

Tree House Education & Accessories Ltd.

Corporate Office:
301, Embassy Chambers, 3rd Road, Khar (W),
Mumbai - 400052. Tel.: 022-40169587 / 64572725
CIN : L80101MH2006PLC163028

Registered Office:
702, Morya House, 'C' Wing, Off Link Road,
Andheri (W), Mumbai - 400 053.
Tel.: 022-64512384, Fax 022-26051259



To,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai -
400001

To,
**National Stock Exchange of
India Ltd.**
Exchange Plaza, Plot no. C/1, G
Block, BKC, Bandra (E),
Mumbai - 400051

To,
MCX Stock Exchange Ltd.
Suren Road, Andheri (Esat),
Mumbai - 400093

Dear Sir,

Sub: Intimation under the Listing Agreement

We refer to our letter dated August 29, 2015 forwarding you the copies of the Postal Ballot Notice dated August 20, 2015 sent to our shareholders seeking their approval for passing the resolution as stated in the notice.

The Company appointed Mr. Mihen Halani, Company Secretary in Whole-time Practice as the Scrutinizer for the Postal Ballot Process. The Scrutinizer has submitted his report today i.e. October 01, 2015.

On the basis of the report received from the Scrutinizer, the following resolutions have been passed.

1. The resolution relating to Creation of Charges on the moveable and immoveable properties of the Company, both present and future, in respect of borrowing has been passed through Postal Ballot with majority of the shareholders voting in favour of the special resolution.

The details of the voting result in the prescribed format are enclosed. Kindly take the same on your records. This disclosure is made in compliance of clause 35A of the Listing Agreement.

Yours faithfully,

H.J. Desai
Hardik Desai
Company Secretary



Date:- October 1, 2015

Place:- Mumbai

Voting Results of Postal Ballot
(Pursuant to Clause 35A of the Listing Agreement)

Pursuant to the provision of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the members of the Company was sought on the below mentioned resolutions as set out in the Notice dated August 20, 2015 by Postal Ballot/ E-voting as circulated to the members. Mr. Mihen Halani, Practicing Company Secretary, who was appointed as Scrutinizer for conducting postal ballot process, submitted his Report dated October 01, 2015.

1. (Special Resolution) Creation of Charges on the moveable and immoveable properties of the Company, both present and future, in respect of borrowing:

	Number of Shares (1)	Number of Votes (2)	% of Votes polled on Outstanding shares (3) = [(2)/(1)] * 100]	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6) = [(4)/(2)] * 100	% of Votes Against on Votes polled (7) = [(5)/(2)] * 100
Promoter /Public							
Promoter and Promoter Group	12615069	12615030	99.99	12615030	0	100	0
Public Institutional Holders	10741795	5053405	47.04	5053405	0	100	0
Public-Others	18953860	9469522	49.96	9469322	200	99.99	0.01
Total	42310724	27137957	64.14	27137757	200	99.99	0.01

The above resolution has been duly approved with requisite majority by the members of the Company as Special Resolution.

For Tree House Education & Accessories Limited

H.J. Desai
Hardik Desai
Company Secretary



MIHEN HALANI *Company Secretary*

503/Shreenath Tower, Underai Road, Malad (West), Mumbai –
400064 Tel: 9769327632, E-mail: mihenhalani@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement]

To,
The Chairman,
TREE HOUSE EDUCATION & ACCESSORIES LIMITED.

Sub: Report on the Postal Ballot process

Dear Sir,

1. We have been appointed as a Scrutinizer of TREE HOUSE EDUCATION & ACCESSORIES LIMITED (Company) at its meeting held on 20th August, 2015 for scrutinizing the Postal Ballot process (which includes e-voting also) for passing the following resolutions as Special resolutions:

RESOLUTION NO 1: Creation of Charges on the moveable and immoveable properties of the Company, both present and future, in respect of borrowing:

“**RESOLVED THAT** in supersession of the Resolution passed by the Members of the Company at Annual General Meeting held on August 07, 2012 and pursuant to Section 180 (1) (a) and any other applicable provisions of the Companies Act, 2013, ('the Act') and the Rules made thereunder including any statutory modification or reenactment thereof for the time being in force the consent of the Company be and is hereby accorded by the Board of Directors on behalf of the Company to mortgage and/or charge, in addition to the mortgages and/or charges created/to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and /or immovable, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits, if any approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment

charges, premia on pre-payment, remuneration of agent(s)/ trustee(s), premium (of any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreements(s), debentures trust deed or any other document entered into/to be entered into between the Company and the lender(s)/ agents(s)/trustees, in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/ agent(s)/ trustee(s), shall not, at any time exceed the limits of Rs. 200 Crores (Rupees Two Hundred Crores Only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents/ deeds/writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ Charges as aforesaid.”

2. We have given our consent to act as Scrutinizer to the Company as per Pursuant to Sub-rule 5 of Rule 22 of Companies (Management and Administration) Rules, 2014.

3. We submit our report as under:

a) To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, listed Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

b) The Company has completed the dispatch of Notice dated 20th August, 2015 of Postal Ballot along with the Postal Ballot Forms containing the text of the resolutions and Explanatory Statement and self-addressed pre-paid business reply envelope by Courier/Speed Post and e-mail as applicable on 31st August, 2015 to the Members, whose names appeared on the Register of Members/List of beneficiaries as on 21st August, 2015. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice.

As per the information available to us on record and explanation given to us; the Company has paid proper and true postage/ charges with reference to the above.

