

September 25, 2018

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 8<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/ Madam,

Further, to our letter dated 24.9.2018, regarding the proceedings of the 8<sup>th</sup> AGM held yesterday i.e. September 24, 2018, of the Equity Shareholders of the Company at 11.30 a.m. at Ravindra Natya Mandir, P. L. Deshpande Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025, we enclose herewith the voting results as per Regulation 44 of SEBI (LODR), Regulations, 2015.

Based on the report dated September 25, 2018 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 8<sup>th</sup> Annual General Meeting held on September 24, 2018  
(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 24, 2018
Total Number of Equity Shareholders as on cut-off date (September 17, 2018)	1,07,605
<b>No. of Equity Shareholders present in the meeting either in person or through proxy</b>	
a) Promoters & Promoter Group	10
b) Public	61
<b>No. of Equity Shareholders attended the meeting through video conferencing</b>	
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, 2018 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, 2018.

**Item No. 3- Ordinary Resolution**

Re-appointment of Mr. Himanshu Mody as a Director of the Company

**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 2018-19

**Item No. 6 - Special Resolution**

Alteration of Articles of Association in compliance with Companies Act, 2013

**Item No. 7 - Special Resolution**


Re-designation / appointment of Mr. Ajey Kumar, Executive Director as the Managing Director of the Company and to confirm his terms of remuneration.

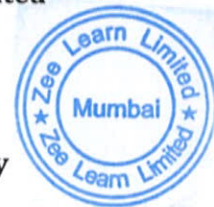
**Item No. 8 - Ordinary Resolution**

Material Related Party Transaction by the Company with Taleem Research Foundation as per Regulation 23 of SEBI (LODR) Regulations, 2015.

Date: September 25, 2018  
Place: Mumbai

**For Zee Learn Limited**

  
**Bhautesh Shah**  
Company Secretary



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*MITA SANGHAVI*

Practising Company Secretary

B-17, Girisannidhya Chs,  
Shree Nagar, Wagle Estate

Thane - 400 604

Telefax- 2583 1673

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Email. [mita\\_sangh@yahoo.co.uk](mailto:mita_sangh@yahoo.co.uk)

[mitasangh@gmail.com](mailto:mitasangh@gmail.com)

September 25, 2018

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

Dear Sirs,

**Form MGT 13  
SCRUTINISER'S REPORT**

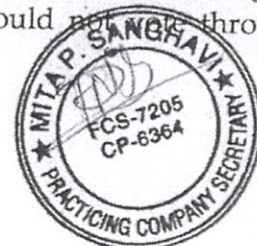
Report on remote e-voting & poll conducted in relation to the agenda items proposed in the Notice dated August 9, 2018, at the 8<sup>th</sup> Annual General Meeting of Equity Shareholders of Zee Learn Limited (**'the Company'**)

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Dear Sirs

I, Mita P Sanghavi, Practising Company Secretary, has been appointed as scrutinizer by the Board of Directors of the Zee Learn Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process / poll in respect of the below mentioned resolutions proposed at the 8<sup>th</sup> Annual General Meeting (AGM) of Zee Learn Limited.

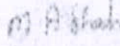
- In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, in connection with all resolutions proposed in the 8<sup>th</sup> 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.

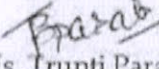




- The remote e-voting period, to facilitate e-voting by Equity Shareholders of the Company as at the cut-off date of Monday, September 17, 2018, commenced on Friday, September 21, 2018 at 9.00 a.m. and ended on Sunday, September 23, 2018 at 5.00 p.m.
- The Chairman of the AGM had announced a Poll to facilitate voting by Equity Shareholders of the Company who had attended the AGM and could not vote using remote e-voting facility earlier.
- Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, I unblocked the E-voting on CDSL website on September 24, 2018, in the presence of Ms. Mansi Shah, residing at 401, Vihang Vihar, Panchpakhadi, Thane - 400 602 and Ms. Trupti Parab working with Link Intime India Private Limited. 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. Mansi Shah)

  
(Ms. Trupti Parab)

- 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 8<sup>th</sup> Annual General Meeting dated 9<sup>th</sup> August, 2018. 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 **59 Equity Shareholders** holding in aggregate **200211032 Equity Shares** casted votes on the resolutions proposed in the Notice of AGM by using remote E-voting facility.

