



ANNUAL REPORT 2021-2022

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

At Tree House Education & Accessories Limited, 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 essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons.

II. BOARD OF DIRECTORS:

i. 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, 2022, the Board comprised of 6 Directors viz one Executive Director, Three Non – Executive Independent Directors and two Non-Executive Non – Independent Directors. The Chairman of the Company / Board is a Executive Director.

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, 2022 are given herein below.

Name of Director	Category	No of shares held	Particulars of Attendance		No. of Directorships in all other Companies (Including the Company)		Number of Committee positions held in other Public Companies		Directorship in other listed entity (Category of Directorship)
			Last AGM	Board Meeting	Chairman	Member	Chairman	Member	
Mr. Jugal Shah	Executive	0	Yes	4	0	0	0	0	0
*Mr. Suraj Manghnani	Independent	48	No	1	0	0	0	0	0
Mr. Deepak Valecha	Independent	0	Yes	5	0	0	0	0	0
Mrs. Babita Bhatia	Non – Executive, Non-Independent Women	0	Yes	5	0	0	0	0	0
Ms. Nidhi Busa	Independent Women	0	Yes	5	0	2	0	2	0
Mr. Milin Ramani	Independent	0	Yes	5	0	8	1	8	<ul style="list-style-type: none"> • Comfort Commo trade Limited • Luharuka Media & Infra Limited • Comfort Fincap Limited • Comfort Intech Limited
**Dipen Shah	Non – Executive, Non-Independent	0	Yes	3	0	0	0	0	0

* Mr. Suraj Manghnani ceased to be an Independent Director of the Company w.e.f. 29.12.2021 due to expiry of his first term. There was no other reason of his cessation.



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**Mr. Dipen Shah was appointed on 12th August, 2021 by Board of Directors and was regularized at the 15th Annual General Meeting held on September 20, 2021.

For the purpose of determination of limit of the Board Committees, chairpersonship 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.



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Sr. No.	Name of the Director	Area of Skills / Expertise / Competence
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,
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.

ii. Number of Board Meetings:

During the financial year ended March 31, 2022, five (5) meetings of the Board of Directors were held on June 25, 2021, August 12, 2021, November 01, 2021, February 09, 2022 and February 28, 2022.

iii. 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

iv. 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 Executive 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

v. CONFIRMATION OF BOARD REGARDING INDEPENDENT DIRECTORS:

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.



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vi. 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, 2022, 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
Milini 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 four times during the financial year ended March 31, 2022 on 25.06.2021, 12.08.2021, 01.11.2021 and 09.02.2022. The necessary quorum was present for all the meetings.

a. The composition of the Committee during financial year ended March 31, 2022 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, 2022	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	4	4
Mr. Jugal shah	Executive	Member	4	4
Ms. Nidhi Busa	Independent, Non-Executive	Member	4	4

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, 2022 on 25.06.2021, 12.08.2021, 01.11.2021 and 09.02.2022.



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- 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, 2022

Name	Category	Position	Number of meetings held during the year ended March 31, 2022	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	4	4
Mrs. Babita Bhatia	Non -Independent, Non-Executive	Member	4	4
Ms. Nidhi Busa	Independent, Non-Executive	Member	4	4

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. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors in their meeting. 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 periodically reviews the status of shareholders grievances and redressal of the same. The Committee met Four times in the financial year ended March 31, 2022 on 25.06.2021, 12.08.2021, 01.11.2021 and 09.02.2022. The necessary quorum was present for all the meetings.
- b. The composition of the Stakeholders Relationship Committee during financial year ended March 31, 2022 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, 2022	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	4	4
Mr. Jugal Shah	Executive	Member	4	4
Mrs. Babita Bhatia	Non -Independent, Non-Executive	Member	4	4
Ms. Nidhi Busa	Independent, Non-Executive	Member	4	4



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- 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, 2022 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, 2022 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 (w.e.f. 30th May, 2018) as the Compliance Officer of the Company.

iv. Committee of Board:

The Committee of Board was constituted to facilitate the operational decisions within the broad frame work laid down by the Board.

- a. The composition of the Committee during the financial year ended March 31, 2022.

