



June 1, 2016

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: Proceedings of the Board meeting - Update on Scheme of Amalgamation of Tree House Education & Accessories Limited (THEAL) with Zee Learn Ltd (Company)

As a part of the evaluation of the financial results of THEAL for the quarter ended on March 31, 2016 and for the financial year ended on March 31, 2016, the Board of Directors at its meeting held today i.e, on June 1, 2016, have decided to keep on hold the Scheme of Amalgamation of THEAL with the Company.

Further to the above, the Board of Directors has decided the following:

1. Zee Learn Ltd will not be going ahead with the currently agreed share exchange ratio of 53 fully paid equity shares of INR 1 each of Zee Learn Limited for 10 fully paid equity shares of INR 10 each of Tree House.
2. Re-constitution of the Merger Evaluation Committee (MEC) with the authority to look into and suggest ways to salvage the deal with THEAL which will best keep the interest of Zee Learn Ltd's stakeholders intact.
3. The MEC to appropriately inform THEAL of the above decisions.

This is for your information and record please.

Thanking you.

Yours faithfully,
For Zee Learn Limited

Hemangi Patil
Hemangi Patil
Company Secretary



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