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General information about company

Scrip code	533287
NSE Symbol	ZEELEARN
MSEI Symbol	
ISIN	INE565L01011
Name of the entity	ZEE LEARN LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Enter the quarter
ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Add Notes																		
Whether the listed entity has a Regular Chairperson				Yes																
Whether Chairperson is related to MD or CEO				No																
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of the appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Add		Delete																		
1	Mr	Himanshu Mody	AFTPK1658I	00586830	Non-Executive - Non Independent Director	Chairperson		28-12-1977	NA		04-01-2010				2	0	3	1		
2	Mr	Ajay Kumar	AFTPK4988A	02778096	Executive Director	Not Applicable	MD	09-10-1971	NA		28-10-2015				1	0	0	0		
3	Mr	Manish Agarwal	ABXPA0676J	02069960	Non-Executive - Independent Director	Not Applicable		26-04-1966	Yes	09-09-2016	01-04-2017			69	2	2	2	0		
4	Mrs	Sangeeta Pandit	AJAPP2839F	06748608	Non-Executive - Independent Director	Not Applicable		29-10-1958	Yes	09-09-2016	01-12-2016		01-10-2019	0	0	0	0	0		
5	Mrs	Nandita Agarwal Parkar	AJNPP5986P	00185131	Non-Executive - Independent Director	Not Applicable		11-07-1965	NA		15-01-2018			24	1	1	1	0		
6	Mr	Roshan Lal Kamboj	AJTPK7803M	03070666	Non-Executive - Independent Director	Not Applicable		25-12-1960	NA		17-05-2019			8	2	2	0	1		
7	Mr	Dattatraya Ramchandra Kelkar	ABEPC3277E	00118037	Non-Executive - Independent Director	Not Applicable		06-10-1953	NA		10-12-2019			0	2	2	0	0		

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto December 31, 2019.
3. Date of Cessation must be for the current quarter only, i.e. October 1 2019 to December 31 2019.

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06748608	Sangeeta Pandit	Non-Executive - Independent Director	Chairperson	29-05-2014	01-10-2019	156
2	02069969	Manish Agarwal	Non-Executive - Independent Director	Member	29-04-2016		
3	00686830	Himanshu Mody	Non-Executive - Non Independent Director	Member	21-10-2014		
4	01076066	Roshan Lal Kamboj	Non-Executive - Independent Director	Chairperson	03-10-2019		157
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02069969	Manish Agarwal	Non-Executive - Independent Director	Chairperson	01-09-2010		
2	06748608	Sangeeta Pandit	Non-Executive - Independent Director	Member	15-01-2018	01-10-2019	158
3	00686830	Himanshu Mody	Non-Executive - Non Independent Director	Member	01-09-2010		
4	01076066	Roshan Lal Kamboj	Non-Executive - Independent Director	Member	03-10-2019		159
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06748608	Sangeeta Pandit	Non-Executive - Independent Director	Chairperson	15-01-2018	01-10-2019	160
2	00686830	Himanshu Mody	Non-Executive - Non Independent Director	Member	01-09-2010		

3	00189131	Nandita Agarwal Parker	Non-Executive - Independent Director	Member	18-01-2019		
4	01076066	Roshan Lal Kamboj	Non-Executive - Independent Director	Chairperson	03-10-2019		161
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02069969	Manish Agarwal	Non-Executive - Independent Director	Chairperson	15-01-2018		
2	06748608	Sangeeta Pandit	Non-Executive - Independent Director	Member	30-07-2015	01-10-2019	162
3	00686830	Himanshu Mody	Non-Executive - Non Independent Director	Member	30-07-2015		
4	01076066	Roshan Lal Kamboj	Non-Executive - Independent Director	Member	03-10-2019		163
5							
6							
7							
8							
9							
10							

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
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9						
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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	Add	Delete				
1	14-08-2019			Yes	6	4
2	14-11-2019	91		Yes	5	3

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* to be filled in only for the current quarter meetings

