

Date: September 4, 2025

To,

BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

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: Notice of 15th Annual General Meeting of the Company for the financial year 2024-25 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, please find herewith enclosed, Notice along with Explanatory Statement of the **15th Annual General Meeting** of the Company, scheduled to be held on **Friday, September 26, 2025, at 03:00 p.m. (IST)** through Video Conferencing/Other Audio Visual Means (VC/OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). The said Notice forms part of the Annual Report 2024-25.

The AGM Notice is also available on the website of the Company at <https://zeecms.s3.ap-south-1.amazonaws.com/uploads/15th+AGM+Notice.pdf>.

You are requested to take the aforesaid information in your records.

Thanking you.

Yours faithfully,

For ZEE LEARN LIMITED

ANIL

RAMBHUPRA

SAD GUPTA

Digitally signed by
ANIL RAMBHUPRASAD
GUPTA
Date: 2025.09.04
17:50:03 +05'30'

ANIL GUPTA

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Encl: as above

ZEE LEARN LIMITED

CIN: L80301MH2010PLC198405

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

Email Id: investor_relations@zeelearn.com | Website: www.zeelearn.com

NOTICE

NOTICE is hereby given that the **Fifteenth** (15th) Annual General Meeting of the Members of **Zee Learn Limited** (CIN: L80301MH2010PLC198405) will be held on **Friday, September 26, 2025, at 3:00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following businesses:

ORDINARY BUSINESS:

- Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025.**

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.*

"RESOLVED THAT the Annual Audited Financial Statements of the Company both on Standalone and Consolidated basis for the financial year ended on March 31, 2025, including the Audited Balance Sheet as at March 31, 2025, the Statement of Profit & Loss and Cash Flow Statement for the year ended as on that date together with the Reports of the Board of Directors and Auditors thereon, be and is hereby adopted."

- To re-appoint Mr. Surender Singh (DIN: 08206770), as Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment.**

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.*

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Surender Singh (DIN: 08206770), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- To re-appoint Ford Rhodes Parks & Co LLP; Chartered Accountants (ICAI Firm Registration no. 102860W/W100089) as the Statutory Auditor of the Company and fix their remuneration.**

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.*

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies

(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089) be and is hereby re-appointed as Statutory Auditor of the Company for the second term of five (5) consecutive years from the conclusion of this 15th Annual General Meeting till the conclusion of the 20th Annual General Meeting to be held in the year 2030, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the said Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESS:

- Payment of Remuneration to M/s. Vaibhav P. Joshi; Cost Accountants (Firm Registration No. 101329), the Cost Auditors of the Company for the financial year 2025-26.**

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**.*

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the members hereby ratify and confirm the remuneration of ₹ 55,000/- (Rupees Fifty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Vaibhav P. Joshi, Cost Accountants (Firm Registration No. 101329) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2026 as recommended by the Audit Committee and approved by the Board of Directors."

5. To appoint M P Sanghavi & Associates LLP; Company Secretaries (Firm Registration No. L2020MH007000) as the Secretarial Auditors of the Company.

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**.*

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended read with applicable provisions of the Companies Act, 2013 along with rules thereunder, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company, M P Sanghavi & Associates LLP; Company Secretaries having Firm Registration No.: L2020MH007000, holding Peer Review Certificate No. 2972/2023, (‘Secretarial Auditor’) be and is hereby appointed as the Secretarial Auditor of the Company for a period of five (5) consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the financial year 2025-26 through the financial year 2029-30, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To approve payment of commission to Non-Executive Directors (including Independent Directors) of the Company.

