



**Annual Secretarial Compliance Report of Tree House Education & Accessories Limited
for the year ended March 31, 2025**

To,

The Board of Directors,

Tree House Education & Accessories Limited

CIN: L80101MH2006PLC163028

Shop No.4 Aasha Co-operative Housing Society Ltd,

17th Road Khar (west), Mumbai - 400052,

Maharashtra, India.

BSE Scrip Code: 533540 / NSE Symbol: TREEHOUSE / ISIN: INE040M01013

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Tree House Education & Accessories Limited** (hereinafter referred as ‘the listed entity’), having its Registered Office situated at Shop No. 4 Aasha Co-operative Housing Society Ltd, 17th Road Khar (west), Mumbai – 400 052, Maharashtra, India Secretarial Review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and providing our observations thereon.

Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2025** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, have examined:

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

for the year ended March 31, 2025 (“**Review Period**”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued thereunder; and
- b) 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:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *Not applicable during the period under review*);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(Not applicable during the period under review)*;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;*(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 regarding the Companies Act and dealing with client;
- h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(Not applicable during the period under review)*;
- i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not Applicable to the listed entity during the period under review) and*
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

I.

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below;

Sr. No	Compliance Requirement (Regulations / Circulars / guidelines / including specific clause)	Regulations / Circular No	Deviations	Action taken by	Type of action	Details of Violation	Fine Amount	Observations / remarks of the Practicing Company Secretary	Management Response	Remarks
1.	-	-	-	-	-	-	-	-	-	-

- b) The listed entity has taken the following actions to comply with observations made in previous reports:

Sr. No	Observations / Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations / circulars /	Details of violation / deviations and actions taken / penalty imposed, if	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
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			guidelines including specific clause)	any, on the listed entity		
1.	-	-	-	-	-	-

c) we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes / No / NA)	Observations / remarks by the Practicing Company Secretary
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	NONE
2.	<u>Adoption and timely updating of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities; • All the policies are in conformity with SEBI Regulations and has been reviewed & updated as per the regulations / circulars / guidelines issued by SEBI. 	YES	NONE
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website; • Timely dissemination of the documents / information under a separate section on the website; • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website. 	YES	NONE
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	NONE
5.	<u>details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none"> (a) Identification of material subsidiary companies; (b) Disclosure requirement of material as well as other subsidiaries. 	YES	NONE

6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	NONE
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	YES	NONE
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	YES	NONE
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	NONE
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NONE
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder.</p>	NO	<p>The Company has received summons on 22nd March 2024 and on 30th March 2024 from Court in Vadodara, Gujarat for Physical appearance on the Land grabbing case filed by Zebar Realty LLP, for forceful occupation of the property by 'Mira Education Trust', who runs 'Tree House High School' on Zebr's property which was sold to 'Zebar Realty LLP'</p>

			<p>by 'Tree House Education and Accessories Limited' in the financial year 2022-23.</p> <p>An FIR was filed on 26.02.2025 against company, its Managing Director, Directors and KMPs. by Vadodara Detection of Crime Branch on the orders of the Land Grabbing Committee, Vadodara, relating to a dispute of a property sold by the company in Vadodara. Further on 02.03.2025 2 Independent Directors were arrested by Vadodara Crime branch from Mumbai. On 03.03.2025 Special Criminal Application (SCRA) No 3449 of 2025 was filed before Gujarat High Court by the company and its directors/KMPS. On 10.03.2025 regular bail was granted by Special Court, Vadodara City to both the arrested directors and said directors were released. On 10.03.2025 Anticipatory Bail was granted by Special Court, Vadodara to Independent Directors. On 20.03.2025 Anticipatory Bail was granted by Special Court, Vadodara to Executive directors and the company secretary.</p> <p>Further Hon. High Court of Gujarat by its order dated 20.03.2025 (received by Company on 21.03.2025) in SCRA No 3449 of 2025 has granted interim relief to the company and its officers restraining the police authorities from taking coercive action and not to file any chargesheet without the prior permission of the</p>
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			Gujarat High Court and thus admitted the Company's petition for final hearing.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) have / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such event occurred during the reporting period. Hence, the same is not applicable
13.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	YES	NONE

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Kaushal Doshi & Associates
Practicing Company Secretary

Kaushal Doshi
Proprietor
COP: 13143/ FCS: 10609
PR Number: 802/2020
UDIN: F010609G000476791

Date: 28th May, 2025
Place: Mumbai