

| <b>General information about company</b>                       |                          |
|--|--------------------------|
| Scrip code   | 533287                   |
| NSE Symbol   | ZEELEARN                 |
| MSEI Symbol  | NA                       |
| ISIN   | INE565L01011             |
| Name of the entity   | ZEE LEARN LIMITED        |
| Date of start of financial year                                | 01-04-2021               |
| Date of end of financial year                                  | 31-03-2022               |
| Reporting Quarter  | Half Yearly              |
| Date of Report   | 30-09-2021               |
| Risk management committee                                      | Not Applicable           |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities |

## 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 |            |                         |  |                         |               |   |                                    |                             |                        |                   | Textual Information(1)         |  |   |   |  |
|--|------------|-------------------------|--|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|
| Whether the listed entity has a Regular Chairperson                  |            |                         |  |                         |               |   |                                    |                             |                        |                   | No                             |  |   |   |  |
| Whether Chairperson is related to MD or CEO                          |            |                         |  |                         |               |   |                                    |                             |                        |                   | No                             |  |   |   |  |
| PAN  | DIN        | Category 1 of directors | Category 2 of directors                  | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-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) |
| sa   | AACPD9495N | 05261531                | Non-Executive - Independent Director     | Not Applicable          |               | 22-12-1955  | NA                                 | 31-03-2020                  | 31-03-2020             |                   | 18                             | 3  | 3   | 5   | 3  |
| il   | ADTPK7803M | 01076066                | Non-Executive - Independent Director     | Not Applicable          |               | 25-12-1960  | NA                                 | 17-05-2019                  | 17-05-2019             |                   | 29                             | 2  | 2   | 4   | 2  |
| ira  | ABEPK3277E | 00118037                | Non-Executive - Independent Director     | Not Applicable          |               | 06-10-1953  | NA                                 | 30-12-2019                  | 30-12-2019             |                   | 21                             | 2  | 2   | 4   | 0  |
|  | ALOPS5495E | 08206770                | Non-Executive - Non Independent Director | Chairperson             |               | 26-08-1956  | NA                                 | 31-07-2020                  |                        |                   |                                | 3  | 0   | 2   | 0  |

| <b>I. Composition of Board of Directors</b>                                 |                 |                      |            |          |                                      |                         |                         |               |   |                                    |                             |                        |                   |                                |  |   |   |
|---|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|
| <b>Disclosure of notes on composition of board of directors explanatory</b> |                 |                      |            |          |                                      |                         |                         |               |   |                                    |                             |                        |                   |                                |  |   |   |
| <b>Whether the listed entity has a Regular Chairperson</b>                  |                 |                      |            |          |                                      |                         |                         |               |   |                                    |                             |                        |                   |                                |  |   |   |
| 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(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-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 members in A) Stakeholders Committee listed (Refer Regulation 26(1) of Listing Regulations) |
| 5   | Mr              | Karunn Kandoi        | AFRPK5343L | 01344843 | Non-Executive - Independent Director | Not Applicable          |                         | 22-01-1978    | NA  |                                    | 03-03-2021                  | 03-03-2021             |                   | 7                              | 2  | 2   | 0   |
| 6   | Mr              | Ritesh Handa         | AATPH5506P | 02725365 | Executive Director                   | Not Applicable          |                         | 17-09-1975    | NA  |                                    | 07-08-2021                  |                        |                   | 2                              | 0  | 0   | 0   |

| <b>Text Block</b>      |  |
|------------------------|--|
| Textual Information(1) | Mr. Ritesh was appointed on the Board of the Company in the category of Executive Director on August 7, 2021 |

| 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   | 05261531   | Nanette Dsa                  | Non-Executive - Independent Director | Chairperson             | 31-03-2020          |                   |         |
| 2   | 01076066   | Roshan Lal Kamboj            | Non-Executive - Independent Director | Member                  | 03-10-2019          |                   |         |
| 3   | 00118037   | Dattatraya Ramchandra Kelkar | Non-Executive - Independent Director | Member                  | 28-01-2020          |                   |         |

