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**MIHEN HALANI & ASSOCIATES**

*Practicing Company Secretaries*

32, First Floor, Shantinath Shopping Centre, Near Aditi Restaurant, S.V. Road, Malad (West),  
Mumbai – 400 064, Tel No.: +91 84519 92333 Email: [mihenthalani@gmail.com](mailto:mihenthalani@gmail.com)

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**SCRUTINIZER'S REPORT**

3<sup>rd</sup> October, 2017

To,  
The Chairman,

Eleventh Annual General Meeting of Shareholders of **TREE HOUSE EDUCATION & ACCESSORIES LIMITED** originally scheduled on Monday, 25<sup>th</sup> September, 2017 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 and adjourned on Tuesday, 3<sup>rd</sup> October, 2017 at the same time and place mentioned above.

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 have been 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.

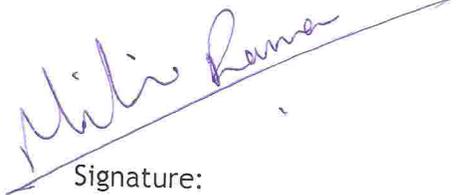
1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 11<sup>th</sup> Annual General Meeting of the Company. Our responsibility as the 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., 19<sup>th</sup> September, 2017 were entitled to vote on the resolutions (as set out in the notice of 11<sup>th</sup> Annual General Meeting of the company).
3. The e-voting period commenced on Friday, 22<sup>nd</sup> September, 2017 (9.00 a.m.) and ended on Sunday, 24<sup>th</sup> September, 2017 (5.00 p.m.)
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 24<sup>th</sup> September, 2017, the NSDL portal was blocked for voting.
5. The votes cast were unblocked on Tuesday, 3<sup>rd</sup> October, 2017 in the presence of two witnesses, Mr. Milin Ramani and Ms. Tejashvi Chavan 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:

Name: Ms. Tejashvi Chavan

  
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 11 <sup>th</sup> 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	
	<b>ORDINARY BUSINESS</b>					
1.	To receive, consider and adopt; a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, 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, 2017, and the Report of the Auditor’s thereon.	Votes Cast in favour	25	2512439	99.38	Subject to Final results of vote conducted through Poll.
		Votes Cast against	5	15736	0.62	
		Votes Cast invalid	0	0	0	
		<b>Total</b>	<b>30</b>	<b>2528175</b>	<b>100</b>	
2.	To appoint a Director in place of Mrs. Geeta Bhatia (DIN 00074444), who retires by rotation and being eligible, offers herself for reappointment.	Votes Cast in favour	21	2451030	96.95	Subject to Final results of vote conducted through
		Votes Cast against	9	77145	3.05	



		Votes Cast invalid	0	0	0	Poll.
		<b>Total</b>	<b>30</b>	<b>2528175</b>	<b>100</b>	
3.	To appoint Statutory Auditor M/S. S. Dedhia & Co., Chartered Accountants in place of M/s. Agarwal & Associates, the retiring Statutory Auditors.	Votes Cast in favour	23	2512505	99.38	
		Votes Cast against	7	15670	0.62	
		Votes Cast invalid	0	0	0	
		<b>Total</b>	<b>30</b>	<b>2528175</b>	<b>100</b>	
	<b>SPECIAL BUSINESS</b>		<b>30</b>	<b>2528175</b>	<b>100</b>	
4.	Appointment of Mr. Suraj Manghnani, (DIN - 06625583) as an Independent Director of the Company.	Votes Cast in favour	22	2451425	96.96	Subject to Final results of vote conducted through Poll.
		Votes Cast against	8	76750	3.03	
		Votes Cast Invalid	0	0	0	
		<b>Total</b>	<b>30</b>	<b>2528175</b>	<b>100</b>	
5.	Appointment of Mr. Deepak Valecha, (DIN - 07736480) as an Independent Director of the Company.	Votes Cast in favour	23	2452005	<b>96.99</b>	Subject to Final results of vote conducted through Poll.
		Votes Cast against	7	76170	<b>3.01</b>	
		Votes Cast Invalid	0	0	0	
		<b>Total</b>	<b>30</b>	<b>2528175</b>	<b>100</b>	



6.	Appointment and Fix remuneration of Cost Auditor of the Company for the financial year ending March 31, 2018.	Votes Cast in favour	23	2512855	99.39	Subject to Final results of vote conducted through Poll.
		Votes Cast against	7	15320	0.61	
		Votes Cast Invalid	0	0	0	
		<b>Total</b>	<b>30</b>	<b>2528175</b>	<b>100</b>	

For Mihen Halani & Associates  
(Practicing Company Secretaries)



Mihen Halani  
(Proprietor)  
ACS No: 32176  
CP No: 12015



Date: 3<sup>rd</sup> October, 2017  
Place: Mumbai

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**MIHEN HALANI & ASSOCIATES**

*Practicing Company Secretaries*

32, First Floor, Shantinath Shopping Centre, Near Aditi Restaurant, S.V. Road, Malad (West),  
Mumbai – 400 064, Tel No.: +91 84519 92333 Email: [mihenhalani@gmail.com](mailto:mihenhalani@gmail.com)

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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

Eleventh Annual General Meeting of Shareholders of **TREE HOUSE EDUCATION & ACCESSORIES LIMITED** originally scheduled on Monday, 25<sup>th</sup> September, 2017 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 and adjourned on Tuesday, 3<sup>rd</sup> October, 2017 at the same time and place mentioned above.

