Annie Beasant Road, Worli, Mumbai 400018 on Thursday, the 26th day of September, 2019 at 11.30 am.

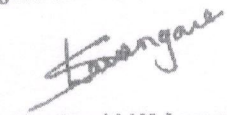
Dear Sirs

- In terms of the appointment letter dated 7th May, 2019, the undersigned, Mrs. Mita Sanghavi, a Company Secretary in Whole-time Practice having office at Office no.6, Basement Ground floor, Runwal Commercial Complex, L.B.S. Marg, Mulund West, Mumbai- 400080 was appointed as Scrutinizer to issue consolidated report on votes cast by remote e-voting and ballot\poll voting on the Resolution (s) proposed at Ninth Annual General Meeting (the 'AGM') of the Equity Shareholders of Zee Learn Limited (the 'Company') held at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018 on Thursday, the 26th day of September, 2019 at 11.30 am.
- In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, in connection with all resolutions proposed in the 9th AGM, the Company had provided remote e-voting facility through CDSL and facility of separate voting on Poll at the AGM to the Shareholders of the Company who could not vote through remote e-voting facility provided by the Company.
- The remote e-voting period, to facilitate e-voting by Equity Shareholders of the Company as at the cut-off date of Thursday, September 19, 2019, commenced on Monday, September 23, 2019 at 9.00 a.m. and ended on Wednesday, September 25, 2019 at 5.00 p.m.
- The Chairman of the AGM had announced that facility for voting by Ballot/Poll at the venue was made available at the meeting for voting by Equity Shareholders of the Company at the cut-off date of 19th September, 2019 who had attended the AGM and could not vote using remote e-voting facility earlier.

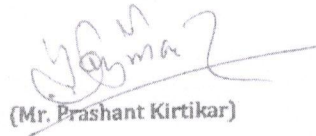


- Pursuant to Rule 20(xii) of Companies (Management & Administration) Rules, 2014, I unblocked the E-voting on CDSL website on September 26, 2019 at 12.32 pm, in the presence of Ms. Surabhi V. Lavangare working with me having Office no.6, Basement Ground floor, Runwal Commercial Complex, L.B.S. Marg, Mulund West, Mumbai- 400080 and Mr. Prashant Kirtikar representative of M/s Link Intime India Private Limited, having their office C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083 These witnesses are not in the employment with the Company

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



(Ms. Surabhi V. Lavangare)



(Mr. Prashant Kirtikar)

- Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014], I confirm that-
 - After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me
 - The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company
 - The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately
- 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 9th Annual General Meeting dated 14th August, 2019. My responsibility as a scrutinizer for the e-voting process and the poll facility given to shareholders 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 Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and the ballot papers received from shareholders at the Annual General Meeting.

Based on report available on CDSL website, I hereby report that **41 Equity Shareholders** holding in aggregate **6091043 Equity Shares** casted votes on the resolutions proposed in the Notice of AGM by using remote E-voting facility.

- At the 9th AGM, after scrutinizing all Poll/ballot Papers relating to Votes cast by the Equity Shareholders present at the Meeting, I, hereby report that **49 Equity Shareholders** holding in aggregate **191742603 Equity Shares** casted votes on the resolutions proposed in the Notice of Annual General Meeting at Poll.

Details of Votes cast on all the resolutions proposed at the Annual General Meeting are as detailed herein:

Item No. 1 – Ordinary Resolution

Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2019 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon.



Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	40	6091041	100.00%
Physical	48	191742600	100.00%
Total-A	88	197833641	100.00%
Voted Against			
Electronic	1	2	0.00%
Physical	0	0	0.00%
Total-B	1	2	0.00%
Grand Total (A+B)	89	197833643	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical	1	3	NA

Item No. 2 - Ordinary Resolution

Declare dividend of Re. 0.10 per equity share for the financial year ended March 31, 2019.

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	38	6091016	100.00%
Physical	48	191742600	100.00%
Total-A	78	197833616	100.00%
Voted Against			
Electronic	3	27	00.00%
Physical	0	0	00.00%
Total-B	3	27	00.00%
Grand Total (A+B)	81	197833643	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical	1	3	NA



Item No. 3 – Ordinary Resolution

Re-appointment of Mr. Ajey Kumar as a Director of the Company, all this earlier terms and conditions of appointment remaining same

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	35	6089888	99.98%
Physical	45	190141652	99.16%
Total-A	80	196231540	100.00%
Voted Against			
Electronic	6	1155	0.02%
Physical	1	5	00.00%
Total-B	8	1160	00.00%
Grand Total (A+B)	87	196232700	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical*	3	1600946	NA

***Since Mr. Ajey Kumar was interested in Resolution No 3, he has abstained from voting in the said resolution**

Item No. 4 – Ordinary Resolution

To re-appoint M/s. MGB & Co. LLP, Chartered Accountants, Mumbai as the Statutory Auditors of the Company to carry out Statutory Audit of the Company for the Financial Year 2019-20

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	38	6090375	99.99%
Physical	48	191742600	100.00%
Total-A	86	197832975	100.00%
Voted Against			
Electronic	3	668	00.01%
Physical	0	0	00.00%
Total-B	3	668	00.00%
Grand Total (A+B)	89	197833643	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical	1	3	NA



SPECIAL BUSINESS

Item No. 5 – Ordinary Resolution

To ratify the remuneration to be paid to M/s. Vaibhav P. Joshi & Associates, the Cost Auditors of the Company for the financial year 2019-20

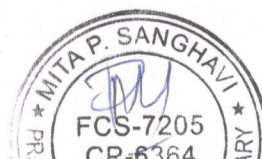
Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	38	6090375	99.99%
Physical	48	191742600	100.00%
Total-A	86	197832975	100.00%
	Voted Against		
Electronic	3	668	00.01%
Physical	0	0	00.00%
Total-B	3	668	00.00%
Grand Total (A+B)	89	197833643	100.00%
	Abstained / Invalid		
Electronic	0	0	NA
Physical	1	3	NA

Item No. 6 – Ordinary Resolution

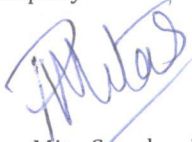
To regularize appointment of Director Mr. Roshan Lal Kamboj (DIN:01076066) as an Independent Director for a period of 3 (three) years and not liable to retire by rotation

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	35	2929893	48.10%
Physical	48	191742600	100.00%
Total-A	83	194672493	98.40%
	Voted Against		
Electronic	6	3161150	51.9%
Physical	0	0	00.00%
Total-B	6	3161150	1.60%
Grand Total (A+B)	89	197833643	100.00%
	Abstained / Invalid		
Electronic	0	0	NA
Physical	1	3	NA

Based on the aforesaid e-voting results all the 6 resolutions stands passed under E-Voting and Ballot/Poll, with requisite majority.



The relevant records relating to remote e-voting and voting by poll shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approves and signs the Minutes of the 9TH Annual General Meeting and shall thereafter be handed over to the Company Secretary of the Company.



Mrs. Mita Sanghavi
FCS-7205, CP-6364

Office no.6, Basement Ground floor,
Runwal Commercial Complex,
L.B.S. Marg, Mulund West, Mumbai- 400080.

