

Date: September 28, 2023

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 13th 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 13th Annual General Meeting of the Company held on Wednesday, September 27, 2023 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 10, 2023.

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 04:30 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 13th Annual General Meeting of Zee Learn Limited

The 13th Annual General Meeting (AGM) of the Members of Zee Learn Limited was held on Wednesday, September 27, 2023 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.

Chairman: Mr. Surender Singh, joined the meeting from his residence.

The following Directors were present:

| Sr. No. | Name | Designation | Location |
|---------|-----------------------|---|---|
| 1. | Mr. Manish Rastogi | Whole-time Director & Chief Executive Officer | Joined over VC from his place of residence |
| 2. | Ms. Nanette D'sa | Independent Woman Director; Chairperson of Audit and Stakeholder Relationship Committee | Joined over VC from her place of residence. |
| 3. | Mr. Karunn Kandoi | Independent Director | Joined over VC from his place of residence. |
| 4. | Mr. Dattatraya Kelkar | Independent Director | Joined over VC from his place of residence. |
| 5. | Mr. Roshanlal Kamboj | Independent Director | Joined over VC from his place of residence. |

In attendance:

| Sr. No. | Name | Designation | Location |
|---------|----------------|-------------------------|---|
| 1. | Mr. Anil Gupta | Company Secretary | Joined over VC from the Registered Office of the Company. |
| 2. | Mr. Anish Shah | Chief Financial Officer | Joined over VC from the Registered Office of the Company. |

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

Members attending the Meeting: 94 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 Mr. Surender Singh as the Chairman of the Meeting and requested to commence the proceedings of the Meeting.

Mr. Surender Singh 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, Mr. Surender Singh delivered the Chairman's speech to the Members.

With the permission of the Members, the Chairman stated that the Notice of the 13th 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, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Surender Singh (DIN: 08206770) 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 2023-24.
4. To re-appoint Mr. Karunn Kandoi as the Independent Director of the Company.

The Company Secretary informed that the remote e-voting period had commenced on September 24, 2023 at 9.00 a.m. (IST) and ended on September 26, 2023 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 Chairman 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 Chairman to the Members for attending and participating in the AGM. The meeting concluded at 4:30 p.m. (IST) [including time allowed for e-voting at the AGM].

Yours faithfully,
For **ZEE LEARN LIMITED**

ANIL GUPTA
COMPANY SECRETARY &
COMPLIANCE OFFICER