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BOARD OF DIRECTORS

1) Mr. Rajesh Bhatia

DIN: 00074393

Chairman and Managing Director

Education:

- Bachelor of Engineering from MS University, Baroda
- MBA from Pune University

Experience:

- 14 years of experience in the field of education
- Oversees the organization's day-to-day operation

Association with Tree House

- Associates with the Company since its inception

2) Mrs. Geeta Bhatia

DIN: 00074444

Non-executive Director

Education:

- Bachelor of Commerce Degree from Mumbai University

Experience:

- More than 11 years of Experience in the education industry

Association with Tree House

- Associates with the Company since its inception

3) Mr. Deepak Valecha

DIN: 07736480

Independent Director

Education:

- Bachelor of Management Studies from Mumbai University
- M.com from CMJ University, Meghalaya
- M.com (Accounts & Finance) from University of Mumbai
- MMS (Marketing)

Experience:

- More than 7 years of experience in the education field.

4) Mr. SurajManghnani

DIN: 06625583

Independent Director

Education:

- BSC International Business Management, Kedge Business School, Marseille France.

Experience:

More than 2 years of experience in the field of education sector.



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajesh Bhatia

Managing Director

Mrs. Geeta Bhatia

Non- Executive Director

Mr. Deepak Valecha

Independent Director

Mr. Suraj Manghnani

Independent Director

CHIEF FINANCIAL CONTROLLER & CHIEF OF COMPLIANCE

Mr. Navin Kumar Mane

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Hinal Mehta

(Resigned w.e.f. March 31, 2018)

Ms. Guddi Bajpai

(Appointed w.e.f. May 30, 2018)

BOARD COMMITTEES

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee
- Committee of Board
- Compensation Committee
- CSR Committee

STATUTORY AUDITOR

M/s. S. Dedhia & Co.,

Chartered Accountants

Mumbai

BANKERS

HDFC Bank Ltd.

Kotak Mahindra Bank Ltd.

ICICI Bank Ltd.

Corporation Bank Ltd.

Indian Bank Ltd. Union Bank of India, IndusInd Bank

REGISTRAR & TRANSFER AGENTS

LinkIntime India Pvt. Ltd.

C 101, 247 Park, L.B.S Marg,

Vikhroli (West),

Mumbai – 400083

REGISTERED OFFICE

CIN: L80101MH2006PLC163028

702, 'C', Morya House,

Off New Link Road, Andheri (West),

Mumbai – 400053

WEBSITE

www.treehouseplaygroup.net



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF TREE HOUSE EDUCATION & ACCESSORIES LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 22, 2018 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, TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

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 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, 2018, and the Report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Geeta Bhatia (DIN 00074444), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Company hereby ratifies the remuneration of Rs. 50,000/- p.a. (Rupees Fifty Thousand only) payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Numbers 00294), who are appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records maintained by the Company for the financial year 2018-19."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and is hereby to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. 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.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as amended from time to time and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies, as may be necessary, the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to lease, sell, transfer/divest, convey, assign or otherwise dispose-off, the Company's immovable/movable property/ies/undertaking/s as the case may be, or any other immovable/movable property/ies/undertaking/s as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company and such consideration shall be utilised in the ordinary course for carrying out business operations of the company and/or to repay loan availed by the company.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said property/asset, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreement, TDR Sale agreements, deeds of conveyance and



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irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

By order of the Board of Directors
For **Tree House Education & Accessories Limited**

Date: **August 11, 2018**
Place: **Mumbai**

Sd/-
Rajesh Bhatia
Managing Director
(DIN: 00074393)

NOTES

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations, 2015") is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at the Annual General Meeting.

Members / Proxies / Authorised Representatives are requested to bring their attendance slip, duly filled in, for attending the Meeting.

In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.

3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of special business set out in notice, wherever applicable, is annexed hereto.
4. The members of the Company, at Annual General Meeting (AGM) held on September 25, 2017 approved the appointment of M/s. S. Dedhia & Co., Chartered Accountants (Firm Registration No. 117695W), Mumbai as the Statutory Auditor of the Company for a term of Five years, subject to ratification by members at every AGM. However, the members may take note that the Ministry of Corporate Affairs has vide notification dated May 7, 2018 has dispensed the requirement of ratification in appointment of auditor by members at AGM. Hence, the existing auditor shall be deemed to be appointed for a period of five years starting from Financial Year 2017-18.
5. GREEN INITIATIVE: - SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.
6. Members whose shareholding is in physical form are requested to immediately notify change in their address and bank account details, if any, to the Registrar and Transfer Agent of the Company, viz, Link In time India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, quoting their Folio Number(s).
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
8. Members are requested to address all correspondence, to the Registrar and Share Transfer Agent, Link In time India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083.
9. Members who wish to claim their unclaimed dividend are requested to correspond with Registrar and Share Transfer Agent of the company. Members are requested to note that dividends not claimed within seven (7) years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
10. The Company is concerned about the environment and utilizes natural resources in a sustainable way, we request you to update your email address with your Depository Participant to enable us to send you the quarterly reports and other communications via email.
11. The copy of the Annual Report 2018 along with Notice of the Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy form is being send to all the members whose email IDs are registered with

the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2018 along with Notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.

