

May 29, 2026

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: Intimation of Postal Ballot Notice pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Postal Ballot Notice dated May 22, 2026 alongwith the Explanatory Statement, seeking approval of the Members of Zee Learn Limited on the following item of Special Business:

Sr. No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Appointment of Ms. Nanette D'sa (DIN: 05261531) as Director of the Company liable to retire by rotation.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/Depositories as on the cut-off date i.e. Friday, May 22, 2026.

The Notice is also available on the website of the Company: [www.zeelearn.com](http://www.zeelearn.com), the relevant section of the website of BSE Limited ("BSE"): [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("NSE"): [www.nseindia.com](http://www.nseindia.com) on which the Equity Shares of the Company are listed and on the website of National Securities Depository Limited (NSDL): [www.evoting.nsdl.com](http://www.evoting.nsdl.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

**Zee Learn Limited**

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

Phone no.: +91 22 7154 1895 | [investor\\_relations@zeelearn.com](mailto:investor_relations@zeelearn.com) | [zeelearn.com](http://zeelearn.com) | CIN: L80301MH2010PLC198405



## ZEE LEARN LIMITED

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

Email id: [investor\\_relations@zeelearn.com](mailto:investor_relations@zeelearn.com) CIN: L80301MH2010PLC198405

Website: [www.zeelearn.com](http://www.zeelearn.com)

# POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended]

[In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice]

Voting Starts On	Voting Ends On
Saturday, May 30, 2026, at 9:00 a.m. (IST)	Sunday, June 28, 2026, at 5:00 p.m. (IST)

To,  
The Members of Zee Learn Limited,  
(CIN: L80301MH2010PLC198405)

**NOTICE** is hereby given that the resolutions set out below are proposed for approval by the Members of Zee Learn Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to applicable provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Companies Act" or "the Act"), read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), including any statutory modification(s), amendment(s) or reenactment(s) thereof for the time being in force, read with the Circulars issued from time to time by the Ministry of Corporate Affairs ("MCA"), including the General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") and the Circulars issued from time to time by the Securities and Exchange Board of India.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, Explanatory statement pertaining to the said Resolution(s) setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

The Company is sending this Notice in electronic form to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ('RTA') / Depositories and Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at [lawoo.keluskar@in.mpms.mufg.com](mailto:lawoo.keluskar@in.mpms.mufg.com) with a copy to [investor\\_relations@zeelearn.com](mailto:investor_relations@zeelearn.com) by providing Folio No., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar card) for registering email address. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. Copy of the Notice will be uploaded on the website of the Company [www.zeelearn.com](http://www.zeelearn.com) and also on website of Stock Exchanges where Company's Equity Shares are Listed.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

The Board of Directors has appointed CS. Mita Sanghavi (FCS No.: 7205/ CP No: 6364), Designated Partner of M P Sanghavi & Associates LLP, Company Secretaries (FRN: L2020MH00700) as the Scrutinizer for conducting the remote e-voting process in a fair and transparent



manner and providing report on votes cast. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting.

Upon completion of e-voting, the Scrutinizer will submit her report to the Whole Time Director & Chief Executive Officer of the Company. The result of voting would be announced by the Whole Time Director & Chief Executive Officer or the Chief Financial Officer or Company Secretary of the Company, on or before Tuesday, June 30, 2026. The result would be intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website viz. [www.zeelearn.com](http://www.zeelearn.com).

## **SPECIAL BUSINESS**

### **Resolution No. 1: Appointment of Ms. Nanette D'sa (DIN: 05261531) as Director of the Company liable to retire by rotation.**

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

**"RESOLVED THAT** pursuant to Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Ms. Nanette D'sa (DIN: 05261531), who was appointed as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company by the Board of Directors with effect from April 2, 2026 under Section 161(1) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a Member, proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Directors and / or Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By Order of the Board of Directors  
For Zee Learn Limited**

**Anil Gupta  
Company Secretary & Compliance Officer**

Place: Mumbai

Date: May 22, 2026

#### **Registered Office:**

Continental Building, 135,

Dr. Annie Besant Road,

Worli, Mumbai – 400 018

CIN: L80301MH2010PLC198405

Website: [www.zeelearn.com](http://www.zeelearn.com)

