



1. Name of the Listed Entity: Zee Learn Limited
2. Quarter Ending: III Quarter (October to December 2015)

I. Composition of Board of Directors								
Title (Mr./Ms./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Himanshu Mody	PAN: AFNPM1658J DIN: 00686830	Chairperson - Non-Executive	04.01.2010		1	2	Nil
Mr.	Ajey Kumar	PAN: APKPK4968A DIN: 02278096	Executive Director	28.10.2015		1	Nil	Nil
Mr.	Surjit Banga	PAN: AAGPB0776N DIN: 00001637	Independent Director	01.04.2014	3 years	3	6	4
Mr.	Manish Agarwal	PAN: ABXPA0676J DIN: 02069969	Independent Director	01.04.2014	3 years	1	Nil	Nil
Mrs.	Sangeeta Pandit	PAN: AABPP2839F DIN: 06748608	Independent Director	01.12.2013	3 years	2	1	Nil
II. Composition of Committees								
Name of Committee			Name of Committee members		Category (Chairperson/Executive/Non-Executive/independent/Nominee)			
1. Audit Committee			Mr. Surjit Banga Mrs. Sangeeta Pandit Mr. Himanshu Mody		Independent Director, Chairperson Independent Director Non-Executive Director			
2. Nomination & Remuneration Committee			Mr. Manish Agarwal Mr. Surjit Banga Mr. Himanshu Mody		Independent Director, Chairperson Independent Director Non-Executive Director			
3. Risk Management Committee (if applicable)			Not applicable					
4. Stakeholders Relationship Committee			Mr. Surjit Banga Mr. Himanshu Mody		Independent Director, Chairperson Non-Executive Director			
III. Meeting of Board of Directors								
Date(s) of Meeting (if any) in the previous quarter			Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive (in number of days)			
30.07.2015			28.10.2015 04.12.2015 23.12.2015		89			
IV. Meeting of Committee								
Date(s) of meeting of the committee in the relevant quarter		Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter		Maximum gap between any two consecutive meetings in number of days			
Audit Committee - 28.10.2015 23.12.2015		Yes	Audit Committee - 30.07.2015		89			



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: No Comments</p>	
  Hemangi Patil Company Secretary	