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December 16, 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

**Sub: Update on the merger of Tree House Education & Accessories Limited ("THEAL" or "Tree House") with Zee Learn Limited ("ZLL" or "the Company")**

Dear Sir / Madam,

In the Board of Directors meeting of ZLL held today i.e. on December 16, 2016 (which commenced at 3:00 p.m. and concluded at 5:45 p.m.), the Board took cognizance of the recent adverse media reports of Tree House closing down hundreds of its playgroup centres abruptly leaving parents / students high and dry and of many parents filing police complaints against Tree House and its Promoters. The Board feels that this may change the complete business dynamics of Tree House and is not in the spirit of the Scheme of Amalgamation signed between ZLL and Tree House. This fact coupled with the steadily deteriorating financials of Tree House, allegations of irregularities by Tree House / its Promoters and the need to protect the interest of ZLL shareholders, led to the Board of ZLL to unanimously agree to withdraw from the merger process with Tree House.

The Board approved sending requisite communication to Tree House to this effect and also convey to them that ZLL reserves its rights to initiate further suitable action against Tree House / its Promoters.

This is for your information and records please.

Yours faithfully,  
For Zee Learn Limited

*Hemangi Patil*  
Hemangi Patil  
Company Secretary  
ACS: A19644



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