



August 28, 2015

National Stock Exchange of India Limited
BSE Limited
Luxembourg Stock Exchange

Kind Attn.: Corporate Relationship Department
BSE SCRIP CODE : 533287 NSE SYMBOL : ZEELEARN

Sub.: Proceedings of 5th Annual General Meeting

Dear Sir/ Madam,

The 5th Annual General Meeting (AGM) of the Equity Shareholders of the Company was held today i.e. on Friday, August 28, 2015 at 11.00 a.m., at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018.

In accordance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company had provided remote e-voting facility to facilitate the members of the Company who were shareholders as at the cut-off date of August 21, 2015, to cast their votes electronically on the businesses proposed in the Notice of AGM. The remote e-voting period commenced on Monday, August 24, 2015 at 9.00 a.m. and concluded on Thursday, August 27, 2015 at 5.00 p.m. Additionally to facilitate voting by the shareholders or proxies who had attended the AGM and not voted earlier using remote e-voting facility, a Poll was conducted at the Annual General Meeting held on August 28, 2015.

Based on the report dated August 28, 2015 submitted by Mrs. Mita Sanghavi (CP No. 6364), Practicing Company Secretary, who was engaged by the Company as Scrutinizer to supervise remote e-voting and voting by Poll at the AGM, the Chairman of the AGM has declared that the proposals contained in Item no. 1, 3 and 4 of the Notice of AGM were approved by the Equity Shareholders of the Company with requisite majority.

The proposal in item no. 2 of the Notice was withdrawn at the AGM, consequent to the resignation of Mr. Subodh Kumar as a Director of the Company after issuance of the Notice of AGM.



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Andheri (West), Mumbai - 400053.

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

www.zeelearn.com

Copy of the Scrutinizers' report along with requisite particulars of voting results as per Clause 35A of the Listing Agreement is enclosed herewith for your information and record.

Please also consider this as a compliance with Clause 31(d) of the Listing Agreement.

Thanking you.

Yours faithfully,
For **Zee Learn Limited**


Hemangi Patil
Company Secretary



Encl. As above

**Details of Voting Results at 5th Annual General Meeting held on August 28, 2015
(Pursuant to Clause 35A of the Listing Agreement)**

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of AGM	August 28, 2015
Total Number of Equity Shareholders as on cut off date (August 21, 2015)	81,186
No. of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	12
b) Public	57
No. of Equity Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	0
b) Public	0
Details of Agenda	As detailed in 'B' below
Resolution required	
Mode of Voting	
Voting results	

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

Item No. 1- Ordinary Resolution

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, 2015 including the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.

Item No. 2- Ordinary Resolution

To re-appoint Mr. Subodh Kumar as Director of the Company.

Consequent to the resignation of Mr. Subodh Kumar as a Director of the Company on and from July 30, 2015, i.e., after issuance of Notice of AGM, this proposal was withdrawn at the AGM and hence not taken up for voting.

Item No. 3- Ordinary Resolution

To re-appoint M/s MGB & Co. LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company.



Item No. 4 - Ordinary Resolution

To ratify the remuneration of M/s. V.V & Associates, Mumbai who was appointed as Cost Auditors by the Board of Directors of the Company for the financial year 2015-16.

Details of Voting for each of the resolutions mentioned above is as per the annexed report of M/s. Sharepro Services (India) Pvt. Ltd., the Registrar & Share transfer agent of the Company.

Date: August 28, 2015
Place: Mumbai



For Zee Learn Limited

Hemangi Patil
Hemangi Patil
Company Secretary

MITA SANGHAVI
Practising Company Secretary

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Shree Nagar, Wagle Estate
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August 28, 2015

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

Dear Sir,

SCRUTINIZER'S REPORT

Report on remote e-voting & poll conducted in relation to the agenda items proposed in the Notice dated May 27, 2015, at the 5th Annual General Meeting of Equity Shareholders of Zee Learn Limited ('the Company')

Dear Sirs

- In terms of Clause 35B of the Listing Agreement with Stock Exchanges 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 at the 5th AGM, the Company had provided remote e-voting facility through Central Depositories Services (India) Limited (CDSL) and facility of voting on Poll at the AGM to the Shareholders of the Company and their proxies who could not vote through remote e-voting facility earlier.
- The remote e-voting period, to facilitate e-voting by Equity Shareholders of the Company as at the cut-off date of August 21, 2015, commenced on Monday, August 24, 2015 at 9.00 a.m. and ended on Thursday, August 27, 2015 at 5.00 p.m.



