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

October 10, 2017

To, **BSE Limited** Phiroze Jeejeebhoy Tower, Dalal Street, Fort Mumbai - 400 001	To, **The National Stock Exchange of India Ltd.** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	To, **Metropolitan Stock Exchange of India Ltd.** Exchange Square, CTS No. 25, Suren Road, Andheri (E), Mumbai – 400 093

Sub.: Annual Report for the financial year 2016-17.

Ref: Scrip Code: 533540 / TREEHOUSE

Dear Sir / Madam,

Please see enclose Annual Report of the Company for the financial year 2016-17 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

This for your information and record.

Thanking you.

Yours faithfully,

For **Tree House Education & Accessories Limited**

Rajesh Bhatia
Managing Director
Encl: as above

TREE HOUSE EDUCATION & ACCESSORIES LTD. MUMBAI

The TreeHouse®©

Playgroup & Nursery

'From roots to wings®©'

Nanhe Kadam, Badi Udaan.™

ANNUAL REPORT 2016-2017

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BOARD OF DIRECTORS

1) Mr. Rajesh Bhatia
DIN: 00074393
Chairman and Managing Director
Education:
- Bachelor of Engineering from MS University, Baroda
- MBA from Pune University

Experience:
- 14 years of experience in the field of education
- Oversees the organization's day-to-day operation

Association with Tree House
Associates with the Company since its inception

2) **Mrs. Geeta Bhatia**
DIN: 00074444
Non-executive Director
Education:
Bachelor of Commerce Degree from Mumbai University
Experience:
More than 11 years of Experience in the education industry
Association with Tree House
Associates with the Company since its inception

3) Mr. Deepak Valecha
DIN: 07736480
Independent Director
Education:
- Bachelor of Management Studies from Mumbai University
- M.com from CMJ University, Meghalaya
- M.com (Accounts & Finance) from University of Mumbai
- MMS (Marketing)

Experience:
- More than 7 years of experience in the education field.

4) Mr. Suraj Manghnai
DIN: 06625583
Independent Director
Education:
BSC International Business Management, Kedge Business School, Marseille France.
Experience:
More than 2 years of experience in the field of education sector.

5) *Mr. Ram Kumar Gupta
DIN: 07356532
Independent Director
Education:
B.A. and LLB
Experience:
- 1977 to 1995: Practicing as an Advocate in Delhi at various Courts including High Court.
- 1995 to 2013: Joined as Judicial Member of Income Tax Appellate Tribunal, served at Allahabad, Jaipur, Delhi& Mumbai Benches.
- 2013 to Till Date: Legal Advisor of various corporates & individuals.

*Resigned w.e.f. December 16, 2016.

6) *Mr. Chanakya Dhanda
DIN: 02709047
Education:
- Bachelor of Business Administration (BBA) from International Management Institute of Management Studies
- Brussels Post Graduate Diploma in Management (PGDM) from IIPM Mumbai.

Experience:
- More than 11 years of collective experience in Telecommunication, Hospitality, Media, Textiles, Electronics, Renewable Energy & Financial industries.
- Leadership experiences and qualities resulting in better financial performance and enhanced systems for higher performance of the team.

*Resigned w.e.f. December 15, 2016

7) ***Mr. Vishal Shah**
DIN: 01153074
Executive Director
Education:
- MMS from Narsee Monjee Institute of Management Studies
- Bachelor of Commerce from Mumbai University

Key Role:
- Oversees the Marketing Setting up of new centres
- Identifying properties for expansions
- Procurement Initiatives

Association With Tree House
Associated with the Company since its inception
*Resigned w.e.f. July 28, 2016

8) *Mr. Parantap Dave
DIN: 00019472
Independent Director
Education:
Qualified Chartered Accountant
Experience:
28 years of experience in the field of finance, banking, accounts, audit, taxation and general management
*Resigned w.e.f. July 28, 2016

9) *Mr. T. S. Sarangpani
DIN: 01453050
Independent Director
Education:
- Bachelor of Engineering
- MBA from the University of Madras

Experience:
Rich 36 years of Experience in the financial services industry
*Resigned w.e.f. June 2, 2016

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajesh Bhatia
Managing Director

Mrs. Geeta Bhatia
Non- Executive Director

Mr. Deepak Valecha
Independent Director
(Appointed w.e.f. February 13, 2017)

Mr. Suraj Manghnani
Independent Director
(Appointed w.e.f. December 30, 2016)

Mr. Ram Kumar Gupta
Independent Director
(Appointed w.e.f. May 29, 2016)
(Resigned w.e.f. December 16, 2016)

Mr. Chanakya Dhanda
Independent Director
(Appointed w.e.f. May 29, 2016)
(Resigned w.e.f. December 15, 2016)

Mr. Vishal Shah
Executive Director
(Resigned w.e.f. July 28, 2016)

Mr. T. S. Sarangpani
Independent Director
(Resigned w.e.f. June 2, 2016)

Mr. Parantap Dave
Independent Director
(Resigned w.e.f. July 28, 2016)

CHIEF FINANCIAL CONTROLLER & CHIEF OFCOMPLIANCE
Mr. Sanjay Shah
(Resigned w.e.f. October 14, 2016)

Mr. Navin Kumar Mane
(Appointed w.e.f. April 22, 2017)

COMPANYSECRETARY & COMPLIANCE OFFICER
Mr. Devanshu Parekh
(Appointed w.e.f. October 21, 2016)
(Resigned w.e.f. May20, 2017)

INTERNAL AUDITOR

M/s. S. R. Divatia & Company
Chartered Accountants
Mumbai

STATUTORY AUDITOR

M/s. Agarwal & Associates,
Chartered Accountants
Mumbai

BANKERS

HDFCBankLtd.
Kotak Mahindra Bank Ltd.
State Bank of India
ICICI Bank Ltd.
Corporation Bank Ltd.
Indian Bank Ltd. Union Bank ofIndia

REGISTRAR & TRANSFER AGENTS
LinkIntime India Pvt. Ltd.
C 101, 247 Park, L.B.S Marg,
Vikhroli (West),
Mumbai - 400083

REGISTERED OFFICE
702, 'C', MoryaHouse,
OffNewLinkRoad, Andheri(West),
Mumbai 400053

WEBSITE
www.treehouseplaygroup.net

BOARD COMMITTEES

- **Audit Committee**
- **Nomination & Remuneration Committee**
- **Stakeholders' Relationship Committee**
- **Committee of Board**
- **Compensation Committee**
- **CSR Committee**
- **Amalgamation Committee***

***Dissolved in a Board Meeting dated 13.02.2017**

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF TREE HOUSE EDUCATION & ACCESSORIES LIMITED WILL BE HELD ON MONDAY, 25 SEPTEMBR, 2017 AT 9 A.M. AT MAYOR HALL, ALL INDIA INSTITUTE OF LOCAL SELF GOVERNMENT, STHANIKRAJ BHAVAN, C.D. BARFIWALA MARG, JUHU LANE, ANDHERI (W), MUMBAI 400 058, TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt;
   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Reports of the Directors and the Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, and the Report of the Auditors thereon.

2. To appoint a Director in place of Mrs. Geeta Bhatia (DIN 00074444), who retires by rotation and being eligible, offers herself for re-appointment.

3. To appoint M/s. S. Dedhia & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s. Agarwal & Associates., the retiring Statutory Auditors, to hold office from the conclusion of Eleventh Annual General Meeting, until the conclusion of Sixteenth Annual General Meeting subject to ratification by the members at every Annual General Meeting on such remuneration as may be decided by the Board of Directors or any Committee thereof for the financial year ending March 31, 2018.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder the consent of the Company be and hereby accorded to appointment of Statutory Auditor of the Company M/s. S. Dedhia & Co., Chartered Accountants, (ICAI Firm Registration No. 117695W) who shall hold office as Statutory Auditors of the Company for a period of five years from the conclusion of Eleventh Annual General Meeting till the conclusion of Sixteenth Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting of the Company.

RESOLVED FURTHER THAT Board be and is hereby authorised to fix the remuneration of Statutory Auditors of the Company as recommended by the Audit Committee in consultation with the Statutory Auditors, in addition to reimbursement of out of pocket expenses."

SPECIAL BUSINESS:

4. To approve the appointment of Mr. Suraj Manghnani as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015 , Mr. Suraj Manghnani, (DIN: 06625583) who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 30, 2016 and who holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Suraj Manghnani as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. for a period up to December 29, 2021, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To approve the appointment of Mr. Deepak Valecha as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015 , Mr. Deepak Valecha (DIN: 07736480), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 13, 2017 and who holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Deepak Valecha as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. for a period up to February 12, 2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and/or Company Secretary of the Company of the Company, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31, 2018.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Company hereby ratifies the remuneration of Rs. 75,000/- p.a. (Rupees Seventy Thousand only) payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Numbers 00294), who are appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records maintained by the Company for the financial year 2017-18."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors
For Tree House Education & Accessories Limited

Date: August 10, 2017
Place: Mumbai

Sd/-
Rajesh Bhatia
Managing Director
(DIN: 00074393)

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations, 2015) is annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

   A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

   Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution,authorising their representative to attend and vote on their behalf at the Annual General Meeting.

   Members / Proxies / Authorised Representatives are requested to bring their attendance slip, duly filled in, for attending the Meeting.

   In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.

3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of special business set out in notice, wherever applicable, is annexed hereto.

4. GREEN INITIATIVE: - SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.

   Members whose shareholding is in physical form are requested to immediately notify change in their address and bank account details, if any, to the Registrar and Transfer Agent of the Company, viz, Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, quoting their Folio Number(s).

5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depositary Participants with whom they are maintaining their Demat accounts.

6. Members are requested to address all correspondence, to the Registrar and Share Transfer Agent, Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083.

7. Members who wish to claim their unclaimed dividend are requested to correspond with Registrar and Share Transfer Agent of the company. Members are requested to note that dividends not claimed within seven (7) years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.

8. The Company is concerned about the environment and utilizes natural resources in a sustainable way, we request you to update your email address with your Depository Participant to enable us to send you the quarterly reports and other communications via email.

9. The copy of the Annual Report 2017 along with Notice of the Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy form is being send to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2017 along with Notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.

10. Members may also note that the Notice convening Annual General Meeting and Annual Report for the financial year 2016-17 will be available on the Company's website **www.treehouseplaygroup.net**in "Our Investors" section.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

12. Relevant documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of Annual General Meeting.

13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the company as on the cut-off-date i.e. September 19, 2017.

14. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

15. Voting through electronic means

- In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide members the facility to exercise their right to vote at the 11th Annual General Meeting (AGM) by electronic means. The facility of casting votes by member using an electronic voting system from place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL) and the items of business as detailed in this Notices may be transected through remote e-voting.

- The facility for voting through ballot paper shall be made available at AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitle to cast their vote again.

- The remote e-voting period commences on 22.09.2017 at 9:00 a.m. and ends on 24.09.2017 at5:00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19.09.2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- The procedure to login to e-Voting website is given below:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

i. Open the attached PDF file "**TREEHOUSE.pdf**" giving your Client ID (in case you are holding shares in Demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.

ii. Launch internet browser by typing the URL https://www.evoting.nsdl.com/

iii. Click on "Shareholder - Login".

iv. Put User ID and password as initial password noted in step (1) above and Click Login.

v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.

vi. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.

vii. Select "EVEN" of Tree House Education & Accessories Limited.

viii. Now you are ready for "e-Voting" as "Cast Vote" page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

x. Upon conformation, the message "Vote cast successfully" will be displayed.

xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail **mihenhalani@gmail.com** with a copy marked to**evoting@nsdl.co.in**.

B. In case a Member receives physical copy of the Notice of AGM:

i. Initial password is provided as below/at the bottom of Attendance Slip for the AGM.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; **www.icicidirect.com** for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website **www.icicidirect.com**. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of **http://www.evoting.nsdl.com/** or contact NSDL at the following Telephone No.: 022-2499 4600.

16. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

17. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

18. The Register of Members and Share Transfer Books of the Company will remain close from, Saturday, September

19, 2017 to Monday, September 25, 2017 (both days inclusive).

19. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 19, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or call on toll free no.: 1800-222-990.

20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

21. M/s Mihen Halani & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process and votes cast through Ballot Paper at the AGM in a fair and transparent manner.

22. Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 (SS-2):

Name of the Director	**Mrs. Geeta Bhatia	Mr. Suraj Manghnani	Mr. Deepak Valecha
Age	43	24	29
Director Identification Number (DIN)	00074444	06625583	07736480
Date of Appointment on the Board	26.09.2016 (Re-appointed at 10th AGM)	30.12.2016	13.02.2017
Qualifications	Mrs. Geeta Bhatia holds a Bachelor of Commerce degree from Mumbai University.	Mr. Suraj Manghnani holds BSC International Business Management from Kedge Business School, Marseille France.	Mr. Deepak Valecha holds Bachelor of Management Studies, M.com (Accounts & Finance) from Mumbai university. M.com from CMJ University, Meghalaya, MMS (Marketing)
Expertise in specific functional area	Mrs. Geeta Bhatia has approximately Twelve years of experience in the education industry. She has been awarded order of merit for Montessori education and has been honored by the Indian Council of Management Executives, Mumbai, as a Samajshri in recognition of services rendered to the public.	Mr. Suraj Manghnani has more than 2 years of experience in the field of education sector.	Mr. Deepak Valecha has more than 7 years of experience in the education field as lecturer cum assistant coordinator.
Number of shares held in the Company	35,65,000 Equity Shares (Independently) (Pledged) 13,90,833 Equity Shares (Jointly with Mr. Rajesh Bhatia)	Nil	Nil
Terms and Conditions	-	As per the resolution stated in the item no. 4	As per the resolution stated in the item no. 5

Justification for appointment of Independent Director	Not Applicable	Experience of Mr. Suraj Manghnani will be beneficial to the Company for its growth.	Experience of Mr. Deepak Valecha will be beneficial to the Company for its growth.
List of the directorships held in other listed entities	Nil	Nil	Nil
Chairman / Member in the Committees of the Boards of companies in which he is Director	please refer to the Corporate Governance Report	please refer to the Corporate Governance Report	please refer to the Corporate Governance Report
Relationships between Directors inter-se	Wife of Mr. Rajesh Bhatia	None	None

For other details of the aforesaid directors, please refer to the Corporate Governance Report.

** The Board of Directors proposes the re-appointment of Mrs. Geeta Bhatia as Non-Executive Director and recommends the resolution as set out in Item Nos. 2 of the Notice for the approval of the members at the ensuing Annual General Meeting.

**Except Mr. Rajesh Bhatia and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the re-appointment of Mrs. Geeta Bhatia as a Non-Executive Director of the Company, except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors
For **Tree House Education & Accessories Limited**

Sd/-
Rajesh Bhatia
Managing Director
(DIN: 00074393)

Date: **August 10, 2017**
Place: **Mumbai**

Annexure to Notice

Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

In respect of Item No. 4

The Board of Directors, at its meeting held on December 30, 2016, appointed Mr. Suraj Manghnani as an Additional Director of the Company with effect from December 30, 2016, pursuant to Section 161 of the Companies Act, 2013, read with Article 39 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Suraj Manghnani will hold office up to the date of this Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of 1,00,000/-, proposing the candidature of Mr. Suraj Manghnani for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Suraj Manghnani (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution seeks the approval of members for the appointment of Mr. Suraj Manghnani as an Independent Director of the Company for a period up to December 29, 2021. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Suraj Manghnani, the Independent Director proposed to be appointed, fulfills the conditions specified under the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Suraj Manghnani as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

None of the director, key managerial personnel or their relatives, except Mr. Suraj Manghnani, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

In respect of Item No. 5

The Board of Directors, at its meeting held on February 13, 2017, appointed Mr. Deepak Valecha as an Additional Director of the Company with effect from February 13, 2017, pursuant to Section 161 of the Companies Act, 2013, read with Article 39 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Deepak Valecha will hold office up to the date of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of 1,00,000/-, proposing the candidature of Mr. Deepak Valecha for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Deepak Valecha (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution seeks the approval of members for the appointment of Mr. Deepak Valecha as an Independent Director of the Company for a period up to February 12, 2022. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Deepak Valecha, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Deepak Valecha as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

None of the director, key managerial personnel or their relatives, except Mr. Deepak Valecha, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members

In respect of Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2018. Mentioned below is the detail of the Cost Auditor so appointed by the Board in the Company's Board Meeting held on August 10, 2017.

Name of the Cost Auditor	Audit fees (In Rs.)
M/s. Kishore Bhatia & Associates	Rs. 75000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By order of the Board of Directors
For Tree House Education & Accessories Limited
Sd/-
Rajesh Bhatia
Managing Director

Date: August 10, 2017
Place: Mumbai

Registered Office:
702, 'C' Wing, Morya House,
Off. New Link Road, Near Infinity Mall,
Andheri (W), Mumbai 400 053,
Maharashtra, India

Board's Report

Dear Members,

Your directors take great pleasure in presenting the Eleventh Annual Report of our company and Company's Audited Standalone and Consolidated Financials for the financial year ended March 31, 2017.

FINANCIAL RESULTS

The Financial Performance of your Company for the year ended March 31, 2017 is summarized below:

				(Rs. In Lakhs)
	Standalone		Consolidated	
Particulars	2016-17	2015-16	2016-17	2015-16
Total Revenue	6,299	21,942	6,299	21,942
Expenditures excluding depreciation	9,038	15,985	9,038	15,985
Profit before Depreciation and Tax	(2,739)	5,957	2,739	5,957
Depreciation	4,992	4,464	4,992	4,464
Net Profit Before exceptional Items and Tax	(7,731)	1,493	(7,731)	1,493
Share of net profit/(loss) of associates and joint ventures accounted for using the equity method	Nil	Nil	(19)	(20)
Exceptional Items	(8,795)	128	(8,795)	128
Net Profit Before Tax	(16,526)	1621	(16,545)	1,601
Provision for Tax	(232)	926	(232)	926
Profit after Tax	(16,294)	695	(16,313)	675
Appropriations:				
Proposed Dividend on equity Shares	Nil	Nil	Nil	Nil
Tax on Dividend	Nil	Nil	Nil	Nil
Balance Carried to Balance Sheet	(16,294)	695	(16,313)	675
Paid up Share Capital	4,231	4,231	4,231	4,231
Reserves & Surplus	45,081	61,312	45,042	61,292
*previous year figures have been regrouped/rearranged wherever necessary.				

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

During the year under review, the Company's performance has been drastically declined and recorded a total Income of INR 6,299 lakhs as against INR 21,942 lakhs in the previous year registering a large in de growth earning.

During year the Company has incurred a loss of INR 16,294 lakhs after tax against profit of INR 695 lakhs after tax in previous year.

The Company has gone through a change in its overall business model from self operated centres to franchisee centres. This entire shift in the dynamics of the business brought a complete change in the financial results leading to heavy one time write off in the balance sheet of the Company since majority of the centres were converted to franchisee or discontinued operations.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

Your company has two Joint Venture/Associate Companies viz., J T Infrastructure Private Limited and Mehta Tree House Infrastructure Private Limited.

The particulars of Joint Venture/ Associate Companies as on March 31, 2017 have been included in form MGT-9 which is part of this report.

Further, the report on the performance, financial position and overall contribution to company's profitability of each of the subsidiaries, associates and joint ventures and salient features of the financial statements in the prescribed Form AOC-1 is marked and annexed as "**Annexure A"** to this report.

DIVIDEND

The Company has incurred a loss during the year. Hence board does not recommend dividend on the equity shares of the Company for the year under review.

SHARE CAPITAL

The paid up Equity Share Capital of the Company as on 31st. March,2017 was INR 423,107,240 (Indian Rupees Forty two crores, thirty one lacs, seven thousand two hundred and forty only) comprising of 42,310,724 Equity Shares of Rs. 10 /each. As on 31stMarch,2016 the Equity Share Capital of the Company was INR 423,107,240 and there has been no change in the share capital during the reporting period ended 31stMarch,2017.

INTERNAL FINANCIAL CONTROLS

The Board of directors has laid down internal financial controls to be followed by the Company for ensuring the orderly and efficient conduct of its business and the said internal financial controls are adequate and are operating effectively. Internal Audits are regularly carried out to review the internalfinancial controls and the Internal Audit Reports along with recommendations contained therein are reviewed by the Audit Committee.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The provisions of Section 186 of the Companies Act, 2013 requiring disclosure in the financial statements giving particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security is not applicable to your company since no transactions of such nature has been undertaken or entered into by your company.

BOARD AND BOARD COMMITTEES

The details of Board Meetings held during the year, attendance of the directors at the meetings and constitution of various Committees of the Board are included separately in the Corporate Governance Report.

PUBLIC DEPOSITS

Your Company has not accepted any public deposits and as such no amount on account of principal or interest on public deposit under Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits)

Rules, 2014 was outstanding as on the date of the Balance Sheet.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, in relation to the Audited Financial Statements for the Financial Year 2016-17, your Directors confirm that:

a) The Financial Statements of the Company Comprising of Balancesheetas at March, 31 2017 and the statement of Profit and Loss for year ended on that date, have been prepared on a going concern basis following applicable Indian accounting standards and that no material departure have been made from the same;

b) In the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable Indian accounting standards, have been followed along with proper explanation relating to material departures;

c) Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your company as at March 31, 2017 and of the profits and loss of the company for financial year ended March 31, 2017.

d) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities.

e) Requisite internal financial controls laid down and that financial controls are adequate and were operating effectively; and

f) Proper systems to ensure compliance with the provisions of all applicable laws in place and that such systems were adequate and operating effectively.

DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

Your Company's Board comprises of mix of executive and non-executive directors with considerable experience and expertise in various fields and business strategy. The details of the directors and their meetings held during the year have been given in the Corporate Governance Report, which forms part of this report.

The list of Directors & key managerial person of the Company as on March 31, 2017 are as follows:

1. Mr. Rajesh Bhatia (DIN: 00074393), Managing Director
2. Mrs.Geeta Bhatia(DIN: 00074444), Non-Executive Woman Director
3. Mr. Suraj Manghnani (DIN: 06625583), Independent Director
4. Mr.Deepak Valecha (DIN: 07736480), Independent Director
5. Mr.Devanshu Parekh(PAN: AZRPP4679G), Company Secretary & Compliance Officer (w.e.f. October 21, 2016)

a) Changes in Directors and Key Managerial Personnel:

Since the last report, the following changes took place in the Board of Directors and the Key Managerial Personnel of the Company:

1. Mr. Ram Kumar Gupta (DIN: 07356532) and Mr. Chanakya Dhanda (DIN: 02709047) appointed as Additional Director, in the category of Non-Executive Independent, of the Company w.e.f. 29th May, 2016 and re-appointed as Non-Executive Independent Directors of the Company by members in the Annual general Meeting held on 26th September, 2016.Mr. Chanakya Dhanda and Mr. Ram Kumar Gupta both have resigned from the post of director w.e.f. December 15, 2016 and December 16, 2016 respectively.

2. Mr.T. S. Sarangpani (DIN: 01453050) resigned as director of the Company w.e.f. 2nd June, 2016;

3. Mr. Parantap Dave (DIN: 00019472) and Mr. Vishal Shah (DIN: 01153074) resigned as directors of the Company w.e.f. 28th July, 2016;

4. Mr. Sanjay Shah (PAN: AAVPS8852P) resigned as Chief Financial Officer (CFO) of the Company w.e.f. 14th October, 2016;

5. Mr. Suraj Manghnani (DIN: 06625583) appointed as an Additional Director, in the category of Non-Executive Independent, of the Company w.e.f. December 30, 2016;

6. Mr. Deepak Valecha (DIN: 07736480) appointed as an Additional Director, in the category of Non-Executive Independent, of the Company w.e.f. February13, 2017;

7. Mr. Devanshu Parekh (PAN: AZRPP4679G) was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 21st October, 2016. Subsequently, Mr.Devanshu Parekh resigned from the post of Company Secretary & Compliance Officer w.e.f. 20th May, 2017.

Pursuant to provisions of section 152 of the Companies Act, 2013 and subject to Articles of Association, Mrs. Geeta Bhatia, Director of the Company is liable to retire by rotation at an ensuing Annual General Meeting and, being eligible has offered herself for re-appointment.

The Board has recommended for the same. Details about the directors being appointment / re-appointed are given in the Notice of the 11th Annual General Meeting being sent to the members along with the Annual Report.

b) Declaration by Independent Director(s)

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of section 149(6) of the Companies Act, 2013 and there is no change in the circumstances as on the date of this report which may affect their respective status as an independent director.

Furthermore, a brief profile of each of these Independent Directors, nature of their expertise in specific functional areas and names of the Companies in which they hold Directorships and/or membership/chairmanship of Committees of the Board, as stipulated under specified regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the listing regulation”)is given in the Corporate Governance Report which is forming part of this Report. The Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and prescribed regulation of the Listing regulation.

Pursuant to the provision of Section 161 of the Companies Act, 2013, read with the relevant provision in the Articles of Association, Mr.ChanakyaDhanda and Mr. Ram Kumar Gupta were appointed as an Additional Director's by the Board of Directors of the Company with effect from May, 29, 2016and both of the directors have been re-appointed by the members of the Company in its AGM on September 26, 2016. Mr. Chanakya Dhanda and Mr. Ram Kumar Gupta both have resigned from the post of director w.e.f. December 15, 2016 and December 16, 2016 respectively.

Pursuant to the provision of Section 161 of the Companies Act, 2013, read with the relevant provision in the Articles of Association, Mr. Suraj Manghnani and Mr. Deepak Valecha were appointed as an Additional Director's by the Board of Directors of the Company with effect from December 30, 2016 and February 13, 2017 respectively and both of the directors shall hold office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing under Section 160 of the Companies Act, 2013 from a member proposing Mr.Suraj Manghnani and Mr. Deepak Valechafor appointment as an Independent Director's respectively. A brief profile of Mr.Suraj Manghnani and Mr. Deepak Valecha, nature of their expertise in specific functional areas and names of the Companies in which they hold Directorships and/or membership/chairmanship of Committees of the Board, as stipulated under respective regulations of the Listing regulation is forming part of this Report.

c) Annual Evaluation of the Board

Evaluation of the directors is done on an annual basis. The process is led by the Nomination and Remuneration Committee with specific focus on the performance vis-à-vis the plans, meeting challenging situations, performing leadership role within, and effective functioning of the Board. The evaluation process also involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors and also considers the time spent by each of the directors, accomplishment of specific responsibilities and expertise, conflict of interest, integrity of director, active participation and contribution during discussions.

d) Policy on directors' appointment and remuneration and other detaicls

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

e) Familiarisation Programme For Independent Directors

Independent Directors are familiarised with their roles, rights and responsibilities in the Bank as well as with the nature of industry and business model of the company through various internal programmes and through presentations on economy & industry overview, key regulatory developments, strategy and performance which are made to the Directors from time to time.

CORPORATE GOVERNANCE

Your Company has complied with Regulation 34 of SEBI (Listing Obligations and Disclosure Regulations) Requirements, 2015 of the stock exchanges. A report on Corporate Governance as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Regulations) Requirements, 2015 along with Independent Auditor's Certificate on compliance with the Corporate Governance, forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

DISCLOSURES RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

Disclosure of the ratio to the remuneration of each director to the median employee's remuneration and other details required pursuant to section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as **"Annexure B"**.