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**.*

“RESOLVED THAT pursuant to Section 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force), Regulation 17(6)(a) and

all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the Non-Executive Directors (including Independent Directors) of the Company be paid remuneration by way of commission, up to 1% of net profits of the Company, computed in accordance with the provisions of Section 198 of the Act for a period of five years commencing from April 1, 2025, in addition to sitting fees for attending the meetings of Board and/or any Committee thereof and reimbursement of expenses for participation in the Board and other meetings, to be divided amongst the Non-Executive Directors in such manner and subject to such criteria as the Board of Directors of the Company may determine from time to time.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution”

7. To appoint Mr. Parag Agarawal (DIN: 10652558) as Independent Director of the Company.

*To consider and if thought fit, to pass, the following resolution as **Special Resolution**.*

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘Act’) read with Rules thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for time being in force), Mr. Parag Agarawal (DIN: 10652558), who was appointed as an Additional Director of the Company in the category of Independent Director by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee with effect from August 5, 2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the

Act proposing his candidature to the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of 5 (five) consecutive years up to August 4, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Date: August 12, 2025
Place: Mumbai

Registered Office:

Continental Building, 135,
Dr. Annie Besant Road,
Worli, Mumbai – 400 018
CIN: L80301MH2010PLC198405
E-mail: investor_relations@zeelearn.com

For and on behalf of the Board of Directors
ZEE LEARN LIMITED

Anil Gupta
Company Secretary

NOTES

Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment or extensions thereof for the time being in force) companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue.

1. The deemed venue for the 15th AGM will be the Registered Office of the Company – Zee Learn Limited, 135, Continental Building, Dr Annie Besant Rd, Worli, Mumbai, Maharashtra 400018. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, proxy form, attendance slip and route map are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC / OAVM, participate thereat, and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the General Circular Nos. 20/2020 dated May 05, 2020 and No. 02/2021 dated January 13, 2021, and the relevant circulars issued by SEBI, the Notice of this AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA. For the physical copy of Annual Report, the Members may send requests to the Company's dedicated investor email-id: investor_relations@zeelearn.com. The Notice of 15th Annual General Meeting and Annual Report for FY 2024-25 is also available on the Company's website - www.zeelearn.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com>.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
8. In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER: -

The remote e-voting period shall begin from **Tuesday, September 23, 2025, at 09:00 A.M (IST)** and end on **Thursday, September 25, 2025, at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, September 19, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being **Friday, September 19, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mita@mpsanghavi.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com or or Contact Ms. Veena Suvarna from NSDL at the designated email Ids: veenas@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor_relations@zeelearn.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor_relations@zeelearn.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual

shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH**VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at investor.relations@zeelearn.com or anil.gupta@zeelearn.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at investor.relations@zeelearn.com or anil.gupta@zeelearn.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

ANNEXURE TO NOTICE

EXPLANATION IN TERMS OF REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('LISTING REGULATIONS')

Item No. 3

Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089), is proposed to be appointed as Statutory Auditors of the Company at the 15th Annual General Meeting ("AGM") for a period of five years i.e. upto the conclusion of the 20th AGM of the Company. Ford Rhodes Parks & Co LLP, Chartered Accountants, have given consent for their re-appointment as Statutory Auditors of the Company and has also submitted certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the rules made thereunder. Ford Rhodes Parks & Co LLP have confirmed that they hold the Peer Review Certificate and are eligible for the proposed re-appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

As stated in their report on financial statements, the Auditors have reported their independence from the Company, Group and its associates, according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089), as the Statutory Auditors of the Company for the second term of five consecutive years, from the conclusion of this 15th AGM till the conclusion of the 20th AGM of the Company to be held in the year 2030.

Additional information about statutory Auditors pursuant to Regulation 36(5) of the listing Regulations are provided below:

Terms of re-appointment	Ford Rhodes Parks & Co LLP, Chartered Accountants, is proposed to be re-appointed for the second term of 5 (Five) consecutive years from the conclusion of this 15 th AGM till the conclusion of the 20 th AGM of the Company to be held in the year 2030.
Proposed Audit payable to Auditor	For the Financial Year 2025-26, it is proposed to pay Audit Fee of ₹ 27,00,000/- to Ford Rhodes Parks & Co LLP, upon confirmation of their re-appointment, with power of the Board to revise the audit fee, as may be mutually agreed between the Board of Directors of the Company and the Auditors, considering the size and nature of business operation of the Company.

