

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: Summary of proceedings of 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 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 Summary of AGM proceedings pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations as Annexure;

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

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Summary of proceedings of the 12th Annual General Meeting of Zee Learn Limited

The 12th Annual General Meeting ("AGM") of the Members of Zee Learn Limited was held on Tuesday, September 27, 2022 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. Surrender Singh, joined the meeting from his residence.

The following Directors were present:

Sr. No.	Name	Designation	Location
1.	Mr. Ritesh Handa	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: 73 Members attended the meeting virtually. In terms of the circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable.



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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. Surrender Singh as the Chairperson of the Meeting and requested to commence the proceedings of the Meeting.

Mr. Surrender 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. Surrender Singh delivered the Chairman's speech to the Members.

With the permission of the Members, the Company Secretary stated that the Notice of the 11th Annual General Meeting and the Board's Report along with annexures were taken as read. The Auditors' Report and Secretarial Audit Report, which contained observations and the Managements reply to the same formed part of the Board's Report; were taken as read.

Thereafter, the speaker members were invited to ask their questions and give their opinions and suggestions, if any, and the same were addressed by Mr. Anish Shah, Chief Financial Officer of the Company.

The 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, 2022, together with the Reports of the Board of Directors and Auditors thereon
2.	To appoint a Director in place of Mr. Ritesh Handa (DIN: 02725365) 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 2022-23.
4.	To appoint Mr. Roshan Lal Kamboj as the Independent Director of the Company.
5.	To appoint Mr. Dattatraya Kelkar as the Independent Director of the Company.
6.	To appoint Ms. Nanette D'sa as the Independent Director of the Company.

The Company Secretary informed that the remote e-voting period had commenced on September 24, 2022 at 9.00 a.m. (1ST) and ended on September 26, 2022 at 5.00 p.m. (1ST). It was further



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informed to the members that the e-voting window shall remain open for another 15 minutes after the conclusion of AGM.

Ms. Mita Sanghavi is appointed as the Scrutinizer to scrutinize the votes cast through remote e-voting & 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 4:11 p.m. (IST) [including time allowed for e-voting at the AGM].

Yours faithfully,
For ZEE LEARN LIMITED


ANIL GUPTA
COMPANY SECRETARY &
COMPLIANCE OFFICER



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