

Tree House Education & Accessories Ltd.

301, Embassy Chambers, 3rd Road, Khar (W),
Mumbai - 400052. Tel.: 022-64512384 / 64572730
www.treehouseplaygroup.net

Registered Office:
702, Morya House, 'C' Wing, Near Infinity Mall,
Off. Link Road, Andheri (W), Mumbai - 400 053.



Date: February 02, 2012

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir / Madam,

INTIMATION ABOUT DECLARATION OF POSTAL BALLOT RESULT

We wish to inform you that the Members of the Company have approved and the Chairman has declared as passed the Special as well as Ordinary Resolutions as set out in the Postal Ballot Notice dated December 22, 2011 issued to the Members pursuant to Section 192(A) of the Companies Act, 1956 in relation to:

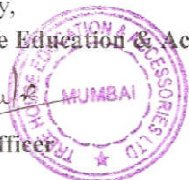
- Item No. 1 : Ordinary Resolution for increase in the existing Authorised Share Capital from Rs. 35,00,00,000/- to Rs. 35,50,00,000/- and consequent amendment of Clause V of the Memorandum of Association.
- Item No. 2 : Special Resolution for approval of Employees Stock Option Plan for the benefit of the employees and directors of the Company.
- Item No. 3 : Special Resolution for amendment in utilization of Initial Public Offering Proceeds.

Please find enclosed a copy of the postal ballot results announced by the Company which is being hosted on our website (www.treehouseplaygroup.net) and published in newspapers.

We request you to kindly take the same on your record.

Thanking You,
Yours Faithfully,
For Tree House Education & Accessories Limited


Compliance Officer



Encl.: 1. Declaration of postal ballot result
2. Minutes of the Proceedings

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DECLARATION OF POSTAL BALLOT RESULT

A notice pursuant to section 192A of the Companies Act, 1956 was sent to the shareholders of the Company seeking approval for the following Special / Ordinary Resolutions by means of postal ballot:

Item No. 1 : Ordinary Resolution for increase in the existing Authorised Share Capital from Rs. 35,00,00,000/- to Rs. 35,50,00,000/- and consequent amendment of Clause V of the Memorandum of Association.

Item No. 2 : Special Resolution for approval of Employees Stock Option Plan for the benefit of the employees and directors of the Company.

Item No. 3 : Special Resolution for amendment in utilization of Initial Public Offering Proceeds.

The Board of Directors vides its resolution dated December 22, 2011, appointed Mr. Upendra Shukla, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process. The Scrutinizer has submitted the report after completion of the scrutiny of the postal ballot forms received from members up to the close of working hours on January 28, 2012. Summary of the Scrutinizer's report is as follows:

Description	No. of Ballot Forms	No. of shares
Total Number of ballot forms received	128	2,95,02,621
Total postal ballot forms rejected*	12	6,70,718
Total valid postal ballot forms	116	2,88,31,903

*postal ballots have been rejected where there is signature mismatch or where the ballot forms have not been signed or where the details provided are incorrect

	Resolution 1			Resolution 2			Resolution 3		
	No. of Ballots	No. of votes / shares	% of votes	No. of Ballots	No. of votes / shares	% of votes	No. of Ballots	No. of votes / shares	% of votes
Assent	115	2,88,31,863	97.73	113	2,88,31,528	97.73	115	2,88,31,863	97.73
Dissent	1	40	00.00	3	375	00.00	1	40	00.00
Rejected	12	6,70,718	02.27	12	6,70,718	02.27	12	6,70,718	02.27
TOTAL		2,95,02,621	100.00		2,95,02,621	100.00		2,95,02,621	100.00


On the basis of the above results, the Chairman announced that the Special and Ordinary Resolutions as set out in the notice dated December 22, 2011 have been duly passed by the Members with requisite majority.

