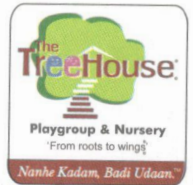


# Tree House Education & Accessories Ltd.

Registered Office: 702, Morya House, 'C' Wing, Off. Link Road, Andheri (W), Mumbai - 400 053.  
Tel.: 022 - 40492222 Fax : 022 - 40492207  
CIN : L80101MH2006PLC163028



September 13, 2019

<b>To,</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Tower Dalal Street, Fort Mumbai - 400 001	<b>To,</b> <b>The National Stock Exchange of India Ltd.</b> Bandra (East) Mumbai - 400 051	<b>To,</b> <b>Metropolitan Stock Exchange of India Ltd.</b> Exchange Square, CTS No. 25, Suren Road, Andheri (East), Mumbai - 400 093
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**Sub.: Voting Results**

**Ref: Scrip Code: 533540 / TREEHOUSE**

Dear Sir / Madam,

This is to inform you that the 13<sup>th</sup> Annual General Meeting of the Company was held on Thursday September 12, 2019 at 9:00 a.m. at Mayor Hall, 2nd Floor, All India Institute of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai 400 058 and the business mentioned in notice dated August 10, 2019 were transacted.

We hereby submit the following details;

1. Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated September 13, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (Xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

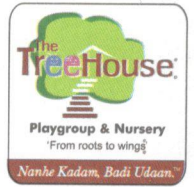
Thanking you.  
Yours faithfully,

**For Tree House Education & Accessories Limited**

*Guddi*  
**Guddi Bajpai**  
Company Secretary  
Encl: as above

# Tree House Education & Accessories Ltd.

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CIN : L80101MH2006PLC163028



## Voting results as required under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Date of the AGM / EGM</b>	12 <sup>th</sup> September, 2019
<b>Total Number of Shareholders on Cut-off Date i.e. 05<sup>th</sup> September, 2019</b>	
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	102
<b>Promoters and Promoter Group:</b>	3
<b>Public:</b>	99
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoters and Promoter Group:</b>	N.A.
<b>Public:</b>	N.A.

Agenda wise disclosure.

The mode of voting for all the resolutions was:

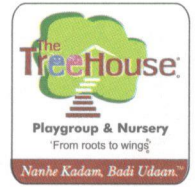
1. E-voting conducted between 9<sup>th</sup> September, 2019 to 11<sup>th</sup> September, 2019; and
2. Poll conducted at the meeting.

Given below is the resolution wise combined results of e-voting and poll.



# Tree House Education & Accessories Ltd.

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CIN : L80101MH2006PLC163028



## Tree House Education & Accessories Limited

Resolution Required : (Ordinary)			1 - to receive, consider and adopt					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	8690069	0	0.0000	0	0	0.0000	0.000
	Poll		8690069	100	8690069	0	100.0000	0.000
	Postal Ballot		0	0.0000	0	0	0.0000	0.000
	<b>Total</b>		<b>8690069</b>	<b>100</b>	<b>8690069</b>	<b>0</b>	<b>100.0000</b>	<b>0.000</b>
Public Institutions	E-Voting	3245428	0	0.0000	0	0	0.0000	0.000
	Poll		0	0.0000	0	0	0.0000	0.000
	Postal Ballot		0	0.0000	0	0	0.0000	0.000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.000</b>
Public Non Institutions	E-Voting	30375227	14241	0.0469	14237	4	99.9719	0.028
	Poll		2239616	7.3732	2239616	0	100	
	Postal Ballot		0	0	0	0	0	
	<b>Total</b>		<b>2253857</b>	<b>7.4201</b>	<b>2253853</b>	<b>4</b>	<b>99.9998</b>	<b>0.000</b>
<b>Total</b>		<b>42310724</b>	<b>10943926</b>	<b>25.8656</b>	<b>10943922</b>	<b>4</b>	<b>100.0000</b>	<b>0.000</b>



# Tree House Education & Accessories Ltd.

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CIN : L80101MH2006PLC163028



## Tree House Education & Accessories Limited

Resolution Required : (Ordinary)		2 - To appoint Mr. Jugal Bharat Shah (DIN: 08334114) as an Executive Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	8690069	0	0.0000	0	0	0.0000	0.0000
	Poll		8690069	100	8690069	0	100	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8690069</b>	<b>100</b>	<b>8690069</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
Public Institutions	E-Voting	3245428	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30375227	14241	0.0469	12827	1414	90.0709	9.929
	Poll		2239616	7.3732	2239616	0	100	
	Postal Ballot		0	0	0	0	0	
	<b>Total</b>		<b>2253857</b>	<b>7.4201</b>	<b>2252443</b>	<b>1414</b>	<b>99.9373</b>	<b>0.062</b>
<b>Total</b>		<b>42310724</b>	<b>10943926</b>	<b>25.8656</b>	<b>10942512</b>	<b>1414</b>	<b>99.9871</b>	<b>0.012</b>



# Tree House Education & Accessories Ltd.

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CIN : L80101MH2006PLC163028



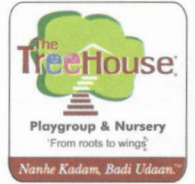
## Tree House Education & Accessories Limited

Resolution Required : (Ordinary)			3 - To approve the appointment of Mrs. Amita Sachin Karia as an Independent Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	8690069	0	0.0000	0	0	0.0000	0.0000
	Poll		8690069	100	8690069	0	100.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>8690069</b>	<b>100</b>	<b>8690069</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3245428	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30375227	14241	0.0469	12827	1414	90.0709	9.9291
	Poll		2239616	7.3732	2239616	0	100	0.0000
	Postal Ballot		0	0	0	0	0	0.0000
	<b>Total</b>		<b>2253857</b>	<b>7.4201</b>	<b>2252443</b>	<b>1414</b>	<b>99.9373</b>	<b>0.0627</b>
<b>Total</b>		<b>42310724</b>	<b>10943926</b>	<b>25.8656</b>	<b>10942512</b>	<b>1414</b>	<b>99.9871</b>	<b>0.0129</b>



