

Zee Learn Ltd.,
513/A, 5th Floor,
Kohinoor City, Kiroli Road,
Off. LBS Marg, Kurla (W),
Mumbai - 400070.

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Registered Office:
135, Continental Building,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018.
CIN :L80301MH2010PLCI98405



www.zeelearn.com

Date: June 30, 2021

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: Annual Secretarial Compliance Report for the year ended March 31, 2021.

Ref: Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMDU27/2019 dated February 8, 2019:

Dear Sir/Ma'am,

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMDU/27 /2019 dated February 8, 2019, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended March 31, 2021, issued by Ms. Mita Sanghavi, Practicing Company Secretary.

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



THINK EDUCATION. THINK ZEE LEARN.



Mount Litera
World Preschool



**Secretarial compliance report of Zee Learn Limited
for the year ended 31st March 2021**

I, Mita Pushpal Sanghavi have examined:

- (a) All the documents and records made available to me and explanation provided by Zee Learn Limited ('the listed entity');
- (b) The filings/ submissions made by the listed entity to the stock exchanges;
- (c) Website of the listed entity; and
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2021 ('Review Period'), in respect of compliance with the provisions of:

- i. The Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- ii. The Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India.

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - *Not applicable as there was no issuance during the review period*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - *Applicable to limited extent as filings are required to be made by Promoters to the Stock Exchanges and listed entity.*
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *Not applicable during the review period*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable during the review period*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - *Not applicable during the review period*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and based on the above examination, I hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 6(1) of SEBI LODR regulations - Appointment of Company Secretary as Compliance Officer	As at March 31, 2021, the Chief Financial Officer (CFO) was appointed as Compliance Officer due to resignation of Company Secretary w.e.f January 29, 2021	The Company is required to fill vacancy in the office of Company Secretary within 6 months
2	Regulation 17(1)(c) of SEBI LODR - Company to have minimum 6 Directors	While the Company had 6 Directors as at March 31, 2021, the Board strength during the period from January 15, 2021 to March 2, 2021 was five (5). Vacancy in the office of Director was filled within prescribed time	Vacancy in the office of Director was filled within prescribed time
3	Regulation 30(6) of SEBI LODR - Disclosure of events in Part A within 24 hours	Disclosure of information relating to end of term of Nandita Agarwal Parker as Independent Director w.e.f. January 14, 2021 was delayed and submitted to stock exchanges on February 9, 2021	None
4	Regulation 33(3)(a) of SEBI LODR - Listed Company to submit quarterly and year-to-date financial results to Stock Exchanges within 45 days from the end of each quarter	Audited financial results for the quarter and year ended 31.03.2020 was delayed and filed on 07.10.2020	Penalty levied by Stock Exchanges
		Unaudited financial results for the quarter ended 30.06.2020 was delayed and filed on 03.12.2020	Penalty levied by Stock Exchanges
		Unaudited Financial results for the half-year ended 30.09.2020 was delayed and filed on December 18, 2020	Penalty levied by Stock Exchanges
5	SEBI (Prohibition of Insider Trading) Regulations, 2015	Non-reporting / not action on deviations in dealings including reverse sell/purchase in Shares of the Company by Designated Persons as per deviation report submitted by Company	None



MITA SANGHAVI
Practicing Company Secretary

Office no.6, Ground floor,
Runwal Commercial Complex,
L.B.S. Marg, Mulund West, Mumbai- 400080.
Mb. 98922 10391, Off No. 022-25918827
Email-mita.sanghavi@yahoo.in

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of Violations	Details of action taken e.g. fines, warning letter, debarment etc	Observations / remarks of PCS, if any
1	BSE	Delay in submission of Audited Financial Results for quarter and year ended March 31, 2020	Fine of Rs. 389,400 levied by BSE & paid by the Company	None
2	BSE	Delay in submission of Unaudited financial results for quarter ended June 30, 2020	Fine of Rs. 283,200 levied by BSE & paid by the Company	None
3	BSE	Delay in submission of Unaudited financial results for quarter and half-year ended September 30 2020	Fine of Rs. 159,300 levied by BSE & paid by the Company	None
4	NSE	Delay in submission of Audited Financial Results for quarter and year ended March 31, 2020	Fine of Rs. 389,400 levied by NSE & paid by the Company	None
5	NSE	Delay in submission of Unaudited financial results for quarter ended June 30, 2020	Fine of Rs. 265,500 levied by NSE & paid by the Company	None
6	NSE	Delay in submission of Unaudited financial results for quarter and half-year ended September 30 2020	Fine of Rs. 171,100 levied by NSE & paid by the Company	None

(d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not applicable				



MITA SANGHAVI
Practicing Company Secretary

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Email-mita.sanghavi@yahoo.in

Limitations

Due to Covid 19 and lock-down situation, I could not visit Company's corporate office for audit purposes and therefore original Minutes books and other documents could not be verified physically. While all possible steps were taken to review and verify the records as made available to us by the Company through electronic medium and requisite confirmations were taken from the Company, wherever required, the audit was done subject to limitation of verification of original documents/registers.



Mita Sanghavi

Mita Sanghavi
Practicing Company Secretary
Membership No.: F7205
Certificate of Practice No. 6364
UDIN: F007205C000546546

Place: Mumbai
Date: June 30, 2021