PARTICULARS OF EMPLOYEES:

During the year under review, there are no employees who comes within the purview of Section 134 (3)(q) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

EMPLOYEE'S STOCK OPTION SCHEME

Details as required under Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and as required to be provided under the Securities and Exchange Board of Indian Guidelines as on March 31, 2017 are set out in "**Annexure C.**"

AUDITORS

a) Statutory Auditors

M/s Agarwal & Associates, Chartered Accountants, Kolkata (having firm registration number 323210E), an existing Statutory Auditor of the Company have shown their unwillingness to continue as Statutory Auditor.

The Board of Directors (on recommendation of Audit Committee) decided to appoint M/s. S. Dedhia & Co. as a New Statutory Auditor for a period of 5 years in place of M/s Agarwal & Associates, Chartered Accountants, Kolkata (having firm registration number 323210E), subject to approval of shareholders at an ensuing Annual General Meeting of the Company.

M/s. S. Dedhia & Co., have express their willingness to get appointed as the Statutory Auditor of the Company and has furnished a certificate of their eligibility and consent under section 141 of the Companies Act, 2013 and the rules framed there under.

The Board recommends the members for appointment of M/s. S. Dedhia & Co.at an ensuing Annual General Meeting of the Company.

Auditors Observations:

The Auditor of the Company have made adverse remarks in its audit report for the financial year ended March 31, 2017 are as follows along with the explanation given by the Board.

I) The Company has defaulted in repayment of loans availed from financial institutions due to which these borrowings have been classified as short term borrowings. The amount payable to financial institutions is Rs. 7260 lakhs.

Since the play group centers closed during the year, the company was facing acute cash shortage, due to which the company was not able to repay loans from financial institutions. The company is trying to pay outstanding amount to settle the dues with the financial institutions.

II) The company has discontinued most of the centers operated by the company and have converted some of them into franchisee, The company has not passed any adjustment entries/ impairment loss for the fixed assets including furniture and fixture, teaching equipment and lease hold improvements for most of the centers discontinued/ closed/ converted into franchisee during the year.

The management has informed us that the recoverable amount of these assets within the meaning of Indian Accounting Standards (IND AS) -36 is more than the carrying value and as such no amount needs to be recognized in the financial statements for impairment loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency and the uncertainty of resumption of future operation/ results of future operations thereof. We are unable to comment on the carrying value of these assets.

During the year owing to exceptional year, and the very fact that the management of the company was for the major part of the year being handled by another group, who have chosen to discontinue the centers. The company is trying to convert its centers to franchise centers, no impairment loss for the assets needs to be recognized for the year. The company is confident in earning future income out of the assets lying in closed centers.

III) No revenue is received from school management services rendered to K-12 schools from last 2 quarters and the invoices raised in the first 2 quarters have also not been acknowledged by the other party creating dispute over its realization.
In our opinion, since there is no probable certainty of revenue from the cash generating unit, the carrying amount shown under “Business Commercial Rights (BCR) under Intangible assets needs to be impaired and impairment test is required as per Indian Accounting Standard (IND-AS)-36 and impairment loss needs to be recognized.

Management has informed us that the recoverable amount of these Intangible Assets within the meaning of Indian Accounting Standards (IND AS) -36 is more than the carrying value and as such no amount needs to be recognized in the financial statements for impairment loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency and the uncertainty of resumption of future operation/ results of future operations thereof. We are unable to comment on the carrying value of these assets.

During the year due to lack of manpower, the company was not able to provide school management services to K12 schools for last two quarters and thus no income was recognized for those quarters. The company has secured contract with all K12 schools and will resume its services shortly. As the contract is in force, impairment of Business Commercial Rights (BCR) was not carried out. We cannot comment on other party's acknowledgement of invoices, as we do not have any control on trusts.

IV) In respect to various deposits given to Educational trust amounting to Rs 18889 lacs, the balance lying in the company's books could not be verified in absence of confirmations received from the trust.

Further the management has informed that the carrying amount of these deposits classified as financial assets have not been accounted at fair value as required within the meaning of Indian Accounting Standard (Ind AS)109. In view of the management the carrying amount of these assets is the fair value and no amount needs to be recognized as loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency. We are neither able to comment on the carrying value of these assets nor we are able to ascertain the impact of not valuing these deposits at fair value in the attached financial results.

The deposits given to Educational trust amounting to Rs. 18889 lakhs was provided for development of schools. The amount is receivable from trusts and is verified with the trust from time to time. The transactions during the year were found reconciling with the trust accounts. As the deposits are fully recoverable in near term, fair valuation of deposits was not carried out.

V) In respect to Receivables amounting to Rs. 2877 lacs due from Educational trust, the deliverables and receipts are outstanding for a long time. Absence of recoveries from these parties since long indicates the existences of material uncertainty that may cast doubt on the recoverability of these receivables. However, in view of management no provision is required as such balances are good and recoverable.

The company is receiving amounts due from two educational trust out of four education trusts

VI) The carrying value of lease deposits with landlords amounting to Rs 1473 lacs is related to closed/ discontinued centers and administrative office. We are of the opinion that the recoverable amount is much lower than the carrying value of these lease deposits and impairment test needs to be carried out.

The company is trying to convert the centers to franchise centers and thus the lease deposits are being taken over by franchises by settling liabilities of the respective center. Lease deposits are thus fully recoverable and no impairment for the same was required to be carried out.

VII) The Loans & Advances and Receivables which have been classified as Financial Assets in compliance to Ind AS, have been recognized at their carrying amount and not at fair value. In view of the management the carrying amount of these assets is the fair value and no amount needs to be recognized as loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency. We are unable to comment on the carrying value of these assets as the same is not in conformity to Ind AS.

In view of lack of man power, fair valuation of financial assets could not be carried out and same is taken at carrying cost by the company.

VIII) The policies, procedures and overall internal controls needs to be strengthen in order to provide proper evidences regarding recoverability of receivables, valuations of financial assets including deposits, write off of fixed assets including impairments and accounting for direct & indirect taxes including other statutory compliances and timely and proper recording of capital and revenue transactions. We are unable to ascertain its impact, if any on the statement in respect of the above matters.

The internal controls are well in place and the company will continue to strengthen its internal controls as per the requirement and scale of business.

IX) The company has neither carried out the fair valuations of assets classified as financial assets and financial liabilities including ESOP'S, nor it has carried out the impairment testing for intangible assets (Goodwill & Brands) wherever required and stated above in compliance to Indian Accounting Standards issued under Companies (Indian Accounting standards) Rules 2015. Therefore, the possible impact of the same on the profit & loss and retained earnings, if any, cannot be ascertained.

The company has transferred fund to meet its ESOP's requirements to Tree House Employee Welfare Trust. The ESOP is being managed by the trust and the company does not exercise any control. As and when the ESOP's are being exercised by the employee, the amount is transferred back to the company. Goodwill and Brands are owned by the company, and the company is able to convert its centers to franchise centers on the basis of goodwill it has created in the past. Due to lack of manpower intrinsic value of ESOP could not be carried out. The company is of the view that no impairment loss towards ESOP, Goodwill and Brands is required to be recognized by the company.

X) Confirmation letters have been sent by the company to Sundry Creditors and parties to whom Loans and Advances have been granted for confirming the balances lying in their ledger accounts in books of the company. In view of confirmations having been received from only few of the parties, the balances under these heads have been shown as per books of accounts and are subject to reconciliation and adjustment, if any.

The confirmations have all being sent to creditors and other parties. As no information/objections was received from them, the same is considered to be confirmed by the company.

XI) Some landlords, creditors as well as statutory authorities have initiated legal proceedings against the company, which may result in compensation, interest and penalties. The possible impact of the same on financial results cannot be ascertained, pending such outcome.

As the matter is subjudice, we are unable to comment on the same.

b) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company, has appointed M/s Kaushal Doshi & Associates, Practicing Company Secretaries in place of M/s. Mihen Halani & Associates, Practicing Company Secretaries to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2017.
The Secretarial Audit Report is annexed herewith as **Annexure-D**. The qualifications provided in the report are as follows along with explanation of Board.

a) During the year under review, the Board of Directors of the Company was not duly constituted w.e.f. 16.12.2016 till 12.02.2017 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, the Composition of Board has been reconstituted w.e.f. 13.02.2017 in the duly held Board Meeting. Further, the Company has informed that the said complication with respect to the composition of Board took place due to sudden resignation of few directors and that the promoter has filed legal proceedings in this case and the matter is sub judice with Hon'ble High Court.

The committee of the Board is not duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

The qualification is self – explanatory.

b) Adequate notice is given to all directors to schedule the Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except for two meetings dated 28.07.2016 and 16.08.2016, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the year owing to exceptional year, and the very fact that the management of the company was for the major part of the year being handled by another group.

c) The Company has not spent at least 2% of its average net profits made during the three immediately preceding financial years towards Corporate Social responsibility as required under Sec 135 of the Companies Act, 2013.

The Company has gone through a drastic change in scenario of financial position and Company made loss in all the quarters of the financial year 2016-17 and due to reason of thesame the Company was not in a position to spent amount towards its Corporate Social Responsibility of the Company.

The CSR is not only a responsibility of the Company but it's a social endeavour towards the betterment of the society and the company will perform its responsibility towards the same as soon as company turns in positive financial position.

d) As per section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has not appointed Company Secretary (CS) in whole time employment. However, the Company has appointed CS in whole time on 21.10.2016.

The Company was not finding a suitable candidate, as the Company found the eligible candidate the appointment was made.

e) The Company has held Audit Committee Meeting on 14.11.2016 for consideration of unaudited financial results for the quarter and half year ended September, 2016 through video conferencing which is prohibited as per Rule 3 of Companies (Meetings of Board and Its Powers) Rules, 2014.

As per quorum requirement under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 two members or one third of the members of the audit committee, whichever is greater with at least 2 Independent Directors should be present, as there were only 2 Independent Directors in the Company and due to ill health of one Independent Director, he was not able to present physically and as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company have to submit its financial within 45 days of end of the quarter, the Company had to conduct meeting through video conferencing.

f) Annual General Meeting (AGM) minutes are not signed by the Chairman within a period of 30 days from the date of AGM.

As informed above, during the year owing to exceptional year, and the very fact that the management of the company was for the major part of the year being handled by another group.

g) Minutes of the Board Meeting, Audit Committee Meeting held on 16.08.2016 are not signed.

As informed above, d*uring the year owing to exceptional year, and the very fact that the management of the company was for the major part of the year being handled by another group and the same matter is sub-judice.*

h) As informed to us, SEBI investigation has been commenced against the Company.

The Authority is performing its duty, we are unable to comment.

c) Cost Auditors

The Board of Directors had appointed M/s Kishore Bhatia & Associates, Cost Accountants, as the Cost Auditors of your Company for the financial year 2016-17 to conduct the audit of the cost records of your Company.

Pursuant to Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Cost record and Audit) Rules, 2014, the Board of Directors of your Company has appointed M/s Kishore Bhatia & Associates, Cost Accountants as the Cost Auditor for the financial year 2017-18 on the recommendations made by the Audit committee. The remuneration proposed to be paid to the Cost Auditor, subject to the ratification by the members at the ensuing AGM, would be not exceeding INR 75,000 (RupeesSeventy Five Thousand Only) excluding taxes and out of pocket expenses, if any. Your directors recommend approval of said remuneration to the Cost Auditors of the Company.

Your company has received consent from M/s. Kishore Bhatia & Associates, Cost Accountants, to act as the Cost Auditor of your company for the financial year 2017-18 along with certificate confirming their Independence.

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as **"Annexure E"** to this report.

RELATED PARTY TRANSACTIONS

During the Financial Year 2016-17 your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions section 188 of the Companies Act, 2013, and Rules made thereunder and Regulation 23 of the Listing regulation. During the financial year 2016-17, there were no transactions with related parties which qualify as material transactions under the SEBI (LODR) Regulations, 2015.

The details of the related party transactions as required under "Ind As – 24" are set out in Note Nos. 35 to the standalone financial statements forming part of this Annual Report.

The Policy on related party transactions may be accessed on the Company's website at a link: https://www.nseprimeir.com/z_TreeHouse/pdffiles/TREEHOUSE_POLICY_ON_RELATED_PARTY_TRANSACTION_Policy.pdf

VIGIL MECHANISM & WHISTLE BLOWER POLICY:

The Board has approved and adopted Vigil Mechanism that provides a formal mechanism for all Directors and employees of the Company to approach the Chairman of the Audit Committee of the Board and make protective disclosures about the unethical behavior, actual or suspected fraud. The Vigil Mechanism comprises the Whistle Blower Policy which requires every Director or employee to promptly report to the Management any actual or possible violation of the Code or any event wherein he or she becomes aware of that which could affect the business or reputation of the Company. Under the Policy, every Director or employee of the Company has an assured access to the Chairman of the Audit Committee.

RISK MANAGEMENT POLICY

The Company has adopted a Risk Management Policy duly approved by Board and is overseen by the Audit Committee of the Company on a continuous basis to identify, assess, monitor and mitigate various risks to key business objectives.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls are regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information. During the year such controls were tested and no reportable material weakness in the design or operation was observed.

CEO/CFO CERTIFICATION

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the certification by the Managing Director and Chief Financial Officer on the financial statements and Internal Controls relating to financial reporting has been obtained.

CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors at its meeting held on February 06, 2015 approved the Corporate Social Responsibility (CSR) Policy for your Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility policy) Rules, 2014, on the recommendations of the CSR committee.The Corporate Social Responsibility Policy may be accessed on Company's website at a link:
http://www.nseprimeir.com/z_TreeHouse/pdffiles/Treehouse_CorporateSocialResponsibilityPolicy_070215.pf

The initiatives undertaken by your Company during the financial year 2016-17 in CSR have been detailed in this Annual Report.

The meeting of CSR committee held on March 17, 2017, the committee discussed on unspent amount on the CSR activity stating that the Company has gone through a drastic change in scenario of financial position and Company had made loss in all the three quarters of the financial year 2016-17 and due to the reason of the same Company was not able to spent amount towards its Corporate Social Responsibility of the Company.

Further added that the CSR is not only a responsibility of the Company but its an social endeavour towards the betterment of the society and the company will perform its responsibility towards the same as soon as company gets its positive financial position.

The Annual report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out in **"Annexure F"** in this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORBTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The requirements of disclosure with regard to Conservation of Energy in terms of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are not applicable to the Company since it doesn't own any manufacturing facility.

However, the Company makes all efforts towards conservation of energy, protection of environment and ensuring safety.

Foreign Exchange Earnings: NIL
Foreign Exchange Outgo: NIL

INDIAN ACCOUNTING STANDARDS (IND AS) – IFRSCONVERGED STANDARDS

The Ministry of Corporate affairs vide its notification dated February16, 2015 has notified the Companies (Indian Accounting Standards)Rules, 2015. In pursuance of this notification, the Company has already adopted IND AS and the financial statements for the year ended March 31, 2017 are prepared in accordance to the same.

HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focussed people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of Seven years. Therefore there were no funds which were required to be transferred to investor Education and Protection Fund (IEPF).

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary forms and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e. September 26, 2016), with Ministry of Corporate Affairs.

MISCELLANEOUS

- Your company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- Your Company did not allotany equity share as sweat equity shares. Therefore, no disclosures as required under Rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014;
- During the year under report, no significant and material order was passed by the regulators or courts or tribunals which would have impacted the going concern status and your Company's operations in future;
- There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- There were no material changes and commitments occurred between the end of financial year of the companyaffecting the financial position of the Company.

ACKNOWLEDGMENT

Your Directors take this opportunity to thank the government, regulatory bodies and shareholders for their consistent support and also place on record appreciation to the contribution made by Company's staff and teachers at all levels, without whom the Company would not achieved the desired growth. The Directors also commend the continuing commitment and dedication of the employees at all levels which has been critical for the Company's growth. The Directors look forward to their continued support in future.

For and on behalf of the Board
Tree House Education and Accessories Limited

Sd/-
Rajesh Bhatia
Managing Director
(DIN: 00074393)

Sd/-
Geeta Bhatia
Director
(DIN: 00074444)

Date: 10th August, 2017
Place: Mumbai

Annexure A

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

1. Name of Subsidiaries : NA
2. Names of subsidiaries which are yet to commence operations: NA
3. Names of subsidiaries which have been liquidated or sold during the year: NA

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Amount in Rupees)

Name of Associates/ Joint Ventures	JT Infrastructure Private Limited (Associate)	Mehta Tree House Infrastructure Private Limited (Associate)
1. Latest audited Balance Sheet Date	Mar 31, 2017	Mar 31, 2017
2. Shares of Associate/Joint Ventures held by thecompany on the year end		
No.	99,80,000	10,00,000
Amount of Investment in Associates/Joint Venture	9,98,00,000	1,00,00,000
Extend of Holding %	50%	50%
3. Description of how there is significant influence	By virtue of shareholding	By virtue of shareholding
4. Reason why the associate/joint venture is not consolidated	NA	NA
5. Networth attributable to Shareholding as per latest audited Balance Sheet	19,13,57,168	1,99,33,566
6. Turnover	5,00,000	-
7. Contribution to Company's Profitability	-	-
8. Profit / Loss for the year		
i. Considered in Consolidation	(18,48,615)	(16,093)
i. Not Considered in Consolidation	(18,48,615)	(16,093)

Notes:
1. Names of associates or joint ventures which are yet to commence operations: NA
2. Names of associates or joint ventures which have been liquidated or sold during the year: NA

Annexure B

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the Financial year 2016-17 is as follows:

Name of Director	Total Remuneration (Rs.)	Ratio of remuneration of director to the median remuneration
Mr. Rajesh Bhatia	48,00,000	202.5
Mr. Vishal Shah (till July 2016)	8,00,000	33.74
Mrs.Geeta Bhatia*	1,30,000	-
Mr.ParantapPriyakant Dave*	1,07,500	-
Mr. T. S. Sarangpani*	55,000	-
Mr. Ram Kumar Gupta*	2,20,000	-
Mr. Chanakya Dhanda*	1,37,500	-
Mr. Suraj Manghnani*	7,500	-
Mr. Deepak Valecha*	5,000	-

*Only sitting fees paid for attending board and committee meetings during the year.

Notes:
1. The aforesaid details are calculated on the basis of remuneration for the financial year 2016-17.
2. The remuneration to Directors includes sitting fees paid to them for the financial year 2016-17.
3. Median remuneration of the Company for all its employees is Rs. 23,708/- for the financial year 2016-17.

B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2016-17 are as follows:

Name	Designation	Remuneration (Rs.)		Increase %
		2016-17	2015-2016	
Mr. Rajesh Bhatia	Managing Director	48,00,000	72,00,000	(33.33)
Mr. Vishal Shah (till July, 2016)	Director	8,00,000	28,50,000	-
Mr. Sanjay H Shah(till October 2016)	CFO	24,10,650	22,92,000	5.18
Mr. Devanshu Parekh (w.e.f. October, 2016)	Company Secretary	1,87,833	-	-
Mrs.Geeta Bhatia	Director	1,30,000	4,65,000	-
Mr.ParantapPriyakant Dave	Director	1,07,500	6,65,000	-
Mr. T. S. Saranagpani	Director	55,000	5,00,000	-
Mr. Ram Kumar Gupta	Director	2,20,000	-	-
Mr. Chanakya Dhanda	Director	1,37,500	-	-
Mr. Suraj Manghnani	Director	7,500	-	-
Mr. Deepak Valecha	Director	5,000	-	-

Notes:
1. The remuneration to Directors is within the overall limits approved by the shareholders.

C. Percentage increase in the median remuneration of all employees in the financial year 2016-17:

	2016-17 (Rs.)	2015-2016 (Rs.)	Increase %
Median remuneration of all employee per annum	23,708	50,323	(52.9)

D. Number of employees on the rolls of the Company as on March 31, 2017:

Employees	2016-2017	2015-2016
Corporate Office	29	116
Teaching Staff	39	2672
TOTAL	68	2788

Explanation on the relationship between average increase in remuneration and Company Performance:

The increase in average remuneration of all employees in the financial year 2016-17 as compared to the financial year 2015-16 was (52.9%).

The key indices of Company's performance are:

	2016-2017 (In lacs)	2015-2016(In lacs)	Growth %
Net Revenue from Operations	5,927	20,933	(71.69%)
Profit Before Tax and Exceptional Items	(7,731)	1,495	(617.12%)
Profit After Tax	(16,231)	676	(2501%)

Your Company is committed in ensuring fair pay and a healthy work environment for all its employees. Your Company offers competitive compensation to its employees. The pay also incorporates external factors like cost of living to maintain concurrence with the environment. Your Company maintains a simple compensation structure which allows the employees to have flexibility in the way in which they realize their salaries.

Thus, there will be a positive correlation in the increase in remuneration of employees and your Company's performance; however, a perfect correlation will not be visible given the dependency on the other factors stated above.

E. Details of Share price and market capitalization:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

	As on March 31, 2017	As on March 31, 2016	Increase / (Decrease) in %
Price Earnings Ratio	(0.49)	47	(98.56)
Market Capitalisation (in lacs)	7954.41	31,902.29	(75)

Comparison of share price at the time of first public offer and market price of the share of 31st March, 2017:

Market price as on 31st March , 2017	Rs.18.80
Price at the time of initial public offer in Aug'2011 (converted to price of each share for face value of Rs. 10/- each)	Rs. 135.00
% decrease of Market price over the price at the time of initial public offer	-86.1%

Note:

1. Closing share price on National Stock Exchange of India Limited (NSE) has been used for the above tables.

Note:

1. Closing share price on National Stock Exchange of India Limited (NSE) has been used for the above tables.

F. There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

G. Affirmation:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration decided by Nomination and Remuneration Committee of your Company.

Annexure C

I - Details of Employee Stock Option Plan 2010 ("ESOP 2010")

The Company instituted the ESOP 2010 on October 29, 2010, pursuant to Shareholders' and Board resolutions dated September 30, 2010 and October 29, 2010, respectively. The objective of ESOP 2010 was to reward the employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of your Company.

The Company has granted 1,400,000 options convertible into 1,400,000 Equity Shares of face value Rs. 10/- each under ESOP 2010, which represents 6.19% of the pre-Issue paid-up equity capital of your Company. Your Company does not intend to make further grant of options under ESOP 2010. The following table sets forth the particulars of the options granted under ESOP 2010:

Particulars	Details
Total no. of stock options available under the Scheme	1,400,000
Exercise price	Rs. 71/- per option
Exercise period	upto 5 years
Total no. of stock options granted under the scheme	1,400,000
Stock options lapsed	18,500
Stock options vested but not exercised	500
Stock options exercised	1,381,500
Outstanding Stock options	Nil
Person wise details of options granted to:	
(i) Directors and key management employees	Please see Note 1 below
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	NIL
(iii) Identified employees who are granted options, during any one year exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of your Company at the time of grant	Please see Note 2 below

Note 1: Details regarding options granted to the Directors and Key Management Personnel under ESOP 2010 are set forth below:

Name of Director / Key Management Personnel	Total No. of options granted	No. of options exercised	Total No. of options outstanding	Total No. of Equity Shares held
Mr. Vishal Shah	1,300,000	1,300,000	NIL	249,077

Note 2: Employees who received a grant in any one year of options amounting to 1% or more of the options granted during the year under ESOP 2010:

Name of Employee Total No. of options granted:

Name of Employee	Total no. of options granted
Mr. Vishal Shah	1,300,000

II - Details of Employee Stock Option Plan 2012 ("ESOP 2012")

The Company instituted the ESOP 2012 on February 09, 2012, pursuant to Shareholders' and Board resolutions dated February 02, 2012 and February 09, 2012 respectively. The objective of ESOP 2012 was to reward the employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of your Company.

The Company has granted 400,000 options convertible into 400,000 Equity Shares of face value Rs. 10/- each under ESOP 2012, which represents 1.19% of the pre-Issue paid-up equity capital of your Company. Your Company does not intend to make further grant of options under ESOP 2012. The following table sets forth the particulars of the options granted under ESOP 2012:

Particulars	Details
Total no. of stock options available under the Scheme	400,000
Exercise price	Rs. 228/- per option
Exercise period	upto 5 years
Total no. of stock options granted under the scheme	400,000
Stock options lapsed	147,925
Stock options vested but not exercised	
Stock options exercised	148,100
Outstanding Stock options	103,975
Person wise details of options granted to:	
(i) Directors and key management employees	Please see Note 1 below
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	NIL
(iii) Identified employees who are granted options, during any one year exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of your Company at the time of grant	NIL

Note 1: Details regarding options granted to the Directors and Key Management Personnel under ESOP 2012 are set forth below:

Name of Director/Key Management Personnel	Total No. of options granted	No. of options exercised	Total No. of options outstanding	Total No. of Equity Shares held
Mr. Vishal Shah	168,200	83,150	85,050	249,077
Mr.SanjayaKulkarni	10,000	7,500	NIL	109,735
Mr.Parantap Dave	10,000	NIL	10,000	NIL
Mr. T. S. Sarangpani	10,000	7,500	2,500	25,000

Note: 1) Mr.Sanjaya Kulkarni resigned as the Chairman and Independent Director on February 4, 2016. The Board Resolution in respect of which was passed at the Board Meeting convened on February 14, 2016.

2) Mr. T. S. Sarangpani resigned from the Board of Directors of the Company on June 2, 2016. The Board Resolution in respect of which was passed at the Board Meeting convened on June 2, 2016.

III - Details of Employee Stock Option Plan 2014 ("ESOP 2014")

The Company instituted the ESOP 2014 on September 11, 2014, consisting of 400,000 Equity Shares of Face Value of Rs. 10/- each. The objective of ESOP 2014 was to reward the employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of your Company.

The Company has granted 400,000 options convertible into 400,000 Equity Shares of face value Rs. 10/- each under ESOP 2014, which represents 1.06% of the pre-Issue paid-up equity capital of your Company. Your Company does not intend to make further grant of options under ESOP 2014. The following table sets forth the particulars of the options granted under ESOP 2014:

Particulars	Details
Total no. of stock options available under the Scheme	4,00,000
Exercise price	Rs. 425.60/- per option
Exercise period	upto 5 years
Total no. of stock options granted under the scheme	400,000
Stock options lapsed	23,200
Stock options vested but not exercised	100,000
Stock options exercised	Nil
Outstanding Stock options	376,800
Person wise details of options granted to:	
(i) Directors and key management employees	Please see Note 1 below
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	NIL
(iii) Identified employees who are granted options, during any one year exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of your Company at the time of grant	NIL

Note 1: Details regarding options granted to the Directors and Key Management Personnel under ESOP 2014 are set forth below:

Name of Director/Key Management Personnel	Total No. of options granted	No. of options exercised	Total No. of options outstanding	Total No. of Equity Shares held
Mr. Vishal Shah	300,000	NIL	300,000	249,077
Mr. Sanjay H. Shah	50,000	NIL	50,000	5,796

Annexure D

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies Appointment and Remuneration Personnel)Rules, 2014]

To,
The Members,
Tree House Education and Accessories Limited
CIN: L80101MH2006PLC163028

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tree House Education and Accessories Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under;
ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
iii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable)
iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
f) The Securities and Exchange Board of India (Registrars to an 12 Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

v. We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major heads/groups of Acts, laws and Regulations as applicable to the Company are listed below:

a) Income tax Act and other indirect taxes
b) Employees Provident Fund and Miscellaneous Provisions Act, 1952
c) Employees State Insurance Act, 1948
d) Payment of Bonus Act and other Labour legislation governing the Company
e) The Bombay Shops and Establishments Act, 1948
f) As informed by the management, there are no laws that are specifically applicable to the Company based on their sector/industry.

