

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L80301MH2010PLC198405

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACZ3977E

(ii) (a) Name of the company

ZEE LEARN LIMITED

(b) Registered office address

Continental Building, 135, Dr. Annie Besant Road Worli NA  
MUMBAI  
Maharashtra  
400018  
India

(c) \*e-mail ID of the company

investor\_relations@zeelearn.cc

(d) \*Telephone number with STD code

02271541895

(e) Website

www.zeelearn.com

(iii) Date of Incorporation

04/01/2010

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

27/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	P	Education	P4	Educational support services	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DIGITAL VENTURES PRIVATE LI	U72900MH2006PTC165215	Subsidiary	100
2	ACADEMIA EDIFICIO PRIVATE I	U45400MH2016PTC272078	Subsidiary	100

3	LIBERIUM GLOBAL RESOURCES	U74999MH2017PTC293021	Subsidiary	100
4	MT EDUCARE LTD	L80903MH2006PLC163888	Subsidiary	59.12
5	MT EDUCATION SERVICES PRIV	U80301MH2010PTC199012	Subsidiary	59.12
6	LAKSHYA FORRUM FOR COMP	U80301MH2012PTC238011	Subsidiary	59.12
7	CHITALE'S PERSONALISED LEA	U80301MH2009PTC197141	Subsidiary	59.12
8	SRI GAYATRI EDUCATIONAL SE	U80904MH2014PTC255536	Subsidiary	59.12
9	ROBOMATE EDUTECH PRIVATE	U74999MH2016PTC286570	Subsidiary	59.12
10	LETSPAPER TECHNOLOGIES PF	U74999MH2016PTC289017	Subsidiary	59.12
11	LABH VENTURES INDIA PRIVAT	U74999MH2015PTC262045	Subsidiary	59.12

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,000,000,000	326,092,725	326,092,725	326,092,725
Total amount of equity shares (in Rupees)	1,000,000,000	326,092,725	326,092,725	326,092,725

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,000,000,000	326,092,725	326,092,725	326,092,725
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,000,000,000	326,092,725	326,092,725	326,092,725

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	180,494	325,912,231	326092725	326,092,725	326,092,725	
<b>Increase during the year</b>	0	5,765	5765	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify	0	5,765	5765			
Dematerialised						
<b>Decrease during the year</b>	5,765	0	5765	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	

iv. Others, specify	5,765		5765			
Dematerialised						
<b>At the end of the year</b>	174,729	325,917,996	326092725	326,092,725	326,092,725	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE565L01011

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="27/09/2022"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	489	684785	266,716,985
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			266,716,985

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	336,938,177	0	70,221,192	266,716,985
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

1,904,610,000

**(ii) Net worth of the Company**

-456,604,606

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	49,087,388	15.05	0	
10.	Others	0	0	0	
	<b>Total</b>	49,087,388	15.05	0	0

**Total number of shareholders (promoters)**

6

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	146,516,527	44.93	0	
	(ii) Non-resident Indian (NRI)	6,489,555	1.99	0	
	(iii) Foreign national (other than NRI)	274	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	18,750	0.01	0	
4.	Banks	3,994	0	0	
5.	Financial institutions	55,016	0.02	0	
6.	Foreign institutional investors	37,214,820	11.41	0	
7.	Mutual funds	274	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	79,507,421	24.38	0	
10.	Others Overseas Corporate Bodies,	7,198,706	2.21	0	
	<b>Total</b>	277,005,337	84.95	0	0

**Total number of shareholders (other than promoters)**

157,623

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

157,629

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

11

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CAPITAL INTERNATIONAL	THE HONGKONG & SHANGHAI BANKING			274	0
ILF MAURITIUS	CITIBANK N.A. ( CUSTODY SERVICE)			1,643	0
UNIVERSAL GOLDEN FINANCIAL	ICICI BANK LTD SMS DEPT 1ST FLOOR			3,200,000	0.98
COEUS GLOBAL OPPORTUNITIES	BNP PARIBAS HOUSE 1 NORTH AVENUE			14,700,000	4.5

