

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



August 13, 2025

| | | |
|--|---|---|
| To, BSE Limited Phiroze Jeejeebhoy Tower Dalal Street, Fort Mumbai - 400 001 | To, The National Stock Exchange of India Ltd. Bandra (East) Mumbai - 400 051 | To, Metropolitan Stock Exchange of India Ltd. Exchange Square, CTS No. 25, Suren Road, Andheri (East), Mumbai – 400 093 |
|--|---|---|

Sub.: Notice of 19th Annual General Meeting and Annual Report for the Financial Year 2024-2025.

Ref.: Scrip Code: 533540 / Symbol: TREEHOUSE

Dear Sir/Madam,

Pursuant to Regulation 30 read with Regulation 34 and Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Report for the Financial year 2024- 2025 along with the Notice of the 19th Annual general Meeting (AGM) of the Company scheduled to be held on Saturday, September 06, 2025 At 10.30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The 19th AGM Notice and Annual Report are uploaded on the website of the Company at www.treehouseplaygroup.net. Further, kindly note that the soft copies of the AGM Notice and Annual Report 2024-2025 is being dispatched through e-mail on 13th August, 2025 to those Members whose e-mail addresses are registered with the Company/Depository Participant(s) and with the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd). The requirements of sending physical copy of the Annual Report to the Members have been dispensed with vide MCA and SEBI Circulars.

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter has been sent to the Shareholders whose e-mail addresses are not registered with the Company / RTA / DPs providing the weblink along with the path to access the Annual Report on 13th August, 2025.

Further, kindly take note of the following's

| Sr. No | Particulars | Date |
|--------|--|---|
| 1 | Book Closure | Sunday, August 31, 2025 to Saturday, September 06, 2025 (both days inclusive) for the purpose of Annual General Meeting. |
| 2 | cut-off date for the purpose of the e-voting | August 29, 2025. |
| 3 | Remote- e-voting period | Will commence from September, 03, 2025 at 09:00 A.M. and ends on September, 05, 2025 at 05:00 P.M. Voting at AGM is also available through evoting. |

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

Thanking you.

Yours truly,

For Tree House Education & Accessories Limited


Guddi Bajpai
Company Secretary & Compliance officer
Encl: As above



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 19th ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF TREE HOUSE EDUCATION & ACCESSORIES LIMITED (“THE COMPANY”) WILL BE HELD ON SATURDAY, SEPTEMBER 06, 2025, AT 10.30 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt;
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025, and the Report of the Auditor's thereon.
2. To appoint a director in place of Mr. Navin Kumar Bhandaradamane (DIN: 01664259), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Secretarial Auditor for a term of five (5) Years.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Section 204 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and remuneration of Managerial Personnel) Rules 2014 (the Rules), including any statutory modification(s) or reenactment(s) thereof for the time being in force, and pursuant to recommendation made by the Audit Committee of the Board, M/s. HRU & ASSOCIATES, Practicing Company Secretaries (COP No. 20259), a peer reviewed Firm be and are hereby appointed as Secretarial Auditors of the Company for a period of 5 (five) consecutive years from 1st April, 2025 to 31st March, 2030 (i.e. to hold office till conclusion of 24th Annual general Meeting), and the Board be and is hereby authorized to fix the remuneration in consultation with the Audit Committee, in addition to reimbursement of all out of pocket expenses as may be incurred in connection with the Secretarial Audit of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Re-appointment of Mr. Milin Ramani (DIN: 07697636) as an Independent Director of the Company for second term of five years from 01st September, 2025 to 31st August, 2030.

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 of the Company, the approval of members of the Company, be and is hereby accorded for re-appointment of Mr. Milin Ramani (DIN: 07697636) being eligible, as an Independent Director of the Company, who has submitted the declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013, to hold office for a further period of five years from 01st September, 2025 to 31st August , 2030, and his not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company an/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper 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.”



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5. Re-appointment of Mrs. Nidhi Grover (DIN: 08792362) as an Independent Director of the Company for a period of five years from 01st September, 2025 to 31st August, 2030.

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 of the Company, the approval of members of the Company, be and is hereby accorded for re-appointment of Mrs. Nidhi Grover (DIN: 08792362) being eligible, as an Independent Director of the Company, who has submitted the declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013, to hold office for a further period of five years from 01st September, 2025 to 31st August, 2030, and she is not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company an/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper 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.”