We have also examined compliance with the applicable clauses of following:

(i) the Secretarial Standards issued by The Institute of Company Secretaries of India;
(ii) The Listing Agreement/SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 entered into by the Company with Stock Exchanges.

To the best of our knowledge and belief, during the period under review, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

a) *During the year under review, the Board of Directors of the Company was not duly constituted w.e.f. 16.12.2016 till 12.02.2017 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, the Composition of Board has been reconstituted w.e.f. 13.02.2017 in the duly held Board Meeting. Further, the Company has informed that the said complication with respect to the composition of Board took place due to sudden resignation of few directors in the Board and that the promoter has filed legal proceedings in this case and the matter is sub judice with Hon'ble High Court.*

The committee of the Board is not duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notice is given to all directors to schedule the Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance *except for two meetings dated 28.07.2016 and 16.08.2016*, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever applicable.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year;

- *The Company has not spent at least 2% of its average net profits made during the three immediately preceding financial years towards Corporate Social responsibility as required under Sec 135 of the Companies Act, 2013.*
- *As per section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has not appointed Company Secretary (CS) in whole time employment. However, the Company has appointed CS in whole time on 21.10.2016.*
- *The Company has held Audit Committee Meeting on 14.11.2016 for consideration of unaudited financial results for the quarter and half year ended September, 2016 through video conferencing which is prohibited as per Rule 3 of Companies (Meetings of Board and Its Powers) Rules, 2014.*
- *Annual General Meeting (AGM) minutes are not signed by the Chairman within a period of 30 days from the date of AGM.*
- *Minutes of the Nomination and Remuneration Committee Meeting held on 28.07.2016. Board Meeting and Audit Committee Meeting held on 16.08.2016 are not signed.*
- *BSE, NSE and MCX portals reflect one Board meeting dated 2nd December, 2016 outcome. However, the management has informed that there was no Board meeting as such on the said date and the matter is under investigation.*
- *As informed to us, SEBI investigation has been commenced against the Company.*

We further report that during the audit period, the following event has taken place in the company;

· During the year, merger with Zee Learn Limited was called off.

We further report that during the audit period, the company has co-operated with us and have produced before us all the required forms information, clarifications, returns and other documents as required for the purpose of our audit.

For Kaushal Doshi & Associates
Company Secretaries

Sd/-
Kaushal Doshi
(Proprietor)
ACS No: 32178
CP No: 13143

Date: 10th August, 2017
Place: Mumbai

Annexure I
(Integral part of Secretarial Audit Report)

To,
The Members,

Tree House Education and Accessories Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Kaushal Doshi & Associates
Company Secretaries

Sd/-
Kaushal Doshi
(Proprietor)
ACS No: 32178
CP No: 13143

Date: 10th August, 2017
Place: Mumbai

Annexure E

FORM NO. MGT 9EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2017Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L80101MH2006PLC163028
ii	Registration Date	10/7/2006
iii	Name of the Company	Tree House Education & Accessories Limited
iv	Category/Sub-category of the Company	Public Company / Limited by Shares
v	Address of the Registered office & contact details	702 C, Morya House, Off New Link Road, Andheri (W), Mumbai 400 053. Phone:- 022-40492222 Fax:- 022-26736905 Email ID:- treehouseplaygroup@gmail.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083 Phone:- +91 22 25963838 Fax:- +91 22 25946969 Email ID:- rnt.helpdesk@linkintime.co.in

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Pre-primary Education Services	851	96.43%
2	Education support services	855	3.57%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING / SUBSIDIARY / ASSOCIATE
1	JT Infrastructure Private Limited 702 C, Morya House, Off New Link Road,Andheri (West), Mumbai – 400053, Maharashtra	U70102MH2007PTC167078	Associate
2	Mehta Tree House Infrastructure Private Limited 702 C, Morya House, Off New Link Road,Andheri (West), Mumbai – 400053, Maharashtra	U70101MH2014PTC258921	Associate

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	8690069	0	8690069	20.54	8690069	0	8690069	20.54	0.00
(b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	8690069	0	8690069	20.54	8690069	0	8690069	20.54	0.00
(2) Foreign									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	0.00
(b) Other – Individuals	0	0	0	0	0	0	0	0	0.00
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
(d) Banks / FI	0	0	0	0	0	0	0	0	0.00
(e) Any Other....	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	8690069	0	8690069	20.54	8690069	0	8690069	20.54	0.00
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	297	0	297	0.00	0	0	0	0.00	0.00
(b) Banks / FI	0	0	0	0.00	325	0	325	0.00	0.00
(c) Central Govt	0	0	0	0.00					
(d) State Govt(s)	0	0	0	0.00					
(e) Venture Capital Funds	1024937	0	1024937	2.42	1024937	0	1024937	2.42	0.00
(f) Insurance Companies	0	0	0	0.00					
(g) FIIs	9804624	0	9804624	23.17	3245428	0	3245428	7.67	-15.50
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00

(i) Others (specify)	0	0	0	0.00					
Sub-total (B)(1):-	10829858	0	10829858	25.60	4270690	0	4270690	10.09	-15.50
2. Non-Institutions									
(a) Bodies Corp.									
(i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
(ii) Overseas									
(b) Individuals									
(iii) Individual shareholders holding nominal share capital upto Rs. 2 lakh	4432620	20004	4452624	10.52	10866478	20004	10886482	25.73	15.21
(iv) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	3669758	0	3669758	8.67	3682217	0	3682217	8.70	0.03
(c) Foreign portfolio Investor (Corporate)	-	-	-	-					
(d) Any Others									
(i) Non Resident Indians (Repat)	376234	0	376234	0.89	531243	0	531243	1.26	0.37
(ii) Non Resident Indians (Non Repat)	211223	0	211223	0.50	199957	0	199957	0.47	-0.03
(iii) Foreign Companies	4238486	0	4238486	10.02	2897665	0	2897665	6.85	-3.17
(iv) Clearing Member	479127	0	479127	1.13	822278	0	822278	1.94	0.81
(v) Directors / Relatives	274077	0	274077	0.65	0	0	0	0.00	-0.65
(vi) Trusts	270400	0	270400	0.64	270400	0	270400	0.64	0.00
(vii) Any Other	8818868	0	8818868	20.84	10059723	0	10059723	23.78	2.93
Sub-total (B)(2):-	22770793	20004	22790797	53.87	29329961	20004	29349965	69.37	15.50
Total Public Shareholding (B)=(B)(1)+(B)(2)	33600651	20004	33620655	79.46	33600651	20004	33620655	79.46	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	42290720	20004	42310724	100.00	42290720	20004	42310724	100.00	0.00

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Mr. Rajesh Bhatia	5,077,169	12.00	100	5,077,169	12.00	100	0.00
2	Ms. Geeta Bhatia	3,565,000	8.43	100	3,565,000	8.43	100	0.00
3	Mr. Girdhari Bhatia	47,900	0.11	0.00	47,900	0.11	0.00	0.00

(iii) Change in Promoters' Shareholding

For Each of the Promoters	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Rajesh Bhatia (Managing Director, Key Managerial Person and Promoter)				
At the beginning of the year	5,077,169	12.00	5,077,169	12.00
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	5,077,169	12.00	5,077,169	12.00
Mrs. Geeta Bhatia (Non Executive Director and Promoter)				
At the beginning of the year	3,565,000	8.43	3,565,000	8.43
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	3,565,000	8.43	3,565,000	8.43
Mr. Girdhari Bhatia Joint Holding with Kavita Bhatia				
At the beginning of the year	47,900	0.11	47,900	0.11
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	47,900	0.11	47,900	0.11

(IV) Shareholding pattern of top ten shareholders (other than directors, promoters and holders of GDRS and ADRS)						
Sl. No			Shareholding at the end of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	Date	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	FC VI India Venture Mauritius Ltd					
	At the beginning of the year		2897665	6.85		
	Purchase(s) during the year		-	-	-	-
	Sale(s) during the year		-	-	-	-
	At the end of the year		2897665	6.85	2897665	6.85
2	Bajaj Holdings And Investment Ltd					
	At the beginning of the year		2430882	5.75		
	Purchase(s) during the year		-	-	-	-
	Sale(s) during the year		-	-	-	-
	At the end of the year		2430882	5.75	2430882	5.75
3	Polus Global Fund					
	At the beginning of the year		1726403	4.08		
	Purchase(s) during the year		-	-	-	-
	Sale(s) during the year		-	-	-	-
	At the end of the year		1726403	4.08	1726403	4.08
4	Religare Finvest Ltd					
	At the beginning of the year		1796400	4.25		
	Purchase(s) during the year	29/04/2016	47677	0.11	1530429	3.62
		12/8/2016	400000	0.95	901916	2.13
	Sale(s) during the year	15/04/2016	302400	0.71	1494000	3.53
		22/04/2016	11248	0.03	1482752	3.50
		27/05/2016	199860	0.47	1330569	3.14
		29/07/2016	828653	1.96	501916	1.19
		14/10/2016	400000	0.95	501916	1.19
		4/11/2016	150000	0.35	351916	0.83
		11/11/2016	344000	0.81	7916	0.02
	At the end of the year		-	-	-	-
5	Religare Securities Ltd					
	At the beginning of the year		6558	0.02		
	Purchase(s) during the year	15/04/2016	302589	0.72	308135	0.73
		6/5/2016	1948	0.00	7228	0.02
		20/05/2016	151326	0.36	157591	0.37
		3/6/2016	12319	0.03	20211	0.05

		10/6/2016	7708	0.02	27919	0.07
		17/06/2016	91478	0.22	119397	0.28
		24/06/2016	15673	0.04	135070	0.32
		22/07/2016	2902	0.01	20907	0.05
		29/07/2016	436805	1.03	457712	1.08
		5/8/2016	6887	0.02	464599	1.10
		12/8/2016	6337	0.01	470936	1.11
		19/08/2016	7741	0.02	478677	1.13
		26/08/2016	77028	0.18	555705	1.31
		2/9/2016	6283	0.01	561988	1.33
		14/10/2016	307277	0.73	846813	2.00
		11/11/2016	150	0.00	742197	1.75
		18/11/2016	1318	0.00	743515	1.76
		2/12/2016	2994	0.01	743897	1.76
		9/12/2016	3889	0.01	747786	1.77
		16/12/2016	42830	0.10	790616	1.87
		23/12/2016	30244	0.07	820860	1.94
		6/1/2017	21900	0.05	829412	1.96
		20/1/2017	18534	0.04	832414	1.97
		10/2/2017	80379	0.19	899354	2.13
		24/02/2017	2630	0.01	898546	2.12
		17/03/2017	19975	0.05	890711	2.11
		24/03/2017	16328	0.04	907039	2.14
		31/03/2017	332696	0.79	1239735	2.93
	Sale(s) during the year	8/4/2016	1012	0.00	5546	0.01
		22/04/2016	89277	0.21	218858	0.52
		29/04/2016	213578	0.50	5280	0.01
		13/05/2016	963	0.00	6265	0.01
		27/05/2016	149699	0.35	7892	0.02
		30/06/2016	588	0.00	134482	0.32
		1/7/2016	4260	0.01	130222	0.31
		8/7/2016	110586	0.26	19636	0.05
		15/07/2016	1631	0.00	18005	0.04
		9/9/2016	1629	0.00	560359	1.32
		16/09/2016	3202	0.01	557157	1.32
		23/09/2016	2355	0.01	554802	1.31
		30/09/2016	14223	0.03	540579	1.28
		7/10/2016	1043	0.00	539536	1.28
		21/10/2016	1013	0.00	845800	2.00
		28/10/2016	7785	0.02	838015	1.98
		4/11/2016	95968	0.23	742047	1.75
		25/11/2016	2612	0.01	740903	1.75

		30/12/2016	12848	0.03	808012	1.91
		31/12/2016	500	0.00	807512	1.91
		13/01/2017	15532	0.04	813880	1.92
		27/01/2017	9155	0.02	823259	1.95
		3/2/2017	4284	0.01	818975	1.94
		17/2/2017	3438	0.01	895916	2.12
		3/3/2017	3482	0.01	895064	2.12
		10/3/2017	24328	0.06	870736	2.06
	At the end of the year		1239735	2.93	1239735	2.93
6	Aditya Birla Private Equity Sunrise Fund					
	At the beginning of the year		1024937	2.42		
	Purchase(s) during the year		-	-	-	-
	Sale(s) during the year		-	-	-	-
	At the end of the year		1024937	2.42	1024937	2.42
7	Arch Finance Limited					
	At the beginning of the year		1286000	3.04		
	Purchase(s) during the year	3/6/2016	10000	0.02	1296000	3.06
		10/6/2016	10000	0.02	1306000	3.09
		15/07/2016	5000	0.01	1311000	3.10
		29/07/2016	3000	0.01	1314000	3.11
		5/8/2016	20000	0.05	1334000	3.15
		11/11/2016	225000	0.53	1559000	3.68
	Sale(s) during the year	16/12/2016	200000	0.47	1359000	3.21
		23/12/2016	300000	0.71	1059000	2.50
		3/2/2017	1029000	2.43	30000	0.07
		24/03/2017	30000	0.07	0	0.00
	At the end of the year		-	-	-	-
8	Arch Finance Limited					
	At the beginning of the year		-	-	-	-
	Purchase(s) during the year	3/2/2017	1029000	2.43	1029000	2.43
	Sale(s) during the year	31/03/2017	200000	0.47	829000	1.96
	At the end of the year		829000	1.96	829000	1.96
9	Swedbank Robur Global Emerging Markets					
	At the beginning of the year		1600000	3.78		
	Purchase(s) during the year					
	Sale(s) during the year	9/12/2016	161000	0.38	1439000	3.40
		16/12/2016	390296	0.92	1048704	2.48
		23/12/2016	784476	1.85	264228	0.62
		30/12/2016	264228	0.62	0	0.00
	At the end of the year	-	-	-	-	-
10	Mondrian Emerging Markets Small Cap Equity Fund, L.P.					
	At the beginning of the year		1386796	3.28		

	Purchase(s) during the year	-	-	-	-	-
	Sale(s) during the year	15/07/2016	223000	0.53	1163796	2.75
		22/07/2016	363293	0.86	800503	1.89
		29/07/2016	800503	1.89	0	0.00
	At the end of the year		-	-	-	-
11	On Mauritius					
	At the beginning of the year		1340821	3.17		
	Purchase(s) during the year	-	-	-	-	-
	Sale(s) during the year	8/7/2016	655000	1.55	685821	1.62
		15/07/2016	286472	0.68	399349	0.94
		22/07/2016	215490	0.51	183859	0.43
		29/07/2016	60591	0.14	123268	0.29
		5/8/2016	123268	0.29	0	0.00
	At the end of the year	-	-	-	-	-
12	Morgan Stanley Asia (Singapore) Pte.					
	At the beginning of the year		1309396	3.09		
	Purchase(s) during the year	8/4/2016	35000	0.08	1344396	3.18
	Sale(s) during the year	15/04/2016	167481	0.40	1176915	2.78
		22/04/2016	82519	0.20	1094396	2.59
		6/5/2016	30430	0.07	1063966	2.51
		13/05/2016	1244	0.00	1062722	2.51
		20/05/2016	51821	0.12	1010901	2.39
		3/6/2016	246935	0.58	763966	1.81
		1/7/2016	24200	0.06	739766	1.75
		15/07/2016	86186	0.20	653580	1.54
		22/07/2017	453012	1.07	200568	0.47
		2/9/2016	65100	0.15	135468	0.32
		25/11/2016	116443	0.28	19025	0.04
	At the end of the year	19025	0.04		19025	0.04
13	Greencrest Financial Services					
	At the beginning of the year		-	-	-	-
	Purchase(s) during the year	30/12/2016	135000	0.32		
		31/12/2016	120000	0.28	255000	0.60
		20/01/2017	682312	1.61	937312	2.22
		10/2/2017	161366	0.38	1098678	2.60
	Sale(s) during the year		-	-	-	-
	At the end of the year		1098678	2.60	1098678	2.60
14	Elara India Opportunities Fund Limited					
	At the beginning of the year		960000	2.27		
	Purchase(s) during the year		-	-	-	-
	Sale(s) during the year		-	-	-	-
	At the end of the year		960000	2.27	960000	2.27

15	Nomura Singapore Limited					
	At the beginning of the year		540000	1.28		
			-	-	-	-
	Sale(s) during the year		-	-	-	-
	At the end of the year				540000	1.28
16	Nishu Finlease Private Limited					
	At the beginning of the year		178010	0.42		
	Purchase(s) during the year	18/11/2016	35000	0.08	213010	0.50
		24/03/2017	168010	0.40	178010	0.42
		31/03/2017	287000	0.68	465010	1.10
	Sale(s) during the year	23/12/2016	203010	0.48	10000	0.02
	At the end of the year		203010	0.48	465010	1.10

V. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Rajesh Bhatia (Managing Director and Key Managerial Person)				
	At the beginning of the year	5,077,169	12.00	5,077,169	12.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	5,077,169	12.00	5,077,169	12.00
2	Mrs. Geeta Bhatia (Non Executive Director)				
	At the beginning of the year	3,565,000	8.43	3,565,000	8.43
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	3,565,000	8.43	3,565,000	8.43

5	Mr. T. S. Sarangpani (Independent Director) (Date of Cessation: 02.06.2016)				
	At the beginning of the year	25,000	0.06	25,000	0.06
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	As on 02.06.2016	25,000	0.06	25,000	0.06
3	Mr. Vishal Shah (Executive Director) (Date of Cessation: 28.07.2016)				
	At the beginning of the year	249,077	0.59	249,077	0.59
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	As on 28.07.2016	249,077	0.59	249,077	0.59
6	Mr. Parantap Dave (Independent Director) (Date of Cessation: 28.07.2016)				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
6	Mr. Ram Kumar Gupta (Independent Director) (Date of Appointment: 29.05.2016) (Date of Cessation: 28.07.2016)				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
6	Mr. Chanakya Dhanda (Independent Director) (Date of Appointment: 29.05.2016) (Date of Cessation: 28.07.2016)				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

6	Mr. Suraj Manghnani (Independent Director) (Date of Appointment: 30.12.2016)				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
6	Mr. Deepak Valecha (Independent Director) (Date of Appointment: 13.02.2017)				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
6	Mr. Sanjay Shah (Chief Financial Officer) (Date of Cessation: 14.10.2016)				
	At the beginning of the year	5796	0.01	5796	0.01
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At on 14.10.2016	5796	0.01	5796	0.01
11	Mr. Devanshu Parekh (Company Secretary & Compliance Officer) (Date of Appointment 21.10.2016)				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

INDEBTEDNESS

VI. Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
	Indebtness at the beginning of the financial year 201-17				
i)	Principal Amount	989129560	0	0	989129560
ii)	Interest due but not paid	0	0	0	0
iii)	Interest accrued but not due	3148786	0	0	3148786
	Toatal (i+ii+iii)	992278346	0	0	992278346
	Changes in Indebtness during the financial year 2016-17				
i)	Addition	266538599	43355280	0	309893879
ii)	Reduction	531742655	0	0	531742655
	Net Change	-265204056	43355280	0	-221848776
	Indebtness at the end of the financial year 2016-17				
i)	Principal Amount	723925504	43355280	0	767280784
ii)	Interest due but not paid	8593584	0	0	8593584
iii)	Interest accrued but not due	2086741	0	0	2086741
	Toatal (i+ii+iii)	734605829	43355280	0	777961109

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Rajesh Bhatia	Vishal Shah	
Gross Salary			
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4800000	800000	5600000
(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	
(c) Profits in lieu of salary under	-	-	
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission			
as % profit	-	-	-
others specify	-	-	-
Others, please specify	-	-	-
Total (A)	4800000	800000	5600000
Celling as per the Act			

B. Remuneration to other directors:									
Sl.No	Particulars of Remuneration	Name of the Directors							Total
		T S Sarangpani	Paranta p Dave	Ram Kumar Gupta	Chanakya Dhahnda	Suraj Mang hnani	Deepak Valecha	Geeta Bhatia	
1	Independent Directors								
	(a) Fee for attending board committee meetings	55000	107500	220000	137500	7500	5000	-	532500
	(b) Commission	-	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-	-
	Director Remuneration	-	-	-	-	-	-	-	-
	Director Remuneration	-	-	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-	-	532500
2	Other Non Executive Directors								
	(a) Fee for attending board committee meetings	-	-	-	-	-	-	1300000	1300000
	(b) Commission	-	-	-	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	1300000
	Total (B)=(1+2)	55000	107500	220000	137500	7500	5000	1300000	1832500
	Total Managerial Remuneration								
	Overall Cieling as per the Act.								

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD			
Particulars of Remuneration	Key Managerial Personnel		
Gross Salary	Company Secretary	CFO	Total
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	192500	2410650	2,603,150.00
(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-

Commission			
as % of profit	-	-	-
others, specify	-	-	-
Others, please specify	-	-	-
Total	192500	2410650	2,603,150.00

VIII.PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority (RD/NCLT /Court)	Appeall made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure F

REPORT ON CSR ACTIVITIES/ INITIATIVES
[Pursuant to Section 135 of the Act & Rules made thereunder]

1. A brief outline of the company's CSR policy

The Board of Directors at its meeting held on November 14, 2014 approved the CSR Policy of your Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.
The CSR Committee has identified the following thrust areas around which your Company shall be focusing its CSR initiatives and channelizing the resources on a sustained basis:

(i) The function,GlobalChamps,oneoftheCSRactivitiesinTREEHOUSEhasbeenfulfillingtheCompany's CSR commitment, for the past two years. Global Champsh as focused on projects relating to Education and Environment as detailed as follow:
(ii) Johar Health Maintenance Organization has multiple primary healthcare centers along with mobile medical van and ambulances in Hazaribagh and Ramgarh districts. The Mobile Medical Vans will provide free primary medical care and health awareness workshop (along with medicines) to the poor and needy in the remote rural areas, covering approximately 25000 patients annually. Funding operation of one Mobile Van for last two yearswereRs. 27,00,000/-

Global Champs Existing Projects:
Following projects are the existing and current CSR activities being handled through the Global Champs Function:

a. Education and Empowerment of children: Creating a better tomorrow.
With special emphasis on projects which focus on Education of underprivileged children, girls and up-liftment of rural sports for children. Global Champs believes in working in are as that can create long-term impact on the society. There for e focusing on projects in education, girl child and rural sports for children, have been chosen considering the impact they have in creating more empowering opportunities, building a better society, and nation building at large.

b. Project Green: For a cleaner, greener tomorrow

Project green will focus on adopting environment friendly measures and initiatives in every activity and process at TREE HOUSE.

(iii) TREE HOUSE shall promote CSR activities / Projects in the field of:

A. Promotion of Education: including special education and employment enhancing vocation skills especially among children, woman, elderly and the differently-abled and livelihood enhancement projects; with special emphasis on the education of the girl child;

B. Health, Safety and Environment: ensuring healthy and environmental sustain ability, ecological balance, protection of for and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining of quality of soil, air and water.

C. Women Empowerment: developing skills through appropriate training, encourage capacity building to enhance income opportunities for the female staffs.

(iv) TREE HOUSE may also under take other CSR activities in line with Schedule VII including contributions towards Swach Bharat Kosh.

(v) The CSR activities shall be undertaken in locations within India. TREE HOUSE shall give preference to the local are as and the are aaround which TREE HOUSE operates while considering the activities to be undertaken and spending the amount ear marked for CSR activities. However, TREE HOUSE has a multi-state presence and hence may beguided by the re requirements of the specific CSR activity / programin determining the locations within India.
Policy on Corporate Social Responsibility is available on website of Company
http://www.nseprimeir.com/z_TreeHouse/pdffiles/Treehouse_CorporateSocialResponsibilityPolicy_0702pdf
2. The composition of the CSR Committee

Name of the member of the committee	Nature of Directorship
Mr. Deepak Valecha (Chairman)	Independent Director
Mr. Rajesh Bhatia	Executive, Managing Director
Mr. Suraj Manghnani	Independent Director

3. Average Net Profit of the company for last 3 financial years: Rs. 54,50,97,141/-

4. Prescribed CSR expenditure (2% of amount): Rs. 1,09,01,943-

5. Details of CSR activities/projects undertaken during the year:
   a) Total amount to spent for the financial year: - NIL
   b) Amount un-spent, if any: - 1,09,01,943/-
   c) Manner in which the amount spent during financial year is detailed below:

1	2	3	4	5	6	7	8
Sr. No	CSR project/ activity identified	Sector in which the Project is covered	Location where the project undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Direct expenditure on project/ programme,	Cumulative spend upto to the reporting period	Amount spent: Direct/ through implementing agency*

6. In previous year Company had spent Rs. 61.06 Lacson CSR activities. During the year Company has suffered from huge loss and reason of the same Company was not in a position to spent required amount towards CSR activity.

7. The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of your Company.

SD/-
Managing Director
DIN: 00074393

SD/-
Chairman of CSR Committee
DIN: 07736480

Place: Mumbai

Date: August 10, 2017

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF OPERATIONS OF OUR COMPANY:

The Company position is going through challenging times because of the circumstances happened during the year.

Due change in business strategies and to have better control over finance of the company the management of the Company had converted its play schools centers which were owned by the company to franchise model where in the company will get Royalty Income and also income from sale of kits. Thus the company will without sacrificing on its revenue, will be absolved from liabilities and finance requirements.

Out of the total 542 centers operated by the company till March 31, 2016, the company has converted 140 centers into franchise centers and had closed 222 centers as on March 31, 2017. The company is in the process of converting/ closing the remaining centers. The centers across India operating under the brand names of "Tree House", "Brain Works" and "Global Champs". Our pre-schools serve students in the age group of 1.5 to 6 years.

In our pre-schools, we offer standardized services and teaching methodologies. We offer playgroup, nursery, junior kindergarten and senior kindergarten courses. We also offer vacation camps, hobby classes, day care facilities and teacher training course at some of our self-operated pre-schools. We provide continuous training to all our pre-school teachers on teaching methodologies and early child care, to keep abreast with the changes in teaching methods and student needs. Our pre-school network is largely concentrated in the states of Maharashtra, Gujarat, Karnataka, Rajasthan, West Bengal and Andra Pradesh.

We also provide a wide variety of educational services to K-12 schools which include, designing curriculum and providing teaching aids, supplying methods for imparting education, organization extra-curricular activities for students and teacher training. As on March 31, 2017, we have provided educational services to 15 K-12 schools, across 3 states in India. Further, Company was not able to provide management services to K-12 schools for the last two quarters due to inadequate man power. The Company is in process of restarting the same and to realign the situation and start the services.