Basis of recommendation and Auditor credentials

Ford Rhodes Parks & Co LLP (ICAI Firm Registration No. 102860W/W100089), is a Chartered Accountant firm incorporated in India in the year 1919 in association with Ford, Rhodes, Williams & Co., of United Kingdom (UK), that was succeeded by Robson Rhodes of UK and has been rendering Professional Services in India for more than 100 years. It's a mid-sized firm having offices across major cities of India. The Firm has been carrying out professional services, since its inception, relating to Audit, Taxation, Corporate and Allied Laws and Management Consultancy Services to Indian corporate houses and Multinational Corporations. The firm also holds the peer review certificate issued by ICAI.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out in Item No. 3 of the Notice.

Item No. 4

The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Vaibhav P. Joshi, Cost Accountants (Firm Registration No. 101329) to conduct the audit of the cost records of the Company relating to its Education Services for the financial year ending March 31, 2026 at a remuneration of ₹ 55,000/- (Rupees Fifty-Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2026.

The Board recommends the Ordinary Resolution as set out in Item No. 4 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this Ordinary Resolution set out in Item no. 4.

Item No. 5

As per the provisions of Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Company Secretary or firm of Company Secretary, in practice, holding valid Peer Review Certificate issued by the Institute of Company Secretaries of India. Regulation 24A of the SEBI Listing Regulations, as amended, further requires the Company to obtain the approval of its members for appointment or re-appointment of the Secretarial Auditors.

The Board of Directors of the Company ('Board') at its meeting held on May 15, 2025 had approved appointment of M P Sanghavi & Associates LLP, Company Secretaries, Firm Registration No.: L2020MH007000, holding Peer Review Certificate No. 2972/2023, ('Secretarial Auditor'), as the Secretarial Auditor of the Company for a term of five(5) consecutive years, commencing from financial year 2025-26 till financial year 2029-30, subject to approval of the Members. If appointed, M P Sanghavi & Associates LLP will carry out Secretarial Audit for financial years 2025-26 to 2029-30. M P Sanghavi & Associates LLP have submitted their eligibility certificate and consent to act as the Secretarial Auditor of the Company and have confirmed that their proposed appointment, if made, will be in accordance with the conditions prescribed under Regulation 24A (1A) of the SEBI Listing Regulations.

M P Sanghavi & Associates LLP is a Practicing Company Secretary firm with over more than 2 decades of presence in Corporate Law Compliance services. The Designated Partners of the LLP, Mrs. Mita Sanghavi & Mr. Pushpal Sanghavi have combined experience of over 4 decades in Corporate Law compliance. The Designated Partners assisted by an experienced team work together to serve Clients' need in Corporate Law Compliance domain. The firm has been Peer Reviewed by the Institute of Company Secretaries of India, ensuring the highest standards in professional practices.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel ('KMP') or their relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Item no. 6:

Shareholders of the Company had, vide resolution passed on December 30, 2020, approved payment of commission of up to 1% of the Net Profits of the Company to Non-Executive Director including Independent Directors for a period of five financial years commencing from April 01, 2025. The said commission was in addition to the sitting fees payable to the Directors for attending meetings of the Board of Directors of the Company or any Committee thereof. With the focus on Corporate Governance, the roles and responsibilities of Independent Directors have undergone significant changes, demanding greater involvement in the supervision of the Company. It is therefore considered

desirable that the compensation payable to the Non-Executive Directors including Independent Directors be reasonably adequate to attract independent professionals to guide the Company. It is therefore proposed that the Non-Executive Director and Independent Directors be paid commission up to 1% of the Net Profits of the Company for a period of five financial years commencing from April 01, 2025. The said commission was in addition to the sitting fees payable to the Directors for attending meetings of the Board of Directors of the Company or any Committee thereof. With the focus on Corporate Governance, the roles and responsibilities of Independent Directors have undergone significant changes, demanding greater involvement in the supervision of the Company. It is therefore considered desirable that the compensation payable to the Independent Directors be reasonably adequate to attract independent professionals to guide the Company. It is therefore proposed that the Non-Executive Director and Independent Directors be paid commission up to 1% of the Net Profits of the Company for a period of five financial years commencing from April 01, 2025.

Such commission would be in addition to the sitting fees for attending the meetings of the Board or any Committee thereof. In accordance with the provisions of Section 197 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of remuneration by way of commission to Non-Executive Director including Independent Directors of the Company, in addition to sitting fees, shall require approval of the Members.

