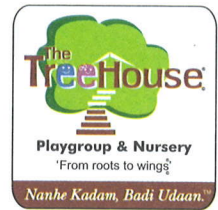


Tree House Education & Accessories Ltd.

Office No.101, Sapphire Plaza, Dadabhai Road, Opp. CNMS School, Vile Parle West, Mumbai - 400 056.
Tel: +91 22 26201029 CIN : L80101MH2006PLC163028



January 10, 2020

To BSE Ltd. PhirozeJeejeebhoy Towers, Dalal Street, Mumbai 400 001.	To National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1 G Block, BKC, Bandra (E), Mumbai 400 051.	To Metropolitan Stock Exchange Of India Ltd. Suren Road, Andheri (East), Mumbai 400 093.
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Sub.: Corporate Governance Report as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for quarter ended December 31, 2019.

Scrip Code: 533540 / TREEHOUSE

Dear Sir/Madam,

We are pleased to enclose Corporate Governance Report for the quarter ended December 31, 2019.

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

Thanking You.

For **Tree House Education & Accessories Limited**



Guddi Bajpai
Company Secretary
Encl.: As Above

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

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

2. Quarter ending: Third Quarter (Q3)

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN ^s &DIN	Category (Chairperson/Exec utive/ Non-Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit / Stakeholder Committee including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	
Mr.	Jugal Shah	BOJPS9408A 08334114	Executive Director	21.01.2019 Re- appointment: 12.09.2019	---	1	(Refer Regulation 26(1) of Listing Regulations) ^{\$}	(Refer Regulation 26(1) of Listing Regulations)	0
Mrs.	Amita Karia	ARYPG5283E 07068393	Non-Executive- Independent	12.02.2019 Re- appointment: 12.09.2019	11 months	2	4	0	0
Mr.	Suraj Manghani	BXVPM9430M 06625583	Non-Executive- Independent	30-12-2016	36 months	1	1	0	0
Mr.	Deepak Valecha	AGWPV4712A 07736480	Non-Executive- Independent	13-02-2017	34 months	1	2	2	2



⁵ PAN number of any director would not be displayed on the website of Stock Exchange
[&] Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁵
1. Audit Committee	Mr. Deepak Valecha Mr. Jugal Shah Mrs. Amita Karia	Chairperson – Non-Executive– Independent Executive Non-Executive– Independent
2. Nomination & Remuneration Committee	Mr. Deepak Valecha Mr. Suraj Manghani Mrs. Amita Karia	Chairperson – Non-Executive– Independent Non-Executive– Independent Non-Executive– Independent
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee	Mr. Deepak Valecha Mr. Suraj Manghani Mr. Jugal Shah Mrs. Amita Karia	Chairperson – Non-Executive– Independent Non-Executive– Independent Executive Non-Executive– Independent
^{&} Category of directors means executive / non-executive / independent / Nominee. if a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10.08.2019	14.11.2019	95 days
IV. Meeting of Committees		


Date(s) of meeting of the committee in the relevant quarter

Whether requirement of Quorum met (details)

Date(s) of meeting Of the committee in

Maximum gap between any two consecutive meetings in number of days*



			<i>the previous quarter</i>	
14-11-2019 (Audit Committee)			10.08.2019	95 days
14-11-2019 (Stakeholders Relationship Committee)	Yes		10.08.2019	95 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) <small>refer note below</small>		
Whether prior approval of audit committee obtained		NA		
Whether shareholder approval obtained for material RPT		NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA		
Note				
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				
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes				
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes				
a. Audit Committee - Yes				
b. Nomination & remuneration committee - Yes				
c. Stakeholders relationship committee - Yes				
d. Risk management committee (applicable to the top 100 listed entities) - NA				
3. 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				
4. 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				
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes				
Any comments/observations/advice of Board of Directors may be mentioned here:				
For Tree House Education & Accessories Limited				
 Guddi Bajpai Company Secretary & Compliance Officer				