COMPANY'S STRENGTHS:

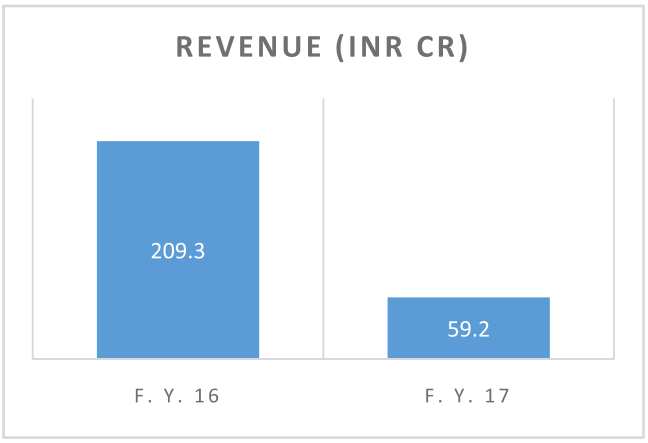
- The Brand is owned by the Company and shall earn Royalty income for the company.
- Due to conversion of own centres into franchisee and increased focus on developing new franchise the Company will soon become profitable.
- Our Company has been awarded as Best PE/VC-backed Education Company for the year 2013 by VC Circle Awards and our brand Tree House as acknowledged as India's most trusted brand in the pre-school category in TRA's (formerly Trust Research Advisory) report titled 'India's Most Trusted Educational Institutes – 2014'.

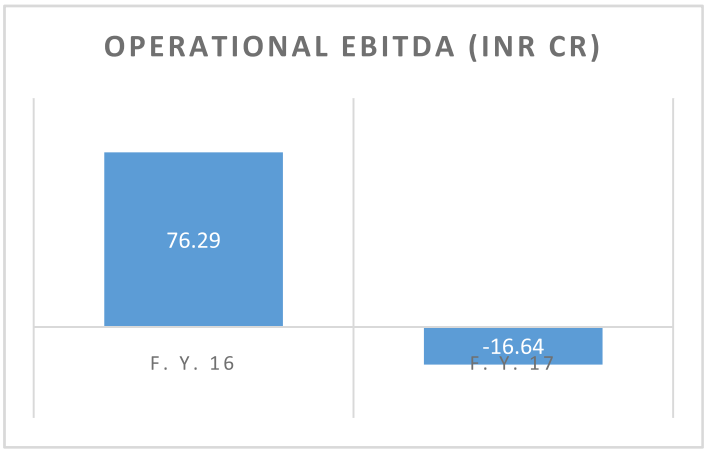
FINANCIAL HIGHLIGHTS FOR 2016-17:

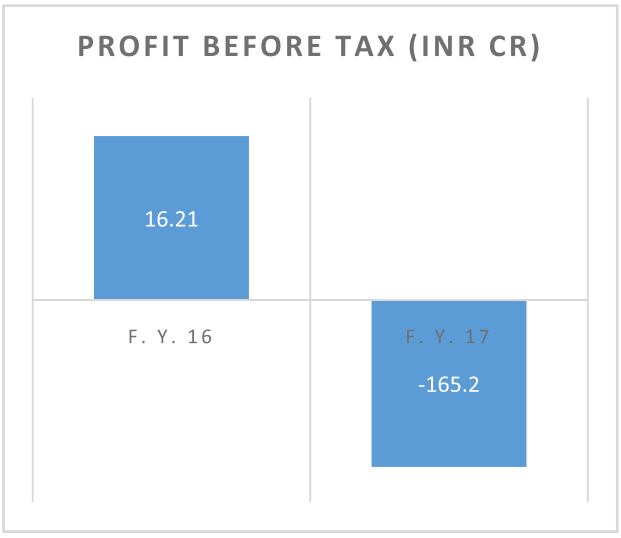
During the year your Company has gone through a drastic change in the financial condition and the same was due to many factors. During the year, to overcome with the financial condition your

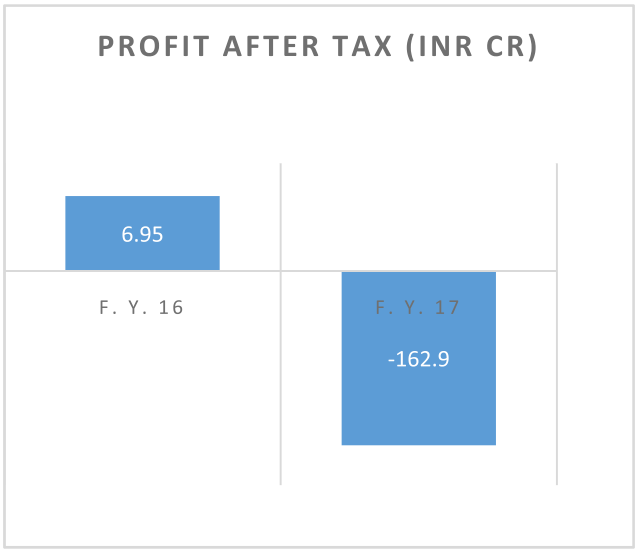
Company has changed its business structure form operating owned centres into franchise operated centres.

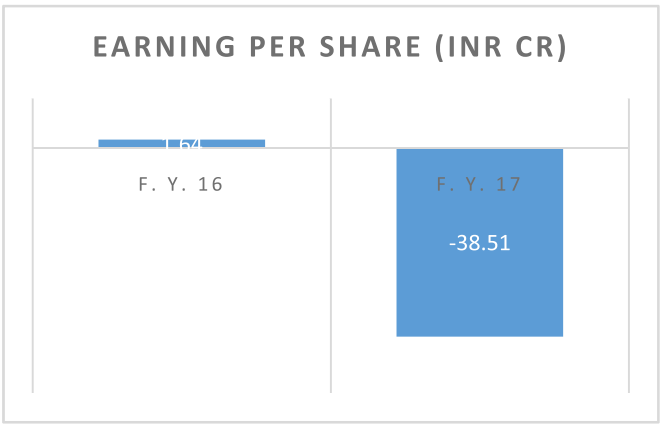
Company has changed its business structure form operating owned centres into franchise operated centres.











INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls are regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information. During the year such controls were tested and no reportable material weakness in the design or operation was observed.

OPPORTUNITIES & THREATS

Opportunities:

- Franchisee Business model is vast.
- Capex will be NIL since Franchise will Invest.
- Risk to Centre Performance is on franchisee.
- Reaching tier III & IV towns & cities easy.
- Large section of educated women population available as resource pool can be tapped.

Threats:

- Competitors may reduce franchisee & royalty fees putting pricing pressure.
- Brand risk due to bad performance of franchisee owners.
- Unskilled staff at franchisee centres.
- Non payment of royalty and shifting of brand loyalty.

REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance is as follows:

I. Company's Philosophy on Corporate Governance:

At Tree House Education & Accessories Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partner in our success and we remain committed to maximizing stakeholders' value.

Your Company believes that Corporate Governance is a set of guidelines which help to fulfill its responsibilities to all its stakeholders. It is a reflection of the company's culture, policies, relationship with stakeholders, commitment to values and ethical business conduct.

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons.
Your Company has complied with all the regulations stipulated by Securities Exchange Board of India (SEBI) in the Listing Agreement(s).

GOVERNANCE FRAMEWORK

Your Company's Governance structure consists of Board of Directors, its Committees and the Management.

Board Leadership:

- Your Company has a well-balanced Board of Directors with members from diverse backgrounds, who have years of experience and expertise in various fields;
- Out of 4 members on the Board, 2 are Independent Directors who are well known for their wealth of experience, high standards of governance and independence;
- 1 out of 4 members is Non-Executive Director;
- The Managing Director is responsible for the overall management of the affairs of the Company under the supervision of the Board of Directors;
- The Board over the period of years, has created a culture of leadership to provide longtermvision and policy approach to improve performance and quality of governance in your Company. It has played a primary role in providing strategic \ direction to the management coupled with giving responsibility and accountability to deliver value with highest level of transparency and integrity.

Board Committees:

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR Committee, Compensation Committee, Committee of Board.
These Committee members meet at such frequency as is necessary to address the responsibilities and tasks assigned to them.

Managing Director:

The Managing Director is responsible for the day-to-day working of the Company. He gives strategic directions, lays down policy guidelines and ensures implementation of the decisions of the Board of Directors and its various committees.

II. BOARD OF DIRECTORS:

i. Composition of Board:

Your Company has a broad based Board of Directors with composition of Non-Executive,Executive and Independent Director in compliance with SEBI (Listing Obligationsand Disclosure Requirements) Regulations, 2015, as well as the Companies Act, 2013. Your Company also has a woman Director which brings diversity on the Board.

The composition of Board of Directors as on March 31, 2017 is as follow:

Category	No. of Directors
Non-Executive/Independent Directors	2
Non-Executive Directors	1
Executive Director	1

Company Secretary of the Company is the Secretary of all Board and Board Committee meetings.

ii. Independent Directors:

Your Company had at its Annual General Meeting (AGM) held on September 26, 2016, appointed Mr. Ram Kumar Gupta and Mr. Chanakya Dhanda as an Independent Directors pursuant to sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors)Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period of five (5) consecutive years upto 28th May, 2021. Mr. Chanakya Dhanda and Mr. Ram Kumar Gupta have resigned from the post of directorship w.e.f. December 15, 2016 and December 16, 2016 respectively. The Company have appointed Mr. Suraj Manghnani and Mr. Deepak Valecha as an Independent Directors w.e.f. December 30, 2016 and February 13, 2017 respectively. The Independent Directors have submitted declarations that they meet the criteria of Independence as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Independent Directors have confirmed that they do not hold directorship in more than seven listed companies. Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A sample of the letter of appointment is available on the website of the Companyhttp://www.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_Terms_ConditionsofID_300914.pdf

iii. Number of Board Meetings:

- During the financial year ended March 31, 2017, Nine (9) meetings of the Board of Directors were held. The dates of the Board meetings are as under:

Date(s) on which meeting(s) were held	
May 29, 2016	December 30, 2016
June 2, 2016	January 12, 2017
July 28, 2016	February 13, 2017
August16, 2016	February 14, 2017
November 14, 2016	

All the Directors have informed the Company periodically about their Directorship and Membership in the Board/Committees of the Board of other companies. As per disclosure received, none of the Directors is a Director in more than ten (10) Public Limited Companies. Further, none of the Director acts as a member of more than ten (10) committees or acts as a chairman of more than five (5) committees across all Public Limited Companies in which theyare Director.

- The details of nature of directorships, relationship inter-se, number of directorships,Committee chairmanships/ memberships held by them in other public companies and shareholding are detailed below as on March 31, 2017:

Name of the Director	Category	Relationship with each other	Attendance at meeting during FY 2016-17		No. of Directorship(s) (*)	No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies (**)		No. of Shares held
			Board	AGM		Chairman	Member	
Mr. Rajesh Bhatia	Executive Director/ Promoter (Managing Director)	Spouse of Mrs. Geeta Bhatia	9	Yes	-	-	-	5,077,169
Mrs. Geeta Bhatia	Non-Executive Director/ Promoter	Spouse of Mr. Rajesh Bhatia	9	Yes	-	-	-	3,565,000
Mr. Suraj Manghnani #	Non-Executive Director/ Independent	***	4	-	-	-	-	-
Mr. Deepak valecha ##	Non-Executive Director/ Independent	***	2	-	-	-	-	-
Mr. T. S. Sarangpani ###	Non-Executive Director/ Independent	***	1	-	-	-	-	-
Mr. Vishal Shah ####	Executive Director	***	3	-	-	-	-	245,045
Mr. Parantap Dave #####	Non-Executive Director/ Independent	***	3	-	3	-	2	-
Mr. Ram Kumar Gupta ######	Non-Executive Director/ Independent	***	4	Yes	1	-	-	-
Mr. Chanakya Dhanda #######	Non-Executive Director/ Independent	***	4	Yes	3	-	-	-

*Excludes directorship in Tree House Education & Accessories Limited. Alsoexcludes directorship in private limited companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and Alternate Directorships.

**For the purpose of considering the limit of committee memberships and chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of public limited companies have been considered.

***No inter – se relationship with any of the Directors of the Company.

#Mr. Suraj Manghnani have been appointed as an Additional Non-Executive Independent Director in the Board Meeting duly convened on December 30, 2016.

##Mr. Deepak Valecha have been appointed as an Additional Non-Executive Independent Director in the Board Meeting duly convened on February 13, 2017.

Mr. T. S. Sarangpani submitted his resignation to the Board of Directors of the Company on June 2, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on June 2, 2016.

Mr. Vishal Shah submitted his resignation to the Board of Directors of the Company on July 28, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on July 28, 2016.

Mr. Parantap Dave submitted his resignation to the Board of Directors of the Company on July 28, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on July 28, 2016.

Mr. Ram Kumar Gupta have resigned from the post of directorship w.e.f. December 16, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on December 30, 2016.

####### Mr. Chanakya Dhanda have resigned from the post of directorship w.e.f. December 15, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on December 30, 2016.

Details of the Directorships, Committee Chairmanships and the Committee Memberships in other Companies (excluding Private Limited Companies, Foreign Companies and Section 8 Companies) held by the Directors as on 31stMarch, 2017, are given below:-

Sr No.	Name of the Director	Other Directorship #	Committee Positions ##	
			Chairman	Member
1.	*Mr. Parantap Dave	› MAS Services Limited › Sarla Performance Fibers Limited › Abans Enterprises Limited	-	**Audit Committee** › Sarla Performance Fibers Limited **Stakeholder Relationship Committee** › Sarla Performance Fibers Limited
2.	**Mr. Ram Kumar Gupta	› Om Metals Infraprojects Limited	-	-
3.	***Mr. Chanakya Dhanda	› Tirupati Fincorp Limited › Energy Development Company Limited › CKP Leisure Limited	-	-

Includes Directorships of Public Limited Companies other than Tree House Education & Accessories Limited.

Includes only Audit Committee and Stakeholders' Relationship Committee of Public limited Companies (whether Listed or not) other than Tree House Education & Accessories Limited.

* Mr. Parantap Dave submitted his resignation to the Board of Directors of the Company on July 28, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on July 28, 2016.

**Mr. Ram Kumar Gupta have resigned from the post of directorship w.e.f. December 16, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on December 30, 2016..

***Mr. Chanakya Dhanda have resigned from the post of directorship w.e.f. December 15, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on December 30, 2016.
Directors are appointed or re-appointed with the approval of the shareholders. Apart from the directors appointed for a specific term and the independent directors of the Company, all the directors are liable to retire by rotation unless otherwise specifically approved by the shareholders.

iv. Board Meeting, Agenda and Procedure:

- The tentative annual calendar of Board Meetings for the ensuing year is decided in advance by the board.
- The Board meets atleast once in a quarter to review financial results and operations of the Company.In addition to the above, Board also meets as and when necessary to address specific issues concerning the business of your company.
- The Board meetings are governed by well-designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees for the information of the Board. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are generally circulated seven days prior to the Board Meeting. In addition, for any business exigencies, the resolutions are passed by circulation and later placed in the ensuing Board Meeting for ratification / approval.
- The Companies Act, 2013 read with the relevant rules issued thereunder, now facilitate conducting meetings of Board and its Committees through permitted audio-visual means or video conferencing. Accordingly, during the year, the Board members were, in accordance with the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, provided with an option to participate at Board Meetings through video conferencing mode except in respect of those meetings wherein transactions are not permitted to be carried out by way of video-conferencing.
- The proceedings of each meeting of the Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014.

v. Familiarisation Programme:

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programmes at the time of their appointment as Directors and through presentations on economy & industry overview, key regulatory developments, strategy and performance which are made to the Directors from time to time. The details of the familiarization programmes have been hosted on the website of the Company and can be assessed on the link:
http://www.nseprimeir.com/z_TreeHouse/pdffiles/TREEHOUSE_Policy_FAMILIARIZATION_PROGRAMME_ID.pdf

vi. Independent Directors' Meeting:

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on March 17, 2017, without the attendance of Non-Independent Directors and members of the management.

vii. Code of Conduct:

The Board of Directors has laid down a Code of Conduct for the Board of Directors and Senior Management (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Code of Conduct is hosted on the website of the Companywww.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_CodeofConduct_011014.pdf.

All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the Managing Director is attached and forms part of the Annual Report of the Company.

viii. Directors' Profile:

A brief resume of Directors, nature of their expertise in specific functional areas and names of the companies in which they hold Directorships, Memberships/ Chairmanships of the Board Committees, and shareholding in the Company are provided in this Report.

Mr. Rajesh Bhatia (DIN: 00074393)
Managing Director

Mr. Rajesh Bhatia is the Managing Director of your Company. He holds a bachelor of engineering degree in computer science from MS University, Baroda and Masters of Business Administration in marketing management from Pune University. Mr. Bhatia has approximately fourteen years of experience in the education industry. He has been associated with your Company since its inception. He oversees the day to day operations of your Company.

Other Directorship of Mr. Rajesh Bhatia is as follows:

SR. NO.	NAME OF THE FIRM/COMPANY	NATURE OF INTEREST
1.	KHEMI INVESTMENTS AND CONSULTANCY PRIVATE LIMITED	DIRECTOR
2.	MADHAV EDUCATION AND RESEARCH INSTITUTE INDIA PRIVATE LIMITED	DIRECTOR
3.	RAGE SHARES AND STOCKS PRIVATE LIMITED	DIRECTOR
4.	JT INFRASTRUCTURE PRIVATE LIMITED	DIRECTOR
5.	MEHTA TREE HOUSE INFRASTRUCTURE PRIVATE LIMITED	DIRECTOR

#Mr. Vishal Shah (DIN: 01153074)
Executive Director

Mr. Vishal Shah holds Bachelor of Commerce degree from Mumbai University and Masters of Business Administration in Finance from Narsee Monjee Institute of Management Studies, Mumbai. Mr. Shah has approximately eleven years of experience in the education industry. He worked with Apple Finance Limited as trainee in 1994-1996. In 1996, he joined Indsec Securities and Finance Limited as an assistant vice president. He has been associated with this Company since its inception in 2006. He oversees the marketing and administration department of the Company. His responsibilities include marketing, setting up of new centers, identifying properties for expansion, appointing franchisees and procurement.

Other Directorship of Mr. Vishal Shah is as follows:

SR. NO.	NAME OF THE FIRM/COMPANY	NATURE OF INTEREST
1.	DHIRANAND ENGINEERS PVT LTD	DIRECTOR
2.	JT INFRASTRUCTURE PRIVATE LIMITED	DIRECTOR
3.	KUSTERS CALICO MACHINERY PRIVATE LIMITED	DIRECTOR
4.	MEHTA TREE HOUSE INFRASTRUTURE PRIVATE LIMITED	DIRECTOR

#Mr. Vishal Shah submitted his resignation to the Board of Directors of the Company on July 28, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on July 28, 2016.

Mrs. Geeta Bhatia (DIN: 00074444)
Non-Executive Non-Independent Director

Mrs. Geeta Bhatia is a non-executive Director of your Company. She holds a Bachelor of Commerce degree from Mumbai

University. Mrs. Bhatia has approximately eleven years of experience in the education industry. She has been awarded order of merit for Montessori education and has been honored by the Indian Council of Management Executives, Mumbai as a samajshri in recognition of services rendered to the public.

Other Directorship of Mrs. Geeta Bhatia is as follows:

SR. NO.	NAME OF THE FIRM/COMPANY	NATURE OF INTEREST
1.	KHEMI INVESTMENTS AND CONSULTANCY PRIVATE LIMITED	DIRECTOR
2.	MADHAV EDUCATION AND RESEARCH INSTITUTE INDIA PRIVATE LIMITED	DIRECTOR
3.	RAGE SHARES AND STOCKS PRIVATE LIMITED	DIRECTOR
4.	JT INFRASTRUCTURE PRIVATE LIMITED	DIRECTOR
5.	MEHTA TREE HOUSE INFRASTRUCTURE PRIVATE LIMITED	DIRECTOR

#Mr. Suraj Manghnani(DIN: 06625583)
Non-Executive Independent Director

Mr. Suraj Manghnani is appointed as an Additional Director in the category of Non-Executive Independent Director of your Company in a duly conveyed Board Meeting on December 30, 2016. He holds BSC International Business Management Degree from Kedge Business School, Marseille France. Mr. Suraj Manghnani has more than 2 years of experience in the field of business related to education sector.

Other Directorship of Mr. Suraj Manghnani is as follows:

SR. NO.	NAME OF THE FIRM/COMPANY	NATURE OF INTEREST
1.	HIMALAYA HOLISTIC PRIVATE LIMITED	DIRECTOR

#Mr. Suraj Manghnani have been appointed as an Additional Non-Executive Independent Director in the Board Meeting duly convened on December 30, 2016.

#Mr. Deepak Valecha(DIN: 07736480)
Non-Executive Independent Director

Mr. Deepak Valecha is appointed in as an Additional Director in the category of of your Company in a duly conveyed Board Meeting on December 30, 2016.

He holds Bachelor of Management Studies from Mumbai University, M.com from CMJ University, Meghalaya, M.com (Accounts & Finance) from Mumbai University and MMS (Marketing). Mr. Deepak Valecha has more than 7 years of experience in the educational field as Lecturer cum Assistant Coordinator.

#Mr. Deepak Valecha have been appointed as an Additional Non-Executive Independent Director in the Board Meeting duly convened on February 13, 2017.

#Mr. Parantap Dave (DIN: 00019472)
Non-Executive Independent Director

Mr. Parantap Dave holds a Bachelor of Commerce degree and is a Chartered Accountant. Mr. Dave has twenty-nine years of experience in the field of finance, banking, accounts, audit, taxation, legal, project and general management and commercial matters. Mr. Dave started his career on guiding individuals and corporates on managing their investible surplus on the capital market. This endeavor as further extended to include transacting for placement of commercial paper, advising clients on the initial public offering process, and wealth management. The resultant exposure to various business segments metamorphosed into a bouquet consulting firm, Argent Advisors, which provides corporate advisory

to small and medium enterprises on strategy from incubation to initial public offering, from concept to capital, from vision to valuation.
Mr. Dave enables business entities in securing funds, both in form of venture capital/ private equity and public equity.

Other Directorship of Mr. Parantap Dave is as follows:

SR. NO.	NAME OF THE FIRM/COMPANY	NATURE OF INTEREST
1.	DHANIPA MANAGEMENT SERVICES PVT LTD	DIRECTOR
2.	SPECTRUM INTERNATIONL PRIVATE LIMITED	DIRECTOR
3.	MAS SERVICES LTD	DIRECTOR
4.	SAJEEV AGRI PRIVATE LIMITED	DIRECTOR
5.	CAPVITAL ADVISORS PRIVATE LIMITED	DIRECTOR
6.	SANKALP SIDDHI CORPORATE ADVISORY PRIVATE LIMITED	DIRECTOR
7.	SARLA PERFORMANCE FIBERS LIMITED	DIRECTOR
8.	ABANS ENTERPRISES LIMITED	DIRECTOR

 # Mr. Parantap Dave submitted his resignation to the Board of Directors of the Company on July 28, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on July 28, 2016.

 # Mr. T.S. Sarangpani (DIN: 01453050)
Non-Executive Independent Director

Mr. T.S. Sarangpani holds a bachelor of engineering degree and masters of business administration from the University of Madras. Mr. Sarangpani has approximately 35 years of experience in the financial services industry. He started his career with ICICI Bank Limited. After spending seven years with them in the project finance area, he moved to the manufacturing industry where he worked at International Instruments, Bangalore and Nuchem Plastics, New Delhi. Since 1990, Mr. Sarangpani was associated with the financial services industry in areas such as venture capital, setting funds for international investors and investing in India and investment banking with emphasis in corporate finance. During this period, he was associated with the 20th Century Venture Capital; TAIB Bank in Bahrain, West Merchant Bank at London, and WestLB, a Germany based commercial bank. Currently he is director in your Company only. Mr. T.S. Sarangpani holds no Directorship in any other company.

 # Mr. T. S. Sarangpani submitted his resignation to the Board of Directors of the Company on June 2, 2016, the Board Resolution for which was duly passed at the duly convened meeting of the Board on June 2, 2016.

#Mr. Ram Kumar Gupta (DIN: 07356532)
Non-Executive Independent Director

Mr. Ram Kumar Gupta enrolled as Advocate with Bar Council of Delhi on 20.09.1977, having Membership / Certificate of Practice No. D/203/1977.

Mr. Ram Kumar Gupta has a rich experience of practicing as an Advocate in Delhi at various Courts including High Court from 1977 to 1995.

From 1995 to 2013, Mr. Gupta, joined as a Judicial Member of Income Tax Appellate Tribunal and served across various parts of India at Allahabad, Jaipur, Delhi & Mumbai Benches.

From 2013 till date, Mr. Gupta has been acting as a Legal Advisor to various Corporates & Individuals.

Other Directorship of Mr. Ram Kumar Gupta is as follows:

SR. NO.	NAME OF THE FIRM/COMPANY	NATURE OF INTEREST
1.	OM METALS INFRAPROJECTS PRIVATE LIMITED	DIRECTOR
2.	ARVIND CONDUCTORS PRIVATE LIMITED	ADDITIONAL DIRECTOR

 # Mr. Ram Kumar Gupta submitted his resignation to the Board of Directors of the Company on December 16, 2016, the Board Resolution for which was duly passed at the duly convened meeting of the Board on December 30, 2016.

#Mr. Chanakya Dhanda (DIN:02709047)
Non-Executive Independent Director

Mr. Chanakya Dhanda holds Bachelor of Business Administration (BBA) degree from International Management Institute of Brussels and also is Post Graduate Diploma in Management (PGDM) from IIPM Mumbai.

Mr. Chanakya Dhanda is a Management Graduate and a renowned entrepreneur in Mumbai with more than 10 years of collective experience in Telecommunication, Hospitality, Media, Textiles, Electronics, Renewable Energy & Financial industries. As a part of his entrepreneurial skills in telecommunications, he incorporated a software development & value added service company viz. He has leadership experiences and qualities resulting in better financial performance and enhanced systems for higher performance of the team. He is very popular in spearheading business growth strategies resulting in increased profitability. He possesses an ability to orchestrate multi-task levels of responsibility effectively. Mr. Chanakya Dhanda has vast knowledge in Market Analysis, Insight & Forecasting, International Trend Forecasting, Macroeconomic Analysis, Public Policy Analysis, Pricing & Economic Model Development, Trading Strategy Integration, Team Leadership & Mentoring, New Employee Training, Global Market Reports & Commentary, Quantitative Data Summarization, Opportunity Identification, New Product Development.

