

# Kaushal Doshi & Associates

**Practicing Company Secretary**

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## Annual Secretarial Compliance Report of Tree House education & Accessories Limited For the year ended March 31, 2021

To,  
The Board of Directors,  
Tree House education & Accessories Limited  
CIN: L80101MH2006PLC163028  
BSE Scrip Code: 533540 / ISIN: INE040M01013

We, M/s. Kaushal Doshi & Associates have examined:

- all the documents and records made available to us and explanation provided by Tree House education & Accessories Limited ("the listed entity");
- the filings / submissions made by the listed entity to the stock exchanges;
- website of the listed entity;
- any other document/ filing, as may be relevant, which has been relied upon to make this certification;

For the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - (*Not Applicable during the period under review*);



- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **(Not Applicable during the period under review)**;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not Applicable during the period under review)**;
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not Applicable during the period under review)**;
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **(Not Applicable during the period under review)**;
- j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **(Not Applicable during the period under review)**;
- k) Other Rules and Regulations and the circulars/ guidelines issued thereunder;

- SEBI (Depositories and Participants) Regulations, 2018;

Based on the above examination, we hereby report that, during the Review Period:

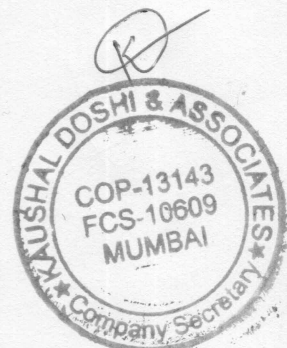
- i. The listed entity has complied with all the provisions of the above Regulations and circulars/guidelines issued thereunder *except following*;

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks
1.	Regulation 17(1), 17(1A), 17(2), 18(1), 19(1), 19(2), 20(2), 21(2), 27(2) of SEBI (LODR) Regulations, 2015	Non-compliance with provisions of Regulation 17(1), 17(1A), 17(2), 18(1), 19(1), 19(2), 20(2), 21(2), 27(2) of SEBI (LODR) Regulations, 2015	<p>The listed entity has received notices from Metropolitan Stock Exchange of India Limited (MSE) and National Stock Exchange (NSE) for Non-compliance with provisions of Regulation Regulations 17(1), 17(1A), 17(2), 18(1), 19(1), 19(2), 20(2), 21(2), 27(2) of SEBI (LODR) Regulations, 2015.</p> <p>Further, Metropolitan Stock Exchange (MSE) vide its letters MSE/LIST/2020/781 and MSE/LIST/2020/1204 dated August 17, 2020 and November 17, 2020</p>

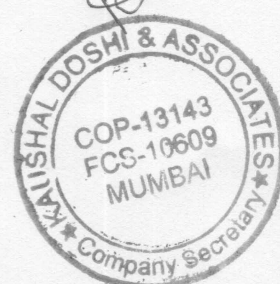


			<p>respectively has levied penalty of Rs. 5,36,900 and Rs. 3,65,800 Respectively for non-compliance of Regulation 17(1), for having less than six numbers of Directors on board for the quarter ended June 30, 2020 and September 2020 respectively.</p> <p>Also the National Stock Exchange of India Limited (NSE Ltd) vide its letters NSE/LIST-SOP/CG/FINES/101661 and NSE/LIST-SOP/COMB/FINES/0810 dated August 20, 2020 and November 17, 2020 respectively has levied penalty of Rs. 5,36,900 and Rs. 3,65,800 respectively for non-compliance of Regulation 17(1), for having less than six number of Directors on board for the quarter ended June 30, 2020 and September 2020 respectively.</p> <p>As informed to us, the listed entity has duly filed suitable replies to both the stock exchanges with all the supporting documents / information and requisite clarifications. The MSE has waived the penalties for both the quarters and listed entity is yet to receive response from the NSE Ltd for the same.</p>
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- ii. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- iii. No actions taken against the listed entity / *except its promoters* / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars/ guidelines issued thereunder;



