

LINK Intime

Link Intime India Pvt. Ltd.

CIN : U67190MH1999PTC118368
C- 101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.
Tel. : +91 22 4918 6000
Fax : +91 22 4918 6060
E-mail : mumbai@linkintime.co.in
Website : www.linkintime.co.in

TO WHOMSOEVER IT MAY CONCERN

Compliance Certificate pursuant to Regulation 7(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended March 31, 2017

Re: Scrip Code: 533287 (BSE) & ZEELEARN (NSE)

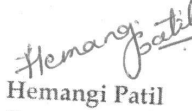
We hereby certify and confirm that, pursuant to Regulation 7(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), during the half year ended March 31, 2017, all activities in relation to both physical and electronic share transfer facility for listed Equity Shares of Re. 1/- each of Zee Learn Limited (CIN: L80301MH2010PLC198405), having its registered office at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai 400018, are maintained by M/s. Link Intime India Pvt Ltd ('Link Intime') (CIN: U67190MH1999PTC118368), a SEBI registered, Registrar and Share Transfer Agent (RTA) bearing registration number **INR000004058**, having its registered office at C - 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

For Link Intime India Pvt Ltd



Ishwar Suvarna
AVP-Corporate Registry
Mumbai, dated April 11, 2017

We confirm
For Zee Learn Limited



Hemangi Patil
Company Secretary & Compliance Officer