



## **TREE HOUSE EDUCATION & ACCESSORIES LIMITED**

**Regd. Office:** 702 C, Morya House, Off New Link Road, Andheri (West), Mumbai – 400053.

**Tel:** 022-61306130 / **Fax:** 022-26051259 / **E-mail:** [compliance@treehouseplaygroup.net](mailto:compliance@treehouseplaygroup.net)

[www.treehouseplaygroup.net](http://www.treehouseplaygroup.net) / **CIN No.:** L80101MH2006PLC163028

### **NOTICE OF POSTAL BALLOT**

**[Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]**

Dear Member(s)

NOTICE is hereby given to the members of Tree House Education & Accessories Limited (the “Company”) pursuant to Section 110 and other applicable provision, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Managements and Administration) Rule, 2014, (the “Rules”) that the Special Resolutions appended below are proposed to be passed by the Members by way of Postal Ballot/ e-Voting (“postal ballot”). The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form (the “Form”).

The Company is seeking consent of its Members, for the following items of business:

#### **Special Business:**

##### **Item No. 1:**

#### **Creation of Charges on the moveable and immoveable properties of the Company, both present and future, in respect of borrowing:**

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

**“RESOLVED THAT** in supersession of the Resolution passed by the Members of the Company at Annual General Meeting held on August 07, 2012 and pursuant to Section 180 (1) (a) and any other applicable provisions of the Companies Act, 2013, (‘the Act’) and the Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force the consent of the Company be and is hereby accorded by the Board of Directors on behalf of the Company to mortgage and/or charge, in addition to the mortgages and/or charges created/to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and /or immovable, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits, if any approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges,

premia on pre-payment, remuneration of agent(s)/ trustee(s), premium (of any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreements(s), debentures trust deed or any other document entered into/to be entered into between the Company and the lender(s)/ agents(s)/trustees, in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/ agent(s)/ trustee(s), shall not, at any time exceed the limits of Rs. 200 Crores (Rupees Two Hundred Crores Only).”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents/ deeds/writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ Charges as aforesaid.”

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

**Place: Mumbai**  
**Date: August 20, 2015**

SD/-  
**Hardik Desai**  
**Company Secretary**

**Registered office:**  
702, C, Morya House, Off New Link Road,  
Andheri (West), Mumbai - 400053.

## NOTES

1. The Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Friday, August 21, 2015**.
3. Under the green initiative of Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the shareholders, who have registered their e-mail ids with the Company / RTA, through e-mail and to all other shareholders by post along with Postal Ballot Form.
4. The Company has appointed, M/s. Mihen Halani & Associates, Practicing Company Secretary as Scrutinizer for conducting postal ballot/e- voting process in a fair and transparent manner.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made there under and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility for its Members of the Company to enable them to cast their votes on the resolutions electronically. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that votes cast by them through valid physical postal ballot shall prevail and votes cast by e-voting will be treated as invalid. Link Intime India Pvt. Ltd. are our Registrar and Transfer Agent and National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Members to cast their votes electronically.
6. Members are requested to carefully read the instructions printed overleaf of the Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer so as to reach the Scrutinizer **on or before 6.00 p.m. on Wednesday, September 30, 2015** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman on the completion of the scrutiny. The results shall be announced by a Director / Authorised Representative of the Company **on or before Friday, October 2, 2015** and displayed on the Notice Board at the Company's registered office situated at 702, C, Morya House, Off New Link Road, Andheri (W), Mumbai - 400053.
7. The resolution shall be taken as passed effectively on the date of declaration of the result. The result of the Postal Ballot will be posted on the website of the Company at [www.treehouseplaygroup.com](http://www.treehouseplaygroup.com).
8. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the Members whose email ID's are registered with the Company / Depository Participant(s). For Members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on **Friday, August 21, 2015**. Members can vote for their entire voting rights as per their discretion.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to **September 30, 2015**.
11. Members who have not registered their email addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communications from the Company electronically.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item no. 1**

The borrowings by a Company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company/ Committee from time to time, in consultation with the lender(s).

