



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, March 17, 2023 at 9:00 a.m. (IST)	Saturday, April 15, 2023 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that, the resolutions set out below are proposed to be passed by the shareholders of Tree House Education & Accessories Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process, pursuant to the provisions of sections 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively the “**MCA Circulars**”).

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 Resolutions 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 not later than 5.00 p.m. (IST) on Saturday, April 15, 2023. The remote e-voting facility will be disabled by NSDL immediately thereafter.



The Board of Directors of the Company has appointed Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. 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, April 18, 2023 and shall be communicated to Bombay Stock Exchange Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and Metropolitan Stock Exchange Limited ("MSE") together the "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. Rajesh Bhatia (DIN: 00074393) as an Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary 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), Mr. Rajesh Bhatia, (DIN: 00074393) who was appointed as an Additional Director in the category of Executive Director of the Company by the Board of Directors w.e.f. February 09, 2023, 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. Rajesh Bhatia 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.

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."

2. Appointment of Mr. Rajesh Bhatia (DIN: 00074393) as 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 sections 2(54), 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, and in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to appoint Mr. Rajesh Bhatia (DIN: 00074393) as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) Years with effect from 09th February, 2023 upto 8th February, 2026 on the terms and conditions set out in the Explanatory Statement annexed to the Postal Ballot notice, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board



Constituted to exercise its powers, including the powers conferred by this Resolution) to alter terms and conditions of the said appointment including remuneration in such manner as may be agreed to between the Board and Mr. Rajesh Bhatia.”

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the shareholders and/or that of any other authority, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors & Key Managerial Personnel of the Company be and hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

3. Appointment of Ms. Divya Padhiyar (DIN: 08598655) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution(s) as a Special Resolution:-

“RESOLVED THAT in accordance with the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act 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 thereof for the time being in force) and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Divya Padhiyar (DIN: 08598655), who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company with effect from February 09, 2023, 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 from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from February 09, 2023 to February 08, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds, matters 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
101, Sapphire Plaza, Dadabhai Road,
opp. CNMS School, Vile Parle (west),
Mumbai – 400056
Tel: 07777051465
February 09, 2023

By order of the Board of Directors

For Tree House Education & Accessories Limited
Sd/-
Jugal Shah
Executive Director
(DIN: 08334114)



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 terms of guideline provided by the MCA circulars, the Company is sending this Notice only in electronic form to those Members, whose name appear in the Register of Members / List of Beneficial Owners as received from Depositories / Link Intime India Private Limited, the Companies Registrar and Transfer Agent ('RTA') as on Friday, March 10, 2023 ('Cut-Off Date') and whose e-mail addresses are registered with Company/ Registrar and Share Transfer Agent ("RTA") of the Company / Depository Participant(s)/ Depositories (in case of electronic shareholding). The voting rights of the Members / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, March 10, 2023. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot.
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, April 15 2023. Further, resolutions 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. Pursuant to sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting Facility provided by Listed Entities, SS-2 and any amendments thereto the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an arrangement with National Securities Depository Limited (NSDL), as the authorized agency for facilitating e-voting to enable the Shareholders to cast their votes electronically.
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, March 17, 2023 and ends at 5:00 PM IST on Saturday, April 15, 2023. 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, April 15, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder.
9. 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, April 18, 2023 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.
10. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to compliance@treehouseplaygroup.net from their registered e-mail addresses mentioning their names, folio numbers / DP ID and Client ID, and documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail, between the period Friday, March 17, 2023 to Saturday, April 15, 2023.
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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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;">  <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 use 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 are 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
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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 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:

In respect of Item No. 1 in notice.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on February 09, 2023, appointed Mr. Rajesh Bhatia (DIN: 00074393) as an Additional Director of the Company with effect from February 09, 2023, pursuant to Section 161 of the Companies Act, 2013 ("the Act"), read with Article 39 of the Articles of Association of the Company.

Mr. Rajesh Bhatia 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. Rajesh Bhatia

- (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. Rajesh Bhatia, 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. Rajesh Bhatia is not related to any Director or Key Managerial Personnel's of the Company.

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

Except Mr. Rajesh Bhatia, 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 ordinary resolution set forth in Item no. 1 for the approval of the members.



In respect of Item No. 2 in notice.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors (Board) of the Company in its meeting held on February 09, 2023, has approved the proposal of appointment of Mr. Rajesh Bhatia as the Managing Director of the Company for a period of three years with effect from February 09, 2023 upon the terms and conditions as determined by Nomination Remuneration Committee in consultancy with board.

Mr. Rajesh Bhatia is having more than 19 years of experience in the field of education. His expertise has helped the Company to emerge as one of the leading Company in the country in educational field. Keeping in view that Mr. Rajesh Bhatia has rich and varied experience in the Industry and has been involved in the operations since inception of the Company; it would be in the interest of the Company to appoint Mr. Rajesh Bhatia as the Managing Director.

