

Date: September 28, 2022

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 12th Annual General Meeting of the Company held on Tuesday, September 27, 2022 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 2, 2022.

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 27, 2022, on remote e-voting and electronic voting at the AGM.

The above results will also be available on the website of the Company (i.e. www.zeelearn.com). The meeting concluded at 04:11 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

THINK EDUCATION. THINK ZEE LEARN.

Zee Learn Limited

Resolution Required : (Ordinary)

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, 2022 including the Balance Sheet as at March 31, 2022, the statement of Profit and Loss for the financial year ended on that date and the Reports of the

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	40210488	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	236794849	4044179	1.7079	3972109	72070	98.2179	1.7821
	Poll		9454	0.0040	9445	9	99.9048	0.0952
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4053633	1.7119	3981554	72079	98.2219	1.7781
Total		326092725	53141021	16.2963	53068942	72079	99.8644	0.1356



Zee Learn Limited

Resolution Required : (Ordinary)

2 - To appoint a Director in place of Mr. Ritesh Handa (DIN: 02725365) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution?

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
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	40210488	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	236794849	4044179	1.7079	3895876	148303	96.3329	3.6671
	Poll		606704	0.2562	606695	9	99.9985	0.0015
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4650883	1.9641	4502571	148312	96.8111	3.1889
Total		326092725	53738271	16.4794	53589959	148312	99.7240	0.2760



Zee Learn Limited

Resolution Required : (Ordinary)

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 2022-23.

Whether promoter/ promoter group are interested in the agenda/resolution?

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
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	40210488	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	236794849	4050179	1.7104	3927848	122331	96.9796	3.0204
	Poll		9454	0.0040	9445	9	99.9048	0.0952
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4059633	1.7144	3937293	122340	96.9864	3.0136
Total		326092725	53147021	16.2981	53024681	122340	99.7698	0.2302



Zee Learn Limited

Resolution Required : (Ordinary)

4 - To re-appoint Mr. Roshan Lal Kamboj (DIN: 01076066) as the Independent Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

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
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	40210488	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	236794849	4044176	1.7079	3872214	171962	95.7479	4.2521
	Poll		606704	0.2562	9445	597259	1.5568	98.4432
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4650880	1.9641	3881659	769221	83.4607	16.5393
Total		326092725	53738268	16.4794	52969047	769221	98.5686	1.4314



Zee Learn Limited

Resolution Required : (Ordinary)

5 - To re-appoint Mr. Dattatraya Kelkar (DIN: 00118037) as the Independent Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	40210488	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	236794849	4050176	1.7104	3890850	159326	96.0662	3.9338
	Poll		606704	0.2562	9445	597259	1.5568	98.4432
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4656880	1.9666	3900295	756585	83.7534	16.2466
Total		326092725	53744268	16.4813	52987683	756585	98.5922	1.4078



Zee Learn Limited

Resolution Required : (Ordinary)

6 - 5To re-appoint Ms. Nanette D'sa (DIN: 05261531) as the Independent Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

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
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	40210488	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	236794849	4050176	1.7104	3890550	159626	96.0588	3.9412
	Poll		606704	0.2562	9445	597259	1.5568	98.4432
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4656880	1.9666	3899995	756885	83.7470	16.2530
Total		326092725	53744268	16.4813	52987383	756885	98.5917	1.4083



MITA SANGHAVI
Practicing Company Secretary

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Mb: 9892210391 | Tel: 022 2591 8827
Email id: team@mpsanghavi.com

27th September 2022

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 12th Annual General Meeting (the 'AGM') of the Equity Shareholders of Zee Learn Limited (the 'Company') held on Tuesday, 27th September, 2022 at 3.00 p.m. via VC/OAVM

Dear Sirs

I, Mita Sanghavi, Practicing Company Secretary was appointed as Scrutinizer by the Company vide appointment letter dated 2nd August, 2022, to scrutinize and submit consolidated report on votes cast by way remote e-voting and e-voting on the resolution(s) proposed at 12th Annual General Meeting (the 'AGM') of the Equity Shareholders of Zee Learn Limited (the 'Company') held on Tuesday, 27th September, 2022 at 3.00 p.m. via VC/OAVM.

