Tree House Education & Accessories Ltd.

Corporate Office:
301, Embassy Chambers, 3rd Road, Khar (W),
Mumbai - 400052. Tel.: 022-40169587 / 64572725
CIN : L80101MH2006PLC163028

Registered Office:
702, Morya House, 'C' Wing, Off Link Road,
Andheri (W), Mumbai - 400 053.
Tel.: 022-64512384, Fax 022-26051259

August 05, 2015

To,
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy 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,
MCX Stock Exchange Ltd.
Suren Road, Andheri (East), Mumbai - 400 093

Dear Sirs,

Sub.: Intimation to Stock Exchange - Revised Tree House Education & Accessories Limited – Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders

Ref.: Scrip Code: 533540 / Symbol: TREEHOUSE

We are attaching a copy of the revised Tree House Education & Accessories Limited – Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in connection with the captioned subject.

We request you to kindly take it on your records.

Thanking you,

Yours truly,

For **Tree House Education & Accessories Limited**

H.J.D

TREE HOUSE EDUCATION & ACCESSORIES LTD. MUMBAI

Hardik Desai
Company Secretary

TREE HOUSE EDUCATION & ACCESSORIES LIMITED

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

(Pursuant to Securities Exchange Board of India, (Prohibition of Insider Trading Regulations, 2015)

(EFFECTIVE FROM 15TH MAY 2015)

TREE HOUSE EDUCATION & ACCESSORIES LIMITED

Insider trading means trading in Securities of a Company by its Directors, Employees or other Insiders while in possession of Unpublished Price Sensitive Information (UPSI). Such trading by Insiders erode the investors 'confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 1992 under the powers conferred on it under the SEBI Act, 1992, which came into effect from November 19, 1992 and the same were made applicable to all companies whose shares were listed on Indian stock exchanges.

To strengthen these regulations and to create a framework for prevention of insider trading to facilitate legitimate business transactions, Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the Regulations) were notified by SEBI on January 15, 2015 which will become effective from May 15, 2015. The Regulations not only regulate trading by insiders but also seek to prohibit insider trading.

The Code is intended to serve as a guiding charter for all concerned persons associated with the functioning of listed companies and their trading in Securities of such companies.

Further, the Code also seeks to ensure timely and adequate disclosure of UPSI to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities. The provisions of this Code have to be read along with the Regulations and if there is any inconsistency / contradiction between the two, the provisions of the Regulations shall prevail.

1. DEFINITIONS

a) **"Act"** means the Securities and Exchange Board of India Act, 1992.

b) **"Board"** means the Board of Directors of the Company.

c) **"Code" or "Code of Conduct"** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by

insiders of Tree House Education & Accessories Limited as amended from time to time.

d) **"Company"** means M/s. Tree House Education & Accessories Limited.

e) **"Compliance Officer"** means the Company Secretary of the Company, who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and implementation of the code under the overall supervision of the Board.

f) **"Connected Person"** means-

(i) any person who is or has during the 6 months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with office/ employees or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself/herself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.

(ii) In addition to the above, the following category of persons shall be deemed to be connected persons unless the contrary is established:

a) an immediate relative of connected persons specified in clause (i): or
b) a holding company or associate company or subsidiary company; or
c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
d) an investment company, trustee company, asset management company or an employee or director thereof; or
e) an official of a stock exchange or of clearing house or corporation; or
f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

g) a member or the board or an employee, of a public financial institution as defined in section 2 (72) of the Act, or

h) an official or an employee of a self-regulatory organization recognized or authorized by the board; or

i) a banker of the company; or

j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his Immediate Relative or banker of the company, has more than 10% of the holding or interest.

g) **"Employee"** means every employee of the Company (whether working in India or abroad), including directors in the employment or the Company.

h) **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

i) **"Designated person"** of the Company shall mean and include

(i) every employee in the grade of General Manager and above in the Company

(ii) every employee in sales, finance, accounts, secretarial and legal departments of the Company

