

Date: June 14, 2022

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: Disclosure of Related Party transactions pursuant to Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir/Ma'am,

In accordance with Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the disclosure of Related Party in the format as specified under SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 Dated 22nd November, 2021, for the half year ended March 31, 2022.

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: as above

THINK EDUCATION. THINK ZEE LEARN.

Disclosure of related party transactions for the half year ended March 31, 2022

(Rs. In lakhs)

							Additional disclosure of related party transactions - applicable only in case the related party transaction relates to loans, inter-corporate deposits, advances or investments made or given by the listed entity/subsidiary. These details need to be disclosed only once, during the reporting period when such transaction was undertaken.									
S. No	Details of the party (listed entity /subsidiary) entering into the transaction		Details of the counterparty		Type of related party transaction	Value of the related party transaction as approved by the audit committee	Value of transaction during the reporting period	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments			
	Name	PAN	Name	PAN				Relationship of the counterparty with the listed entity or its subsidiary	Opening balance as on 01 October 2021	Closing balance as on 31 March 2022	Nature of indebtedness (loan/ issuance of debt/ any other etc.)	Cost	Tenure	Nature (loan/ advance/ inter-corporate deposit/ investment)	Interest Rate (%)	Tenure
1	Zee Learn Limited		Digital Subscriber Management and Consultancy Services Private Limited #		Other Related party			8,537.16	9,497.59							
2	Zee Learn Limited		Digital Subscriber Management and Consultancy Services Private Limited #		Other Related party		532.11									
3	Zee Learn Limited		Zee Entertainment Enterprises Limited *		Other Related party	2,571.00	400.00	3,751.10	3,351.10							
4	Zee Learn Limited		Zee Entertainment Enterprises Limited *		Other Related party	331.86	185.77		18.28							
5	Zee Learn Limited		Essel Corporate LLP *		Other Related party		40.00									
6	Zee Learn Limited		Essel Corporate LLP *		Other Related party	100.00	90.00	18.45	135.45							
7	Zee Learn Limited		Essel Infra Projects Private Limited *		Other Related party			10.00	-							
8	Zee Learn Limited		Evenness Business Excellence Services Private Limited *		Other Related party			15.26	-							
9	Zee Learn Limited		Zee Studios Limited **		Other Related party			80.00	-							
10	Zee Learn Limited		Pan India Network Infravest Private Limited		Other Related party			8.12	-							
11	Zee Learn Limited		Digital Subscriber Management and Consultancy Services Private Limited		Other Related party	10.61	7.65	10.21	1.49							
12	Zee Learn Limited		Jay Properties Private Limited *		Other Related party	80.00	48.00	34.56	86.40							
13	Zee Learn Limited		Creantum Security Solutions Private Limited		Other Related party	8.32	5.84	3.75	1.14							
14	Zee Learn Limited		Zee Entertainment Enterprises Limited *		Other Related party	100.00	55.03	241.72	240.79							
15	Zee Learn Limited		Diligent Media Corporation Limited *		Other Related party			281.02	281.02							
16	Zee Learn Limited		Zee Studios Limited *		Other Related party			40.73	25.47							
17	Zee Learn Limited		Mr. Vikash Kar		Key Managerial Personnel		9.89									
18	Zee Learn Limited		Mr. Ritesh Handa		Key Managerial Personnel		42.33									
19	Zee Learn Limited		Mr. Anil Gupta		Key Managerial Personnel		4.41									
20	Zee Learn Limited		Mr. Anish Shah		Key Managerial Personnel		6.74									
21	Zee Learn Limited		Mr. Roshan Lal Kamboj - Non-Executive Independent Director		Key Managerial Personnel		2.00									



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(Rs. In lakhs)

