

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



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

Date of the AGM / EGM	22 nd September, 2018
Total Number of Shareholders on Cut-off Date i.e. 17 th September, 2018	18699
No. of shareholders present in the meeting either in person or through proxy:	72
Promoters and Promoter Group:	3
Public:	69
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	N.A.
Public:	N.A.

Agenda wise disclosure.

The mode of voting for all the resolutions was:

1. E-voting conducted between 19nd September, 2018 to 21st September, 2018; 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.

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



Tree House Education & Accessories Limited

Resolution Required : (Ordinary)

1 - to receive, consider and adopt

a) the Audited standalone Financial Statements of the company for the financial Year ended 31st march 2018, together with reports of the Directors and Auditors thereon and

b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018, and the Report of the Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution?

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		7880070	90.6790	7880070	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7880070	90.679	7880070	0	100.0000	0.0000
Public Institutions	E-Voting	3683651	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	29937004	136722	0.4567	129470	7252	94.6958	5.3042
	Poll		487599	1.6288	482599	5000	98.9746	1.0254
	Postal Ballot		0	0	0	0	0.0000	0.0000
	Total		624321	2.0855	612069	12252	98.0375	1.9625
Total		42310724	8504391	20.0998	8492139	12252	99.8559	0.1441



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



Tree House Education & Accessories Limited								
Resolution Required : (Ordinary)			3 - To approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31, 2019.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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		7880070	90.679	7880070	0	100.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	0.0000
	Total		7880070	90.679	7880070	0	100.0000	0.0000
Public Institutions	E-Voting	3683651	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	29937004	136722	0.4567	131965	4757	96.5207	3.4793
	Poll		487599	1.6288	482599	5000	98.9746	1.0254
	Postal Ballot		0	0	0	0	0	0.0000
	Total		624321	2.0855	614564	9757	98.4372	1.5628
Total		42310724	8504391	20.0998	8494634	9757	99.8853	0.1147



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

SCRUTINIZER'S REPORT

22nd September, 2018

To,
The Chairman,

Twelfth Annual General Meeting of Shareholders of TREE HOUSE EDUCATION & ACCESSORIES LIMITED held on Saturday, 22nd September, 2018 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 12th 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., 17th September, 2018 were entitled to vote on the resolutions (as set out in the notice of 12th Annual General Meeting of the company).
3. The e-voting period commenced on Wednesday, 19th September, 2018 (9.00 a.m.) and ended on Friday, 21st September, 2018 (5.00 p.m.)
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 22nd September, 2018, the NSDL portal was blocked for voting.
5. The votes cast were unblocked on Tuesday, 22nd September, 2018 in the presence of two witnesses, Ms. Divya Padhiyar and Ms. Bhavini Patel 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. Bhavini Patel

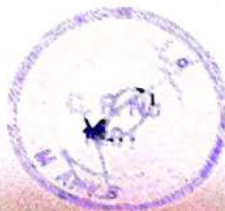


Signature:

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;



Sl. No.	Particulars	Amount			Total
		Rs.	Paise	Cent	
1.	<p>1. Salary, Rs. 1000.00</p> <p>2. Dearness Allowance, Rs. 1000.00</p> <p>3. House Rent Allowance, Rs. 1000.00</p> <p>4. Medical Allowance, Rs. 1000.00</p> <p>5. Conveyance Allowance, Rs. 1000.00</p> <p>6. Telephone Allowance, Rs. 1000.00</p> <p>7. Entertainment Allowance, Rs. 1000.00</p> <p>8. Special Allowance, Rs. 1000.00</p> <p>9. Bonus, Rs. 1000.00</p> <p>10. Gratuity, Rs. 1000.00</p>				
2.	<p>1. Salary, Rs. 1000.00</p> <p>2. Dearness Allowance, Rs. 1000.00</p> <p>3. House Rent Allowance, Rs. 1000.00</p> <p>4. Medical Allowance, Rs. 1000.00</p> <p>5. Conveyance Allowance, Rs. 1000.00</p> <p>6. Telephone Allowance, Rs. 1000.00</p> <p>7. Entertainment Allowance, Rs. 1000.00</p> <p>8. Special Allowance, Rs. 1000.00</p> <p>9. Bonus, Rs. 1000.00</p> <p>10. Gratuity, Rs. 1000.00</p>				
3.					
4.					
5.					
6.					
7.					
8.					
9.					
10.					



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

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

Twelfth Annual General Meeting of Shareholders of TREE HOUSE EDUCATION & ACCESSORIES LIMITED held on Saturday, 22nd September, 2018 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 12th Annual General Meeting of Shareholders of TREE HOUSE EDUCATION & ACCESSORIES LIMITED held on Saturday, 22nd September, 2018 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: 22nd September, 2018
Place: Mumbai




Mihen Halani
(Proprietor)
ACS No: 32176
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, 2018, 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, 2018, 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
52	8362669	99.94

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
1	5000	0.06

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
48	482599	98.97

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
1	5000	1.03

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 approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31, 2019.

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
52	8362669	99.94

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
1	5000	0.06

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 : Special Resolution

To sell / dispose off the assets of the Company more than 20% of the paid up share capital and reserves of the Company under section 180 of the Companies Act, 2013.

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
52	8362669	99.94

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
1	5000	0.06

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



Handwritten text at the top right, possibly a date or reference number.

Handwritten text on the left side, possibly a name or address.



Handwritten signature or initials in purple ink, located to the right of the circular stamp.

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

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

Twelfth Annual General Meeting of Shareholders of TREE HOUSE EDUCATION &
ACCESSORIES LIMITED held on Saturday, 22nd September, 2018 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: 22nd September, 2018
Place: Mumbai




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



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	87	8494634	99.89
Dissent	5	9757	0.11
TOTAL	92	8504391	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	81	8399595	98.77
Dissent	11	104796	1.23
TOTAL	92	8504391	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: 22nd September, 2018

Place: Mumbai



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