Name	Category (Director)	Position	Number of meetings held during the year ended March 31, 2022	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	-	-
Mr. Jugal Shah	Executive	Member	-	-
*Mr. Suraj Manghnani	Independent, Non-Executive	Member	-	-
** Ms. Nidhi Busa	Independent, Non-Executive	Member	—	—

* ceased to be a director *w.e.f. 29th December, 2021

**appointed w.e.f. 29th December, 2021

No meeting of the Committee of Board was held during the financial year 2021-22.

b. Powers and terms reference of the Committee of Board:

- Chairman of Committee holds the right to invite any specific person if the matter involves specific understanding and inputs.
- Approval of New Bank Account Opening.
- Approval for New Loan Application(s) to Banks.
- Approval for Application for conversion of warrants into equity shares.
- Any other matter as committee members deem fit from time to time but it does not include the resolution which required Board approval.

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, 2022, the details of meetings held and attended by the members are as under:



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Name	Category (Director)	Position	Number of meetings held during the year ended March 31, 2022	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	-	-
*Mr. Suraj Manghnani	Independent, Non-Executive	Member	-	-
Mrs. Babita Bhatia	Non- Independent, Non-Executive	Member	-	-
** Ms. Nidhi Busa	Independent, Non-Executive	Member	-	-

* ceased to be a director w.e.f. 29th December, 2021

**appointed w.e.f. 29th December, 2021

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.

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.



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Sr. No	Particulars of Remuneration	Name of the Directors					Total	
		Suraj Manghnani (ceased. w.e.f. 29.12.2021)	Deepak Valecha	Babita Bhatia	Nidhi Kaushik Busa	Milin Jagdish Ramani		Dipen Shah (Apt. w.e.f. 12.08.2021)
1.	Sitting Fees to Independent directors:							
	(a) Fee for attending board committee meetings	2500	410000	0	70000	90000	0	572500
	(b) Commission	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-
	Director Remuneration	-	-	-	-	-	-	-
	Total (1)	2500	410000	0	70000	90000	0	572500
2	Sitting Fees to Non- Executive Non Independent directors:							
	(a) Fee for attending board committee meetings	-	-	10000	-	-	30000	40000
	(b) Commission	-	-	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-	-	-
	Total (2)	0	0	10000	0	0	30000	40000
	Total (B)=(1+2)	2,500	410000	10000	70000	90000	30000	612500
	Total Managerial Remuneration							

Shareholding of Non-Executive Independent Director and Non-Executive Non-Independent Directors as on March 31, 2022 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
Suraj Manghnani*	Non-Executive Independent Director	48
Milin Ramani	Non-Executive Independent Director	NIL
Dipen Shah	Non-Executive Non -Independent Director	NIL

* ceased to be a director w.e.f. 29th December, 2021

Details of Remuneration Paid to all the Directors and Shareholding:

Details of Remuneration paid to Executive Director along with the Shareholding for the financial year 2021-22 are given below:

Name	Category	Remuneration Paid	Number of equity shares held
Jugal Shah	Executive Director	13,60,000	NIL

V. GENERAL BODY MEETINGS:

i. Annual General Meeting (AGM):

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



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Meeting	Date and Time Venue	Special resolutions passed
15th Annual General Meeting	September 20, 2021 10.30 a.m. Meeting conducted through Video Conferencing	1. 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
13th Annual General Meeting	September 12, 2019; 9.00 a.m. Venue: Mayor Hall, All India Institute of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (W), Mumbai 400 058.	1. To deliver document through a particular mode as may be sought by the member.

ii. Postal Ballot:

During the financial year ended March 31, 2022 the Company has not passed any 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.

iv. 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.

v. 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.

vi. 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.



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2) GENERAL INFORMATION TO SHAREHOLDERS

1. Annual General Meeting (AGM):

Date	29th September, 2022
Day	Thursday
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 2021-22.

