

Tree House Education & Accessories Ltd.

Registered Office: 702, Morya House, 'C' Wing, Off. Link Road, Andheri (W), Mumbai - 400 053.
Tel.: 022 - 40492222 Fax : 022 - 40492207
CIN : L80101MH2006PLC163028



August 16, 2016

To, BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	To, National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, BKC, Bandra (E), Mumbai 400 051	To, MCX Stock Exchange Ltd. Suren Road, Andheri (East), Mumbai 400 093
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Scrip Code: 533540 / TREEHOUSE

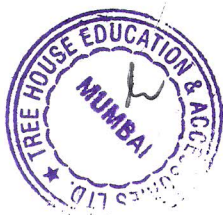
Subject : Update on the Scheme of Amalgamation of Tree House Education & Accessories Limited (THEAL) with Zee Learn Limited (ZLL)

Reference : Para A of Part A of Schedule III of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 September 2015 ("SEBI Circular")

The Board of Directors of Tree House Education & Accessories Limited ("the Company") at its meeting held on December 23, 2015 had approved a Scheme of Amalgamation of Tree House Education & Accessories Limited with Zee Learn Limited ("the Scheme") subject to requisite statutory and regulatory approvals.

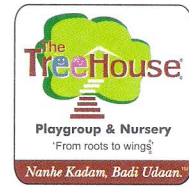
The Board of Directors, vide announcement dated 2nd June, 2016, had inter alia intimated the stock exchanges of the communication received from the Merger Evaluation Committee of Zee Learn Limited to keep on hold the Scheme. Towards this, the Board of Directors had authorised the Amalgamation Committee to suggest the way forward to salvage the deal of amalgamation to ensure consolidation of business in the best interest of the shareholders. Accordingly the Board of Directors have accorded approval to the following business:

1. Unanimously approved the revised scheme (including Appointed date and share exchange ratio) suggested by the Amalgamation Committee for the proposed Amalgamation of the Company Limited with ZLL;
2. Took on record Valuation Reports submitted by M/s N.M. Raiji & Co. (Chartered Accountants) and M/s Maheshwari & Co (Chartered Accountants);;



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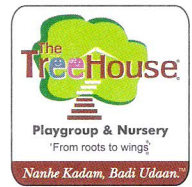
3. Took on record the Fairness Opinion on the Valuation Reports of M/s N.M. Rajji & Co. (Chartered Accountants) and M/s Maheshwari & Co (Chartered Accountants) by Inga Capital Private Limited.
4. Details required to be disclosed as per SEBI Circular are as under:

Details required to be disclosed as per SEBI Circular	Remarks
Name of the entity forming part of the amalgamation/merger, details in brief such as size and turnover (as at 31 March 2016)	Tree House Education & Accessories Limited (Transferor Company / THEAL) Size (Net-worth) : INR 654,69,61,603 Turnover : INR 209,32,82,659 Zee Learn Limited (Transferee Company / ZLL) Size (Net-worth) : INR 250,74,09,159 Turnover : INR 139,00,89,722
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Proposed transaction would not fall within related party transactions.
Area of business of the entity(ies)	Both THEAL and ZLL are primarily engaged into business of pre-schools activities.
Rationale for the amalgamation/merger	Both THEAL and ZLL are in similar line of business activities and with a view to consolidate the business operations, the Board of Directors the Company have decided to amalgamate THEAL with ZLL.



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In case of cash consideration – amount or otherwise share exchange ratio	“ 10 (Ten) equity shares of ZLL of INR 1 each fully paid up for every 10 (Ten) equity shares of THEAL of INR 10 each fully paid up”
Brief details of change in shareholding pattern (if any) of listing entity (<i>as per the beneficiary position as of 12 August, 2016</i>)	<u>Existing shareholding of THEAL:</u> Promoters – 20.54% Public – 79.46% <u>Post-merger shareholding of THEAL:</u> Not Applicable: THEAL will be dissolved without winding up pursuant the Scheme becoming effective.

The Meeting of the Board of Directors of the Company commenced at 7:45 p.m. and concluded at 8:25 p.m.

You are requested to take the above information on record.

FOR TREE HOUSE EDUCATION & ACCESSORIES LIMITED


RAJESH BHATIA
MANAGING DIRECTOR

