

# **MIHEN HALANI** *Company Secretary*

503/Shreenath Towers, Underai road, Malad (West), Mumbai – 400064  
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## **SCRUTINIZER'S REPORT**

**03<sup>rd</sup> September, 2014**

To,  
The Chairman,  
Eighth Annual General Meeting of Shareholders of Tree house Education and Accessories Limited to be held on Saturday, 06<sup>th</sup> September, 2014 at 10.00 a.m. at Mayor Hall, All India Institute of Local Self government Sthanikraj Bhavan, C.D. barfiwala Marg, Juhu Lane, Andheri (W), Mumbai-400058,

Dear Sir,

**Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management & Administration) Rules, 2014**

I, Mihen Halani, Practising Company Secretary have been appointed by the Board of Directors of **Tree house Education and Accessories Limited** as Scrutinizer to conduct the voting by way of electronic means in accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

1. The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 8<sup>th</sup> Annual General Meeting of the Company. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by the National Securities Depository Limited(NSDL), the authorised agency to provide e-voting facilities, engaged by the Company for the purpose.
2. The members of the company as on cut off date i.e. 1<sup>st</sup> August, 2014.were entitled to vote on the resolutions (as set out in the notice of 8<sup>th</sup> Annual General Meeting of the company)

3. The e-voting period commenced on Sunday, 31<sup>st</sup> August, 2014 (9.00 a.m.) and ended on Tuesday, 02<sup>nd</sup> September, 2014 (6.00 p.m.)
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 02<sup>nd</sup> September, 2014, the NSDL portal was blocked for voting.
5. The votes cast were unblocked on Wednesday, 03<sup>rd</sup> September, 2014 in the presence of two witnesses CS Amita Karia and CS. Minakshi Muchal who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Amita Karia

Name: Minakshi Muchal

  
Signature:

  
Signature:

6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
7. The details containing, *inter alia*, list of Equity share holders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com/> and based on such reports generated, the result of the e-voting is as under:

Sr. No.	Resolution No. as given in the Notice of 8 <sup>th</sup> Annual General Meeting		Particulars of Votes Cast			Result Declared
			Members Voting			
			No. of members voted	No. of votes Cast by them	% of total no. of votes cast	
<b>Ordinary Business</b>						
1.	To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date together with	Votes Cast in favour	28	21798821	100	Approved by Requisite Majority
		Votes Cast	0	0	0	

	the Report of the Board of Directors and Auditors thereon	against				
		Votes Cast invalid	0	0	0	
		<b>Total</b>	<b>28</b>	<b>21798821</b>	<b>100</b>	
2.	To declare a dividend of Rs.1.50/- per equity shares for the financial year ended March 31, 2014	Votes Cast in favour	29	21798822	100	Approved by Requisite Majority
		Votes Cast against	0	0	0	
		Votes Cast invalid	0	0	0	
		<b>Total</b>	<b>29</b>	<b>21798822</b>	<b>100</b>	
3.	To appoint a Director in place of Mr. Vishal Shah (DIN: 01153074), who retires by rotation and being eligible, offers himself for re-appointment	Votes Cast in favour	28	21798742	99.99	Approved by Requisite Majority
		Votes Cast against	1	80	0.01	
		Votes Cast invalid	0	0	0	
		<b>Total</b>	<b>29</b>	<b>21798822</b>	<b>100</b>	
4.	To appoint a Director in place of Mr. Rishi Navani (DIN: 01758427), who retires by rotation being eligible, offers himself for re-appointment	Votes Cast in favour	27	21759595	99.82	Approved by Requisite Majority
		Votes Cast against	2	39227	0.18	
		Votes Cast Invalid	0	0	0	
		<b>Total</b>	<b>29</b>	<b>21798822</b>	<b>100</b>	
5.	To appoint Statutory Auditors and to fix their remuneration	Votes Cast in favour	29	21798822	100	Approved by Requisite Majority
		Votes Cast against	0	0	0	
		Votes Cast Invalid	0	0	0	
		<b>Total</b>	<b>29</b>	<b>21798822</b>	<b>100</b>	

**SPECIAL BUSINESS:**

6.	To approve appointment of Ms. Dimple Sanghi (DIN: 00898592) as Non-Executive Director	Votes Cast in favour	29	21798822	100	Approved by Requisite Majority
		Votes Cast against	0	0	0	
		Votes Cast Invalid	0	0	0	
		<b>Total</b>	<b>29</b>	<b>21798822</b>	<b>100</b>	
7.	To reappoint Mr. Parantap Priyakant Dave (DIN: 00019472) as an Independent Director	Votes Cast in favour	29	21798822	100	Approved by Requisite Majority
		Votes Cast against	0	0	0	
		Votes Cast Invalid	0	0	0	
		<b>Total</b>	<b>29</b>	<b>21798822</b>	<b>100</b>	
8.	To reappoint Mr. Sanjaya Shrikrishna Kulkarni (DIN: 00102575) as an Independent Director	Votes Cast in favour	29	21798822	100	Approved by Requisite Majority
		Votes Cast against	0	0	0	
		Votes Cast Invalid	0	0	0	
		<b>Total</b>	<b>29</b>	<b>21798822</b>	<b>100</b>	
9.	To reappoint Mr. Sarangpani Srinivasan Tirunoncoil (DIN: 01453050) as an Independent Director	Votes Cast in favour	28	21798821	99.99	Approved by Requisite Majority
		Votes Cast against	1	1	0.01	
		Votes Cast Invalid	0	0	0	
		<b>Total</b>	<b>29</b>	<b>21798822</b>	<b>100</b>	

10	To approve amendment of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.	Votes Cast in favour	29	21798822	100	Approved by Requisite Majority
		Votes Cast against	0	0	0	
		Votes Cast Invalid	0	0	0	
		<b>Total</b>	<b>29</b>	<b>21798822</b>	<b>100</b>	

  
**Mihir Halani**  
**Company Secretary**  
**C.P. No.: 12015**

**Place: Mumbai**  
**Date: 03<sup>rd</sup> September, 2014**