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S. No	Details of the party (listed entity /subsidiary) entering into the transaction		Details of the counterparty		Type of related party transaction	Value of the related party transaction as approved by the audit committee	Value of transaction during the reporting period	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments			
	Name	PAN	Name	Relationship of the counterparty with the listed entity or its subsidiary				Opening balance as on 01 October 2021	Closing balance as on 31 March 2022	Nature of indebtedness (loan/ issuance of debt/ any other etc.)	Cost	Tenure	Nature (loan/ advance/ inter-corporate deposit/ investment)	Interest Rate (%)	Tenure	Secured/ unsecured
22	Zee Learn Limited		Mr. Dattatraya Kelkar - Non-Executive Independent Director	Key Managerial Personnel	Sitting fees		1.30									
23	Zee Learn Limited		Ms. Nanette D'sa - Non-Executive Independent Director	Key Managerial Personnel	Sitting fees		2.00									
24	Zee Learn Limited		Mr. Surender Singh - Non-Executive Non-Independent Director	Key Managerial Personnel	Sitting fees		0.80									
25	Zee Learn Limited		Mr. Karunn Kandoi - Non-Executive Independent Director	Key Managerial Personnel	Sitting fees		0.70									
26	Zee Learn Limited		Liberium Global Resources Private Limited	Wholly owned subsidiary company	Interest expenses		46.03									
27	Zee Learn Limited		Digital Ventures Private Limited	Wholly owned subsidiary company	Loans given	2,000.00	794.24	19,673.51	21,501.20			Loans given	12.5	Unsecured	Operational purpose	
28	Zee Learn Limited		Digital Ventures Private Limited	Wholly owned subsidiary company	Loans repaid		25.00		-							
29	Zee Learn Limited		MT Educare Limited	Subsidiary company	Loans given		180.00	-	101.75			Loans given	12.5	Unsecured	Operational purpose	
30	Zee Learn Limited		MT Educare Limited	Subsidiary company	Loans repaid		80.00	-	-			Loans repaid	12.5	Unsecured	Operational purpose	
31	Zee Learn Limited		Digital Ventures Private Limited	Wholly owned subsidiary company	Dividend income	0.01	0.01	-	0.01							
32	Zee Learn Limited		Digital Ventures Private Limited	Wholly owned subsidiary company	Premium on redemption of preference shares	140.00	70.00	1,073.00	1,143.00							
33	Zee Learn Limited		Digital Ventures Private Limited	Wholly owned subsidiary company	Interest on compulsorily convertible debentures	1.13	0.56	-	-							
34	Zee Learn Limited		Digital Ventures Private Limited	Wholly owned subsidiary company	Interest on intercorporate deposits	2,500.00	1,176.06	-	-							
35	Zee Learn Limited		Academia Edificio Private Limited	Wholly owned subsidiary company	Interest on intercorporate deposits	10.00	0.70	-	-							
36	Zee Learn Limited		Academia Edificio Private Limited	Wholly owned subsidiary company	Loans given	200.00		11.87	12.42							
37	Zee Learn Limited		MT Educare Limited	Subsidiary company	Interest on intercorporate deposits		1.95									
38	Zee Learn Limited		MT Educare Limited	Subsidiary company	Purchase of Intangible assets	20.00	20.00	-	21.60							
39	Zee Learn Limited		MT Educare Limited	Subsidiary company	Purchase of Services	2.00	2.00	-	2.16							
40	Zee Learn Limited		Liberium Global Resources Private Limited	Wholly owned subsidiary company	Purchase of Services		44.02	7.21	0.38							
41	Zee Learn Limited		Liberium Global Resources Private Limited	Wholly owned subsidiary company	Borrowings			738.43	826.12							
42	Zee Learn Limited		Digital Ventures Private Limited	Wholly owned subsidiary company	Equity shares of Digital Ventures Private Limited			10,601.00	10,601.00			Investments				
43	Zee Learn Limited		Digital Ventures Private Limited	Wholly owned subsidiary company	Preference shares of Digital Ventures Private Limited			9,572.00	9,572.00			Investments				



Disclosure of related party transactions for the half year ended March 31, 2022

(Rs. In lakhs)

