



THINK EDUCATION. THINK ZEE LEARN.



Date: June 6, 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: Press Note on developments w.r.t. proposed Merger between Tree House Education & Accessories Ltd (THEAL) and Zee Learn Ltd (ZLL).

It has come to our notice that some people are making uncalled for comments about ZLL - THEAL proposed merger and recent developments connected with the same in various forums. We will like to reiterate that these adverse comments are not appropriate and will like to share this note with you to put matters in perspective. Meanwhile, we request you not to carry any unsubstantiated rumours and baseless comments.

In December 2015, when the merger was first mooted, the then performance of THEAL appeared bright and so were their prospects. On the basis of these, independent experts had arrived at a certain merger ratio, which was approved by the boards of both the companies, subject to shareholders' approval.

However, the Q4-FY16 results of THEAL were not in line with their past performance or prospects. Therefore, after due deliberations, the ZLL Board felt that this might have an impact on merger ratio agreed earlier and therefore, the ZLL Board decided to keep the Scheme of Amalgamation on hold till the advisors re-evaluate the scheme with reference to the recent developments and suggest the most appropriate way forward for ZLL. As and when a final view is taken, it would be put up for ZLL's shareholders' approval and for necessary statutory permissions.

One of the important roles and duties of the Board of ZLL, is to protect the rights and interests of ZLL shareholders, which in light of recent developments at THEAL, may be affected if the earlier scheme / ratio is persisted with, without a review that will now be conducted.



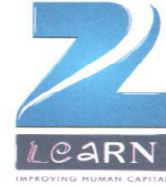
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www.zeelearn.com



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We are sure that you, as learned members of the business media fraternity, will understand that such Merger / Amalgamation processes are highly regulation driven and of a price sensitive nature. In matters such as these, if there are any developments, they need to be informed to the Stock Exchanges first as per the requirements of the listing regulations rather than the company representatives discussing the same in media forums. Hope you will understand and respect the same.

As always, we shall be happy to share with you and discuss all non price-sensitive developments and plans of our company which, as a leading diversified player in the education sector, continues to strengthen its reach, penetration and offerings day on day. This is ably demonstrated by the **previous quarter results where ZLL profitability doubled on a YOY basis.**

We are also happy to share with you that **Zee Learn Ltd** was recently recognized as the **“India’s Most Trusted Brand – Diversified Education, 2016”** by Trust Research Advisory. Further, Kidzee, which is **already Asia’s largest preschool chain**, was recently Awarded **“Early Childhood Playschool Chain of the Year – National, 2016”** at the recent Indian Education Awards and the **“Most Trusted Preschool Brand”** by Trust Research Advisory.

We have also recently launched the **Kidzee Learning Tablet** to provide enhanced learning at home as one of our new initiatives. Additionally, to address the growing demand for trained staff for the Early Childhood Education category in the country, we have launched the **Zee Learn Preschool Teacher Training Program**. Both these offerings have received extremely favorable response from the market and we believe that these new offerings along with our very large network of Preschools (**Asia’s largest Play School Chain @ 1600**) and Mount Litera Zee K12 Schools (**Amongst India’s top private K12 chains @ 100 plus**) will continue to power our growth in the coming years and beyond, gladdening the heart of all our investors and well wishers alike, as we have done in the last 90 years of the existence of our Essel Group (**#YoungAt90**).

Should you have any questions with respect to our recent results or our recent launches, please feel free to write in to us.

On Behalf of Zee Learn Ltd.

Hemangi Patil

Hemangi Patil
Company Secretary



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