REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2023.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices, which ensure that a Company meets its obligations with the objective to optimize stakeholder value and fulfill its responsibilities to the community, customers, employees, government and other societal segments.

At Tree House Education & Accessories Limited("THEAL"), Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partner in our success and we remain committed to maximizing stakeholders' value.

Your Company believes that Corporate Governance is a set of guidelines which enhances to fulfill its responsibilities towards all stakeholders. It is a reflection of the Company's culture, policies, relationship with stakeholders, commitment to values and ethical business conduct. The Company believes that a sound governance discipline also enables the Board to direct and control the affairs of the Company in an effective manner and maximize stakeholder value, including the society at large. This is an ongoing process and we continuously endeavour to improve upon our practices in line with the changing demands of business. THEAL adopts innovative approaches for leveraging all its resources and encourages a spirit of conversion of opportunities into achievements. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons.

The Company's governance structure and systems are the foundation which provides and nurtures ramping up of healthy and sustainable growth of human resources, through empowerment and motivation. In this, your Company is guided by its Code on Corporate Governance. Keeping in view the Company's size, reach, complexity of business and corporate tradition, the Corporate Governance framework is based on the following main principles:

- Strategic supervision by the Board of Directors which is made up of appropriate size, bouquet of experience and commitment to discharge their responsibilities;
- Timely and adequate flow of information to the Board and its Committees for meaningful and focussed discussion at the meetings to enable them to discharge their fiduciary duties;
- Independent verification of Company's financial reporting from time to time and on quarterly basis;
- A sound system of internal controls within the risk management framework to mitigate perceived risk factors;
- Timely and balanced disclosure of all material information; and disclosure of all deviations, if any, to all stakeholders;
- Compliance with applicable laws, rules, regulations and guidelines; and
- Transparency and defined accountability.

The Board of Directors play an active role in fulfilling its fiduciary obligation to Members by efficiently overseeing management functions to ensure their effectiveness in delivering Member value. The governance framework is made effective through an efficient system of timely disclosures and transparent business practices.

II. BOARD OF DIRECTORS:

Composition & Category of Directors:

The Company has a broad-based Board of Directors, constituted in compliance with the Companies Act, 2013, ("the Act") SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") and is in accordance with the best practices in Corporate Governance.

As on 31st March, 2023, the Board comprised of 6 Directors viz One Managing Director, One Executive Director, Three Non – Executive Independent Directors and one Non-Executive Non – Independent Director. The Chairman of the Company / Board is an Executive Director. The Non-executive Directors are eminent professionals with vast experience of industry, finance and law. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring best interest of stakeholders and the Company.

Except the Managing Director, Executive Director and Independent Directors, all Directors are liable to retire by rotation.

The details of composition of Board of Directors, categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2023 are given herein below.

Name of Director	Category	No of shares held	Particulars of Attendance		**No. of Directorships in all other Companies		Number of Committee positions held in other Public Companies (including the Company)		Directorship in other listed entity (Category of Directorship)
			Last AGM	Board Meeting	Chairman	Member	Chairman	Member	
Mr. Jugal Shah	Executive	0	Yes	5	0	0	0	0	Nil
*Mr. Rajesh Bhatia	Executive	5077169	Yes	0	0	0	0	0	Nil
#Mr. Deepak Valecha	Independent	0	Yes	5	0	0	0	0	Nil
# Ms. Babita Bhatia	Non – Executive, Non-Independent Women	0	Yes	5	0	0	0	0	Nil
Ms. Nidhi Busa	Independent Women	0	Yes	5	0	1	3	2	Nil
Mr. Milin Ramani	Independent	9	Yes	5	0	8	1	9	Independent Director in Following Companies: • COMFORT COMMOTRADE LIMITED • LUHARUKA MEDIA & INFRA LIMITED • COMFORT FINCAP LIMITED • COMFORT INTECH LIMITED • COMFORT SECURITIES LIMITED • HUBTOWN LIMITED
Mr. Dipen Shah	Non-Executive, Non-Independent	0	Yes	5	0	0	0	0	Nil
*Ms. Divya Padhiyar	Independent Women	0	NA	0	0	1	2	5	Nil

Due to personal reasons and commitments, Mr. Deepak Valecha an independent Director and Ms. Babita Bhatia Non – Executive, Non-Independent Women Director have resigned during the Financial Year 2022-23 w.e.f. 09.02.2023. Further, the Board has confirmed that there are no other material reasons other than those provided in the resignation letter.

*Mr. Rajesh Bhatia and Ms. Divya Padhiyar have been appointed as Managing Director and Independent Non – Executive Director respectively w.e.f. 09.02.2023 during the financial year 2022-23.

** Excludes private, foreign and section 8 companies.

For the purpose of determination of limit of the Board Committees, chairperson ship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 (the SEBI Listing Regulations).

None of the Directors have pecuniary or Business relationship with the Company except as mentioned elsewhere in the Annual Report. All the Directors have informed the Company periodically about their Directorship and Membership in the Board/Committees of the Board of other companies. As per disclosure received, none of the Directors is a director in more than ten (10) Public Limited Companies. Further, none of the Director acts as a member of more than ten (10) committees or acts as a chairman of more than five (5) committees across all Public Limited Companies in which they are Director. Further, none of the Directors acts as Independent Director in more than 7 Listed Companies. Further, there is no Inter-se relation between the Directors.

The Board Members are from diversified areas having the required knowledge, Competency, skills, and experience to effectively discharge their responsibilities. The range of experience of the Board Members includes in the areas of Marketing, Education, Corporate Law and Legal.

Particulars of Directors retiring by rotation and seeking appointment have been given in the Notice convening the Annual General Meeting.