(iii) Any other person as may be determined and identified by the Compliance Officer from time to time for this purpose.

j) **"Director"** means and includes every director on the Board of the Company.

k) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange, would ordinarily be considered generally available.

l) **"Immediate Relative"** means; Spouse of a person and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

m) **"Insider"** means any person who is;

i) a connected person' or

ii) in possession of or having access to UPSI.

n) **"Key Managerial Personnel"** means person as defined in Section 2(51) of the Companies Act, 2013

o) **"Listing Agreement"** means the Agreement entered into between the Company and stock exchanges and as amended from time to time as per directions of SEBI.

p) **"Non-Trading Period"**

a. the period, i.e. the number of working days, before and after the date of a meeting of the Board or shareholders of the Company where 'UPSI' (as defined in point (x) below) is to be considered as provided under Clause 1(bb) of the Code; or

b. Such other period (s) as may be decided and notified by the Compliance Officer.

q) **"Promoter"** means a person defined as a Promoter under the SEBI (Issued of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.

r) **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 and any amendments thereof.

s) **"Securities and Exchange Board of India "(SEBI")** means the regulatory body established under section 3 of the Act.

t) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.

u) "**Specified Persons**" means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

v) **"Stock Exchange"** shall include BSE Limited (BSE), The national Stock Exchange of India Limited (NSE) and MCX stock Exchange Limited (where the securities of the Company are currently listed)

w) **"Takeover Regulations"** means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

x) **"Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities and "trade" shall be construed accordingly.

y) **"Trading Day"** means a day on which the recognized stock exchanges are open for Trading.

z) **"Trading Plan"** shall mean a plan for trades to be executed in the future by persons who have perpetual access to the UPSI.

aa) **"Trading Window"** shall mean the window available for Trading in the securities of the Company.

bb) **"Unpublished Price Sensitive Information" ("UPSI")** means any information, relating to the Company or its securities, directly or indirectly, that is not Generally Available which upon becoming Generally Available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following;-

(i) Financial result;
(ii) Dividends;
(iii) Change in capital structure;
(iv) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
(v) Changes in Key Managerial personnel; and
(vi) Material events in accordance with listing agreement.

2. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

Specified Persons shall maintain the confidentiality of all UPSI coming into their possession or control.

2.1 No Insider or specified person shall communicate, provide or allow access to UPSI, relating to the Company or its Securities listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

2.2 No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or its Securities, except in furtherance of legitimate purposes, performance of duties or discharge or legal obligations.

2.3 The Insider who are in possession of UPSI are required to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to know basis.

3. COMPLIANCE OFFICER

3.1 The Board of the Company shall appoint the Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company. The Compliance Officer shall report to the Board of the Company and shall provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by the Board.

3.2 The Company Secretary shall hold the position of the Compliance Officer so long as he/she remains the Company Secretary. In the event of the office of the Company Secretary falling vacant till such time a successor is appointed, the Managing Director shall, in the interim period act as the Compliance Officer.

3.3 In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company. The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code

3.4 The Compliance Officer shall prior to approving any trade, be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any UPSI. He/she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

4. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

Employees and connected persons designated on the basis of their functional role in the Company shall be governed by an internal code of conduct governing dealing in securities

4.1 Trading Plan: An insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

4.2 Trading plan shall

i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
iii. entail trading for a period of not less than twelve months;
iv. not entail overlap of any period for which another trading plan is already in existence;

v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

vi. not entail trading in securities for market abuse.

4.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulation. The Compliance Officer shall have the right to seek specific information and/or undertakings to enable assessment of the trading plan and approve the same.

4.4 The trading plan once approved shall be irrevocable and the Insider shall mandatory implement without any deviation.

However, the implementation of the trading plan shall not be commenced, if the Insider is in possession of UPSI at the time of formulation of the plan and such UPSI has not become generally available at the time of the commencement of implementation. In such event, the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information.

