
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: 16th Annual General Meeting (“16th AGM / the meeting”) of the members of Tree House Education & Accessories Limited (“the Company”) held on Thursday, September 29, 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 AGM 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 16th AGM of the Company held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14,2021 respectively and all other relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 including any amendments / clarifications thereto (hereinafter collectively referred to as “the Circulars”).

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 16th AGM dated August 29, 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. Thursday, September 22, 2022 were entitled to vote on the resolutions (as set out in the notice of 16th AGM 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 Monday, September 26, 2022 (9:00 am) and ended on Wednesday, September 28, 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 AGM 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, Mr. Bhavya Shah and Ms. Bhavini Patel 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 : Mr. Bhavya Shah

Sd/-

Signature

Name: Ms. Bhavini Patel

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 AGM, we have issued the Combined / consolidated Scrutiniser’s Report dated September 29, 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 read with MCA and SEBI circulars relating to voting through electronic means on the resolutions contained in the Notice of 16th 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 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 16 th 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		
ORDINARY BUSINESS						
1.	1. To receive, consider and adopt; a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors' and the Auditor's thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022, and the Report of the Auditor's thereon	Votes Cast in favour	158	13,647,726	99.98	The resolution passed as an Ordinary Resolution
		Votes Cast against	9	3,267	0.02	
		Votes Cast invalid	-	-	-	
		Total	167	13,650,993	100	
2.	To appoint a Director in place of Mr. Jugal Bharat Shah (DIN: 08334114), who retires by rotation and being eligible, offers himself for re-appointment.	Votes Cast in favour	156	13,647,026	99.97	The resolution passed as an Ordinary Resolution
		Votes Cast against	11	3,967	0.03	
		Votes Cast invalid	-	-	-	
		Total	167	13,650,993	100	
3.	To appoint M/s. Rakesh Soni & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s. S. Dedhia & Co., the retiring Statutory Auditors, to hold office from the conclusion of Sixteenth Annual General Meeting, until the conclusion of Twenty First Annual General Meeting on such remuneration as may be	Votes Cast in favour	157	1,36,47,226	99.97	The resolution passed as an Ordinary Resolution
		Votes Cast against	10	3,767	0.03	
		Votes Cast invalid	-	-	-	
		Total	167	13,650,993	100	



	decided by the Board of Directors or any Committee thereof.					
SPECIAL BUSINESS						
4.	To approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31 st 2022.	Votes Cast in favour	157	13,647,226	99.97	The resolution passed as an Ordinary Resolution
		Votes Cast against	10	3,767	0.03	
		Votes Cast invalid	-	-	-	
		Total	167	13,650,993	100	

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.

For Mihen Halani & Associates
(Practicing Company Secretaries)

Date : September 29, 2022
Place : Mumbai
UDIN : F009926D001089290

MIHEN
JYOTINDRA
HALANI

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