Matrix /Table containing skills, Expertise and Competencies of the board of directors.

The Board Members are from diversified areas having the required knowledge. Competency, skills, and experience to effectively discharge their responsibilities. The range of experience of the Board Members includes in the areas of Marketing, Education, Corporate Law and Legal.

The board has identified skills/expertise/competence required in the context of its business (es) and sector(s) for it to function effectively and are detailed as below

Particulars	**Detailed List of Core Skills, Expertise and Competencies**
Core Skills	**Strategic policy formulation and advising, Regulatory framework knowledge, financial performance, advising on Risk mitigation and Compliance requirements.**
Expertise	**Knowledge in Marketing, Education, Corporate Law and legal matters.**
Competencies	**Strategic Leadership, execution of policies framed by the Board, identifying the growth areas for expanding the business and advising on Business Risks & environment.**

While all the Board members possess the skills identified, their area of core expertise is given below:

Sr. No.	Name of the Director	Area of Skills / Expertise / Competence
1#	Deepak Valecha, (Independent Director)	Strategic policy formulation and advising, Regulatory framework knowledge, financial performance, advising on Risk mitigation and Compliance requirements, Education, Corporate Law and legal matters, Strategic Leadership, execution of policies framed by the Board, identifying the growth areas for expanding the business and advising on Business Risks & environment.
2	Jugal Shah, (Executive Director)	Strategic policy formulation and advising, Regulatory framework knowledge, advising on Risk mitigation and Compliance requirements, Personnel Management, Knowledge in Marketing, Education, execution of policies framed by the Board identifying the growth areas for expanding the business and advising on Business Risks & environment.
3#	Babita Bhatia (Non-Executive, Non- Independent Woman Director)	Strategic policy formulation and advising, Regulatory framework knowledge, financial performance, Education, Strategic Leadership, execution of policies framed by the Board.
4	Nidhi Busa (Independent Woman Director)	Regulatory framework knowledge, financial performance, advising on Risk mitigation and Compliance requirements, Education, Corporate Law and legal matters, execution of policies framed by the Board.

Sr. No.	Name of the Director	Area of Skills / Expertise / Competence
5	Milin Ramani (Independent Director)	Strategic policy formulation and advising, Regulatory framework knowledge, financial performance, advising on Risk mitigation and Compliance requirements, Education, Corporate Law, Corporate Governance, execution of policies framed by the Board, identifying the growth areas for expanding the business
6	Dipen Shah (Non- Executive, Non- Independent Director)	Regulatory framework knowledge, advising on Risk mitigation and Compliance requirements, Corporate Law, Corporate Governance, execution of policies framed by the Board.
7*	Rajesh Bhatia (Managing Director)	Strategic policy formulation and advising, Regulatory framework knowledge, financial performance, advising on Risk mitigation and Compliance requirements, Education, Corporate Law and legal matters, Strategic Leadership, execution of policies framed by the Board, identifying the growth areas for expanding the business and advising on Business Risks & environment.
8*	Divya Padhiyar (Independent Woman Director)	Regulatory framework knowledge, financial performance, advising on Risk mitigation and Compliance requirements, Education, Corporate Law and legal matters, execution of policies framed by the Board.

 # Mr. Deepak Valecha an independent Director and Ms. Babita Bhatia Non – Executive, Non-Independent Women Director have resigned during the Financial Year 2022-23 w.e.f. 09.02.2023.

** Mr. Rajesh Bhatia and Ms. Divya Padhiyar have been appointed as Managing Director and Independent Non – Executive Director respectively w.e.f. 09.02.2023 during the financial year 2022-23.*

a. Number of Board Meetings:

The Board meets at least once in every quarter, inter alia, to review the quarterly results and other items on the agenda and minimum 4 (four) pre-scheduled Board meetings are held every year. During the financial year ended March 31, 2023, five (5) meetings of the Board of Directors were held on May 25, 2022, August 12, 2022, August 29, 2022, November 10, 2022 and February 09, 2023. The meetings were held as per the requirements of business and at intervals within the legally permitted limits. The necessary quorum was present in all the Board meetings. Leave of Absence was granted to the concerned Directors who could not attend the respective Board meeting.

b. Familiarisation Programme:

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programmes at the time of their appointment as Directors and through presentations on economy & industry overview, key regulatory developments, strategy and performance which are made to the Directors from time to time. The details of the familiarization programme have been hosted on the website of the Company and can be assessed on the link: *https://primeinfobase.in/z_TreeHouse/pdf-files/TREEHOUSE_Policy_FAMILIARIZATION_PROGRAMME_ID.pdf*

c. Code of Conduct:

The Board of Directors has laid down a Code of Conduct for the Board of Directors and Senior Management (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things like Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Code of Conduct is hosted on the website of the Company *https://primeinfobase.in/z_TreeHouse/pdf-files/Treehouse_CodeofConduct_011014.pdf* . All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the Managing Director is attached as **Annexure – E** and forms part of the Annual Report of the Company.

The Company has also adopted a Code of Conduct for Prevention of Insider Trading and Code for Fair Disclosure with a view to regulate trading in securities by the Directors and designated employees person of the Company in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The code is available on website of the Company at web link *https://primeinfobase.in/z_TreeHouse/pdf-files/CODE_OF_CONDUCT_INSIDER_TRADING.pdf*

d. CONFIRMATION OF BOARD REGARDING INDEPENDENT DIRECTORS:

Our definition of 'Independence' of Directors is derived from Regulation 16(b) of the Listing Regulations, 2015 and Section 149(6) of the Companies Act, 2013 (the Act). Due to promulgation of Section 149 of the Act and Regulation 25 of the Listing Regulations, 2015, Independent Directors can be appointed for 2 fixed terms of maximum five consecutive years each and they shall not be liable to retire by rotation. Therefore, the Company has appointed / re-appointed all the existing Independent Directors for a term of five consecutive years in compliance with the aforesaid provisions.

