

Date: April 19, 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: Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2023.

Dear Sir,

With reference to above, we are enclosing herewith the Certificate issued by Practicing Company Secretary pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2023.

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

Encl: as above

Compliance Certificate

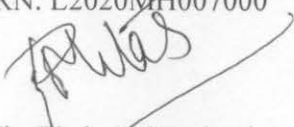
I have reviewed report(s) and relevant documents/records of **ZEE LEARN LIMITED** ('Company'), having its registered office at Continental Building 135, Dr. Annie Besant Road, Worli, Mumbai - 400018 provided by its Registrar & Share Transfer Agent M/s. Link Intime India Private Limited, having its Office at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli (West), Mumbai- 400 083 for the purpose of issuing Certificate as per Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended).

Based on review of such report(s) and information/clarification provided by the Company and Registrar & Share Transfer Agent, I hereby certify that during the year ended March 31, 2023, the Company had received total of Two (2) valid requests from Shareholders for issuance of Duplicate Share Certificate.

All valid requests, except for One (1) request for issuance of Duplicate Share Certificate was approved and processed within 30 days from date of lodgment of all relevant documents. *There was a delay of 1 day in processing the request for issuance of Duplicate Share Certificate, which was approved and processed on 31st day from the date of lodgment of all relevant documents.* There were no other valid request(s) received for transfer, sub-division, consolidation of share certificates etc., during the year.

I further certify that as at March 31, 2023, Company's issued and listed capital comprised of 32,60,92,725 fully paid equity shares of Re. 1 each, out of which 32,59,17,996 Equity Shares were held in dematerialized form and balance 1,74,729 Equity Shares were held in physical form.

For M P Sanghavi & Associates LLP
Company Secretaries
FRN: L2020MH007000


Mita Pushpal Sanghavi
Partner
CP No. 6364
FCS No. 7205



Place: Mumbai
Date: 17th April 2023
UDIN: F007205E000116281