

Zee Learn Ltd., Level 6,
Fun Republic, Off. New
Link Rd., Andheri (W),
Mumbai - 400 053.

P: +91 22 4034 3900
F: +91 22 2674 3422
Customer Support:
+91 93200 63100

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



www.zeelearn.com

September 19, 2016

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: Proceedings of 6th Annual General Meeting of the Company

Dear Sir/ Madam,

The 6th Annual General Meeting (AGM) of the Equity Shareholders of the Company was held today i.e. Monday, September 19, 2016 at 11.00 a.m. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018.

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('Listing Regulations') 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 all members of the Company (as at cut-off date of September 12, 2016), to cast their votes electronically on all businesses proposed in the Notice of AGM. The remote e-voting period commenced from Thursday, September 15, 2016 at 9:00 a.m. and concluded on Sunday, September 18, 2016 at 5:00 p.m. Additionally to facilitate voting by shareholders who had not voted using remote e-voting facility, physical voting was conducted at the Annual General Meeting held today.

Based on the report dated September 19, 2016 submitted by FCS Mita Sanghavi (CP No. 6364), Practicing Company Secretary, the chairman of the AGM has declared that all the proposals included in the Notice of AGM were approved by the Shareholders of the Company with requisite majority.

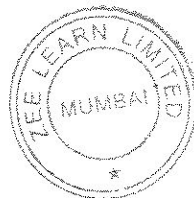
Copy of the Scrutinizers' report along with requisite particulars of voting results as per Regulation 44(3) of the Listing Regulations is enclosed herewith for your information and record.

Thanking You.

Yours Sincerely,
For Zee Learn Limited

Hemangi Patil

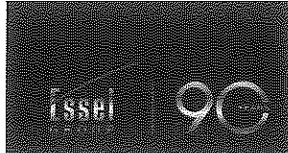
Hemangi Patil
Company Secretary
ACS 19644



Encl. As above

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**Details of Voting Results at 6th Annual General Meeting held on September 19, 2016
(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 19, 2016
Total Number of Equity Shareholders as on cut-off date (September 12, 2016)	80,699
No. of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	15
b) Public	56
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, 2016 including the Balance Sheet as at March 31, 2016, 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

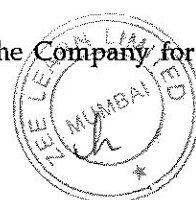
To appoint a Director in place of Mr. Himanshu Mody (DIN 00686830), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

Item No. 3- Ordinary Resolution

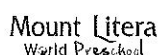
To re-appoint M/s MGB & Co. LLP, Chartered Accountants, Mumbai, having Firm Registration No. 101169W/W-100035, as the Statutory Auditors of the Company to carry out Statutory Audit for the financial year 2016-17, at remuneration to be determined by the Board of Directors of the Company.

Item No. 4 - Ordinary Resolution

To ratify the remuneration of M/s. V.V & Associates, Cost Auditors of the Company for the financial year 2016-17.



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Item No. 5 - Special Resolution

To re-appoint Dr. Sangeeta Pandit (DIN 06748608), for the second term as an Independent Director, not liable to retire by rotation, i.e. for a period of three years from December 1, 2016 until November 30, 2019.

Item No. 6 - Special Resolution

To re-appoint Dr. Manish Agarwal (DIN 02069969), for the second term as an Independent Director, not liable to retire by rotation, i.e. for a period of three years from April 1, 2017 until March 31, 2020.

Item No. 7 - Special Resolution

To re-appoint Mr. Surjit Banga (DIN 00001637), for the second term as an Independent Director, not liable to retire by rotation, i.e. for a period of three years from April 1, 2017 until March 31, 2020.

Item No. 8 - Special Resolution

To re-appoint Mr. Umesh Pradhan, Chief Financial Officer of the Company as Manager of the Company for a period of 3 (three) years with effect from April 1, 2016.

Item No. 9 - Special Resolution

To approve maintenance of Register of Members / Debenture holders/ Other Security-holders, under Section 88 of the Companies Act, 2013 etc., and copies of Annual Returns prepared under Section 92 of the Act at the office(s) of the Company's Registrar and Share Transfer Agents, M/s Link Intime India Private Limited at C -13, Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400078, instead of the Registered Office of the Company.

