

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



ANNEXURE I

Summary of proceedings of the 10th Annual General Meeting:

The 10th Annual General Meeting (AGM) of the Members of Tree House Education & Accessories Limited ('the Company') was held on Monday, September 26, 2016 at 9.00 A.M (IST) at Mayor Hall, All India Institute Of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (W), Mumbai – 400 058. Mr. Rajesh Bhatia introduced Chairman of the meeting, Board Members and other Dignitaries sitting on dais. Mr. Ram Kumar Gupta, chaired the meeting and welcomed all the Board Members, other dignitaries and members of the company. The requisite quorum being present, the Chairman called the meeting to order. All the directors of the Company attended the meeting. The Chairman delivered his speech.

The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting. It was further informed that there would be no voting by show of hands.

The Board of Directors had appointed M/s. Mihen Halani & Associates as the Scrutinizer to supervise the e - voting and as well as ballot voting process at the AGM in a fair and transparent manner.

The chairman then read out the business to be transacted at the Meeting. The following items of business, as per the Notice of AGM dated July 28, 2016, were transacted at the meeting.

1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. Appointment of Mrs. Geeta Bhatia (Din 00074444) as a director liable to retire by rotation
3. Ratification of appointment of Statutory Auditors M/s. Agarwal & Associates
4. Appointment of Mr. Ram Kumar Gupta (DIN: 07356532) as an Independent Director
5. Appointment of Mr. Chanakya Dhanda (DIN: 02709047) as an Independent Director.
6. Appointment of M/s. Kishore Kumar Bhatia & Associates as Cost Auditors.

Clarifications were provided to the queries raised by the members.

Post the question-answer session, the Chairman thanked the Members present at the meeting and then concluded the meeting by authorising Mr. Mihen Halani to carry out the poll process and declare the voting results. He informed the members that the voting results will be made available at the website of the company and NSDL within 48 hours of the conclusion of meeting.

Post the conclusion of meeting, the scrutinizers report was received and accordingly all the resolutions as set out in the notice were declared as passed with requisite majority.



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



The Chairman (or the Chairman authorised Mr. Mihen Halani to declare the results of voting.

This is for your information and records.

Thanking you,
Yours faithfully,
For Tree House Education and Accessories Limited

Mr. Rajesh Bhatia
Managing Director
DIN: 00074393

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



ANNEXURE II

Outcome of Voting at Annual General Meeting (As per Regulation 44(3) of Listing Regulations)

Date of Annual General Meeting	26th September, 2016
Total Number of Shareholders on Cut-off Date i.e. 19th September, 2016	20712
Number Of Shareholders present in the meeting either in person or through proxy :	39
Promoters & Promoter Group:	2
Public:	37
Number of Shareholders attended the meeting through Video Conferencing :	
Promoters & Promoter Group:	N.A.
Public:	N.A.

Agenda-Wise

The mode of voting for all the resolutions was:

1. E-voting conducted between 23rd September, 2016 to 25th September, 2016; 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 - 1) To receive, consider and adopt; a) The audited standalone Financial Statements of the company for the financial year ended 31st march, 2016, together with the reports of the directors and the auditors thereon; and b) The audited consolidated Financial Statements of the Company for the Financial Year ended 31st march, 2016, and the report of 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]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	8690069	0	0.0000	0	0	0.0000	0.0000
	Poll		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	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	27501190	371302	1.3501	51185	320117	13.7853	86.2147
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893156	3.2477	573039	320117	64.1589	35.8411
Total		42310724	8144492	19.2492	7824375	320117	96.0695	3.9305



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)			2 - 2) To appoint a director in place of Mrs. Geeta Bhatia(DIN00074444), who retires by rotation and being eligible offers herself for re-appointment.					
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		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	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	27501190	371372	1.3504	11836	359536	3.1871	96.8129
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893226	3.2480	533690	359536	59.7486	40.2514
Total		42310724	8144562	19.2494	7785026	359536	95.5856	4.4144



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 - Ratification of appointment of Statutory Auditors.

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		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	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	27501190	371372	1.3504	53370	318002	14.3710	85.6290
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893226	3.2480	575224	318002	64.3985	35.6015
Total		42310724	8144562	19.2494	7826560	318002	96.0955	3.9045



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 : (Special)

4 - To approve the appointment of Mr. Ram Kumar Gupta as an Independent director

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		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	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	27501190	371272	1.3500	50036	321236	13.4769	86.5231
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893126	3.2476	571890	321236	64.0324	35.9676
Total		42310724	8144462	19.2492	7823226	321236	96.0558	3.9442



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 : {Special}		5 - To approve the appointment of Mr. Chanakya Dhanda as an Independent director						
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		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	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	27501190	371272	1.3500	49951	321321	13.4540	86.5460
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893126	3.2476	571805	321321	64.0229	35.9771
Total		42310724	8144462	19.2492	7823141	321321	96.0547	3.9453



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 : (Special)			6 - To approve the appointment & remuneration of the cost Auditors for the financial year ending March 31st, 2017					
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		7251336	83.4439	7251336	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7251336	83.4439	7251336	0	100.0000	0.0000
Public Institutions	E-Voting	6119465	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	27501190	371372	1.3504	177399	193973	47.7685	52.2315
	Poll		521854	1.8976	521854	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893226	3.2480	699253	193973	78.2840	21.7160
Total		42310724	8144562	19.2494	7950589	193973	97.6184	2.3816

As per the consolidated results of e-voting and poll on item nos. 1 to 6 of the Notice of 10th AGM dated 28th July, 2016, all the resolutions are passed by **Requisite Majority**.



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,

Tenth Annual General Meeting of Shareholders of **Tree House Education and Accessories Limited** held on Monday, 26th September, 2016 at 9.00 a.m. at Mayor Hall, All India Institute Of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai – 400 058, Maharashtra.

Dear Sir,

I, Mihen Halani, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 10th Annual General Meeting of Shareholders of **Tree House Education and Accessories Limited** held on Monday, 26th September, 2016 at 9.00 a.m. at Mayor Hall, All India Institute Of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai – 400 058, Maharashtra, 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 Pvt Ltd**) 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.