12. Members may also note that the Notice convening Annual General Meeting and Annual Report for the financial year 2017-18 will be available on the Company's website www.treehouseplaygroup.net in "Our Investors" section.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
14. Relevant documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of Annual General Meeting.
15. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the company as on the cut-off-date i.e. September 17, 2018.
16. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
17. Voting through electronic means:
 - In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide members the facility to exercise their right to vote at the 12th Annual General Meeting (AGM) by electronic means. The facility of casting votes by member using an electronic voting system from place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL) and the items of business as detailed in this Notices may be transected through remote e-voting.
 - The facility for voting through ballot paper shall be made available at AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitle to cast their vote again.
 - The remote e-voting period commences on September 19, 2018 at 9:00 a.m. and ends on September 21, 2018 at 5:00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 17, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - The procedure to login to e-Voting website is given below:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open the attached PDF file "**TREEHOUSE.pdf**" giving your Client ID (in case you are holding shares in Demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
 - ii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
 - iii. Click on "Shareholder - Login".
 - iv. Put User ID and password as initial password noted in step (1) above and Click Login.
 - v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 - vi. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of Tree House Education & Accessories Limited.



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- viii. Now you are ready for “e-Voting” as “Cast Vote” page opens.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
- x. Upon conformation, the message “Vote cast successfully” will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, through e-mail to **compliance@treehouseplaygroup.net** with a copy marked to the scrutiniser **mihenhalani@gmail.com** and **evoting@nsdl.co.in**.
- B. In case a Member receives physical copy of the Notice of AGM:
- Initial password is provided as below/at the bottom of Attendance Slip for the AGM.
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. Please note that:
- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
 - Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; **www.icicidirect.com** for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website **www.icicidirect.com**. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.
 - In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of **http://www.evoting.nsdl.com/** or contact NSDL at the following Telephone No.: 022-2499 4600.
18. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
19. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
20. The Register of Members and Share Transfer Books of the Company will remain closed from, Monday, September 17, 2018 to Saturday, September 22, 2018 (both days inclusive).
21. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 17, 2018, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or call on toll free no.: 1800-222-990.
22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
23. M/s. Mihen Halani & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process and votes cast through Ballot Paper at the AGM in a fair and transparent manner.
24. Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 (SS-2):



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Name of the Director	**Mrs. Geeta Bhatia
Age	43
Director Identification Number (DIN)	00074444
Date of Appointment on the Board	25.09.2017 (Re-appointed at 11 th AGM)
Qualifications	Mrs. Geeta Bhatia holds a Bachelor of Commerce degree from Mumbai University.
Expertise in specific functional area	Mrs. Geeta Bhatia has approximately Twelve years of experience in the education industry. She has been awarded order of merit for Montessori education and has been honored by the Indian Council of Management Executives, Mumbai, as a Samajshri in recognition of services rendered to the public.
Number of shares held in the Company	35,65,000 Equity Shares (Independently)(Pledged) 13,90,833 Equity Shares (Jointly with Mr. Rajesh Bhatia)
Terms and Conditions	-
Justification for appointment of Independent Director	Not Applicable
List of the directorships held in other listed entities	Nil
Chairman / Member in the Committees of the Boards of companies in which he is Director	please refer to the Corporate Governance Report
Relationships between Directors inter-se	Wife of Mr. Rajesh Bhatia

For other details of the aforesaid directors, please refer to the Corporate Governance Report.

** The Board of Directors proposes the re-appointment of Mrs. Geeta Bhatia as Non-Executive Director and recommends the resolution as set out in Item No. 2 of the Notice for the approval of the members at the ensuing Annual General Meeting.

**Except Mr. Rajesh Bhatia and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the re-appointment of Mrs. Geeta Bhatia as a Non-Executive Director of the Company, except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors
For **Tree House Education & Accessories Limited**

Sd/-
Rajesh Bhatia
Managing Director
(DIN: 00074393)

Date: **August 11, 2018**
Place: **Mumbai**

Registered Office:
702, 'C' Wing, Morya House,
Off. New Link Road, Near Infinity Mall,
Andheri (W), Mumbai 400 053, Maharashtra, India