Board of Directors confirms that the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and are Independent of the Management. It is hereby confirmed that in the opinion of the Board, the independent directors fulfill the conditions specified in the Companies Act, 2013 read with Schedule IV of the Act and the SEBI Listing Regulations and are independent of the management. As required under the Act, the Independent Directors held a separate meeting to assess the functioning of the Board and its Committees and to evaluate the performance of the Directors, Chairman and Executive Director. The maximum tenure of the Independent Directors is in compliance with the provisions of the Listing Regulations, 2015 and the Act.

e. Meeting of Independent Director:

Pursuant to Section 149(8) read with Schedule IV of the Act and Regulation 25(3)of the Listing Regulations, a meeting of Independent Directors was held on February 09, 2023, without the attendance of Non-Independent Directors and members of the management. The said meeting was attended by all the Independent Directors.

Attendance of Independent Directors in Independent Directors Meeting:

Directors	Meetings held during Year	Meetings Attended
Deepak Valecha	1	1
Nidhi Busa	1	1
Milin Ramani	1	1

III. BOARD COMMITTEES:

With a view to have a more focused attention on business and for better governance with accountability, the Board has constituted various committees of directors. Some of the Committees of the Board were reconstituted, renamed and terms of reference were revised to align with the provisions of Companies Act, 2013 and Listing Regulations, 2015. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. The minutes of Committee meetings are tabled at the Board meetings and the Chairman of each Committee briefs the members of the Board on the important deliberations and decisions of the respective Committees.

i. Audit Committee :

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee comprises of three Directors out of which 2/3rd are Independent Directors and Chairperson of the committee is an Independent Director. All members are financially literate and bring in expertise in the fields of finance, accounting, development, strategy and management.

The Audit Committee met five times during the financial year ended March 31, 2023 on 25.05.2022, 12.08.2022, 29.08.2022, 10.11.2022 and 09.02.2023. The necessary quorum was present for all the meetings.

a. The composition of the Committee during financial year ended March 31, 2023 and the details of meetings attended by the members are as under:

Name	Category	Position	Number of meetings held during the year ended March 31, 2023	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	5	5
Mr. jugal shah	Executive	Member	5	5
Ms. Nidhi Busa	Independent, Non-Executive	Member	5	5

Due to resignation of Mr. Deepak Valecha and Mr. jugal shah on 09.02.2023 the Committee was reconstituted as below: .

Name	Category	Position	Number of meetings held during the year ended March 31, 2023	
			Held	Attended
Ms. Nidhi Busa	Independent, Non-Executive	Chairman	5	5
Mr. Rajesh Bhatia	Executive	Member	5	NA
Ms. Divya Padhiyar	Independent, Non-Executive	Member	5	NA

b. Terms of Reference:

The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

ii. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee comprises of three directors out of which 2/3rd are independent directors and Chairperson of the committee is an independent director.

a. The Nomination and Remuneration Committee met four times in the financial year ended March 31, 2023 on 25.05.2022, 12.08.2022, 29.08.2022 and 09.02.2023.

b. The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of meetings attended by the members of the Committee during the financial year ended March 31, 2023 are as under:

Name	Category	Position	Number of meetings held during the year ended March 31, 2023	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	4	4
Ms. Babita Bhatia	Non -Independent, Non-Executive	Member	4	4
Ms. Nidhi Busa	Independent, Non-Executive	Member	4	4

Due to resignation of Mr. Deepak Valecha and Ms. Babita Bhatia on 09.02.2023 the committee was reconstituted as below:

Name	Category	Position	Number of meetings held during the year ended March 31, 2023	
			Held	Attended
Ms. Nidhi Busa	Independent, Non-Executive	Chairman	4	4
Mr. Dipen Shah	Non -Independent, Non-Executive	Member	4	NA
Ms. Divya Padhiyar	Independent, Non-Executive	Member	4	NA

c. Terms of Reference

The terms of reference of the Nomination and Remuneration Committee are as contained under Regulation 19 read with Part D of Schedule II of the SEBI LODR Regulations and Section 178 of the Companies Act, 2013.

d. Performance Evaluation Criteria

Pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. Further, the performance evaluation of the Independent Directors was carried out by the entire Board. Independent Directors are evaluated based on parameters such as qualification, experience, knowledge and competency, initiative, commitment, independence, independent views and judgement, attendance and participation in the discussion at the Meetings, adherence to the Code for Independent Directors of the Company, understanding the environment in which the Company operates and contribution to strategic decision and raising valid concerns at the Board, interpersonal relations with other directors and management, objective evaluation of Board's performance, safeguarding of confidential information and maintaining integrity. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Shareholders/Investors Relations and Grievance Committee. The Directors expressed their satisfaction with the evaluation process.

e. Remuneration Policy

The Company's remuneration policy for Directors, Key Managerial Personnel and other employees is available on the website of the Company. The remuneration policy is in consonance with existing industry practice.