- c) As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in English Newspaper i.e. Free Press Journal and one vernacular newspaper i.e. Navshakti on 1st September, 2015, informing about the completion of dispatch of the Postal Ballot Notices, both by courier and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.
- d) The Company has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Company by tying up with the NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) e-voting facility.
- e) The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the NSDL e-voting Website.
- f) Particulars of all the postal ballot forms received from the Shareholders and the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.
- g) The Sealed Postal Ballot Forms received from the shareholders were kept under our safe custody.
- h) All Postal Ballot Forms, received up to the close of working hours (1800 hours) on 30th September, 2015 the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
- i) Envelopes containing Postal Ballot Forms received after 1800 hours on 30th September, 2015 were not considered for our scrutiny. These envelopes were not opened.
- j) The Postal Ballot envelopes were opened from time to time and the last lot was opened on 30th September, 2015 at 1800 hours in the presence of our Authorized Representatives.
- k) Particulars of all the Postal Ballot Forms received from the shareholders have been entered in the Electronic Register separately maintained for this purpose.
- l) Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened and will be taken up for destruction by the Company after announcement of the results.

- m) We have not found any defaced/mutilated Postal Ballot Form.
- n) We have also received a complete record of votes cast by electronic mode from NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) the agency for providing and supervising electronic platform on 1st October, 2015 which was closed by NSDL on 30th September, 2015 at 18.00 hours.
- o) Further, the shareholding details mentioned in the report are based on the details provided by the Company/ Registrar and Transfer Agents i.e. Link Intime India Pvt. Ltd of the Company.
4. We report the result of the Postal Ballot (Physical and E Voting) as under. Further we are enclosing herewith Annexure I, Annexure II and Annexure III which represents the Basis of acceptance, Basis of Rejection and Report For Invalid Postal Ballot Forms/Electronic Votes respectively:

VOTING RESULTS FOR RESOLUTION NO 1

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	32	1470412	101	25688186	133	27158598
Invalid Votes	4	20641	0	0	4	20641
Valid Votes	28	1449771	101	25688186	129	27137957

(ii) Details of Percentage of Voting:

Details of Valid Ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	127	27137757	99.99
Dissent	2	200	0.01
TOTAL	129	27137957	100

5. RESULTS:-

As the number of votes casted in favour of the Resolution 1 i.e. **99.99%** is more than the number of votes cast against i.e. **0.01%**, I report that the Special Resolution under Section 180(1)(a) and applicable provisions of the Companies Act, 2013, and the Companies (Incorporation) Rules 2014, as set out in the Notice of Postal Ballot dated 20th August, 2015 has been passed by the shareholders with requisite majority.

The Resolution is deemed to be passed as on the date of the announcement of the results.

Thanking you,

Yours faithfully,



CS Mihen Halani
Practicing Company Secretary
C.P. No.: 12015



Place: Mumbai
Date: 01st October, 2015

Annexure-I

BASIS OF ACCEPTANCE

A. Physical Ballot Form:

1. A Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form downloaded from the Website of NSDL as specified in the Postal Ballot Notice or provided by the Company at the request of Shareholder.
2. The assent or dissent has been given by any other mark, the Postal Ballot Form has been considered.
3. Joint shareholder(s) has/ have signed the Postal Ballot form instead of first named shareholder, the vote cast by the joint named shareholders has/have been considered.
4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.

B. Voting through Electronic Mode:

6. Shareholder has voted only through e-voting i.e. electronic mode.

Thanking you,

Yours faithfully,



CS Mihen Halani
Practicing Company Secretary
C.P. No.: 12015

Place: Mumbai

Date: 01st October, 2015

Annexure- II

BASIS OF REJECTION

A. Physical Ballot Form:

1. Shareholder has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs materially with that of the signature in the Postal Ballot Forms.
4. The specimen signature of the shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry of the Registrar and Share Transfer Agent i.e. NSDL and consequently there is no way to verify the signature.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. Shareholder has sent a Photocopy of the Postal Ballot Form.
7. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority together with attested specimen signatures of the duly authorised signatory not attached with the Postal Ballot Form.
8. Shareholder has signed the Postal Ballot Form in Pencil.
9. Shareholder has signed in the Column for the purpose of Assent / Dissent.
10. Shareholder has sent Scan Copy of Postal Ballot Form via E-Mail.
11. Shareholder has sent Original as well as Duplicate Postal Ballot Form, then Original Postal Ballot Form has/have been considered.
12. The Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.

B. Voting through Electronic Mode:

13. Shareholder has voted by Physical Ballot Form and e-Voting both, then voting done through valid Physical Postal Ballot Form has been considered and e-Voting has been treated as 'Invalid'.
14. Institutional Shareholder (other than Individuals, HU F, NRI etc.) have not sent scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. together with attested specimen signatures of the duly authorized signatory.

Thanking you,

Yours faithfully,


CS Mihen Halani
Practicing Company Secretary
C.P. No.: 12015



Place: Mumbai

Date: 01st October, 2015

Annexure III

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.

S.NO	Category	No. of Forms/Electronic Votes	Total No. of Invalid Votes (Equity Shares of Rs10 each)
Physical Ballot Form			
1	No votes polled	1	100
2	Not signed		
3	Authority Letter/Board Resolution not attached		
4	Power of Attorney not enclosed		
5	Signature not available		
6	Signature not tallied	1	15000
7	Votes Polled for both Against and For		
8	Photocopy of the Postal Ballot Form		
9	Forms found in Mutilated form		
10	No. of Shares wrongly mentioned		
11	Signatures not available in the RTA database		
12	Invalid in case of Resolution 1 only		
13	Invalid in case of Resolution 2 only		
14	Already done E-Voting	2	5541
Voting through electronic mode			
11	Voted through e-Voting and Physical both		
12	Authority Letter/Board Resolution not		

Thanking you,

Yours faithfully,


CS Mihen Halani
Practicing Company Secretary
C.P. No.: 12015



Place: Mumbai
Date: 01st October, 2015