

Date: May 19, 2023

To,
BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

The National Stock Exchange of India Limited
Exchange Plaza,
Block G, C-1, Bandra-Kurla Complex,
Bandra (East),
Mumbai-400 051

BSE Scrip Code: 533287

NSE Symbol: ZEELEARN

Sub: Intimation for Notice of Postal Ballot pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, please find enclosed herewith a copy of the **Postal Ballot Notice** dated May 18, 2023 together with the Explanatory Statement thereto, seeking consent of the Members of Zee Learn Limited, on the following items of special business:

Sr. No.	Type of Resolutions	Particulars
1	Ordinary Resolution	Appointment of Mr. Manish Rastogi as Director of the Company liable to retire by rotation.
2	Ordinary Resolution	Appointment and payment of remuneration to Mr. Manish Rastogi as Whole-Time Director.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/Depositories as on the cut-off date i.e. Friday, May 12, 2023.

The Notice is also available on the website of the Company: www.zeelearn.com, the relevant section of the website of BSE Limited ("BSE"): www.bseindia.com and National Stock Exchange of India Limited ("NSE"): www.nseindia.com on which the Equity Shares of the Company are listed and on the website of National Securities Depository Limited (NSDL): www.evoting.nsdl.com.

We request you to kindly take the aforesaid information on your record.

Thanking you.
Yours faithfully,
For ZEE LEARN LIMITED

ANIL GUPTA
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl: a/a



ZEE LEARN LIMITED

Registered Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai-400 018
Email id: investor_relations@zeelearn.com CIN: L80301MH2010PLC198405
Website: www.zeelearn.com

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

VOTING STARTS ON	VOTING ENDS ON
Saturday, May 20, 2023, at 9:00 a.m. (IST)	Monday, June 19, 2023 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (the Act), read together with the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021 and No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution(s) set out below are proposed to be passed by Shareholders of the Company by Postal ballot through remote e-voting process only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, Explanatory statement pertaining to the said Resolution(s) setting out the material facts and the reasons/rationale thereof are annexed to this Postal Ballot

Notice ('Notice') for your consideration and forms part of this Notice.

Zee Learn Limited ('The Company') is sending this Notice in electronic form to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ('RTA') / Depositories and Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Link Intime Private Limited at rnt.helpdesk@linkintime.co.in with a copy to investor_relations@zeelearn.com by providing Folio No., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar card) for registering email address. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-

voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

The Board of Directors have appointed Mrs. Mita Sanghavi; Partner of M P Sanghavi & Associates LLP as the Scrutiniser for conducting the remote e-voting process in a fair and transparent manner and providing report thereon. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting.

Upon completion of e-voting, the Scrutiniser will submit her report to the Whole-Time Director & Chief Executive Officer of the Company. The result of voting would be announced by the Whole-Time Director & Chief Executive Officer or the Chief Financial Officer or Company Secretary of the Company, on Tuesday, June 20, 2023. The result would be intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutiniser's report on the Company's website viz. www.zeelearn.com.

Resolution No. 1:

Appointment of Mr. Manish Rastogi as Director of the Company liable to retire by rotation:

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') along with Rules thereunder including inter alia the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for time being in force), Mr. Manish Rastogi (DIN: 10056027), who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), at its meeting held on March 22, 2023 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature to the office of Director, be and is hereby appointed as a Director of the Company in the category of Executive Director, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Resolution No. 2:

Appointment and payment of remuneration to Mr. Manish Rastogi as Whole-Time Director:

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rules thereunder including inter alia the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014; the SEBI (Listing Regulation and Disclosure Requirements) 2015, (including any statutory modification(s) or reenactment thereof, for the time being in force); the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for appointment of Mr. Manish Rastogi, (DIN: 10056027), as an Executive Director designated as Whole-Time Director ("WTD") of the Company, for a period of 5(five) years with effect from March 22, 2023 on such terms and conditions and at such remuneration as set out in the Explanatory Statement annexed here to.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which shall be deemed to include any Committee constituted by the Board) be and is hereby authorized to vary, alter, enhance or widen the scope of remuneration (including fixed salary, incentives, allowances and perquisites) payable to Mr. Manish Rastogi during his tenure as Whole-Time Director to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such variation, alteration enhancement or widening shall not result in payment of remuneration in the excess of limits prescribed under the applicable law without obtaining requisite approval.

RESOLVED FURTHER THAT the Board and / or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Notes:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories, the Company's Registrars and Transfer Agent ('RTA') as on Friday, May 12, 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, May 12, 2023.
3. As per the MCA Circulars, postal ballot forms and prepaid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 12, 2023 i.e. the cut-off will be considered eligible for the purpose of voting. A person who is not a Member as on Friday, May 12, 2023 i.e. the cut-off date for reckoning voting rights, should treat this Notice for information purposes only. .
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 13 of this Notice.
6. The E-voting shall commence from Saturday, May 20, 2023, at 9:00 a.m. (IST) and shall end on Monday, June 19, 2023, at 5:00 p.m. (IST). (inclusive of both the days). The e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors has appointed Mrs. Mita Sanghavi; Partner of M P Sanghavi & Associates LLP, for conducting the E-voting process in a fair and transparent manner and reporting on votes cast.
8. The result of voting declared along with the Scrutinizer's Report shall be placed on the Company's website www.zeelearn.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.
9. E-voting shall not be exercised by a proxy.
10. The Scrutinizer's decision on the validity of e-voting will be final.
11. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Monday, June 19, 2023. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
12. Members may download the Notice from the Company's website at www.zeelearn.com or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com
13. The procedure and instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mita@mpsanghavi.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or Contact Ms. Megha Malviya from NSDL at the designated email Ids: MeghaM@nsdl.co.in

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice:

Item no. 1 & 2:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 22, 2023, had approved the appointment of Mr. Manish Rastogi, (DIN: 10056027) as an Additional Director of the Company in the category of Executive Director with effect from March 22, 2023. Additionally at the said Meeting, the Board of Directors had based on recommendation of the Nomination & Remuneration Committee approved appointment of Mr. Manish Rastogi (DIN: 10056027) as Whole-Time Director of the Company for a period of 5(five) years with effect from March 22, 2023 at remuneration as mentioned herein, which is in accordance with Sections 196, 197 and Schedule V of the Companies Act, 2013.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Manish Rastogi for the office of Director. The Company has received from Mr. Manish Rastogi, his consent to act as Whole-Time Director and Chief Executive Officer of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Rastogi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment.