The mortgage and/ or charge on any of the movable and/ or immovable properties and/ or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company, with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

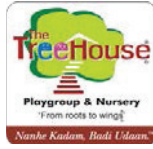
The Members of the Company has passed Resolution at Annual General Meeting held on August 07, 2012 under Section 293 (1) (a) of the Companies Act, 1956 for Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings of the Company in favor of lenders up to a limit of Rs. 200 crores (Rupees Two Hundred Crores Only).

The Ministry of Corporate Affairs (MCA), New Delhi vide their Notification dated September 12, 2013 had notified inter-alia the applicability of provisions of Section 180(1)(a) of the Companies Act, 2013 with effect from September 12, 2013, which stipulates obtaining prior approval of the Shareholders of the Company by way of Special Resolution for exercising the specified powers of the Board of Directors relating to selling/disposing/creating charge/mortgage/security etc. of an undertaking of the Company respectively. Further MCA also vide its general circular No. 04/2014 dated 25.03.2014 have clarified that the resolution passed under Section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to creation of security on the assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 (Restriction on the Powers of the Board) of the Companies Act, 2013 for a period of one year from the date of notification indicating the applicability of Section 180 of the Act, 2013. Therefore Company is now required to obtain consent of the Company by a Special Resolution.

However, Section 180 (1) (a) of the Companies Act, 2013 read with Rules made thereunder, requires that consent of the Members of the Company be accorded as a Special Resolution by way of Postal Ballot.

The Board recommends the resolution set out in Item No. 1 for approval of Members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding as members.



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**POSTAL BALLOT FORM**

1.	Name and Registered address of the sole / first named Member (IN BLOCK LETTERS):	
2.	Name(s) of the Joint Holder(s), if any, (IN BLOCK LETTERS):	
3.	Registered Folio Number / DP ID No. / Client ID No. :* *(Applicable to investors holding shares in dematerialized	
4.	Number of Shares held:	

I/We, hereby exercise my/our vote in respect of the following Resolution(s) to be passed through Postal Ballot for the business stated in the Notice dated August 20, 2015 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (v) at the appropriate box below:

Item (Resolution) No.	Description	No. of equity share(s) held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Creation of Charges on the moveable and immoveable properties of the Company, both present and future, in respect of borrowing:			

Place:

Date:

\_\_\_\_\_  
(Signature of Member)

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Sequence Number (EVSN)	User ID	Password

**NOTE:** Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted by post / courier.  
**Mr. Mihen Halani**  
**Unit: Tree House Education & Accessories Limited**  
**C/o. Link Intime India Private Limited**  
C-13, Pannalal Silk Mills Compound,  
L.B.S.Marg, Bhandup (West),  
Mumbai - 400078
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form should be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot/ e-voting will be final.
6. The Postal Ballot/ e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer **on or before 6.00 p.m. on Wednesday, September 30, 2015**. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced **on or before Friday, October 02, 2015**, at the Registered Office of the Company at 702 C, Morya House, Off New Link Road, Andheri (West), Mumbai – 400053 .
8. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/ Authorisation together with the specimen signature(s) of the duly authorised signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company/ R&T viz – Link Intime India Private Limited).
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on **August 21, 2015**.
10. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
12. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact Link Intime India Private Limited (“Link Intime”), the Company's Registrar and Transfer Agents, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400078 or on Tel: 022 - 2594 6970; E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
13. The Shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through e-voting, then voting done through physical form shall prevail and voting done by e-voting shall be treated as invalid.
14. The voting period for e-voting module will **commence on Tuesday, September 01, 2015 at 10.00 am and will end on Wednesday, September 30, 2015 at 6.00 pm**. The e-voting module shall also be disabled by NSDL at **6.00 p.m. on Wednesday, September 30, 2015**.
15. The instructions for Shareholders for e-voting are as under:

**(a) In case of Shareholders' receiving e-mail from NSDL:**

- (i) Open e-mail and open PDF file viz; "Tree house e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file 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 following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Evoting 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 confirmation, 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) For the votes to be considered valid, the 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [mihenhalani@gmail.com](mailto:mihenhalani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(b) In case of Shareholders' receiving Postal Ballot Form by Post:**

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) 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).