Regulation 17(6) of the Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting.

In view of the above regulatory provisions, your Board recommends Ordinary Resolution as set out in Item No. 6 of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives, except the Non-Executive Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned in Item No. 6 of the Notice.

Item no. 7:

Based on the recommendation of the Nomination & Remuneration Committee of the Board and after reviewing confirmation of independence received, the Board of Directors of the Company at its meeting held on August 05, 2025, had appointed Mr. Parag Agarawal (Director Identification Number: 10652558), as an Additional Director, in the category of Independent Director, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years from the effective date of appointment. The said appointed will be effective from August 05, 2025, to August 04, 2030 (both dates inclusive), pursuant to the provisions of Section 149, 150 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act'),

subject to the approval of the members of the Company. In terms of Section 161(1) of the Act, Mr. Agarawal holds office as an Additional Director upto the date of ensuing General Meeting and is eligible to be appointed as a Director of the Company.

The Board had while approving appointment of Mr. Agarawal as Independent Director took on record a) consent from Mr. Agarawal, in writing, to act as Director, b) intimation in Form DIR- 8 to the effect that he is not disqualified to act as Director, c) confirmation that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, d) declaration that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') and e) confirmation with respect to the registration of his details with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Company has also received a Notice under Section 160 of the Act from a member proposing the candidature of Mr. Agarawal for the office of Independent Director of the Company.

Mr. Parag has no pecuniary transaction with the Company, its Directors, Promoters and Promoter group entities, except for receiving the Sitting fee for attending the Board meetings and Committee Meetings of the Company. The Board, while recommending the appointment has taken into consideration core competencies and skills that are required for an Independent Director in the context of the Company's business. In the opinion of the Board, Mr. Parag is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company, considering his extensive experience and exposure in the areas of marketing and product management across FMCG, Healthcare, Media and Education industries etc. He comes with leadership experience

and expertise across sales, business intelligence and Revenue Generation etc. His expertise/ competence comprises of Product Delivery, Technology Innovation Client engagement, Community & stakeholder engagement and Marketing & Communication will add significant value and strength to the Board. The Board opined that Mr. Agarawal fulfils the conditions specified under the Act and the Listing Regulations and also that he is independent of the management. The Board further opined that Mr. Agarawal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mr. Agarawal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, which affirmation has been taken on record by the Board.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the appointment of Mr. Agarawal as a Director of the Company is required to be placed before the Members of the Company at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier, for their approval.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as Annexure A.

Your Board recommends the Special resolution as set out at Item No. 7 for your approval. None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Parag Agarawal (whose appointment is proposed in the resolution) and his relatives to the extent of their shareholding, if any in the Company, are in any way concerned or interested in the resolution.

For and on behalf of the Board of Directors
ZEE LEARN LIMITED

Anil Gupta
Company Secretary

Date: August 12, 2025

Place: Mumbai

Registered Office:

Continental Building, 135,

Dr. Annie Besant Road,

Worli, Mumbai – 400 018

CIN: L80301MH2010PLC198405

E-mail: investor_relations@zeelearn.com

Annexure to the Notice

Details of Directors seeking appointment/re-appointment at the 15th AGM to be held on September 26, 2025.

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting]

The profile and specific areas of expertise of Mr. Surender Singh is provided as below:

Name of Director	Mr. Surender Singh
DIN	08206770
Age	70
Date of First Appointment on the Board	July 31, 2020
Qualification	BA (Hons) in Political Science & MA in History
Experience and Expertise	<p>Mr. Surender Singh is a retired IPS with experience in all matters pertaining to Security management including cyber security and forensic; risk analysis; data analysis; intelligence; security audit; protection of intellectual property and people/asset management.</p> <p>Apart from the education qualification mentioned above and after graduating from the National Police Academy, Hyderabad, Mr. Singh had attended many courses / development programs including inter alia Course of Indian Revenue Services – Income Tax, Basic Course at Civil Defence and Fire Service, Management Development Program at Indian Institute of Public Administration, Overseas Command Course at Wakefield, UK; Major Case Management Course at Washington DC under the aegis of Federal Bureau of Investigation (FBI) etc.</p> <p>Mr. Surender Singh had an illustrious career of over three decades in Indian Police Services (IPS), including inter alia as</p> <ul style="list-style-type: none"> • Head/ Joint Director/ Additional Director/ Special Director of Intelligence Bureau; • First Secretary (Consular) in the High Commission of India at Dhaka- Bangladesh; • Director General of CISF etc. <p>During his professional career, Mr. Singh was awarded India Police Medal for Meritorious Service (2001) and President's Police Medal for Distinguished Service (2007).</p>
Directorships held in other companies in India	9
*Directorships held in other Listed entities	2
#Chairman / Member of Committee of the Board of other companies in which they are Director	2
Shareholding in the Company	Nil
Pecuniary relationship with company etc.	Mr. Singh has no pecuniary relationship with the Company except receiving the sitting fee for attending Board/Committee meetings and Commission.
Name of listed entities from which person has resigned in last three years	Nil
Inter-se Relationship between Directors / Managers / Key Managerial Personnel	Not related to any Directors / Managers / Key Managerial Personnel of the Company.
Terms and Conditions of Appointment/ Re-appointment	Mr. Singh is entitled to sitting fees for attending the meetings of the Board and Committees and Commission, as approved by the Members of the Company
Remuneration Last Drawn	Refer Corporate Governance Report
Number of Board Meeting attended during the financial year 2024-25	Refer Corporate Governance Report

* Directorships in Other Companies does not include alternate directorships, directorship in foreign bodies corporate.

Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies except Foreign Companies, Private Companies, companies registered under section 8 of the Act.

The profile and specific areas of expertise of Mr. Parag Agarawal are provided below:

Name of Director	Mr. Parag Agarawal
DIN	10652558
Age	48
Qualification	B.Tech. in Electronics and Communications from IIT BHU, a PGDM from IIM Ahmedabad, with an MBA exchange stint at the Australian Graduate School of Management
Experience and Expertise	Mr. Parag Agarawal is a seasoned business leader with over 22 years of experience across five diverse industries i.e. E-commerce, Media, FMCG, Healthcare, and Education. Mr. Agarawal started his career from Heinz India Pvt. Ltd. He acted as Head of New Revenue Generation and Business Intelligence of HT Media Group for a period of 9 years. Afterwards he held Revenue Management, Branch Operations and customer service for the education giant, Aakash Education Services Ltd. He also oversaw client servicing and product marketing contributing to exponential growth of IndiaMART InterMESH Ltd. and Led hospital chain expansion of Shalby Ltd. Currently, he is the Founder and Partner at Unconsult, focusing on business process mapping, change management, and business growth strategies. Mr. Agarawal is a business leader having a track record of driving business growth and profitability and has set up and grown multiple ventures, achieving multifold growth through market expansion, new product development, and strategic marketing. Mr. Agarawal has redefined business processes and improved productivity through data analytics, including AI-ML models, to enhance sales cycles and also played significant roles in acquisitions and IPOs.
Experience and expertise in specified functional area	As mentioned in Item No. 7 of this notice
Directorships held in other companies in India	Nil
Directorships held in other Listed entities	Nil
Chairman/ Member of Committee of the Board of other companies in which they are director	Nil
Shareholding in Zee Learn Limited	Nil
Pecuniary relationship with company etc.	Nil
Listed Entities from which the Director has resigned in the past three years	Dish TV India Limited
Inter-se Relationship between Directors / Managers / Key Managerial Personnel	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company
Terms and Conditions of Appointment/ Reappointment and Remuneration along with details of remuneration sought to be paid	As mentioned in Item No. 7 of this notice. Mr. Agarawal is only receiving Sitting fee for attending meeting of the Board / Committee.
Remuneration Last Drawn	Refer Corporate Governance Report
Number of Board Meetings Attended during the Financial Year 2024-25	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board has identified – ‘Strategy and strategic planning’, ‘Policy development’, ‘Risk and Compliance oversight’, ‘Executive management’ and ‘Commercial Experience’ skill sets required for the role, all of which are met by Mr. Parag Agarawal. Mr. Agarawal's strong academic background and rich professional experience provide him with a unique perspective and approach to his work.