At the 8<sup>th</sup> AGM, after scrutinizing all Poll Papers relating to Votes cast by the Equity Shareholders present at the Meeting, I hereby report that **31 Equity Shareholders** holding in aggregate **1672431 Equity Shares** casted votes on the resolutions proposed in the Notice of AGM at Poll.

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





## ORDINARY BUSINESS

### Item No. 1 – Ordinary Resolution

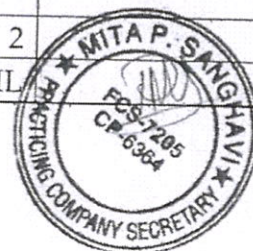
To adopt audited financial statements of the Company – on a standalone and consolidated basis for the financial year ended 31 March, 2018 including the Balance Sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	57	200210745	100.00%
Physical	31	1672431	100.00%
<b>Total-A</b>	<b>88</b>	<b>201883176</b>	<b>100.00%</b>
Voted Against			
Electronic	2	287	0.00%
Physical	0	0	0.00%
<b>Total-B</b>	<b>2</b>	<b>287</b>	<b>0.00%</b>
<b>Grand Total (A+B)</b>	<b>90</b>	<b>201883463</b>	<b>100.00%</b>
Abstained / Invalid			
Electronic	NIL	NIL	NA
Physical	NIL	NIL	NA

### Item No. 2 – Ordinary Resolution

To Declare dividend of Rs. 0.10 per equity share for the financial year ended March 31, 2018

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	56	200210029	100.00%
Physical	30	1672413	100.00%
<b>Total-A</b>	<b>86</b>	<b>201882442</b>	<b>100.00%</b>
Voted Against			
Electronic	2	1001	0.00%
Physical	1	18	0.00%
<b>Total-B</b>	<b>3</b>	<b>1019</b>	<b>0.00%</b>
<b>Grand Total (A+B)</b>	<b>89</b>	<b>201883461</b>	<b>100.00%</b>
Abstained / Invalid			
Electronic	1	2	0.00%
Physical	NIL	NIL	NA





Item No. 3 – Ordinary Resolution

Re-appointment of Mr. Himanshu Mody as Director of the company

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	55	200210395	100.00%
Physical	31	1672431	100.00%
Total-A	86	201882826	100.00%
Voted Against			
Electronic	4	637	0.00%
Physical	0	0	0.00%
Total-B	4	637	0.00%
<b>Grand Total (A+B)</b>	<b>90</b>	<b>201883463</b>	<b>100.00%</b>
Abstained / Invalid			
Electronic	NIL	NIL	NA
Physical	NIL	NIL	NA

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 2018-19

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	57	200210745	100.00%
Physical	31	1672431	100.00%
Total-A	88	201883176	100.00%
Voted Against			
Electronic	2	287	0.00%
Physical	0	0	0.00%
Total-B	2	287	0.00%
<b>Grand Total (A+B)</b>	<b>90</b>	<b>201883463</b>	<b>100.00%</b>
Abstained / Invalid			
Electronic	NIL	NIL	NA
Physical	NIL	NIL	NA





**SPECIAL BUSINESS**

**Item No. 5 – Ordinary Resolution**

To ratify the remuneration to be paid to M/s. Vaibhav P Joshi. & Associates, Cost Auditors of the Company for the financial year 2018-19

