



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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for proposed scheme of Amalgamation of Tree House Education & Accessories Limited ("Transferor Company") with Zee Learn Limited ("Transferee Company")

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes. The Designated stock exchange for the purpose of coordinating with SEBI shall be National Stock Exchange of India Limited. The resolution passed by the directors of the company in this regard is marked as Annexure 1A.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes. Please refer Annexure 2
2.b	Valuation Report from Independent Chartered Accountant	Yes. Please refer Annexure 4
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes. Please refer Annexure 3
2.d	Fairness opinion by merchant banker	Yes. Please refer Annexure 5
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Not applicable, since both transferor company and transferee company are listed companies



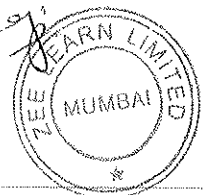
CIN: L80301MH2010PLC198405

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 Zee Learn Limited
 Level 6, An Republic,
 Off. New Link Road,
 * Andheri (West), Mumbai - 400053.

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

www.zeelearn.com

2.a	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Not applicable, since both transferor company and transferee company are listed companies.
2.b	Compliance with Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes. Please refer Annexure 8.
2.c	Complaints Report	Will be submitted in due course
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not applicable, since transferee company is already a listed company.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Yes
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Transferee Company will not issue/reissue any shares, not covered under the draft scheme except for the shares to be issued, if any, under any ESOP schemes
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable

[Signature]


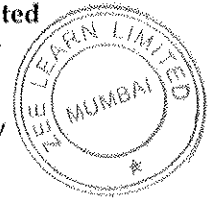


7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	The shares of the Transferee Company issued in lieu of the locked-in shares, if any, of the Transferor Company shall be subjected to the lock-in for the remaining period.
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Place: Mumbai
Date : January 7, 2016

For Zee Learn Limited

Hemangi Patil
Hemangi Patil
Company Secretary



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