



# Policy for determination of Materiality of Events and Information

## 1. PREFACE

The Board of Directors of Zee Learn Limited had approved this policy for the determination of materiality of events and information at its Meeting held on December 23, 2015. Subsequently, the Board adopted this amended and updated Policy at its meeting held on November 7, 2023 in supersession of the previous Policy. This Policy is framed in accordance with the requirements of the Regulation 30 (4) (ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 2. DEFINITIONS

“**Act**” means the Companies Act, 2013 (and the Rules).

“**Board of Directors**” means the Board of Directors of the Company.

“**Company**” means Zee Learn Limited.

“**Key Managerial Personnel**” “**KMP(s)**” means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.

“**SEBI Regulations**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Policy**” means policy for the determination of materiality of events and information, as amended from time to time.

“**SEBI**” means the Securities and Exchange Board of India.

“**Rules**” means the rules made under the Companies Act, 2013.

“**Stock Exchange(s)**” means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

## 3. OBJECTIVE

Objective of this Policy is

- (i) to determine materiality of events and/or information relating to the Company;
- (ii) to ensure that such information and/or event is adequately and timely disseminated, in pursuance of the Regulations, to the Stock Exchanges; and
- (iii) to provide an overall governance framework for such determination of materiality.

The Policy shall be read together with the Code of Internal Procedures and Conduct for Prevention of Insider Trading in the Securities of the Company and the Policy for Fair Disclosure of Unpublished Price Sensitive Information (UPSII).

#### **4. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS**

The following KMPs are hereby severally authorised by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s):

- a. Whole-time Director & Chief Executive Officer
- b. Chief Financial Officer
- c. Company Secretary

The materiality of events outlined below are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the concerned KMP should exercise his own judgement while assessing the materiality of events associated with the Company. In case the concerned KMP perceives any doubt regarding materiality he/she may consult Chairman before disclosing the information to the Stock Exchange(s).

Details of above KMPs shall be also disclosed to the Stock Exchange(s) and as well as hosted on Company's website.

#### **5. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS**

As specified in sub-regulation (2) of Regulation 30 of the SEBI Regulations, the Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the SEBI Regulations (as applicable from time to time) without any application of the guidelines for determination of materiality.

#### **6. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY**

The Company shall disclose all such material events pertaining to itself or its subsidiary(ies), specified in Para B of Part A of Schedule III of the SEBI Regulations subject to application of guidelines for determination of materiality.

The Company shall consider the following criteria for determination of materiality of events/information:

- a. Omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b. Omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- c. In a case where the criteria specified in sub-clauses (a) and (b) above are not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors, and/or Key Managerial Personnel of the Company who are authorised as above for this purpose, such an event / information is considered material.



If the key managerial personnel are not certain about deciding on the materiality of any event/information, they may refer matter for external legal advice for appropriate guidance thereafter.

## **7. FLOW OF INFORMATION AND DISCLOSURE**

Where the Key Managerial Personnel becomes aware of any information as specified in Para A of Part A of Schedule III of the SEBI Regulations, including those which can be regarded 'Deemed Material', the same shall be promptly informed to the Company Secretary.

The Company Secretary shall ensure that relevant information in connection with all material events (including Deemed Material Events) and the information which is price sensitive is disseminated to the Stock Exchanges as mandated, or as promptly as practicable, as per the provisions of Regulation 30 of the SEBI Regulations.

## **8. DISCLOSURE ON WEBSITE**

This policy after duly approved by the Board of Directors shall be notified and communicated to all the employees/ functional head of respective departments of the Company. The new employees shall be informed about the policy by the Human Resource and Administration department. For all the Employees and Directors, whether existing or new, a copy of this Policy shall be posted on the Website of the Company.

## **9. AMENDMENTS**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with new provision(s) or replace the Policy entirely with a new Policy. The policy is subject to review from time to time. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

## **10. CONTACT DETAILS OF AUTHORISED PERSON**

The contact details of the persons authorised to determine materiality of events under this Policy are as follows:

Address: 135, Continental Building, Dr. Annie Besant Road, Worli, Mumbai 400018  
Email: [investor\\_relations@zeelearn.com](mailto:investor_relations@zeelearn.com)