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

A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,  
Malad (West), Mumbai – 400 064, Tel No.: 022 6236 0279 Email: [mihenhalani@gmail.com](mailto:mihenhalani@gmail.com)

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**SCRUTINIZER'S REPORT**

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

14<sup>th</sup> Annual General Meeting ("14<sup>th</sup> AGM / the meeting") of the members of Tree House Education & Accessories Limited ("the Company") held on Saturday, November 21, 2020 at 10:30 a.m. IST through Video Conferencing ("VC").

Dear Sir,

Sub: 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 for 14<sup>th</sup> Annual General Meeting ("14<sup>th</sup> AGM / the meeting") of the Company through Video Conferencing ("VC").

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries have appointed by the Board of Directors of the Company 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 of the Companies (Management and Administration) Rules, 2014 for 14<sup>th</sup> Annual General Meeting of the Company through Video Conferencing ("VC").

1. As confirmed by the Company, the notice of 14<sup>th</sup> AGM dated October 19<sup>th</sup>, 2020, 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), in compliance with the Ministry of Corporate Affairs ("MCA") Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular dated May 12, 2020.
2. The members of the Company as on cut-off date i.e. Saturday, November 14, 2020 were entitled to vote on the resolutions (as set out in the notice of 14<sup>th</sup> AGM of the Company).
3. The remote e-voting period commenced on Wednesday, November 18, 2020 (9:00 am) and ended on Friday, November 20, 2020 (5:00 pm) ("remote e-voting period"). The Company had also provided e-voting facility to the

shareholders present at the AGM through VC and who had not cast their vote during the said remote e-voting period. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, the NSDL portal was blocked for voting.

4. Post conclusion of the meeting, the votes cast during the said remote e-voting period and during the meeting were unblocked in the presence of two witnesses, Ms. Divya Padhiyar and Ms. Lovely Singh 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 : Divya Padhiyar  
Sd/-  
Signature

Name: Lovely Singh  
Sd/-  
Signature

5. 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.
6. 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 14<sup>th</sup> AGM 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 to provide e-voting facilities, engaged by the Company for the purpose.
7. 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 14 <sup>th</sup> AGM	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 standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors' and the Auditor's thereon	Votes Cast in favour	84	1,22,31,759	100	The resolution passed as an Ordinary Resolution
		Votes Cast against	1	48	0	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>85</b>	<b>1,22,31,807</b>	<b>100</b>	
2.	Re-appointment of Mr. Jugal Bharat Shah (DIN: 08334114) as a director	Votes Cast in favour	83	1,22,28,369	99.97	The resolution passed as an Ordinary Resolution
		Votes Cast against	2	3,438	0.03	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>85</b>	<b>1,22,31,807</b>	<b>100</b>	
<b>SPECIAL BUSINESS</b>						
3.	To appoint Mrs. Babita Bhatia (DIN: 08767969) as a Non-Executive Woman Director	Votes Cast in favour	78	35,41,680	100	The resolution passed as an Ordinary Resolution
		Votes Cast against	1	48	0	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>79</b>	<b>35,41,728</b>	<b>100</b>	
4.	To appoint Nidhi Kaushik Busa (DIN:08792362) as an Independent Woman Director	Votes Cast in favour	84	1,22,31,759	100	The resolution passed as an Ordinary Resolution
		Votes Cast against	1	48	0	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>85</b>	<b>1,22,31,807</b>	<b>100</b>	



5.	To appoint Mr. Milin Ramani (DIN: 07697636) as an Independent Director	Votes Cast in favour	84	1,22,31,759	100	The resolution passed as an Ordinary Resolution
		Votes Cast against	1	48	0	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>85</b>	<b>1,22,31,807</b>	<b>100</b>	
6.	To approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31 <sup>st</sup> 2021	Votes Cast in favour	84	1,22,31,759	100	The resolution passed as an Ordinary Resolution
		Votes Cast against	1	48	0	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>85</b>	<b>1,22,31,807</b>	<b>100</b>	

*Note: 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.*

Date : November 21, 2020  
Place : Mumbai  
UDIN : F009926B001273078

For Mihen Halani & Associates  
(Practicing Company Secretaries)

**MIHEN  
HALANI**

Digitally signed by MIHEN HALANI  
DN: cn=MI, ou=Personnel,  
2.5.4.20=2422d2b5a5c64750a098d6a8  
d55aba813acef3690bb2aff4ac96827c12c  
464, postalCode=400064,  
st=MAHARASHTRA,  
serialNumber=139512e7492391611d20a  
58c4c1d3b5c30a47e073e237a12f53e7a  
e0b65d6e2, c=IN, o=MIHEN HALANI  
Date: 2020.11.21 16:01:39 +05'30'

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