SR. NO.	NAME OF THE FIRM/COMPANY	NATURE OF INTEREST
1.	YUVRAJ TEXTILES PRIVATE LIMITED	DIRECTOR
2.	EQUANIMITY TRADERS PRIVATE LIMITED	DIRECTOR
3.	CKP POWER FINSERVE PRIVATE LIMITED	DIRECTOR
4.	DHEERAJ HOUSING PRIVATE LIMITED	ADDITIONAL DIRECTOR
5.	IIST INFOTECH PRIVATE LIMITED	DIRECTOR
6.	STRADDLE TECHNOCHEM PRIVATE LIMITED	ADDITIONAL DIRECTOR
7.	CKP HOLDINGS PRIVATE LIMITED	DIRECTOR
8.	EASY MOBILE INDIA PRIVATE LIMITED	DIRECTOR
9.	CKP LEISURE LIMITED	DIRECTOR
10.	CKP WEALTH MANAGEMENT PRIVATE LIMITED	DIRECTOR
11.	EASY FUNTAINMENT PRIVATE LIMITED	DIRECTOR
12.	KOLAR SHAREX PRIVATE LIMITED	DIRECTOR

#Mr. Chanakya Dhanda have resigned from the post of directorship w.e.f. December 15, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on December 30, 2016.

ix. Support and Role of Company Secretary

Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. Company Secretary acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

III. BOARD COMMITTEES:

With a view to have a more focused attention on business and for better governance with accountability, the Board has constituted various committees of directors.Some of the Committees of the Board were reconstituted, renamed and terms of reference were revised to align with the provisions of Companies Act, 2013 and Listing Regulations, 2015. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. The minutes of Committee meetings are tabled at the Board meetings and the Chairperson of each Committee briefs the members of the Board on the important deliberations and decisions of the respective Committees.

i. Audit Committee :

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee comprises of minimum three directors as members out of which at least two third should be Independent Directors and all directorsshall be financially literate and atleast one member shall have accounting or related financial managementexpertise. Chairperson of the committee shall be an independent director.

The Audit Committee met five times in the financial year ended March 31, 2017 on **29.05.2016, 28.07.2016, 16.08.2016, 14.11.2016** and**14.02.2017**. The necessary quorum was present for all the meetings.

a. The composition of the Committee during financial year ended March 31, 2017and the details of meetings held and attended by themembers are as under:

Name	Category	Position	Number of meetings held duringyear ended March 31, 2017	
			Held	Attended
Mr. T. S. Sarangpani #	Independent, Non-Executive	Chairman	1	1
Mr. Parantap Dave ##	Independent, Non-Executive	Member	2	2
Mr. Rajesh Bhatia	Non-Independent, Executive	Member	5	5
Mr. Ram Kumar Gupta ###	Independent, Non-Executive	Chairman	3	3
Mr. Chanakya Dhanda ####	Independent, Non-Executive	Member	3	3
Mr. Deepak Valecha #####	Independent, Non-Executive	Chairman	1	1
Mr. Suraj Manghnani #####	Independent, Non-Executive	Member	1	1

Mr. T. S. Sarangpani ceased to be a Director on the Board of a Company by virtue of his resignation on June 2, 2016, the resolution for which was passed in a meeting of the board convened on June 2, 2016.Along, Mr. T. S. Sarangpani ceased to be a Chairman of the Audit Committee.

Mr. Parantap Dave ceased to be a Director on the Board of a Company by virtue of his resignation on July 28, 2016, the resolution for which was passed in a meeting of the board convened on July 28, 2016. Along, Mr. Parantap Dave ceased to be a member of the Audit Committee.

Mr. Ram Kumar Gupta was appointed as a Chairman on the Board of the Company as well as the Chairman of Audit Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on June 2, 2016. He submitted his resignation to the Board of Directors of the Company on December 16, 2016, the Board Resolution for which was duly passed at the duly convened meeting of the Board on December 30, 2016. Along, he ceased to be a Chairman of the Company and Audit Committee.

Mr. Chanakya Dhanda was appointed as a member of the Audit Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on July 28, 2016. He resigned from the post of directorship w.e.f. December 15, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on December 30, 2016. Along, he ceased to be a member of the committee.
Mr. Deepak Valecha was appointed as a Chairman of the Audit Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on February 13, 2017.

Mr. Suraj Manghnani was appointed as a member of the Audit Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on February 13, 2017.

b. Terms of Reference:

The terms of reference of the Audit Committee covering the matters specified under Regulation 18 read with Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The terms of reference for the Audit Committee are broadly as under:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;

- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

ii. Nomination and Remuneration Committee:

a. The Nomination and Remuneration Committee met fourtimes in the financial year ended March 31, 2017on 29.05.2016, 28.07.2016, 14.11.2016& 14.02.2017.

b. The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of meetings held and attended by the members of the Committeeduring the financial year ended March 31, 2017:

Name	Category	Position	Number of meetings held duringyear ended March 31, 2017	
			Held	Attended
Mr. Parantap Dave ####	Independent, Non-Executive	Chairman	1	1
Mrs. Geeta Bhatia	Non- Independent, Non-Executive	Member	4	4
Mr. T.S. Sarangpani #	Independent, Non-Executive	Member	1	1
Mr. Ram Kumar Gupta ##	Independent, Non-Executive	Chairman	2	2
Mr. Chanakya Dhanda ###	Independent, Non-Executive	Member	2	2
Mr. Deepak Valecha #####	Independent, Non-Executive	Chairman	1	1
Mr. Suraj Manghnani ######	Independent, Non-Executive	Member	1	1

* Pursuant to section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, nomination and remuneration committee must fulfill below mentioned points:

- the committee shall comprise of **at least three directors ;**
- **all directors of the committee shall be non-executive directors;**
- at least **fifty percent** of the directors shall be **independent directors.**

\# Mr. T. S. Sarangpani ceased to be a Director on the Board of a Company by virtue of his resignation on June 2, 2016, the resolution for which was passed in a meeting of the board convened on June 2, 2016. Along, Mr. T. S. Sarangpani ceased to be a member of the Nomination & Remuneration Committee.

\## Mr. Ram Kumar Gupta, was appointed as a member of the Nomination & Remuneration Committee by virtue of Board Resolution passed in a meeting of the Board convened on June 2, 2016 and due to resignation of Mr. Parantap Dave Mr. Ram Kumar Gupta was unanimously appointed as the Chairman of the Nomination & Remuneration Committee Meeting by the board members at the Company's Board Meeting held on July 28, 2016. He submitted his resignation to the Board of Directors of the Company on December 16, 2016, the Board Resolution for which was duly passed at the duly convened meeting of the Board on December 30, 2016. Along, he ceased to be a Chairman of the Committee.

\### Mr. Chanakya Dhanda was appointed as a member of the Nomination & Remuneration Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on July 28, 2016. He resigned from the post of directorship w.e.f. December 15, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on December 30, 2016. Along, he ceased to be a member of the committee.

\#### Mr. Parantap Dave ceased to be a Director on the Board of a Company by virtue of his resignation on July 28, 2016, the resolution for which was passed in a meeting of the board convened on July 28, 2016. Along, Mr. Parantap Dave ceased to be a member of the Nomination & Remuneration Committee.

\##### Mr. Deepak Valecha was unanimously appointed as the Chairman of the Nomination & Remuneration Committee Meeting by the board members at the Company's Board Meeting held on February 13, 2017.

\###### Mr. Suraj Manghnani was appointed as a member of the Nomination & Remuneration Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on February 13, 2017.

c. Terms of Reference:

The terms of reference of the Committee are in line with the requirements of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015. The terms of reference of the Committee are broadly as under:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a 'Remuneration Policy', relating to the remuneration for the directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of Directors on the Board of Company;
- To devise a policy on Board diversity;
- Any other matter as the Nomination and Remuneration Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

d. Performance Evaluation Criteria for Independent Directors:

The Board of Directors has formulated performance evaluation criteria of Independent Directors of the Company. The Performance Evaluation of Independent Directors is carried out on the basis of performance evaluation criteria

including their role and responsibilities, expertise, skills, leadership qualities, understanding of business, strategic direction to align company's value and standards, effective decision making ability, Initiative on knowledge updates and internal controls.

e. Remuneration & Sitting fees:

Pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 4 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with provisions of Article 41 of the Articles of Association of the Company, the sitting fees be paid to the Directors of the Company for attending meeting of the Board of Directors and any other Committee Meetings of the Company. Such sitting fees for attending meeting of the Board of Directors and any other Committee Meetings held thereof shall be payable w.e.f. April 1, 2015."

The sitting fees payable for attending the Board and Committee Meetings are as followed:

Sr.No.	Name of the Meeting	Sitting Fees to be paid per meeting (in Rs.)
1.	Board Meeting	60,000/-
2.	Audit Committee Meeting	40,000/-
3.	Stakeholders Relationship Committee	5,000/-
4.	Nomination and Remuneration Committee	5,000/-
5.	Corporate Social Responsibility Committee	5,000/-
6.	Compensation Committee	5,000/-
7.	Committee of Board	5,000/-
8.	Amalgamation Committee	5,000/-

f. Details of remuneration& sitting fees:

- **Sitting fees to Non-Executive Directors:** Non- Executive Directors are paid only sitting fees for attending meeting. Details of sitting fees paid to non-executive Director are as follows:

Name of Directors	Sitting Fees (FY 2016-17) (In Rs.)
Mr. T.S. Sarangpani*	55,000
Mr. Parantap Dave**	1,07,500
Mrs. Geeta Bhatia	1,30,000
Mr. Ram Kumar Gupta***	2,20,000
Mr. Chanakya Dhanda****	1,37,500
Mr. Suraj Manghnani*****	7,500
Mr. Deepak Valecha******	5,000

*Mr. T. S. Sarangpani was paid Sitting Fees for all the Meetings of the Board and Committee Meetings attended by him in person up to the time of his office as director in the company i.e. June 2, 2016.

**Mr. Parantap Dave was paid Sitting Fees for all the Meetings of the Board and Committee Meetings attended by him in person up to the time of his office as director in the company i.e. July 28, 2016.

***Mr. Ram Kumar Gupta was paid Sitting Fees for all the Meetings of the Board and Committee Meetings attended by him in person up to the time of his office as director in the company i.e. December 16, 2016.

****Mr. Chanakya Dhanda was paid Sitting Fees for all the Meetings of the Board and Committee Meetings attended by him in person up to the time of his office as director in the company i.e. December 15, 2016.

***** Mr. Suraj Manghnani was appointed as an Additional Director in the category of Non-Executive Independent Director at the Board Meeting convened on December 30, 2017.

****** Mr. Deepak Valecha was appointed as an Additional Director in the category of Non-Executive Independent Director at the Board Meeting convened on February 13, 2017.

Note:

- Mrs. Geeta Bhatia, Non-Executive Director of the Company holds 35,65,000 equity Shares of the Company as on March 31, 2017.
- Please refer Annexure C to Directors Report for "Employee Stock Option 2010" and Employee Stock Option 2012"
- **Remuneration paid to Managing Director, Executive Director and other employees of the Company for the financial year ended March 31, 2017:**

Name	Category	Remuneration (In Rs.)
Mr. Rajesh Bhatia	Managing Director	48,00,000 per annum
Mr. Vishal Shah	Executive Director	8,00,000 per annum

Note:

- Appointment, terms, conditions and payment of remuneration to the Managing Director is governed by the resolution(s) passed by the Nomination and Remuneration Committee, Board of Directors and Members of the Company and approval from the Government of India, Ministry of Corporate Affairs, if necessary.
- Mr. Rajesh Bhatia, Managing Director is holding 5,077,169 equity shares of the Company as on March 31, 2017.
- Mr. Vishal Shah, ceased to be a director of the Company w.e.f. July, 28, 2017 and he was paid remuneration up to the time of his office as executive director in the company. However,he is holding 245,045 equity shares of the Company as on March 31, 2017.
- Please refer Annexure C to Directors Report for "Employee Stock Option 2010" and Employee Stock Option 2012"

iii. Stakeholders' Relationship Committee:

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a. The Committee periodically reviews the status of shareholders' grievances and redressal of the same. The Committee met Four times in the financial year ended March **31, 2017 on 29.05.2016, 28.07.2016, 14.11.2016** and **14.02.2017**. The necessary quorum was present for all the meetings.

b. The composition of the Stakeholders' Relationship Committee during financial year ended March 31, 2017 and the details of meetings held and attended by the members are as under:

Name	Category	Position	Number of meetings held duringyear ended March 31, 2017	
			Held	Attended
#Mr. Parantap Dave	Independent, Non-Executive	Chairman	2	2
##Mr. T. S. Sarangpani	Independent, Non-Executive	Member	1	1
Mrs. Geeta Bhatia	Non-Independent, Non-Executive	Member	4	4
###Mr. Vishal Shah	Non-Independent, Executive	Member	2	2
####Mr. Ram Kumar Gupta	Independent, Non-Executive	Chairman	2	2
#####Mr. Chanakya Dhanda	Independent, Non-Executive	Member	1	1
######Mr. Deepak Valecha	Independent, Non-Executive	Chairman	1	1
#######Mr. Suraj Manghnani	Independent, Non-Executive	Member	1	1

* Pursuant to section 178 (5) of Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 stakeholder's relationship committee must fulfill below mentioned points:

- chairman of this committee shall be a non-executive director.

Mr. Parantap Dave ceased to be a Director on the Board of a Company by virtue of his resignation on July 28, 2016, the resolution for which was passed in a meeting of the board convened on July 28, 2016. Along, Mr. Parantap Dave ceased to be a member of the Stakeholders' Relationship Committee.

Mr. T. S. Sarangpani ceased to be a Director on the Board of a Company by virtue of his resignation on June 2, 2016, the resolution for which was passed in a meeting of the board convened on June 2, 2016. Along, Mr. T. S. Sarangpani ceased to be a member of the Stakeholders' Relationship Committee.

Mr. Vishal Shah ceased be a Director on the Board of a Company by virtue of his resignation on July 28, 2016, the resolution for which was passed in a meeting of the board convened on July 28, 2016. Along, Mr. he ceased to be a member of the Stakeholders' Relationship Committee.

Mr. Ram Kumar Gupta was appointed as a member of the Stakeholders' Relationship Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on June 2, 2016. He was unanimously appointed as the Chairman of the Stake Holders' Relationship Committee Meeting by the board members at the Company's Board Meeting held on July 28, 2016. He submitted his resignation to the Board of Directors of the Company on December 16, 2016, the Board Resolution for which was duly passed at the duly convened meeting of the Board on December 30, 2016. Along, he ceased to be a Chairman of the Committee.

Mr. Chanakya Dhanda, was unanimously appointed as the member of the Stake Holders' Relationship Committee Meeting by the board members at the Company's Board Meeting held on July 28, 2016. He resigned from the post of directorship w.e.f. December 15, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on December 30, 2016. Along, he ceased to be a member of the committee.

Mr. Deepak Valecha was appointed as a member and Chairman of the Stakeholders' Relationship Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on February 13, 2017.

####### Mr. Suraj Manghnani, was unanimously appointed as the member of the Stake Holders' Relationship Committee Meeting by the board members at the Company's Board Meeting held on February 13, 2017.

c. The terms of reference of the Committee includes to look into the redressal of grievances of shareholders, resolve their grievances including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declaration of dividends.

   Total number of letters and complaints received and replied to the satisfaction of shareholders during the year under review was 49. As on March 31, 2017 there are NIL complaints pending with the Company.

d. Details pertaining to the number of complaints received and responded and status thereof during the financial year ended March 31, 2017 are as follows:

No. of complaints received during the year	49
No. of complaints resolved during the year	49
No. of complaints pending at the end of the year	Nil

e. The Company has also adopted Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board has designated Company Secretary as the Compliance Officer of the Company from 21.10.2016.

iv. Corporate Social Responsibility (CSR) Committee:

Corporate Social Responsibility was constituted pursuant to section 135 of the Companies Act, 2013, by the Board of Directors of the Company

a. The broad terms of reference of the Corporate Social Responsibility (CSR) Committee are:

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

b. The Committee met **once** infinancial year ended March 31, 2017on **17.03.2017**. The necessary quorum was present for the meeting.

c. The composition of the Committee during the financial year ended March 31, 2017, the details of meetings held and attended by the members are as under:

Name	Category	Position	Number of meetings during the year ended March 31, 2017	
			Held	Attended
Mr. Rajesh Bhatia	Non-Independent, Executive	Member	1	1
#Mr. T. S. Sarangpani	Independent, Non-Executive	Member	-	-
##Mr. Parantap Dave	Independent, Non-Executive	Member	-	-
###Mr. Ram Kumar Gupta	Independent, Non-Executive	Chairman	-	-
####Mr. Chanakya Dhanda	Independent, Non-Executive	Member	-	-
#####Mr. Deepak Valecha	Independent, Non-Executive	Chairman	1	1
######Mr. Suraj Manghnani	Independent, Non-Executive	Member	1	1

Mr. T. S. Sarangpani ceased to be a Director on the Board of a Company by virtue of his resignation on June 2, 2016, the resolution for which was passed in a meeting of the board convened on June 2, 2016. Along, Mr. T. S. Sarangpani ceased to be a member of the Corporate Social Responsibility Committee.

Mr. Parantap Dave ceased to be a Director on the Board of a Company by virtue of his resignation on July 28, 2016, the resolution for which was passed in a meeting of the board convened on July 28, 2016. Along, Mr. Parantap Dave ceased to be a member of the Corporate Social Responsibility Committee.

Mr. Ram Kumar Gupta was appointed as a member of the Corporate Social Responsibility Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on June 2, 2016. Mr. Ram Kumar Gupta was appointed as a Chairman of the Corporate Social Responsibility Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on July 28, 2016. He submitted his resignation to the Board of Directors of the Company on December 16, 2016, the Board Resolution for which was duly passed at the duly convened meeting of the Board on December 30, 2016. Along, he ceased to be a Chairman of

the Committee.

Mr. Chanakya Dhanda was appointed as a member of the Corporate Social Responsibility Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on July 28, 2016. He resigned from the post of directorship w.e.f. December 15, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on December 30, 2016. Along, he ceased to be a member of the committee.

Mr. Deepak Valecha was appointed as a chairman of the Corporate Social Responsibility Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on February 13, 2017.

Mr. Suraj Manghnani was appointed as a member of the Corporate Social Responsibility Committee by virtue of Board Resolution passed to that effect in the Board Meeting convened on February 13, 2017.

The CSR Policy devised in accordance with Section 135 of the Companies Act, 2013 and the details about the development of CSR Policy and initiatives taken by the Company on CSR during the year as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 have also been appended as an Annexure Fto the Directors Report. The CSR policy is posted on the website of the Company:
http://www.nseprimeir.com/z_TreeHouse/pdf- files/Treehouse_CorporateSocialResponsibilityPolicy_070215.pdf

v. Committee of Board:

The Committee of Board was constituted to facilitate the operational decisions within the broad frame work laid down by the Board.

a. The composition of the Committee during the financial year ended March 31, 2017.

Name	Category (Director)	Position	Number of meetings during the year ended March 31, 2017	
			Held	Attended
Mr. Parantap Dave#	Independent, Non-Executive	Member	-	-
Mrs. Geeta Bhatia	Non-Executive	Member	-	-
Mr. Rajesh Bhatia	Non-Independent, Executive	Member	-	-
Mr. Deepak Valecha##	Independent, Non-Executive	Chairman	-	-

Mr. Parantap Dave ceased to be a Director on the Board of a Company by virtue of his resignation on July 28, 2016, the resolution for which was passed in a meeting of the board convened on July 28, 2016. Along, Mr. Parantap Dave ceased to be a member of the Committee of Board.

Mr. Deepak Valecha was appointed as a Member and Chairman of the Committee of Board by virtue of Board Resolution passed to that effect in the Board Meeting convened on February 13, 2017.

No meeting of the Committee of Board held during the financial year 2016-17.

b. Powers of the Committee of Board:

- Chairman of Committee holds the right to invite any specific person if the matter involves specific understanding and inputs.
- Approval of New Bank Account Opening.
- Approval for New Loan Applications to Banks.
- Approval for Application for conversion of warrants into equity shares.
- Any other matter as committee members deem fit from time to time but it does not include the resolution which required Board approval.

vi. Compensation Committee

The Compensation Committee was constituted pursuant to the provisions of the Companies Act, 2013 and any other applicable provisions under Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock purchase Scheme) Guidelines, 1999.

a. The composition of the Committee during the financial year ended March 31, 2017, the details of meetings held and attended by the members are as under:

Name	Category (Director)	Position	Number of meetings duringthe year ended March 31, 2017	
			Held	Attended
Mr. T. S. Sarangpani #	Independent, Non-Executive	Member	-	-
Mr. Parantap Dave ##	Independent, Non-Executive	Member	-	-
Mrs. Geeta Bhatia	Non-Executive	Member	-	-
Mr. Ram Kumar Gupta ###	Independent, Non-Executive	Member	-	-
Mr. Chanakya Dhanda ####	Independent, Non-Executive	Member	-	-
Mr. Deepak Valecha #####	Independent, Non-Executive	Chairman	-	-
Mr. Suraj Manghnani ######	Independent, Non-Executive	Member	-	-

Mr. T. S. Sarangpani has resigned from the Board of Company w.e.f. June 2, 2016. long he ceased to be member of Compensation Committee.

Mr. Parantap Dave has resigned from the Board of Company w.e.f. July 28, 2016. Along he ceased to be member of Compensation Committee.

Mr. Ram Kumar Gupta was appointed as member of Compensation Committee by Board of Directors at Board meeting dated June 2, 2016. He submitted his resignation to the Board of Directors of the Company on December 16, 2016, the Board Resolution for which was duly passed at the duly convened meeting of the Board on December 30, 2016. Along, he ceased to be a Chairman of the Committee.

Mr. Chanakya Dhanda was appointed as member of Compensation Committee by Board of Directors at Board meeting dated July 28, 2016. He resigned from the post of directorship w.e.f. December 15, 2016, the Board Resolution for which was passed in the meeting of the Board duly convened on December 30, 2016. Along, he ceased to be a member of the committee.

Mr. Deepak Valecha was appointed as member and chairman of Compensation Committee by Board of Directors at Board meeting dated February 13, 2017.

Mr. Suraj Manghnani was appointed as member of Compensation Committee by Board of Directors at Board meeting dated February 13, 2017.

b. The Terms of reference and powers of Committee are as follows:

- Prepare and recommend Board of Directors ESOP Scheme, trust deed.
- Determine the number of Options to be granted, to each Employee and in the aggregate, and the times at which such Grants shall be made.

- Determine the Vesting and/or Lock-in period of the Grant made to any Employee and/or any conditions subject to which such Vesting may take place.
- Determine the Employees eligible for participation in the Plan.
- Determine the performance parameters for Grant of Options granted to an Employee, under the Plan.
- Lay down the conditions under which Options granted to or Vested in Employees may lapse in case of termination of employment for misconduct, etc.
- Determine the Exercise Period within which the Employee should Exercise the Option and that Option would lapse on failure to Exercise the Option within the Exercise Period.
- Specify time period within which the Employee shall Exercise the Vested Options in the event of termination or resignation of an Employee.
- Lay down the procedure for making a fair and reasonable adjustment to the number of Options and to the Exercise Price in case of Change in Capital Structure, and Corporate Action etc.
- Provide for the right of an Employee to Exercise all the Options Vested in him at one time or at various points of time within the Exercise Period.
- Lay down the method for satisfaction of any tax obligation arising on the Exercise of the Option or otherwise including but not limited to procedure and mode of recovering Fringe Benefit Tax (FBT).
- Lay down the procedure for cashless Exercise of Options, if any.
- Provide for the Grant, Vesting and Exercise of Options in case of Employees who are on long leave or whose services have been seconded/deputed to its subsidiary and/or holding company at the instance of the Employer Company.
- Frame suitable rules, policies and systems to ensure that there is no violation of:

  ❖ SEBI (Insider Trading) Regulations, 1992, and
  ❖ SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.

- Exercise such powers as may be necessary or expedient in connection with the effective and efficient implementation or administration of the Plan.

vii. Amalgamation Committee

The mere of the Company with Zee Learn Limited was called off as on December 16, 2016 and hence the Company has dissolved the Amalgamation Committee in its Board Meeting held on 13.02.2017.

IV. MD/CFO CERTIFICATION:

The Managing Director (MD) and Chief Financial Officer (CFO) of the Company give annual Compliance Certificate in accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The annual Compliance Certificate given by Managing Director and Chief Financial Officer is published in Annual Report.

V. GENERAL BODY MEETINGS:

i. Annual General Meeting (AGM):

The location, time and venue of the last three Annual General Meetings were as under:

Meeting	Date and Time Venue	Special resolutions passed
10th Annual General Meetings	September 26, 2016; 9.00 a.m.; Mayor Hall, All India Institute of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (W), Mumbai 400 058.	No Special Resolution was passed.
9th Annual General Meetings	September 25, 2015; 10.00 a.m.; Mayor Hall, All India Institute of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (W), Mumbai 400 058.	No Special Resolution was passed.
8th Annual General Meetings	September 6, 2014; 10.00 a.m.; Mayor Hall, All India Institute of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (W), Mumbai 400 058.	To approve amendment of Articles of Association of the Company

ii. Postal Ballot:

During the financial year ended March 31, 2017 the Company has not passed any resolution by postal ballot:

I. DISCLOSURES:

i. Related Party Transaction:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arms' length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Indian Accounting Standards (AS- 18) has been made in the notes to the Financial Statements. Please refer Note No. 2.30 of the financial statement for related party statement.
http://www.nseprimeir.com/z_TreeHouse/pdf-files/TREEHOUSE_POLICY_ON_RELATED_PARTY_TRANSACTION_Policy.pdf

There are no materially significant related party transactions that may have potential conflict with the interests of company at large.

ii. Your Company has complied with all the requirements of the Stock Exchanges(s) and Securities Exchange Board of India (SEBI) on matters related to Capital Markets. Except for filling of financials for the financial year ended March 31, 2017 and the same was delayed by 13 days and for the same penalty has been charged by the Stock Exchanges as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iii. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Your Company believes in conducting its business and working with all its stakeholders in an ethical and lawful manner by adopting highest standards of professionalism, integrity, honesty and ethical behavior.

Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against employee.

In accordance with Listing Agreement / SEBI (Listing Obligation and Disclosure Requirements) Regulations,

2015, your Company has adopted Whistle Blower Policy and Vigil Mechanism with object to provide its employees and a mechanism whereby concern can be raised with Complaint Management Committee. The employees may, where the matters are of grave nature, make Protected Disclosures directly to the Chairperson of the Audit Committee of the Board of Directors of the Company. Whistle Blower Policy is available on company website http://www.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_WhistleBlowerPolicy_Revised_14022016.pdf

iv. Code of Conduct for Prevention of Insider Trading:

As required by the provisions of SEBI (PIT) Regulations, 2015, the Company has adopted a Code of Conduct for prevention of Insider Trading. Company Secretary of the Company is the Compliance Officer. The Code of Conduct is applicable to all Directors and such identified employees of the Company as well as who are expected to have access to Unpublished Price Sensitive Information relating to the Company.

A policy on Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders is available on company's website:
http://www.nseprimeir.com/z_TreeHouse/pdf-files/CODE_OF_CONDUCT_INSIDER_TRADING.pdf

v. Prevention of Sexual Harassment at Workplace:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment.

Policy on Prevention of Sexual Harassment at Workplace is available on company's website:
http://www.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_Sexual%20Harrasment%20Policy_Revised_14022016.pdf

vi. <u>Risk Management Policy</u> -

The Audit Committee is empowered to take the necessary steps for mitigating risk for which Risk Management Policy was framed under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

a. Terms of reference of such Policy are stated as below:

- To approve structures, analyze risks and benefits, seek independent opinion with regard to structure or views.
- Reviewing and approving risk related disclosures.
- Responsible for day to day oversight of risk management including identification, impact assessment, monitoring, mitigation and reporting.
- Providing updates to the Board on enterprise risks and action taken.

Ensure compliance with policies and procedures laid down by the Company for specific business units.

- Maintenance and development of a supportive culture, in relation to the management of risk appropriately embedded through procedures, training and leadership actions so that all employees are alert to the wider impact on the whole organisation of their actions and decisions.
- Advising Board on all high level risk matters.