For Tree House Education & Accessories Limited

Rajesh Bhatia
Managing Director & CEO
(DIN: 00074393)

Date: July 23, 2025

Place: Mumbai



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:: NOTES ::

1. Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 the latest being 09/2024 dated September 19, 2024 (collectively referred to "MCA Circulars") read with SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and the latest being October 3, 2024 ('SEBI Circulars') (collectively referred to as the "said Circulars") has also granted relaxations for holding e-AGM and allowed companies to hold Annual General Meeting ('AGM') through video conferencing ("VC") / or other audio visual means ('OAVM') thereby dispensing the requirement of physical presence of members at common venue, and other related matters with respect to such meetings. Accordingly, the 19th Annual General Meeting ("this the AGM / the meeting") of the members of the Company is held through VC in compliance with the provisions of the said Circulars. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM and pursuant to the relevant circular(s), issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business at Item No. 3, 4 & 5 of the above Notice is annexed hereto.
4. The Company has engaged the services of National Securities Depository Limited (NSDL), to provide video conferencing facility and e-voting facility for the AGM.
5. The Members can join the AGM in the VC/OAVM mode 1(one) hour before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be made available electronically for inspection by the members upon request without any fee during this AGM.
8. Relevant details in respect of the Directors seeking re-appointment/appointment at this AGM, in terms of Regulations 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard – 2 on General Meetings forms part of this AGM Notice.
9. GREEN INITIATIVE: - SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with MUFG Intime India Private Limited in case the shares are held by them in physical form.
10. Members whose shareholding is in physical form are requested to immediately notify change in their address and bank account details, if any, to the Registrar and Transfer Agent of the Company, viz, MUFG Intime India Private Limited, C101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, quoting their Folio Number(s).
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to MUFG Intime India Private Limited in case the shares are held by them in physical form.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or



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bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.

13. Members are requested to address all correspondence, to the Registrar and Share Transfer Agent, MUFG Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083.
14. Members may note that In compliance with MCA Circulars and SEBI Regulations, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL (“Depositories”), Members may also note that the Notice convening Annual General Meeting and Annual Report for the financial year 2024-25 will be available on the Company’s website www.treehouseplaygroup.net in “Our Investors” section for being downloaded. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited, National Stock Exchange of India Limited and Metropolitan Stock Exchange at www.bseindia.com, www.nseindia.com and www.msei.in respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Members are entitled to receive such Annual Report in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s email id: compliance@treehouseplaygroup.net.
15. Members who have not registered their e-mail address are requested to update the same (i) for shares held in physical form - by submitting a request letter on compliance@treehouseplaygroup.net, along with scan copy of their share certificate (front and back), selfattested copy PAN or Aadhar ID of the residential address appearing in their folio; (ii) for shares held in demat mode - with the depository participants with whom their demat account is maintained.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
17. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
18. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the company as on the cut-off-date i.e. August 29, 2025.
19. Since, this AGM is held through VC, no road map of the location for the venue of Annual General Meeting is attached herewith.
20. IEPF RELATED INFORMATION:

Pursuant to provisions of Section 124 and 125 of the Companies Act, 2013, there are no funds or shares lying with the Company to be transferred to the Investor Education and Protection Fund (“IEPF”) account.

VOTING THROUGH ELECTRONIC MEANS

In compliance with pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility for remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September, 03, 2025 at 09:00 A.M. and ends on September, 05, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. August 29, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 29, 2025.

The details of the process and manner for remote E-voting using NSDL e-Voting system are explained herein below:

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 and joining virtual meeting 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"> 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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.jp 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |



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| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. |

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 |



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B) Login Method for e-Voting and joining virtual meeting 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.



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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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 and compliance@treehouseplaygroup.net. 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 to Ms. Prajakta Pawle 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 and joining virtual meeting 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.



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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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions on or before Saturday, August 23, 2025 mentioning their name demat account number/folio number, email id, mobile number at compliance@treehouseplaygroup.net and the same will be replied by the company during the AGM.
21. As meeting will be conducted through VC / OAVM facility voting through ballot paper will not be made available at AGM and members have to cast their vote by remote e-voting only.
22. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
23. The Register of Members and Share Transfer Books of the Company will remain closed from, Sunday, August 31, 2025 to Saturday, September 06, 2025 (both days inclusive) for the purpose of Annual General Meeting.
24. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 29, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or call on 022 – 4886 7000.

25. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.
26. The Company has appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
27. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
28. Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard - 2 (SS2):

| Name of Director | Mr. Navin Kumar Bhandaradamane | Mr. Milin Ramani | Mrs. Nidhi Grover |
|---|---|---|--|
| DIN | 01664259 | 07697636 | 08792362 |
| Date of Birth | 10-03-1965 | 08-02-1993 | 21-12-1992 |
| Age | 60 | 31 | 32 |
| Brief resume & nature of expertise in specific functional areas | Education: • Bcom • FCA - Member of Institute of Chartered Accountants of India. Experience: • Over 30 years of experience in the field of Finance, Accounts, Audit and Administration. | • Company Secretary (The Institute of Company Secretaries of India ("ICSI")) • Bachelor of Commerce (B.Com) | • Company Secretary The Institute of Company Secretaries of India ("ICSI") • LLB (Mumbai University) • Bachelor of Commerce (A & F)(Mumbai University) |
| Date of first Appointment on the Board | 12/01/2024 | 01/09/2020 | 01/09/2020 |
| Qualifications | Education: Bcom FCA - Member of Institute of Chartered Accountants of India. | • Company Secretary (The Institute of Company Secretaries of India ("ICSI")) • Bachelor of Commerce (B.Com) | • Company Secretary The Institute of Company Secretaries of India ("ICSI") • LLB (Mumbai University) • Bachelor of Commerce (A & F)(Mumbai University) |
| 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 | Mr. Milin Ramani possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company | Mrs. Nidhi Grover possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company |
| Terms and conditions of appointment / re-appointment | Appointed as Executive Director, liable to retire by rotation. Entitled to payment of remuneration, no sitting fees for attending meetings of the Board / Committee of which he is a member. | As per resolution stated in item no. 4 | As per resolution stated in item no. 5 |
| Remuneration last drawn and Proposed to be Paid | Remuneration last drawn Rs. 39,00,000/- p.a and Proposed remuneration Rs.43,00,000/- p.a | NA | NA |



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| | | | |
|---|---|---|--|
| Details of shareholding in the Company | 126 | 5 | NA |
| Relationship with other Directors/ Manager Key Managerial Personnel (if any) | None | NA | NA |
| Number of Board meetings attended during the year | Attended all the Board Meetings (for more details kindly refer Corporate Governance Report) | Attended all the Board Meetings (for more details kindly refer Corporate Governance Report) | Attended all the Board Meetings (for more details kindly refer Corporate Governance Report) |
| Listed entities from which Director resigned in the past three years | None | NIL | Ceenik exports (India) Limited |
| Directorships in other companies | Sai Samarth Education Pvt. Ltd | Relcon Infraprojects Ltd., Comfort Securities Limited, BF Advisory Services, India Private Limited | Relcon Infraprojects Ltd. |
| Directorships in other Listed companies | NA | Binani Industries Limited, Hubtown Limited, Comfort Intech Limited, Dhansafal Finserve Limited, Comfort Commotrade Limited, Comfort Fincap Limited | NA |
| Membership / Chairmanship of Committees of the Company | Nil | Nil | Chairman of - Audit Committee - Nomination and Remuneration Committee - Stakeholders Relationship Committee |
| Membership / Chairmanship of committees of other companies | None | Member of the Audit Committee: Hubtown Limited, Comfort Intech Limited, Dhansafal Finserve Limited, Comfort Commotrade Limited, Comfort Fincap Limited, Comfort Securities Limited, Member of the Stakeholders Relationship Committee: Dhansafal Finserve Limited, Comfort Commotrade Limited, Comfort Fincap Limited. Chairman of the Stakeholders Relationship Committee of Comfort Intech Limited. | Member of the Audit Committee of Relcon Infraprojects Ltd |



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OTHER INSTRUCTIONS

29. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and shall make within two working days from the conclusion of the AGM, and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
30. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.treehouseplaygroup.net and on the website of NSDL at <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, Bombay Stock Exchange Limited and Metropolitan Stock Exchange, where the shares of the Company are listed.

By order of the Board of Directors
For Tree House Education & Accessories Limited
Rajesh Bhatia
Managing Director & CEO
(DIN: 00074393)

Date: July 23, 2025
Place: Mumbai



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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company on the recommendation of Audit Committee, recommended appointment of M/s HRU A& ASSOCIATES, Practicing Company Secretaries (COP No. 20259) Mumbai, as Secretarial Auditors of the Company for the term of 5 (five) consecutive years from 1st April, 2025 to 31st March, 2030, subject to the approval of the members of the Company at this Annual General Meeting.

M/s. HRU & ASSOCIATES Secretarial Auditors have vast expertise in Companies Act matters, Listing Compliances, ROC and Banking matters, etc. Before recommending their appointment, the Audit Committee considered various parameters like capability to serve a diverse and audit, market standing of the firm, clientele served, technical knowledge etc., and found M/s. HRU & ASSOCIATES to be best suited to handle the Secretarial Audit of the Company.

