

MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

A-501L, Jaswanti Allied Business Centre, Next to Khwaish Hotel, Kanch Pada, Ramchandra Lane

Extension Road, Malad (West), Mumbai – 400 064,

Tel No.: +91 84519 92333 Email: mihenthalani@gmail.com

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

Thirteenth Annual General Meeting of Shareholders of TREE HOUSE EDUCATION & ACCESSORIES LIMITED held on Thursday, 12th September, 2019 at 09.00 A.M. at Mayor Hall, All India Institute of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (w), Mumbai 400 058.

Dear Sir,

We, M/s. Mihen Halani & Associates, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 13th Annual General Meeting of Shareholders of TREE HOUSE EDUCATION & ACCESSORIES LIMITED held on Thursday, 12th September, 2019 at 09.00 A.M. at Mayor Hall, All India Institute of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (w), Mumbai 400 058 submit our report as under:

- 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 Private Limited) 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 is attached to the report.



For Mihen Halani & Associates
(Practicing Company Secretaries)

Date: 13th September, 2019
Place: Mumbai



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

Result of Poll

1. Resolution Item No. 1 : Ordinary Resolution

To receive, consider and adopt;

a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Directors' and the Auditor's thereon; and

b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, and the Report of the Auditor's 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
61	109,29,685	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

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
20	462

2. Resolution Item No. 2 : Ordinary Resolution

To appoint Mr. Jugal Bharat Shah (DIN: 08334114) as an Executive Director.

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
61	109,29,685	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

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
20	462



3. Resolution Item No. 3 : Ordinary Resolution

To approve the appointment of Mrs. Amita Sachin Karia as an Independent Director.

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
61	109,29,685	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

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
20	462

4. Resolution Item No. 4 : Ordinary Resolution

To approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31, 2020.

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
61	109,29,685	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

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
20	462



5. Resolution Item No. 5 : Special Resolution

Approval to deliver document through a particular mode as may be sought by the member.

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
61	109,29,685	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

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
20	462

Date: 13th September, 2019
Place: Mumbai

For Mihen Halani & Associates
(Practicing Company Secretaries)



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

MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

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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

Thirteenth Annual General Meeting of Shareholders of TREE HOUSE EDUCATION & ACCESSORIES LIMITED held on Thursday, 12th September, 2019 at 09.00 A.M. at Mayor Hall, All India Institute of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (w), Mumbai 400 058.

Dear Sir,

Ref: Scrutinizer's Report on Voting through Poll and Electronic means

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries have been appointed by the Board of Directors of **Tree House Education & Accessories Limited** as Scrutinizer to conduct the voting by way of poll and electronic means, hereby submit our report as under;

- The consolidated result of Poll and E-Voting is attached to the report.

For Mihen Halani & Associates
(Practicing Company Secretaries)

Date: 13th September, 2019
Place: Mumbai



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

Report on Voting through Poll and electronic means

VOTING RESULTS FOR RESOLUTION NO. 1

(i) 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	84	109,43,922	100
Dissent	1	4	0
TOTAL	85	109,43,926	100

Result Declared: The resolution passed as an Ordinary Resolution.

VOTING RESULTS FOR RESOLUTION NO. 2

(i) 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	82	109,42,512	99.98
Dissent	3	1,414	0.02
TOTAL	85	109,43,926	100

Result Declared: The resolution passed as an Ordinary Resolution.

VOTING RESULTS FOR RESOLUTION NO. 3

(i) 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	82	109,42,512	99.98
Dissent	3	1,414	0.02
TOTAL	85	109,43,926	100

Result Declared: The resolution passed as an Ordinary Resolution.



VOTING RESULTS FOR RESOLUTION NO. 4

(i) 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	83	109,42,522	99.98
Dissent	2	1,404	0.02
TOTAL	85	109,43,926	100

Result Declared: The resolution passed as Ordinary Resolution.

VOTING RESULTS FOR RESOLUTION NO. 5

(i) 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	85	109,43,926	100
Dissent	0	0	0
TOTAL	85	109,43,926	100

Result Declared: The resolution passed as Special Resolution.

Note: If any promoter shareholders / directors / key-managerial personnel / related party / other shareholders are interested and have casted their vote in any Resolution(s), the same has not been counted in the above results.

For Mihen Halani & Associates
(Practicing Company Secretaries)

Date: 13th September, 2019
Place: Mumbai



Mihen Halani
(Proprietor)
FCS No: 9926
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SCRUTINIZER'S REPORT

13th September, 2019

To,
The Chairman,

Thirteenth Annual General Meeting of Shareholders of **TREE HOUSE EDUCATION & ACCESSORIES LIMITED** held on Thursday, 12th September, 2019 at 09.00 A.M. at Mayor Hall, All India Institute of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (w), Mumbai 400 058.

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.

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of **TREE HOUSE EDUCATION & 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 13th Annual General Meeting of the Company. Our 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., 05th September, 2019 were entitled to vote on the resolutions (as set out in the notice of 13th Annual General Meeting of the company).
3. The e-voting period commenced on Monday, 09th September, 2019 (9.00 a.m.) and ended on Wednesday, 11th September, 2019 (5.00 p.m.).
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 12th September, 2019, the NSDL portal was blocked for voting.
5. The votes cast were unblocked on Thursday, 12th September, 2019 in the presence of two witnesses, Ms. Divya Padhiyar and Ms. Reecha Bafna who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Ms. Divya Padhiyar



Signature:

Name: Ms. Reecha Bafna



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.evotingindia.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 13 th 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 receive, consider and adopt; a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Directors' and the Auditor's thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, and the Report of the Auditor's thereon.	Votes Cast in favour	23	14,237	99.97	Subject to Final results of vote conducted through Poll.
		Votes Cast against	1	4	0.03	
		Votes Cast invalid	0	0	0	
		Total	24	14,241	100	
SPECIAL BUSINESS						
2.	To appoint Mr. Jugal Bharat Shah (DIN: 08334114) as an Executive Director.	Votes Cast in favour	21	12,827	90.07	Subject to Final results of vote conducted through Poll.
		Votes Cast against	3	1,414	9.93	
		Votes Cast invalid	0	0	0	
		Total	24	14,241	100	



3.	To approve the appointment of Mrs. Amita Sachin Karia as an Independent Director.	Votes Cast in favour	21	12,827	90.07	Subject to Final results of vote conducted through Poll.
		Votes Cast against	3	1,414	9.93	
		Votes Cast Invalid	0	0	0	
		Total	24	14,241	100	
4.	To approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31, 2020.	Votes Cast in favour	22	12,837	90.14	Subject to Final results of vote conducted through Poll.
		Votes Cast against	2	1,404	9.86	
		Votes Cast Invalid	0	0	0	
		Total	24	14,241	100	
5.	Approval to deliver document through a particular mode as may be sought by the member.	Votes Cast in favour	24	14,241	100	Subject to Final results of vote conducted through Poll.
		Votes Cast against	0	0	0	
		Votes Cast Invalid	0	0	0	
		Total	24	14,241	100	



Note: If any promoter shareholders / directors / key-managerial personnel / related party / other shareholders are interested and have casted their vote in any Resolution(s), the same has not been counted in the above results.

For Mihen Halani & Associates
(Practicing Company Secretaries)

Date: 13th September, 2019
Place: Mumbai



Mihen Halani
(Proprietor)
FCS No: 9926
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