

**Date: January 22, 2026**

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 appointment of Additional Director in category of Non-Executive Independent Director pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III, we hereby inform you that, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have approved, by way of resolution passed through circulation, the appointment of Mr. Shiv Kumar Gupta as an Additional Director under the category of Non-Executive Independent Director of the Company with effect from January 22, 2026.

Mr. Shiv Kumar Gupta has been appointed in terms of the applicable provisions of Companies Act, 2013, and Listing Regulations, and he has confirmed that he is not debarred from holding the office of Directors pursuant to any SEBI order or any other such authority.

The details required under Regulation 30 of the Listing Regulations read with applicable SEBI Circular(s) in respect of appointment of Directors, are enclosed herewith as **Annexure A**.

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

Thank you.

Yours faithfully,  
**For ZEE LEARN LIMITED**

**ANIL GUPTA  
COMPANY SECRETARY &  
COMPLIANCE OFFICER**

**Annexure A****Details required under Regulation 30 of the Listing Regulations read with applicable SEBI Circular(s) in respect of appointment of Directors:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Information of such event</b>
1	Reason for change viz. appointment, <del>re-appointment, resignation, removal, death or otherwise;</del>	Mr. Shiv Kumar Gupta has been appointed as an Additional Director in the category of Non-Executive Independent Director
2	Date of appointment/ <del>Re-Appointment/ Cessation (as applicable)</del> & term of appointment	Mr. Shiv Kumar Gupta has been appointed w.e.f January 22, 2026, for a period of 3 (Three) years and his appointment shall be subject to the approval of shareholders at the next General Meeting of the Company or within three months from the date of his appointment, whichever is earlier, and shall not be liable to retire by rotation.
3	Brief profile	<p>Mr. Shiv Kumar Gupta is a seasoned strategic finance leader with over 23 years of cross-sector experience in building high-performance finance functions, strengthening governance, and enabling scalable growth across the education, technology, payments, and services sectors. He brings a rare combination of board-level financial stewardship and hands-on operating leadership, with deep experience across India and more than 15 Asia-Pacific markets, delivering measurable strategic and transformational outcomes.</p> <p>A Chartered Accountant and US CPA, with advanced executive education from IIM Ahmedabad and Wharton, Mr. Gupta is recognized for translating complex financial, regulatory, and risk environments into clear strategic choices for boards and management. His expertise spans governance and controls, capital allocation, strategic finance, M&amp;A and IPO readiness, treasury and regulatory compliance, and enterprise-wide transformation initiatives including ERP migrations and finance centralization.</p> <p>He has led finance organizations through periods of hyper-growth and institutional strengthening, designing zero-based budgeting frameworks, investment policies, and robust audit and control structures to improve transparency, returns, and decision velocity. His experience includes managing multi-jurisdictional treasury operations, resolving legacy regulatory matters, and supporting complex group structures with strong risk oversight.</p> <p>Mr. Gupta has held impactful leadership roles, including serving as the first professional CFO in Mayo College's 150-year history, where he centralized finance across multiple institutions, introduced monthly MIS and structured procurement, and produced the group's first Annual Report—laying the foundation for long-term endowment fundraising. At ApplyBoard India/APAC, he built the finance function from the ground up for a CAD 4 billion-valued EdTech platform, implemented NetSuite, supported IPO readiness, and led acquisition due diligence. Earlier, at Verifone Asia Pacific, he oversaw</p>

		finance across 15+ countries, driving pricing strategy, ERP integrations, and commercial transformation across diverse markets. With a strong orientation toward governance, value creation, and mission-driven impact, Mr. Gupta brings thoughtful judgment, global perspective, and disciplined financial leadership to boards and institutions navigating growth, complexity, and change.
4	Disclosure of relationships between directors.	Mr. Shiv Kumar Gupta is not related to any Director on the Board of the Company.

**Declaration of non-debarment from holding office of Director**

Date: January 22, 2026

To,  
The Board of Directors  
Zee Learn Limited  
Continental Building, 135,  
Dr. Annie Besant Road,  
Worli, Mumbai -400018.

Subject: Declaration of non-debarment from holding office of Director

Dear Sir/Ma'am,

I, Shiv Kumar Gupta, s/o Mool Chand Gupta, residing at 6022, Solomon Heights, Plot No.8, Dwarka Sector 19B, South West Delhi-110075, hereby declare that:

1. I am not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India (SEBI) or any other such authority.
2. I am eligible to be appointed as a director under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. I undertake to inform the Company immediately in case of any change in the above status.

This is in compliance with NSE Circular NSE/CML/2018/02 dated June 20, 2018, and BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018.



**SHIV KUMAR GUPTA**  
**DIN: 11493537**