



Zee Learn Ltd., Level 6,
Fun Republic, Off. New
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Mumbai - 400 053.

P: +91 22 4034 3900
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+91 93200 63100

Registered Office:
135, Continental Building,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018.

CIN : L80301MH2010PLC198405



www.zeelearn.com

September 9, 2016

To,
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: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation of Tree House Education & Accessories Limited with Zee Learn Limited and their respective shareholders ("Scheme")

In connection with the above application, it is hereby confirmed that:

- a) The proposed Scheme of Amalgamation does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited and National Stock Exchange of India Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 of the Companies Act, it shall disclose:
 - i) pre and post amalgamation (expected) capital structure and shareholding pattern;
 - ii) "fairness opinion" obtained from an Independent merchant banker
 - iii) complaint report
 - iv) observation letter issued by the stock exchange
- c) The draft Scheme of Amalgamation together with all documents mentioned in para 9 (d) of Annexure I of the SEBI Circular bearing reference no. CIR/CFD/CMD/16/2015 dated 30 November 2015 has been disseminated on company's website as per Website link: www.zeelearn.com
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.



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- e) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies, /SEBI/Reserve Bank of India, wherever applicable.
- f) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e voting - **Not applicable**
- g) There will be no alteration in the Share Capital of the unlisted Resulting company from the one given in the draft Scheme of Amalgamation.- **Not Applicable**

Thanking you.

Yours faithfully,

For Zee Learn Limited

Hemangi Patil

Hemangi Patil
Company Secretary



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