



**Zee Learn Ltd.,**  
513/A, 5th Floor,  
Kohinoor City, Kirod Road,  
Off. LBS Marg, Kurla (W),  
Mumbai - 400070.

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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](http://www.zeelearn.com)

**October 15, 2018**

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 April 1, 2018 to September 30, 2018.

Kindly acknowledge the receipt.

Yours faithfully,

**For Zee Learn Limited**

  
**Bhantesh Shah**  
Company Secretary



Encl.: As stated

**THINK EDUCATION. THINK ZEE LEARN.**



**MITA SANGHAVI**  
Practising Company Secretary

12, Venus Abade CHS,  
Near Dena Bank,  
Wagale Estate,  
Shree Nagar,  
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 30<sup>th</sup> September, 2018 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 30<sup>th</sup> September, 2018, 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 32,60,65,472 fully paid equity shares (Paid up Re.1.00 per share). Hence the total listed capital of the Company as on 30<sup>th</sup> September, 2018 is Rs. 32,60,65,472 consisting of 32,60,65,472 fully paid equity shares, out of which 32,58,60,044 fully paid equity Shares have been issued in dematerialized form and 2,05,428 fully paid equity Shares are in physical form.

Place: Mumbai  
Date: 15.10.2018



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