| Nomination and remuneration committee                                       |            |                              |                                      |                         |                     |                   |         |
|---|------------|------------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                              |                                      |                         | No                  |                   |         |
| Sr  | DIN Number | Name of Committee members    | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 05261531   | Nanette Dsa                  | Non-Executive - Independent Director | Chairperson             | 31-03-2020          |                   |         |
| 2   | 01076066   | Roshan Lal Kamboj            | Non-Executive - Independent Director | Member                  | 03-10-2019          |                   |         |
| 3   | 00118037   | Dattatraya Ramchandra Kelkar | Non-Executive - Independent Director | Member                  | 28-01-2020          |                   |         |

| 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   | 05261531   | Nanette Dsa                  | Non-Executive - Independent Director | Chairperson             | 31-03-2020          |                   |         |
| 2   | 01076066   | Roshan Lal Kamboj            | Non-Executive - Independent Director | Member                  | 03-10-2019          |                   |         |
| 3   | 00118037   | Dattatraya Ramchandra Kelkar | Non-Executive - Independent Director | Member                  | 28-01-2020          |                   |         |

| 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 |



| Corporate Social Responsibility Committee                                       |            |                              |                                      |                         |                     |                   |         |
|---|------------|------------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                              |                                      |                         | No                  |                   |         |
| Sr  | DIN Number | Name of Committee members    | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 05261531   | Nanette Dsa                  | Non-Executive - Independent Director | Chairperson             | 31-03-2020          |                   |         |
| 2   | 01076066   | Roshan Lal Kamboj            | Non-Executive - Independent Director | Member                  | 03-10-2019          |                   |         |
| 3   | 00118037   | Dattatraya Ramchandra Kelkar | Non-Executive - Independent Director | Member                  | 28-01-2020          |                   |         |

| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr                     | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| Annexure 1   |   |  |   |                              |  |  |   |
|--|---|--|---|------------------------------|--|--|---|
| Annexure 1   |   |  |   |                              |  |  |   |
| III. Meeting of Board of Directors                               |   |  |   |                              |  |  |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   |                              |  |  |   |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | 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* (other than Independent Director) | No. of Independent Directors attending the meeting* |
| 1  | 09-06-2021  |  |   |                              | Yes  | 2  | 4   |
| 2  | 14-06-2021  |  | 4   |                              | Yes  | 1  | 4   |
| 3  | 29-06-2021  |  | 14  |                              | Yes  | 1  | 2   |
| 4  |   | 13-08-2021   | 44  |                              | Yes  | 2  | 3   |
| 5  |   | 31-08-2021   | 17  |                              | Yes  | 2  | 4   |

| Annexure 1   |   |   |   |                         |                               |  |  |   |
|--|---|---|---|-------------------------|-------------------------------|--|--|---|
| IV. Meeting of Committees                                |   |   |   |                         |                               |  |  |   |
| Disclosure of notes on meeting of committees explanatory |   |   |   |                         |                               |  |  |   |
| 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* (other than Independent Director) | No. of Independent Directors attending the meeting* |
| 1  | Audit Committee                           | 09-06-2021  |   |                         |                               | Yes  |  |   |
| 2  | Audit Committee                           | 29-06-2021  | 19  |                         |                               | Yes  | 0  | 2   |
| 3  | Audit Committee                           | 13-08-2021  | 44  |                         |                               | Yes  | 1  | 2   |
| 4  | Corporate Social Responsibility Committee | 13-08-2021  |   |                         |                               | Yes  | 1  | 2   |
| 5  | Nomination and remuneration committee     | 14-06-2021  |   |                         |                               | Yes  | 0  | 2   |
| 6  | Nomination and remuneration committee     | 29-06-2021  | 14  |                         |                               | Yes  | 0  | 2   |