Place: Mumbai

Date: February 02, 2012

For Tree House Education & Accessories Limited




Managing Director

MINUTES OF THE PROCEEDINGS HELD ON THURSDAY FEBRUARY 02, 2012 AT 11.00 A.M. AT THE REGISTERED OFFICE OF TREE HOUSE EDUCATION & ACCESSORIES LIMITED LOCATED AT 702 'C', MORYA HOUSE, OFF NEW LINK ROAD, ANDHERI (WEST), MUMBAI – 400 053, RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956, READ WITH COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 ON THE RESOLUTIONS AS SET OUT IN THE NOTICE DATED DECEMBER 22, 2011

Present:

Mr. Sanjaya Kulkarni	Chairman
Mr. Rajesh Bhatia	Managing Director
Ms. Deepali Hanchate	Company Secretary
Mr. Upendra Shukla	Scrutinizer for the postal ballot

Mr. Sanjaya Kulkarni, Chairman stated that in terms of the resolution passed by the Board of Directors in its meeting held on December 22, 2011, the Company by December 29, 2011 had dispatched to all the Members, a Notice dated December 22, 2011 under section 192A(2) of the Companies Act, 1956 for obtaining the consent of the Members by Postal Ballot on resolutions proposed therein. The Chairman further stated that it was mentioned in the said Notice that the Postal Ballot Forms sent therewith were to be returned by the Members duly completed so as to reach the Scrutinizer on or before January 28, 2012 and that the Scrutinizer will submit his Report to the Chairman after completion of the scrutiny.

The Chairman thereafter stated that Mr. Upendra Shukla who had been appointed as the Scrutinizer for the Postal Ballot process, had carried out the scrutiny of all the Postal Ballot Forms received upto January 28, 2012. The Scrutinizer received 128 Postal Ballot Forms, of which 12 were invalid. He added that Mr. Upendra Shukla had submitted his Report dated February 02, 2012 to him and that he as the Chairman had accepted the said Report.

On the basis of Scrutinizer's report, following is the result for resolutions covered under the notice of postal ballot:

Item No. 1 – Increase in Authorised Share Capital of the Company:

“RESOLVED THAT pursuant to Section 94 and all other applicable provisions if any, of the Companies Act, 1956 the existing Authorised Share Capital of the Company be and is hereby increased from Rs.35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of Rs.10/- each to Rs.35,50,00,000/- (Rupees Thirty Five Crores Fifty Lacs Only) divided into 3,55,00,000 (Three Crores Fifty Five Lacs) Equity Shares of Rs.10/- each.”

“RESOLVED FURTHER THAT consequent upon increase in the Authorized Share Capital, Clause V of the Memorandum of Association of the Company be and is hereby amended by deleting the existing sub-Clause V(a) and substituting the following new sub-Clause V(a) :

V (a). ‘The Authorised Share Capital of the Company is Rs.35,50,00,000/- (Rupees Thirty Five Crores Fifty Lacs Only) divided into 3,55,00,000 (Three Crores Fifty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each with power to increase or reduce the Share Capital of the Company’.”

“RESOLVED FURTHER THAT Mr. Rajesh Bhatia, Managing Director of the Company be and is hereby authorised to sign, and submit necessary forms and documents with Registrar of Companies, Mumbai and to undertake all actions, modifications, alterations, variations as may be directed by all regulatory authorities to increase our Authorised Share Capital.”

The Chairman stated that since as per the Scrutinizer's Report 2,88,31,863 votes (97.73% of the total shares in ballots received) were in favour of this resolution and 40 votes (negligible percentage of total shares in ballots received) were against the resolution, he declares the said Ordinary Resolution as set out in the Notice dated December 22, 2011 as passed by the Members with requisite majority.

Item No. 2 – Tree House Employees Stock Option Plan ('ESOP'):

“RESOLVED THAT pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as “the Act”) , the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and amendments made thereto (hereinafter referred to as “SEBI Guidelines”), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue, transfer and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any Director of the Company, whether whole time or otherwise, directly or through any Trust constituted or to be constituted for the purpose, Options exercisable into not more than 15,00,000 Equity Shares of the Company of face value Rs.10/- each, under one or more Employee Stock Option, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each Option being exercisable for one Equity Share of a face value of Rs.10/- each fully paid up on payment of requisite exercise price to the Company / Trust.”