The policy is been hosted on the website of the Company and can be assessed on the link: *https://primeinfobase.in/z_TreeHouse/pdf-files/Nomination_and_Remuneration_Policy.pdf*

iii. Stakeholders Relationship Committee:

The composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a. The Committee inter alia oversees the redressal of investor complaints / requests for transmission of shares, sub-division and consolidation of share certificates, issue of duplicate share certificates, requests for dematerialization and rematerialization of shares, non-receipt of declared dividend and non-receipt of Annual Report. It also recommends measures for improvement in investor services. The Committee also reviews various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the Members of the Company. The Committee meets as often as is necessary for resolution of important matters within its mandate. The Committee met Four times in the financial year ended March 31, 2023 on 25.05.2022,12.08.2022, 10.11.2022 and 09.02.2023. The necessary quorum was present for all the meetings.

b. The composition of the Stakeholders Relationship Committee during financial year ended March 31, 2023 and the details of meetings attended by the members are as under:

Name	Category	Position	Number of meetings held during the year ended March 31, 2023	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	4	4
Mr. Jugal Shah	Executive	Member	4	4
Ms. Babita Bhatia	Non -Independent, Non-Executive	Member	4	4
Ms. Nidhi Busa	Independent, Non-Executive	Member	4	4

Due to resignation of Mr. Deepak Valecha, Ms. Babita Bhatia and Jugal Shah on 09.02.2023 the Committee was reconstituted as below:

Name	Category	Position	Number of meetings held during the year ended March 31, 2023	
			Held	Attended
Ms. Nidhi Busa	Independent, Non-Executive	Chairman	4	4
Mr. Rajesh Bhatia	Executive	Member	4	NA
Ms. Divya Padhiyar	Independent, Non-Executive	Member	4	NA

c. The terms of reference of the Stakeholders Relationship Committee are as contained under Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

d. As on March 31, 2023 there are NIL complaints pending with the Company. Details pertaining to the number of complaints received and responded and status thereof during the financial year ended March 31, 2023 are as follows:

No. of complaints received during the year	Nil
No. of complaints resolved during the year	Nil
No. of complaints pending at the end of the year	Nil

e. The Company has also adopted Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The same is available on the website of the Company.

f. The Board has designated Company Secretary Ms. Guddi Bajpai as the Compliance Officer of the Company.

iv. Committee of Board:

The Board of Directors at their meeting held on 09.02.2023 have decided to dissolve the said Committee as it is not operative and not required to be maintained. Thus the Committee stands dissolved w.e.f. 09.02.2023.

v. Compensation Committee

The Compensation Committee was constituted pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

a. The composition of the Committee during the financial year ended March 31, 2023, the details of meetings held and attended by the members are as under:

Name	Category	Position	Number of meetings held during the year ended March 31, 2023	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	-	-
Ms. Babita Bhatia	Non-Independent, Non-Executive	Member	-	-
Ms. Nidhi Busa	Independent, Non-Executive	Member	-	-

Due to resignation of Mr. Deepak Valecha and Ms. Babita Bhatia on 09.02.2023 the Committee was reconstituted as below:

Name	Category	Position	Number of meetings held during the year ended March 31, 2023	
			Held	Attended
Ms. Divya Padhiyar	Independent, Non-Executive	Chairman	-	-
Ms. Nidhi Busa	Independent, Non-Executive	Member	-	-
Mr. Dipen Shah	Non -Independent, Non-Executive	Member	-	-

b. The Terms of reference and powers of Committee are as follows:

- Prepare and recommend Board of Directors ESOP Scheme, trust deed.
- Determine the number of Options to be granted, to each Employee and in the aggregate, and the times at which such Grants shall be made.
- Determine the Vesting and/or Lock-in period of the Grant made to any Employee and/or any conditions subject to which such Vesting may take place.
- Determine the Employees eligible for participation in the Plan.
- Determine the performance parameters for Grant of Options granted to an Employee, under the Plan.
- Lay down the conditions under which Options granted to or Vested in Employees may lapse in case of termination of employment for misconduct, etc.
- Determine the Exercise Period within which the Employee should Exercise the Option and that Option would lapse on failure to Exercise the Option within the Exercise Period.
- Specify time period within which the Employee shall Exercise the Vested Options in the event of termination or resignation of an Employee.
- Lay down the procedure for making a fair and reasonable adjustment to the number of Options and to the Exercise Price in case of Change in Capital Structure, and Corporate Action etc.
- Provide for the right of an Employee to Exercise all the Options Vested in him at one time or at various points of time within the Exercise Period.
- Lay down the method for satisfaction of any tax obligation arising on the Exercise of the Option or otherwise including but not limited to procedure and mode of recovering Fringe Benefit Tax (FBT).
- Lay down the procedure for cashless Exercise of Options, if any.
- Provide for the Grant, Vesting and Exercise of Options in case of Employees who are on long leave or whose services have been seconded/deputed to its subsidiary and/or holding company at the instance of the Employer Company.
- Frame suitable rules, policies and systems to ensure that there is no violation of:
  - SEBI (Insider Trading) Regulations, 2015, and
  - SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- Exercise such powers as may be necessary or expedient in connection with the effective and efficient implementation or administration of the Plan.

vi. Risk management committee:

Since the company doesn't fall under the 'Top 1000 listed entities on the basis of market capitalization' and 'high value debt listed entity', The Company has not constituted the Risk Management Committee .

IV. Criteria of making payment of Remuneration to Non-Executive Directors:

Sitting fees to Non-Executive Directors: Non- Executive Directors are paid only sitting fees for attending meeting. The details of sitting fees paid to the Non-Executive Directors along with their shareholding are given below.

