



Date: April 20, 2022

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, 2022.

Dear Sir,

With reference to above, we are enclosing herewith the Certificate issued by Practicing Company Secretary pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2022.

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

THINK EDUCATION. THINK ZEE LEARN.

MITA SANGHAVI
Practicing Company Secretaries
LLPIN – AAS-2921

Office No. 227, Avior Corporate Park,
Nirmal Galaxy, LBS Marg,
Mulund West, Mumbai 400 080
Tel: 022 2591 8827 / 4640 4420
Email: mita@mpsanghavi.com
Website: www.mpsanghavi.com

Compliance Certificate

I 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, I hereby certify that during the year ended March 31, 2022, the Company had received total of Five (5) valid requests from Shareholders including (i) One (1) for Transmission of Shares; (ii) Two (2) for Deletion of Name on Share Certificate; (iii) One (1) for issuance of Replacement Share Certificate; and (iv) One (1) for issuance of Duplicate Share Certificate.

All valid requests, except One (1) for issuance of Duplicate Share Certificate was approved and processed within 30 days from date of lodgment of all relevant documents. *There was a delay of 15 days in processing the request for issuance of Duplicate Share Certificate, which was approved and processed on 45th day 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.

I further certify that as at March 31, 2022, Company's issued and listed capital comprised of 32,60,92,725 fully paid equity shares of Re. 1 each, out of which 32,59,12,231 Equity Shares were held in dematerialized form and balance 1,80,494 Equity Shares were held in physical form.

Place: Mumbai
Date: 20.04.2022
UDIN: F007205D000166474




Mita Pushpal Sanghavi
Practicing Company Secretary
FCS No. 7205 CP No. 6364