

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



ANNEXURE II

Outcome of Voting at Annual General Meeting (As per Regulation 44(3) of Listing Regulations)

Date of Annual General Meeting	26th September, 2016
Total Number of Shareholders on Cut-off Date i.e. 19th September, 2016	20712
Number Of Shareholders present in the meeting either in person or through proxy :	39
Promoters & Promoter Group:	2
Public:	37
Number of Shareholders attended the meeting through Video Conferencing :	
Promoters & Promoter Group:	N.A.
Public:	N.A.

Agenda-Wise

The mode of voting for all the resolutions was:

1. E-voting conducted between 23rd September, 2016 to 25th September, 2016; and
2. Poll conducted at the Meeting.

Given below is the resolution wise combined results of e-voting and poll.



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Tree House Education & Accessories Limited

Resolution Required : (Ordinary)

1 - 1) To receive, consider and adopt;
a) The audited standalone Financial Statements of the company for the financial year ended 31st march, 2016, together with the reports of the directors and the auditors thereon; and
b) The audited consolidated Financial Statements of the Company for the Financial Year ended 31st march, 2016, and the report of auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	8690069	0	0.0000	0	0	0.0000	0.0000
	Poll		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	27501190	371302	1.3501	51185	320117	13.7853	86.2147
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893156	3.2477	573039	320117	64.1589	35.8411
Total		42310724	8144492	19.2492	7824375	320117	96.0695	3.9305



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Resolution Required : (Ordinary)			2 - 2)To appoint a director in place of Mrs. Geeta Bhatia(DIN00074444), who retires by rotation and being eligible offers herself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	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	E-Voting	8690069	0	0.0000	0	0	0.0000	0.0000
	Poll		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	27501190	371372	1.3504	11836	359536	3.1871	96.8129
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893226	3.2480	533690	359536	59.7486	40.2514
Total		42310724	8144562	19.2494	7785026	359536	95.5856	4.4144



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Resolution Required : (Ordinary)

3 - Ratification of appointment of Statutory Auditors.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	8690069	0	0.0000	0	0	0.0000	0.0000
	Poll		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	27501190	371372	1.3504	53370	318002	14.3710	85.6290
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893226	3.2480	575224	318002	64.3985	35.6015
Total		42310724	8144562	19.2494	7826560	318002	96.0955	3.9045



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Resolution Required : (Special)		4 - To approve the appointment of Mr. Ram Kumar Gupta as an Independent director						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	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	E-Voting	8690069	0	0.0000	0	0	0.0000	0.0000
	Poll		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	27501190	371272	1.3500	50036	321236	13.4769	86.5231
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893126	3.2476	571890	321236	64.0324	35.9676
Total		42310724	8144462	19.2492	7823226	321236	96.0558	3.9442



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Resolution Required : (Special)		5 - To approve the appointment of Mr. Chanakya Dhanda as an Independent director						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	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	E-Voting	8690069	0	0.0000	0	0	0.0000	0.0000
	Poll		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	27501190	371272	1.3500	49951	321321	13.4540	86.5460
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893126	3.2476	571805	321321	64.0229	35.9771
Total		42310724	8144462	19.2492	7823141	321321	96.0547	3.9453



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Resolution Required : (Special)			6 - To approve the appointment & remuneration of the cost Auditors for the financial year ending March 31st, 2017					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	8690069	0	0.0000	0	0	0.0000	0.0000
	Poll		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	27501190	371372	1.3504	177399	193973	47.7685	52.2315
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893226	3.2480	699253	193973	78.2840	21.7160
Total		42310724	8144562	19.2494	7950589	193973	97.6184	2.3816

As per the consolidated results of e-voting and poll on item nos. 1 to 6 of the Notice of 10th AGM dated 28th July, 2016, all the resolutions are passed by **Requisite Majority**.

