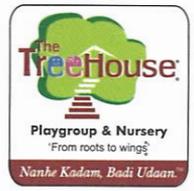


# Tree House Education & Accessories Ltd.

Registered Office: 702, Morya House, 'C' Wing, Off. Link Road, Andheri (W), Mumbai - 400 053.  
Tel.: 022 - 40492222 Fax : 022 - 40492207  
CIN : L80101MH2006PLC163028



October 14, 2016

To,  
**BSE Ltd.**  
Phiroze  
Jeejeebhoy  
Towers,  
Dalal Street,  
Mumbai 400 001

To,  
**National Stock Exchange  
of India Ltd.**  
Exchange Plaza,  
Plot no. C/1,  
G Block, BKC, Bandra (E),  
Mumbai 400 051

To,  
**MCX Stock  
Exchange Ltd.**  
Suren Road,  
Andheri (East),  
Mumbai 400 093

Sub.: Corporate Governance Report as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for quarter ended September 30, 2016.

Scrip Code: 533540 / TREEHOUSE

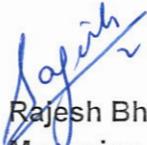
Dear Sir/Madam,

We are pleased to enclose Corporate Governance Report for the quarter ended September 30, 2016.

We request you to kindly take the the same on your record.

Thanking You.

For Tree House Education & Accessories Limited

  
Rajesh Bhatia  
Managing Director



Encl.: As Above

## ANNEXURE I

### Format to be submitted by listed entity on quarterly basis

1. **Name of Listed Entity:** Tree House Education & Accessories Limited (Scrip Code: 533540)

2. **Quarter ending:** Quarter ended September, 2016 - Half year ended Quarter (Q2 – 2016)

3. **Financial Year:** 01.04.2016 to 31.03.2017

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN <sup>s</sup> &DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee including this listed entity  (Refer Regulation 26(1) of Listing Regulations) <sup>s</sup>	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajesh Bhatia	AAHPB9438N 00074393	Executive, Managing Director	Re-appointment: 14-11-2014	--	1	2	0
Ms.	Geeta Bhatia	AAGPB8685G 00074444	Non-Executive, Non- Independent	10-07-2006	--	1	1	0
Mr.	Ram Kumar Gupta	AAIPG0766H 07356532	Chairperson,	29-05-2016	4months	1	2	2



			Non-Executive - Independent Director					
Mr.	Chanakya Dhanda	AOLPD8006N 02709047	Non-Executive - Independent Director	29-05-2016	4months	2	2	0
Mr.	Vishal Shah	AALPS6882P 01153074	Executive	Appointed on 13- 08-2008 and ceased to be director on 28- 07-2016	--	1	1	0
Mr.	Parantap Dave	AABPD3026E 00019472	Independent – Non-Executive	Re-appointment 06-09-2014 and ceased to be director on 28- 07-2016	22mont hs	3	4	1

§ PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)§
1. Audit Committee	Mr. Ram Kumar Gupta Mr. Chanakya Dhanda Mr. Rajesh Bhatia	Chairperson – Independent– Non-Executive Member- Independent– Non-Executive Member- Executive
2. Nomination & Remuneration Committee	Mr. Ram Kumar Gupta Mr. Chanakya Dhanda Mrs. Geeta Bhatia	Chairperson – Independent – Non-Executive Member- Independent– Non-Executive Member –Non-independent - Non-Executive



3. Risk Management Committee(if applicable)	NA	NA	
4. Stakeholders Relationship Committee	Mr. Ram Kumar Gupta Ms. Geeta Bhatia Mr. Chanakya Dhanda Mr. Rajesh Bhatia	Chairperson – Independent – Non-Executive Member– Non-independent - Non-Executive Member- Independent – Non-Executive Member– Non-independent - Executive	
<p>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p>			
<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting(if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
29-05-2016			
02-06-2016		3 days	
	28-07-2016	55 days	
	16-08-2016	18 days	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>			<i>Maximum gap between any two consecutive meetings in number of days*</i>
29-05-2016 (Audit Committee)	Yes	28-07-2016 16-08-2016	59 days 18 days
29-05-2016(Nomination & Remuneration Committee))	Yes	28-07-2016	59 days
29-05-2016(Stakeholders Relationship Committee)	Yes	28-07-2016	59 days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transaction</b>			
<b>Subject</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>		
Whether prior approval of audit committee obtained	NA		
Whether shareholder approval obtained for material RPT	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA		



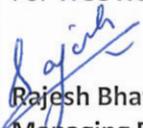
**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non - compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. -Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 --Yes
  - a. Audit Committee-Yes
  - b. Nomination & remuneration committee -Yes
  - c. Stakeholders relationship committee -Yes
  - d. Risk management committee (applicable to the top 100 listed entities)-NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. -Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. -Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. -Yes  
Any comments/observations/advice of Board of Directors may be mentioned here:NA

For Tree House Education & Accessories Limited

  
Rajesh Bhatia  
Managing Director

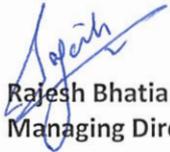


Annexure III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations				
Sr. No	Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

For Tree House Education & Accessories Limited

  
Rajesh Bhatia  
Managing Director



Place Mumbai  
Date 11-10-2016