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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	Yearly
Date of Report	31-03-2020
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				No																
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	AFTPM1658I	00586830	Non-Executive - Non Independent Director	Chairperson		28-12-1977	NA		04-01-2010		07-01-2020		0	0	0	0		
2	Mr	Ajay Kumar	AFPK6988A	02778096	Executive Director	Not Applicable	MD	09-10-1971	NA		28-10-2015				1	0	0	0		
3	Mr	Manish Agarwal	ABXPA0676J	02069969	Non-Executive - Independent Director	Not Applicable		26-04-1966	Yes	09-09-2016	01-04-2017			72	2	2	2	0		
4	Mrs	Nandita Agarwal Parker	ANVPP836P	00189131	Non-Executive - Independent Director	Not Applicable		31-07-1965	NA		15-01-2018			27	1	1	1	0		
5	Mr	Bohan Lal Kamboj	AOTPK7803M	01076266	Non-Executive - Independent Director	Not Applicable		25-12-1960	NA		17-05-2019			11	2	2	0	4		
6	Mr	Dattatraya Ramchandra Kulkar	ABEPLK3277E	00118037	Non-Executive - Independent Director	Not Applicable		06-10-1953	NA		30-12-2019			3	2	2	4	0		
7	Mrs	Nanette D'sa	AACP09495N	05241531	Non-Executive - Independent Director	Not Applicable		22-12-1955	NA		11-01-2020			0	1	1	4	1		

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	01076066	Roshan Lal Kamboj	Non-Executive - Independent Director	Chairperson	03-10-2019		
2	00686830	Himanshu Mody	Non-Executive - Non Independent Director	Member	21-10-2014	07-01-2020	
3	00118037	Dattatraya Ramchandra Kelkar	Non-Executive - Independent Director	Member	28-01-2020		
4	05261531	Nanette D'sa	Non-Executive - Independent Director	Member	31-03-2020		
5	02069969	Manish Agarwal	Non-Executive - Independent Director	Member	29-04-2016		
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	00686830	Himanshu Mody	Non-Executive - Non Independent Director	Member	01-09-2010	07-01-2020	
3	01076066	Roshan Lal Kamboj	Non-Executive - Independent Director	Member	03-10-2019		
4	00118037	Dattatraya Ramchandra Kelkar	Non-Executive - Independent Director	Member	28-01-2020		
5	05261531	Nanette D'sa	Non-Executive - Independent Director	Member	31-03-2020		
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	01076066	Roshan Lal Kamboj	Non-Executive - Independent Director	Chairperson	03-10-2019		
2	00686830	Himanshu Mody	Non-Executive - Non Independent Director	Member	01-09-2010	07-01-2020	

3	00118037	Dattatraya Ramchandra Kelkar	Non-Executive - Independent Director	Member	28-01-2020		
4	05261531	Nanette D'sa	Non-Executive - Independent Director	Member	31-03-2020		
5	00189131	Nandita Agarwal Parker	Non-Executive - Independent Director	Member	18-01-2019		
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	00686830	Himanshu Mody	Non-Executive - Non Independent Director	Member	30-07-2015	07-01-2020	
3	01076066	Roshan Lal Kamboj	Non-Executive - Independent Director	Member	03-10-2019		
4	00118037	Dattatraya Ramchandra Kelkar	Non-Executive - Independent Director	Member	28-01-2020		
5	05261531	Nanette D'sa	Non-Executive - Independent Director	Member	31-03-2020		
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						
6						
7						
8						
9						
10						

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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	14-11-2019			Yes	5	3
2	12-02-2020	89		Yes	5	4

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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	14-11-2019				Yes	3	2
2	Audit Committee	12-02-2020	89			Yes	3	3

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* to be filled in only for the current quarter meetings

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Annexure 1

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	NA	
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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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.zeelearn.com
2	Terms and conditions of appointment of independent directors	Yes		www.zeelearn.com
3	Composition of various committees of board of directors	Yes		www.zeelearn.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.zeelearn.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.zeelearn.com
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.zeelearn.com
8	Policy for determining 'material' subsidiaries	Yes		www.zeelearn.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.zeelearn.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.zeelearn.com
11	email address for grievance redressal and other relevant details	Yes		www.zeelearn.com
12	Financial results	Yes		www.zeelearn.com
13	Shareholding pattern	Yes		www.zeelearn.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.zeelearn.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.zeelearn.com
18	Credit rating or revision in credit rating obtained	Yes		www.zeelearn.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.zeelearn.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.zeelearn.com
21	Materiality Policy as per Regulation 30	Yes		www.zeelearn.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.zeelearn.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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Annexure 1

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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Annexure 1

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

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Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	

37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

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Annexure II		
1	Name of signatory	Bhautesh Shah
2	Designation	Company Secretary and Compliance Officer

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Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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Annexure II

1	Name of signatory	Bhautesh Shah
2	Designation	Company Secretary and Compliance Officer

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Signatory Details

Name of signatory	Bhautesh Shah
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	08-05-2020

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Notes on CG:

+ Mr. Himanshu Mody ceased to be the Chairman and Non-Executive Director of the Company during the quarter ended March 31, 2020. Mr. Himanshu Mody resigned w.e.f. the close of business hours of January 7, 2020.

@ 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 6 years.

^^ 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 2.3 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 0.11 years.

\$ Mr. Dattatraya Ramchandra Kelkar was appointed as an 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 0.3 years.

#Ms. Nanette D'sa was appointed as an Additional Director in the category of Non-Executive Independent Director for a tenure of 3 years i.e first term w.e.f. March 31, 2020 and shall hold office upto the date of ensuing Annual general meeting. Her Appointment as an Independent Director is subject to the approval of shareholders at the ensuing Annual General meeting. Accordingly, her total tenure is 1 day.

% Mr. Ajey Kumar was appointed as an Executive Director w.e.f October 28, 2015. He was re-designated / appointed as the Managing Director by the approval of the shareholders of the Company w.e.f. October 1, 2018.

Material Related Party Transaction:

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

1. The investments outstanding as on March 31, 2020 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 March 31, 2020 is Rs. 136.38 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.