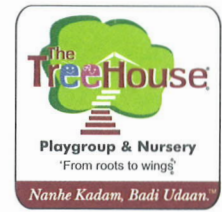


# Tree House Education & Accessories Ltd.

Office No.101, Sapphire Plaza, Dadabhai Road, Opp. CNMS School, Vile Parle West, Mumbai - 400 056.  
Tel: +91 22 26201029 CIN : L80101MH2006PLC163028



October 29, 2020

<b>To, BSE Limited</b> Phiroze Jeejeebhoy Tower Dalal Street, Fort Mumbai - 400 001	<b>To, The National Stock Exchange of India Ltd.</b> Bandra (East) Mumbai - 400 051	<b>To, Metropolitan Stock Exchange of India Ltd.</b> Exchange Square, CTS No. 25, Suren Road, Andheri (East), Mumbai – 400 093
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**Sub.: Annual General Meeting and Annual report for the Financial Year 2019-2020.**

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

Dear Sir/Madam,

Pursuant to Regulation 30 read with Regulation 34 and Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Report for the Financial year 2019- 2020 along with the Notice of the 14th Annual general Meeting of the Company scheduled to be held on Saturday, November 21, 2020 At 10.30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The 14th AGM Notice and Annual Report are uploaded on the website of the Company at [www.treehouseplaygroup.net](http://www.treehouseplaygroup.net).

In compliance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs ("MCA Circulars") and other applicable provisions of the Companies Act, 2013 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular") issued by the Securities and Exchange Board of India and relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations, kindly note that the soft copies of the Notice and Annual Report 2019-20 is being dispatched to the members of the company through e-mail on 29th October, 2020.

Further, kindly take note of the following:

Sr. No	Particulars	Date
1	Book Closure	Monday, November 16, 2020 to Saturday, November 21, 2020 (both days inclusive) for the purpose of Annual General Meeting
2	cut-off date for the purpose of the e-voting	November 14, 2020
3	Remote- e-voting	will commence from November 18, 2020 at 9:00 a.m. and ends on November 20, 2020 at 5:00

We request you to kindly take the above information on record.

Thanking you.

Yours truly,

**For Tree House Education & Accessories Limited**

  
**Guddi Bajpai**  
**Company Secretary & Compliance officer**  
Encl: As above





## ANNUAL REPORT 2019-2020

### NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF TREE HOUSE EDUCATION & ACCESSORIES LIMITED WILL BE HELD ON SATURDAY, NOVEMBER 21, 2020 AT 10.30 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), 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, 2020, 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, 2020, and the Report of the Auditor's thereon.
2. To appoint a Director in place of Mr. Jugal Bharat Shah (DIN 08334114), who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. To appoint Mrs. Babita Bhatia (DIN: 08767969) as an Non Executive Non Independent Woman Director.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Mrs. Babita Bhatia (DIN: 08767969) who was on recommendation of Nomination and Remuneration Committee appointed as an Additional Director of the Company by the Board of Directors with effect from June 23, 2020 and who holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Babita Bhatia as a candidate for the office of the Company, be and is hereby appointed as an Non Executive Non Independent Woman Director of the Company, liable to retire by rotation.

**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 authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To approve the appointment of Ms. Nidhi Kaushik Busa (DIN: 08792362) as an Independent Woman Director.

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 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Ms. Nidhi Busa (DIN: 08792362), who was on recommendation of Nomination and Remuneration Committee appointed as an Additional Director of the Company by the Board of Directors with effect from September 01, 2020 and who holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Woman Director of the Company to hold office for five consecutive years i.e. for a period up to August 31, 2025, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) and/or Company Secretary 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.”



## ANNUAL REPORT 2019-2020

5. To approve the appointment of Mr. Milin Ramani (DIN: 07697636) as an Independent Director.

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 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Milin Ramani (DIN: 07697636), who was on recommendation of Nomination and Remuneration Committee appointed as an Additional Director of the Company by the Board of Directors with effect from September 01, 2020 and who holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. for a period up to August 31, 2025, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) and/or Company Secretary 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.”

6. To approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31, 2021.

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 modifications or re-enactment thereof for the time being in force, the Company hereby ratifies the remuneration of Rs. 20,000/- p.a. (Rupees twenty 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 2020-21 ”

**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 authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For Tree House Education & Accessories Limited

Date: **October 19, 2020**

Place: **Mumbai**

Sd/-

**Jugal Shah**

**Executive Director**

**(DIN: 08334114)**





## ANNUAL REPORT 2019-2020

### NOTES

1. Considering the present extraordinary circumstances due to Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General circular Nos.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 including any amendments/ clarifications thereto (hereinafter collectively referred to as "the Circulars") have allowed the Companies to convene the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the said MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM.
2. 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.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mihenhalani@gmail.com with a copy marked to evoting@nsdl.co.in and compliance@treehouseplaygroup.net.
5. 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 deemed to be appointed for a period of five years starting from Financial Year 2017-18.
6. GREEN INITIATIVE: - SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Link Intime India Private Limited in case the shares are held by them in physical form.
7. 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 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, quoting their Folio Number(s).
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime India Private Limited in case the shares are held by them in physical form.
9. Members are requested to address all correspondence, to the Registrar and Share Transfer Agent, Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083.
10. 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.