Following are the key terms and conditions:-

- (a) 1. Period of appointment: February 09, 2023 to February 08, 2026
2. Remuneration: Remuneration of Rs. 84.00 Lakhs per annum (approved for 3 years). The Board of Directors shall have authority to revise or vary salary payable to Mr. Rajesh Bhatia, subject to recommendation/ approval by the Nomination & Remuneration Committee and subject to the limits set out in Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), for the time being in force or any other amendments or modifications that may be made thereto by the Central Government in that behalf from time to time, or any amendments thereto.
- (b) Mr. Bhatia shall not be paid any sitting fees for attending the Meetings of the Board of Directors and/or Committee(s) thereof.
- (c) Either party shall be entitled to terminate the service contract by giving to the other party 180 days' notice in writing without showing any cause provided that the same may be waived mutually subject to the applicable provisions of the Act.
- (d) The terms and conditions of the said appointment and/or remuneration may be altered and varied from time to time, by the Board of Directors.

Your Directors recommend the resolution at Item No. 2 for the approval of the members as a Special Resolution.

Except Mr. Rajesh Bhatia, 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. 2, except to the extent of their shareholding in the Company.

In respect of Item No. 3 in notice.

Consequent to resignation of Mr. Deepak Valecha from Independent Directorship of the Company and in order to comply with the provisions of Regulation 17(1)(c) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the Company needs to appoint another Independent Director. Accordingly, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Divya Padhiyar (DIN: 08598655), as an Additional Director designated as Non-Executive Independent Director of the Company, with effect from February 09, 2023 pursuant to sections 149, 150, and 161 of the Companies Act, 2013 ('the Act') and Article 39 of the Articles of Association of the Company, for a term of 5 (five) consecutive years with effect from February 09, 2023 to February 08, 2028, subject to the approval of the members of the Company.



In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Divya Padhiyar as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Ms. Divya Padhiyar to be appointed as Director of the Company.

Pursuant to Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed that Ms. Divya Padhiyar, who meet the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations, be appointed as an Independent Directors of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of her appointment i.e. commencing from February 09, 2023 to February 08, 2028.

Ms. Divya Padhiyar is not disqualified from being appointed as Director by virtue of the provisions of Section 164 of the Act.

The Company has also received a declaration pursuant to Rule 6 (1) and 6 (2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, affirming that she has successfully registered herself with the Indian Institute of Corporate Affairs (IICA), for inclusion of her name in the Independent Directors' data bank and that she shall renew her application for the same, from time to time, till she continue to hold office as Independent Director of the Company.

The Company has received following from Ms. Divya Padhiyar:

- i. consent to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- ii. intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-Section (2) of Section 164 of the Act, confirming her eligibility for such appointment;
- iii. a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the Rules framed thereunder and Regulation 16 (1) (b) of the Listing Regulations; and
- iv. notice of interest by Director in Form MBP-1, pursuant to Section 184 (1) of Company Act, 2013 & Rule 9 (1) of the Companies (Meeting of Board and its Powers) Rules, 2014.

In terms of Regulation 25 (8) of the Listing Regulations, Ms. Divya Padhiyar have confirmed that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties.

In the opinion of the Board, Ms. Divya Padhiyar fulfill the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for her appointment as Independent Director of the Company and is independent of the management of the Company.

Having regard to the qualification, knowledge and experience, the appointment of Ms. Divya Padhiyar for the first term of five consecutive years as Independent Directors will be beneficial and in the interest of the Company.

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions, would be made available for electronic inspection to the members on sending request along with their DP /Client ID or Folio No. from their registered e-mail address to the Company at compliance@treehouseplaygroup.net.



A brief resume of Ms. Divya Padhiyar, 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 – II to this Notice.

Ms. Divya Padhiyar is not related to any Director or Key Managerial Personnel of the Company.

The Board considers that the continued association of Ms. Divya Padhiyar would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Divya Padhiyar as Independent Director.

Except Ms. Divya Padhiyar, being an appointee none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, in the resolution set out at the accompanying Notice.

Accordingly, the Board after satisfying itself with the independence of Ms. Divya Padhiyar in accordance with Section 149 (6) of the Act and the Listing Regulations recommends the special resolution mentioned at Item No. 3 of the Notice in relation to the appointment of Ms. Divya Padhiyar as Independent Director, for approval by the members.

Registered Office:

L80101MH2006PLC163028
101, Sapphire Plaza, Dadabhai Road,
opp. CNMS School, Vile Parle (west),
Mumbai – 400056
Tel: 07777051465
February 09, 2023

By order of the Board of Directors

For Tree House Education & Accessories Limited
Sd/-
Jugal Shah
Executive Director
(DIN: 08334114)



