



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

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Customer Support:  
+91 93200 63100

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



www.zeelearn.com

**April 13, 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.: Compliance for the half year ended as on March 31, 2017

In compliance with the SEBI (Listing Obligations and disclosure Requirements) Regulation, 2015, please find following Certificate for the half year ended as on March 31, 2017:

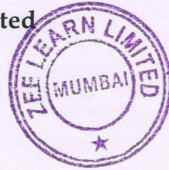
- Certificate under Regulation 40(9) of the SEBI (Listing Obligations and disclosure Requirements) Regulation, 2015.

Kindly acknowledge the receipt.

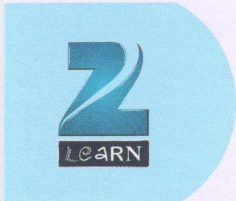
Yours faithfully,

For Zee Learn Limited

*Hemangi Patil*  
Hemangi Patil  
Company Secretary  
ACS 19644



Encl.: As stated



**THINK EDUCATION. THINK ZEE LEARN.**



**MITA SANGHAVI**  
Practising Company Secretary

B-17, GirisannidhyaChs,  
Shree Nagar, Wagale Estate  
Thane - 400 604  
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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 **31<sup>st</sup> March 2017**, there have been no request for transmission, consolidation and sub-division received by the Company. Further in connection with the transfers for the half year ended on **31<sup>st</sup> March 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, 26, 42,381 fully paid equity shares (Paid up Re.1.00 per share). Hence the total listed capital of the Company as on **31<sup>st</sup> March 2017** is Rs. 32,26,42,381 consisting of 32,26,42,381 fully paid equity shares, out of which 32,24,30,989 fully paid equity Shares have been issued in dematerialized form and 2,11,392 fully paid equity Shares are in physical form.



Mita P Sanghavi

Place: Mumbai  
Date:13/04/2017