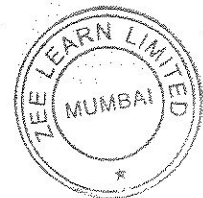
Details of Voting for each of the resolutions mentioned above is as per the annexed report of M/s Link Intime India Private Limited, the Registrar & Share transfer agent of the Company.

Date: September 19, 2016
Place: Mumbai

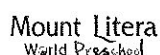
For Zee Learn Limited

Hemangi Patil

Hemangi Patil
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
Mb. 98922 10391 / 9167681075
Email. mita_sangh@yahoo.co.uk
mitasangh@gmail.com

September 19, 2016

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

Dear Sirs,

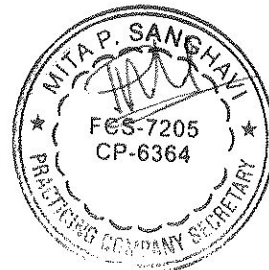
SCRUTINISER'S REPORT

Consolidated Report on remote e-voting & poll conducted in relation to the business proposed, at the 6th Annual General Meeting of Equity Shareholders of Zee Learn Limited ('the Company')

Dear Sirs

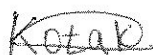
In terms of authority vide letter dated 10th August, 2016 the Company Secretary had appointed the undersigned FCS Mrs. Mita Sanghavi, Practicing Company Secretary as Scrutinizer for the purpose of voting process on below proposed resolution(s) at 6th Annual General Meeting ('AGM') of the Company held at 'The Hall of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018 at 11.00 AM.

- 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 6th 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 September 12, 2016, commenced on Thursday, September 15, 2016 at 9.00 a.m. and ended on Sunday, September 18, 2016 at 5.00 p.m.
- The Chairman of the AGM had announced a Poll to facilitate voting by Equity Shareholders of the Company based on the shareholding of company as at the cut-off date of September 12, 2016 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 19, 2016, in the presence of Ms. Khushbu S Kotak (employee of Mrs. Mita Sanghavi) and Mr. Manohar Shirwadkar (Link Intime India Pvt. Ltd.) who are not in the employment with the Company.

They have signed below in confirmation of the votes being unblocked in their presence



(Ms. Khushbu S Kotak)



(Mr. Manohar Shirwadkar)

- 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 6th Annual General Meeting dated 13th May, 2016. 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 on 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 poll papers received from shareholders at the Annual General Meeting.

Based on report available on CDSL website, I hereby report that 57 Equity Shareholders holding in aggregate 19682524 Equity Shares casted votes on the resolutions proposed in the Notice of AGM by using remote E-voting facility.

- At the 6th AGM, after scrutinizing all Poll Papers relating to Votes cast by the Equity Shareholders present at the Meeting, I hereby report that 28 Equity Shareholders holding in aggregate 1902 Equity Shares casted votes on the resolutions proposed in the Notice of AGM at Poll. The Vote Casted by 1 Equity shareholder holding in aggregate 1000 Equity shares was regarded as invalid due to signature mismatch.

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



Item No. 1 – Ordinary Resolution

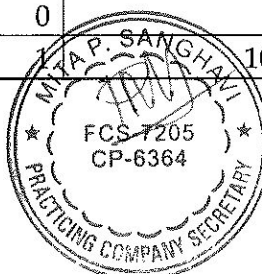
To adopt audited financial statements of the Company – on a standalone and consolidated basis for the financial year ended 31 March 2016

Particulars	Voted in Favour		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	56	196825522	100.00%
Physical	27	902	100.00%
Total-A	83	196826424	100.00%
Voted Against			
Electronic	1	2	0.00%
Physical	0	0	0.00%
Total-B	1	2	0.00%
Grand Total (A+B)	84	196826426	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical	1	1000	NA

