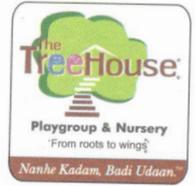


Tree House Education & Accessories Ltd.

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



October 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 September 30, 2019.

Scrip Code: 533540 / TREEHOUSE

Dear Sir/Madam,

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



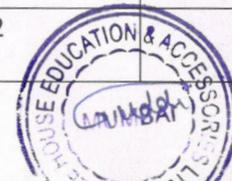
ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Tree House Education & Accessories Limited

2. Quarter ending: Second Quarter (Q2)

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) ^s	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.	Jugal Shah	BOJPS9408A 08334114	Executive Director	21.01.2019 Re- appointment: 12.09.2019	---	1	2	0
Mrs.	Amita Karia	ARYPG5283E 07068393	Non-Executive- Independent	12.02.2019 Re- appointment: 12.09.2019	8 months	2	4	0
Mr.	Suraj Manghnani	BXVPM9430M 06625583	Non-Executive- Independent	30-12-2016	33 months	1	1	0
Mr.	Deepak Valecha	AGWPV4712A 07736480	Non-Executive- Independent	13-02-2017	31months	1	2	2



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

[&] 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)
30.05.2019	10.08.2019	71 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	Maximum gap between any two consecutive meetings in number of days*



		<i>the previous quarter</i>	
10-08-2019 (Audit Committee)	Yes	30.05.2019	71 days
10-08-2019 (Stakeholders Relationship Committee)	Yes	30.05.2019	71 days
10-08-2019 (Nomination & Remuneration Committee)	Yes	30.05.2019	71 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
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
 - Audit Committee - Yes
 - Nomination & remuneration committee - Yes
 - Stakeholders relationship committee - Yes
 - Risk management committee (applicable to the top 100 listed entities) - NA
- 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
- 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
- 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 Bajpai

Company Secretary & Compliance Officer



ANNEXURE III

Format 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		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Tree House Education & Accessories Limited</p> <p><i>Guddi</i></p> <p>Guddi Bajpai</p> <p>Company Secretary & Compliance Officer</p> 