4.5 Disclosure of Trading Plan: Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

5. Trading Window & Window Closure:

5.1 (i) The Compliance Officer shall notify a 'trading window' during which the Specified Persons may trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.

(ii) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed as may be specified by the Company from time to time.

5.2 The Compliance Officer shall intimate the closure of trading window to all the specified employees of the Company when he determines that a Specified person or class of specified persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

5.3 The Compliance Officer shall by way of e- mail or through generally accepted means of communication communicate the period of window closure to the Specified persons. It shall be the onus of the specified persons to communicate the non- trading period to their immediate relatives.

5.4 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

5.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

5.5 The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

6. **Pre-clearance of trades**

1. All Specified Persons, who intend to deal in the securities of the Company, shall when the Trading Window is open, trade only subject to pre- clearance by the Compliance Officer, by sending the request for approval in the format of **Annexure I**, if the proposed trading involves more than 50,000 shares or the value of the proposed trades is more than Rs. 10 Lakhs (market value) or more than 1% of total shareholding, whichever is less. The request for pre-clearing approval with enclosures may preferably be sent by email to hardik@treehouseplaygroup.net, sanjay@treehouseplaygroup.net and compliance@treehouseplaygroup.net, followed by hard copy of the documents.

However, no specified person shall be entitled to apply for pre-clearance of any proposed trade if such specified person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade.

2. The Compliance Officer shall not approve any proposed Trade by specified Person if the Compliance Officer determines that such specified Person is in possession of UPSI even though the trading window is open.

3. The Compliance Officer shall have the authority to ask for further information, declaration as it may seem necessary, and it shall be obligatory for the specified person to immediately furnish such information to the satisfaction of the Compliance Officer.

4. The pre-dealing procedure shall be hereunder:

   (i) An application may be made in the prescribed Form (Annexure I) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

   (ii) An undertaking (Annexure II) shall be executed in favour of the Company by such Specified Employee incorporating, inter alia, the following clauses, as may be applicable:

      a. That the employee/director/officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.

      b. That in case the Specified Employee has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

c. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

d. That he/she has made a full and true disclosure in the matter.

5. The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a specified Person, on the condition that the Trade so approved shall be executed within seven days following the date of approval. (Annexure III).

6. All Specified Persons shall execute their order in respect of securities of the Company within seven days after the approval of pre-clearance is given.

7. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure IV).

8. If the pre-clearance order is not executed within seven days after the approval is given, the specified person must secure pre-clear the transaction again.

9. All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

   In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

10. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

11. Any specified Person who Trades in securities without complying with the preclearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.

7. Other Restrictions:

7.1 All specified Persons who buy or sell Securities of the Company shall not enter into an opposite transaction (contra trade) i.e. sell or buy Securities during the six months period post the previous buy/sell.

7.2 The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate the Regulation.

7.3 If an opposite transaction (contra trade) is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act as per the applicable SEBI Regulations.

8. DISCLOSURE OF TRADING BY INSIDERS

8.1 General provisions:

a. Every public disclosure under this Clause shall be made in such form as may be specified by SEBI from time to time.
b. The disclosures to be made by any person shall include those relating to trading by such person, immediate relatives, and by any other person for whom such person takes trading decisions.
c. The disclosures of trading in securities shall also include trading in derivatives of Securities and the traded value of the Derivatives shall be taken into account for the purposes of arriving at the value of trade, subject to trading of such Derivatives is permitted by any law for the time being in force.

8.2 Disclosure by certain persons:

a. Every promoter, key managerial personnel, and director of the Company shall disclose his/her holding of Securities of the Company as on the date of the Regulation taking effect i.e. May 15, 2015 or such other date(s) as may be notified by SEBI, to the Company within 30 days of the Regulation taking effect.

b. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his/her holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 days of such appointment or becoming a Promoter.

c. The Company, at its discretion shall require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

8.3 Continual Disclosure:

Every promoter, employee and director of the Company shall disclose to the Company the number of securities acquired or disposed of within two Trading Days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10, 00,000 or such other value as may be specified.

