

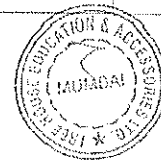
## ANNEXURE I

Format to be submitted by listed entity on quarterly basis

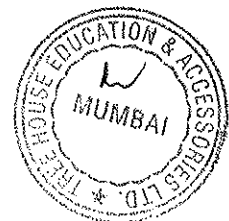
1. Name of Listed Entity: Tree House Education &amp; Accessories Limited

2. Quarter ending: First Quarter (Q1) of Financial Year 2016-17

| I. Composition of Board of Directors |                         |                        |  |  |         |   |  |  |
|--------------------------------------|-------------------------|------------------------|--|--|---------|---|--|--|
| Title<br>(Mr. /<br>Ms.)              | Name of the<br>Director | PAN <sup>5</sup> & DIN | Category<br>(Chairperson /<br>Executive /<br>Non-Executive /<br>Independent /<br>Nominee) <sup>6</sup> | 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) <sup>5</sup> | No. of post of<br>Chairperson in Audit /<br>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>00074393 | Executive  | Re-appointment:<br>14.11.2014                              | 5 years | 1   | 1  | 0  |
| Ms.                                  | Geeta Bhatia            | AAGPB8685G<br>00074444 | Non-Executive  |  |         | 1   | 1  | 0  |
| Mr.                                  | Vishal Shah             | AALPS6882P<br>01153074 | Executive  |  |         | 1   | 1  | 0  |



CERTIFIED TRUE COPY



|     |                    |                         |   |   |         |   |   |   |
|-----|--------------------|-------------------------|---|---|---------|---|---|---|
| Mr. | Parantap Dave      | AAABPD3026E<br>00019472 | Independent –<br>Non-Executive          | Re-appointment:<br>06.09.2014                                 | 5 years | 3 | 4 | 1 |
| Mr. | T. S. Sarangpani   | AAOPSG199N<br>01453050  | Independent –<br>Non-Executive          | Re-appointment:<br>06.09.2014<br><br>Cessation:<br>02.06.2016 | 5 years | 1 | 2 | 1 |
| Mr. | Ram Kumar<br>Gupta | AAIPG076GH<br>07356532  | Independent –<br>Additional<br>Director | Appointment:<br>29.05.2016                                    |         | 1 | 2 | 1 |
| Mr. | Chanakya<br>Dhanda | AOLPD8006N<br>02709047  | Independent –<br>Additional<br>Director | Appointment:<br>29.05.2016                                    |         | 2 | 0 | 0 |

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

<sup>8</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. T. S. Sarangpani<br>(Cessation: 02.06.2016)<br>Mr. Parantap Dave<br>Mr. Rajesh Bhatia<br>Mr. Ram Kumar Gupta<br>(Appointment: 02.06.2016) | Chairperson – Independent – Non-Executive<br><br>Independent – Non-Executive<br>Executive<br>Chairperson – Independent – Non-Executive (Additional Director) |



**CERTIFIED TRUE COPY**



|  |  |   |  |
|--|--|---|--|
| 2. Nomination & Remuneration Committee   | Mr. Parantap Dave<br>Mr. T. S. Sarangpani<br>(Cessation: 02.06.2016)<br>Mrs. Geeta Bhatia<br>Mr. Ram Kumar Gupta<br>(Appointment: 02.06.2016)                    | Chairperson – Independent – Non-Executive<br>Independent – Non-Executive<br><br>Non-Executive<br>Independent – Non-Executive (Additional Director)              |  |
| 3. Risk Management Committee (if applicable)   | NA   | NA  |  |
| 4. Stakeholders Relationship Committee   | Mr. Parantap Dave<br>Mr. T. S. Sarangpani<br>(Cessation: 02.06.2016)<br>Mrs. Geeta Bhatia<br>Mr. Vishal Shah<br>Mr. Ram Kumar Gupta<br>(Appointment: 02.06.2016) | Chairperson – Independent – Non-Executive<br>Independent – Non-Executive<br><br>Non-Executive<br>Executive<br>Independent – Non-Executive (Additional Director) |  |
| * 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 |  |   |  |
| <b>III. Meeting of Board of Directors</b>  |  |   |  |
| <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>  |  |
| February 14, 2016  | -  | -   |  |
|  | May 29, 2016   | 104 days  |  |
|  | June 2, 2016   | 3 days  |  |
| <b>IV. Meeting of Committees</b>   |  |   |  |
| <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> |
| 29.05.2016 (Audit Committee)   | Yes  | 14.02.2016  | 104 days   |
| 29.05.2016 (Nomination & Remuneration Committee)   | Yes  | 14.02.2016  | 104 days   |
| 29.05.2016 (Stakeholders' Relationship Committee)  | Yes  | 14.02.2016  | 104 days   |



