



Familiarisation Program for Independent Directors

1. PREAMBLE

Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that the Zee Learn Limited ('Company') shall familiarize the independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programs.

The Board adopted this amended and updated this program at its meeting held on November 7, 2023, in supersession of the previous program.

Reference to statutory provisions or regulations shall be construed as meaning and including references to any amendment or re-enactment and any amendments to any statutory provisions or regulations or clarifications applicable to this program shall automatically be deemed to be included in this program, without any further amendment of this program by the Board or relevant committee of the Board.

2. DEFINITIONS OVERVIEW OF FAMILIARISATION PROCESS

The appointment letter is issued to the Independent Directors which inter alia states the roles, responsibilities and the fiduciary duties and the accompanying liabilities that come with the appointment as a Director of the Company.

- a. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs/ presentations to familiarize the existing Directors as well as new directors with the strategy, operations and functions of the Company;
- b. Such programs/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;
- c. The programs/presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
- d. The Company may conduct an introductory familiarization program/ presentation, when a new Independent Director comes on the Board of the Company.

3. PROGRAMME AND DISCLOSURE

- a. Familiarization programme will be conducted "as needed" basis during the year.
- b. As and when familiarization program is conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Report.

4. ADMINISTRATION

The familiarization program for Independent Directors will be administered and monitored by Nomination and Remuneration Committee.

5. REVIEW OF THE PROGRAM

The Board will review this program and make revisions as and when required.