

**Date: June 21, 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: Result of Postal Ballot by remote e-voting process**

Dear Sir/Ma'am,

This is further to our disclosure dated May 19, 2023, enclosing the copy of the Postal Ballot Notice dated May 18, 2023 for seeking approval of the Members of the Company on the following items of special business:

Sr. No.	Type of Resolutions	Particulars
1	Ordinary Resolution	Appointment of Mr. Manish Rastogi as Director of the Company liable to retire by rotation.
2	Ordinary Resolution	Appointment and payment of remuneration to Mr. Manish Rastogi as Whole-Time Director.

Pursuant to the provisions of Section 110, Section 108 and other applicable provisions of the Companies Act, 2013, read with related Rules, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with other applicable SEBI Circulars and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, the Company has transacted special business by way of Postal Ballot through remote e-voting process as set out in the Notice.

The remote e-voting process concluded on Monday, June 19, 2023 at 5:00 p.m. (IST). The Scrutinizer has, submitted its report on June 20, 2023 on the results of the Postal Ballot through remote e-voting. Based on the report of the scrutinizer, we hereby inform that, the Members of the Company have duly passed the above Ordinary Resolutions with requisite majority.

Pursuant to Regulation 44(3) of the Listing Regulations, we are enclosing herewith the details of the voting results as **Annexure A** and the Report of the Scrutinizer as **Annexure B**.

The voting results and the Report of the Scrutinizer are being made available on the website of the Company [www.zeelearn.com](http://www.zeelearn.com) and on website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Zee Learn Limited**  
**Registered Office:**

135, Continental Building, Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.  
CIN : L80301MH2010PLC198405

P: +91 22 7154 1895  
F: +91 22 2674 3422  
Customer Support: +91 93200 63100  
www.zeelearn.com



We request you to kindly take the aforesaid information on your record.

Thanking you.

Yours faithfully,

**For ZEE LEARN LIMITED**

**ANIL GUPTA**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**

Encl: a/a



**THINK EDUCATION. THINK ZEE LEARN.**



## ANNEXURE A

### A. DETAILS OF VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF SEBI (LODR) REGULATIONS, 2015

Sr. No.	Particulars	Details
1	Date of Postal Ballot Notice	May 18, 2023
2	Cut-off Date	May 12, 2023
3	Voting Start Date & Time	Saturday, May 20, 2023 at 9:00 a.m. (IST)
4	Voting End Date & Time	Monday, June 19, 2023 at 5:00 p.m. (IST)
5	Total Number of Shareholders as on the Cut-off Date	159352
6	<b>No. of Members present in meeting either in person or proxy</b>	
	Promoter & Promoter Group	NA
	Public	NA
7	<b>No. of Members attended the meeting through Video Conferencing</b>	
	Promoter & Promoter Group	NA
	Public	NA

### B. RESULTS OF THE POSTAL BALLOT

Sr. No.	Particulars	Resolution Required	Mode of Voting	Remarks
1	Appointment of Mr. Manish Rastogi as Director of the Company liable to retire by rotation.	Ordinary Resolution	Remote E-voting	Passed with requisite majority
2	Appointment and payment of remuneration to Mr. Manish Rastogi as Whole-Time Director.			

## Zee Learn Limited

**Resolution Required : (Ordinary)**

**1 - Appointment of Mr. Manish Rastogi as Director of the Company liable to retire by rotation**

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

**NO**

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	[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
	<b>Total</b>		<b>49087388</b>	<b>100.0000</b>	<b>49087388</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	37291354	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	239713983	6641529	2.7706	6429100	212429	96.8015	3.1985
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>6641529</b>	<b>2.7706</b>	<b>6429100</b>	<b>212429</b>	<b>96.8015</b>	<b>3.1985</b>
<b>Total</b>		<b>326092725</b>	<b>55728917</b>	<b>17.0899</b>	<b>55516488</b>	<b>212429</b>	<b>99.6188</b>	<b>0.3812</b>





## Zee Learn Limited

Resolution Required : (Ordinary)			2 - Appointment and payment of remuneration to Mr. Manish Rastogi as Whole-Time Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	[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
	<b>Total</b>		<b>49087388</b>	<b>100.0000</b>	<b>49087388</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	37291354	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	239713983	6641250	2.7705	6373540	267710	95.9690	4.0310
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>6641250</b>	<b>2.7705</b>	<b>6373540</b>	<b>267710</b>	<b>95.9690</b>	<b>4.0310</b>
<b>Total</b>		<b>326092725</b>	<b>55728638</b>	<b>17.0898</b>	<b>55460928</b>	<b>267710</b>	<b>99.5196</b>	<b>0.4804</b>



# M P SANGHAVI & ASSOCIATES LLP

Company Secretaries

LLPIN – AAS-2921

Office No.227, Avior Corporate  
Park,  
Nirmal Galaxy LBS Road,  
Mulund West, Mumbai - 400080  
Tel: 022 2591 8827/ 4640 4420  
Website. [www.mpsanghavi.com](http://www.mpsanghavi.com)