**CERTIFIED TRUE COPY**



\*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**

- 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.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors.  
Any comments/observations/advice of Board of Directors may be mentioned here:

For Tree House Education & Accessories Limited

  
Rajesh Bhatia  
Managing Director



**CERTIFIED TRUE COPY**



**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**ANEXURE II**

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations  |   |
|---|---|
| Item  | Compliance status (Yes/No/NA) <sup>Refer note below</sup> |
| Details of business   | Yes   |
| Terms and conditions of appointment of independent directors  | Yes   |
| Composition of various committees of board of directors   | Yes   |
| Code of conduct of board of directors and senior management personnel   | Yes   |
| Details of establishment of vigil mechanism/ Whistle Blower policy  | Yes   |
| Criteria of making payments to non-executive directors  | Yes   |
| Policy on dealing with related party transactions   | Yes   |
| Policy for determining 'material' subsidiaries  | Yes   |
| Details of familiarization programmes imparted to independent directors   | Yes   |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes   |
| email address for grievance redressal and other relevant details  | Yes   |
| Financial results   | Yes   |
| Shareholding pattern  | Yes   |
| Details of agreements entered into with the media companies and/or their associates   | NA  |
| New name and the old name of the listed entity  | NA  |

**CERTIFIED TRUE COPY**





| II. Annual Affirmations   |                         |   |
|---|-------------------------|---|
| Particulars   | Regulation Number       | Compliance status (Yes/No/NA) <sup>1</sup> refer note below |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)        | Yes   |
| Board composition   | 17(1)                   | Yes   |
| Meeting of Board of directors   | 17(2)                   | Yes   |
| Review of Compliance Reports  | 17(3)                   | Yes   |
| Plans for orderly succession for appointments   | 17(4)                   | Yes   |
| Code of Conduct   | 17(5)                   | Yes   |
| Fees/compensation   | 17(6)                   | Yes   |
| Minimum Information   | 17(7)                   | Yes   |
| Compliance Certificate  | 17(8)                   | Yes   |
| Risk Assessment & Management  | 17(9)                   | Yes   |
| Performance Evaluation of Independent Directors   | 17(10)                  | Yes   |
| Composition of Audit Committee  | 18(1)                   | Yes   |
| Meeting of Audit Committee  | 18(2)                   | Yes   |
| Composition of nomination & remuneration Committee  | 19(1) & (2)             | Yes   |
| Composition of Stakeholder Relationship Committee   | 20(1) & (2)             | Yes   |
| Composition and role of risk management committee   | 21(1),(2),(3),(4)       | Yes   |
| Vigil Mechanism   | 22                      | Yes   |
| Policy for related party Transaction  | 23(1),(5),(6),(7) & (8) | Yes   |
| Prior or Omnibus approval of Audit Committee for all related party transactions                                   | 23(2), (3)              | Yes   |
| Approval for material related party transactions  | 23(4)                   | Yes   |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                   | NA  |
| Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4),(5) & (6) | NA  |
| Maximum Directorship & Tenure   | 25(1) & (2)             | Yes   |
| Meeting of independent directors  | 25(3) & (4)             | Yes   |
| Familiarization of independent directors  | 25(7)                   | Yes   |



CERTIFIED TRUE COPY



|   |   |     |
|---|---|-----|
| <i>Memberships in Committees</i>  | 26(1)   | Yes |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>  | 26(3)   | Yes |
| <i>Disclosure of Shareholding by Non-Executive Directors</i>  | 26(4)   | Yes |
| <i>Policy with respect to Obligations of directors and senior management</i>  | 26(2)&26(5)   | Yes |
| <b>Note</b>   |   |     |
| <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> |   |     |
| <b>III. Affirmations:</b>   |   |     |
| The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.   |   |     |
| For Tree House Education & Accessories Limited  |   |     |
| <br>Rajesh Bhatia<br>Managing Director   |  |     |

Date: July 7, 2016  
Place: Mumbai

**CERTIFIED TRUE COPY**