Accordingly, I submit my report as under:

1. The Ministry of Corporate Affairs had vide General Circular No. 2/2022 with reference to Ministry's General Circulars Nos. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December 2021 and General Circular No. 21/2021-22 dated 14th December 2021 and Circular no 02/2022 dated 5th May, 2022 allowed all the companies whose AGMs are due in Year 2022 to conduct their AGMs on or before 31st December 2022 vide Video Conferencing (VC) or Other Audio Visual Means (OAVM), without presence of members at a common venue. In compliance with the provisions of Companies Act ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') and aforesaid MCA Circulars, the AGM of the Company was held via VC/OAVM through facility provided by National Depository Services Limited ('NSDL')
2. As per confirmation received from the Company and in compliance with aforesaid MCA Circulars dated 12th May, 2020 and SEBI Circular dated 13th May, 2022, the Annual Report of the Company for FY 2021-22 along with Notice of 12th AGM was sent Physically through registered post acknowledgment due to the request received from the shareholders and also through electronic mode to those members whose email address were registered with the Company/RTA/Depositories. The Notice of AGM along with Annual Report of the Company was available 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.



MITA SANGHAVI
Practicing Company Secretary

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- 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 Tuesday, 20th September, 2022 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 Saturday, 24th September, 2022 at 9.00 a.m. and ended on Monday, 26th September, 2022 at 5.00 p.m.
- 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.
- After conclusion of AGM on 27th September, 2022, I unblocked and downloaded E-voting details from NSDL E-voting Portal in presence of Ms. Sarita G. Singh and Mr. Amit K. Nagda, who are not in employment with the Company

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



Sarita G. Singh



Amit K. Nagda

- 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. My responsibility as a scrutinizer is restricted to scrutinize, count and submit a report on the votes cast "in favour" or "against" the resolutions based on the report generated from the e-voting system provided by NSDL, agency engaged by the company to provide e-voting facilities.

Based on report made available from E-voting system of NSDL website, I 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, 2022.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	406	5,30,59,497	99.85
Voting at the AGM	9	9,445	0.01
Total-A	415	5,30,68,942	99.86
Voted Against			
Remote e-voting	30	72,070	0.14
Voting at the AGM	1	9	0.00
Total-B	31	72,079	0.14
Grand Total (A+B)	446	5,31,41,021	100



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Item No. 2 - Ordinary Resolution

Re-appointment of Mr. Ritesh Handa (DIN 02725365) Director, retiring by rotation

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	373	5,29,83,264	98.59
Voting at the AGM	10	6,06,695	1.14
Total-A	383	5,35,89,959	99.74
Voted Against			
Remote e-voting	63	1,48,303	0.28
Voting at the AGM	1	9	0
Total-B	64	1,48,312	0.28
Grand Total (A+B)	447	5,37,38,271	100

SPECIAL BUSINESS

Item No. 3 - Ordinary Resolution

Ratification of Cost Auditors remuneration for the Financial Year 2022-23.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	391	5,30,15,236	99.75
Voting at the AGM	9	9,445	0.02
Total-A	400	5,30,24,681	99.77
Voted Against			
Remote e-voting	46	1,22,331	0.23
Voting at the AGM	1	9	0
Total-B	47	1,22,340	0.23
Grand Total (A+B)	447	5,31,47,021	100



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Item No. 4 - Special Resolution
Reappointment of Mr. Roshan Lal Kamboj (DIN 01076066) as an Independent Director

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	363	5,29,59,602	98.55
Voting at the AGM	9	9,445	0.02
Total-A	372	5,29,69,047	98.57
Voted Against			
Remote e-voting	72	1,71,962	0.32
Voting at the AGM	2	5,97,259	1.11
Total-B	74	7,69,221	1.43
Grand Total (A+B)	446	5,37,38,268	100

Item No. 5 - Special Resolution
Appointment of Mr. Dattatraya Kelkar (DIN 00118037) as Independent Director of the Company

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	370	5,29,78,238	98.57
Voting at the AGM	9	9,445	0.02
Total-A	379	5,29,87,683	98.59
Voted Against			
Remote e-voting	66	1,59,326	0.30
Voting at the AGM	2	5,97,259	1.11
Total-B	68	7,56,585	1.41
Grand Total (A+B)	447	5,37,44,268	100



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Item No. 6 - Special Resolution

Reappointment of Ms. Nanette D'sa (DIN: 05261531) as the independent Director of the Company.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	368	5,29,77,938	98.57
Voting at the AGM	9	9,445	0.02
Total-A	377	5,29,87,383	98.59
Voted Against			
Remote e-voting	68	1,59,626	0.30
Voting at the AGM	2	5,97,259	1.11
Total-B	70	7,56,885	1.41
Grand Total (A+B)	447	5,37,44,268	100

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, I report that all the 6 resolutions have been passed by the Shareholders with requisite majority.

With warm regards


Mita Sanghavi
FCS-7205, CP-6364
UDIN: F007205D001059443



Date: 27th September 2022
Place: Mumbai