

Date: September 23, 2025,

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: Comments of Board of Directors on Non-Compliance of Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

We wish to inform you that in the matter related to Non Compliance of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. Board Composition for the quarter ended June 30, 2025 and fine imposed by BSE and NSE vide their email & letter dated August 29, 2025 were placed before the Board of Directors in their meeting held on September 23, 2025. The Board of Directors had discussed and taken note of the matter of Non-compliance.

The Board, after due analysis and deliberation, noted that the delay in compliance was inadvertent and unintentional. The Company made every possible effort to fill the vacancy caused. Considering the level of competency, skills, experience, and seniority required for the said post, it took a reasonable amount of time to identify and finalize a suitable candidate. After a diligent selection process, Mr. Parag Agarawal (DIN: 10652558) was appointed as an Independent Director on August 05, 2025. The Board emphasized that, going forward, the prescribed timelines and compliances should be strictly adhered to.

The Board also took note of the submission made to both the exchanges vide letter dated September 10, 2025, for waiver of penalty.

Thanking you.

Yours faithfully,

For ZEE LEARN LIMITED

**ANIL GUPTA
COMPANY SECRETARY &
COMPLIANCE OFFICER**