MIHEN HALANI & ASSOCIATES

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SCRUTINIZER'S REPORT

26th September, 2015

To,
The Chairman,
Ninth Annual General Meeting of Shareholders of **Tree House Education & Accessories Ltd** held on Friday, 25th September, 2015 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/Committee of Directors of **Tree House Education & Accessories Ltd** 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 9th 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, 18th September, 2015 were entitled to vote on the resolutions (as set out in the notice of 9th Annual General Meeting of the company)

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3. The e-voting period commenced on Tuesday, 22nd September, 2015 (10.00 a.m.) and ended on Thursday, 24th September, 2015 (5.00 p.m.)

4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 25th September, 2015, the NSDL portal was blocked for voting.

5. The votes cast were unblocked on Friday, 25th September, 2015 in the presence of two witnesses Mr. Milin Ramani and Ms. Mansi Jhatakia who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Mr. Milin Ramani

Signature: Milin Ramani

Name: Ms. Mansi Jhatakia

Signature: M R Jhatakia

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:

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Sr. No.	Resolution No. as given in the Notice of 9th 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	
	Ordinary Business					
1.	To consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon	Votes Cast in favour	78	29814148	100	Approved by Requisite Majority
		Votes Cast against	0	0	0	
		Votes Cast invalid	0	0	0	
		Total	**78**	**29814148**	**100**	
2.	To declare a dividend	Votes Cast in favour	78	29814148	100	Approved by Requisite Majority
		Votes Cast against	0	0	0.00	
		Votes Cast invalid	0	0	0	
		Total	**78**	**29814148**	**100**	
3.	To appoint a Director in place of Mrs. Geeta Bhatia (DIN 00074444), who retires by rotation and being eligible, offers herself for re-appointment.	Votes Cast in favour	72	17249118	100	Approved by Requisite Majority
		Votes Cast against	0	0	0.00	

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		Votes Cast invalid	0	0	0	
		Total	**72**	**17249118**	**100**	
4.	To appoint M/s. Agarwal & Associates, Chartered Accountants, as Statutory Auditors of the Company in place of M/s. Jogish Mehta & Co., the retiring Statutory Auditors, to hold office from the conclusion of Ninth Annual General Meeting, until the conclusion of Fourteenth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting on such remuneration as may be decided by the Board of Directors or any Committee thereof for the financial year ending March 31, 2016.	Votes Cast in favour	78	29814148	100	Approved by Requisite Majority
		Votes Cast against	0	0	0.00	
		Votes Cast Invalid	0	0	0	
		Total	**78**	**29814148**	**100**	
	Special Business					
1.	To approve the appointment and remuneration of the Cost Auditor M/s. Kishore Bhatia & Associates for the F.Y. 2014-15	Votes Cast in favour	78	29814148	100	Approved by Requisite Majority
		Votes Cast against	0	0	0.00	
		Votes Cast Invalid	0	0	0	
		Total	**78**	**29814148**	**100**	

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For Mihen Halani & Associates

Practising Company Secretary

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C. P. No.
12015
COMPANY SECRETARY

Mihen Halani

Proprietor

CP No. 12015

Date: 26th September, 2015

*Subject to the final results of votes conducted through Poll at the Annual General Meeting by the Members/Proxy present.

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

9th Annual General Meeting of Shareholders of **Tree House Education & Accessories Ltd** held on Friday 25th September, 2015 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,

I, Mihen Halani, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 9th Annual General Meeting of the Shareholders of the Company held on Friday 25th September, 2015 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:

a) After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was marked by identification mark placed on them.

b) The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (**M/s. Link Intime India Pvt Ltd**) and the authorizations / proxies lodged with the Company. The voters were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.

c) The poll papers, which were incomplete and/or which were otherwise found defective or the member had already done the voting through E voting platform have been treated as invalid and record for the same was maintained.

d) The result of the Poll, marked as Annexure 'A' is attached to the report.

e) The consolidated result of Poll and E Voting, marked as Annexure 'B' is attached to the report.

Thanking you,
Yours faithfully,

MIHEN HALANI
C. P. No. 12015
COMPANY SECRETARY

Mihen Halani
Practicing Company Secretary
C.P. No.: 12015
Place: Mumbai
Date: 26th September, 2015

Annexure 'A'

1. **Resolution Item No. 1 : Ordinary Resolution**

To consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	3430830	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

iii. ***Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

2. **Resolution Item No. 2 : Ordinary Resolution**

To declare a dividend.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	3430830	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

iii. ***Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

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3. **Resolution Item No. 3 : Ordinary Resolution**

To appoint a Director in place of Mrs. Geeta Bhatia (DIN 00074444), who retires by rotation and being eligible, offers herself for re-appointment.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	3430830	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

iii. ***Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

4. **Resolution Item No. 4 : Ordinary Resolution**

To appoint M/s. Agarwal & Associates, Chartered Accountants, as Statutory Auditors of the Company in place of M/s. Jogish Mehta & Co., the retiring Statutory Auditors, to hold office from the conclusion of Ninth Annual General Meeting, until the conclusion of Fourteenth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting on such remuneration as may be decided by the Board of Directors or any Committee thereof for the financial year ending March 31, 2016.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	3430830	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

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iii. ***Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. **Resolution Item No. 5 : Ordinary Resolution**

To approve the appointment and remuneration of the Cost Auditor M/s. Kishore Bhatia & Associates for the F.Y. 2014-15.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	3430830	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

iii. ***Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

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ANNEXURE 'B'

VOTING RESULTS FOR RESOLUTION NO 1

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	15	3430830	78	29814148	93	33244978
Invalid Votes	0	0	0	0	0	0
Valid Votes	15	3430830	78	29814148	93	33244978

(ii) Details of Percentage of Voting:

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	93	33244978	100
Dissent	0	0	0.00
TOTAL	93	33244978	**100**

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VOTING RESULTS FOR RESOLUTION NO 2

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	15	3430830	78	29814148	93	33244978
Invalid Votes	0	0	0	0	0	0
Valid Votes	15	3430830	78	29814148	93	33244978

(ii) Details of Percentage of Voting:

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	93	33244978	100
Dissent	0	0	0.00
TOTAL	93	33244978	**100**

VOTING RESULTS FOR RESOLUTION NO 3

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	15	3430830	72	17249118	87	20679948
Invalid Votes	0	0	0	0	0	0
Valid Votes	15	3430830	72	17249118	87	20679948

(ii) Details of Percentage of Voting:

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	87	20679948	100
Dissent	0	0	0.00
TOTAL	87	20679948	**100**

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VOTING RESULTS FOR RESOLUTION NO 4

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	15	3430830	78	29814148	93	33244978
Invalid Votes	0	0	0	0	0	0
Valid Votes	15	3430830	78	29814148	93	33244978

(ii) Details of Percentage of Voting:

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	93	33244978	100
Dissent	0	0	0.00
TOTAL	93	33244978	**100**

VOTING RESULTS FOR RESOLUTION NO 5

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	15	3430830	78	29814148	93	33244978
Invalid Votes	0	0	0	0	0	0
Valid Votes	15	3430830	78	29814148	93	33244978

(ii) Details of Percentage of Voting:

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	93	33244978	100
Dissent	0	0	0.00
TOTAL	93	33244978	**100**

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