

Date: May 28, 2022

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, 2022.

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/CMDI/27 /2019 dated February 8, 2019, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended March 31, 2022, 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.

**Secretarial compliance report of Zee Learn Limited
for the year ended 31st March 2022**

I, Mita Pushpal Sanghavi has 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 2022 ('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 (SEBI - LODR);
- (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, 2021;
- (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 ('SEBI - PIT'); and
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018



MITA SANGHAVI
Practicing Company Secretary

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Email id: team@mpsanghavi.com

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)	Deviation	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 6(1) of SEBI LODR - Appointment of Company Secretary as Compliance Officer	Since the Listed entity did not have Company Secretary till June 29, 2021, the Chief Financial Officer was nominated as Compliance Officer under SEBI LODR	Company Secretary appointed w.e.f. 29 th June 2021
2	Regulation 17(1)(c) of SEBI LODR - Top 2000 Listed entity to have minimum 6 Directors on Board.	As at March 31, 2022 the Listed entity had 6 Directors. However, the Board strength during the period from 15 th June 2021 till 7 th August 2021 was 5.	None as the requirement was complied
3	SEBI (Prohibition of Insider Trading) Regulations, 2015	Non-reporting to Stock Exchange of a minor deviation of reverse sell of 2 Equity Shares of the Listed entity by an Active Designated Person as per deviation report submitted by Company. The Board had authorised issuance of warning letter to the Designated person	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:



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Sr.	Action taken by	Details of Violations	Details of action taken e.g. fines, warning letter, debarment etc	Observations / remarks of PCS, if any
1	SEBI	Delay in disclosure of revision in credit ratings of NCDs in terms of Reg 30(2) of the LODR Non-disclosure of defaults on payment of interest/principal amount on unlisted debt securities	SEBI has issued a Warning Letter bearing No. SEBI/HO/CFD/CMD2/OW/P/2021/20153/1 dated 18 th August 2021 advising Listed entity to exercise due diligence for ensuring timelines, accuracy and adequacy of disclosures in future. The listed entity was also advised place SEBI's letter before Board and disseminate the sat to Stock Exchanges	The said letter was taken on record by Board of Listed entity and disseminated to Stock Exchanges on September 6, 2021

(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
1.	Regulation 6(1) of SEBI LODR regulations - Appointment of Company Secretary as Compliance Officer	31 st March 2021	Company Secretary appointed w.e.f. 29 th June 2021	Complied
2	Regulation 17(1)(c) of SEBI LODR - Company to have minimum 6 Directors	31 st March 2021	While Board strength was 6 as at March 31, 2022, the strength was 5 for few months in the interim	None



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3	SEBI (Prohibition of Insider Trading) Regulations, 2015	31 st March 2021	One minor deviation in dealings by an Active Designated person during FY 21-22 was noted & same was not reported to Stock Exchanges	None
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A handwritten signature in black ink, appearing to read "M. Sanghavi".

Mita Sanghavi
Practicing Company Secretary
Membership No.: F7205
Certificate of Practice No. 6364
UDIN: F007205D000412764

Place: Mumbai
Date: May 28, 2022