



Zee Learn Ltd.,
Kohinoor City, A Wing,
513/A Commercial 1,
5th Floor, Kiroli Road,
Off. LBS Road, Kurla (W),
Mumbai - 400070

P: +91 22 4034 3900
F: +91 22 2674 3422
Customer Support:
+91 93200 63100

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



www.zeelearn.com

May 29, 2020

To,
BSE Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange

BSE SCRIP CODE: 533287

NSE SYMBOL: ZEELEARN

Dear Sir,

Sub.: Certificate under Regulation 40(9) of SEBI (LODR) Regulations 2015 for the half year ended as on March 31, 2020.

With reference to above, we are enclosing herewith the half yearly certificate for Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from October 1, 2019 to March 31, 2020.

Kindly take the same on records.

Thanking you.

For Zee Learn Limited

Sd/-
Rakesh Agarwal
Chief Financial Officer and Compliance Officer

Encl.: As stated

This letter could not be signed due to Covid-19 pandemic and the lockdown imposed by the Government and hence has been sent as Sd.

THINK EDUCATION. THINK ZEE LEARN.



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_sangh@yahoo.co.uk

Compliance Certificate

I have reviewed electronic copies of relevant records of **ZEE LEARN LIMITED** (the Company), having its registered office at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai 400 018 provided to me 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, Vikhroli West, Mumbai 400 083, for the purpose of issuing Certificate as per Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on such review and based on information and confirmation provided by the Registrar & Share Transfer Agent, I hereby certify that in response to requests for transfer, transmission, issuance of duplicate share certificates, deletion of name etc., received during the half year ended on 31st March 2020, the Registrar & Share Transfer Agent of the Company had delivered Share Certificates within the period stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, from the date of lodgment of requisite documents in connection with such requests, except for those rejected on technical grounds.

I further certify that out of total issued and listed capital of 32,60,92,725 Equity Shares of Re. 1 each, as at March 31, 2020, 32,59,09,079 Equity Shares were held in dematerialized form while 1,83,646 Equity Shares were held in physical form.

UDIN Number: F007205B000299101
Place: Mumbai
Date: May 29, 2020

**Mita Pushpal
Sanghavi**

Mita Pushpal Sanghavi
FCS No. 7205 CP No. 6364

Digitally signed by Mita Pushpal Sanghavi
DN: c=IN, o=Personal, cn=Mita Pushpal Sanghavi,
serialNumber=2b44e61c0f414a61213eb078ae4dd7985
53d826c7bc024294177eecc4660340c,
pseudonym=S12c68253bf44e69c7015784717d61f,
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43961666266346338393936662393234323761653431
653436343962393334636134393539393162373835326
2383535, postalCode=400604,
2.5.4.20=85785511271223f573d9879ee29bd731c6ab
15134ec3af6900a19ddb85ff, st=Maharashtra
Date: 2020.05.29 16:41:16 +05'30'