

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



February 6, 2015

To,
Bombay Stock Exchange Ltd.
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai-400 001

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Suren Road, Andheri (East),
Block, BKC, Bandra (E), Mumbai - Mumbai - 400 093
400 051

Dear Sirs,

Sub.: Outcome of the Meeting of the Board of Directors of the Company held on February 6, 2015.

Ref.: Scrip Code: 533540 / Symbol: TREEHOUSE

We would like to inform you that at the meeting of the Board of Directors of the company held on Friday, February 6, 2015, has considered and approved;

1. Un-Audited Financial Results and Limited Review Report issued by the Statutory Auditors of the Company for the 3rd Quarter ended on December 31, 2014.
2. Resignation of Mrs. Dimple Sanghi, Director of the Company w.e.f. February 5, 2015 which was taken on record by the Board of Directors on February 6, 2015.
3. The proposal for conducting Postal Ballot pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for obtaining approval of Shareholders to pass the resolution(s) as mentioned in the postal ballot notice which inter alia include the following:
 - a. Appointment of Mr. Rajesh Bhatia, Managing Director of the Company for a period of 5 years w.e.f. November 14, 2014 on such terms and conditions including remuneration.
 - b. Remuneration payable to Mr. Vishal Shah as an Executive Director of the Company.

We request you to kindly take the above information on record.

Thanking you.

Yours truly,

For Tree House Education & Accessories Limited

Pooja R. Bhimjiyani
Company Secretary

Encl: as above



Tree House Education & Accessories Limited
Regd. Office: 702, C Wing Morya House, Off New Link Road,
Near Infinity Mall, Andheri (W), Mumbai - 400 053

CIN No. L80101MH2006PLC163028

PART I

Statement of Unaudited financials results for the quarter and nine months ended December 31, 2014

Particulars	Quarter ended			Nine Months ended		(Rs. in lacs)
	Dec 31, 2014	Sept 30, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013	Year ended
	Unaudited			Unaudited		Audited
1) Income from operations	5,311	4,976	3,973	15,677	12,189	15,764
	5,311	4,976	3,973	15,677	12,189	15,764
2) Expenses						
Operating cost	1,114	1,027	821	3,356	3,028	3,956
Employee benefits expense	629	600	438	1,732	1,267	1,738
Depreciation and amortisation	665	634	445	1,898	1,254	1,696
Other expenses	352	380	261	1,076	870	1,147
Total expenses	2,760	2,641	1,965	8,062	6,419	8,537
3) Profit from operations before other income, finance cost and exceptional items (1-2)	2,551	2,335	2,008	7,615	5,770	7,226
4) Other income	50	34	1	98	134	134
5) Profit from ordinary activities before finance cost and	2,601	2,369	2,009	7,713	5,904	7,360
6) Finance cost	430	436	196	1,186	507	759
7) Profit from ordinary activities after finance cost but before exceptional items (5-6)	2,171	1,933	1,813	6,527	5,397	6,601
8) Exceptional items	-	-	-	-	-	-
9) Profit from ordinary activities before tax (7-8)	2,171	1,933	1,813	6,527	5,397	6,601
10) Tax expense	659	674	603	2,151	1,810	2,210
11) Net profit from ordinary activities after tax (9-10)	1,512	1,259	1,210	4,376	3,587	4,391
12) Extraordinary Items (net of tax expenses Rs. NIL)	-	-	-	-	-	-
13) Net profit for the period / year (11-12)	1,512	1,259	1,210	4,376	3,587	4,391
14) Paid up equity share capital (face value Rs. 10 per share)	4,231	3,777	3,712	4,231	3,712	3,717
15) Reserves excluding revaluation reserves						36,042
16) Earnings per share						
Basic	3.89	3.35	3.32	11.26	9.83	12.04
Diluted	3.89	3.35	3.26	11.26	9.66	11.84

