

# Tree House Education & Accessories Ltd.

Registered Office: 702, Morya House, 'C' Wing, Off. Link Road, Andheri (W), Mumbai - 400 053.  
Tel.: 022 - 40492222 Fax : 022 - 40492207  
CIN : L80101MH2006PLC163028



September 2, 2017

<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.: Intimation of Annual General Meeting, Book Closure and e-voting Information of the Company.**

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

Dear Sirs,

We would like to inform you as under;

1. Annual General Meeting of the Company for the financial year ended March 31, 2017 will be held on Monday, September 25, 2017 at 9 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.
2. The Register of Members and Share Transfer Books of the Company will remain close from, Saturday, September 19, 2017 to Monday, September 25, 2017 (both days inclusive).
3. The cut-off date for the purpose of the e-voting is September 19, 2017.
4. The e-voting will commence from September 22, 2017 at 9 a.m. and will close at September 24, 2017 at 5 p.m.

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

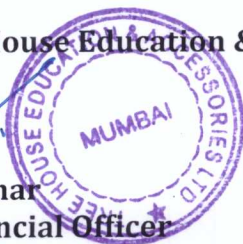
Thanking you.

Yours truly,

For **Tree House Education & Accessories Limited**

  
**Navin Kumar**  
**Chief Financial Officer**

Encl: As above





## ANNUAL REPORT 2016-2017

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF TREE HOUSE EDUCATION & ACCESSORIES LIMITED WILL BE HELD ON MONDAY, 25 SEPTEMBER, 2017 AT 9 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 receive, consider and adopt;
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, 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, 2017, 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.
3. To appoint M/s. S. Dedhia & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s. Agarwal & Associates., the retiring Statutory Auditors, to hold office from the conclusion of Eleventh Annual General Meeting, until the conclusion of Sixteenth Annual General Meeting subject to ratification by the members 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, 2018.

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 to appointment of Statutory Auditor of the Company M/s. S. Dedhia & Co., Chartered Accountants, (ICAI Firm Registration No. 117695W) who shall hold office as Statutory Auditors of the Company for a period of five years from the conclusion of Eleventh Annual General Meeting till the conclusion of Sixteenth 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:**

4. To approve the appointment of Mr. Suraj Manghnani 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 re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Suraj Manghnani, (DIN: 06625583) who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 30, 2016 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 Mr. Suraj Manghnani as a candidate for the office of a director of the Company, 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 December 29, 2021, not 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.”

5. To approve the appointment of Mr. Deepak Valecha 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 re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Deepak Valecha (DIN: 07736480), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 13, 2017 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 Mr. Deepak Valecha as a candidate for the office of a director of the Company, 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 February 12, 2022, not liable to retire by rotation.



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RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and/or Company Secretary of the Company 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, 2018.

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. 75,000/- p.a. (Rupees Seventy 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 2017-18.”

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.”

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

**Date: August 10, 2017  
Place: Mumbai**

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



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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. GREEN INITIATIVE: - SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.

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).

5. 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.
6. 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.
7. 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.
8. 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.
9. The copy of the Annual Report 2017 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 2017 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.



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10. Members may also note that the Notice convening Annual General Meeting and Annual Report for the financial year 2016-17 will be available on the Company's website [www.treehouseplaygroup.net](http://www.treehouseplaygroup.net) in "Our Investors" section.
11. 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.
12. 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.
13. 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 19, 2017.
14. 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.
15. 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 11<sup>th</sup> 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 22.09.2017 at 9:00 a.m. and ends on 24.09.2017 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 19.09.2017, 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.



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- 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail [mihenthalani@gmail.com](mailto:mihenthalani@gmail.com) with a copy marked [toevoting@nsdl.co.in](mailto:toevoting@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.icicidirect.com](http://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](http://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.
16. 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.
  17. 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).
  18. The Register of Members and Share Transfer Books of the Company will remain close from, Saturday, September



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19, 2017 to Monday, September 25, 2017 (both days inclusive).

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 19, 2017, 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.
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.
22. 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):

Name of the Director	**Mrs. Geeta Bhatia	Mr. Suraj Manghnani	Mr. Deepak Valecha
Age	43	24	29
Director Identification Number (DIN)	00074444	06625583	07736480
Date of Appointment on the Board	26.09.2016 (Re-appointed at 10 <sup>th</sup> AGM)	30.12.2016	13.02.2017
Qualifications	Mrs. Geeta Bhatia holds a Bachelor of Commerce degree from Mumbai University.	Mr. Suraj Manghnani holds BSC International Business Management from Kedge Business School, Marseille France.	Mr. Deepak Valecha holds Bachelor of Management Studies, M.com (Accounts & Finance) from Mumbai university. M.com from CMJ University, Meghalaya, MMS (Marketing)
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.	Mr. Suraj Manghnani has more than 2 years of experience in the field of education sector.	Mr. Deepak Valecha has more than 7 years of experience in the education field as lecturer cum assistant coordinator.
Number of shares held in the Company	35,65,000 Equity Shares (Independently) (Pledged)  13,90,833 Equity Shares (Jointly with Mr. Rajesh Bhatia)	Nil	Nil
Terms and Conditions	-	As per the resolution stated in the item no. 4	As per the resolution stated in the item no. 5





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Justification for appointment of Independent Director	Not Applicable	Experience of Mr. Suraj Manghnani will be beneficial to the Company for its growth.	Experience of Mr. Deepak Valecha will be beneficial to the Company for its growth.
List of the directorships held in other listed entities	Nil	Nil	Nil
Chairman / Member in the Committees of the Boards of companies in which he is Director	please refer to the Corporate Governance Report	please refer to the Corporate Governance Report	please refer to the Corporate Governance Report
Relationships between Directors inter-se	Wife of Mr. Rajesh Bhatia	None	None

**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 Nos. 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 10, 2017**  
Place: **Mumbai**



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### Annexure to Notice

#### Statement 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. 4**

The Board of Directors, at its meeting held on December 30, 2016, appointed Mr. Suraj Manghnani as an Additional Director of the Company with effect from December 30, 2016, 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. Suraj Manghnani will hold office up to the date of this Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of 1,00,000/-, proposing the candidature of Mr. Suraj Manghnani for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Suraj Manghnani (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 Sub-section (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. Suraj Manghnani as an Independent Director of the Company for a period up to December 29, 2021. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Suraj Manghnani, 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. Suraj Manghnani 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. Suraj Manghnani, 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.

#### **In respect of Item No. 5**

The Board of Directors, at its meeting held on February 13, 2017, appointed Mr. Deepak Valecha as an Additional Director of the Company with effect from February 13, 2017, 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. Deepak Valecha will hold office up to the date of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of 1,00,000/-, proposing the candidature of Mr. Deepak Valecha for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.



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The Company has received from Mr. Deepak Valecha (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 Sub-section (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. Deepak Valecha as an Independent Director of the Company for a period up to February 12, 2022. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Deepak Valecha, the Independent Director proposed to be appointed, fulfills the conditions specified in 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. Deepak Valecha 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. Deepak Valecha, 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**

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, 2018. Mentioned below is the detail of the Cost Auditor so appointed by the Board in the Company's Board Meeting held on August 10, 2017.

Name of the Cost Auditor	Audit fees (In Rs.)
M/s. Kishore Bhatia & Associates	Rs. 75000/-

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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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. 6 of the Notice for approval by the members.

By order of the Board of Directors  
For Tree House Education & Accessories Limited  
Sd/-  
Rajesh Bhatia  
Managing Director

Date: August 10, 2017

Place: Mumbai

### **Registered Office:**

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