Sitting Fees to Independent and Non- Executive Non Independent directors:

Sr. No	Particulars of Remuneration	Name of the Directors						Total
		Divya Padhiyar	Deepak Valecha (ceased. w.e.f. 09.02.2023)	Babita Bhatia (ceased. w.e.f. 09.02.2023)	Nidhi Kaushik Busa	Milin Jagdish Ramani	Dipen Shah	
1.	**Independent Directors**							
	(a) Fee for attending board committee meetings	NA	410000	NA	70000	90000	NA	570000
	(b) Commission	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-
	Director Remuneration	-	-	-	-	-	-	-
	Total (1)	**0**	**410000**	**0**	**70000**	**90000**	**0**	**570000**
2	**Other Non-Executive Non Independent Directors**							
	(a) Fee for attending board committee meetings	NA	NA	10000	NA	NA	60000	70000
	(b) Commission	-	-	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-	-	-
	Total (2)	**0**	**0**	**10000**	**0**	**0**	**60000**	**70000**
	Total (B)=(1+2)	**0**	**410000**	**10000**	**70000**	**90000**	**60000**	**640000**
	Total Managerial Remuneration							

Shareholding of Non-Executive Independent Director and Non-Executive Non-Independent Directors as on March 31, 2023 are given below:

Name	Category	Number of equity shares held
# Deepak Valecha	Non-Executive Independent Director	NIL
# Babita Bhatia	Non-Executive Non -Independent Director	NIL
Nidhi Busa	Non-Executive Independent Director	NIL
*Divya Padhiyar	Non-Executive Independent Director	NIL
Milin Ramani	Non-Executive Independent Director	9
Dipen Shah	Non-Executive Non -Independent Director	NIL

Mr. Deepak Valecha and Ms. Babita Bhatia have resigned w.e.f. 09.02.2023.

*Ms. Divya Padhiyar have been appointed w.e.f. 09.02.2023.

Details of Remuneration Paid to all the Directors and Shareholding:

Details of Remuneration paid to Executive Directors along with the Shareholding for the financial year 2022-23 are given below:

Name	Category	Remuneration Paid	Number of equity shares held
# Rajesh Bhatia	Managing Director	12,00,000	5077169
Jugal Shah	Executive Director	16,80,000	0

Mr. Rajesh Bhatia was appointed as Managing Director w.e.f. 09.02.2023.

V. GENERAL BODY MEETINGS:

i. Annual General Meeting (AGM):

The location, time and venue of the last three Annual General Meetings were as under:

Meeting	Date and Time Venue	Special resolutions passed
16th Annual General Meeting	September 29, 2022 10.30 a.m. Meeting conducted through Video Conferencing	NA
15th Annual General Meeting	September 20, 2021 10.30 a.m. Meeting conducted through Video Conferencing	To sell, dispose or write off the movable assets of the Company
14th Annual General Meeting	November 21, 2020 10.30 am. Meeting conducted through Video Conferencing	NA

ii. Postal Ballot:

During the financial year ended March 31, 2023 the Company has not passed any resolution through postal ballot. However post Financial Year on 15th April 2023, the Company has passed resolution through postal ballot.

1) MEANS OF COMMUNICATION:

I. Quarterly/Half Yearly/Annual results:

The quarterly, half-yearly and annual financial results of the Company are regularly submitted to the Stock Exchanges where the shares of the Company are listed pursuant to provisions of SEBI Listing Regulations, 2015 and published in the newspapers i.e.“Free Press Journal” (English daily newspapers) and “Navshakti” (Marathi regional language newspapers) and are also displayed on the Company’s website (www.treehouseplaygroup.net).

ii. Website and News Releases:

A separate dedicated section namely ‘Investors’ on the Company’s website gives information on various announcements made by the Company, stock quote, Annual Report, Quarterly/Half yearly/ and Annual financial results along with applicable policies and other requisite details and information of the Company are available on the Company’s website www.treehouseplaygroup.net.

iii. Stock Exchange:

Your Company makes timely disclosures of necessary information to Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange of India Limited (MCX-SX) in terms of SEBI Listing Regulations, 2015 and other rules and regulations issued by SEBI.

a. NEAPS (NSE Electronic Application Processing System):

A NEAPS is a web-based application designed by NSE for corporates whose securities are listed on NSE. All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, corporate announcements, amongst others are also filed electronically through NEAPS.

b. BSE Corporate Compliance & Listing Centre:

BSE Listing is a web-based application designed by BSE Limited for corporates whose securities are listed on BSE. All periodical compliance filings, inter alia, Shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are also filed electronically on the Listing Centre.

c. My listing Corporate Compliance & Listing Centre:

My listing is a web-based application designed by Metropolitan Stock Exchange (MSE) for corporates whose securities are listed on MCX-SX. All periodical compliance filings, inter alia, Shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are also filed electronically on the Listing Centre.

iv. Official news releases:

Company has not made any official news releases or media releases during the financial year ended 31st March, 2023.

v. Presentations made to institutional investors / analysts.

Company has not made any presentations to institutional investors/ analysts during the financial year ended 31st March, 2023.

2) GENERAL INFORMATION TO SHAREHOLDERS

1. Annual General Meeting (AGM):

Date	23rd September, 2023
Day	Saturday
Time	10:30 A.M.
Venue	Meeting is being conducted through VC/OAVM

2. Financial Year:

Financial Year - 1st April to 31st March

3. Dividend payment date:

No dividend has been declared for the Financial Year 2022-23.

4. Date of Book Closure:

Saturday, September 16, 2023 to Saturday, September 23, 2023 (both days inclusive) for the purpose of Annual General Meeting.

