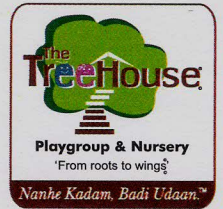


# Tree House Education & Accessories Ltd.

Corporate Office:  
301, Embassy Chambers, 3rd Road, Khar (W),  
Mumbai - 400052. Tel.: 022-40169587 / 64572725  
CIN : L80101MH2006PLC163028

Registered Office:  
702, Morya House, 'C' Wing, Off Link Road,  
Andheri (W), Mumbai - 400 053.  
Tel.: 022-64512384, Fax 022-26051259



January 13, 2017

|   |   |  |
|---|---|--|
| To<br><b>BSE Ltd.</b><br>PhirozeJeejeebhoy<br>Towers, Dalal Street,<br>Mumbai 400 001 | To<br><b>National Stock Exchange of<br/>India Ltd.</b><br>Exchange Plaza, Plot no. C/1<br>G Block, BKC, Bandra (E)<br>Mumbai 400 051. | To<br><b>Metropolitan Stock<br/>Exchange Ltd.</b><br>Suren Road, Andheri (East),<br>Mumbai 400 093 |
|---|---|--|

**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 December 31, 2016.**

**Scrip Code: 533540 / TREEHOUSE**

Dear Sir/Madam,

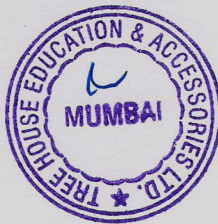
We are pleased to enclose Corporate Governance Report for the quarter ended December 31, 2016.

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

Thanking You.

For Tree House Education & Accessories Limited

  
**Rajesh Bhatia**  
Managing Director



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 (Scrip Code: 533540)

2. **Quarter ending:** Quarter ended December, 2016 – Quarter ended Quarter (Q3 – 2016)

3. **Financial Year:** 01.04.2016 to 31.03.2017

| I. Composition of Board of Directors |                         |                            |   |  |         |   |   |  |
|--------------------------------------|-------------------------|----------------------------|---|--|---------|---|---|--|
| Title<br>(Mr. /<br>Ms.)              | Name of the<br>Director | PAN&DIN                    | Category<br>(Chairperson/Ex<br>ecutive/<br>Non-Executive/<br>Independent/<br>Nominee) | Date of<br>Appointment in<br>the current<br>term/cessation | Tenure* | No. of<br>Directorship<br>in listed<br>entities<br>including this<br>listed entity<br><br>(Refer<br>Regulation<br>25(1) of<br>Listing<br>Regulations) | Number of<br>memberships in<br>Audit / Stakeholder<br>Committee including<br>this listed entity<br><br>(Refer<br>Regulation<br>26(1) of Listing<br>Regulations) | No. of post of<br>Chairperson in<br>Audit/Stakeholder<br>Committee held in<br>listed entities<br>including this listed<br>entity<br><br>(Refer<br>Regulation<br>26(1) of Listing<br>Regulations) |
| Mr.                                  | Rajesh Bhatia           | AAHPB9438N<br><br>00074393 | Executive,<br>Managing<br>Director  | Re-appointment:<br>14-11-2014                              | --      | 1   | 2   | 0  |
| Ms.                                  | Geeta Bhatia            | AAGPB8685G<br><br>00074444 | Non-Executive,<br>Non-<br>Independent<br>Director                                     | 10-07-2006   | --      | 1   | 1   | 0  |



|     |                 |                        |  |                               |          |   |   |   |
|-----|-----------------|------------------------|--|-------------------------------|----------|---|---|---|
| Mr. | Ram Kumar Gupta | AAIPG0766H<br>07356532 | Chairperson,<br>Non-Executive<br>- Independent<br>Director | Resigned w.e.f.<br>16-12-2016 | 7 months | 2 | 2 | 2 |
| Mr. | Chanakya Dhanda | AOLPD8006N<br>02709047 | Non-Executive<br>- Independent<br>Director                 | Resigned w.e.f.<br>15-12-2016 | 7 months | 2 | 2 | 0 |
| Mr. | Suraj Manghnani | BXVPM9430M<br>06625583 | Non-Executive<br>- Independent<br>Director                 | 30-12-2016                    | ---      | 1 | 0 | 0 |

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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<br>(Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>5</sup>   |
|--|---|--|
| 1. Audit Committee                           | Mr. Ram Kumar Gupta<br>(Resigned w.ef. 16.12.2016)<br>Mr. Chanakya Dhanda<br>(Resigned w.ef. 15.12.2016)<br>Mr. Rajesh Bhatia | Chairperson – Independent– Non-Executive<br><br>Member- Independent– Non-Executive<br><br>Member- Executive                        |
| 2. Nomination & Remuneration Committee       | Mr. Ram Kumar Gupta<br>(Resigned w.ef. 16.12.2016)<br>Mr. Chanakya Dhanda<br>(Resigned w.ef. 15.12.2016)<br>Mrs. Geeta Bhatia | Chairperson – Independent – Non-Executive<br><br>Member- Independent– Non-Executive<br><br>Member –Non-independent - Non-Executive |
| 3. Risk Management Committee (if applicable) | NA  | NA   |



|  |   |  |
|--|---|--|
| 4. Stakeholders Relationship Committee | Mr. Ram Kumar Gupta<br>(Resigned w.ef. 16.12.2016)<br>Ms. Geeta Bhatia<br>Mr. Chanakya Dhanda<br>(Resigned w.ef. 15.12.2016)<br>Mr. Rajesh Bhatia | Chairperson – Independent – Non-Executive<br><br>Member– Non-independent - Non-Executive<br>Member- Independent – Non-Executive<br><br>Member– Non-independent - Executive |
|--|---|--|

<sup>&</sup>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) |
|---|---|---|
| 28-07-2016  |   | 55 days   |
| 16-08-2016  |   | 18 days   |
|   | 14-11-2016  | 89 days   |
|   | 30-12-2016  | 45 days   |

### IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter |     |                          | Maximum gap between any two consecutive meetings in number of days* |
|---|-----|--------------------------|---|
| 14-11-2016 (Audit Committee)                                | Yes | 16-08-2016<br>14-11-2016 | 89 days   |
| 14-11-2016 (Nomination & Remuneration Committee)            | Yes | 28-07-2016<br>14-11-2016 | 108 days  |
| 14-11-2016 (Stakeholders Relationship Committee)            | Yes | 28-07-2016<br>14-11-2016 | 108 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) <sup>refer note below</sup> |
|--|---|
| 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 | Yes |
|--|-----|

**Note**


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.

2 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. -No
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 -No
  - Audit Committee-No
  - Nomination & remuneration committee -No
  - Stakeholders relationship committee -No
  - 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: i) Mr. Chanakya Dhanda and Mr. Ram Kumar Gupta, Independent Directors of the Company, has resigned from the Company w.e.f. December 15, 2016 and December 16, 2016 respectively. The Board is in process of appointment of Independent Directors and on December 30, 2016 Mr. Suraj Manghnani has been appointed as an Additional Director in the category of Independent, Non-Executive Director. The Company is in process of finding eligible person(s) for the post of an Independent Director(s). Once other Independent Director(s) gets appointed, the Board and Committees will be re-constituted.

For Tree House Education & Accessories Limited

  
 Rajesh Bhatia  
 Managing Director  
 DIN: 00074393

