MIHEN HALANI *Company Secretary*
503/Shreenath Towers, Underai road, Malad (West), Mumbai – 400064
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SCRUTINIZER'S REPORT

08th December, 2014

To,
The Chairman,
Extra Ordinary General Meeting of Shareholders of Tree house Education and Accessories Limited to be held on Thursday, 11th December, 2014 at 9.30 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 the Extra Ordinary 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. 14th November, 2014 were entitled to vote on the resolutions(as set out in the notice of Extra Ordinary General Meeting of the company)

3. The e-voting period commenced on Thursday, 4th December, 2014 (9.00 a.m.) and ended on Saturday, 06th December, 2014 (9.00 p.m.)

4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 06th December, 2014, the NSDL portal was blocked for voting.

MIHEN HALANI C.P. No. 5015 COMPANY SECRETARY

5. The votes cast were unblocked on Monday, 08th December, 2014 in the presence of two witnesses CS Amita Karia and CS Minakshi Muchhal 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

Signature:

Name: Minakshi Muchhal

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 Extra Ordinary General Meeting dated 11th December, 2014		Particulars of Votes Cast			Result Declared
			Members Voting			
			No. of members voted	No.of votes Cast by them	%of total no. of votes cast	
Special Business						
1.	Issue of Further Securities of the Company.	Votes Cast in favour	56	25787483	99.99	Approved by Requisite Majority
		Votes Cast against	1	45	0.01	
		Votes Cast invalid	0	0	0	
		Total	**57**	**25787528**	**100**	

2.	Increase in Authorized Share Capital of the Company	Votes Cast in favour	55	25787480	99.99	Approved by Requisite Majority
		Votes Cast against	1	45	0.01	
		Votes Cast invalid	0	0	0	
		Total	**56**	**25787525**	**100**	
3.	To Increase Foreign institution Investors(FIIs) Investment Limit	Votes Cast in favour	55	25787458	99.99	Approved by Requisite Majority
		Votes Cast against	2	70	0.01	
		Votes Cast invalid	0	0	0	
		Total	**57**	**25787528**	**100**	
4.	Payment of Remuneration to Cost Auditor	Votes Cast in favour	52	25779608	99.97	Approved by Requisite Majority
		Votes Cast against	5	7920	0.03	
		Votes Cast Invalid	0	0	0	
		Total	**57**	**25787528**	**100**	

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

MIHEN HALANI
C. P. No. 12015
COMPANY SECRETARY

Place: Mumbai
Date: 08th December, 2014