| Annexure 1                |                                       |   |   |                         |                               |  |  |   |
|---------------------------|---------------------------------------|---|---|-------------------------|-------------------------------|--|--|---|
| IV. Meeting of Committees |                                       |   |   |                         |                               |  |  |   |
| 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* (other than Independent Director) | No. of Independent Directors attending the meeting* |
| 7                         | Nomination and remuneration committee | 31-08-2021  | 62  |                         |                               | Yes  | 0  | 3   |

| <b>Annexure 1</b>                    |  |                               |  |
|--------------------------------------|--|-------------------------------|--|
| <b>V. Related Party Transactions</b> |  |                               |  |
| 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                           |  |

| <b>Annexure 1</b>       |  |                            |
|-------------------------|--|----------------------------|
| <b>VI. Affirmations</b> |  |                            |
| 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                        |

| <b>Annexure 1</b> |                   |  |
|-------------------|-------------------|--|
| Sr                | Subject           | Compliance status                        |
| 1                 | Name of signatory | Anil Gupta                               |
| 2                 | Designation       | Company Secretary and Compliance Officer |



| <b>Annexure III</b>                  |  |                                      |                               |  |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| <b>III. Affirmations</b>             |  |                                      |                               |  |
| Sr                                   | Particulars  | Regulation Number                    | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                                    | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                           |  |
| 2                                    | Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                           |  |
| 3                                    | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes                           |  |
| 4                                    | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | Yes                           |  |
| 5                                    | Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                           |  |
| Any other information to be provided |  |                                      |                               |  |

| <b>Annexure III</b> |                   |  |
|---------------------|-------------------|--|
| 1                   | Name of signatory | Anil Gupta                               |
| 2                   | Designation       | Company Secretary and Compliance Officer |

| <b>Additional Half yearly Disclosure</b>  |   |  |  |
|---|---|--|--|
| Applicability of disclosure   | Applicable                                  |  |  |
| Reason for Non Applicability  | Textual Information(1)                      |  |  |
| <b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>  |   |  |  |
| (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to   |   |  |  |
| Entity  | Aggregate amount advanced during six months | Balance outstanding at the end of six months           |  |
| Promoter or any other entity controlled by them   | 0   | 0  |  |
| Promoter Group or any other entity controlled by them   | 0   | 0  |  |
| Directors (including relatives) or any other entity controlled by them  | 142752832                                   | 1980105740   |  |
| KMPs or any other entity controlled by them   | 0   | 0  |  |
| <b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>   |   |  |  |
| Entity  | Type (guarantee, comfort letter etc.)       | Aggregate amount of issuance during six months         | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled by them   | 0   | 0  | 0  |
| Promoter Group or any other entity controlled by them   | 0   | 0  | 0  |
| Directors (including relatives) or any other entity controlled by them  | Corporate Guarantee for business purpose    | 0  | 1500000000   |
| KMPs or any other entity controlled by them   | 0   | 0  | 0  |
| <b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>   |   |  |  |
| Entity  | Type of security (cash, shares etc.)        | Aggregate value of security provided during six months | Balance outstanding at the end of six months                                     |
| Promoter or any other entity controlled by them   | 0   | 0  | 0  |
| Promoter Group or any other entity controlled by them   | 0   | 0  | 0  |
| Directors (including relatives) or any other entity controlled by them  | 0   | 0  | 0  |
| KMPs or any other entity controlled by them   | 0   | 0  | 0  |
| (D) Additional Information  |   |  | Textual Information(2)   |
| <b>II. Affirmations</b>   |   |  |  |
| Affirmations  | Compliance Status                           | Company Remarks  |  |
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | Yes   | Textual Information(3)                                 |  |
| Name  | Ritesh Handa                                |  |  |
| Designation   | CEO   |  |  |
| Place   | Mumbai                                      |  |  |
| Date  | 19-10-2021                                  |  |  |

| <b>Signatory Details</b> |  |
|--------------------------|--|
| Name of signatory        | Anil Gupta                               |
| Designation of person    | Company Secretary and Compliance Officer |
| Place                    | Mumbai                                   |
| Date                     | 19-10-2021                               |