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
POLUS GLOBAL FUND	ICICI BANK LTD SMS DEPT 1ST FLO			1,600,000	0.49
EMERGING MARKETS (	THE HONGKONG & SHANGHAI BA			548	0
MOON CAPITAL TRAD	CITIBANK N.A. CUSTODY SERVICES			17,663,621	5.41
BNP PARIBAS ARBITRA	BNP PARIBAS, CUSTODY OPERATIO			17,735	0
SOCIETE GENERALE	SBI SG GLOBAL SECURITIES SERVIC			30,450	0
KBC EQUITY FUND	HSBC SECURITIES SERVICES 11TH F			1	0
MORGAN STANLEY DE	MORGAN STANLEY DEAN WITTER			548	

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	154,545	157,623
Debenture holders	1	1

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	5	1	5	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0

(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SURENDER SINGH	08206770	Director	0	
DATTATRAYA KELKAR	00118037	Director	0	
ROSHAN LAL KAMBOJ	01076066	Director	0	
NANETTE DSA	05261531	Director	0	
KARUNN KANDOI	01344843	Director	0	
MANISH RASTOGI	10056027	Additional director	0	
MANISH RASTOGI	AACPR8088F	CEO	0	
ANISH SHAH	AJGPS8688H	CFO	0	
ANIL GUPTA	ANGPG0735M	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MANISH RASTOGI	10056027	Additional director	22/03/2023	Appointment
RITESH HANDA	02725365	Whole-time director	16/02/2023	Cessation
RITESH HANDA	AATPH5506P	CEO	16/02/2023	Cessation
MANISH RASTOGI	AACPR8088F	CEO	24/02/2023	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/09/2022	165,210	73	16.47

## B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2022	6	5	83.33
2	02/08/2022	6	5	83.33
3	11/11/2022	6	5	83.33
4	08/02/2023	6	4	66.67
5	24/02/2023	5	4	80
6	22/03/2023	5	4	80

## C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2022	3	2	66.67
2	Audit Committee	02/08/2022	5	4	80
3	Audit Committee	11/11/2022	5	4	80
4	Audit Committee	08/02/2023	5	3	60
5	Nomination and Remuneration	28/04/2022	3	2	66.67
6	Nomination and Remuneration	02/08/2022	5	4	80
7	Nomination and Remuneration	11/11/2022	5	4	80
8	Nomination and Remuneration	24/02/2023	5	4	80
9	Nomination and Remuneration	22/03/2023	5	4	80
10	Corporate Social Responsibility	02/08/2022	3	2	66.67

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2023
								(Y/N/NA)
1	SURENDER S	6	4	66.67	7	5	71.43	Yes
2	DATTATRAYA	6	4	66.67	12	8	66.67	Yes
3	ROSHAN LAL	6	5	83.33	12	9	75	Yes
4	NANETTE DS	6	6	100	12	12	100	Yes
5	KARUNN KAN	6	5	83.33	7	6	85.71	Yes
6	MANISH RAS	0	0	0	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Manish Rastogi	Whole-time Dire	3,132,513	0	300,000	75,429	3,507,942
2	Ritesh Handa	Whole-time Dire	10,857,361	0	150,000	378,003	11,385,364
	Total		13,989,874	0	450,000	453,432	14,893,306

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Anish Shah	Chief Financial C	3,067,608	0	40,000	189,000	3,296,608
2	Anil Gupta	Company Secre	942,596	0	0	21,600	964,196
	Total		4,010,204	0	40,000	210,600	4,260,804

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1							0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

M P Sanghavi & Associates LLP

Whether associate or fellow

Associate  Fellow

Certificate of practice number

6364

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ..  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

MANISH RASTOGI  
Digitally signed by MANISH RASTOGI  
 Date: 2023.11.25 21:58:20 +05'30'

DIN of the director

**To be digitally signed by**

ANIL RAMBHUPRA SAD GUPTA  
Digitally signed by ANIL RAMBHUPRASAD GUPTA  
 Date: 2023.11.25 21:58:47 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

**List of attachments**

COMMITTEE MEETINGS.pdf

List of transfer.pdf

MGT-8\_ Zee Learn\_ 2022-23.pdf

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

