

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



May 30, 2019

To, BSE Ltd. Phiroze Jeejeebhoy Tower Dalal Street, Fort Mumbai - 400 001	To, The National Stock Exchange of India Ltd. Bandra Kurla Complex (East) Mumbai - 400 051	To, Metropolitan Stock Exchange of India Ltd. Exchange Square, CTS No. 25, Suren Road, Andheri (East), Mumbai - 400 093
---	---	---

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2019.

Ref: Scrip Code: 533540 / TREEHOUSE

Dear Sir/Madam,


In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed copy of Annual Secretarial Compliance Report dated May 29, 2019 for the Financial Year 2018-19.

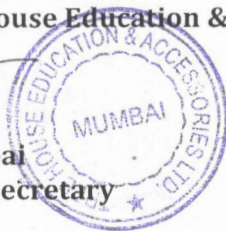
We request you to take the same on record.

Thanking you,

Yours truly,

For **Tree House Education & Accessories Limited**


Guddi Bajpai
Company Secretary



Kaushal Doshi & Associates

Practicing Company Secretary

A/39, Ashok Samrat, Daftary Road, Malad (E), Mumbai - 400 097

Mobile No.: +91-9892 368 648/8879061581

Email : doshikaushal20@gmail.com



SECRETARIAL COMPLIANCE REPORT OF TREE HOUSE EDUCATION & ACCESSORIES LIMITED FOR THE YEAR ENDED 31st MARCH, 2019

To,
**The Board of Directors,
Tree House Education & Accessories Limited
CIN: L80101MH2006PLC163028**

I, M/s. Kaushal Doshi & Associates, Practicing Company Secretary have examined:

- a) all the documents and records made available to me and explanation provided by Tree House Education & Accessories Limited ("the listed entity");
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018/2009;



- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable during the period under review)**
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the period under review)**
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not Applicable during the period under review)**
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the period under review)**
- j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable during the period under review)**
- k) Other Rules and Regulations and the circulars/ guidelines issued thereunder;
 - SEBI (Depositories and Participants) Regulations, 2018/1996;

Based on the above examination, I hereby report that, during the Review Period:

- i. The listed entity has complied with all the provisions of the above Regulations and circulars/guidelines issued thereunder;
- ii. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- iii. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:



Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/remarks of the Practicing Company Secretary , if any.
1	SEBI	A preliminary and internal examination by SEBI of misconduct in the affairs of the Company under SEBI (Prohibition Of Fraudulent And Unfair Trade Practices) Regulations, 2003	An Ad-Interim Ex-Parte Order dated March 7, 2018 was challenged by the Company before the Hon'ble Securities Appellate Tribunal ("SAT") (Misc. Application no. 250 of 2018 and Appeal no. 300 of 2018).	The SEBI has passed a confirmatory order (WTM/GM/CFD/77/2018-19) dated November 18, 2018 whereby it has confirmed the directions contained in the Ad-Interim Ex-Parte Order dated March 7, 2018. As informed to us, SEBI matter is ongoing and forensic audit is presently being conducted.

- iv. Since this is the first Report, there are no previous Reports in respect of which the listed entity is required actions to comply with the observations made under such previous reports.

Date: 29/05/2019
Place: Mumbai



For Kaushal Doshi & Associates
Practicing Company Secretaries

K. Doshi

Kaushal Doshi
Proprietor

CP No: 32178/ACS No: 13143