“RESOLVED FURTHER THAT the Exercise Price shall be determined by the Board of Directors and/or Compensation Committee at the time of Grant of an Option and may be at such discount not exceeding 10% of the market price i.e. latest available closing price, prior to the date of the meeting of the Board of Directors and/or Compensation Committee in which Options are granted, on the Stock exchange on which there is highest trading volume.”

“RESOLVED FURTHER THAT in case of any change in capital structure such as right issues, bonus issues, merger and sale of division or otherwise, if any, additional equity shares are required to be issued by the Company under any such Employee Stock Option Plan the above ceiling of 15,00,000 Equity Shares shall be deemed to be increased to the extent of such additional equity shares required to be issued by the Company.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under any Employee Stock Option Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.”

“RESOLVED FURTHER THAT in case of any corporate action(s) like merger, sale of undertaking, etc or change in capital structure whether by issue of rights/bonus shares, or other changes in the share capital whatsoever, the Board be and is hereby authorised to make such adjustments as it may deem fit to the quantum of shares to be issued pursuant to the exercise of the Options, the exercise price, and other rights and obligations under the Options.”

“RESOLVED FURTHER THAT Equity Shares issued and allotted to the employees upon exercise of Options from time to time shall rank pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in any Employee Stock Option Plan as it may deem fit and or as may be suggested by one or more concerned authorities including but not limited to the Stock Exchanges, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.”

“RESOLVED FURTHER THAT to determine all other terms and conditions for the purpose of giving effect to any offer, issue or allotment of equity shares or securities or instruments representing the same, as described above under any Employee Stock Option Plan, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issue or allotment without being required to seek further consent or approval of the members.”

The Chairman stated that since as per the Scrutinizer’s Report 2,88,31,528 votes (97.73% of the total shares in ballots received) were in favour of this resolution and 375 votes (negligible percentage of total shares in ballots received) were against the resolution, he declares the said Special Resolution as set out in the Notice dated December 22, 2011 as passed by the Members with the requisite majority.

Item No. 3 – Utilization of IPO Proceeds:

“RESOLVED THAT pursuant to Section 60, 61 and all other applicable provisions of the Companies Act, 1956 including any amendments thereto and re-enactment thereof, the Prospectus, the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and in accordance with the rules and regulations issued by the Securities and Exchange Board of India, Government of India or any other relevant authority as may be necessary, consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company to decide, alter, vary, revise and finalise the utilization of IPO proceeds apart from those mentioned in the Prospectus dated August 18, 2011 filed by the Company with the Registrar of Companies, Maharashtra, Mumbai (‘the Prospectus’) and to alter, amend the location of proposed expansion of pre-school business and take up any new activity/expense/financial commitment including but not limited to the capital expenditure, investment in new project, business development and towards general corporate purpose.”

“RESOLVED FURTHER THAT the deployment of net proceeds of the Initial Public Offering be amended from the objects stated and described under section titled “Object of the Issue” of the Prospectus dated August 18, 2011 as detailed below:

(Rs. in lacs)		
Particulars	Planned as per Prospectus	Revised Plan
1 Expansion of Pre-School Business	4,200	8,500
2 Acquisition of office space	1,350	1,325
3 Procurement of exclusivity rights to provide educational services	2,700	1,700
4 Construction of Infrastructure for an educational complex in Rajasthan and Gujarat	4,027	2,750
5 Repayment of loans	2,858	860
Total	15,135	15,135

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be required for the aforesaid purpose.”

The Chairman stated that since as per the Scrutinizer’s Report 2,88,31,863 votes (97.73% of the total shares in ballots received) were in favour of this resolution and 40 votes (negligible percentage of total shares in ballots

received) were against the resolution, he declares the said Special Resolution set out in the Notice dated December 22, 2011 as passed by the Members with requisite majority.

Place: Mumbai

Date: February 02, 2012

Sd/-
CHAIRMAN