Item No. 2 – Ordinary Resolution

To appoint a Director in place of Mr. Himanshu Mody (DIN 00686830), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Voted in Favour		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	54	196744922	100.00%
Physical	27	902	100.00%
Total-A	81	196745824	100.00%
Voted Against			
Electronic	2	102	0.00%
Physical	0	0	0.00%
Total-B	2	102	0.00%
Grand Total (A+B)	83	196745926	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical		1000	NA



Item No. 3 – Ordinary Resolution

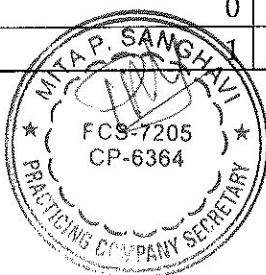
To re-appoint M/s. MGB & Co LLP, Chartered Accountants, Mumbai as the Statutory Auditors of the Company for financial year 2016-2017.

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	56	196825522	100.00%
Physical	27	902	100.00%
Total-A	83	196826424	100.00%
	Voted Against		
Electronic	1	2	0.00%
Physical	0	0	0.00%
Total-B	1	2	0.00%
Grand Total (A+B)	84	196826426	100.00%
	Abstained / Invalid		
Electronic	0	0	NA
Physical	1	1000	NA

SPECIAL BUSINESS**Item No. 4 – Ordinary Resolution**

To ratify the remuneration of M/s V. V. & Associates, Cost Auditors of the Company for the financial year 2016-2017.

Particulars	Voted in Favour		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	56	196825522	100.00%
Physical	27	902	100.00%
Total-A	83	196826424	100.00%
	Voted Against		
Electronic	1	2	0.00%
Physical	0	0	0.00%
Total-B	1	2	0.00%
Grand Total (A+B)	84	196826426	100.00%
	Abstained / Invalid		
Electronic	0	0	NA
Physical	1	1000	NA



Item No. 5 – Special Resolution

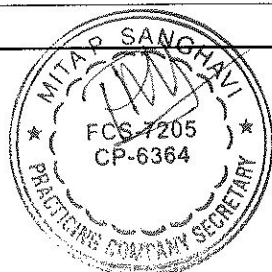
To re-appoint Dr. Sangeeta Pandit (DIN 06748608) as an Independent Director for second term on expiry of current term from December 01, 2016 to November 30, 2019.

Particulars	Voted in Favour		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	55	196825422	100.00%
Physical	27	902	100.00%
Total-A	82	196826324	100.00%
Voted Against			
Electronic	2	102	0.00%
Physical	0	0	0.00%
Total-B	2	102	0.00%
Grand Total (A+B)	84	196826426	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical	1	1000	NA

Item No. 6 – Special Resolution

To re-appoint Dr. Manish Agarwal (DIN 02069969), as an Independent Director for second term on expiry of current term from April 01, 2017 to March 31, 2020.

Particulars	Voted in Favour		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	52	196779464	100.00%
Physical	27	902	100.00%
Total-A	79	196780366	100.00%
Voted Against			
Electronic	4	1060	0.00%
Physical	0	0	0.00%
Total-B	4	1060	0.00%
Grand Total (A+B)	83	196781426	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical	1	1000	NA



Item No. 7 – Special Resolution

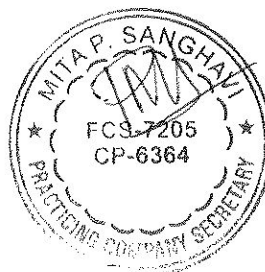
To re-appoint Mr. Surjit Banga (DIN 00001637), as an Independent Director for second term on expiry of current term from April 01, 2017 to March 31, 2020.

Particulars	Voted in Favour		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	53	196824464	100.00%
Physical	27	902	100.00%
Total-A	80	196825366	100.00%
Particulars	Voted Against		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	4	1060	0.00%
Physical	0	0	0.00%
Total-B	4	1060	0.00%
Grand Total (A+B)	84	196826426	100.00%
Particulars	Abstained / Invalid		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	0	0	NA
Physical	1	1000	NA

Item No. 8 – Special Resolution

To re-appoint Mr. Umesh Pradhan, Chief Financial Officer as Manager of the Company for a period of 3 (three) years with effect from April 1, 2016.