E-mail: [investor\\_relations@zeelearn.com](mailto:investor_relations@zeelearn.com)

**Notes:**

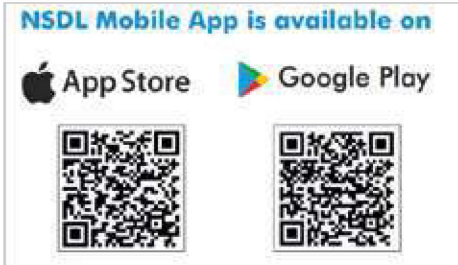


1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. 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.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 22, 2026, i.e. the cut-off will be considered eligible for the purpose of voting. A person who is not a Member as on Friday, May 22, 2026, i.e. the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 12 of this Notice.
5. The E-voting shall commence from Saturday, May 30, 2026, at 9:00 a.m. (IST) and shall end on Sunday, June 28, 2026, at 5:00 p.m. (inclusive of both the days). The e-voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors has appointed CS Mita Sanghavi, Designated Partner of M P Sanghavi & Associates LLP, Company Secretaries as the Scrutinizer, for conducting the E-voting process in a fair and transparent manner and reporting on votes cast.
7. The result of e-voting along with the Scrutinizer's Report shall be placed on the Company's website [www.zeelearn.com](http://www.zeelearn.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
8. E-voting shall not be exercised by a proxy.
9. The Scrutinizer's decision on the validity of e-voting will be final.
10. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Sunday, June 28, 2026. Further, Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
11. Members may download the Notice from the Company's website at [www.zeelearn.com](http://www.zeelearn.com) or from NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice will also be available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
12. The procedure and instructions for e-voting are as follows:

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="450 1106 909 1370" style="text-align: center;">  <p>NSDL Mobile App is available on   App Store     Google Play</p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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 138523 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your ‘initial password’?
    - (i) 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’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) 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](http://www.evoting.nsdl.com).

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. 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.
2. 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 General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [mita@mpsanghavi.com](mailto:mita@mpsanghavi.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Contact Ms. Apeksha Gojamgunde from NSDL at the designated email Ids: [Apeksha.Gojamgunde@nsdl.com](mailto:Apeksha.Gojamgunde@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](mailto: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](mailto: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 for Individual Shareholders holding securities in demat mode.
3. Alternatively, shareholder/Members may send a request to [evoting@nsdl.com](mailto: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.



## EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The following explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice:

### Resolution No. 1:

Ms. Nanette D'sa was initially appointed as an Independent Director of the Company for a term of three (3) consecutive years with effect from March 31, 2020 to March 30, 2023 and thereafter based on the recommendations of the Nomination and Remuneration Committee (NRC) and Board of Directors, given her background, experience and contribution, the Shareholders of the Company at the Annual General Meeting held on September 27, 2022 had re-appointed her for a second term of three (3) consecutive years with effect from March 30, 2023 to March 30, 2026. Accordingly, her tenure as an Independent Director concluded on March 30, 2026, upon completion of two (2) consecutive terms.

During her tenure, Ms. Nanette D'sa served the Company with distinction and integrity, bringing valuable experience, independent judgment, and strategic insight aligned with the Company's objectives as an education-focused organization. As a member of various Board Committees, she provided constructive guidance and thoughtful oversight, contributing effectively to informed decision-making, policy formulation, and the strengthening of governance practices in support of the Company's educational mission.

Considering her experience, expertise, leadership qualities, effective participation in Board and Committee meetings, and contribution to Company's growth and based on the outcome of performance evaluation, NRC, by resolution passed through circulation on April 2, 2026, had recommended her appointment on the Board as a Non-Executive Non-Independent Director.

The Board of Directors, after considering her consent to act as Director and confirmation of her eligibility to be appointed as a Director of the Company, had by resolution passed through circulation on April 2, 2026, approved appointment of Ms. Nanette D'sa as an Additional Director in the category of Non-Executive Non-Independent Director, liable to retire by rotation, subject to the approval of the Shareholders of the Company. The Company has received requisite proposal from a Shareholder proposing candidature of Ms. Nanette D'sa as Director of the Company.