5. Listing on Stock Exchange:

The Equity Shares of the Company are listed on:
Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, MH, IN

National Stock Exchange of India Limited (NSE)
Exchange Plaza, 5th Floor, Plot No. C/1,
G-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, MH, IN

Metropolitan Stock Exchange of India Limited (MCX-SX)
Vibgyor Towers, 4th floor, Plot No. C/62
G-Block,Off. Trident Hotel, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051, MH, IN

The Company has paid annual listing fees to the stock exchanges for the financial year 2022-23 and has complied with the listing requirements. The Company has also paid annual custodian fee for the year under review to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

6. Stock Codes:

Stock Exchanges	Code
BSE	533540
NSE	TREEHOUSE
MCX-SX	TREEHOUSE
Demat ISIN Numbers in NSDL and CDSL	INE040M01013
CIN	L80101MH2006PLC163028

7. Market Price Data:

The high / low market price of the shares during the year ended March 31, 2023 at BSE Ltd and at National Stock Exchange of India Ltd were as under:

Month	Bombay Stock Exchange (Face Value of Rs. 10/- Per Share)					National Stock Exchange (Face Value of Rs. 10/- Per Share)				
	High	Low	Close	Volume (000's)	Sensex Close	High	Low	Close	Volume (000's)	NSE Close
Apr-22	10.13	7.97	8.71	103.17	57,061	10.00	7.85	8.55	733.18	17,103
May-22	9.40	7.60	8.80	86.88	55,566	9.70	7.45	8.75	594.99	16,585
Jun-22	20.95	8.25	12.58	3,342.87	53,019	20.60	8.2	12.6	7,420.00	15,780
Jul-22	16.51	11.17	14.36	781.84	57,570	16.20	11.2	14.3	1,790.00	17,158
Aug-22	16.09	13.10	14.20	191.75	59,537	15.85	13.1	14.2	807.22	17,759
Sep-22	15.35	12.41	14.29	248.49	57,427	15.25	12.35	14.2	847.30	17,094
Oct-22	21.30	13.65	21.30	581.18	60,747	21.55	13.7	21.55	2,030.00	18,012
Nov-22	25.70	18.80	21.15	490.83	63,100	26.05	18.1	21	2,190.00	18,758
Dec-22	22.60	16.70	18.05	281.41	60,841	22.60	16.8	17.9	1,080.00	18,105
Jan-23	18.95	15.30	15.45	115.88	59,550	18.75	15.35	15.55	529.81	17,662
Feb-23	16.50	10.35	12.30	235.18	58,962	16.40	10.55	12.2	1,180.00	17,304
Mar-23	16.00	12.25	13.83	150.44	58,992	15.90	11.8	13.8	1,020.00	17,360

8. Performance in comparison to Bombay Stock Exchange Limited SENSEX

9. **Registrar and Share Transfer Agents:**

M/s. Link Intime (India) Private Limited
C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083
Tel. No:022 - 2594 6970 / 022 - 2594 6960 / 022 - 6171 5400 Fax: 022 - 2594 6969
Email ID: rnt.helpdesk@linkintime.co.in

10. **Investor's Complaints to be addressed to:**

Registrar and Share Transfer Agents at the above mentioned addresses.

11. **Share Transfer System:**

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. It is also clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

The Company obtains a yearly compliance certificate from a Company Secretary in Practice as required under Regulation 40(9) & 40(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the said certificate with Stock Exchanges.

12. **Dematerialization of Shares and Liquidity:**

About 99.98% of total equity share capital is held in Dematerialized (Demat) form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2023.

The break-up of Equity shares held in physical and Demat form as on March 31, 2023 is given below:

Particulars	**Shares**	**% of total shares**
Physical Shares (I)	10,004	0.02%
Demat Shares		
NSDL	2,54,47,662	60.15%
CDSL	1,68,53,058	39.83%
Demat Shares (Total) (ii)	4,23,00,720	99.98%
Total (i + ii)	4,23,10,724	100%

For any assistance in converting physical shares into electronic form, investors may approach Registrar and Share Transfer Agents at the above mentioned addresses.

13. **Compliance Officer:**

Ms. Guddi Bajpai
Company Secretary & Compliance Officer
Tel. No: +91 7777051465
Email ID: compliance@treehouseplaygroup.net

14. **Bank Details for electronic shareholding:**

Members are requested to notify their Depository Participant (DP) about changes in the bank details. Members are requested to furnish complete details of their bank accounts, including IFSC code of their banks, to their Dps.

15. Distribution of Share Holding as on March 31, 2023

Shareholding of Nominal		Number of Shareholders	Percentage of Total Shareholders	No. of Shares	Percentages of Shareholdings
1	500	13083	80.2244	1628625	3.85
501	1000	1421	8.7135	1180108	2.79
1001	2000	808	4.9546	1264460	2.99
2001	3000	293	1.7967	758513	1.79
3001	4000	143	0.8769	506346	1.20
4001	5000	137	0.8401	648992	1.53
5001	10000	211	1.2938	1634606	3.86
10001	And above	212	1.3000	34689074	81.99
	Total	**16308**	**100.0000**	**42310724**	**100.00**

16. Shareholding Pattern as on March 31, 2023:

The shareholding of different categories of the shareholders as on March 31, 2023 is given below:-

Sr. No	Category of Shareholders	Total Shareholding	% of Shareholding
1	Promoter & Promoter Group	8,690,069	20.54
2	Clearing Member	16,411	0.04
3	Other Bodies Corporate	2,970,370	7.02
4	Foreign Company	2,897,665	6.85
5	Hindu Undivided Family	768,288	1.82
6	Non Resident Indians	381,271	0.90
7	Non Resident (Non Repatriable)	106,797	0.25
8	Trusts	270,400	0.64
9	Foreign Portfolio Investor (Corporate)	3,020,846	7.14
10	Public	19,918,352	47.08
11	NBFCs registered with RBI	2,440,382	5.77
12	Investor Education And Protection Fund	2,201	0.01
13	Key Managerial Personnel	100	0.00
14	Body Corporate - Ltd Liability Partnership	8,27,572	1.96
	TOTAL	**4,23,10,724**	**100.00**

17. Registered Office:

Tree House Education and Accessories Limited
L80101MH2006PLC163028
101, Sapphire Plaza, Dadabhai Road, opp. CNMS School,
Vile Parle (west) Mumbai – 400056, Maharashtra, India

18. Outstanding GDRs or Warrants or any Convertible Instrument, conversion Dates and likely impact on Equity:

The Company does not have any outstanding GDRs / ADRs / Warrants / Convertible Instruments as on 31st March, 2023.

