

## STRICTLY PRIVATE &amp; CONFIDENTIAL

16<sup>th</sup> August, 2016

The Board of Directors  
Tree House Education & Accessories Limited  
702 C, Morya House  
Off New Link Road, Andheri (West)  
Mumbai – 400053

Dear Sirs,

Sub.: Fairness Opinion Certificate on the valuation carried out by N. M. Raiji & Co (Chartered Accountants) and Maheshwari & Co. (Chartered Accountants).

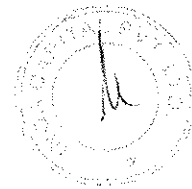
Re.: Proposed merger of Tree House Education & Accessories Limited into Zee Learn Limited.

This has reference to the request made by the management of Tree House Education & Accessories Limited in connection with fairness opinion on the valuation exercise for proposed merger of Tree House Education & Accessories Limited (hereinafter referred to as "THEAL") into Zee Learn Limited (hereinafter referred to as "ZLL") as embodied in the Scheme of Amalgamation as undertaken by N. M. Raiji & Co. (Chartered Accountants) and Maheshwari & Co. (Chartered Accountants) (hereinafter referred to as "the Valuers") to recommend share exchange ratio of equity shares for proposed merger.

1. PURPOSE OF VALUATION UNDERTAKEN BY THE VALUERS

- 1.1 The Board of Directors of THEAL as well as ZLL, have considered and approved the proposal of merger of the entire undertaking and business of THEAL into ZLL at their meeting held on 16<sup>th</sup> August, 2016
- 1.2 In this regard, N. M. Raiji & Co (Chartered Accountants) and Maheshwari & Co. (Chartered Accountants) were appointed by the Companies to carry out the relative valuation with a view to recommend a ratio of exchange of equity shares in the event of merger of THEAL into ZLL.
- 1.3 The information contained herein and our report is confidential. It is intended only for the sole use of captioned purpose including for the purpose of obtaining requisite approvals as per regulation 37 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations,

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2015 ('SEBI (LODR) Regulations 2015') read with SEBI Circular CIR/CFD/CMD/16/2015, dated November 30, 2015.

## 2. SOURCES OF INFORMATION

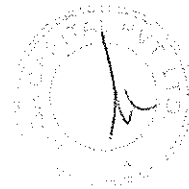
For the purposes of fairness opinion, we have relied upon the following sources of information:

- (a) Draft Scheme of Amalgamation u/s. 391 to 394 of the Companies Act, 1956 (and to the extent applicable provisions of the Companies Act, 2013)
- (b) Certified Valuation Report and Workings dated August 16, 2016, issued by N. M. Raiji & Co. (Chartered Accountants)
- (c) Certified Valuation Report and Workings dated August 16, 2016, issued by Maheshwari & Co. (Chartered Accountants)
- (d) Certified Copy of Certificate of Incorporation and Memorandum and Articles of Association of THEAL and ZLL
- (e) Audited Financials of THEAL and ZLL for the years ended - March 31, 2014, March 31, 2015 and March 31, 2016.
- (f) Projected Profit And Loss Account of THEAL and ZLL for FY 2016-17 and FY 2017-18 as certified by the respective managements.
- (g) Other such information and explanations as were required and which have been provided by N. M. Raiji & Co (Chartered Accountants) and Maheshwari & Co (Chartered Accountants).

## 3. EXCLUSIONS AND LIMITATIONS

- 3.1 Conclusions reached by us are dependent on the information provided to us being complete & accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. We have not performed any audit, review or examinations of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to the date of our certificate.

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- 3.2 This certificate is prepared with a limited purpose / scope as identified / stated earlier and will be confidential being for use only to whom it is issued. It must not be copied, disclosed or circulated in any correspondence or discussions with any person, except to whom it is issued and to those who are involved in this transaction and for various approvals for this transaction.
- 3.3 Our opinion is not, nor should it be construed as our opining or certifying the compliance of proposed merger of THEAL into ZLL with the provision of any law including Companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.
4. VALUATION METHODOLOGY ADOPTED BY THE VALUERS
- 4.1 For the purposes of valuation for amalgamation the following approaches are adopted, viz.,
- (a) Underlying Asset Approach;
  - (b) Comparable Companies Multiple Method (Income Approach); and
  - (c) Market Price Method.
- 4.2 However, for the current valuation exercise for determining the SWAP Ratio the Valuers have adopted the following approaches, viz.,
- (a) Comparable Companies Multiple Method (Income Approach); and
  - (b) Market Price Method
- to the extent applicable and relevant for Companies, justifying vide para 5.2 of the Valuation Report of N. M. Raiji & Co. (Chartered Accountants), and vide para 3 of the Valuation Report of Maheshwari & Co. (Chartered Accountants) for not considering the "Underlying Asset" Approach
5. CONCLUSION
- 5.1 We have reviewed the methodology as mentioned above used by the Valuers for arriving at the fair valuation of the equity shares of company and also reviewed the working and underlining assumptions adopted to arrive at the values under each of the above approaches, for the purposes of recommending a ratio of exchange.
- 5.2 On the basis of the foregoing points read with regulation 37 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations 2015') and in terms of SEBI Circular CIR/CFD/CMD/16/2015, dated November 30, 2015, we are of the opinion that the valuation made by N. M. Raiji & Co (Chartered Accountants) and

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Maheshwari & Co (Chartered Accountants) is fair & reasonable for the proposed ratio of exchange in the event of merger of THEAL into ZLL which is as under:

10 (Ten) equity share of ZLL of INR 1 each fully paid up for every 10 (Ten) equity share of THEAL of INR 10 each fully paid up.

Thanking you,

Yours faithfully,

For Inga Capital Private Limited

S. Karthikeyan  
Director  
Place: Mumbai

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