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. Rajesh Bhatia
DIN	00074393
Date of Birth	30/07/1969
Age	53
Qualification	<ul style="list-style-type: none"> • Bachelor of Engineering from MS University, Baroda. • MBA from Pune University.
Date of first appointment	09.02.2023
No. of shares held	5077169
Brief resume & nature of expertise in specific functional areas.	<p>Education:</p> <ul style="list-style-type: none"> • Bachelor of Engineering from MS University, Baroda • MBA from Pune University <p>Experience:</p> <ul style="list-style-type: none"> • 19 years of experience in the field of education.
Terms and conditions of appointment / reappointment	<p>Appointed as Managing Director for a term of 3 (three) consecutive years from February, 09, 2023 to February 08, 2026.</p> <p>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. 84,00,000/- 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	<ol style="list-style-type: none"> 1) NAIVAIDYAM FOOD & BEVERAGES PRIVATE LIMITED 2) KHEMIINVESTMENTS AND CONSULTANCY PRIVATE LIMITED 3) JT INFRASTRUCTURE PRIVATE LIMITED
Membership/Chairmanship of committees of the Company	Member in Audit and Stakeholder' Relationship Committee.
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	<p style="text-align: right;">(Amount in '000 ₹)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th colspan="2" style="text-align: center;">Standalone for the financial year ended</th> </tr> <tr> <td></td> <th style="text-align: center;">31-03-2022</th> <th style="text-align: center;">31-03-2021</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td style="text-align: right;">1,83,843</td> <td style="text-align: right;">56,361</td> </tr> <tr> <td>Less: Total Expenditure</td> <td style="text-align: right;">4,47,973</td> <td style="text-align: right;">4,60,580</td> </tr> <tr> <td>Profit before Tax</td> <td style="text-align: right;">(2,64,130)</td> <td style="text-align: right;">(4,04,219)</td> </tr> <tr> <td>Less : Provision for Tax</td> <td style="text-align: right;">(7,842)</td> <td style="text-align: right;">1,273</td> </tr> <tr> <td>Profit /Loss after Tax</td> <td style="text-align: right;">(2,71,972)</td> <td style="text-align: right;">(4,02,946)</td> </tr> </tbody> </table>	Particulars	Standalone for the financial year ended			31-03-2022	31-03-2021	Total Revenue	1,83,843	56,361	Less: Total Expenditure	4,47,973	4,60,580	Profit before Tax	(2,64,130)	(4,04,219)	Less : Provision for Tax	(7,842)	1,273	Profit /Loss after Tax	(2,71,972)	(4,02,946)
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5	Foreign Investment or Collaborations, if any	N.A																					
II	Information about the Directors:																						
A	Mr. Rajesh Bhatia																						
1	Background details	Education: • Bachelor of Engineering from MS University, Baroda • MBA from Pune University Experience: • 19 years of experience in the field of education.																					
2	Past Remuneration	N.A.																					
3	Recognition or awards	N.A.																					
4	Job profile and his suitability	Mr. Rajesh Bhatia has experience of 19 years in the field of education and has required qualification. His profile is suitable for the post of Managing Director.																					
5	Remuneration proposed	Proposed remuneration of Rs.84,00,000/- per annum.																					



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. Rajesh Bhatia has vast experience in Education. Mr. Bhatia has rich experience of handling various areas of business and is well known in Education industry. 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. Rajesh Bhatia is promoter and CEO of the Company, he is also related to promoter group.
III	Other Information:	
1	Reasons of loss or inadequate profits	Closure of preschool centers and K12 schools, reduction in number of franchisees, Competition and covid-19 effect.
2	Steps taken or proposed to be taken for Improvement	Advertisement, opening additional schools, increase in franchises, 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.



ANNEXURE – II

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	Divya Padhiyar
DIN	08598655
Date of Birth	31/03/1995
Age	28
Qualification	Commerce Graduate from Mumbai University and Associate Member of the Institute of Company Secretaries of India (ICSI).
Date of first appointment	09.02.2023
No. of shares held	NIL
Brief resume & nature of expertise in specific functional areas	Ms. Divya Padhiyar is commerce graduated from Mumbai University and is also 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.
Terms and conditions of appointment / reappointment	Appointed as Independent Director for a term of 5 (five) consecutive years from February, 09, 2023 to February 08, 2028. Not liable to retire by rotation. Entitled to payment of sitting fees for attending meetings of the Board / Committee of which she is a member as may be decided by the Board.
Remuneration last drawn and Proposed to be Paid	NA
No. of Board meetings attended during the year	None
Relationship with other Directors, Manager and Key Managerial Personnel	None
Directorships held in other companies	None
Membership/Chairmanship of committees of the Company	Members in Audit, Stakeholder's Relationship Committee and Nomination and Remuneration Committee.
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	She has sound experience of many years in the field of secretarial and other requisite regulatory compliances with various statutory bodies. She always endeavors to adopt the best practices and



	the highest standards of Corporate Governance through transparency in business ethics and accountability for the benefit of the shareholders and other stakeholders at large.
Relationship with other Directors / Key Managerial Personnel	None

Registered Office:

L80101MH2006PLC163028
101, Sapphire Plaza, Dadabhai Road,
opp. CNMS School, Vile Parle (west),
Mumbai – 400056
Tel: 07777051465
February 09, 2023

By order of the Board of Directors

For Tree House Education & Accessories Limited
Sd/-
Jugal Shah
Executive Director
(DIN: 08334114)