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**MIHEN HALANI & ASSOCIATES*****Practicing Company Secretaries***

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**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
Tree House Education & Accessories Limited (“the Company”)

Dear Sir,

**Sub: Consolidated Scrutinizer’s Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014.**

**Ref: Extra Ordinary General Meeting (“the EGM / the meeting”) of the members of Tree House Education & Accessories Limited (“the Company”) held on Tuesday, May 10, 2022, at 10.30 A.M. IST through Video Conferencing (“VC”).**

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the remote e-voting process and e-voting process during the EGM in accordance with section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for EGM of the Company held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the Circulars and Notifications issued thereunder (MCA Circulars and SEBI Circulars), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), on the resolutions contained in the Notice of EOGM of the Company dated April 12, 2022.

We hereby submit our report as under;

1. On account of COVID-19 pandemic and considering the relaxations granted by the MCA and SEBI, the notice of EGM dated April 12, 2022, was sent through electronic mode to those members whose email addresses were registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s).

2. The members of the Company as on cut-off date i.e. Tuesday, May 03, 2022 were entitled to vote on the resolutions (as set out in the notice of EGM of the Company).
3. The Company has availed the e-voting facility provided by the National Securities Depository Limited (“NSDL”). The remote e-voting period commenced on Saturday, May 07, 2022 (9:00 am) and ended on Monday, May 09, 2022 (5:00 pm) (“remote e-voting period”).
4. The Company has also availed e-voting facility provided by the National Securities Depository Limited (“NSDL”) to the shareholders present at the EGM through VC and who had not cast their vote during the said remote e-voting period.
5. Post conclusion of the meeting the votes cast through remote e-voting and during the meeting were unblocked in the presence of two witnesses, Ms. Bhavini Patel and Mr. Bhavya Shah who are not in the employment of the company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Ms. Bhavini Patel  
Sd/-  
Signature

Name: Mr. Bhavya Shah  
Sd/-  
Signature

6. On the basis of the votes exercised by the members of the Company by way of remote e-voting and e-voting at the EGM, we have issued the Combined / consolidated Scrutiniser’s Report dated May 10, 2022.
7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / 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 the list of shares with differential voting rights.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder read with MCA and SEBI circulars relating to voting through electronic means on the resolutions contained in the Notice of EGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / 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 engaged by the Company to provide e-voting facilities.
9. The details containing, *inter alia*, list of equity shareholders, 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 combined / consolidated e-voting is as under;

Sr. No.	Resolution No. as given in the Notice of EGM	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>SPECIAL BUSINESS</b>						
1.	Re-appointment of Mr. Deepak Valecha (DIN: 07736480) as an Independent Director of the Company.	Votes Cast in favour	87	13,215,753	99.96	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	7	5,743	0.04	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>94</b>	<b>13,221,496</b>	<b>100</b>	

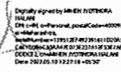
**Notes:**

1. If any promoter shareholders / directors / key-managerial personnel's / related party (ies) / other shareholders are interested and have cast their votes in said resolutions, the same has not been counted in the above results.
2. No of votes caste does not include no of votes abstained & invalid votes.
3. Number of shareholders is mentioned as per PAN.

Date : May 10, 2022  
Place : Mumbai  
UDIN : F009926D000295134

For Mihen Halani & Associates  
(Practicing Company Secretaries)

MIHEN  
JYOTINDRA  
HALANI



Mihen Halani  
(Proprietor)  
FCS No: 9926  
CP No: 12015