TREE HOUSE EDUCATION & ACCESSORIES LIMITED

Regd. Office: 702 C, Morya House, Off New Link Road, Andheri (West), Mumbai – 400053.
Tel: 022-64512384/ **Fax:** 022-26051259 / **E-mail:**compliance@treehouseplaygroup.net
Website: 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 that the following proposed resolutions are circulated for approval of the members of Tree House Education & Accessories Limited ("the Company") to be accorded by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 readwith Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and replaced from time to time.The Company is also offering e - voting facility to all its members.

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

Special Business:

Item No. 1:

Appointment of Mr. Rajesh Bhatia, Managing Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the applicable rules framed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities including the Central Government in granting such approvals, permissions and sanctions, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Rajesh Bhatia (DIN- 0074393) as Managing Director of the Company for a period of five years with effect from November 14, 2014 on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during the currency of his tenure as Managing Director, the Company has no profits or inadequate profits, Mr. Rajesh Bhatia shall be entitled to aforesaid remuneration subject to the provisions and limits specified in Part II of the Schedule V of the Companies Act, 2013 or if the provisions of Part II of the Schedule V of the Companies Act, 2013 are not met then the Company hereby approves the remuneration as decided above be paid with the prior approval of the Central Government.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized toamend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Rajesh Bhatia, Managing Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of 1,00,00,000/- (Rupees One Crore) per annum."

Item No. 2:

Remuneration payable to Mr. Vishal Shah, Executive Director of the Company:

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

RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and the applicable rules framed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities including the Central Government in granting such approvals, permissions and sanctions, the consent of the shareholders of the Company be and is hereby accorded to pay remuneration and such other perquisites/benefits to Mr. Vishal Shah (DIN- 01153074) during his tenure as an Executive Director of the Company as recommended by the Board (hereinafter referred to as "the Board" which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution)and as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. Vishal Shah not exceeding Rs.50,00,000/- (Rupees Fifty Lakhs Only) per annum and subject to the limits prescribed in Schedule V of the Companies Act, 2013, without any further reference to the members of the Company in General Meeting."

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

ByorderoftheBoardofDirectors
For **Tree House Education & Accessories Limited**

Place: Mumbai
Date: February 6, 2015

Pooja R. Bhimjiyani
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 andAdministration) 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, February 06, 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 Sunday, March15, 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 Tuesday, March 17, 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 resolutions 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.

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, February 06, 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 March 15, 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

Mr. Rajesh Bhatia, aged 45 years, is a promoter of the Company and is having approximately 10 years of experience in the education industry. He holds a bachelor's degree in engineering in computer science from MS University, Baroda and a master's degree in business administration from Pune University.

Mr. Rajesh Bhatia was originally appointed as a Director on July 10, 2006 and as Managing Director of our Company on April 1, 2008 for a period of five years. Subject to approval from the shareholders of our Company, our Board has passed a resolution dated November 14, 2014, for his re-appointment as the Managing Director for a period of five years with effect from November 14, 2014and for ratification of his actions from the date of expiry of his previous term till November 14, 2014.

He has excellent grasp and thorough knowledge and experience of not only the industry but also of general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that forsmooth and efficient running of the business, the services of Mr. Rajesh Bhatia should be available to the Company for a further period of five years with effect from November 14, 2014.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board at their meeting held on February 06, 2015, have considered and approved the re-appointment of Mr. Rajesh Bhatia as Managing Director. Further the Board of Directors have, at their meeting held on November 14, 2014, re-appointed him as Managing Director of the Company for a further period of five years with effect from November 14, 2014 on the remuneration 1,00,00,000/- (Rupees One Crore only) per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or inaccordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

None of the Directors, except Mr. Rajesh Bhatia and Mrs. Geeta Bhatia is concerned or interested in this resolution.
The Board recommends the Special Resolution at Item No.1 of the Postal Ballot Notice, for approval of the members.

Item no. 2

Mr. Vishal Shah is an executive Director of our Company. He holds a bachelor's degree in commerce from Mumbai University and a master's degree in management studies from the University of Bombay. Mr. Vishal Shah has approximately nine years' experience in the education industry.

Mr. Vishal Shah was re-appointed by the shareholders at the Annual General Meeting held on September 6, 2014. Considering the role and the important contributions made by Mr. Vishal Shah in varied capacities and taking into account his rich and varied experience, it is proposed to increase and pay him a remuneration not exceeding Rs. 50 Lacs (Rupees Fifty Lacs only) per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board at their meeting held on February 06, 2015 and the Board of Directors at their meeting held on February 06, 2015 have considered and unanimously approved payment of remuneration to Mr. Vishal Shah not exceeding Rs. 50 Lacs (Rupees Fifty Lacs Only).

None of the Directors, except Mr. Vishal Shah is concerned or interested in this resolution. The Board recommends the Special Resolution at Item No. 2 of the Postal Ballot Notice, for approval of the members.

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Tel: 022-64512384 / **Fax:** 022-26051259 / **E-mail:** compliance@treehouseplaygroup.net

www.treehouseplaygroup.net / **CIN No.:** L80101MH2006PLC163028

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 February 06, 2015 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (√) 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	Appointment of Mr. Rajesh Bhatia, Managing Director of the Company			
2	Remuneration Payable To Mr. Vishal Shah, Executive Director Of The Company			

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 Sunday, March 15, 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 Tuesday, March 17, 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 **February 06, 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.
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 Saturday, February 14, 2015 and will end on Sunday, March 15, 2015.** The e-voting module shall also be disabled by NSDL at **6.00 p.m. on March 15, 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 with a copy marked to 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.**

(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).