4. Date of Book Closure:

Friday, September 23rd, 2022 to Thursday, September 29, 2022 (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 2021-22 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

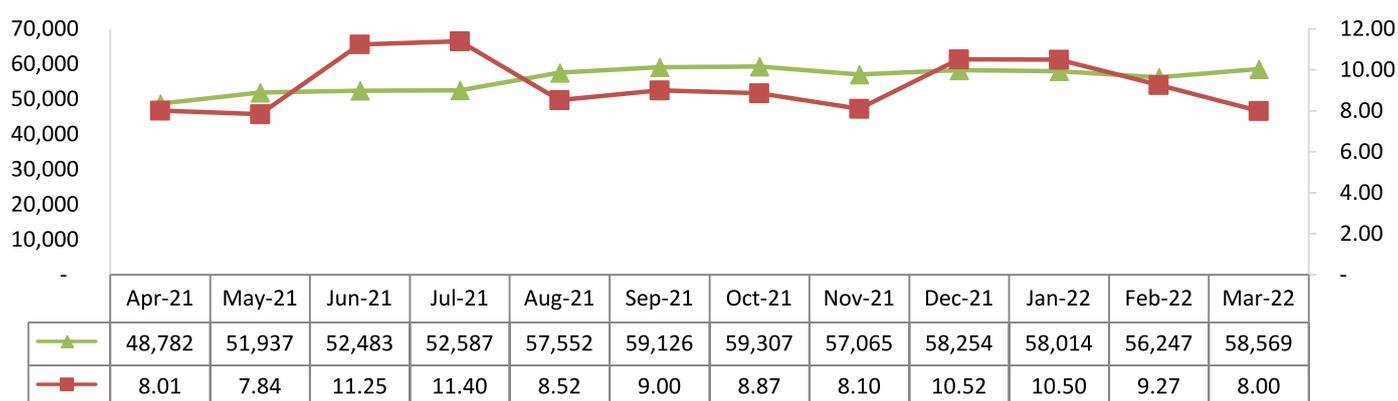
7. Market Price Data:

The high / low market price of the shares during the year ended March 31, 2022 at BSE Ltd and at National Stock Exchange of India Ltd were as under:

Month	Bombay Stock Exchange					National Stock Exchange				
	(Face Value of Rs. 10/- Per Share)					(Face Value of Rs. 10/- Per Share)				
	High	Low	Close	Volume	Sensex Close	High	Low	Close	Volume	NSE Close
Apr-21	9.69	7.06	8.01	237.69K	48,782	9.25	7.20	8.15	1.19M	14,631
May-21	8.79	7.51	7.84	109.79K	51,937	8.55	7.60	8.05	359.65K	15,583
Jun-21	11.25	7.61	11.25	409.14K	52,483	11.15	7.80	11.15	892.17K	15,722
Jul-21	13.70	10.25	11.40	450.17K	52,587	13.75	10.25	11.30	1.27M	15,763
Aug-21	12.00	8.21	8.52	104.67K	57,552	11.80	8.20	8.60	404.04K	17,132
Sep-21	9.90	8.15	9.00	56.20K	59,126	10.00	8.35	8.75	301.04K	17,618
Oct-21	9.65	8.40	8.87	89.52K	59,307	9.80	8.50	8.60	375.38K	17,672
Nov-21	9.36	7.90	8.10	58.57K	57,065	9.40	7.75	8.30	331.48K	16,983
Dec-21	12.90	7.82	10.52	353.45K	58,254	12.75	7.70	10.55	1.46M	17,354
Jan-22	13.37	10.09	10.50	227.86K	58,014	13.35	10.10	10.35	1.02M	17,340
Feb-22	11.45	8.59	9.27	75.27K	56,247	11.30	8.65	9.30	354.34K	16,794
Mar-22	9.45	7.32	8.00	178.29K	58,569	9.35	7.35	8.00	449.45K	17,465

8. Performance in comparison to Bombay Stock Exchange Limited SENSEX

BSE Index Vs Share Price





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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 half-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, 2022.

The break-up of Equity shares held in physical and Demat form as on March 31, 2022 is given below:

Particulars	Shares	% of total shares
Physical Shares (I)	10,004	0.02%
Demat Shares		
NSDL	2,61,67,639	61.85%
CDSL	1,61,33,081	38.13%
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.



