



Zee Learn Ltd., Level 6,
Fun Republic, Off. New
Link Rd., Andheri (W),
Mumbai - 400 053.

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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

October 11, 2017

BSE Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange

Kind Attn.: Corporate Relationship / Listing Department

BSE Scrip Code: 533287

NSE SYMBOL: ZEELEARN

Dear Sir/ Madam,


Sub: Certificate under Regulation 40 (9) of SEBI (LODR) Regulations, 2015

With reference to above, we are enclosing herewith the Half Yearly Certificate for Regulation 40(9) of SEBI (LODR) Regulations, 2015 for the period from 1.4.2017 to 30.9.2017.

Kindly acknowledge the receipt.

Yours faithfully,

For Zee Learn Limited


Bhautesh Shah
Company Secretary

Encl.: As stated



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MITA SANGHAVI
Practising Company Secretary

B-17, GirisannidhyaChs,
Shree Nagar, Wagale Estate
Thane - 400 604
Tel. @-2582 55 95 (o) 2583 1673
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Compliance Certificate

I have examined the relevant registers and records, of M/s ZEE LEARN LIMITED, having its registered office at Continental building, 135, Dr. Annie Besant Road, Worli, Mumbai-400018 produced before me by its Registrar & Share Transfer Agent M/s. Link Intime India Private Limited, C-101, 247 Business Park, LBS Road, Vikhroli West, Mumbai -400083, for the purpose of issuing Certificate as per Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with the Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd.

Based on such examination as well as information and explanations furnished to me, which to the best of my knowledge and belief, were necessary for issuing my certificate, I hereby certify that, in my opinion and according to the best of my information and belief, in relation to the half year ended on 30th September 2017, there have been no request for consolidation and sub-division received by the Company. Further in connection with the transfers and transmission for the half year ended on 30th September 2017, I certify that the Company had delivered all certificates within the period stipulated under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 from the date of lodgment of all appropriate documents for such transfer.

I further certify that Company's total issued and listed capital consists of 32,43,63,271 fully paid equity shares (Paid up Re.1.00 per share). Hence the total listed capital of the Company as on 30th September 2017 is Rs. 32,43,63,271 consisting of 32,43,63,271 fully paid equity shares, out of which 32,41,53,835 fully paid equity Shares have been issued in dematerialized form and 2,09,436 fully paid equity Shares are in physical form.

Place: Mumbai

Date: 11.10.2017

PCS. Mita Pushpal Sanghavi

FCS No. 7205 CP No. 6364