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	55	200195645	99.99%
Physical	31	1672431	100.00
<b>Total-A</b>	<b>86</b>	<b>201868076</b>	<b>99.99%</b>
	Voted Against		
Electronic	4	15387	0.01%
Physical	0	0	0
<b>Total-B</b>	<b>4</b>	<b>15387</b>	<b>0.01%</b>
<b>Grand Total (A+B)</b>	<b>90</b>	<b>201883463</b>	<b>100.00%</b>
	Abstained / Invalid		
Electronic	NIL	NIL	NA
Physical	NIL	NIL	NA

**Item No. 6 – Special Resolution**

Alteration of Articles of Association in compliance with Companies Act, 2013

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	52	199739831	99.76%
Physical	31	1672431	100.00%
<b>Total-A</b>	<b>83</b>	<b>201412262</b>	<b>99.76%</b>
	Voted Against		
Electronic	7	471201	0.24%
Physical	0	0	0.00%
<b>Total-B</b>	<b>7</b>	<b>471201</b>	<b>0.24%</b>
<b>Grand Total (A+B)</b>	<b>90</b>	<b>201883463</b>	<b>100.00%</b>
	Abstained / Invalid		
Electronic	NIL	NIL	NA
Physical	NIL	NIL	NA





Item No. 7 – Special Resolution

Re-designation / Appointment of Mr. Ajey Kumar, Executive Director as the Managing Director of the company and to confirm his terms of remuneration

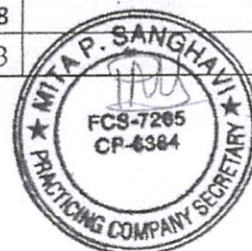
Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	55	200210395	100.00%
Physical	29	71488	100.00%
Total-A	84	200281883	100.00%
Voted Against			
Electronic	4	637	0.00%
Physical	0	0	0
Total-B	4	637	0.00%
Grand Total (A+B)	88	200282520	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical*	2	1600943	NA

\*Since Mr. Ajey Kumar was interested in resolution No.7 he has abstained from voting in the said resolution

Item No. 8 – Ordinary Resolution

Material Related party transaction by the company with Taleem Research Foundation as per Regulation 23 of SEBI (LODR) Regulations, 2015

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	41	12182443	96.16%
Physical	28	21988	100.00%
Total-A	69	12204431	96.16%
Voted Against			
Electronic	8	486201	3.84%
Physical	0	0	0.00%
Total-B	8	486201	3.84%
Grand Total (A+B)	77	12690632	100.00%
Abstained / Invalid			
Electronic*	10	187542388	NA
Physical*	3	1650443	NA



\* As per the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Promoters, entities forming part of Promoter group, Directors, Key Managerial Personnel have abstained from voting on Resolution no. 8

Based on the aforesaid e-voting results all the 8 resolutions stands passed under E-Voting and 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 8<sup>th</sup> Annual General Meeting and shall thereafter be handed over to the Company Secretary of the Company.

*Mita Sanghavi*

Mita Sanghavi  
FCS-7205, CP-6364



B-17, Girisannidhya Chs,  
Shree Nagar, Wagale Estate  
Thane - 400 604.



## Zee Learn Limited

1 - Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2018 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon.

Resolution Required : (Ordinary)		1 - Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2018 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - In favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]		
Promoter and Promoter Group	E-Voting		187542388	100.0000	187542388	0	100.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	187542388			0						
	<b>Total</b>		<b>187542388</b>	<b>100.0000</b>	<b>187542388</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Institutions	E-Voting		2980139	3.3269	2980139	0	100.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	77873361									
	<b>Total</b>		<b>2980139</b>	<b>3.3269</b>	<b>2980139</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Non Institutions	E-Voting		9688505	15.9745	9688218	287	99.9970	0.0030	0		
	Poll		1672431	2.7575	1672431	0	100.0000	0.0000	0		
	Postal Ballot	60649723									
	<b>Total</b>		<b>11360936</b>	<b>18.7320</b>	<b>11360649</b>	<b>287</b>	<b>99.9975</b>	<b>0.0025</b>	<b>0</b>		
<b>Total</b>		<b>326065472</b>	<b>201883463</b>	<b>61.9150</b>	<b>201883176</b>	<b>287</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>		





## Zee Learn Limited

2 - Declare dividend of Rs. 0.10 per equity share for the financial year ended March 31, 2018.

