

Zee Learn Ltd.,
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513/A Commercial 1,
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Mumbai - 400070

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



www.zeelearn.com

April 13, 2020

BSE Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange
National Securities Depository Limited
Central Depository Services (India) Limited

Kind Attn.: Corporate Relationship / Listing Department

BSE Scrip Code: 533287

NSE SYMBOL: ZEELEARN

Dear Sir/ Madam,

**Sub: Certificate under Regulation 74 (5) of Securities and Exchange Board of India
(Depositories and Participants) Regulations, 2018**

With reference to above, we are enclosing herewith the Certificate under Regulation 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended March 31, 2020 dated 10.04.2020 received from M/s Link Intime India Private Limited, the Registrar and Share Transfer Agent of our Company.

Kindly acknowledge the receipt.

Thanking you.

Yours faithfully,

For Zee Learn Limited


Bhautesh Shah
Company Secretary



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Link Intime India Pvt. Ltd.

CIN : U67190MH1999PTC118368

C-101, 247 Park, L.B.S. Marg,

Vikhroli (West), Mumbai - 400 083

Phone: +91 22 4918 6000

Fax: +91 22 4918 6060

Email: mumbai@linkintime.co.in

Website: www.linkintime.co.in

Date : 10/04/2020

To,
Company Secretary
Zee Learn Ltd

Subject: Confirmation Certificate in the matter of Regulation 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Sir/Madam,

In reference to the above captioned regulation, we hereby confirm that the securities received from the depository participants for dematerialisation during the quarter ended 31st March, 2020, were confirmed (accepted/rejected) to the depositories by us and that securities comprised in the said certificates have been listed on the stock exchanges where the earlier issued securities are listed.

We hereby also confirm that the security certificates received for dematerialisation have been mutilated and cancelled after due verification by the depository participant and the name of the depositories have been substituted in register of members as the registered owner within 15 days. We request you to kindly take note of the above in your records.

We request you to kindly take note of the above in your records subject to the note given below.

Note :Due to COVID 19 and the proactive steps taken by Govt of India in declaring a 21 days lockdown effective from March 24, 2020 and prior to this date the advisory/prohibitory orders issued by the Government of India and various State Governments effective from mid of March 2020. certain Demat / remat transactions inwards by our office from the period first week of March, 2020 which was to be processed and released within 15 days / 30 days as the case may be, has not been processed/released since our office was functional with bare minimum staff reporting to office from mid-March 2020 onwards. Further, both the Depositories have issued circulars that from March 23, 2020 to April 30, 2020 the processing of demat requests will be excluded for computing the existing timelines specified and further 15 days time period will be allowed to clear backlogs after April 30, 2020. Also, please note during this challenging times certain transaction processed might be pending for release; certain DRN generated by DPs electronically but physical documents might not have been despatched by the DP; or might have been despatched by the DP but not received by us/not inwards which has arisen due to the extraordinary circumstances as explained in detail.

Thanking You,

Yours faithfully,
For Link Intime India Pvt. Ltd

Sd/-

Balaji Sharma
Vice President – Corporate Registry