The remuneration payable to Mr. Manish Rastogi as approved by Board shall be inclusive of the remuneration drawn by him in the capacity of Chief Executive Officer and Whole-Time Director. The proposed remuneration payable to him shall be within the limits of 5% of the net profit of the Company as prescribed under Section 197 of Companies Act, 2013 read with Schedule V.

The material terms of appointment and remuneration are given below:

- a) Term: The term of appointment of Mr. Manish Rastogi as Whole-time Director & Chief Executive Officer of the Company shall be for a period of 5 years from March 22, 2023 till March 21, 2028.
- b) Basic Salary: The Basic Salary of Mr. Manish Rastogi shall be Rs. 533,334/- per month with the authority to the Board of Directors to determine any increments from time to time during the term of his appointment as per the recommendations of the Nomination and Remuneration Committee.
- c) Allowance, Perquisites and other items

In addition to the basic salary, he shall be entitled to:

- (i) Allowances as per rules of the Company including Personal Allowance, City Compensatory Allowance, House Rent Allowance, Children Education Allowance etc. which in the aggregate shall not be exceeding Rs. 5,97,283/- per month, with an authority to the Board of Directors to determine any increase from time to time as recommended by the Nomination and Remuneration Committee.
- (ii) Perquisites as per rules of the Company including Club fees, Personnel accident, Medical insurance, Life insurance, Company provided housing, meal & gift vouchers, use of chauffeur driven company car, company provided communication & IT equipment, telecommunication facilities at residence etc. He will also be entitled to travel, boarding and lodging for business purposes as per company's applicable rules. As Executive/Whole-Time Director or otherwise, he shall be eligible to such number of stock options as may be granted and recommended by the Nomination and Remuneration Committee from time to time which will be over and above stock options already granted earlier. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost;

- (iii) Other Perquisites, Allowances and Reimbursements like Books & periodicals, Uniform, Entertainment, Car/Driver/Maintenance/related costs, Communication, White goods, Leave Travel, Medical reimbursement etc. as per the policy of the Company.
- (iv) Company's contribution to Provident fund, Gratuity, Leave encashment, Superannuation etc. as per the rules of the Company; and
- (v) Variable Pay as approved by the Board based on the recommendation of the Nomination and Remuneration Committee.
- (vi) Other Terms: Mr. Manish Rastogi shall not be paid any sitting fees for attending meetings of the Board or Committee thereof. Further details relating to Mr. Manish Rastogi including his qualifications, other Directorships, membership in Committees of other Boards are mentioned herein. This explanatory statement together with the accompanying Notice and annexure there to may also be regarded as a disclosure under Regulation 36 (3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Additional information Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting

Name of Director	Mr. Manish Rastogi
DIN	10056027
Age	56
Date of First Appointment on the Board	March 22, 2023
Qualification	He is PGDM from Institute of Management (IIM), Calcutta with a specialization in Marketing & Finance and a B.Tech degree from Indian Institute of Technology (IIT), Delhi
Experience and Expertise	<p>Mr. Manish Rastogi has been a dynamic and accomplished corporate leader for last 32 years with rich experience in managing P&L, Strategy and Marketing across blue-chip companies in different industries. His experience cuts across sectors, as diverse as education, retail, automobiles and telecom.</p> <p>During his illustrious career, he has led businesses with a P&L responsibility at large, professional organizations. He has worked in senior leadership roles with companies like Honda Cars, Bharti Airtel, Tata Motors, Metro Cash & Carry India. In his last assignment, he held the position of Chief Executive Officer with the Vibgyor Group of Schools.</p> <p>Adept at navigating volatile business environments, he is a leader who leads from the front & builds people and organizational capabilities ensuring business success at all times.</p>
No. of Equity shares held in the Company	None
Directorship held in other public companies (excluding Private and Section 8 Companies) as on March 31, 2023	None
Membership/Chairmanship held in committees of other public companies (excluding Private and Section 8 Companies) as on March 31, 2023	None

Names of Listed entities from which resigned in past three years	None
Relationship with any other Directors / Key Managerial Personnel	Mr. Manish Rastogi is an independent professional not related to any other Director / Key Managerial Personnel

Your Board is of the opinion that Mr. Manish Rastogi brings in significant experience which will play an important role to guide and manage the day to day affairs of the Company and considering his vast knowledge and varied experience will be of great value to the Company and has recommended the Ordinary Resolution as mentioned in Item no. 1 & 2 of this Notice.

None of the other Directors and / or Key Managerial Personnel of the Company or their relatives except Mr. Manish Rastogi (whose appointment is proposed in this resolution) are, in any way, concerned or interested, financially or otherwise in the Ordinary resolutions as set out in Item No. 1 and 2 of this Notice.

For and on behalf of the Board of Directors
ZEE LEARN LIMITED

ANIL GUPTA
Company Secretary
Place: Mumbai
Date: May 18, 2023

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