N0

Resolution Required : (Ordinary)

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	187542388	187542388	100.0000	187542388	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	187542388	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>187542388</b>	<b>100.0000</b>	<b>187542388</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2980139	2980139	3.8269	2980138	1	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	77873361	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2980139</b>	<b>3.8269</b>	<b>2980138</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	60649723	9688503	15.9745	9687503	1000	99.9897	0.0103	0
	Poll		1672431	2.7575	1672413	18	99.9989	0.0011	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>326065472</b>	<b>18.7320</b>	<b>11359916</b>	<b>1018</b>	<b>99.9910</b>	<b>0.0090</b>	<b>0.0090</b>
<b>Total</b>		<b>201883461</b>	<b>61.9150</b>	<b>201882442</b>	<b>1019</b>	<b>99.9995</b>	<b>0.0005</b>	<b>0.0005</b>	<b>0</b>



## Zee Learn Limited

3 - Re-appointment of Mr. Himanshu Mody as a Director of the Company.

Resolution Required : (Ordinary)  
Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of votes -Against [5]	% of Votes in favour on votes polled [6] = $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7] = $\frac{[5]}{[2]} \times 100$	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	187542388	187542388	100.0000	187542388	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	187542388	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>187542388</b>	<b>100.0000</b>	<b>187542388</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		2980139	3.8269	2980139	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	77873361	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2980139</b>	<b>3.8269</b>	<b>2980139</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		9688505	15.9745	9687868	637	99.9934	0.0066	0
	Poll		1672431	2.7575	1672431	0	100.0000	0.0000	0
	Postal Ballot	50649723	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>11360936</b>	<b>18.7320</b>	<b>11360299</b>	<b>637</b>	<b>99.9944</b>	<b>0.0056</b>	<b>0</b>
<b>Total</b>		<b>326065472</b>	<b>201883463</b>	<b>61.9150</b>	<b>201882826</b>	<b>637</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>



## Zee Learn Limited



### 4 - Appointment of Statutory Auditors

NO

Resolution Required : (Ordinary)

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	187542388	187542388	100.0000	187542388	0	100.0000	0.0000	0
	Poll	187542388	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>187542388</b>	<b>100.0000</b>	<b>187542388</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	2980139	2980139	3.8269	2980139	0	100.0000	0.0000	0
	Poll	77873361	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2980139</b>	<b>3.8269</b>	<b>2980139</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	60649723	9688505	15.9745	9688218	287	99.9970	0.0030	0
	Poll	60649723	1672431	2.7575	1672431	0	100.0000	0.0000	0
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>11360936</b>	<b>18.7320</b>	<b>11360649</b>	<b>287</b>	<b>99.9975</b>	<b>0.0025</b>	<b>0</b>
<b>Total</b>		<b>326065472</b>	<b>201883463</b>	<b>61.9150</b>	<b>201883176</b>	<b>287</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>



## Zee Learn Limited

5 - Ratification of remuneration of M/s Vaibhav P Joshi & Associates, Cost Auditors of the Company for the financial year 2018-19.

Resolution Required : (Ordinary)		N0									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]		
Promoter and Promoter Group	E-Voting	187542388	187542388	100.0000	187542388	0	100.0000	0.0000	0		
	Poll	187542388	0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>187542388</b>	<b>100.0000</b>	<b>187542388</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Institutions	E-Voting	2980139	2980139	3.8269	2980139	0	100.0000	0.0000	0		
	Poll	77873361	0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>2980139</b>	<b>3.8269</b>	<b>2980139</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Non Institutions	E-Voting	60649723	9688505	15.9745	9673118	15387	99.8412	0.1588	0		
	Poll		1672431	2.7575	1672431	0	100.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>11360936</b>	<b>18.7320</b>	<b>11345549</b>	<b>15387</b>	<b>99.8646</b>	<b>0.1354</b>	<b>0</b>		
<b>Total</b>		<b>326065472</b>	<b>201883463</b>	<b>61.9150</b>	<b>201868076</b>	<b>15387</b>	<b>99.9924</b>	<b>0.0076</b>	<b>0</b>		