June 20, 2023

The Company Secretary  
Zee Learn Limited  
Continental Building,  
135, Dr Annie Besant Rd,  
Worli, Mumbai-400 018.  
CIN: L80301MH2010PLC198405

**Sub: Scrutinizer's Report on passing of resolutions through Postal Ballot conducted by way of remote e-voting of M/s Zee Learn Limited ("the Company")**

Dear Sir,

I, Mita Sanghavi, Company Secretary in whole-time practice and partner of M/s. MP Sanghavi & Associates LLP, Company Secretaries (FRN: L2020MH007000) was appointed as the Scrutinizer by M/s. Zee Learn Limited to scrutinize and submit report on electronic votes cast by the Shareholders in respect of Ordinary Resolutions as mentioned in the Notice of Postal Ballot dated May 18, 2023.

Accordingly, I submit my report as under:

1. As detailed in the Postal Ballot Notice dated May 18, 2023
  - General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021 and No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"). The Company had sent Postal Ballot Notice by email to the Members whose name appeared on the Register of Members/List of Beneficiaries and whose e-mail id(s) were registered with the Company and/or their depositories as on cut-off date i.e. May 12, 2023.



Regd Office: Runwal Anthurium, T4-602, LBS Road, Mulund West, Mumbai 400 080



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- As per the MCA Circulars, postal ballot forms and prepaid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
  - In compliance with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-Voting facility to all its Shareholders, as on cut-off date, to enable them to cast their votes electronically. The E-voting started from Saturday, May 20, 2023, at 9:00 a.m. (IST) and ended on Monday, June 19, 2023, at 5:00 p.m. (IST) ('e-voting period').
  - The Company had engaged National Securities Depository Limited (NSDL) as the service provider, for extending the facility of e-voting to all the Members of the Company.
2. The e-voting was unblocked by me immediately after the end of e-voting period in presence of two witnesses viz. Ms. Sarita Singh & Mr. Shriraj Nair, who are not in the employment of the Company and we have downloaded the E-voting report from the website of NSDL in respect of members, who voted through e-voting.
  3. Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act, 2013 read with the rules thereunder and MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Postal ballot and voting by electronic means.
  4. Our responsibility as Scrutinizer for e-voting process is restricted to scrutinizing the votes cast and submitting our Report on the votes cast "in favour" or "against" the resolution proposed in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by NSDL.
  5. Based on report made available from E-voting system of NDSL website, I hereby report as under:



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### RESOLUTION NO. 1: Ordinary Resolution

Appointment of Mr. Manish Rastogi as Director of the Company liable to retire by rotation:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	491	5,55,16,488	99.62
<b>Total-A</b>	<b>491</b>	<b>5,55,16,488</b>	<b>99.62</b>
<b>Voted Against</b>			
Remote e-voting	105	2,12,429	0.38
<b>Total-B</b>	<b>105</b>	<b>2,12,429</b>	<b>0.38</b>
<b>Grand Total (A+B)</b>	<b>596</b>	<b>5,57,28,917</b>	<b>100</b>

### RESOLUTION NO. 2: Ordinary Resolution

Appointment and payment of remuneration to Mr. Manish Rastogi as Whole-Time Director:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	479	5,54,60,928	99.52
<b>Total-A</b>	<b>479</b>	<b>5,54,60,928</b>	<b>99.52</b>
<b>Voted Against</b>			
Remote e-voting	117	2,67,710	0.48
<b>Total-B</b>	<b>117</b>	<b>2,67,710</b>	<b>0.48</b>
<b>Grand Total (A+B)</b>	<b>596</b>	<b>5,57,28,638</b>	<b>100</b>

Based on the above results, we report that Ordinary Resolution 1 and 2 proposed in the Postal Ballot Notice dated May 18, 2023, were approved by the Shareholders with requisite majority.



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The Chairman / Authorized representative may accordingly declare the result of voting through remote e-voting facility in connection with the Ordinary resolution proposed in the Postal Ballot Notice dated May 18, 2023.

Soft copy of the list of shareholders who voted For and Against the resolution by way of remote e-voting, as downloaded from the E-voting website of NSDL has been sent to the Company Secretary of the Company.

With warm regards

For M P Sanghavi and Associates LLP

FRN: L2020MH007000



CS Mita Sanghavi

FCS-7205, CP-6364

UDIN -

Peer Review Certificate No: 2972/2023



Date: June 20, 2023

Place: Mumbai

\*\*\*\* DUE TO ICSI SITE MAINTENANCE WE ARE UNABLE TO GENERATE UDIN. SO, WE ARE UPLOADING THE SCRUTINIZER REPORT WITHOUT UDIN. ONCE THE ICSI SITE START WORKING WE WILL GENERATE UDIN AND PROVIDE THE SAME\*\*\*\*

Regd Office: Runwal Anthurium, T4-602, LBS Road, Mulund West, Mumbai 400 080