- To review the effectiveness of the internal control system and risk management framework in relation to the achievement of business objectives.

- Reporting risk events and incidents in a timely manner.

vii. Materiality Policy –

Regulation 30 requires listed entities to frame a policy for determination of 'materiality' based on the criteria specified in the Regulation and disclosure to the Stock Exchanges.
Accordingly, this **policy for determination of 'material' events or information**, was approved at the Board Meeting of the Company held on December 23, 2015 and will come into effect from December 1, 2015.
The Policy for Determination of Material events or information is available on company's website:
http://www.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_Policy_on_Materiality_SEBI_LODR_Reg_2015.pdf

viii. Archival Policy -

The Listing Regulations mandates listed entities to formulate a Policy for preservation and archiving of documents pursuant to Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is in this context that the Document Retention and Archival Policy ("Policy") is being framed and implemented.

Objectives of the Policy:

The objective of this Policy is to classify the documents in two categories i.e.

(i) documents which need to be preserved permanently &
(ii) documents which need to be preserved for a specific period of time.

The Archival Policy of the Company is available on company's website: http://www.nseprimeir.com/z_TreeHouse/pdf-files/Treehouse_Archival_Policy_SEBI_LODR_Reg_2015.pdf

ix. Policy on Material Subsidiary–

The objective of this policy is to determine Material Subsidiaries of the Company and to provide a governance framework for such Material Subsidiaries. The policy is framed in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereof).

As on date of formulating this policy, the Company has no subsidiaries and there is no immediate applicability. However, the policy is devised in order to cater to the needs of the company in future when the Company would own Subsidiaries.

The Policy on Material Subsidiary is available on company's website.
http://www.nseprimeir.com/z_TreeHouse/pdf-files/TREEHOUSE_Policy_for_determining_Material_Subsidiary_ies_.pdf

x. Details of compliance with mandatory and non-mandatory requirements ofListing Regulations 2015.

a. Your Company has complied with all the mandatory requirements of Listing Regulations 2015.

b. COMPLIANCE WITH NON MANDATORY REQUIREMENT UNDER LISTING REGULATIONS 2015:

The status of compliance with non-mandatory recommendations of the Listing Regulations 2015 with Stock Exchanges is provided below:

i. The Board of Directors:

The Company has Non-Executive Chairman and he maintains his own separate office. The Company does not bear expense of maintaining his office and does not reimburse any expense to him for performing his duty as Chairman.

ii. Shareholder Rights

In addition to publishing its quarterly results in English and Marathi newspaper having wide circulation, the Company uploads its quarterly results and shareholding pattern and corporate governance reports and all other disclosures submitted to stock exchanges on its website www.treehouseplaygroup.net.

iii. Audit qualifications

Audit Qualifications on the Company's financial statement for the financial year 2016-17 has been given in Auditors Report and the Comments on the same has given in Directors Report by the management.

iv. **Separate posts of Chairman and CEO:**

The Chairman and MD are same in the Company. The Boardis chaired by Managing Director.

v. Reporting of Internal Auditor

The Internal auditor directly report to the Audit Committee.

II. MEANS OF COMMUNICATION:

i. Quarterly/Half Yearly/Annual results:

The quarterly, half-yearly and annual financial results of the Company are regularly submitted to the Stock Exchanges where the shares of the Company are listed pursuant to the provision of the Listing Regulations, 2015 and are published in the newspapers i.e.“Free Press Journal” (English daily newspapers) and “Navshakti” (Marathi regional language newspapers) and are displayed on website (www.treehouseplaygroup.net).

ii. Website and News Releases:

A separate dedicated section 'Investors' on the Company's website given information on various announcements made by the Company, stock quote, Annual Report, Quarterly/Half yearly/Nine monthly and Annual financial results along with applicable policies of the Company. The Company's official news release and presentations are also available on the Company's websitewww.treehouseplaygroup.net.

iii. Stock Exchange:

Your Company makes timely disclosures of necessary information to BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange of India Limited(MCX-SX) in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules and regulations issued by SEBI.

iv. NEAPS (NSE Electronic Application Processing System):

A NEAP is a web-based application designed by NSE for corporates. All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, corporate announcements, amongst others are also filed electronically through NEAPS.

v. BSE Corporate Compliance & Listing Centre:

BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia, Shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are also filed electronically on the Listing Centre.

III. GENERAL INFORMATION TO SHAREHOLDERS

1. Annual General Meeting (AGM):

Date	September 25, 2017
Day	Monday
Time	9 A.M.
Venue	Mayor hall, All India Institute of local self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (w), Mumbai 400 058.

2. Financial Year:

Financial Year - 1st April to 31st March

3. Financial Calendar:

The Company follows the period of 1st April, 2017 to 31st March, 2018, as the Financial Year.

First quarterly results	On or before August 14, 2017
Second quarterly / Half yearly results	On or before November 14, 2017
Third quarterly results	On or before February 14, 2018
Annual results for the year ending on March 31, 2018	On or before May 30, 2018
Newspaper where the results are published	Free Press Journal, Navshakti
Website where the financial results, shareholding pattern, annual report etc. are uploaded	www.bseindia.com, www.nseindia.com, www.mcxindia.com

4. Date of Book Closure:

Tuesday, September 19, 2017 to Monday, September 25, 2017(both days inclusive).

5. Listing on Stock Exchange:

The Equity Shares of the Company are listed on:

Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

National Stock Exchange of India Limited (NSE)
Exchange Plaza, 5th Floor, Plot No. C/1
G-Block, BandraKurla Complex
Bandra (E), Mumbai 400 051

Metropolitan Stock Exchange of India Limited (MCX-SX)
Vibgyor Towers, 4th floor, Plot No. C/62
G-Block, Off. Trident Hotel, Bandra Kurla Complex
Bandra (East), Mumbai 400 051

The Company has paid annual listing fees to the stock exchanges for the financial year 2016-17 and has complied with the listing requirements. The Company has also paid annual custodian fee for the year under review to NSDL & CDSL.

6. Stock Codes:

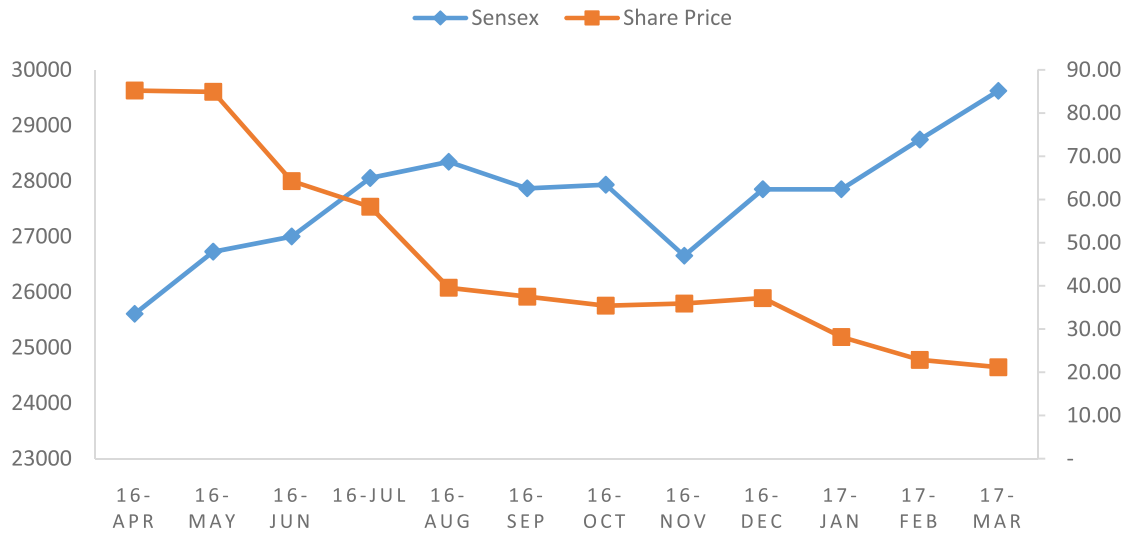
Stock Exchange	Code
BSE	533540
NSE	TREEHOUSE
MCX-SX	TREEHOUSE
Demat ISIN Numbers in NSDL and CDSL	INE040M01013
CIN	L80101MH2006PLC163028

7. Market Price Data:

The high / low market price of the shares during the year ended March 31, 2017 at the BSE Ltd. and at National Stock Exchange of India Ltd. were as under:-

Month	Bombay Stock Exchange (Face Value of Rs. 10/- Per Share)			National Stock Exchange (Face Value of Rs. 10/- Per Share)		
	High	Low	Volume	High	Low	Volume
April, 2016	85.2	70.05	1227475	81.35	77.75	145003
May, 2016	84.9	58.6	3061145	71	58.2	2452147
June, 2016	64.25	41.5	2982182	44.3	43.25	149998
July, 2016	58.3	35.3	4932512	39.4	37.35	257852
August, 2016	39.55	31.15	3143072	33.5	32.75	176980
September, 2016	37.5	29.1	1167537	31.75	29.3	305018
October, 2016	35.4	29.5	982391	34	33.25	71548
November, 2016	35.9	24.55	1599519	35.85	31	2154960
December, 2016	37.15	15.85	5189454	18.25	17.75	139826
January, 2017	28.15	18.8	3241255	22.1	20.95	201035
February, 2017	22.85	19. 5	733864	20	19.45	65250
March, 2017	21.15	17.6	1823543	19.2	18.7	90805

8. Performance in comparison to Bombay Stock Exchange Limited SENSEX



9. Registrar and Share Transfer Agents:

M/s. Link Intime (India) Private Limited
C 101, 247 Park, L.B.S Marg,
Vikhroli (West),
Mumbai - 400083
Tel. No:022 - 2594 6970 / 022 - 2594 6960 / 022 - 6171 5400
Fax: 022 - 2594 6969
Email ID: rnt.helpdesk@linkintime.co.in

10. Investor's Complaints to be addressed to:

Registrar and Share Transfer Agents at the above mentioned addresses.

11. Share Transfer System:

The share transfer activities in respect of the shares in physical mode are carried out by the Company's Registrar and Transfer Agent (RTA). The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

The Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Regulation 40(9) & 40(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the said certificate with Stock Exchanges.

12. Distribution of Shareholding as on March 31, 2017 is as under:

Shareholding of Nominal Value of Rs. 10/- per share	Shareholders		Face Value of Rs. 10/- per Share	
	Numbers	% of total	Share Amount (Rs.)	% of Total
1 – 5000	16872	77.54	2,57,40,360	6.08
5001 – 10000	2247	10.33	1,84,13,190	4.35
10001 – 20000	1265	5.81	1,95,48,760	4.62
20001 – 30000	447	2.05	1,16,08,430	2.74
30001 – 40000	197	0.91	71,02,400	1.68
40001 – 50000	189	0.87	89,86,810	2.12
50001 – 100000	278	1.28	2,06,32,430	4.88
100001 – Above	264	1.21	31,10,74,860	73.53
Total	**21,759**	**100**	**42,31,07,240**	**100**

13. Dematerialization of Shares and Liquidity:

About 99.95% of total equity share capital is held in Dematerialized (Demat) form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2017.

The break-up of Equity shares held in physical and Demat form as on March 31, 2017 is given below:

Particulars	Shares	% of total shares
Physical Shares (i)	**20,004**	**0.05**
Demat Shares		
NSDL	3,24,71,673	76.75
CDSL	98,19,047	23.20
Demat Shares (Total) (ii)	**42,290,720**	**99.95**
Total (i + ii)	**4,23,10,724**	**100**

For any assistance in converting physical shares in electronic form, investors may approach Registrar and Share Transfer Agents at the above mentioned addresses.

14. Compliance Officer:

Mr.Devanshu Parekh
Company Secretary& Compliance Officer (w.e.f. October 21, 2016 to May20, 2017)

Mr. Navin Kumar Mane
CFO, Chief of Compliance, Head – Investor Relations (w.e.f. April 22, 2017)
Tel. No: 022-404 94 240/42
Email ID: compliance@treehouseplaygroup.net

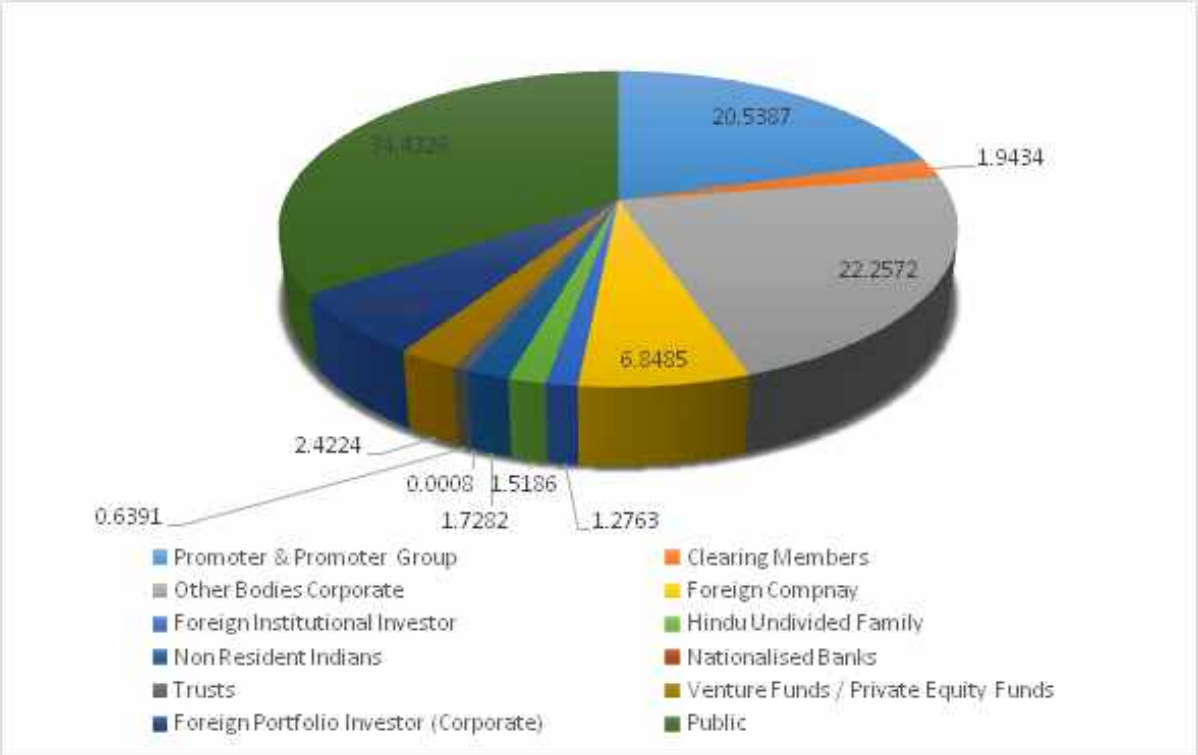
15. Bank Details for electronic shareholding:

Members are requested to notify their Depository Participant (DP) about the changes in the bank details. Members are requested to furnish complete details of their bank accounts, including MICR codes of their banks, to their DPs.

16. Shareholding Pattern as on March 31, 2017:

The shareholding of different categories of the shareholders as on March 31, 2017 is given below:-

Sr. No.	Category of Shareholders	Total Shareholding	% of Shareholding
1.	Promoter & Promoter Group	8,690,069	20.5387
2.	Clearing Member	822,278	1.9434
3.	Other Bodies Corporate	9,417,184	22.2572
4.	Foreign Company	2,897,665	6.8485
5.	Foreign Institutional Investor	540,000	1.2763
6.	Hindu Undivided Family	642,539	1.5186
7.	Non Resident Indians	731,200	1.7282
8.	Nationalised Banks	325	0.0008
9.	Trusts	270,400	0.6391
10.	Venture Funds / Private Equity Funds	1,024,937	2.4224
11.	Foreign Portfolio Investor (Corporate)	2,705,428	6.3942
12.	Public	14,568,699	34.4326
	TOTAL	**42,310,724**	**100.0000**



17. Registered Office:

C-702, Morya House, Off. New Link Road,
Andheri (West), Mumbai – 400053
Maharashtra, India

18 . Permanent Account Number (PAN):

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

19. Pending Investors' Grievances:

Any Member / Investor whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

20. Reconciliation of Share Capital Audit:

In keeping with the requirements of SEBI and the Stock Exchanges, a Secretarial Audit by a practicing Company Secretary is carried out to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and a total issued and listed capital. The said audit confirms that the total issued/paid-up capital tallies with the total number of shares in physical form and the total number of dematerialize shares held with NSDL and CDSL.

This audit is carried out every quarter and the report thereon is submitted to stock exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

21. Half Yearly Certificates (Regulation 40):

The Company has obtained and filed with the stock exchanges, the half yearly certificates received from Mr. Mihen Halani, Practicing Company Secretary for due compliance with shares transfer formalities as required underRegulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

22. Outstanding GDRs or Warrants or any Convertible Instrument, conversion Dates and likely impact on Equity:

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on 31st March, 2017.

23. Addresses for Correspondence

Investors Correspondence:
M/s. Link Intime (India) Private Limited
C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083
Tel. No : 022 - 2594 6970 / 022 - 2594 6960 / 022 - 6171 5400
Fax : 022 - 2594 6969
Email ID : rnt.helpdesk@linkintime.co.in

24. **Any query on Annual Report:**

Tree House Education and Accessories Limited
Registered Office:
C-702, Morya House, Off.New Link Road, Andheri (W), Mumbai 400 053
Tel: 022 – 404 92 240

Certificate on Compliance with Code of Conduct

In accordance with Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the senior management personnel of the Company have confirmed compliance with the Code of conduct for the financial year ended March 31, 2017.

For and on behalf of the Board of Directors

Rajesh Bhatia
Managing Director

Place: Mumbai
Date: June 12, 2017

MD / CFO Certificate

[Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015]

To,
The Board of Directors
Tree House Education & Accessories Limited
C/702, Morya House, Off. New Link Road, Andheri (West), Mumbai 400 053.

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the listed entity's affairs and are in compliance.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee:

(1) significant changes in internal control over financial reporting during the year;

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Yours sincerely,

Sd/-	**Sd/-**
Rajesh Bhatia	**Navin Kumar**
Managing Director	**Chief Financial Officer**

Date: June 12, 2017
Place: Mumbai

Certificate on Compliance with the conditions of Corporate Governance

To,
The Members
Tree House Education & Accessories Limited

We have examined the compliance of conditions of Corporate Governance by Tree House Education & Accessories Limited, for the year ended March 31, 2017 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us,

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015 except;

a) *During the year under review, the Board of Directors of the Company was not duly constituted w.e.f. 16.12.2016 till 12.02.2017 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, the Composition of Board has been reconstituted w.e.f. 13.02.2017 in the duly held Board Meeting.*

b) *The committees of the Board as required under regulation 18, 19 and 20 is not duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.*

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Agarwal & Associates
Chartered Accountants
(Firm Registration No: 323210E)

Naresh Agarwal
(Partner)
(Membership No. 063049)
Place: Mumbai
Date: June 12, 2017

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

TREE HOUSE EDUCATION & ACCESSORIES LIMITED

Report on the Standalone Ind As Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **TREE HOUSE EDUCATION & ACCESSORIES LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2017**, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act 2013 ("the Act") with respect to preparation of these standalone Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind As financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provision of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse audit opinion on the standalone Ind AS financial statements.

Basis of Adverse Report

1. We draw your attention to Note No 2A, in notes on account to the Standalone Ind AS Financial Statements, with regard to Fixed Assets. The company has discontinued most of the centres operated by the company and have converted some of them into franchisee. The company has not passed any adjustment entries / impairment loss for most of the centres discontinued/ closed/ converted into franchisee during the year.

   The management has informed us that the recoverable amount of these assets within the meaning of Indian Accounting Standards (IND AS) –36 is more than the carrying value and as such no amount needs to be recognized in the Standalone Ind AS Financial Statements for impairment loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency and the

uncertainty of resumption of future operation/ results of future operations thereof. We are unable to comment on the carrying value of these assets.

2. We draw attention to Note 4B, in notes on account to the Standalone Ind AS Financial Statements in respect to non-impairment of "Business Commercial Rights" – Management has informed us that the recoverable amount of these intangible Assets within the meaning of Indian Accounting Standards (IND AS) -36 is more than the carrying value and as such no amount needs to be recognized in the Standalone Ind AS Financial Statements for impairment loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency and the uncertainty of resumption of future operation/ results of future operations thereof. We are unable to comment on the carrying value of these assets.

3. We draw attention to Note 7, in notes on account to the Standalone Ind AS Financial Statements in respect to various deposits given to Educational trust amounting to Rs. 18889 lacs, the balance lying in the company's books could not be verified in absence of confirmations received from the trust.

   Further the management has informed that the carrying amount of these deposits classified as financial assets have not been accounted at fair value as required within the meaning of Indian Accounting Standard (Ind AS) 109. In view of the management the carrying amount of these assets is the fair value and no amount needs to be recognized as loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency. We are neither able to comment on the carrying value of these assets nor we are able to ascertain the impact of not valuing these deposits at fair value in the attached financial results.

4. We draw attention to Note 6, 7, 10, 14, 22, 23 & 36, in notes on account to the Standalone Ind AS Financial Statements, where in the company has not carried out the fair valuations of assets classified as financial assets and financial liabilities including ESOP's, as required and stated in compliance to Indian Accounting Standards issued under Companies (Indian Accounting Standards) Rules 2015. Therefore, the possible impact of the same on the profit & loss and retained earnings, if any, cannot be ascertained.

5. We draw attention to Note 10, in notes on account to the Standalone Ind AS Financial Statements in respect to Trade Receivables amounting to Rs. 2877 lacs due from Educational trust, the deliverables and receipts are outstanding for a long time. Absence of recoveries from these parties since long indicates the existence of material uncertainty that may cast doubt on the recoverability of these receivables. However, in view of management no provision is required as such balances are good and recoverable.

6. We draw attention to Note 14, in notes on account to the Standalone Ind AS Financial Statements in respect to the carrying value of lease deposits with landlords amounting to Rs. 1473 lacs related to closed/ discontinued centres and administrative office. We are of the opinion that the recoverable amount is much lower than the carrying value of these lease deposits and impairment test needs to be carried out.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matters described in the basis of Adverse Opinion paragraph above, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at March 31, 2017, and its loss (including other comprehensive income), its cash flows and the changes in Equity for the year ended on that date.

Other Matters

1. The company has defaulted in repayment of loans availed from financial institutions due to which these borrowings have been classified as short term borrowings. The amount payable to financial institutions is Rs. 7260 lacs.

2. No revenue is received from school management services rendered to K-12 schools from last 2 quarters and the invoices raised in the first 2 quarters have also not been acknowledged by the other party creating dispute over its realization.

   In our opinion, since there is no probable certainty of revenue from the cash generating unit, the carrying amount shown under "Business Commercial Rights (BCR) under Intangible assets needs to be impaired and impairment test is required as per Indian Accounting Standard (IND-AS)-36 and impairment loss needs to be recognized.

   Management has informed us that the recoverable amount of these Intangible Assets within the meaning of Indian Accounting Standards (IND AS) -36 is more than the carrying value and as such no amount needs to be recognized in the financial statements for impairment loss. We have not been able to validate this assertion in the

absence of internal exercise or external valuation report of an independent agency and the uncertainty of resumption of future operation/ results of future operations thereof. We are unable to comment on the carrying value of these assets.

3. The policies, procedures and overall internal controls needs to be strengthen in order to provide proper evidences regarding recoverability of receivables, valuations of financial assets including deposits, write off of fixed assets including impairments and accounting for direct & indirect taxes including other statutory compliances and timely and proper recording of capital and revenue transactions. We are unable to ascertain its impact, if any on the statement in respect of the above matters.

4. The company has neither carried out the fair valuations of assets classified as financial assets and financial liabilities including ESOP'S, nor it has carried out the impairment testing for intangible assets (Goodwill & Brands) wherever required and stated above in compliance to Indian Accounting Standards issued under Companies (Indian Accounting standards) Rules 2015. Therefore, the possible impact of the same on the profit & loss and retained earnings, if any, cannot be ascertained.

5. Confirmation letters have been sent by the company to Sundry Creditors and parties to whom Loans and Advances have been granted for confirming the balances lying in their ledger accounts in books of the company. In view of confirmations having been received from only few of the parties, the balances under these heads have been shown as per books of accounts and are subject to reconciliation and adjustment, if any.

6. Some landlords, creditors as well as statutory authorities have initiated legal proceedings against the company, which may result in compensation, interest and penalties. The possible impact of the same on financial results cannot be ascertained, pending such outcome.

Report on Other Legal and Regulatory Requirements

1. AS required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India, in terms of section 143(11) of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

   e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2017, from being appointed as a director in terms of section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure A.

   g. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

      i. The company has numerous pending litigations and suits filed against the company and its directors which may impact its financial position. The company has not disclosed the impact of such pending litigations.

      ii. The company did not have any long term contracts including derivative contracts for which there were any material forseeable losses.

      iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the company.

iv. The Company has provided requisite disclosures in the Standalone Ind AS Financial Statements as to holding as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016, on the basis of Information available with the Company. Based on the audit procedures, and relying on management's representation, we report that disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management – Refer Note 42.

For Agarwal & Associates

Chartered Accountants

(Firm Regn No: 323210E)

Sd/-
CA Naresh Agarwal
(Partner)
(Membership No. 063049)

Place: Mumbai
Date: 12th June, 2017

Annexure "A" to the Independent Auditors' Report on the Standalone Financial Statements of **"TREE HOUSE EDUCATION & ACCESSORIES LIMITED"**

Referred to in paragraph 11(f) of the Independent Auditors Report of even date to the members of Tree House Education & Accessories Limited on the standaloneInd AS financial statement for the year ended March 31, 2017.

We have audited the internal financial controls over financial reporting of "TREE HOUSE EDUCATION & ACCESSORIES LIMITED" ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FIANANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "GuidanceNote") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express and opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Notes") and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and is such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit and evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

Because of the matter described in Disclaimer of opinion paragraph below, we were not able to obtain sufficient and appropriate audit evidence to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projection of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Disclaimer of Opinion

According to information and explanation given to us, and based on our audit the Company's internal financial control over financial reporting was not operative or was inappropriate in the current financial year to cover the essential components of Internal controls stated in Guidance Note on Audit of Internal Financial controls over Financial Reporting issued by ICAI. Also the Internal Audit carried out by an independent firm did not covered the areas required to be covered as per the Guidance Note on Audit of Internal Financial controls over Financial Reporting.

Because of these reasons, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the company has adequate internal financial controls over financial reporting and whether such internal financial were operating effectively as at March 31, 2017.

We have considered the disclaimer report above in determining the nature, timing and extent of audit tests applied in our audit of standalone financial statements of the company, and the disclaimer does not affect our opinion on the standalone financial statements of the company.

