

NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF TREE HOUSE EDUCATION & ACCESSORIES LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 25, 2015 AT 10.00 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, TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To declare a dividend of ₹ 2.00/- per Equity Share of the Company for the financial year ended March 31, 2015.
3. To appoint a Director in place of Mrs. Geeta Bhatia (DIN 00074444), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s. Agarwal & Associates, Chartered Accountants, as Statutory Auditors of the Company in place of M/s. Jogish Mehta & Co., the retiring Statutory Auditors, to hold office from the conclusion of Ninth Annual General Meeting, until the conclusion of Fourteenth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting on such remuneration as may be decided by the Board of Directors or any Committee thereof for the financial year ending March 31, 2016.

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

"RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder the consent of the Company be and hereby accorded for appointment of Statutory Auditor of the Company M/s. Agarwal & Associates, Chartered Accountants, (ICAI Firm Registration No. 323210E) who shall hold office as

Statutory Auditors of the Company for a period of five years from the conclusion of Ninth Annual General Meeting till the conclusion of Fourteenth Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting of the Company.

RESOLVED FURTHER THAT Board be and is hereby authorised to fix the remuneration of Statutory Auditors of the Company as recommended by the Audit Committee in consultation with the Statutory Auditors, in addition to reimbursement of out of pocket expenses."

SPECIAL BUSINESS:

5. To approve the appointment & remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard, to consider and if thought fit, to pass 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 ₹ 150,000/- (Rupees One Lac and fifty thousand only) p.a. payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Numbers 00294), who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2015-16."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. 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 authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to 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.

2. 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.
3. The Register of Members and Share Transfer Books of the Company will remain close from, Saturday, September 19, 2015 to Friday, September 25, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting .
4. The dividend on Equity Shares as recommended by Board of Directors, if declared at the Annual General Meeting, will be credited/dispatched/paid within a period of 30 days from the date of declaration, to those members, holding shares in physical form, whose names shall appear on Company's Register of Members on close of business hours on Friday, September 18, 2015; in respect of the shares held in dematerialized form, the dividend will be paid to the Members whose names are furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited as the beneficial owners as at the close of business hours on Friday, September 18, 2015. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
5. 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 Intime India Private limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078, quoting their Folio Number(s).
6. 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.
7. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, Bhandup (West), Mumbai - 400 078.
8. 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.
9. 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.
10. Copy of the Annual Report 2015 along with Notice of the Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form is

NOTICE (CONTD.)

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 2015 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 permitted mode.

11. Members may also note that the Notice convening Annual General Meeting and Annual Report 2015 will be available on the Company's website www.treehouseplaygroup.net in "Our Investors" section.
12. 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.
13. 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.
14. 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-of-date i.e. September 18, 2015.
15. In compliance with the provisions of section 108 of the Act 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.
16. Voting through electronic means
 - In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to cast their votes using an electronic voting system from place other than venue of AGM ("remote e-voting") to be provided by National Securities Depository Limited (NSDL).
 - 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 22, 2015 (10.00 am) and ends on September 24, 2015 (5.00 pm). 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 18, 2015, 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 Participant(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.
 - 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail mihenhalani@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM:
- i. Initial password is provided as below/at the bottom of Attendance Slip for the AGM.
 - ii. 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.icidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icidirect.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 evoting 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 <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-2499 4600.
17. 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.
 18. 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).
 19. 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 18, 2015, 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.
 20. 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.
 21. 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.

NOTICE (CONTD.)

22. Information required under Clause 49 of the Listing Agreement with respect to the Directors retiring by rotation and being eligible, seeking re-appointment is as under:

Name of Director	Mrs. Geeta Bhatia
Director Identification Number	00074444
Brief resume of the Director including nature of expertise in specific functional areas	Mrs. Geeta Bhatia is a non-executive Director of our Company. She holds a bachelor of commerce degree from Mumbai University. Mrs. Bhatia has approximately eleven 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.
Shareholding in the Company	6,035,000 Equity Shares (Independently) 2,920,833 Equity Shares (Jointly with Mr. Rajesh Bhatia)
Inter-se Relationship between Directors	Wife of Mr. Rajesh Bhatia
Other Directorship of Mrs. Geeta Bhatia is as follows	Note 1 below

NOTE 1:

SR. NO.	Name of the Firm/Company	Nature of Interest
1.	Khemi Investments and Consultancy Private Limited	Director
2.	Madhav Education and Research Institute India Private Limited	Director
3.	Rage Shares and Stocks Private Limited	Director
4.	JT Infrastructure Private Limited	Director
5.	Mehta Tree House Infrastructure Private Limited	Director
6.	Naivaidyam Food & Beverages Private Limited	Director

The Board of Directors proposes the re-appointment of Mrs. Geeta Bhatia as Non-Executive Directors and recommends the resolution as set out in Item Nos. 3 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.

Registered Office:

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

Corporate Office:

301, Embassy Chambers,
3rd Road, Khar (W)
Mumbai 400 052, India.
CIN: L80101MH2006PLC163028
e-mail: treehouseplaygroup@gmail.com

By order of the Board of Directors
For Tree House Education & Accessories Limited
SD/-

Place: Mumbai

Date: August 20, 2015

Hardik Desai
Company Secretary

ANNEXURE TO NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013.

The following Statement sets out all material facts relating to the Ordinary Business and Special Business mentioned in the accompanying Notice:

ITEM NO. 4

Provisions of Section 139 of the Companies Act, 2013 regarding rotation of Statutory Auditors are applicable to your company and it is required to comply with these provisions latest by next financial year.

As per policy, your company believes to comply with the applicable provisions without waiting for last time available for such compliance. Accordingly it is proposed to appoint M/s Agarwal & Associates, Chartered Accountants, as Statutory Auditors of the Company for a period of five years from the conclusion of ninth Annual General Meeting till the conclusion of fourteenth Annual General Meeting of the Company.

The Audit Committee has considered the qualification and experience of the proposed statutory auditors and has recommended their appointment as above.

Documents related to appointment of M/s Agarwal & Associates, Chartered Accountants, as Statutory Auditors shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2016. Mentioned below is the detail of the Cost Auditor so appointed by the Board in the Company's Board Meeting held on May 27, 2015.

Name of the Cost Auditor	Audit fees (In ₹)
M/s. Kishore Bhatia & Associates	₹ 1,50,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

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

Place: Mumbai
Date: August 20, 2015

Hardik Desai
Company Secretary

Registered Office:

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

Corporate Office:

301, Embassy Chambers,
3rd Road, Khar (W)
Mumbai 400 052, India.
CIN: L80101MH2006PLC163028
e-mail: treehouseplaygroup@gmail.com