

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

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Customer Support:
+91 93200 63100

Registered Office: ~
135, Continental Building,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018.
CIN :L80301MH2010PLC198405



www.zeelearn.com

July 31, 2020

BSE Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange

Kind Attention: 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 2019-20.

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, Practising Company Secretary for the Financial Year 2019-20.

You are requested to take the same on your record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For Zee Learn Limited

Rakesh Agarwal
Chief Financial Officer and Compliance Officer



Encl: As stated



THINK EDUCATION. THINK ZEE LEARN.



Mount Litera
World Preschool



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

**Secretarial compliance report of Zee Learn Limited
for the year ended 31st March 2020**

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 2020, 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
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 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:

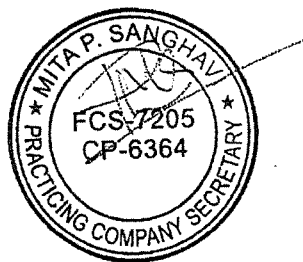
Sr. No	Action taken by	Details of Violations	Details of action taken e.g. fines, warning letter, debarment etc	Observations / remarks of the Practicing Company Secretary, if any
None				

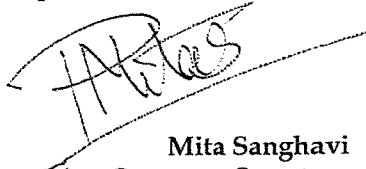
(d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

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				

Limitations

It may be noted that due to lockdown and social distancing guidelines for containment of spread of Covid-19, certain documents, registers, forms, etc. could not be verified physically by me, as the same were maintained by the Company at their offices. While we have taken all possible steps to verify the records as made available to us by the Company through electronic medium and taken confirmation from the Company, wherever required, the audit was done subject to limitation of availability of documents.




Mita Sanghavi
 Practicing Company Secretary
 Membership No.: F7205
 Certificate of Practice No. 6364
 UDIN: F007205B000541376

Place: Mumbai
Date: 31st July 2020