

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



April 10, 2019

To BSE Ltd. PhirozeJeejeebhoy Towers, Dalal Street, Mumbai 400 001.	To National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1 G Block, BKC, Bandra (E), Mumbai 400 051.	To Metropolitan Stock Exchange Of India Ltd. Suren Road, Andheri (East), Mumbai 400 093.
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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 March 31, 2019.

Scrip Code: 533540 / TREEHOUSE

Dear Sir/Madam,

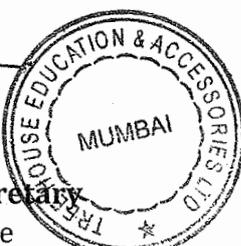
We are pleased to enclose Corporate Governance Report for the quarter ended March 31, 2019.

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

Thanking You.

For Tree House Education & Accessories Limited

Guddi
Guddi Bajpai
Company Secretary
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

2. **Quarter ending:** Fourth Quarter (Q4)

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN ^s &DIN	Category (Chairperson/Exec utive/ Non-Executive/ Independent/ Nominee) ^{&}	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) ⁵	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	Chairperson Executive Managing Director	Re- appointment: 14-11-2014 Cessation: 21- 01-2019	---	1	2	0
Mrs.	Geeta Bhatia	AAGPB8685G 00074444	Non-Executive- Non- Independent	10-07-2006 Cessation: 21- 01-2019	---	1	1	0
Mr.	Suraj Manghnani	BXVPM9430M 06625583	Non-Executive- Independent	30-12-2016	27 months	1	2	0



Mr.	Deepak Valecha	AGWPV4712A 07736480	Non-Executive- Independent	13-02-2017	25 months	1	2	2
Mr.	Jugal Shah	BOJPS9408A 08334114	Executive Director	21-01-2019	---	1	2	0
Mrs.	Amita Karia	ARYPG5283E 07068393	Non-Executive- Independent	12-02-2019	2 months	2	4	0

[§] 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. Deepak Valecha Mr. Suraj Manghani #Mr. Rajesh Bhatia #Mr. Jugal Shah	Chairperson – Non-Executive– Independent Non-Executive– Independent Executive Executive
2. Nomination & Remuneration Committee	Mr. Deepak Valecha Mr. Suraj Manghani #Mrs. Geeta Bhatia #Mrs. Amita Karia	Chairperson – Non-Executive– Independent Non-Executive– Independent Non-Executive – Non – Independent Non-Executive – Independent
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee	Mr. Deepak Valecha Mr. Suraj Manghani #Mr. Rajesh Bhatia #Mrs. Geeta Bhatia #Mr. Jugal Shah #Mrs. Amita Karia	Chairperson – Non-Executive– Independent Non-Executive– Independent Executive Non-Executive – Non – Independent Executive Non-Executive – Independent

Mr. Rajesh Bhatia resigned from directorship of the Company from 21.01.2019

Mr. Jugal Shah appointed as director of the Company and member of the committee(s) from 21.01.2019

Mrs. Geeta Bhatia resigned from directorship of the Company from 21.01.2019

Mrs. Amita Karia appointed as director of the Company and member of the committee(s) from 12.02.2019



&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

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
12.11.2018	21.01.2019	69 days
	12.02.2019	21 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting Of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
21.01.2019 (Audit Committee)	Yes	12.11.2018	69 days
12.02.2019 (Audit Committee)	Yes		21 days
21.01.2019 (Nomination & Remuneration Committee)	Yes	-	-
12.02.2019 (Stakeholders Relationship Committee)	Yes	12.11.2018	91 days

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transaction

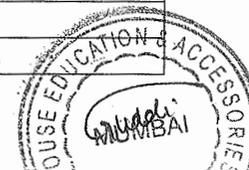
Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note

- 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.
- If status is "No" details of non - compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes

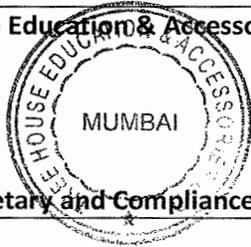


2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
 - a. Audit Committee - Yes
 - b. Nomination & remuneration committee - Yes
 - c. Stakeholders relationship committee - Yes
 - d. Risk management committee (applicable 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:

For Tree House Education & Accessories Limited

Guddi

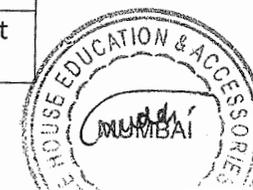
Guddi Bajpai
Company Secretary and Compliance Officer



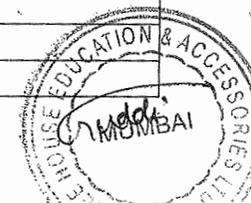
ANEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note below}	Web address
Details of business	Yes	http://www.nseprimeir.com/z_TreeHouse/comprofile.aspx?value=zD8loHOugfjM600MSHCcMw==
Terms and conditions of appointment of independent directors	Yes	http://www.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_Terms_ConditionsofID_300914.pdf
Composition of various committees of board of directors	Yes	http://www.nseprimeir.com/Pages/companyboardofdir.aspx?value=zD8loHOugfjM600MSHCcMw==
Code of conduct of board of directors and senior management personnel	Yes	http://www.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_CodeofConduct_011014.pdf
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://www.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_WhistleBlowerPolicy_Revised_14022016.pdf
Criteria of making payments to non-executive directors	Yes	http://www.nseprimeir.com/z_TreeHouse/pdf-files/Nomination_and_Remuneration_Policy.pdf
Policy on dealing with related party transactions	Yes	http://www.nseprimeir.com/z_TreeHouse/pdf-files/Nomination_and_Remuneration_Policy.pdf
Policy for determining 'material' subsidiaries	Yes	http://www.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_RelatedPartyTrasactionPolicy_300914.pdf
Details of familiarization programmes imparted to independent directors	Yes	http://www.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_Familiarization_of_Independent_Directors_Programs.pdf
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.nseprimeir.com/Pages/companycontactdetails.aspx?value=zD8loHOugfjM600MSHCcMw==
email address for grievance redressal and other relevant details	Yes	http://www.nseprimeir.com/Pages/companycontactdetails.aspx?value=zD8loHOugfjM600MSHCcMw==



Financial results	Yes	http://www.nseprimeir.com/Pages/FResults.aspx?value=zD8loHOugfjM600MSHCcMw==
Shareholding pattern	Yes	http://www.nseprimeir.com/Pages/SHP_QuarterShareholding.aspx?value=zD8loHOugfjM600MSHCcMw==
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration Committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes



<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	NA
<i>Policy with respect to Obligations of directors and senior management</i>	26(2)&26(5)	Yes

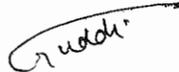
Note

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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - NA

For Tree House Education & Accessories Limited


Guddi Bajpai

Company Secretary and Compliance Officer