19. Addresses for Correspondence

Investors Correspondence:
M/s. Link Intime (India) Private Limited
C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083
Tel. No. :022 - 2594 6970 / 022 - 2594 6960 / 022 - 6171 5400
Fax : 022 - 2594 6969
Email ID : rnt.helpdesk@linkintime.co.in

20. Any query on Annual Report:

Tree House Education and Accessories Limited
Registered Office:
L80101MH2006PLC163028
101, Sapphire Plaza, Dadabhai Road,
opp. CNMS School, Vile Parle (west) Mumbai - 400056, Maharashtra, India.
Tel: 07777051465

21. Plant Locations

The Company does not have any plants.

22. Suspension of trading in securities

There was no suspension of trading in securities of the Company during the year under review.

3) OTHER DISCLOSURES:

i. Related Party Transactions:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arms' length basis. There were no materially significant transactions entered with related parties during the financial year. Suitable disclosure as required by the Indian Accounting Standards (AS- 18) has been made in the notes to the Financial Statements. Please refer Note No. 33 of the financial statement for related party transactions. Further, the policy on related party transactions is available on the website of the Company at

https://primeinfobase.in/z_TreeHouse/pdf-files/TREEHOUSE_POLICY_ON_RELATED_PARTY_TRANSACTION_Policy.pdf

There are no materially significant related party transactions that may have potential conflict with the interests of company at large.

ii. Disclosure by listed entity and its subsidiaries of 'loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount'.

The company has not given any loans/advances to firms/companies in which directors are interested by name and amount.

iii. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

Your Company has complied with all the requirements of the Stock Exchanges(s) and Securities Exchange Board of India (SEBI) on matters related to Capital Markets. There were no penalties imposed or strictures passed against the Company by the statutory authorities in this regard, except noticed and mentioned by secretarial auditor in his report.

iv. Vigil Mechanism / Whistle Blower Policy:

Your Company believes in conducting its business and working with all its stakeholders in an ethical and lawful manner by adopting highest standards of professionalism, integrity, honesty and ethical behavior.

Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against employee.

In compliance with the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, the Company has established a Whistle Blower Policy and the same is placed on the web site of the Company at

https://primeinfobase.in/z_TreeHouse/pdf-files/Treehouse_WhistleBlowerPolicy_Revised_14022016.pdf

The Company has a Whistle Blower Policy for Directors and Employees to report their concerns about unethical behavior, leakage of unpublished price sensitive information, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and / or Employee(s) who avail the mechanism.

v. Prevention of Sexual Harassment at Workplace:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment. Policy on Prevention of Sexual Harassment

at Workplace is available on company's website:

https://primeinfobase.in/z_TreeHouse/pdf-files/Treehouse_Sexual%20Harrasment%20Policy_Revised_14022016.pdf

The following is reported pursuant to Section 22 of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a) Number of complaints received in the year : Nil

b) Number of complaints disposed off during the year : Nil

c) Number of cases pending more than ninety days: Nil

d) Nature of action taken by the employer or district officer: Not applicable.

vi. Policy on Material Subsidiary –

The objective of this policy is to determine Material Subsidiaries of the Company and to provide a governance framework for such Material Subsidiaries. The policy is framed in accordance with the requirements of the SEBI Listing Regulations, 2015 (including any amendments thereof).

As on date of formulating this policy, the Company has no subsidiaries. However, the policy is devised in order to cater the needs of the company in future when the Company would own Subsidiaries.

The Policy on Material Subsidiary is available on company's website at

https://primeinfobase.in/z_TreeHouse/pdf-files/TREEHOUSE_Policy_for_determining_Material_Subsidiary_ies_.pdf

vii. Disclosures with respect to demat suspense account/unclaimed suspense account:

Company does not have any shares in demat / unclaimed suspense account.

viii. Details of compliance with mandatory and non-mandatory requirements of Listing Regulations 2015.

a. Your Company has complied with all the mandatory requirements of Listing Regulations 2015.

b. Compliance with non-mandatory requirements under listing regulations 2015:

The status of compliance with non-mandatory recommendations as specified in Part E of Schedule II of the Listing Regulations 2015 with Stock Exchanges is provided below:

i. Shareholder Rights

In addition to publishing its quarterly results in English and Marathi newspaper having wide circulation, the Company uploads its quarterly results, shareholding pattern, corporate governance reports and all other disclosures submitted to stock exchanges on its website www.treehouseplaygroup.net.

ii. Audit qualifications

There are no Audit Qualifications on the Company's financial statements for the financial year 2022-23.

iii. Reporting of Internal Auditor

The Internal auditor directly reports to the Audit Committee.

ix. Total fees for all services paid by the listed entity, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part::

Particulars	**Amount (Rs.)**
Paid to Statutory Auditors	
Statutory Audit	4,50,000
Income Tax Audit	0
Certification Fees	1,50,000
To other entities in the same network	0
Total	**6,00,000**

x. The company is in compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations 2015 except noticed and mentioned by secretarial auditor in his report.

xi. A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed as **Annexure - F**.

xii. **Compliance with Accounting Standards / Ind AS:**

All applicable Ind AS have been consistently applied. Financial statements of the Company are prepared in accordance with the Indian Accounting Standards.

xiii. **Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the SEBI Listing Regulations.**

The Company has not raised funds through preferential allotment or qualified institutional placement.

xiv. **Disclosure under Regulation 30 of the Listing Regulations, 2015 regarding certain agreements with media companies.**

Pursuant to requirement of Regulation 30 of the Listing Regulations, 2015, the Company would like to inform that no agreement(s) have been entered into with media companies and / or their associates which has resulted in / will result in any kind of shareholding in the Company and consequently any other related disclosures viz. details of nominee(s) of the media companies on the Board of the Company, any management control or potential conflict of interest arising out of such agreements, etc. are not applicable.