M/s. HRU & ASSOCIATES, Practicing Company Secretaries, being eligible, have indicated their willingness to serve as Secretarial Auditors of the Company for term 5 (five) consecutive years. Their appointment as Secretarial Auditors, if approved, by the members of the Company, will take effect from the 1st April, 2025 to 31st March, 2030. Further, M/s. HRU & ASSOCIATES Practicing Company Secretaries, have confirmed that their appointment, if made at this Annual General Meeting, shall be in accordance with the provisions of the SEBI Listing Regulations, Companies Act and Company Secretaries Act, 1980 and the rules and regulations made there under.

Details as per Regulation 36(5) of the SEBI Listing Regulations are as follows.

| | |
|---|--|
| Proposed fees payable to the Secretarial Auditor along with terms of appointment | The proposed remuneration to be paid is Rs. 80,000 per annum (Rupees Eighty Thousand only). The said remuneration excludes certifications and other professional work, applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board. |
| Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor | Considering their qualifications and extensive experience, the Board of directors on recommendation of the Audit Committee recommends the appointment of M/s. HRU & ASSOCIATES, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of Five (5) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30 |

None of the Promoters /Directors / Key Managerial Personnel of the Company / their respective relatives, are, in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the Notice.

Item No. 4

Mr. Milin Ramani (DIN: 07697636) was appointed as an Independent Director of the Company for a period of five consecutive years from September 01, 2020 to August 31, 2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 16/07/2025., has considered the re-appointment of Mr. Milin Ramani as an Independent Director, for a second term of five consecutive years w.e.f. 01/09/2025, not liable to retire by rotation. In accordance with the provisions of section 149(10) of the Companies Act, 2013 read with Regulation 25 (2A) of the SEBI LODR Regulations an Independent Director shall be eligible for re-appointment by passing a special resolution by the members. Based on the performance evaluation and on recommendation of the Nomination and Remuneration Committee, the Board of directors has considered that the continued association of Mr. Milin Ramani would be beneficial to the Company and he is eligible for re-appointment. Mr. Milin Ramani has sound experience in the field of secretarial and other regulatory compliances. As an Independent Director of the Company, he brings value addition to the Company. He brings independent judgment and oversight, which will enhance the transparency and accountability of Board decisions.

The Company has received all statutory disclosures / declarations, including;

- Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act,
- Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the LODR Regulations, 2015 and,
- Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated 20 June 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018 that he has not been debarred from holding office of a director by virtue of any



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Order passed by the Securities and Exchange Board of India or any other such authority,

- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company, and

The Company has also received a notice in writing by a member proposing his candidature under Section 160(1) of the Act. In the considered opinion of the Board, Mr. Milin Ramani fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company.

Additionally, the Board observed that the distinguished background and expertise of Mr. Milin Ramani are congruent with the roles and competencies identified by the NRC, thereby confirming his eligibility for reappointment as Independent Director for a second term.

Except Mr. Milin Ramani, being an appointee, and his relatives none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the Special Resolution set out at item No. 4 of the Notice for approval by Members.

Item No. 5

Mrs. Nidhi Grover (DIN: 08792362) was appointed as an Independent Director of the Company for a period of five consecutive years from September 01, 2020 to August 31, 2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 16/07/2025., has considered the re-appointment of Mrs. Nidhi Grover as an Independent Director, for a second term of five consecutive years w.e.f. 01/09/2025, not liable to retire by rotation. In accordance with the provisions of section 149(10) of the Companies Act, 2013 read with Regulation 25 (2A) of the SEBI LODR Regulations an Independent Director shall be eligible for re-appointment by passing a special resolution by the members. Based on the performance evaluation and on recommendation of the Nomination and Remuneration Committee, the Board of directors has considered that the continued association of Mrs. Nidhi Grover would be beneficial to the Company and she is eligible for re-appointment. Mrs. Nidhi Grover has experience in the field of secretarial and other legal compliances with various other regulatory bodies. As an Independent Director of the Company, she brings value addition to the Company. She brings independent judgment and oversight, which will enhance the transparency and accountability of Board decisions.

The Company has received all statutory disclosures / declarations, including;

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the LODR Regulations, 2015 and,
- (iv) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated 20 June 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018 that she has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,
- (v) Confirmation 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 duties as an Independent Director of the Company, and

The Company has also received a notice in writing by a member proposing her candidature under Section 160(1) of the Act. In the considered opinion of the Board, Mrs. Nidhi Grover fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for her reappointment as an independent director of the Company and she is independent of the Management of the Company.

Additionally, the Board observed that the distinguished background and expertise of Mrs. Nidhi Grover are congruent with the roles and competencies identified by the NRC, thereby confirming her eligibility for reappointment as Independent Director for a second term.

Except Mrs. Nidhi Grover, being an appointee, and her relatives none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the Special Resolution set out at item No. 5 of the Notice for approval by Members.