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Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	14-08-2019				Yes	3	2
2	Audit Committee	14-11-2019	91			Yes	3	2

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* to be filled in only for the current quarter meetings

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V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Sr	Subject	Compliance status
1	Name of signatory	Bhautesh Shah
2	Designation	Company Secretary

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Signatory Details

Name of signatory	Bhautesh Shah
Designation of person	Company Secretary
Place	Mumbai
Date	14-01-2020

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Notes on CG:

@ Dr. Manish Agarwal was appointed as an Independent Director for a tenure of 3 years i.e first term w.e.f. 1st April, 2014. His first term expired on 31.3.2017. Accordingly, the shareholders at the 6th Annual General meeting of the Company held on 19.09.2016 appointed him for a second term w.e.f 1st April, 2017 for a period of 3 years. Accordingly, his total tenure is 5.9 years.

Dr. Sangeeta Pandit ceased to be and an Independent Director of the Company during the quarter ended December 31, 2019. Dr Sangeeta Pandit resigned w.e.f. the close of business hours of October 1, 2019.

^^ Mrs. Nandita Agarwal Parker was appointed as a Non-Executive Independent Director for a tenure of 3 years i.e first term w.e.f. 15th January 2018 and approved by the shareholders vide Postal Ballot result on July 5, 2018. Accordingly, her total tenure is 2 years.

~Mr. Roshan Lal Kamboj was appointed as a Non-Executive Independent Director w.e.f. 17th May 2019 for a tenure of 3 years i.e first term w.e.f 17th May, 2019 which was approved by the shareholders at the Annual General Meeting of the Company held on September 26, 2019. Accordingly, his total tenure is 0.8 years.

\$ Mr. Dattatraya Ramchandra Kelkar was appointed as a Additional Director in the category of Non-Executive Independent Director for a tenure of 3 years i.e first term w.e.f. December 30, 2019 and shall hold office upto the date of ensuing Annual general meeting. His Appointment as an Independent Director is subject to the approval of shareholders at the ensuing Annual General meeting. Accordingly, his total tenure is 2 days.

Material Related Party Transaction:

1. Disclosure of Notes of Material transaction with related party:

1. The investments outstanding as on December 31, 2019 by the Company into Digital Ventures Private Limited, its' Wholly Owned Subsidiary [WOS] amounts to Rs.113.24 crores which were subscribed as Compulsorily Convertible Debentures (CCDs). Further, the total outstanding Inter Corporate Deposits (ICD) as on December 31, 2019 is Rs. 115.31 crores. Such investments together with other transactions with the said subsidiary will be a material related party transaction(s) with the said WOS whose accounts are consolidated with the Company and exempted from the approval requirements under the Listing Regulations.
2. The Board at its meeting held on May 7, 2018 based on the recommendation of the Audit Committee approved the transaction pertaining to issue of Corporate Guarantee to Taleem Research Foundation, a trust and a related party as per the Indian Accounting Standard, subject to the approval of Shareholders at the ensuing Annual General Meeting of the Company. Taleem Research Foundation had taken a term loan from YES Bank Limited towards payment of security deposit to the extent of Rs.160,00,00,000 (Rupees One hundred sixty crores) towards usage of Brand name "Mount Litera School International" belonging to the Company and security deposit of Rs. 150,00,00,000 (Rupees one hundred fifty crores) to the subsidiary of the Company i.e Digital Ventures Pvt. Ltd. for the operation and management of the Mount Litera School International at BKC, Mumbai. As per the one of the conditions of the term loan extended to Taleem Research Foundation, a Corporate Guarantee was required to be given by the Company to Yes Bank Ltd. for the term loan facility extended to Taleem Research Foundation aggregating to Rs. 310,00,00,000 (Rupees Three hundred ten crores). Since the aggregate value exceeded materiality threshold prescribed in Listing Regulation 23 of

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of the shareholders was sought. The shareholders at the Annual General Meeting of the Company held on September 24, 2018 approved the material related party transaction between the Company and Taleem Research Foundation.