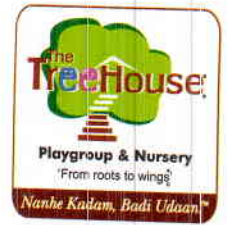


Tree House Education & Accessories Ltd.

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 13th February, 2015 forwarding you the copies of the Postal Ballot Notice dated 06th February, 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. 17th March, 2015.

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

1. The resolution relating to Appointment of Mr. Rajesh Bhatia, Managing Director of the Company has been passed through the Postal Ballot with a majority of the shareholders voting in favour of the special resolution.
2. The resolution relating to Remuneration payable to Mr. Vishal Shah, Executive Director of the Company has been passed through the Postal Ballot with a 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,

Vishal Shah

Vishal Shah
Director



Date:- 17th March, 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 February 06, 2015 by Postal Ballot/ E-voting as circulated to the members. Mr. Milhen Halani, Practicing Company Secretary, who was appointed as Scrutinizer for conducting postal ballot process, submitted his Report dated March 17, 2015.

1. (Special Resolution) Appointment of Mr. Rajesh Bhatia, Managing Director of the Company.

	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 and Promoter Group	12361794	6072900	49.1264	6072900	0	100.0000	0.0000
Public Institutional Holders	10305793	5254802	50.9888	5254802	0	100.0000	0.0000
Public-Others	19643137	14921383	75.9623	14921383	0	100.0000	0.0000
Total	42310724	26249085	62.0388	26249085	0	100.0000	0.0000

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



2. (Special Resolution) Remuneration payable to Mr. Vishal Shah, Executive Director of the Company.

	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 and Promoter Group	12361794	12351794	99.9191	12351794	0	100.0000	0.0000
Public Institutional Holders	10305793	5254802	50.9888	5254802	0	100.0000	0.0000
Public-Others	19643137	14653533	74.5987	14652817	716	99.9951	0.0049
Total	42310724	32260129	76.2458	32259413	716	99.9978	0.0022

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

Vishal Shah

Vishal Shah
Director



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 for resolution for Appointment of Mr. Rajesh Bhatia as the Managing Director of the Company and Remuneration of Mr. Vishal Shah, Executive Director of the Company.

Dear Sir,

1. We have been appointed as a Scrutinizer of TREE HOUSE EDUCATION & ACCESSORIES LIMITED (Company) at its meeting held on 06th February, 2015 for scrutinizing the Postal Ballot process (which includes e-voting also) for passing the following resolutions as Special resolutions:

Resolution No: 1

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the applicable rules framed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities including the Central Government in granting such approvals, permissions and sanctions, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Rajesh Bhatia (DIN-0074393) as Managing Director of the Company for a period of five years with effect from November 14, 2014 on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during the currency of his tenure as Managing Director, the Company has no profits or inadequate profits, Mr. Rajesh Bhatia shall be entitled to aforesaid

remuneration subject to the provisions and limits specified in Part II of the Schedule V of the Companies Act, 2013 or if the provisions of Part II of the Schedule V of the Companies Act, 2013 are not met then the Company hereby approves the remuneration as decided above be paid with the prior approval of the Central Government.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Rajesh Bhatia, Managing Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of 1,00,00,000/- (Rupees One Crore) per annum.”

Resolution No: 2

“RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and the applicable rules framed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities including the Central Government in granting such approvals, permissions and sanctions, the consent of the shareholders of the Company be and is hereby accorded to pay remuneration and such other perquisites/benefits to Mr. Vishal Shah (DIN- 01153074) during his tenure as an Executive Director of the Company as recommended by the Board (hereinafter referred to as “the Board” which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) and as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. Vishal Shah not exceeding Rs.50,00,000/- (Rupees Fifty Lakhs Only) per annum and subject to the limits prescribed in Schedule V of the Companies Act, 2013, without any further reference to the members of the Company in General Meeting.”

“RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the

government departments, as may be required in this regard.”

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 February 06, 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 February 13, 2015 to the Members, whose names appeared on the Register of Members/List of beneficiaries as on February 06, 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 one English Newspaper, and one vernacular Newspaper on February 14, 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's (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 March 15, 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 March 15, 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 March 15, 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 March 16, 2015 which was closed by NSDL on March 15, 2015 at 1800 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. (M/s. 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:

(i) Details of Valid Votes For Resolution No. 1:

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	46	8,48,173	92	2,54,45,193	138	2,62,93,366
Invalid Votes	7	44,281	0	0	7	44,281
Valid Votes	39	8,03,892	92	2,54,45,193	131	2,62,49,085

(ii) Details of Percentage of Voting for Resolution No 1:

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	131	2,62,49,085	100
Dissent	0	0	0.0
TOTAL	131	2,62,49,085	100

(iii) Table Showing Bifurcation of Promoters and Financial institutions for Resolution No 1

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	1,23,61,794	60,72,900	49.12	60,72,900	0	100.00	0.00
Public – Institutional holders	1,03,05,793	52,54,802	50.99	52,54,802	0	100.00	0.00
Public- Others	1,96,43,137	1,49,21,383	75.96	1,49,21,383	0	100.00	0.00
Total	4,23,10,724	2,62,49,085	62.038	2,62,49,085	0	100.00	0.00

(iv) Details of Valid Votes For Resolution No. 2:

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	46	8,48,173	94	3,14,56,237	140	3,23,04,410
Invalid Votes	7	44,281	0	0	7	44,281
Valid Votes	39	8,03,892	94	3,14,56,237	133	32,260,129

(v) Details of Percentage of Voting for Resolution No 2:

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	3,22,59,413	99.99
Dissent	6	716	0.01
TOTAL	133	3,22,60,129	100

(vi) Table Showing Bifurcation of Promoters and Financial institutions for Resolution No 2

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	1,23,61,794	1,23,51,794	99.91	1,23,51,794	0	100.00	0.00
Public – Institutional holders	1,03,05,793	52,54,802	50.98	52,54,802	0	100.00	0.00
Public- Others	1,96,43,137	1,46,53,533	74.59	1,46,52,817	716	99.99	0.01
Total	4,23,10,724	3,22,60,129	76.24	3,22,59,413	716	99.99	0.01

5. RESULTS:-

- (i) As the number of votes casted in favour of the Resolution 1 i.e. **100.00 %** is more than the number of votes cast against i.e. **0.0%**, I report that the Special Resolution under Section 196 of the Companies Act, 2013, and the Companies (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) Rules 2014, as set out in the Notice of Postal Ballot dated February 06, 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.**
- (ii) As the number of votes casted in favour of the Resolution 2 i.e. **99.99%** is more than the number of votes cast against i.e. **0.01%**, I report that the Special Resolutions under Section 196 of the Companies Act, 2013, and the Companies (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) Rules 2014, as set out in the Notice of Postal Ballot dated February 06, 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 MihenHalani
Practicing Company Secretary
C.P. No.: 12015

Place: Mumbai
Date: 17th March, 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: 17th March, 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: 17th March, 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	200
2	Not signed		
3	Authority Letter/Board Resolution not attached		
4	Power of Attorney not enclosed		
5	Signature not available		
6	Signature not tallied	4	68162
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	2	20200
12	Invalid in case of Resolution 1 only		
13	Invalid in case of Resolution 2 only		
Voting through electronic mode			
11	Voted through e-Voting and Physical both	0	0
12	Authority Letter/Board Resolution not	0	0

Thanking you,

Yours faithfully,

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

Place: Mumbai
Date: 17th March, 2015