

Matrix Partners India Investment Holdings, LLC

May 12, 2014

To

The National Stock Exchange of India Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai 400 051, India

Subject: Sale of 1,800,000 shares of Treehouse Education and Accessories Limited

Dear Sir

We would like to inform you that we have sold 1,800,000 shares of Treehouse Education and Accessories Limited on Bombay Stock Exchange on May 9, 2014. Attached is the completed Form C under SEBI (Prohibition of Insider Trading) Regulations, 1992 and disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the same on record.

Thanking you.

Yours faithfully,



Bashir Nabeebokus
Director

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(3) and (6)]

Regulation 13(3) – Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name, PAN No. & address of shareholders	Shareholding prior to acquisition/sale	No. & % of shares/voting rights acquired/sold	Receipt of allotment/advice/acquisition of shares/sale of shares specify	Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer etc.)	No. & % of shares/voting rights post-acquisition/sale	Trading Member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
1	2	3	4	5	6	7	8	9	10	11	12	13
Matrix Partners India Investment Holdings, LLC AAECM8473E	24.24% 1,800,000 4.84%	BSE/M/001 130	May 12, 2014	Market purchase	7,210,926 19.4%	CLSA India Ltd. INB01149 9135	BSE	NA	NA	1,800,000	500,979,936.20	INR

For Matrix Partners India Investment Holdings, LLC


Babbar Nabeebokus
Director

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Treehouse Education and Accessories Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Not Applicable		
3. Whether the acquirer belongs to Promoter/Promoter group	Not Applicable		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition/disposal under consideration, holding of:</u>			
a) Shares carrying voting rights	9,010,926	24.24%	23.86%
b) Voting rights (VR) otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
Total (a+b+c)	9,010,926	24.24%	23.86%
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired/sold	1,800,000	4.84%	4.76%
b) VRs acquired /sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument			

that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
Total (a+b+c)	1,800,000	4.84%	4.76%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	7,210,926	19.4%	19.09%
b) VRs otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.			
Total (a+b+c)	7,210,926	19.4%	19.09%
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	On the Stock exchange		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	May 9, 2014		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	37,170,070		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	37,170,070		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	37,765,720		

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For **Matrix Partners India Investment Holdings, LLC**



Bashir Nabeebokus
Director

Place: Mauritius

Date: May 12, 2014