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 11<sup>th</sup> Annual General Meeting of Shareholders of **TREE HOUSE EDUCATION & ACCESSORIES LIMITED** originally scheduled on Monday, 25<sup>th</sup> September, 2017 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 and adjourned on Tuesday, 3<sup>rd</sup> October, 2017 at the same time and place mentioned above, 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, 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.



For Mihen Halani & Associates  
(Practising Company Secretaries)

Mihen Halani  
(Proprietor)  
ACS No: 32176  
CP No: 12015



Date: 4<sup>th</sup> October, 2017  
Place: Mumbai

**Annexure 'A'**

**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, 2017, 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, 2017, 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
18	9005241	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
3	16	100

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

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
14	44788	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
3	16	100

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



### 3. Resolution Item No. 3 : Ordinary Resolution

To appoint Statutory Auditor M/S. S. Dedhia & Co., Chartered Accountants in place of M/s. Agarwal & Associates, the retiring Statutory Auditors.

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
18	9005241	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
3	16	100

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

Appointment of Mr. Suraj Manghnani, (DIN - 06625583) as an Independent Director of the Company.

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
18	9005241	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
3	16	100

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

Appointment of Mr. Deepak Valecha, (DIN - 07736480) as an Independent Director of the Company.

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
18	9005241	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
3	16	100

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

## 6. Resolution Item No. 6 : Ordinary Resolution

Appointment and Fix remuneration of Cost Auditor of the Company for the financial year ending March 31, 2018.

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
18	9005241	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
3	16	100

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



For Mihen Halani & Associates  
(Practicing Company Secretaries)

Mihen Halani  
(Proprietor)  
ACS/No: 32176  
CP No: 12015



Date: 4<sup>th</sup> October, 2017  
Place: Mumbai

**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	21	9005257	30	2528175	51	11533432
Invalid Votes	0	0	0	0	0	0
Valid Votes	21	9005257	30	2528175	51	11533432

**(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	43	11517680	99.86
Dissent	8	15752	0.14
<b>TOTAL</b>	<b>51</b>	<b>11533432</b>	<b>100</b>

**Result Declared:** The resolution passed as an Ordinary Resolution.



## 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	17	44788	30	2528175	47	2572963
Invalid Votes	0	0	0	0	0	0
Valid Votes	17	44788	30	2528175	47	2572963

### *(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	35	2495802	97.00
Dissent	12	77161	3.00
<b>TOTAL</b>	<b>47</b>	<b>2572963</b>	<b>100</b>

Result Declared: The resolution passed as an Ordinary Resolution.



### 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	21	9005257	30	2528175	51	11533432
Invalid Votes	0	0	0	0	0	0
Valid Votes	21	9005257	30	2528175	51	11533432

#### *(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	41	11517746	99.86
Dissent	10	15686	0.14
<b>TOTAL</b>	<b>51</b>	<b>11533432</b>	<b>100</b>

Result Declared: The resolution passed as an Ordinary Resolution.



## VOTING RESULTS FOR RESOLUTION NO 4

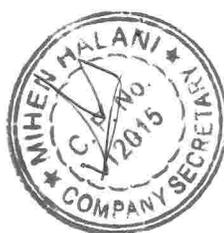
### *(i) Details of Valid Votes*

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	21	9005257	30	2528175	51	11533432
Invalid Votes	0	0	0	0	0	0
Valid Votes	21	9005257	30	2528175	51	11533432

### *(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	40	11456666	99.33
Dissent	11	76766	0.67
<b>TOTAL</b>	<b>51</b>	<b>11533432</b>	<b>100</b>

Result Declared: The resolution passed as an Ordinary Resolution.



## 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	21	9005257	30	2528175	51	11533432
Invalid Votes	0	0	0	0	0	0
Valid Votes	21	9005257	30	2528175	51	11533432

### *(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	41	11457246	99.34
Dissent	10	76186	0.66
<b>TOTAL</b>	<b>51</b>	<b>11533432</b>	<b>100</b>

Result Declared: The resolution passed as an Ordinary Resolution.



## VOTING RESULTS FOR RESOLUTION NO 6

### (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	21	9005257	30	2528175	51	11533432
Invalid Votes	0	0	0	0	0	0
Valid Votes	21	9005257	30	2528175	51	11533432

### (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	41	11518096	99.87
Dissent	10	15336	0.13
<b>TOTAL</b>	<b>51</b>	<b>11533432</b>	<b>100</b>

Result Declared: The resolution passed as an Ordinary Resolution.

For Mihen Halani & Associates  
(Practicing Company Secretaries)

Mihen Halani  
(Proprietor)  
ACS No: 32176  
CP No: 12015



Date: 4<sup>th</sup> October, 2017  
Place: Mumbai