#### **IEPF RELATED INFORMATION:**

The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the Company's website.



## ANNUAL REPORT 2019-2020

Further, the Company will be transferring the dividend and the shares to the IEPF Authority for its Dividend Account of the financial year 2012-13 which is due in October, 2020. The Company has send individual correspondence to the shareholders and published a newspaper advertisement for claiming the un-paid/unclaimed dividend in respect of which dividend has not been en-cashed or claimed by the members for 7 consecutive years or more. The shareholders are once again requested to claim their un-paid/unclaimed dividend to avoid the transfer to IEPF.

Members who have not yet en-cashed their Final Dividends from financial year 2012-13 and thereafter are requested to make their claims to the Company / RTA. Members are requested to quote folio numbers / DP ID – Client ID in all their correspondence.

11. 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.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.treehouseplaygroup.net](http://www.treehouseplaygroup.net), websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and Metropolitan Stock Exchange at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.msei.in](http://www.msei.in) respectively.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. 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.
15. 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.
16. 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. November 14, 2020.
17. 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.
18. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. Instructions for e-voting and joining the AGM are as follows:

### A. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

II. The details of the process and manner for remote e-voting are explained herein below:

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**



## ANNUAL REPORT 2019-2020

### Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.



## ANNUAL REPORT 2019-2020

### Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mihenhalani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@treehouseplaygroup.net.  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@treehouseplaygroup.net.
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting



## ANNUAL REPORT 2019-2020

instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL

2. Facility of joining the AGM through VC / OAVM shall open 1(one) hour before the time scheduled for the AGM. Voting facility for the members during AGM will be throughout the meeting as well as post AGM 30 minutes.
3. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance@treehouseplaygroup.net](mailto:compliance@treehouseplaygroup.net). On Monday, November 09, 2020, the same will be replied by the company at the time of AGM.
21. As meeting will be conducted through VC / OAVM facility voting through ballot paper will not be made available at AGM and members have to cast their vote by remote e-voting only.
22. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. The remote e-voting period commences on November 18, 2020 at 9:00 a.m. and ends on November 20, 2020 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 November 14, 2020, 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.
24. The Register of Members and Share Transfer Books of the Company will remain closed from, Monday, November 16, 2020 to Saturday, November 21, 2020 (both days inclusive).
25. 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. November 14, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.: 1800-222-990.
26. 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.
27. 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.
28. Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard - 2 (SS-2):





## ANNUAL REPORT 2019-2020

Name of the Director	Mr. Jugal Shah	Mrs. Babita Bhatia	Ms. Nidhi Busa	Mr. Milin Ramani
Age	33	50	28	27
Director Identification Number (DIN)	08334114	08767969	08792362	07697636
Date of Appointment on the Board	21/01/2019	23/06/2020	01/09/2020	01/09/2020
Qualifications	<ul style="list-style-type: none"> <li>• MBA (Marketing) - Punjab Technical University.</li> <li>• PGPM (Major - Marketing &amp; Minor - IB) - United World School of Business</li> <li>• B. Com - Shri Chinai College of Commerce &amp; Economics</li> </ul>	<ul style="list-style-type: none"> <li>• Master of Business Administration (Finance), Newport University, California,</li> <li>• Diploma in Film/Video Production, Xavier Institute of Communications,</li> <li>• Bachelor of Commerce (B.Com.), Jai Hind College.</li> </ul>	<ul style="list-style-type: none"> <li>• Company Secretary The Institute of Company Secretaries of India ("ICSI")</li> <li>• LLB (Mumbai University)</li> <li>• Bachelor of Commerce (A &amp; F) (Mumbai University)</li> </ul>	<ul style="list-style-type: none"> <li>• Company Secretary (The Institute of Company Secretaries of India ("ICSI"))</li> <li>• Bachelor of Commerce (B.Com)</li> </ul>
Expertise in specific functional area	Marketing	<ul style="list-style-type: none"> <li>• Media Planning</li> <li>• Mass Media Research</li> <li>• Print Production and Photography</li> <li>• Legal Environment and Advertising Ethics</li> <li>• Contemporary Issues</li> </ul>	<ul style="list-style-type: none"> <li>• She has experience in the field of secretarial and other legal compliances with various other regulatory bodies.</li> </ul>	<ul style="list-style-type: none"> <li>• He has sound experience in the field of secretarial and other regulatory compliances.</li> </ul>
Number of shares held in the Company	NIL	NIL	NIL	NIL
Terms and Conditions	NA	As per resolution stated in item no.3	As per resolution stated in item no.4	As per resolution stated in item no.5
Justification for appointment of Independent Director	NA	NA	As per resolution stated in item no.4	As per resolution stated in item no.5
List of the directorships held in other listed entities	NIL	NIL	NIL	<ul style="list-style-type: none"> <li>• Comfort Commotrade Limited</li> <li>• Luharuka Media &amp; Infra Limited</li> <li>• Comfort Fincap Limited</li> <li>• Comfort Intech Limited</li> </ul>
Chairman / Member in the Committees of the Boards of companies in which he is Director	NIL	NIL	NIL	Members of Audit Committee and Stakeholders' Relationship Committee of all the companies as mentioned in above. Chairman of Stakeholders' Relationship Committee of Comfort Intech Limited
Relationships between Directors inter-se	NIL	Sister of Mr. Rajesh Bhatia - (CEO)	NIL	NIL