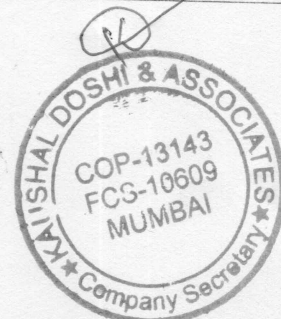
Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks
1.	Show Cause notice received by promoters of the listed entity under Section 11(1), 11(4), 11B(1), 11B(2) and 11(4A) of the Securities and Exchange Board of India Act, 1992 r/w SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995	In the matter of Insider trading activities of certain entities in the scrip of the listed entity.	As informed to us, Mr. Bhatia attended the meeting on the schedule date and time and no further intimation is received till date in the matter. Further post financial year, the SEBI vide its order dated May 21, 2021 restrained Mr. Rajesh Bhatia and Mrs. Geeta Bhatia from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly in any manner whatsoever for a period of one year from the date of order issue and has levied penalty on them.
2.	Regulation 17(1), 17(1A), 17(2), 18(1), 19(1), 19(2), 20(2), 21(2), 27(2) of SEBI (LODR) Regulations, 2015	Non-compliance with provisions of Regulation 17(1), 17(1A), 17(2), 18(1), 19(1), 19(2), 20(2), 21(2), 27(2) of SEBI (LODR) Regulations, 2015	<p>The listed entity has received notices from Metropolitan Stock Exchange of India Limited (MSE) and National Stock Exchange (NSE) for Non-compliance with provisions of Regulation Regulations 17(1), 17(1A), 17(2), 18(1), 19(1), 19(2), 20(2), 21(2), 27(2) of SEBI (LODR) Regulations, 2015.</p> <p>Further, Metropolitan Stock Exchange (MSE) vide its letters MSE/LIST/2020/781 and MSE/LIST/2020/1204 dated August 17, 2020 and November 17, 2020 respectively has levied penalty of Rs. 5,36,900 and Rs. 3,65,800 respectively for non-compliance of Regulation 17(1), for having less than six number of Directors on board for the quarter ended June 30, 2020 and September 2020 respectively.</p>



			<p>Also the National Stock Exchange of India Limited (NSE Ltd) vide its letters NSE/LIST-</p> <p>SOP/CG/FINES/101661 and NSE/LIST-SOP/COMB/FINES/0810 dated August 20, 2020 and November 17, 2020 respectively has levied penalty of Rs. 5,36,900 and Rs. 3,65,800 respectively for non-compliance of Regulation 17(1), for having less than six number of Directors on board for the quarter ended June 30, 2020 and September 2020 respectively.</p> <p>As informed to us, the listed entity has duly filed suitable replies to both the stock exchanges with all the supporting documents / information and requisite clarifications. The MSE has waived the penalties for both the quarters and listed entity is yet to receive response from the NSE Ltd for the same.</p>
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iv. The listed entity has taken the following actions to comply with observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2019-20	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	A preliminary and Internal examination of misconduct in the affairs of the listed entity under SEBI (Prohibition of Fraudulent And Unfair - Trade Practice)		An ad-Interim Ex-Parte Order dated March 7, 2018 was passed by SEBI restraining the listed entity, Rajesh Bhatia, Geeta Bhatia, Giridharilal S. Bhatia, Vishal Shah and Hiten	As informed to us, the matter was partly allowed and restriction from accessing the securities market was quashed. However, the order



	Regulations, 2003.		<p>Trivedi from accessing the securities market and directing NSE to conduct detailed forensic audit of the books of accounts of listed entity.</p> <p>The order was challenged by the Company before the Hon'ble Securities Appellate Tribunal. SAT passed favorable order dated November 7, 2019 which set aside and quashed the Impugned orders (both confirmatory order dated November 16, 2018 and ad interim ex- parte order dated March 7, 2018) as far as the Directions restraining the promoters from dealing in the Securities Market.</p>	<p>relating to conduct of forensic audit was upheld. The listed entity shall extend full cooperation to enable the forensic Auditor to carry out and complete the forensic audit at the earliest. Further, the forensic audit is still going on and the listed entity is providing full assistance to complete the forensic audit.</p>
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We further Report that, Due to COVID 19 and subsequent lockdown situation, we are unable to visit the Corporate Office for audit purpose but during the audit period the Company has co-operated with us and provided all data virtually created virtual data room and provided us all the required forms, information, clarifications, returns and other documents in soft copies as required for the purpose of our Audit.

Date: 18<sup>th</sup> June, 2021  
Place: Mumbai



For Kaushal Doshi & Associates  
Practicing Company Secretary

*(Signature)*  
Kaushal Doshi  
(Proprietor)

COP No: 13143/ FCS No: 10609  
UDIN: F010609C000485512