Pursuant to Regulation 17 of the Listing Regulations effective from January 1, 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, Shareholders approval is sought for appointment of Ms. Nanette D'sa, as a Director on the Board of the Company pursuant to the provisions of Sections 149, 152, 161(1), Schedule IV of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 by passing Ordinary resolution as proposed in this notice by way of Postal Ballot. The Board is of the opinion that her deep understanding of the business and proven leadership will provide significant strategic value to the Company in its future journey.

The Company confirms that the proposed appointment is in accordance with the applicable provisions of the Companies Act, 2013, and other relevant laws and regulatory requirements. She shall be entitled to sitting fees for attending meetings of the Board / Board Committee, Profit related Commission, reimbursement of travel and conveyance expenses incurred for attending such meetings.

The information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Ms. Nanette D'sa is provided in Annexure A to this Notice. The Board of Directors recommends the Ordinary Resolution set out in Item No. 1 of this Postal Ballot Notice for approval by the Members.



None of the other Directors and / or Key Managerial Personnel of the Company or their relatives except Ms. Nanette D'sa (whose appointment is proposed in this resolution) are, in any way, concerned or interested, financially or otherwise in the Ordinary resolution as set out in Item No. 1 of this Postal Ballot Notice.

**By Order of the Board of Directors  
For Zee Learn Limited**

**Anil Gupta  
Company Secretary & Compliance Officer**

Place: Mumbai

Date: May 22, 2026

**Registered Office:**

Continental Building, 135,

Dr. Annie Besant Road,

Worli, Mumbai – 400 018

CIN: L80301MH2010PLC198405

Website: [www.zeelearn.com](http://www.zeelearn.com)

E-mail: [investor\\_relations@zeelearn.com](mailto:investor_relations@zeelearn.com)

## ANNEXURE A

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

Details of Directors seeking appointment through Postal Ballot Notice dated May 22, 2026.

The profile and specific areas of expertise of Ms. Nanette D'sa is provided as below:

Name of Director	Ms. Nanette D'sa
DIN	05261531
Date of First Appointment on the Board	Appointed initially as Independent Director for 3 consecutive years with effect from March 31, 2020. Shareholders approved re-appointment for second term for a further period of 3 consecutive years till March 30, 2026. The Current appointment as Non-Executive, Non-Independent Director is with effect from April 2, 2026.
Qualification	MBA, International EDP Certification
Experience and Expertise	Ms. Nanette D'sa has approximately three decades of rich experience in Academics, Business, Marketing, Branding, Franchising and Licensing with leadership roles in organizations she has worked with including the Education sector. She has done her EDP from Northwestern University, USA and has a master's in marketing management from NMIMS. She has been recognized as an Achiever for marketing, licensing and franchising with several awards and has been associated with international brands like Disney, Mattel, Star TV and leading Indian brands, Pre-schools with Brainworks (a Kangaroo Kids associated company) and Sanjeev Kapoor Restaurants.
Directorships held in other companies in India	<ol style="list-style-type: none"> <li>a. MT Educare Limited</li> <li>b. Vikram Kamats Hospitality Limited</li> <li>c. Vitizen Hotels Limited</li> </ol>
*Directorships held in other Listed Entities	<ol style="list-style-type: none"> <li>a. MT Educare Limited</li> <li>b. Vikram Kamats Hospitality Limited</li> </ol>
#Chairman/Member of Committee of the Board of other companies in which they are Director	Vikram Kamats Hospitality Limited <ul style="list-style-type: none"> <li>• Audit Committee - Chairperson</li> <li>• Stakeholder Relationship Committee - Member</li> <li>• MT Educare Limited</li> <li>• Audit Committee - Member</li> <li>• Stakeholder Relationship Committee - Member</li> </ul>
Shareholding in the Company	Nil
Pecuniary relationship with company etc.	Ms. Nanette D'sa 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	Ms. Nanette D'sa 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	₹5,40,000 (towards commission based on profits and sitting fees as Independent Director)
Number of Board Meeting attended	FY 2025-26: 9 out of 10 meetings entitled to attend.

\* 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.