

Tree House Education & Accessories Ltd.

Shop No. 4, Aasha Co-operative Housing Society Ltd., 17th Road Khar West, Mumbai – 400 052.

Mobile No.: 7777051465 CIN : L80101MH2006PLC163028



May 28, 2025

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.
---	---	--

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 Mrs. Divya Punmiya (DIN: 08598655) as a Non- Executive Independent 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, May 23, 2025, ('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 Thursday, May 29, 2025, at 9:00 a.m. (IST) and end on Friday, June 27, 2025 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
Thursday, May 29, 2025 at 9:00 a.m. (IST)	Friday, June 27, 2025 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, if any, 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, and 09/2024 dated 19th September, 2024 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”).

In view of the above referred MCA Circulars, the Company is sending this Postal Ballot Notice (‘the Notice’) ONLY in electronic form to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (‘RTA’)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members will only take place through the remote e-Voting system. The detailed procedure for remote e-voting forms part of the ‘Notes’ section to this Notice.

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”) for your consideration and forms part of this 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 Friday, June 27, 2025. 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 within two working days after the conclusion of the e-voting period 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 Mrs. Divya Punmiya (DIN: 08598655) as a Non- Executive Independent 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, 150, 152, and other applicable provisions, if any, of Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors Mrs. Divya Punmiya (DIN: 08598655), who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from April 28, 2025, pursuant to section 161 of the Act and Article 39 of the Articles of Association of the Company and who has submitted a declaration that she meets the criteria of Independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 28th April, 2025 to 27th April, 2030."



RESOLVED FURTHER THAT any of the 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 as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”

Registered Office:

L80101MH2006PLC163028
Shop No.4 Aasha Co-operative Housing Society Ltd,
17th Road Khar (west), Mumbai - 400052

Tel: 7777051465

May 09, 2025

Place: Mumbai

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 Resolution and the reason thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. The approval of shareholders of the Company is solicited by passing special resolution by way of postal ballot only by voting through electronic means for businesses as set out in Item No. 1 of this Postal Ballot Notice. 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, May 23, 2025, 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. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
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, MUFG 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. with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.



5. The Resolutions, if assented by the requisite majority, shall deemed to be passed on the last date specified for e-voting i.e. Friday, June 27, 2025. 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. The vote in this Postal Ballot cannot be exercised through proxy.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, 2015 and in terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 in relation to e-voting facility provided by Listed Companies, the Company is pleased to provide its members the e-voting facility to enable them to cast their votes electronically on the proposed resolutions. The e-voting facility is provided by NSDL.
8. 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.
9. The voting period commences at 9:00 AM IST on Thursday, May 29, 2025 and ends at 5:00 PM IST on Friday, June 27, 2025. 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 Friday, June 27, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
10. 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.
11. 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 within two working days after the conclusion of the e-voting period 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.
12. 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.

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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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



	<p>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> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </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.



Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
--	---

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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. 1800-21-09911

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.com 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.com. 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 or send a request at evoting@nsdl.com

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.com 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

The Board of Directors (“the Board”) on April 28, 2025, upon recommendation of the Nomination and Remuneration Committee, appointed Mrs. Divya Punmiya (DIN: 08598655) as an Additional Director of the Company in the capacity of Independent Director for a term of five consecutive years with effect from April 28, 2025 to 27th April, 2030 subject to approval of the Members of the Company. Pursuant to Section 161 of the Companies Act, 2013 (“the Act”), read with Article 39 of the Articles of Association of the Company.

In terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) approval of Members for appointment of person on the Board should be taken at the next General Meeting or within a period of 3 months, whichever is earlier.

The Company has received from Mrs. Divya Punmiya (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Subsection (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mrs. Divya Punmiya for the office of Independent Director of the Company.

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 Mrs. Divya Punmiya as an Independent Director of the Company for a period up to 27th April, 2030. She will not be liable to retire by rotation. In the opinion of the Board, Mrs. Divya Punmiya, the Independent Director proposed to be appointed, fulfills the conditions specified under the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management, Mrs. Divya Punmiya will be entitled to receive remuneration by way of sitting fees as approved by the Board. The letter of appointment of Mrs. Divya Punmiya setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode on request of the member.

A brief resume of Mrs. Divya Punmiya, nature of her expertise in specific functional areas, names of companies in which she 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.

None of the director, key managerial personnel ('KMP') of the Company or their respective relatives, except Mrs. Divya Punmiya, to whom the resolution relates, are interested or concerned in the resolution set out in Item No. 1 of the Notice.

The Board recommends the Special Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

Registered Office:

L80101MH2006PLC163028
Shop No.4 Aasha Co-operative Housing Society Ltd,
17th Road Khar (west), Mumbai - 400052

Tel: 07777051465
May 09, 2025
Place: Mumbai

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 SECRETARIAL STANDARD SS- 2 ON GENERAL MEETINGS.

Name of the Director	Mrs. Divya Punmiya
DIN	08598655
Date of Birth	31/03/1995
Age	30
Nationality	Indian
Qualification	Company Secretary
Date of first appointment	28.04.2025
No. of shares held in the listed entity, including shareholding as a beneficial owner.	NIL
Brief resume & nature of expertise in specific functional areas.	Mrs. Divya Punmiya is an Associate Member of the Institute of Company Secretaries of India (ICSI). She has experience in the field of secretarial and other legal compliances with various other regulatory bodies.
Justification for appointment of Independent Director	As per resolution stated above
Terms and conditions of appointment / reappointment	As per resolution stated above
Remuneration last drawn and Proposed to be Paid	NA
No. of Board meetings attended during the year	1
Relationship with other Directors, Manager and Key Managerial Personnel	None
Names of listed entities in which the person also	None



holds the directorship	
Membership/Chairmanship of committees of the Company	Member of Audit Committee, Stakeholder's Relationship Committee and Nomination & Remuneration Committee.
Membership/Chairmanship of committees of other companies	None
Listed entities from which she has resigned in the past three years	Tree House Education & Accessories Limited
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	She has experience in the field of secretarial and other legal compliances with various other regulatory bodies.

Registered Office:

L80101MH2006PLC163028
Shop No.4 Aasha Co-operative Housing Society Ltd,
17th Road Khar (west), Mumbai - 400052
Tel: 07777051465
May 09, 2025

By order of the Board of Directors

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