

Date: April 12, 2024

To,
BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

The National Stock Exchange of India Limited
Exchange Plaza,
Block G, C-1, Bandra-Kurla Complex,
Bandra (East),
Mumbai-400 051

BSE Scrip Code: 533287

NSE Symbol: ZEELEARN

Sub: Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2024.

Dear Sir,

With reference to above, we are enclosing herewith the Certificate issued by MP Sanghavi & Associates LLP pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2024.

We request you to kindly take the aforesaid information on your record.

Thanking you.

Yours faithfully,

For ZEE LEARN LIMITED

**ANIL GUPTA
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Encl: as above

Compliance Certificate

We have reviewed report(s) and relevant documents/records of ZEE LEARN LIMITED ('Company'), having its registered office at Continental Building 135, Dr. Annie Besant Road, Worli, Mumbai - 400018 provided by its Registrar & Share Transfer Agent M/s. Link Intime India Private Limited, having its Office at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli (West), Mumbai- 400 083 for the purpose of issuing Certificate as per Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended).

Based on review of such report(s) and information/clarification provided by the Company and Registrar & Share Transfer Agent, We hereby certify that during the year ended March 31, 2024, the Company had received :

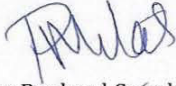
1) Three (3) requests for issuance of Share Certificate upon transfer of which One (1) request was objected and Two (2) valid requests were approved and processed within 30 days from date of lodgment of all relevant documents.

2) Two (2) requests for issuance of Share Certificate on deletion of name of which One (1) request was objected and One (1) valid request was approved and processed within 30 days from the date of lodgment of all relevant documents.

There were no other valid request(s) received for transfer, sub-division, consolidation of share certificates etc., during the year.

We further certify that as at March 31, 2024, Company's issued and listed capital comprised of 32,60,92,725 fully paid equity shares of Re. 1 each, out of which 32,59,25,078 Equity Shares were held in dematerialized form and balance 1,67,647 Equity Shares were held in physical form.

For M P Sanghavi & Associates LLP
Company Secretaries
FRN: L2020MH007000


Mita Pushpal Sanghavi
Designated Partner
CP No. 6364
FCS No. 7205



Place: Mumbai
Date: 11th April, 2024
UDIN: F007205F000090530