The Company has not entered into any other back to back treaties / contracts / agreements / MoUs or similar instruments with media companies and / or their associates.

xv. **Transfer of unclaimed dividend to Investor Education and Protection Fund:**

Under the Act, dividends which remain unclaimed for a period of seven consecutive years are required to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. During the period under review, your Company has transferred Rs. 16,810/- (Rupees sixteen thousand eight hundred ten only) to IEPF.

Further, in accordance with sub-section 6 of Section 124 of the Companies Act, 2013, all the shares in respect of which dividend has not been paid or claimed for 7 consecutive years will be transferred to IEPF. Accordingly, 2201 shares had been transferred during FY 2022-23 by the Company.

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has already filed the necessary forms with Ministry of Corporate Affairs and uploaded the details of unpaid and unclaimed dividend amounts lying with the Company, as on the date of last AGM (i.e. September 29, 2022) Details of dividends so far transferred to the IEPF Authority are available on the Company's website.

Further, it is being informed that there are no funds or shares lying with the Company to be transferred to IEPF account.

xvi. **Consolidate Multiple Holdings (in respect of physical holdings):**

Members are requested to consolidate their shareholdings held under multiple folios to eliminate receipt of multiple communications and this would ensure that future correspondence / corporate benefits could be sent to a consolidated folio.

xvii. **Commodity price risk or foreign exchange risk and hedging activities; :**

Commodity price risks and Commodity hedging activities are not applicable to the Company.

xviii. **list of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.**

During the year under review no credit rating has been obtained by the Company.

Certificate on Compliance with the conditions of Corporate Governance

To,

The Members of Tree House Education & Accessories Limited

CIN: L80101MH2006PLC163028

We have examined the compliance of conditions of Corporate Governance by the Tree House Education & Accessories Limited ("the Company"), for the financial year ended March 31, 2023 as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations as given to us, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that in respect of investor's grievance, the Registrar and Transfer Agent of the Company have certified that as at 31st March, 2023, there were no investors' grievances received.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Rakesh Soni & Co,
Chartered Accountants
(Firm Registration No: 114625W)

CA R. K . Soni
(Partner)
(Membership No. 047151)
UDIN: 23047151BGYGBN5880

Place: Mumbai
Date: May 18, 2023

Annexure D
CEO / CFO Certificate
[Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015]

To,

The Board of Directors
Tree House Education & Accessories Limited
Office No.101, Sapphire Plaza, Dadabhai Road, Opp. CNMS School, Vile Parle (West), Mumbai - 400056.

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violated the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee:

(1) Significant changes in internal control over financial reporting during the year;

(2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) that there are no Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Yours Sincerely,

Rajesh Bhatia
Chief Executive Officer

Navin Kumar
Chief Financial Officer

Date: May 18, 2023
Place: Mumbai

Annexure E
Certificate on Compliance with Code of Conduct

In accordance with Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the senior management personnel of the Company have confirmed compliance with the Code of conduct for the financial year ended March 31, 2023.

For and on behalf of the Board of Directors

Rajesh Bhatia
Managing Director & CEO
(DIN: 00074393)

Date: May 18, 2023
Place: Mumbai

Annexure F

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and clause (10)(i) of Para C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,
Tree House Education & Accessories Limited
CIN: L80101MH2006PLC163028
Office No.101, Sapphire Plaza, Dadabhai Road, Opp. CNMS School,
Vile Parle (west), Mumbai - 400056, MH, IN

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Tree House Education & Accessories Limited bearing CIN - L80101MH2006PLC163028 and having registered office at Office No.101, Sapphire Plaza, Dadabhai Road, Opp. CNMS School, Vile Parle (west) Mumbai-400056, MH, IN **(hereinafter referred to as "the Company")**, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal of the Ministry of Corporate Affairs at "www.mca.gov.in") as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Designation	Date of Appointment In Company
1	*Mr. Deepak Vijaykumar Valecha	07736480	Non-Executive - Independent Director	13/02/2017
2	Ms. Jugal Bharat Shah	08334114	Executive Director	21/01/2019
3	Mr. Dipen Vijaykumar Shah	07600611	Non-Executive - Non Independent Director	12/08/2021
4	**Ms. Divya Dilip Padhiyar	08598655	Non-Executive - Independent Director	09/02/2023
5	Ms. Nidhi Kaushik Busa	08792362	Non-Executive - Independent Director	01/09/2020
6	Mr. Milin Jagdish Ramani	07697636	Non-Executive - Independent Director	01/09/2020
7	**Mr. Rajesh Doulatram Bhatia	00074393	Managing Director	09/02/2023
8	*Ms. Babita Bhatia	08767969	Non-Executive – Non-Independent Director	23/06/2020

*Resigned w.e.f. February 9, 2023.

** appointed as Non-Executive - Independent Director and Managing Director respectively w. e. f. February 9, 2023.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Kaushal Doshi & Associates
Practicing Company Secretaries
Kaushal Doshi
(Proprietor)
FCS: 10609/ COP: 13143
UDIN: F010609E000329158

Place: Mumbai
Date: 18th May, 2023