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44	Zee Learn Limited		Digital Ventures Private Limited		Wholly owned subsidiary company	Compulsorily Convertible Debentures of Digital Ventures Private Limited			11,330.17	11,330.73				Investments			
45	Zee Learn Limited		Digital Ventures Private Limited		Wholly owned subsidiary company	Fair value of financial guarantee issued of Digital Ventures Private Limited			860.67	860.67				Investments			
46	Zee Learn Limited		MT Educare Limited		Subsidiary company	Equity shares of MT Educare Limited			27,812.22	27,812.22				Investments			
47	Zee Learn Limited		Academia Edificio Private Limited		Wholly owned subsidiary company	Equity shares of Academia Edificio Private Limited			0.10	0.10				Investments			
48	Zee Learn Limited		Liberium Global Resources Private Limited		Wholly owned subsidiary company	Equity shares of Liberium Global Resources Private Limited			0.10	0.10				Investments			
49	Zee Learn Limited		Digital Ventures Private Limited		Wholly owned subsidiary company	Receivables			444.99	444.99							
50	Zee Learn Limited		Liberium Global Resources Private Limited		Wholly owned subsidiary company	Receivables			34.28	34.28							
51	Zee Learn Limited		MT Educare Limited		Subsidiary company	Receivables			35.40	32.40							
52	Digital Ventures Private Limited		Pan India Infrastructure Private Limited		Other Related party	Loans given			1,451.06	1,451.06							
53	Liberium Global Resources Private Limited		Jabalpur Waste Collection and Transportation Management Private Limited		Other Related party	Sale of Services		520.27	139.32	65.98							
54	Liberium Global Resources Private Limited		Ludhiana Talwandi Toll Road Private Limited		Other Related party	Sale of Services		-	10.26	2.00							
55	Liberium Global Resources Private Limited		Kundli Manesar Expreeways Limited		Other Related party	Sale of Services		15.60	-	(0.48)							
56	Liberium Global Resources Private Limited		NRSS XXXVI Transmission Limited		Other Related party	Sale of Services		-	2.66	2.66							
57	Liberium Global Resources Private Limited		Essel Highways Limited		Other Related party	Sale of Services		3.93	43.64	44.89							
58	Liberium Global Resources Private Limited		Creantum Security Solutions Private Limited		Other Related party	Sale of Services		12.39	-	14.37							
59	Liberium Global Resources Private Limited		Varanasi STP Projects Private Limited		Other Related party	Sale of Services		-	10.19	10.03							
60	Liberium Global Resources Private Limited		Western Mp Infrastructure & Toll Roads Private Limited		Other Related party	Sale of Services		108.65	-	25.59							



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														Nature (loan/ advance/ inter-corporate deposit/ investment)	Interest Rate (%)	Tenure	Secured/ unsecured
61	Liberium Global Resources Private Limited		Damoh Jabalpur Toll Road Limited		Other Related party	Sale of Services		11.71	-	0.79							
62	Liberium Global Resources Private Limited		Jabalpur Msw Private Limited		Other Related party	Sale of Services		66.26	11.52	14.00							
63	Liberium Global Resources Private Limited		MT Educare Limited		Other Related party	Sale of Services		27.87	-	8.73							
64	Liberium Global Resources Private Limited		Bhind Mihona Gopalpur Toll Roads Limited		Other Related party	Sale of Services		5.97		(1.07)							

Notes:

1 Value of the transactions approved by audit committee pertains to entire financial year 2021-22

2 Transaction between members of the Group (between Zee Learn Limited and its subsidiary or between subsidiaries) are reported once.

* These entities do not meet the criteria for being a related party from a legal perspective, based on past association with these companies and in line with good corporate governance, the company has disclosed all the transactions with these companies.

During the year, assignment agreement signed between Asian Satellite Broadcast Private Limited (assignor) and Digital Subscriber Management Consultancy Services Private Limited (assignee) and assignor has assigned the balance outstanding of Rs./lakhs 8,537.16 lakhs to assignee and discharge by all liabilities payable from assignor to assignee with same terms and condition.