- The Chairman of the AGM had announced a Poll to facilitate voting by Equity Shareholders of the Company or their proxies who had attended the AGM and not voted 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 August 28, 2015, in the presence of my Trainees, Ms. Karuna Naik and Ms. Pooja Dandwani. 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. Karuna Naik)


(Ms. Pooja Dandwani)

- The Management of the Company is responsible to ensure 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 5th Annual General Meeting dated 27th May, 2015. My responsibility as a scrutinizer for the e-voting process and voting by poll at the meeting, is restricted to verifying and providing Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions and invalid votes, if any, based on the report generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company and the ballot papers received from shareholders or their proxies at the Annual General Meeting.
- Based on report available on CDSL website, I hereby report that **61** Equity Shareholders holding upto aggregate **200,359,640** Equity Shares casted votes on the resolutions proposed in the Notice of AGM by using remote E-voting facility.
- At the AGM, the Chairman had announced that the proposal in item No 2 of the Notice relating to re-appointment of Mr. Subodh Kumar as a Director stands withdrawn as he had resigned from the Directorship of the Company after issuance of Notice of AGM. Therefore the e-voting done by the shareholders, as reported herein, may be ignored. The Poll Paper distributed at the meeting included particulars of withdrawal of the proposal.
- At the 5TH AGM, after scrutinizing all Poll Papers relating to Votes cast by the Equity Shareholders present at the Meeting, I hereby report that **32** Equity Shareholders holding in aggregate **170,861** Equity Shares casted votes on all resolutions proposed in the Notice of AGM at Poll, except item no. 2.



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

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 2015

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	59	200359635	99.99%
Physical	32	170861	100%
Total-A	91	200530496	100%
Voted Against			
Electronic	2	5	0.00%
Physical	0	0	0.00%
Total-B	2	5	0.00%
Grand Total (A+B)	93	200530501	100%

Item No. 2 – Ordinary Resolution

Appointment of Director in Place of Mr. Subodh Kumar who retires by rotation and offers him for re-appointment

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	57	200358677	99.99%
Physical	---	---	---
Total-A	57	200358677	99.99%
Voted Against			
Electronic	4	963	0.00%
Physical	---	---	---
Total-B	4	963	0.00%
Grand Total (A+B)	61	200359640	99.99%

Note: This agenda item was withdrawn at the AGM since the proposed appointee has resigned from the Directorship of the Company.



Item no 3 – Ordinary Resolution

To re-appoint M/s. MGB & Co LLP, Chartered Accountants, Mumbai as the Statutory Auditors of the Company

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	59	197910622	99.99%
Physical	32	170861	100%
Total-A	91	198081483	100%
Voted Against			
Electronic	2	5	0.00%
Physical	0	0	0.00%
Total-B	2	5	0.00%
Grand Total (A+B)	93	198081488	100%

SPECIAL BUSINESS

Item No. 4 – Ordinary Resolution

To ratify remuneration payable to M/s V. V. & Associates as Cost Auditor of the Company.

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	59	200359640	99.99%
Physical	32	170861	100%
Total-A	91	200530501	100%
Voted Against			
Electronic	2	5	0.00%
Physical	0	0	0.00%
Total-B	2	5	0.00%
Grand Total (A+B)	93	200530506	100%



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 5th Annual General Meeting and shall thereafter be handed over to the Company Secretary of the Company.



Mita Sanghavi
FCS-7205, CP-6364

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



ZEE LEARN LIMITED (CIN : L80301MH2010PLC198405)

Clause 35A (Physical and e-Voting)

Resolution 1

Promoter/Public	Total Ballot Forms	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
Promoter and Promoter Group	16	197292879	197292879	100.000000	197292879	0	100.000000	0.000000
Public – Institutional holders	2	101678077	2843114	2.796192	2843114	0	100.000000	0.000000
Public-Others	75	21144529	394508	1.865769	394503	5	99.998733	0.001267
Total	93	320115485	200530501	62.643174	200530496	5	99.999998	0.000002

ZEE LEARN LIMITED (CIN : L80301MH2010PLC198405)

Clause 35A (Physical and e-Voting)

Resolution 2

Promoter/Public	Total Ballot Forms	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
Promoter and Promoter Group	15	197292879	197122879	99.913834	197122879	0	100.000000	0.000000
Public – Institutional holders	2	101678077	2843114	2.796192	2843114	0	100.000000	0.000000
Public-Others	44	21144529	393647	1.861697	392684	963	99.755365	0.244635
Total	61	320115485	200359640	62.589799	200358677	963	99.999519	0.000481

ZEE LEARN LIMITED (CIN : L80301MH2010PLC198405)

Clause 35A (Physical and e-Voting)

Resolution 3

Promoter/Public	Total Ballot Forms	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
Promoter and Promoter Group	16	197292879	194843866	98.758692	194843866	0	100.000000	0.000000
Public – Institutional holders	2	101678077	2843114	2.796192	2843114	0	100.000000	0.000000
Public-Others	75	21144529	394508	1.865769	394503	5	99.998733	0.001267
Total	93	320115485	198081488	61.878134	198081483	5	99.999997	0.000003



ZEE LEARN LIMITED (CIN : L80301MH2010PLC198405)

Clause 35A (Physical and e-Voting)

Resolution 4

Promoter/Public	Total Ballot Forms	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
Promoter and Promoter Group	16	197292879	197292879	100.000000	197292879	0	100.000000	0.000000
Public - Institutional holders	2	101678077	2843114	2.796192	2843114	0	100.000000	0.000000
Public-Others	75	21144529	394508	1.865769	394503	5	99.998733	0.001267
Total	93	320115485	200530501	62.643174	200530496	5	99.999998	0.000002