## ANNUAL REPORT 2019-2020

### Annexure to Notice

#### Explanatory Statement under pursuant to Section 102 of the Companies Act, 2013

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

##### **In respect of Item No. 3 in notice.**

On recommendation of Nomination and remuneration Committee, the Board of Directors, appointed Mrs. Babita Bhatia (DIN:08767969) as an Additional Director of the Company with effect from June 23, 2020, pursuant to Section 161 of the Companies Act, 2013, read with Article 39 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Babita Bhatia will hold office up to the date of this Annual General Meeting. The Nomination and Remuneration Committee has recommended the Board to regularize the appointment of, Ms. Babita Bhatia as Non-Executive Non Independent Woman Director, under the provisions of section 152 read with section 160 of the Companies Act, 2013.

The Company has received from Mrs. Babita Bhatia (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Subsection (2) of Section 164 of the Companies Act, 2013, of the Companies Act, 2013.

The Board seeks the approval of members for the appointment of Mrs. Babita Bhatia as a Non-Executive Non Independent Woman Director of the Company.

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

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

##### **In respect of Item No. 4 in notice.**

On recommendation of Nomination and Remuneration Committee, the Board of Directors, appointed Ms. Nidhi Busa as an Additional Director of the Company with effect from September 01, 2020, pursuant to Section 161 of the Companies Act, 2013, read with Article 39 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Nidhi Busa will hold office up to the date of this Annual General Meeting. The Nomination and Remuneration Committee has recommended the Board to regularize the appointment of Ms. Nidhi Busa for the office of Independent Director, under the provisions of section 149 read with sections 152 and 160 of the Companies Act, 2013.

The Company has received from Ms. Nidhi Busa (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Subsection (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution seeks the approval of members for the appointment of Ms. Nidhi Busa as an Independent Director of the Company for a period up to August 31, 2025. She will not be liable to retire by rotation. In the opinion of the Board, Ms. Nidhi Busa, the Independent Director proposed to be appointed, fulfills the conditions specified under the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Ms. Nidhi Busa as an Independent Woman Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

None of the director, key managerial personnel or their relatives, except Ms. Nidhi Busa, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.



## ANNUAL REPORT 2019-2020

### In respect of Item No. 5 in notice.

On recommendation of Nomination and Remuneration Committee, the Board of Directors, appointed Mr. Milin Ramani as an Additional Director of the Company with effect from September 01, 2020, pursuant to Section 161 of the Companies Act, 2013, read with Article 39 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Milin Ramani will hold office up to the date of this Annual General Meeting. The Nomination and Remuneration Committee has recommended the Board to regularize the appointment of Mr. Milin Ramani for the office of Independent Director, under the provisions of section 149 read with sections 152 and 160 of the Companies Act, 2013.

The Company has received from Mr. Milin Ramani (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Subsection (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution seeks the approval of members for the appointment of Mr. Milin Ramani as an Independent Director of the Company for a period up to August 31, 2025. He will not be liable to retire by rotation. In the opinion of the Board, Mr. Milin Ramani, the Independent Director proposed to be appointed, fulfills the conditions specified under the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Milin Ramani as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

None of the director, key managerial personnel or their relatives, except Mr. Milin Ramani, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

### In respect of Item No. 6 in notice for appointment and remuneration of Cost Auditor.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2021. Mentioned below is the detail of the Cost Auditor appointed by the Board in their meeting held on 21st August, 2020.

Name of the Cost Auditor	Audit fees (In Rs.)	F.Y.
M/s. Kishore Bhatia & Associates	Rs. 20,000/-	2020-21

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 at general meeting of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

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

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

Sd/-  
Jugal Shah  
Executive Director  
(DIN: 08334114)

Date: **October 19, 2020**  
Place: **Mumbai**