

Zee Learn Limited
Registered Office:

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

P: +91 22 7154 1895
F: +91 22 2674 3422
Customer Support: +91 93200 63100
www.zeelearn.com



Date: May 29, 2023

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, 2023.

Dear Sir/Ma'am,

In compliance with the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant Circular(s) issued by SEBI in this regard, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended March 31, 2023, issued by M P Sanghavi & Associates LLP, Practicing Company Secretary.

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

Thanking you.
Yours faithfully,

For ZEE LEARN LIMITED

ANIL
RAMBHUPRASAD GUPTA
AD GUPTA

Digitally signed by ANIL
RAMBHUPRASAD GUPTA
Date: 2023.05.29
18:40:33 +05'30'

**ANIL GUPTA
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Encl. : as above



THINK EDUCATION. THINK ZEE LEARN.



M P SANGHAVI & ASSOCIATES LLP

Company Secretaries

LLPIN – AAS-2921

Office No.227, Avior Corporate Park,
Nirmal Galaxy LBS Road,
Mulund West, Mumbai - 400080
Tel: 022 2591 8827/ 4640 4420
Website. www.mpsanghavi.com

Secretarial Compliance Report of Zee Learn Limited for the year ended 31st March 2023

I, Mita Pushpal Sanghavi, Partner of M P Sanghavi & Associates LLP, Company Secretaries, 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 2023 ('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 ('Listing Regulations');
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR'); - *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 (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable during the review period*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - *Not applicable during the review period*

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- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations');
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ('SEBI DP Regulations') and
- (i) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI ESOP Regulations')

and based on the above examination, We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	None
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	None
3	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are	Yes Yes No	<i>In Corporate Governance report under Reg 27(2), Website address provided and not weblink</i>

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	accurate and specific which re-directs to the relevant document(s)/ section of the website		
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Based on verification of Directors Disclosures & www.mca.gov.in
5	Details related to Subsidiaries of listed entities have been examined with regards to: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Based on management confirmation and review of Company's website
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations	Yes	None
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	None
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10	Prohibition of Insider Trading:	Yes	None



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	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	None
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	None

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular C1R/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/R emarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There was no resignation by Statutory Auditor during review Period
2	Other conditions relating to resignation of statutory auditor		

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	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	There was no resignation by Statutory Auditor during review Period
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October 2019	NA	There was no resignation by Statutory Auditor during review Period

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- (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	Compliance Requirement	Regulations/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	A	B	C	D	E	F	G	H	I	J
None										

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

Sr No	Compliance Requirement	Regulations/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	A	B	C	D	E	F	G	H	I	J
1	Regulation 6(1) of SEBI LODR - Appointment of Company Secretary as Compliance Officer		No Company Secretary till 29.06.21, CFO nominated as Compliance Officer under SEBI LODR	None	NA	Refer CI - C	Nil	Company Secretary appointed w.e.f. 29 th June 2021	None	NA
2	Regulation 17(1)(c) of SEBI LODR - Top 2000 Listed entity to have minimum 6 Directors.		Board strength during the period from 15.06.21 to 7.08.21 was 5.	None	Nil	Ref CI C	Nil	Complied in August 2021	None	NA
3	SEBI (Prohibition of Insider Trading) Regulations, 2015		Non-reporting of minor deviation of reverse sell of 2 Shares by	None	Nil	Ref CI C	Nil	None	None	NA

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		an Active Designated Person as per deviation report submitted by Company. Board had authorised issuance of warning letter to the Designated person							
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For M P Sanghavi & Associates LLP

Company Secretaries

FRN: L2020MH007000



Mita Sanghavi

Designated Partner

FCS: 7205 / CP No: 6364

Peer Review Certificate No: 2972/2023

UDIN: F007205E000404855



Date: May 29, 2023

Place: Mumbai

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