PART II

A. Particulars of share holding

1. Public shareholding						
Number of shares	3,00,64,111	2,55,18,657	2,56,60,133	3,00,64,111	2,56,60,133	2,55,72,437
Percentage of shareholding	71.06%	67.57%	69.13%	71.06%	69.13%	68.80%
2. Promoter and promoter group shareholding						
a) Pledged / Encumbered (Refer note 5)						
- Number of shares	34,07,000	26,95,000	23,00,000	34,07,000	23,00,000	23,00,000
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	27.82%	22.01%	20.07%	27.82%	20.07%	19.83%
- Percentage of shares (as a % of the total share capital of the Company)	8.05%	7.14%	6.20%	8.05%	6.20%	6.19%
b) Non-encumbered						
- Number of shares	88,39,613	95,51,613	91,59,037	88,39,613	91,59,037	92,97,633
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	72.18%	77.99%	79.93%	72.18%	79.93%	80.17%
- Percentage of shares (as a % of the total share capital of the Company)	20.89%	25.29%	24.67%	20.89%	24.67%	25.01%

Particulars	Quarter ended Dec 31, 2014
B. Investor complaints	
Pending at the beginning of the quarter	Nil
Received during the quarter	Nil
Disposed of during the quarter	Nil
Remaining unresolved at the end of the quarter	Nil

Notes:

- The above financial results have been reviewed by the Audit Committee and thereafter approved by the Board of Directors at its meeting held on February 6, 2015
- The Statutory Auditors have carried out a "Limited Review" of the above financial results for the quarter and nine months ended December 31, 2014.
- The useful life of fixed assets has been revised in accordance with Schedule III of Companies Act, 2013, effective from April 1, 2014. Due to above, depreciation for the quarter ended December 31, 2014 is higher by Rs. 123.40 lacs due to change in useful life of Fixed Assets.
- The Company issued and allotted on December 23, 2014, 4,545,454 equity shares of Rs. 10/- each at a premium of Rs. 430/- per share through Qualified Institutional Placement (QIP). The Company raised funds aggregating to Rs. 200 crores of which an amount of Rs. 4.55 crores was towards the equity share capital with face value of Rs. 10/- each and balance of Rs. 195.45 crores representing share premium was credited to Securities Premium account. The net proceeds of the issue will be utilized for the purpose of expansion of pre-school business and general corporate purposes.
- The promoter and promoter group have agreed with the managers to the QIP not to sell any shares for a period of 90 days from the date of allotment of equity shares pursuant to the QIP.
- As the business activity of the Company falls within a single primary business segment viz. "Educational Services", the disclosure requirements of Accounting Standard (AS-17) "Segment Reporting" is not applicable.
- Previous period / year figures have been regrouped / rearranged wherever necessary to conform with the current period presentation.

For and on behalf of the Board of Directors

Place: Mumbai
Date : February 06, 2015.

Rajesh Bhatia
Managing Director



Limited Review Report

Review Report to
The Board of Directors
Tree House Education & Accessories Limited

1. We have reviewed the accompanying statements of Unaudited Financial Results of **Tree House Education & Accessories Limited** (the "Company") for the quarter and nine months ended **31stDecember,2014** ("the Statement"), being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II -Selected Information referred to in paragraph 4 below. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to Inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25 'Interim Financial Reporting specified under Companies Act 1956 (which are deemed to be applicable as per section 133 of the Companies Act, 2013, read with rule 7 of the companies (Accounts) Rules 2014) and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41



807, Dev Plaza, S. V. Road, Opp. Andheri Fire Brigade, Andheri (W), Mumbai - 400 058.

of the Listing Agreements, including the manner in which it is to be disclosed, or that it contains any material misstatements.

4. Further, we also report that we have traced the number of shares as well as the percentages of shareholdings in respect of aggregate amount of Public shareholding and the number of shares as well as the percentages of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements and the particulars relating to the complaints disclosed in part II-Select Information for the Quarter and Nine Months ended 31st December, 2014 of the Statement, from the details furnished by the Management.



For **Jogish Mehta & Co.**

Chartered Accountants

Firm Registration No.104326W

Per **Jogish N. Mehta**

Proprietor

Membership No. F/38974

Place: Mumbai

Date: 6th February, 2015