Particulars	Voted in Favour		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	55	196825422	100.00%
Physical	27	902	100.00%
Total-A	82	196826324	100.00%
Particulars	Voted Against		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	2	102	0.00%
Physical	0	0	0.00%
Total-B	2	102	0.00%
Grand Total (A+B)	84	196826426	100.00%
Particulars	Abstained / Invalid		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	0	0	NA
Physical	1	1000	NA



Item No. 9 – Special Resolution

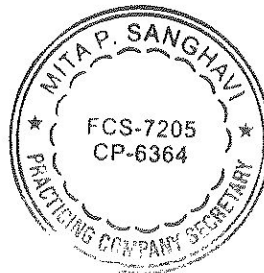
To maintain Register and index of securities holders and copies of Annual Returns together with copies of certificates and documents at the office of the Company's Registrar and Share Transfer Agents M/s Link Intime India Private Ltd., instead of the Registered Office of the Company."

Particulars	Voted in Favour		% of Total Votes Cast
	Number of Members	Number of Votes	
Electronic	56	196825522	100.00%
Physical	27	902	100.00%
Total-A	83	196826424	100.00%
Voted Against			
Electronic	1	2	0.00%
Physical	0	0	0.00%
Total-B	1	2	0.00%
Grand Total (A+B)	84	196826426	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical	1	1000	NA

All registers, relevant records and other incidental papers relating to electronic voting and physical voting by poll at 6th Annual General Meeting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 6TH Annual General Meeting and shall thereafter be handed over to the Company Secretary of the Company as authorized by the Board for safe keeping.


Mita Sanghavi
FCS-7205, CP-6364

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



Zee Learn Ltd

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, 2016 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	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	197292879	196563790	99.6305	196563790	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
	Total		196563790	99.6305	196563790	0	100.0000	0.0000
Public Institutions	E-Voting	100750893	1	0.0000	1	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
	Total		1	0.0000	1	0	100.0000	0.0000
Public Non Institutions	E-Voting	22559589	261733	1.1602	261731	2	99.9992	0.0008
	Poll		902	0.0040	902	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		262635	1.1642	262633	2	99.9992	0.0008
Total		320603361	196826426	61.3925	196826424	2	100.0000	0.0000



Zee Learn Ltd

Resolution Required : (Ordinary)			2 - Re-appointment of Mr. Himanshu Mody as a Director of the Company					
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	197292879	196563790	99.6305	196563790	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
	Total		196563790	99.6305	196563790	0	100.0000	0.0000
Public Institutions	E-Voting	100750893	1	0.0000	1	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
	Total		1	0.0000	1	0	100.0000	0.0000
Public Non Institutions	E-Voting	22559589	181233	0.8034	181131	102	99.9437	0.0563
	Poll		902	0.0040	902	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		182135	0.8074	182033	102	99.9440	0.0560
Total		320603361	196745926	61.3674	196745824	102	99.9999	0.0001



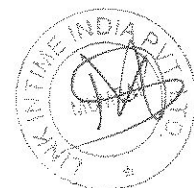
Zee Learn Ltd

Resolution Required : (Ordinary)			3 - Reappointment of M/s MGB & Co LLP.Chartered Accountants as Satutory Auditors.					
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	197292879	196563790	99.6305	196563790	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
	Total		196563790	99.6305	196563790	0	100.0000	0.0000
Public Institutions	E-Voting	100750893	1	0.0000	1	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
	Total		1	0.0000	1	0	100.0000	0.0000
Public Non Institutions	E-Voting	22559589	261733	1.1602	261731	2	99.9992	0.0008
	Poll		902	0.0040	902	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		262635	1.1642	262633	2	99.9992	0.0008
Total		320603361	196826426	61.3925	196826424	2	100.0000	0.0000



