

Date: December 21, 2013

To,

**Tree House Education & Accessories Limited**

702C, Morya House, Off New Link Road,  
Andheri (West), Mumbai - 400 053

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

**National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Mumbai - 400 051

**MCX Stock Exchange Ltd.**

Suren Road, Andheri (East),  
Mumbai - 400 093

Sub.: Disclosure under Regulation 31(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Scrip Code: 533540 / TREEHOUSE

Dear Sirs,

Please see enclosed the details of disclosure required in terms of Regulation 31(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the pledge of 5,20,000 equity shares of Tree House Education & Accessories Limited ("Company") with STCI Finance Limited by the promoters of the Company.

Kindly acknowledge the receipt of the same.

Thanking You,  
Yours Sincerely,



Rajesh Bhatia



Geeta Bhatia

Encl.: As Above

**Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                                           |                                            |                          |                                    |                                         |                          |                                                                                       |                                                      |                                                                     |               |                          |                                                     |                                                                                                         |                          |
|-------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------|------------------------------------|-----------------------------------------|--------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------|---------------|--------------------------|-----------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------|
| Name of the Target Company(TC)                                                            |                                            |                          |                                    |                                         |                          | TREE HOUSE EDUCATION & ACCESSORIES LIMITED                                            |                                                      |                                                                     |               |                          |                                                     |                                                                                                         |                          |
| Names of the Stock Exchanges where the shares of the target company are listed            |                                            |                          |                                    |                                         |                          | BSE LIMITED<br>NATIONAL STOCK EXCHANGE OF INDIA LIMITED<br>MCX STOCK EXCHANGE LIMITED |                                                      |                                                                     |               |                          |                                                     |                                                                                                         |                          |
| Date of reporting                                                                         |                                            |                          |                                    |                                         |                          | December 20, 2013                                                                     |                                                      |                                                                     |               |                          |                                                     |                                                                                                         |                          |
| Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked |                                            |                          |                                    |                                         |                          | MR. RAJESH BHATIA<br>MRS. GEETA BHATIA                                                |                                                      |                                                                     |               |                          |                                                     |                                                                                                         |                          |
| Details of the creation/invocation/release of encumbrance:                                |                                            |                          |                                    |                                         |                          |                                                                                       |                                                      |                                                                     |               |                          |                                                     |                                                                                                         |                          |
| Name of the Promoter(s) or PACs with him (**)                                             | Promoter holding in the target Company (1) |                          |                                    | Promoter holding already encumbered (2) |                          | Details of events pertaining to encumbrance (3)                                       |                                                      |                                                                     |               |                          |                                                     | Post event holding of encumbered shares {creation [(2)+(3)]/-release [(2)-(3)]/- invocation- [(2)-(3)]} |                          |
|                                                                                           | No. of shares                              | % of total share capital | % w.r.t. diluted share capital (*) | No. of shares                           | % of total share capital | Type of event (creation / release / invocation)                                       | Date of creation / invocation release of encumbrance | Type of encumbrance (pledge/lien/non disposal undertaking / others) | No. of shares | % of total share capital | Name of the entity in whose favor shares encumbered | No. of shares                                                                                           | % of total share capital |
| Rajesh Bhatia and Geeta Bhatia                                                            | 1900833                                    | 5.17%                    | 5.03%                              | 0                                       | 0                        | Creation                                                                              | December 20, 2013                                    | Pledge                                                              | 520000        | 1.42%                    | STCI Finance Ltd.                                   | 520000                                                                                                  | 1.42%                    |
| Geeta Bhatia                                                                              | 6025000                                    | 16.40%                   | 15.95%                             | 890000                                  | 2.42%                    | N.A.                                                                                  | N.A.                                                 | N.A.                                                                | N.A.          | N.A.                     | N.A.                                                | 890000                                                                                                  | 2.42%                    |
| Rajesh Bhatia                                                                             | 3113159                                    | 8.47%                    | 8.24%                              | 890000                                  | 2.42%                    | N.A.                                                                                  | N.A.                                                 | N.A.                                                                | N.A.          | N.A.                     | N.A.                                                | 890000                                                                                                  | 2.42%                    |
| Girdhari Bhatia and Kavita Bhatia                                                         | 47900                                      | 0.13%                    | 0.13%                              | 0                                       | 0                        | N.A.                                                                                  | N.A.                                                 | N.A.                                                                | N.A.          | N.A.                     | N.A.                                                | N.A.                                                                                                    | N.A.                     |

Signature:

  
Rajesh Bhatia

  
Geeta Bhatia

Place: Mumbai

Date: December 21, 2013

(\*\*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(\*) Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. 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.

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