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15. Distribution of Share Holding as on March 31, 2022

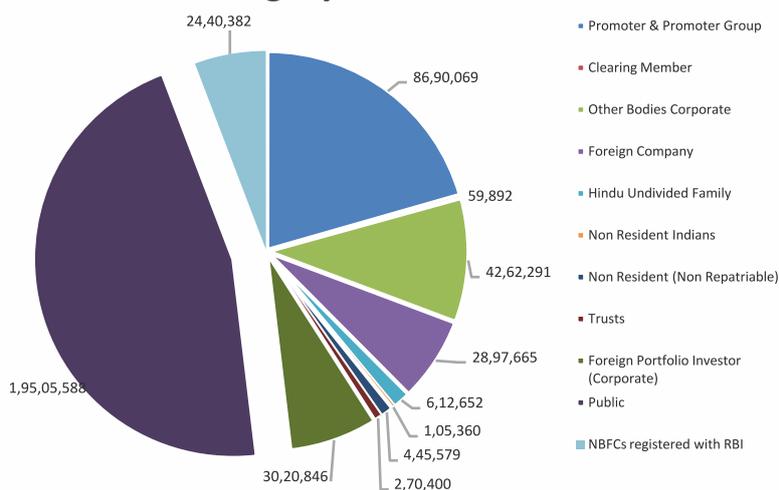
Shareholding of Nominal		Number of Shareholders	Percentage of Total Shareholders	No. of Shares	Percentages of Shareholdings
1	500	12558	77.3991	1723316	4.0730
501	1000	1646	10.1448	1371561	3.2416
1001	2000	934	5.7565	1460225	3.4512
2001	3000	342	2.1079	886409	2.0950
3001	4000	155	0.9553	554834	1.3113
4001	5000	151	0.9307	715208	1.6904
5001	10000	230	1.4176	1700013	4.0179
10001	And above	209	1.2881	33899158	80.1195
Total		16225	100.0000	42310724	100.0000

16. Shareholding Pattern as on March 31, 2022:

The shareholding of different categories of the shareholders as on March 31, 2022 is given below:-

Sr. No	Category of Shareholders	Total Shareholding	% of Shareholding
1	Promoter & Promoter Group	8,690,069	20.54
2	Clearing Member	59,892	0.14
3	Other Bodies Corporate	4,262,291	10.07
4	Foreign Company	2,897,665	6.85
5	Hindu Undivided Family	612,652	1.45
6	Non Resident Indians	105,360	0.25
7	Non Resident (Non Repatriable)	445,579	1.05
8	Trusts	270,400	0.64
9	Foreign Portfolio Investor (Corporate)	3,020,846	7.14
10	Public	19,505,588	46.10
11	NBFCs registered with RBI	2,440,382	5.77
	TOTAL	4,23,10,724	100.00

Category of Shareholders





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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, 2022.

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.

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. 32 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. 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.

iii. 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.



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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 website 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.

iv. 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:

- Number of complaints received in the year : Nil
- Number of complaints disposed off during the year : Nil
- Number of cases pending more than ninety days: Nil
- Nature of action taken by the employer or district officer: Not applicable.

v. 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

vi. 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 2021-22.

iii. Separate posts of Chairman and CEO:

There are separate posts of Chairman and CEO in the Company.

iv. Reporting of Internal Auditor

The Internal auditor directly reports to the Audit Committee.



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- vii. 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	600000
Income Tax Audit	75,000
Certification Fees	0
To other entities in the same network	0
Total	675000

- viii. 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.
- ix. 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**.
- x. 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.
- xi. 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.



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Certificate on Compliance with the conditions of Corporate Governance

To,
The Members
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, 2022 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, 2022, 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 S. Dedhia & Co,
Chartered Accountants
(Firm Registration No: 117695W)

Sd/-
CA Sandeep Dedhia
(Proprietor)
(Membership No.102606)
Place: Mumbai
Date: August 12, 2022
UDIN: 22102606AOWXHE9938



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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 violative of 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) 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,

Sd/-
Rajesh Bhatia
Chief Executive Officer

Sd/-
Navin Kumar
Chief Financial Officer

Date: May 25, 2022

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, 2022.

For and on behalf of the Board of Directors

Sd/-
Jugal Shah
Director
(DIN: 08334114)

Date: May 25, 2022

Place: Mumbai



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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, MH-400 056, 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, MH-400 056, 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, 2022 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	Mrs. Babita Doulatram Bhatia	08767969	Non-Executive - Non Independent Director	23/06/2020
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

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
Sd/-
Kaushal Doshi
(Proprietor)

Date: 25th May, 2022
Place: Mumbai

FCS No: 10609 CP No: 13143
UDIN: F010609D000382508