

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



February 14, 2024

To BSE Ltd. PhirozeJeejeebhoy Towers, Dalal Street, Mumbai 400 001	To National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1 G Block, BKC, Bandra (E), Mumbai 400 051.	To Metropolitan Stock Exchange of India Ltd. Suren Road, Andheri (East), Mumbai 400 093.
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Scrip Code: 533540 / TREEHOUSE

Subject: Postal Ballot Notice

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir / Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find attached herewith the Postal Ballot Notice ("Notice") for seeking approval of the Members of the Company for the appointment of Mr. Navin Kumar Bhandaradamane (DIN: 01664259) as an Executive Director of the Company.

In accordance with various applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 09, 2024 ('Cut-off date'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The Members are required to communicate their assent or dissent through the remote e-voting process ("e-voting") only.

The Company has engaged the services of National Securities Depository Limited for the purpose of providing e-voting facility to all its members. The remote e-voting period will commence from Friday, February 16, 2024 at 9:00 a.m. (IST) and end on Saturday, March 16, 2024 at 5:00 p.m. (IST).

The Postal Ballot Notice is also available on the website of the Company www.treehouseplaygroup.net.

You are requested to take the above information on record.

Thanking you,
Yours faithfully,

For Tree House Education & Accessories Limited

Guddi Bajpai
Company Secretary and Compliance Officer

Encl: Postal Ballot Notice



NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Friday, February 16, 2024 at 9:00 a.m. (IST)	Saturday, March 16, 2024 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given to the shareholders ("Members") of Tree House Education & Accessories Limited ("the Company") that pursuant to the provisions of sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of Secretarial Standard on General Meetings ("SS-2") read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as ("MCA Circulars"), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (together "SEBI Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, the resolutions appended below are proposed to be passed by way of a postal ballot ("Postal Ballot") through remote electronic voting process ("remote e-voting/e-voting").

Pursuant to sections 102 and 110 and other applicable provisions of the Act, the Statement setting out the material facts and the reasons / rationale pertaining to the said resolution(s) is annexed to this Postal Ballot Notice ("**Notice**").

In compliance with regulation 44 of the Listing Regulations and pursuant to the provisions of section 108 and section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Company has engaged the services of National Securities Depository Limited (NSDL), as the agency for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.treehouseplaygroup.net.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting only not later



than 5.00 p.m. (IST) on Saturday, March 16, 2024. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be Final.

Upon completion of the Postal Ballot remote e-voting process, the Scrutinizer will submit his report to the Chairman and in his absence to any Director of the Company or the Company Secretary and the results shall be announced on or before Tuesday, March 19, 2024 and shall be communicated to Bombay Stock Exchange Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and Metropolitan Stock Exchange Limited ("MSE") ("Stock Exchanges"), NSDL (agency for providing the Remote e-Voting facility) and will also be displayed on the Company's website: www.treehouseplaygroup.net.

SPECIAL BUSINESS:

1. Appointment of Mr. Navin Kumar Bhandaradamane (DIN: 01664259) as an 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 sections 149, 152, and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Navin Kumar Bhandaradamane (DIN: 01664259) who was appointed as an Additional Director in the category of Executive Director of the Company by the Board of Directors w.e.f. January 12, 2024, 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. Navin Kumar as a candidate for the office of a director of the Company, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation, and on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Postal Ballot Notice (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year or years during the term of his appointment as a Whole-time Director of the Company), with liberty to the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and as may be agreed to between the Board of Directors and Mr. Navin Kumar provided that such alteration or variation, as the case may be, within the overall limits as prescribed under Section 197 and/or Schedule V to the Act or any amendments thereto.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby also accorded that where in any financial year during his tenure as an Executive Director, the Company has no profits or inadequate profits, Mr. Navin Kumar shall be entitled to the remuneration in excess of the limits specified in Part II of Schedule V of the Companies Act, 2013 and as approved and recommended by the Nomination and Remuneration Committee and Board of Directors or if part II of the Schedule V of the Companies Act are not met then the Company hereby approves the remuneration as decided above.