8.4 Disclosure by the Company:

The Company shall notify the particulars of Trading specified in Clause 8.3 above to the Stock Exchanges within two trading days of receipt of the disclosure or from becoming aware of such information.

9. PENALTY FOR CONTRAVENTION OF THE CODE

Every Employee, Director, Promoter and Designated & specified Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension or termination of employment at the sole discretion of the Company.

Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs.25 crores or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.

In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render

necessary cooperation as may be required by the Company/Compliance Officer or SEBI in this connection.

10. Miscellaneous

1. Reporting: The Compliance Officer will submit a report to the Chairman of Audit Committee, instances of violation of the Code or the Regulation by any person and on the disclosures, Trading Plans and pre- clearances approved and rejected on the basis of information furnished at a frequency as may be stipulated by the Board.

2. Amendment: The Board of the Company reserves its right to amend, modify or interpret this Code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the concerned unless the same is notified in writing.

3. The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof. The Company may, at its discretion, prescribe additional obligations for any other Connected Persons or a class of Connected Persons to make disclosures of holdings and trading in Securities (including the form and frequency).

4. The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with these Rules. In case such persons observe that there has been a violation of these Rules, then they shall inform the Board of Directors of the Company promptly

5. All Specified Persons are advised to familiarize themselves with the SEBI Regulations and comply with the same, as well as with this Code; both in letter and in spirit. Specified Persons are also advised to ensure compliance by their Immediate Relatives. For any assistance or clarifications, kindly contact the Compliance Officer of the Company at 022-61306121/201 or compliance@treehouseplaygroup.net.

Date: May 09, 2015

ANNEXURE I

FORMAT OF APPLICATION FOR PRE-CLEARANCE

Date:

To,
The Compliance Officer,
Tree House Education & Accessories Limited,
Mumbai.

Dear Sir/Madam,

Application for Pre-clearance for trading in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale/subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Employee Number	
3.	Designation	
4.	Number of securities held as on date	
5.	Folio No. / DP ID / Client ID No	
6.	The Proposal is for	a) Purchase of securities b) Subscription to securities c) Sale of securities
7.	Proposed date of trading in securities	
8.	Estimated number of securities proposed to be acquired/subscribed/sold	
9.	Price at which the transaction is proposed	
10.	Current market price (as on date of application)	
11.	Whether the proposed transaction will be through stock exchange or off-market deal	
12.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

ANNEXURE II

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING

To,
The Compliance Officer,
Tree House Education & Accessories Limited,
Mumbai.

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :
Signature : _____
* Indicate number of shares

Yours faithfully,

(Signature of Employee)

For the use of Compliance Officer:

Date of receipt of application	**Approval Date**	**Approval Number**	**Compliance Officer's Signature**

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name : _____
Designation : _____
Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
for **Tree House Education & Accessories Limited**

COMPLIANCE OFFICER

Date : _____
Encl: Format for submission of details of transaction

ANNEXURE IV

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Tree House Education & Accessories Limited,
Mumbai.

REF: Pre-clearance request dated:_____

I hereby inform that I

- ☐have not bought / sold / subscribed any securities of the Company due to the following reason:

_____

- ☐have bought / sold /subscribed to _____securities as mentioned below on__ (date)

Name of holder	**No. of securities Dealt with**	**Bought/sold/subscribed**	**DP ID/ Client ID/ Folio No**	**Price (Rs.)**

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (applicable in case of purchase / subscription) subject to the provisions of SEBI Regulations.

I declare that the above information is correct and that no provisions of the Company's Code and/ or applicable laws/ regulations have been contravened for effecting the above said transaction(s).

Date : _____ Signature : _____

Name :
Designation :