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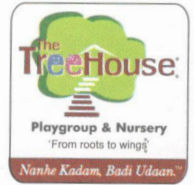
## Tree House Education & Accessories Limited

Resolution Required : (Ordinary)		4 - To approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31, 2020						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2]}* 100	[7]={[5]/[2]} 100
Promoter and Promoter Group	E-Voting	8690069	0	0.0000	0	0	0.0000	0.0000
	Poll		8690069	100	8690069	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8690069</b>	<b>100</b>	<b>8690069</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3245428	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30375227	136722	0.0469	12837	1404	90.1411	9.8588
	Poll		2239616	7.3732	2239616	0	100	
	Postal Ballot		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>2253857</b>	<b>7.4201</b>	<b>2252453</b>	<b>1404</b>	<b>99.9377</b>	<b>0.0622</b>
<b>Total</b>		<b>42310724</b>	<b>10943926</b>	<b>25.8656</b>	<b>10942522</b>	<b>1404</b>	<b>99.9872</b>	<b>0.0128</b>



# Tree House Education & Accessories Ltd.

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Tel.: 022 - 40492222 Fax : 022 - 40492207  
CIN : L80101MH2006PLC163028



## Tree House Education & Accessories Limited

Resolution Required : (Ordinary)		5 - Approval to deliver document through a particular mode as may be sought by the member						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	8690069	0	0.0000	0	0	0.0000	0.00
	Poll		8690069	100	8690069	0	100.0000	0.00
	Postal Ballot		0	0.0000	0	0	0.0000	0.00
	<b>Total</b>		<b>8690069</b>	<b>100</b>	<b>8690069</b>	<b>0</b>	<b>100.0000</b>	<b>0.00</b>
Public Institutions	E-Voting	3245428	0	0.0000	0	0	0.0000	0.00
	Poll		0	0.0000	0	0	0.0000	0.00
	Postal Ballot		0	0.0000	0	0	0.0000	0.00
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.00</b>
Public Non Institutions	E-Voting	30375227	14241	0.0469	14241	1404	90.1411	9.85
	Poll		2239616	7.3732	2239616	0	100	
	Postal Ballot		0	0	0	0	0.0000	0.00
	<b>Total</b>		<b>2253857</b>	<b>7.4201</b>	<b>2253857</b>	<b>0</b>	<b>100.0000</b>	<b>0.00</b>
<b>Total</b>		<b>42310724</b>	<b>10943926</b>	<b>25.8656</b>	<b>10943926</b>	<b>0</b>	<b>100.0000</b>	<b>0.00</b>

For Tree House Education & Accessories Limited

*Guddi*  
Guddi Bajpai  
Company Secretary



**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, 12<sup>th</sup> 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 13<sup>th</sup> Annual General Meeting of Shareholders of TREE HOUSE EDUCATION & ACCESSORIES LIMITED held on Thursday, 12<sup>th</sup> 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: 13<sup>th</sup> 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

For Mihen Halani & Associates  
(Practicing Company Secretaries)

Date: 13<sup>th</sup> September, 2019  
Place: Mumbai



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

**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: [mihenhalani@gmail.com](mailto:mihenhalani@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, 12<sup>th</sup> 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: 13<sup>th</sup> 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
<b>TOTAL</b>	<b>85</b>	<b>109,43,926</b>	<b>100</b>

**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
<b>TOTAL</b>	<b>85</b>	<b>109,43,926</b>	<b>100</b>

**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
<b>TOTAL</b>	<b>85</b>	<b>109,43,926</b>	<b>100</b>

**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
<b>TOTAL</b>	<b>85</b>	<b>109,43,926</b>	<b>100</b>

**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
<b>TOTAL</b>	<b>85</b>	<b>109,43,926</b>	<b>100</b>

**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: 13<sup>th</sup> September, 2019  
Place: Mumbai



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

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**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,  
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**SCRUTINIZER'S REPORT**

13<sup>th</sup> September, 2019

To,  
The Chairman,

Thirteenth Annual General Meeting of Shareholders of **TREE HOUSE EDUCATION & ACCESSORIES LIMITED** held on Thursday, 12<sup>th</sup> 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 13<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., 05<sup>th</sup> September, 2019 were entitled to vote on the resolutions (as set out in the notice of 13<sup>th</sup> Annual General Meeting of the company).
3. The e-voting period commenced on Monday, 09<sup>th</sup> September, 2019 (9.00 a.m.) and ended on Wednesday, 11<sup>th</sup> 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 12<sup>th</sup> September, 2019, the NSDL portal was blocked for voting.
5. The votes cast were unblocked on Thursday, 12<sup>th</sup> 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 <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, 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	
		<b>Total</b>	<b>24</b>	<b>14,241</b>	<b>100</b>	
<b>SPECIAL BUSINESS</b>						
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	
		<b>Total</b>	<b>24</b>	<b>14,241</b>	<b>100</b>	



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	
		<b>Total</b>	<b>24</b>	<b>14,241</b>	<b>100</b>	
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	
		<b>Total</b>	<b>24</b>	<b>14,241</b>	<b>100</b>	
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	
		<b>Total</b>	<b>24</b>	<b>14,241</b>	<b>100</b>	



*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: 13<sup>th</sup> September, 2019  
Place: Mumbai



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