

**May 28, 2019**

BSE Limited  
National Stock Exchange of India Limited  
Luxembourg Stock Exchange

**Kind Attn.: Corporate Relationship / Listing Department**

BSE Scrip Code: 533287

NSE SYMBOL: ZEELEARN

Dear Sir/ Madam,

**Sub: Submission of Annual Secretarial Compliance Report for the Financial Year 2018-19.**

Pursuant to SEBI circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019, all listed entities are required to submit to the Stock Exchanges within 60 days of the end of the Financial year, Annual Secretarial Compliance Report issued by a practicing Company Secretary based on the check of the compliance by such listed entity with the applicable SEBI Regulations and Circulars/guidelines issued thereunder.

Accordingly, we are attaching the Annual Secretarial Compliance Report of Zee Learn Limited, issued by Mrs. Mita Sanghavi, Practicing Company Secretary for the Financial Year 2018-19.

You are requested to take the same on your record.

Kindly acknowledge the receipt.

Yours faithfully,  
**For Zee Learn Limited**

  
**Bhautesh Shah**  
Company Secretary



Encl.: As stated

**THINK EDUCATION. THINK ZEE LEARN.**

# MITA SANGHAVI

Practising Company Secretary

Office no.6, Basement Ground floor,  
Runwal Commercial Complex,  
L.B.S. Marg, Mulund West, Mumbai- 400080.  
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## Secretarial compliance report of Zee learn Limited for the year ended March 31, 2019

I, Mrs Mita Sanghavi, Company Secretary in whole time practice has examined:

- all the documents and records made available to us and explanation provided by Zee Learn Limited("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- 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 Practising Company Secretary
None			

(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/our 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 violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
None				

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

Sr. No.	Observations of the Practising 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 Practising Company Secretary on the actions taken by the listed entity
None				

**Mita P Sanghavi**  
Practising Company Secretary



*Mita Sanghavi*

**Mita Sanghavi**

Membership No.: F7205

C P No.: 6364

Place: Mumbai

Date: May 27, 2019