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, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



Registered Office:

L80101MH2006PLC163028
101, Sapphire Plaza, Dadabhai Road,
opp. CNMS School, Vile Parle (west),
Mumbai – 400056
Tel: 07777051465
February 12, 2024

By order of the Board of Directors

For Tree House Education & Accessories Limited
Sd/-
Rajesh Bhatia
Managing Director & CEO
(DIN: 00074393)

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to all those shareholders whose names appear in the register of shareholders/list of beneficial owners as **on Friday, February 09, 2024**, i.e. the cut-off date and whose email Ids are registered with the Company/ Registrar and Transfer Agent of the Company or Depository Participants ("DP"). Members who have not registered their e-mail addresses are requested to register the same with the DP/RTA for sending future communication(s) in electronic form.
3. Members may please note that the Postal Ballot Notice will also be available on the Company's website at: www.treehouseplaygroup.net, websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited, National Stock Exchange of India Limited and Metropolitan Stock Exchange Limited at: www.bseindia.com www.nseindia.com and www.msei.in respectively and website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91- 22-49186270; Fax No.: +91-22-49186060; E-Mail: rnt.helpdesk@linkintime.co.in.
5. The Resolutions, if assented by the requisite majority, shall deemed to be passed on the last date specified for e-voting i.e. Saturday, March 16, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
6. In compliance with the provisions of Section 108 and Section 110 of the Act read with rules made thereunder, Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (Listing Regulations) as amended, and MCA Circulars, the shareholders are provided with the facility to cast their vote electronically, through the e-Voting facility on all the resolutions set forth in this Notice. The facility of casting votes will be provided by NSDL.

7. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "Information and other Instructions relating to e-voting" in this Postal Ballot Notice.
8. The voting period commences at 9:00 AM IST on Friday, February 16, 2024 and ends at 5:00 PM IST on Saturday, March 16, 2024. Shareholders are requested to cast their vote through the e-voting process during the e-voting period but not later than 5:00 PM IST on Saturday, March 16, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder.
9. The voting rights of shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any 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 vote through e-Voting.
10. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after the completion of scrutiny, and the result of voting through the e-voting process will be announced by the Chairman or any such person authorized by him on or before Tuesday, March 19, 2024 and will also be displayed on the website of the Company (www.treehouseplaygroup.net), besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent.
11. 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) with whom they maintain their demat accounts. Members holding shares in physical form are required to submit their PAN details to the Company at compliance@treehouseplaygroup.net or the Company's RTA.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

13. Information and other instructions relating to e-voting are as under:

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>



Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request 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.
2. 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 . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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:

Item No. 1

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on January 12, 2024, appointed Mr. Navin Kumar Bhandaradamane (DIN: 01664259) as an Additional Director of the Company with effect from January 12, 2024, pursuant to Section 161 of the Companies Act, 2013 ("the Act"), read with Article 39 of the Articles of Association of the Company, liable to retire by rotation who shall hold the office up to the date of the next general meeting of the Company or for a period of 3 (three) months from the date of his appointment, whichever is earlier, in terms of regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (" Listing Regulations").

Mr. Navin Kumar is not disqualified from being appointed as Director by virtue of the provisions of Section 164 of the Act.

The Company has received from Mr. Navin Kumar

- (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.
- (iii) notice of interest by Director in Form MBP-1, pursuant to Section 184 (1) of the Act & Rule 9 (1) of the Companies (Meeting of Board and its Powers) Rules, 2014.

A brief resume of Mr. Navin Kumar, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships of Committee of the Board, etc. as stipulated under Regulation 36 (3) of the Listing Regulations and Secretarial Standards – SS 2 on General Meetings is provided in Annexure – I to this Notice.

Mr. Navin Kumar is not related to any Director or Key Managerial Personnel's of the Company.

The Board considers that the continued association of Mr. Navin Kumar would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Navin Kumar as an Executive Director.

Pursuant to provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution seeks the approval of members for the appointment of Mr. Navin Kumar as an Executive Director of the Company.

Except Mr. Navin Kumar, being an appointee and his relatives none of the Directors and/or Key Managerial Personnel's of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 1, except to the extent of their shareholding in the Company.

The Board recommends the special resolution set forth in Item no. 1 for the approval of the members.