For Agarwal & Associates

Chartered Accountants

(Firm Regn No: 323210E)

Sd/-
CA Naresh Agarwal
(Partner)
(Membership No. 063049)

Place: Mumbai
Date: 12th June, 2017

Annexure B to Independent Auditors' Report

Referred to in paragraph 1 under the heading "Report and Other Legal Regulatory Requirements" of Independent Auditors' Report of even date to the Members of Tree House Education & Accessories Limited on the standalone Ind AS financial statements as of and for the year ended March 31, 2017.

i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets, however the fixed assets consisting of Furniture and fixtures, Teaching Aid & Equipment's and leasehold improvements located at the centers closed, defunct and under litigation have not been accounted / adjusted in the fixed asset register maintained and thus we are unable to comment on the fixed asset register maintained by the company.

b) As explained to us most of the assets have been physically verified by the Management during the year in accordance with a phased programme of verification adopted by the company and no material discrepancies were noticed on such verification. However we are unable to verify the reasonableness of the same, as necessary documentary evidences were not made available for our verification.

c) The title deeds of immovable properties are held in the name of the Company however all such Immovable properties are pledged with banks & financial institutions.

ii. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on physical verification of stocks as compared to book records.

iii. The Company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties, during the year covered in the register maintained u/s 189 of the Act. Accordingly, the provisions of Clause 3(iii) of the Order are not applicable to the Company.

iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of the loans and investments made and guarantees and security provided by it.

v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable.

vi. Pursuant to the rules made by the Central Government of India the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not however made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. a) As per records of the Company and according to the information and explanations given to us the Company is not regular in depositing in undisputed applicable statutory dues including Provident Fund, ESI, Income-tax, Sales-tax, Service Tax, Custom duty, Excise Duty, VAT, Cess and any other statutory dues to the appropriate authorities though there has been a slight delay in few cases. As on 31st March, 2017 following are the amounts in arrears for a periods of more than six months form the date they became payable:

Name of the Statue	Nature of Dues	Unpaid Liabilities > 6 Months
Income Tax Act, 1961	TDS	182,647
Finance Act, 1994	Service Tax	13,177,668
Maharashtra VAT Act 2002	VAT & CST	1,665,780
Maharashtra VAT Act 2002	VAT TDS Maharashtra	63,428
The Employees' Provident Funds And Miscellaneous Provisions Act, 1952	PF	5,106,616
Employee State Insurance Act, 1948	ESIC	117,681
Professional Tax Act under respective states	P. Tax	182,647
Total		**20,496,467**

b) According to the information and explanations given to us and the records of the Company examined by is, there are not dues of income tax, service tax, custom duty, excise duty, value added tax which have not been deposited on account of any dispute.

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has defaulted in the repayment of loans or borrowings to financial Institutions banks or government during the year. The Company did not have any outstanding debentures at the balance sheet date.

ix. According to the information ad explanation given to us the Company has not raised moneys by way of initial public offer, further public offer including debt instruments during the year. In our opinion and according to the information and explanations given to us the company has applied the term loans for the purposes for which they were obtained.

x. During the course of out examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year nor have we been informed of any such case by the Management.

xi. Based upon the audit procedures performed and the information and explanations given by the management, managerial remuneration has been paid or provided in accordance with the requisite approvals as mandated by the provisions of Section 197 read with Schedule V of the Act.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. Based upon the audit procedures performed and the information and explanations given by the management no such transactions as specified in section 177 and 188 of the Act have been entered by the company during the year. Therefore the provisions of Clause 3(xiii) of the Order are not applicable to the Company.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The company has not entered into any non-cash transactions with its directors or persons connected with him as specified in section 192 of the Act. Accordingly the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934. Accordingly the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Agarwal & Associates

Chartered Accountants

(Firm Regn No: 323210E)

Sd/-

CA Naresh Agarwal

(Partner)

(Membership No. 063049)

Place: Mumbai

Date: 12th June, 2017

Tree House Education & Accessories Limited Standalone Balance Sheet as at 31st March, 2017

Amount in Rs.

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
ASSETS				
Non-current assets				
Property, plant and equipment	2A	2,243,330,931	3,478,616,968	1,993,554,206
Capital work-in-progress	2B	-	35,801,122	251,606,230
Investment Properties	3	917,503,169	925,761,926	941,522,491
Goodwill	4A	10,622,313	10,622,313	10,622,313
Intangible assets	4B	198,972,818	232,538,284	266,198,870
Intangible assets under development	4C	-	10,898,874	10,898,874
Financial assets:				
- Investments	5	109,800,000	109,800,000	112,410,000
- Loans	6	55,276,125	55,276,125	26,702,525
- Other financial assets	7	1,904,235,200	2,123,769,498	1,643,628,428
Other Non Current Assets	8	-	78,153,661	639,898,614
Total Non Current Assets		**5,439,740,556**	**7,061,238,771**	**5,897,042,551**
Current assets				
Inventories	9	28,119,528	43,279,029	52,116,190
Financial assets:				
- Trade receivables	10	294,548,361	571,111,372	429,695,291
- Cash and cash equivalents	11	1,622,584	81,891,218	194,147,578
- Bank Balances other than Cash and cash equivalents	12	7,697,528	139,355,848	1,419,572,000
- Loans and Advances	13	15,602,487	29,652,315	52,211,563
- Other financial assets	14	192,514,159	448,071	2,234,464
Other Current Assets	15	30,183,530	17,564,562	-
Total current assets		**570,288,177**	**883,302,415**	**2,149,977,087**
Total Assets		**6,010,028,733**	**7,944,541,186**	**8,047,019,639**
EQUITY AND LIABILITIES				
Equity				
Equity Share capital	16	423,107,240	423,107,240	423,107,240
Other equity	17	4,508,052,552	6,131,182,840	6,133,407,265
Money received against share warrants		-	-	-
Total equity		**4,931,159,792**	**6,554,290,080**	**6,556,514,505**
Liabilities				
Non-current liabilities				
Financial liabilities:				
- Borrowings	18	-	531,742,655	411,179,815
Provisions	19	1,716,133	7,336,756	5,318,031
Deferred tax liabilities (Net)	20	(0)	24,235,024	7,209,904
Total non-current liabilities		**1,716,133**	**563,314,435**	**423,707,750**
Current liabilities				
Financial liabilities:				
- Borrowings	21	767,280,785	457,386,905	647,030,746
- Trade payables	22	215,264,382	201,146,405	116,289,227
- Other Financial Liabilities	23	10,717,852	3,185,935	1,031,863
Provisions	24	17,718,947	1,798,627	114,562,316
Other current liabilities	25	66,170,843	163,418,799	187,883,231
Total current liabilities		**1,077,152,809**	**826,936,671**	**1,066,797,383**
Total Liabilities		1,078,868,942	1,390,251,106	1,490,505,133
Total equity and liabilities		**6,010,028,733**	**7,944,541,186**	**8,047,019,639**
Significant Accounting Policies	**1**			
The Notes are an integral part of these standalone financial statements				

As per our report of even date

For Agarwal & Associates.
Chartered Accountants
Firm Registration No. 323210E

Naresh Agarwal
Partner
Membership No. 063049

Place: Mumbai
Date : 12/06/2017

CIN No. L80101MH2006PLC163028
For and on behalf of the Board of Directors of,
Tree House Education & Accessories Limited

Rajesh Bhatia
Managing Director
DIN No: 00074393

Deepak Valecha
Director
DIN No: 07736480

Geeta Bhatia
Director
DIN No: 00074444

Navin Kumar
Chief Financial Officer

Tree House Education & Accessories Limited Standalone Statement of Profit & Loss for the year ended 31st March, 2017

Amount in Rs.

Particulars	Note No.	Year ended 31st March, 2017	Year ended 31st March, 2016
I. INCOME			
Revenue from Operations	26	592,664,333	2,093,282,659
Other Income	27	37,231,771	100,937,720
Total Income		**629,896,104**	**2,194,220,379**
II. EXPENSES			
Operating expenses	28	349,816,758	618,697,408
Employee Benefits Expense	29	130,473,651	305,400,499
Finance Costs	30	107,494,345	167,202,230
Depreciation and Amortisation Expense	31	499,227,601	446,371,247
Other Expenses	32	316,018,458	507,243,958
Total Expenses		**1,403,030,814**	**2,044,915,342**
III. Profit/ (Loss) before exceptional items and tax		**(773,134,710)**	**149,305,037**
IV. Less: Exceptional Items	33	**(879,464,691)**	**12,807,489**
V. Profit/(Loss) Before Tax		**(1,652,599,401)**	**162,112,526**
VI. Tax Expenses			
Current Tax		-	72,347,130
Deferred Tax		(24,235,024)	16,280,754
Short / (Excess) provision of earlier years		1,063,601	4,019,029
VII. Profit/(Loss) for the Year (A)		**(1,629,427,978)**	**69,465,613**
VIII. Other comprehensive income:			
(i) Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit plans		6,297,690	2,150,849
Income tax relating to above items		-	(744,366)
Other Comprehensiv Income for the year (B)		**6,297,690**	**1,406,483**
IX. Total comprehensive income for the year (A+B)		**(1,623,130,288)**	**70,872,096**
X. Earnings per equity share of face value of Rs. 10 each			
Basic (in Rs.)		(38.51)	1.64
Diluted (in Rs.)		(38.51)	1.64
Significant Accounting Policies	**1**		
The Notes are an integral part of these standalone financial statements			

As per our report of even date

For Agarwal & Associates.
Chartered Accountants
Firm Registration No. 323210E

Naresh Agarwal
Partner
Membership No. 063049

Place: Mumbai
Date : 12/06/2017

CIN No. L80101MH2006PLC163028
For and on behalf of the Board of Directors of,
Tree House Education & Accessories Limited

Rajesh Bhatia
Managing Director
DIN No: 00074393

Deepak Valecha
Director
DIN No: 07736480

Geeta Bhatia
Director
DIN No: 00074444

Navin Kumar
Chief Financial Officer

Tree House Education & Accessories Limited Standalone Cash Flow Statement for the year ended 31st March, 2017

Amount in Rs.

	Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
A	**Cash flows from operating activities**		
	Profit before tax	**(1,652,599,401)**	**162,112,526**
	Adjustments for:		
	Depreciation / amortisation	499,227,601	446,371,247
	Loss on sale of fixed assets	7,033,730	-
	Capital WIP written off	89,052,535	-
	Fixed Assets w/off	775,946,131	-
	Remeasurement of net defined benefit plans	6,297,690	2,150,849
	Finance charges	107,494,345	167,202,230
	Advance Forfeited	-	(45,000,000)
	Net gain on sale of fixed assets	-	(2,863,399)
	Loss by Flood	-	447,949
	Interest on fixed deposits	(5,474,770)	(98,054,765)
	Operating profit before working capital changes	**(173,022,139)**	**632,366,636**
	Adjustments for:		
	(Increase)/Decrease in inventories	15,159,501	8,837,161
	Deposits given to K-12 Schools	(19,890,000)	(468,401,000)
	Decrease/(Increase) in sundry debtors	276,563,011	(141,416,081)
	(Increase)/Decrease in Financial Loans	14,049,828	(6,014,351)
	(Increase)/Decrease in Other Financial Assets	47,490,770	(11,740,070)
	(Increase)/Decrease in Other Assets	-	(17,564,562)
	Increase in liabilities and provisions	(65,298,366)	75,844,863
	Cash generated from operations	**95,052,605**	**71,912,596**
	Income tax paid	(13,682,569)	(212,144,195)
	Net cash generated from operating activities	**81,370,036**	**(140,231,599)**
B	**Cash flow from investing activities**		
	Purchase of fixed assets (including capital work in progress)	(25,340,706)	(1,080,502,309)
	Insurance claim received	-	1,714,916
	Proceeds from Sale of Fixed Assets	56,044,626	45,000,000
	Purchase of investments	-	2,610,000
	Interest received	5,342,211	99,841,158
	Net cash used in investing activities	**36,046,130**	**(931,336,235)**
C	**Cash flow from financing activities**		
	Proceeds from issue of shares including securities premium	-	
	Payment of Dividends	-	(84,621,448)
	Share issue expenses	-	-
	Repayment of term loan	-	-
	Proceeds from term loan	-	480,000,000
	Proceeds from working capital loan (net)	(221,848,775)	(549,081,001)
	Interest paid	(107,494,345)	(167,202,230)
	Net cash provided by financing activities	**(329,343,120)**	**(320,904,679)**
	Net increase in cash and cash equivalents during the year	(211,926,953)	(1,392,472,513)
	Cash and cash equivalents as at the beginning of the year	221,247,066	1,613,719,578
	Cash and cash equivalents as at the end of the year (Refer Note 11 and 12)	**9,320,112**	**221,247,066**

Notes:
1 Cash and cash equivalents above includes fixed deposits of Rs. 38,00,000/- (Previous Year Rs. 13,50,00,000/-) placed with a bank against working capital loan obtained from them.
2 Cash and cash equivalents above includes fixed deposits of Rs. 38,60,000/- (Previous Year Rs. 43,18,700/-) placed with a bank against which the bank has given a guarantee.
3 The company can utilise these balance only towards the settlement of unclaimed dividend.

As per our report of even date

For Agarwal & Associates.
Chartered Accountants
Firm Registration No. 323210E

Naresh Agarwal
Partner
Membership No. 063049

Place: Mumbai
Date : 12/06/2017

CIN No. L80101MH2006PLC163028
For and on behalf of the Board of Directors of,
Tree House Education & Accessories Limited

Rajesh Bhatia
Managing Director
DIN No: 00074393

Deepak Valecha
Director
DIN No: 07736480

Geeta Bhatia
Director
DIN No: 00074444

Navin Kumar
Chief Financial Officer

Notes to the Financial Statements,for the year ended March 31,2017.

1.1 Corporate Information

Tree House Education & Accessories Ltd is a public company domiciled in India and incorporated on July 10, 2006 under the provisions of the companies Act 1956. The company's principal business is providing education and related services including leasing of education infrastructure.

1.2 Basis of preparation and summary of significant Accounting policies

(a) Basis of preparation

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules,2015 as amended and other relevant provisions of the Act.

These financial statements for the year ended 31st March, 2017 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended 31st March, 2016, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2015 being the date of transition to Ind AS.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

1) certain financial assets and liabilities that are measured at fair value;
2) assets held for sale - measured at lower of carrying amount or fair value less cost to sell;
3) defined benefit plans - plan assets measured at fair value;

(iii) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(b) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(C) Property, furniture and fixtures

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2015 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, furniture and fixture sequipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised

when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on Buildings, Furniture & Fixture, is provided on a Straight Line Method.

Leasehold property is amortised over the period of lease. Lease hold improvements are amortised over the period of lease or estimated useful life, whichever is lower.

The Company depreciates its property, furniture & fixture , equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believe that useful life of assets are same as those prescribed in Schedule II to the Act,

Assets Head	Years
Tangible Fixed Assets	
Building (Other than factory building)	60
Furniture and fittings	8
Office Equipment	5
Electrical equipment	10
Teaching aid and equipment	5
Computers/Laptops	3
Vehicles	8

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.
In case of pre-owned assets, the useful life is estimated on a case to case basis.
Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(d) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.
Depreciation on building is provided over it's useful life using the written down value method.Useful life considered for calculation of depreciation for assets class are as follows-
Non- Factory Building 60 years

(e) Intangible assets

Goodwill
Goodwill is stated at cost, less impairments, if any.

Business Commercial Rights (BCR)
BCR is stated at cost, less accumulated amortisation and impairments, if any.

Trademark
Goodwill is stated at cost, less accumulated amortisation and impairments, if any.
Amortisation method and useful life
The Company amortizes BCR on the straight-line method over the period of 30 years, and trade mark is amortized on the straight-line method over the period of 10 years.
Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(f) Lease

Operating Lease

As a lessee
Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a lessor
Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the

excepted inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(g) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft,deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or lessthat are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Inventories

Inventories of books, school kits and, Stores are stated 'at cost or netrealisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprise all cost of purchase, cost of conversion andother costs incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventoryof finished goods is included as part of finished goods. Cost formulae used are 'First-in-First-out', Due allowance is estimated and made for defective and obsolete items, wherever necessary.

Investments in subsidiaries, joint ventures and associates

Investments in subsidiaries, joint ventures and associates are recognised at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

(j) Investments and other financial assets

(Iassification

The Company classifies its financial assets in the following measurement categories:

(1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement ofProfit and Loss), and

(2) those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value.

Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

(1) Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income

using the effective interest rate method.

(2) Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends

on whether there has been a significant increase in credit risk.

Income recognition

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts, loyalty discount.

Income from Services

Revenue is recognized on rendering of services and is recognized when there are no significant uncertainties as to its measurability or collectability.

In instances where fees are received during a term, revenue is recognized on a proportionate basis for the period which falls under the current reporting period and the balance is shown as advance fees received.

Revenue from consultancy services is recognized on rendering of services, as evidenced from the customers'

acknowledgment of services received. In respect of
non-refundable fees for consultancy services rendered to franchisee for setting up of its operations, the rendering of service generally coincides with signing of the franchisee service agreement.

Royalty income

Royalty income is recognized as per the franchise agreement at specified percentage of gross revenue earned by the franchisee or as per the agreement.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Sale of goods

The revenue from sale of education aids is recognized on transfer of property in goods which generally coincides with dispatch /delivery to the customer.

Interest income

Interest income from debt instruments is recognised using the effective interest rate method.

Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.
Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal Company classified as held for sale continue to be recognised.

Derivative financial instruments

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Employee benefits

Provident fund:

Company's contributions paid / payable to provident fund authorities are recognised in the Statement of Profit and Loss of the year when the contribution to the fund is due.

Gratuity:

Gratuity is a post-employment benefit and is in the nature of defined benefit plan. The liability recognised in the Balance Sheet in respect of the gratuity is present value of the defined benefit obligation at the Balance Sheet date less the fair value of the plan assets, together with adjustments for unrecognized actuarial gains or losses and past service cost. The defined benefit obligation is calculated at the Balance Sheet date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the Statement of Profit and Loss in the year in which such gains or losses arise.

Compensated absences

The employees of the Company are entitled to compensate absences which are non-accumulating in nature. Expenses on non-accumulating compensated absences are recognized in the year in which the absence occurs.

Foreign currency transactions

(a) Initial recognition:

Transactions in foreign currencies entered into by the company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

(b) Measurement of foreign currency items at the Balance Sheet date: Foreign currency monetary items restated or retranslated at the closing exchange rates. Non-Monetary items are reported at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are recognized in the Statement of Profit and Loss.

(b) Measurement of foreign currency items at the Balance Sheet date: Foreign currency monetary items restated or retranslated at the closing exchange rates. Non-Monetary items are reported at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are recognized in the Statement of Profit and Loss.

Borrowing Costs

Borrowing costs directly attributable to the acquisition and construction of qualifying asset are capitalized as part of the cost of such asset up to the date of such asset being ready for its intended use. Other borrowing costs are treated as revenue expenditure.

Leases

Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and rewards of ownership during the lease term, are classified as operating leases.Lease rentals in respect of assets taken under an operating lease are charged to the Statement of Profit and Loss on straight line basis over the initial period of the lease.

Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Expenses, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage, etc. are recognised immediately in the Statement of Profit and Loss.

Taxes on income

Tax expense comprises of both current and deferred taxes. The current charge for income taxes is calculated in accordance with the relevant tax regulations. Deferred taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date.

Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain/virtually certain that future taxable income will be available against which such deferred tax assets can be realised.

Share issue expenses

Share issue expenses are adjusted in the same year against the Securities Premium Account as permitted by section 52 of the Companies Act 2013. In case of insufficient balances in the Securities Premium Account, unadjusted share issue expenses are amortized over a period of 5 years. In case there arises a securities premium balance subsequently, unadjusted share issue expenses would not be amortized but will be adjusted against the Securities Premium Account.

Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities are segregated.

Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Employee Stock Option Costs

Measurement and disclosure of the employee share based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Guidance Note on Accounting for Employee Share-based Payments, issued by ICAI. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expenses is amortized over the vesting period of the option on a straight line basis.

Trade Receivables

Trade receivables are stated after writing off debts considered as bad. Adequate provision is made for debts considered doubtful.

Cash and Cash Equivalents

Cash and Cash Equivalents for the purpose of Cash flow statements comprise Cash and Cheques in hand, bank balances, demand deposits with banks and other short term highly liquid investments where the original maturity is three months or less.

Amendments to Ind AS 7, 'Statement of cash flows' on disclosure initiative:

The amendment to Ind AS 7 introduce an additional disclosure that will enable users of financial statements to evaluate changes inliabilities arising from financing activities. This includes changes arising from cash flows (e.g. drawdowns and repayments of borrowings)and non-cash changes (i.e. changes in fair values), Changes resulting from acquisitions and disposals and effect of foreign exchangedifferences. Changes in financial assets must be included in this disclosure if the cash flows were, or will be, included in cash flows fromfinancing activities. This could be the case, for example, for assets that hedge liabilities arising from financing liabilities. The Company iscurrently assessing the potential impact of this amendment. These amendments are mandatory for the reporting period beginning on orafter April 1, 2017.

Critical estimates and judgements -

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results.

Management also need to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which

are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimtes or judgement are:

Estimation of Defined benefit obligation - refer note

Estimation of current tax expenses and Payable - refer note

Tree House Education & Accessories Limited
Standalone Statement of Change in Equity
For the Year ended 31st March, 2017

A. Equity Share Capital

Amount in Rs.

Particulars	Amount
Balance as at 1at April, 2015	**423,107,240**
Changes in equity share capital during the year	-
Balance as at 31st March, 2016	**423,107,240**
Changes in equity share capital during the year	-
Balance as at 31st March, 2017	**423,107,240**

B. Other Equity

Amount in Rs.

Particulars	Reserve and Surplus			Total
	Securities Premium Account	General reserve	Retained Earnings	
Balance as at 1st April, 2015	**4,602,815,570**	**75,947,517**	**1,454,644,179**	**6,133,407,265**
Profit for the year			69,465,613	69,465,613
Other Comprehensive Income for the year			1,406,483	1,406,483
Total Comprehensive Income for the year			**70,872,096**	**70,872,096**
Dividends			(84,621,448)	(84,621,448)
Tax on dividend			(16,919,312)	(16,919,312)
Add : Rent Equaliser provision reversed last year now added			32,192,511	32,192,511
Less : DDT on Dividend Provision pertaining to FY 2013-14			(151,731)	(151,731)
Add: Reversal fo Rent equalisation reserve			(3,596,542)	(3,596,542)
Balance as at 31st March, 2016	**4,602,815,570**	**75,947,517**	**1,452,419,753**	**6,131,182,840**
Balance as at 1st April, 2016	**4,602,815,570**	**75,947,517**	**1,452,419,753**	**6,131,182,840**
Profit for the year			(1,629,427,978)	(1,629,427,978)
Other Comprehensive Income for the year			6,297,690	6,297,690
Total Comprehensive Income for the year			**(1,623,130,288)**	**(1,623,130,288)**
Balance as at 31st March, 2017	**4,602,815,570**	**75,947,517**	**(170,710,535)**	**4,508,052,552**

As per our report of even date

CIN No. L80101MH2006PLC163028
For and on behalf of the Board of Directors of,
Tree House Education & Accessories Limited

For Agarwal & Associates.
Chartered Accountants
Firm Registration No. 323210E

Naresh Agarwal
Partner
Membership No. 063049

Rajesh Bhatia
Managing Director
DIN No: 00074393

Deepak Valecha
Director
DIN No: 07736480

Geeta Bhatia
Director
DIN No: 00074444

Navin Kumar
Chief Financial Officer

Place: Mumbai
Date : 12/06/2017

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 2A: Property, Plant and Equipment

Particulars	Lease Hold Improvements	Teaching aid and Equipments	Office Equipment	Furniture & Fixture	Electrical Equipment	Computers	Vehicles	Assets Under Write Off / Reuse	Total
Gross Carrying amount									
Deemed Cost as at 1st April 2015	587,502,436	44,226,994	11,331,028	1,894,301,591	27,611,927	11,142,644	8,121,822	-	2,584,238,442
Additions	66,535,421	13,683,992	14,836,526	1,791,039,677	566,750	1,685,400	1,171,812	-	1,889,519,578
Disposals	50,566,129	-	-	2,305,370	-	-	-	-	52,871,499
Reclassification of asset held for Sale	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2016	603,471,729	57,910,985	26,167,554	3,683,035,898	28,178,677	12,828,043	9,293,634	-	4,420,886,520
Additions	4,848,514	-	-	-	-	7,199	-	739,809,834	744,665,547
Disposals	78,808,338	329,755	958,658	998,212,894	97,500	-	2,138,272	726,671,086	1,807,216,501
Reclassification of asset held for Sale	-	-	-	-	-	-	-		-
Balance as at 31st March 2017	**529,511,905**	**57,581,230**	**25,208,897**	**2,684,823,005**	**28,081,177**	**12,835,242**	**7,155,362**	**13,138,748**	**3,358,335,566**
Accumulated Depreciation									
Balance as at 1st April 2015	179,920,858	34,938,313	4,704,860	353,568,116	6,522,115	8,029,330	3,000,644	-	590,684,235
Additions	110,154,584	5,755,201	3,356,293	263,807,937	3,141,487	2,201,448	1,170,828	-	389,587,777
Disposals	37,859,955	-	-	142,506	-	-	-	-	38,002,461
Reclassification of asset held for Sale	-	-	-	-			-	-	-
Balance as at 31st March 2016	252,215,487	40,693,514	8,061,153	617,233,547	9,663,602	10,230,777	4,171,472	-	942,269,552
Additions	77,562,727	4,592,441	4,359,437	363,549,597	3,106,480	1,162,100	1,035,597	-	455,368,379
Disposals	39,404,427	127,512	367,502	242,204,452	18,865	-	510,538	-	282,633,296
Reclassification of asset held for Sale	-	-	-	-			-	-	-
Balance as at 31st March 2017	290,373,787	45,158,442	12,053,088	738,578,692	12,751,217	11,392,877	4,696,531	-	1,115,004,635
Net Carrying amount									
Balance as at 1st April, 2015	407,581,578	9,288,681	6,626,168	1,540,733,475	21,089,811	3,113,314	5,121,178	-	1,993,554,206
Balance as at 31st March, 2016	351,256,242	17,217,472	18,106,402	3,065,802,351	18,515,074	2,597,265	5,122,162	-	3,478,616,968
Balance as at 31st March, 2017	239,138,119	12,422,788	13,155,809	1,946,244,312	15,329,960	1,442,364	2,458,831	13,138,748	2,243,330,931

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 2B : Capital work-in-progress

Particulars	Land - Free Hold	Total
Gross Carrying amount		
Deemed Cost as at 1st April 2015	251,606,230	251,606,230
Additions	287,239,749	287,239,749
Disposals	482,962,596	482,962,596
Reclassification of asset held for Sale	20,082,261	20,082,261
Balance as at 31st March 2016	35,801,122	35,801,122
Additions	5,311,245	5,311,245
Disposals	41,112,367	41,112,367
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	**-**	**-**
Accumulated Depreciation		
Balance as at 1st April 2015	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2016	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	-	-
Net Carrying amount		
Balance as at 1st April, 2015	251,606,230	251,606,230
Balance as at 31st March, 2016	35,801,122	35,801,122
Balance as at 31st March, 2017	-	-

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 3 : Investment Properties

Particulars	Land - Free Hold	Building	Total
Gross Carrying amount			
Deemed Cost as at 1st April 2015	299,998,248	664,088,556	964,086,804
Additions	5,175,000	1,217,745	6,392,745
Disposals	-	12,303,609	12,303,609
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2016	305,173,248	653,002,692	958,175,940
Additions	-	2,035,000	2,035,000
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2017	**305,173,248**	**655,037,692**	**960,210,940**
Accumulated Depreciation			
Balance as at 1st April 2015	-	22,564,313	22,564,313
Additions	-	10,416,710	10,416,710
Disposals	-	567,008	567,008
Reclassification of asset held for Sale	-	-	
Balance as at 31st March 2016	-	32,414,014	32,414,014
Additions	-	10,293,757	10,293,757
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2017	-	42,707,771	42,707,771
Net Carrying amount			
Balance as at 1st April, 2015	299,998,248	641,524,243	941,522,491
Balance as at 31st March, 2016	305,173,248	620,588,678	925,761,926
Balance as at 31st March, 2017	305,173,248	612,329,921	917,503,169

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Rental income derived from investment properties	30,360,000	12,000,000
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciation	30,360,000	12,000,000
Depreciation	10,293,757	10,416,710
Income from investment properties (Net)	**20,066,243**	**1,583,290**

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 4A: Goodwill*

Particulars	Goodwill	Total
Gross Carrying amount		
Deemed Cost as at 1st April 2015	10,622,313	10,622,313
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2016	10,622,313	10,622,313
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	**10,622,313**	**10,622,313**
Accumulated Depreciation		
Balance as at 1st April 2015	-	-
Additions	-	-
Disposals	- -	
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2016	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	-	-
Net Carrying amount		
Balance as at 1st April, 2015	10,622,313	10,622,313
Balance as at 31st March, 2016	10,622,313	10,622,313
Balance as at 31st March, 2017	10,622,313	10,622,313

* Other than internally generated

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 4B: Intangible Assets*

Particulars	Business Commercial rights***	Brands	Total
Gross Carrying amount			
Deemed Cost as at 1st April 2015	290,064,533	77,774,014	367,838,547
Additions	-	-	-
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2016	290,064,533	77,774,014	367,838,547
Additions	-	-	-
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2017	**290,064,533**	**77,774,014**	**367,838,547**
Accumulated Depreciation			
Balance as at 1st April 2015	53,143,054	48,496,623	101,639,677
Additions**	25,883,184	7,777,402	33,660,586
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	
Balance as at 31st March 2016	79,026,239	56,274,025	135,300,263
Additions**	25,883,185	7,682,281	33,565,466
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2017	104,909,424	63,956,305	168,865,729
Net Carrying amount			
Balance as at 1st April, 2015	236,921,479	29,277,391	266,198,870
Balance as at 31st March, 2016	211,038,294	21,499,989	232,538,284
Balance as at 31st March, 2017	185,155,109	13,817,709	198,972,818

* Other than internally generated

The Company has entered into an exclusive facilitation service agreement with various educational trusts in accordance with which the Company has exclusive rights for a period of 30 years to provide various facilitation services for schools/courses to be set up by these educational trusts. The Company has paid one time fixed fee to the educational trusts towards such exclusive rights. The fee paid is recognized as an intangible asset and accordingly capitalized as 'Business Commercial Rights' in the financial statements.