**Zee Learn Limited**

6 - Alteration of Articles of Association in compliance with Companies Act, 2013

NO

Resolution Required : (Special)

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	187542388	187542388	100.0000	187542388	0	100.0000	0.0000	0
	Poll		0	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0	0.0000	0	0.0000	0.0000	0
	<b>Total</b>		<b>187542388</b>	<b>100.0000</b>	<b>187542388</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77873361	2980139	3.8269	2509325	470814	84.2016	15.7984	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2980139</b>	<b>3.8269</b>	<b>2509325</b>	<b>470814</b>	<b>84.2016</b>	<b>15.7984</b>	<b>0</b>
Public Non Institutions	E-Voting	60649723	9688505	15.5745	9688118	387	99.9960	0.0040	0
	Poll		1672431	2.575	1672431	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>11360936</b>	<b>18.7320</b>	<b>11360549</b>	<b>387</b>	<b>99.9966</b>	<b>0.0034</b>	<b>0</b>
<b>Total</b>		<b>326065472</b>	<b>201883463</b>	<b>61.9150</b>	<b>201412262</b>	<b>471201</b>	<b>99.7666</b>	<b>0.2334</b>	<b>0</b>



## Zee Learn Limited

7 - Re-designation / appointment of Mr. Ajeet Kumar, Executive Director as the Managing Director of the Company and to confirm his terms of remuneration.

Resolution Required : (Special)		7 - Re-designation / appointment of Mr. Ajeet Kumar, Executive Director as the Managing Director of the Company and to confirm his terms of remuneration.									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$	No. of votes Invalid [8]		
Promoter and Promoter Group	E-Voting	187542388	187542388	100.0000	187542388	0	100.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	187542388	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>187542388</b>	<b>100.0000</b>	<b>187542388</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Institutions	E-Voting	2980139	2980139	3.8269	2980139	0	100.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	77873361	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>2980139</b>	<b>3.8269</b>	<b>2980139</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Non Institutions	E-Voting	9688505	9688505	15.9745	9687868	637	99.9934	0.0066	0		
	Poll		71488	0.1179	71488	0	100.0000	0.0000	0		
	Postal Ballot	60649723	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>9759993</b>	<b>16.0924</b>	<b>9759356</b>	<b>637</b>	<b>99.9935</b>	<b>0.0065</b>	<b>0</b>		
<b>Total</b>		<b>326065472</b>	<b>200282520</b>	<b>61.4240</b>	<b>200281883</b>	<b>637</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>		



## Zee Learn Limited

8 - Material Related Party Transaction by the Company with Taleem Research Foundation as per Regulation 23 of SEBI (LODR) Regulations, 2015.

Resolution Required : (Ordinary)		8 - Material Related Party Transaction by the Company with Taleem Research Foundation as per Regulation 23 of SEBI (LODR) Regulations, 2015.									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]		
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	187542388									
	<b>Total</b>				0	0	0.0000	0.0000	0		
Public Institutions	E-Voting		2980139	3.8269	2509325	470814	84.2016	15.7984	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	77873361									
	<b>Total</b>		2980139	3.8269	2509325	470814	84.2016	15.7984	0		
Public Non Institutions	E-Voting		9688505	15.9745	9673118	15387	99.8412	0.1588	0		
	Poll		21988	0.0363	21988	0	100.0000	0.0000	0		
	Postal Ballot	60649723									
	<b>Total</b>		9710493	16.0108	9695106	15387	99.8415	0.1585	0		
<b>Total</b>		32605472	12690632	3.8921	12204431	486201	96.1688	3.8312	0		