Registered Office:

L80101MH2006PLC163028
101, Sapphire Plaza, Dadabhai Road,
opp. CNMS School, Vile Parle (west),
Mumbai – 400056
Tel: 07777051465
February 12, 2024

By order of the Board of Directors

For Tree House Education & Accessories Limited
Sd/-
Rajesh Bhatia
Managing Director & CEO
(DIN: 00074393)

ANNEXURE – I

DETAILS OF DIRECTOR SEEKING SHAREHOLDERS APPROVAL FOR APPOINTMENT PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD SS- 2 ON GENERAL MEETINGS

Name of the Director	Mr. Navin Kumar Bhandaradamane
DIN	01664259
Date of Birth	10/03/1965
Age	58
Qualification	<ul style="list-style-type: none"> • BCom • FCA – Member of Institute of Chartered Accountants of India.
Date of first appointment	12.01.2024
No. of shares held	100
Brief resume & nature of expertise in specific functional areas.	<p>Education:</p> <ul style="list-style-type: none"> • BCom • FCA – Member of Institute of Chartered Accountants of India. <p>Experience:</p> <ul style="list-style-type: none"> • Over 25 years of experience in the field of Finance, Accounts, Audit and Administration.
Terms and conditions of appointment / reappointment	<p>Appointed as Executive Director, liable to retire by rotation.</p> <p>Entitled to payment of remuneration, no sitting fees for attending meetings of the Board / Committee of which he is a member.</p>
Remuneration last drawn and Proposed to be Paid	Proposed remuneration of Rs. 39,00,000/- per annum.
No. of Board meetings attended during the year	None
Relationship with other Directors, Manager and Key Managerial Personnel	None
Directorships held in other companies	1) Sai Samarth Education Private Limited.
Membership/Chairmanship of committees of the Company	None
Membership/Chairmanship of committees of other companies	None



In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA
Relationship with other Directors / Key Managerial Personnel	None

I		General Information		
1	Nature of Industry	Education Industry		
2	Date or expected date of commencement of commercial production	Not applicable (Company is an existing company).		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A		
4	Financial performance based on given indicators	(Amount in '000 ₹)		
		Particulars	Standalone for the financial year ended	
		31-03-2023	31-03-2022	
		Total Revenue	1,10,256	1,83,843
		Less: Total Expenditure	6,31,129	4,47,973
		Profit before Tax	(5,20,873)	(2,64,130)
	Less : Provision for Tax	74,251	(7,842)	
	Profit /Loss after Tax	(4,46,622)	(2,71,972)	
5	Foreign Investment or Collaborations, if any	N.A		
II		Information about the Directors:		
A	Mr. Navin Kumar			
1	Background details	Education: • BCom • FCA – Member of Institute of Chartered Accountants of India. Experience: • Over 25 years of experience in the field of Finance, Accounts, Audit and Administration.		
2	Past Remuneration	Rs.39,00,000/- per annum (Paid in the capacity of CFO)		



3	Recognition or awards	N.A.
4	Job profile and his suitability	Mr. Navin Kumar Bhandaradamane has experience of over 25 years in the field of Finance, Accounts, Audit and Administration and has required qualification. His profile is suitable for the post of Executive Director.
5	Remuneration proposed (For 3 F.Y i.e.. 2024-25 to F.Y. 2026-27)	Proposed remuneration of Rs.39,00,000/- per annum. (Rupees thirty nine lakhs only)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Navin Kumar has vast experience in Finance, Accounts, Audit and Administration. Mr. Navin Kumar has rich experience of handling various areas of business. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Navin Kumar is the CFO of the Company.
III	Other Information:	
1	Reasons of loss or inadequate profits	Closure of preschool centers, reduction in franchise centres, Competition etc.
2	Steps taken or proposed to be taken for Improvement	Advertisement to increase in franchise centres and for admission of students in pre-school centres, improvement in related services given to K12 schools.
3	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

Registered Office:

L80101MH2006PLC163028
101, Sapphire Plaza, Dadabhai Road,
opp. CNMS School, Vile Parle (west),
Mumbai – 400056
Tel: 07777051465
February 12, 2024

By order of the Board of Directors

For Tree House Education & Accessories Limited
Sd/-
Rajesh Bhatia
Managing Director & CEO
(DIN: 00074393)