Zee Learn Ltd

Resolution Required : (Ordinary)			4 - Ratification of remuneration of M/s V.V. & Associates, Cost Auditors of the Company for the financial year 2016-17					
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	197292879	196563790	99.6305	196563790	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
	Total		196563790	99.6305	196563790	0	100.0000	0.0000
Public Institutions	E-Voting	100750893	1	0.0000	1	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
	Total		1	0.0000	1	0	100.0000	0.0000
Public Non Institutions	E-Voting	22559589	261733	1.1602	261731	2	99.9992	0.0008
	Poll		902	0.0040	902	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		262635	1.1642	262633	2	99.9992	0.0008
Total		320603361	196826426	61.3925	196826424	2	100.0000	0.0000



Zee Learn Ltd

Resolution Required : (Special)			5 - Re-appointment of Dr. Sangeeta Pandit as Independent Director for second term.					
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	197292879	196563790	99.6305	196563790	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
	Total		196563790	99.6305	196563790	0	100.0000	0.0000
Public Institutions	E-Voting	100750893	1	0.0000	1	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
	Total		1	0.0000	1	0	100.0000	0.0000
Public Non Institutions	E-Voting	22559589	261733	1.1602	261631	102	99.9610	0.0390
	Poll		902	0.0040	902	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		262635	1.1642	262533	102	99.9612	0.0388
Total		320603361	196826426	61.3925	196826324	102	99.9999	0.0001



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Resolution Required : (Special)			6 - Re-appointment of Dr. Manish Agarwal as Independent Director for second term.					
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	197292879	196563790	99.6305	196563790	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
	Total		196563790	99.6305	196563790	0	100.0000	0.0000
Public Institutions	E-Voting	100750893	1	0.0000	1	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
	Total		1	0.0000	1	0	100.0000	0.0000
Public Non Institutions	E-Voting	22559589	216733	0.9607	215673	1060	99.5109	0.4891
	Poll		902	0.0040	902	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		217635	0.9647	216575	1060	99.5129	0.4871
Total		320603361	196781426	61.3785	196780366	1060	99.9995	0.0005



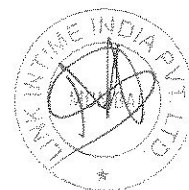
Zee Learn Ltd

Resolution Required : (Special)			7 - Re-appointment of Mr. Surjit Banga as Independent Director for second term.					
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	197292879	196563790	99.6305	196563790	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
	Total		196563790	99.6305	196563790	0	100.0000	0.0000
Public Institutions	E-Voting	100750893	1	0.0000	1	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
	Total		1	0.0000	1	0	100.0000	0.0000
Public Non Institutions	E-Voting	22559589	261733	1.1602	260673	1060	99.5950	0.4050
	Poll		902	0.0040	902	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		262635	1.1642	261575	1060	99.5964	0.4036
Total		320603361	196826426	61.3925	196825366	1060	99.9995	0.0005



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Resolution Required : (Special)			8 - Re-appointment of Mr. Umesh Pradhan as Manager of the Company for a period of 3 (three) years w.e.f. April 1, 2016					
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	197292879	196563790	99.6305	196563790	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
	Total		196563790	99.6305	196563790	0	100.0000	0.0000
Public Institutions	E-Voting	100750893	1	0.0000	1	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
	Total		1	0.0000	1	0	100.0000	0.0000
Public Non Institutions	E-Voting	22559589	261733	1.1602	261631	102	99.9610	0.0390
	Poll		902	0.0040	902	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		262635	1.1642	262533	102	99.9612	0.0388
Total		320603361	196826426	61.3925	196826324	102	99.9999	0.0001



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Resolution Required : (Special)			9 - Maintenance of register of members at the office of Registrar & Share Transfer Agent instead of Registered office of the Company					
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	197292879	196563790	99.6305	196563790	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
	Total		196563790	99.6305	196563790	0	100.0000	0.0000
Public Institutions	E-Voting	100750893	1	0.0000	1	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
	Total		1	0.0000	1	0	100.0000	0.0000
Public Non Institutions	E-Voting	22559589	261733	1.1602	261731	2	99.9992	0.0008
	Poll		902	0.0040	902	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		262635	1.1642	262633	2	99.9992	0.0008
Total		320603361	196826426	61.3925	196826424	2	100.0000	0.0000

