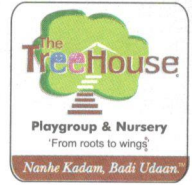


# Tree House Education & Accessories Ltd.

Registered Office: 702, Morya House, 'C' Wing, Off. Link Road, Andheri (W), Mumbai - 400 053.  
Tel.: 022 - 40492222 Fax : 022 - 40492207  
CIN : L80101MH2006PLC163028



October 4, 2018

To <b>BSE Ltd.</b> PhirozeJeejeebhoy Towers, Dalal Street, Mumbai 400 001	To <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1 G Block, BKC, Bandra (E) Mumbai 400 051.	To <b>Metropolitan Stock Exchange Of India Ltd.</b> 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 September 30, 2018.

Scrip Code: 533540 / TREEHOUSE

Dear Sir/Madam,

We are pleased to enclose Corporate Governance Report for the quarter ended September 30, 2018.

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

Thanking You.

For Tree House Education & Accessories Limited

  
**Rajesh Bhatia**  
Managing Director  
DIN: 00074393  
Encl.: As Above



**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

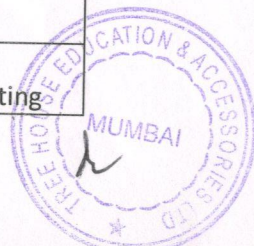
**1. Name of Listed Entity:** Tree House Education & Accessories Limited

**2. Quarter ending:** Second Quarter (Q2)

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms.)	Name of the Director	PAN <sup>§</sup> &DIN	Category (Chairperson/Exec utive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee including this listed entity  (Refer Regulation 26(1) of Listing Regulations) <sup>§</sup>	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajesh Bhatia	AAHPB9438N  00074393	Chairperson Executive Managing Director	Re- appointment: 14-11-2014	---	1	2	0
Mrs.	Geeta Bhatia	AAGPB8685G  00074444	Non-Executive- Non- Independent	10-07-2006	---	1	1	0
Mr.	Suraj Manghnani	BXVPM9430M  06625583	Non-Executive- Independent	30-12-2016	21 months	1	2	0
Mr.	Deepak Valecha	AGWPV4712A 07736480	Non-Executive- Independent	13-02-2017	19 months	1	2	2

<sup>§</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**

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)<sup>5</sup></i>
1. Audit Committee	Mr. Deepak Valecha Mr. Suraj Manghani Mr. Rajesh Bhatia	Chairperson – Non-Executive– Independent Non-Executive– Independent Executive
2. Nomination & Remuneration Committee	Mr. Deepak Valecha Mr. Suraj Manghani Mrs. Geeta Bhatia	Chairperson – Non-Executive– Independent Non-Executive– Independent Non-Executive – Non - Independent
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee	Mr. Deepak Valecha Mr. Suraj Manghani Mr. Rajesh Bhatia Mrs. Geeta Bhatia	Chairperson – Non-Executive– Independent Non-Executive– Independent Executive Non-Executive – Non - Independent

<sup>5</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**

<i>Date(s) of Meeting(if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
30.05.2018	11.08.2018	71 days

**IV. Meeting of Committees**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting Of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>



11-08-2018 (Audit Committee)	Yes	30.05.2018	71 days
11-08-2018 (Stakeholders Relationship Committee)	Yes	30.05.2018	71 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	NA


#### Note

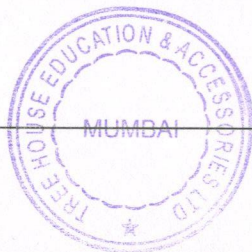
- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 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. - Yes
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
  - Audit Committee - Yes
  - Nomination & remuneration committee - Yes
  - Stakeholders relationship committee - Yes
  - 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:

For Tree House Education & Accessories Limited

  
Rajesh Bhatia  
Managing Director



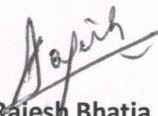
**ANNEXURE III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**  
**I. Affirmations**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.  
 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**For Tree House Education & Accessories Limited**

  
**Rajesh Bhatia**  
**Managing Director**