During financial year 2011-12 the terms of payment for these Business Commercial Rights has been modified with the 'one time fixed fees' being replaced with combination of 'one time fixed fee' and 'interest free refundable deposits'. The said deposit has been given under the agreement with the trust for securing exclusivity in rendering services to all the schools operated by the trust. Pusuant to the aforesaid arrangement the company has given a refundable interest free deposit aggregating to Rs.188.89 crores to these educational trust. The Company is rendering services to most of the schools run by such educational trust. The aforesaid deposits have been classifies as 'Security Deposits under the Head Other Non Current Financial Assets of Note No.7.

** The management, based on the review of future business plan with its one of the trust Vidya Bharti Sansthan for providing the curriculum supports rights has made changes in the Service Agreement for providing the services from exclusive to non-exclusive rights, and therefore has estimated the value in use / recoverable value of its business commercial rights of that trust to be lower than the carrying value and consequently recognised an impairment loss amounting to Rs. 18,413,836/- (previous year Rs.18,413,836/-).

*** As per Management the recoverable amount of Business Commerical Rights other than specified above within the meaning of Indian Accounting standard (Ind AS) 36 is more than the carrying value and as such no amount needs to be recognised in financial statements for impairment loss.

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 4C: Intangible Assets under Development

Particulars	Intangible Assets under Development	Total
Gross Carrying amount		
Deemed Cost as at 1st April 2015	10,898,874	10,898,874
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2016	10,898,874	10,898,874
Additions	-	-
Disposals	10,898,874	10,898,874
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	**-**	**-**
Accumulated Depreciation		
Balance as at 1st April 2015	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2016	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	-	-
Net Carrying amount		
Balance as at 1st April, 2015	10,898,874	10,898,874
Balance as at 31st March, 2016	10,898,874	10,898,874
Balance as at 31st March, 2017	-	-

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 5 : Investments

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Investments measured at Cost **Investments in Equity shares of Joint Venture:**						
- JT Infrastructure Private Limited equity shares of Rs. 10 each fully paid up	9,980,000	99,800,000	9,980,000	99,800,000	9,980,000	99,800,000
- Mehta Treehouse Infrastructure Private Limited equity shares of Rs. 10 each fully paid up	1,000,000	10,000,000	1,000,000	10,000,000	1,000,000	10,000,000
Investments in Share Application Money						
- Joint Venture (Mehta Treehouse Infrastructure Private Limited)	-	-	-	-	-	2,610,000
Total		**109,800,000**		**109,800,000**		**112,410,000**
Total of Investments measured at Fair Value Through Other Comprehensive Income		-		-		-
Aggregate amount of quoted investments		-		-		-
Market Value of quoted investments		-		-		-
Aggregate amount of unquoted investments		109,800,000		109,800,000		112,410,000
Aggregate provision for diminution in value of Investments		-		-		-
Note 5.1		**Amount**		**Amount**		**Amount**
Category-wise Non current						
Financial assets carried at amortised cost		-		-		-
Financial assets measured at cost		109,800,000		109,800,000		112,410,000
Financial assets measured at fair value through other comprehensive income		-		-		-
Financial assets measured at Fair value through Profit & Loss		-		-		-
Total		**109,800,000**		**109,800,000**		**112,410,000**

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 5 : Investments (Contd..)
Notes:

Pursuant to Indian Accounting Standard (Ind AS-31) – Financial Reporting of Interests in Joint Ventures, the disclosures relating to Joint Venture Companies are as follows:

1) The Company has a 50% interest in the assets, liabilities, expenses and income of JT Infrastructure Private Limited, a company incorporated in India. The assets and liabilities of the jointly controlled entity as per the information provided as at March 31, 2017 is as under:

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015
Assets	95,154,670		97,211,024		100,282,655
Liabilities	1,324,702		1,532,440		1,503,251
Income	250,000		250,000		Nil
Expenditure	2,098,615		2,200,820		Nil
Contingent Liabilities	Nil		Nil		Nil
Capital Commitment	Nil		Nil		Nil

2) The Company has a 50% interest in the assets, liabilities, expenses and income of Mehta Treehouse Infrastructure Private Limited, a company incorporated in India. The operations have not yet commenced and Company's share of the assets and liabilities of the jointly controlled entity as per the information provided as at March 31, 2017 is as under:

Particulars	As at 31st March, 2017		As at 31st March, 2016
Assets	12,637,691		12,638,783
Liabilities	2,687,000		2,672,000
Income	Nil		Nil
Expenditure	16,093		18,587
Contingent Liabilities	Nil		Nil
Capital Commitment	Nil		Nil

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 6: Non Current Financial Loans

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Unsecured considered good:			
Loans Others*	55,276,125	55,276,125	26,702,525
Total	**55,276,125**	**55,276,125**	**26,702,525**

* The loans have been recognised at their carrying value and not at fair value within the meaning of Indian Accounting Statndard (Ind AS) 109.

Note 7: Other Non Current Financial Assets

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Share Application money	2,610,000	2,610,000	-
Security Deposits*	1,901,625,200	2,121,159,498	1,643,628,428
Total	**1,904,235,200**	**2,123,769,498**	**1,643,628,428**

Note:
7.1 Share Application money of Rs. 26,10,000/- given to Mehta Tree House & Infrastructure Private Limited towards purchase of shares.
7.2 Security deposits includes deposit given to Educational Trust amounting to Rs. 18889/- Lacs.
7.3 The carrying amount of these deposits classified as financial assets have not been accounted at fair value as required within the meaning of Indian Accounting Standard (Ind AS) 109.

Note 8: Other Non Current Assets

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Capital Advances	-	78,153,661	639,898,614
Total	**-**	**78,153,661**	**639,898,614**

Note 9 : Inventories

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Stock-in-Trade*	28,119,528	43,279,029	52,116,190
Total	**28,119,528**	**43,279,029**	**52,116,190**

* As certified by management

Note 10: Trade Receivables

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Stock-in-Trade*	28,119,528	43,279,029	52,116,190
Total	**28,119,528**	**43,279,029**	**52,116,190**

* As certified by management

Note 10: Trade Receivables

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Trade receivables	295,580,256	576,268,533	444,182,804
Less: allowance for doubtful trade receivables	1,031,895	5,157,161	14,487,513
Total Receivables*	**294,548,361**	**571,111,372**	**429,695,291**
Break-up for security details:			
Secured, Considered good	-	-	-
Unsecured, considered good	294,548,361	571,111,372	429,695,291
Considered Doubtful	1,031,895	5,157,161	14,487,513
Total	**295,580,256**	**576,268,533**	**444,182,804**
Less: Allowance for doubtful trade receivables	1,031,895	5,157,161	14,487,513
Total Trade receivables	**294,548,361**	**571,111,372**	**429,695,291**

* Trade Receivables includes receivable amounting to Rs. 2877/- Lacs due from educational trusts.
The carrying amount of Trade receivables classified as financial assets have not been accounted at fair value as required within the meaning of Indian Accounting Standard (Ind AS) 109.

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 11: Cash and Bank Balances

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Cash on Hand	22,290	315,395	55,757,002
Balances with banks - In Current Accounts	1,600,294	12,347,188	138,390,576
Cheques, drafts on hand	-	69,228,635	-
Total	**1,622,584**	**81,891,218**	**194,147,578**

Note:
11.1 The Company was not in possession of Specified Bank Notes as on 08/11/2016. Cash deposited during the specified period of 08/11/2016 to 30/12/2016 was made by Parents/ Guardian of students directly at the specified centre's Bank Account. The Company does not have any information regarding depositing of SBN during the period by such parents/ Guardians.

Note 12: Bank Balances other than Cash and cash equivalents

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
In Fixed deposits*	7,660,000	139,318,700	1,419,572,000
Unpaid dividend account #	37,528	37,148	-
Total	**7,697,528**	**139,355,848**	**1,419,572,000**

Notes:
* Includes fixed deposit of Rs.38,00,000/- (Previous Year Rs.13,50,00,000/-) Pledged as collateral securities.
* Fixed deposit of Rs. 38,60,000/- (previous year Rs. 4,318,700/-) placed with a bank against which bank has given a guarantee.
# The company can utilise these balance only towards the settlement of unclaimed dividend.

12.1 Cash and Cash Equivalents includes deposits maintained by the Company with banks.
12.2 As at 31st March, 2017, Company had available Rs. Nil (Previous Year Rs.Nil)
of undrawn committed borrowing facilities

Note 13: Current Financial Loans and Advances

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Unsecured and Considered good:			
Other Loans and Advances	15,602,487	29,652,315	52,211,563
Total	**15,602,487**	**29,652,315**	**52,211,563**

Note 14: Other Current Financial assets

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Interest Accrued on Investment	580,631	448,071	2,234,464
Deposits*	147,429,048		-
Rent Equilisation Deposit	9,076,882	-	-
Advance Against Property	35,427,598	-	-
Total	**192,514,159**	**448,071**	**2,234,464**

* The carrying value of lease deposits with landlords amounting to Rs.1473/- Lacs is related to closed/ discontinued centres and administrative office.

The carrying amount of financial assets have not been accounted at fair value as required within the meaning of Indian Accounting Standard (Ind AS) 109.

Note 15: Other Current assets

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Balances with government Authorities	30,183,530	17,564,562	-
Total	**30,183,530**	**17,564,562**	**-**

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017

Note 16: Share Capital

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorised Share capital						
Equity Share Capital of Rs.10 each	45,000,000	450,000,000	45,000,000	450,000,000	45,000,000	450,000,000
Issued, subscribed & paid up						
Equity Share Capital of Rs.10 each fully paid up	42,310,724	423,107,240	42,310,724	423,107,240	42,310,724	423,107,240
Total	**42,310,724**	**423,107,240**	**42,310,724**	**423,107,240**	**42,310,724**	**423,107,240**

Notes:

16.1 Terms/ rights attached to equity shares

The company has only one class of equity shares having face value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

16.2 The details of shareholders holding more than 5% shares

Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held
M/s Matrix Partners India Investment Holdings, LLc	-	-	-	-	6,514,753	15.40%
Geeta Bhatia	3,565,000	8.42%	3,565,000	8.43%	6,035,000	14.26%
FC VI India Venture Mauritius Ltd	2,897,665	6.84%	2,897,665	6.85%	2,898,001	6.85%
Bajaj Holding And Investment Ltd	2,430,882	5.75%	2,430,882	5.74%	-	-
Rajesh Bhatia	3,686,336	8.71%	3,686,336	8.71%	3,582,595	8.47%
Rajesh Bhatia and Geeta Bhatia Jointly	-	-	-	-	2,920,833	6.90%

16.3 The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March, 2017 No. of Shares	As at 31st March, 2016 No. of Shares	As at 1st April, 2015 No. of Shares
Equity Shares at the beginning of the year	42,310,724	42,310,724	37,170,070
Add: Shares issued on exercise of employee stock options		-	5,140,654
Equity Shares at the end of the year	42,310,724	42,310,724	42,310,724

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 17: Other Equity

Particulars	Reserve and Surplus			Total
	Securities Premium Account	General reserve	Retained Earnings	
Balance as at 1st April, 2015	**4,602,815,570**	**75,947,517**	**1,454,644,179**	**6,133,407,265**
Profit for the year			69,465,613	69,465,613
Other Comprehensive Income for the year			1,406,483	1,406,483
Total Comprehensive Income for the year			**70,872,096**	**70,872,096**
Dividends	-	-	(84,621,448)	(84,621,448)
Tax on dividend	-	-	(16,919,312)	(16,919,312)
Add : Rent Equaliser provision reversed last year now added	-	-	32,192,511	32,192,511
Less : DDT on Dividend Provision pertaining to FY 2013-14	-	-	(151,731)	(151,731)
Add: Reversal fo Rent equalisation reserve	-	-	(3,596,542)	(3,596,542)
	-	-	-	-
Balance as at 31st March, 2016	**4,602,815,570**	**75,947,517**	**1,452,419,753**	**6,131,182,840**
Balance as at 1st April, 2016	**4,602,815,570**	**75,947,517**	**1,452,419,753**	**6,131,182,840**
Profit for the year	-	-	(1,629,427,978)	(1,629,427,978)
Other Comprehensive Income for the year	-	-	6,297,690	6,297,690
Total Comprehensive Income for the year	**-**	**-**	**(1,623,130,288)**	**(1,623,130,288)**
Balance as at 31st March, 2017	**4,602,815,570**	**75,947,517**	**(170,710,535)**	**4,508,052,552**

Note 18 : Non-Current Financial Borrowings

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Secured *			
Term loans from bank	-	531,742,655	411,179,815
Total	**-**	**531,742,655**	**411,179,815**

Notes:

An amount of Rs. 72,39,25,505/- (previous year Rs. 35,89,64,550/-) of term loans which is repayable within 12 months from the date of balance sheet has been grouped under Current Financial borrowings due to default in repayment by the Company.

* Secured by mortgage of Land, building, hypothecation of movable assets, book debts both present and future of the company.

Note 19 : Provisions

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Provisions for Employee Benefits :Gratuity	1,716,133	7,336,756	5,318,031
Total	**1,716,133**	**7,336,756**	**5,318,031**

Notes:

The following table sets out the status of the gratuity plan for the year ended March 31, 2017 in accordance with Indian Accounting Standard (Ind AS-19), Employee Benefits.

The company has a defined benefit gratuity plan. Employee at retirement are eligible for benefit, which will be equal to 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded.

The company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on retirement at 15 days salary (last drawn salary) for each completed years of service. The scheme is unfunded.

Profit and loss account
Net employee benefit expenses (recognized in employee cost)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Cost for the year:			
Service cost	437,183	3,478,924	2,431,987
Interest cost	730,831	466,308	298,032
Expected return on plan assets			
Actuarial loss / (Gain)	(6,297,690)	(2,150,849)	(1,341,564)
Total net cost recognized as employee remuneration	**(5,129,676)**	**1,794,383**	**1,388,455**

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 19 : Provisions (Contd…)
Balance sheet Details of provision for gratuity

Present value of defined benefit obligation as at year end (A)	4,005,707	6,840,796	5,090,719
Fair value of plan assets as at year end (B)	-	-	-
Net liability as at year end recognized in Balance Sheet (A)-(B)	4,005,707	6,840,796	5,090,719

Provision for gratuity			
Long term	1,716,133	7,336,756	4,214,700
Short term	2,289,574	1,798,627	876,019

Changes in present value of the defined benefit obligation are as follows:

Changes in defined benefit obligation:			
Defined benefit obligation as at the beginning of the year	9,135,383	5,090,719	3,702,264
Current service cost	437,183	3,478,924	298,032
Interest cost	730,831	466,308	2,431,987
Actuarial loss / (gain) on obligations	(6,297,690)	(2,150,849)	(1,341,564)
Benefit paid	-	(44,306)	-
Present value of defined benefit obligation at the end of the year [A]	4,005,707	6,840,796	5,090,719

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Assumptions			
Discount rate	6.69%	8.00%	7.85%
Attrition rate	Upto age 35 - 20%	Upto age 35 - 20%	Upto age 35 - 20%
	36-40 - 10%	36-40 - 10%	36-40 - 10%
	41-58 - 5%	41-58 - 5%	41-58 - 5%
Salary escalation rate	6.00%	6.00%	6.00%

Note 20: Deferred tax liabilities (Net)

Deferred tax is calculated, in full, on all temporary timing differences under the liability method using a principal tax rate prevalent in Company operates. The movement on the deferred tax account is as follows:

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
At the start of the year	24,235,024	7,209,904	51,080,790
Charge/(credit) to profit or loss	(24,235,024)	17,025,120	(43,870,886)
Total	**(0)**	**24,235,024**	**7,209,904**
Deferred tax liabilities and assets at the end of the reporting period			
Deferred tax liabilities / (asset*) in relation to:			
Property, plant and equipment	-	29,235,465	14,516,087
Provision for rent equalisation Expenses	-	(54,077)	0
Provision for gratuity	-	(3,161,573)	(2,325,187)
Others	-	(1,784,790)	(4,980,997)
Total	**-**	**24,235,024**	**7,209,904**

*Deferred Tax Assets has not been recognised due to future uncertainities of probable Income/ Revenue.

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 21: Current Financial Borrowings

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Secured			
Term loans from bank	723,925,505	457,386,905	647,030,746
Secured-Total (A)	**723,925,505**	**457,386,905**	**647,030,746**
Unsecured			
- From Related Parties	41,295,236	-	-
- From Others	2,060,044	-	-
Unsecured-Total (B)	**43,355,280**	**-**	**-**
Total	**767,280,785**	**457,386,905**	**647,030,746**

Notes:

21.1 Secured bank loan
Secured by mortgage of Land & building, hypothecation of movable assets, book debts both present and future and fixed deposits to the extent of Rs. 38,00,000/- (Previous year Rs. 1,35,000,000/-) placed with a bank against working capital loan obtained from them.
21.2 The Company has defaulted in repayment of loans availed from financial institutions due to which Non Current Financial borrowings have been classified as Current Financial borrowings.
21.3 The amount payable to financial institutions is Rs. 7260/- Lacs.

Note 22: Trade Payables

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Micro, Small and Medium Enterprises*	-	-	-
Others	215,264,382	201,146,405	116,289,227
Total	**215,264,382**	**201,146,405**	**116,289,227**

* The company has during the year, not received from any of its suppliers any information regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 In the light of the above facts, management has decided that none of them are registered under the said Act and disclosure, if any relating to amount unpaid as at the year end along with the interest payable / paid has not been given.

Note 23: Other Financial Liabilities

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Interest accrued and due	8,593,584	-	-
Interest accrued but not due	2,086,741	3,148,787	1,031,863
Unclaimed Dividend	37,528	37,148	-
Total	**10,717,852**	**3,185,935**	**1,031,863**

Note 24: Current Provisions

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Provisions for Employee Benefits: Gratuity (Refer note 19)	2,289,574	1,798,627	1,522,765
Provisions for Employee Benefits : Others	15,429,373	-	-
Provision for current tax	-	-	113,039,551
Total	**17,718,947**	**1,798,627**	**114,562,316**

Note 25: Other Current liabilities

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Advance tution fees received	11,750,232	151,459,589	168,222,793
Witholding & other tax payables	53,940,010	11,959,210	5,060,438
Advance received against Sale of property	-	-	14,600,000
Other Current Liabilities	480,601	-	-
Total	**66,170,843**	**163,418,799**	**187,883,231**

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 26: Revenue from operations

Particulars	As at 31st March, 2017	As at 31st March, 2016
Revenue from		
- Sale of education kits	12,565,383	55,377,449
- Sale of equipment	8,610,376	-
- Sale of services		
Consultancy income*	102,632,213	274,027,695
Income from early childhood education	411,972,365	1,722,673,879
Income from early childhood training course	4,265,272	12,617,428
Royalty income	9,264,826	9,696,629
- Other Operating Revenue		
Other operating income	44,318	395,770
Rent income from education infrastructure	39,436,882	18,493,808
Franchisee Fee Received	3,872,697	-
Total	**592,664,333**	**2,093,282,659**

* No revenue is recognised from School Management services rendered to K12 Schools for last two quarters.

Note 27: Other Income

Particulars	As at 31st March, 2017	As at 31st March, 2016
Interest income	5,474,770	98,054,765
Profit on sale of PPE (Net)	-	2,863,399
Liability no longer Payable	24,646,536	-
Prior Period Income	381,763	-
Gratuity written Back	5,129,676	-
Other non-operating income	1,599,025	19,556
Total	**37,231,771**	**100,937,720**

Note 28: Operating Expenses

Particulars	As at 31st March, 2017	As at 31st March, 2016
Rent (includes conducting charges and society maintenance)	259,361,454	375,906,612
Security charges	13,546,144	32,251,898
Training material and equipment consumed	17,299,636	112,722,452
Water, electricity and cleaning charges	32,306,253	44,137,256
Activity expenses	7,096,777	16,582,686
Other centre expenses	20,206,495	37,096,504
Total	**349,816,758**	**618,697,408**

Note 29: Employee Benefits Expenses

Particulars	As at 31st March, 2017	As at 31st March, 2016
Salaries and wages	116,491,606	284,689,582
Contribution to provident and other funds	13,576,589	19,485,016
Staff welfare expenses	405,456	1,225,901
Total	**130,473,651**	**305,400,499**

Refer Note 19 for disclosure as per Indian Accounting Standard 19 “Employee benefits”

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017

Note 30: Finance cost

Particulars	As at 31st March, 2017	As at 31st March, 2016
Interest expenses	104,312,322	162,702,230
Finance charges	3,182,023	4,500,000
Total	107,494,345	167,202,230

Note 31: Depreciation and Amortisation Expenses

Particulars	As at 31st March, 2017	As at 31st March, 2016
IDepreciation Expenses	465,662,136	400,004,487
Amortisation Expense	33,565,466	15,246,750
Imparment Loss	-	18,413,836
Loss on sale of Fixed Assets	-	12,706,174
Total	**499,227,601**	**446,371,247**

Note 32: Other expenses

Particulars	As at 31st March, 2017	As at 31st March, 2016
Advertisement and publicity expenses	7,504,369	152,222,334
Legal and professional fees	4,895,564	35,576,944
Office expenses	2,197,771	3,245,419
Rates and taxes	3,499,868	6,513,734
Corporate social responsibility expenses (Refer note 40)	-	6,106,517
Insurance	886,568	1,349,990
Loss on sale of fixed assets	7,033,730	-
Telephone and courier expenses	1,160,238	2,238,110
Auditors' remuneration (Refer note 39)	2,300,000	3,336,198
Brokerage and commission	460,742	7,769,912
Business promotion	553,694	1,024,829
Printing and stationery	786,940	1,132,294
Donation	525,000	168,001
Repairs and maintenance	1,050,819	1,768,241
Travelling and conveyance	2,493,079	14,822,894
Freight and delivery expenses	1,484,313	3,097,942
Provision for doubtful trade receivables	274,777,028	255,297,663
Director Sitting Fees	761,875	2,190,000
Miscellaneous expenses	3,646,861	9,382,938
Total	**316,018,458**	**507,243,958**

Note 33: Exceptional Items

Particulars	As at 31st March, 2017	As at 31st March, 2016
Lease Rent Equalization Reversal	-	32,192,511
Property Advance Forfeited	-	(45,000,000)
Capital WIP Written off*	89,052,535	-
Fixed Assets Written off*	775,946,131	-
Rent Deposit Written off*	14,466,025	-
Total	**879,464,691**	**(12,807,489)**

* written off due to closure of centres

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 34: Contingent Liabilities and Commitments (to the the extent not provided for)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
ICommitments			
Bank guarantee given in favour of Joint Commissioner Sales Tax / Charge Central Section, West Bengal	3,860,000	4,318,700	572,000
Total	**3,860,000**	**4,318,700**	**572,000**

Note 35: Related Party Disclosures

(i) As per Ind AS 24, the disclosures of transactions with the related parties are given below:
List of related parties where control exists and related parties with whom transactions have taken place and relationships:

a) List of related party

i. Key management personnel (KMP):	Mr.Rajesh Bhatia - Managing Director
	Mr.Vishal Shah - Director
ii. Relatives of key management personnel :	Mrs. Geeta Bhatia - wife of Mr.Rajesh Bhatia
iii. Associates company :	JT Infrastructure Private Limited
	Mehta Treehouse Infrastructure Private Limited
iv. Entity over which there is a significant control:	Tree House Foundation

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 35: Related Party Disclosures (Contd…)
b) Transactions undertaken / balances outstanding with related parties in the ordinary course of business

Particulars	Key management personnel (KMP)	Relatives of KMP	Associates company	Entity over which there is a significant control
Rent expense				
- Mr. Rajesh Bhatia	8,037,120	-	-	-
	(9,768,476)	-	-	-
- Mrs. Geeta Bhatia	-	8,037,120	-	-
	-	(9,768,476)	-	-
Remuneration				
- Mr. Vishal shah	800,000	-	-	-
	(2,850,000)	-	-	-
- Mr. Rajesh Bhatia	4,800,000	-	-	-
	(7,200,000)	-	-	-
Corporate Social responsibility expenses				
Tree House Foundation	-	-	-	-
	-	-	-	(3,406,517)

Figures in Bracket represents Previous Year's amounts.

c) Closing balances with related parties in the ordinary course of business

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Outstandings			
Trade Payables-Others			
Key management personnel	9,734,236	1,301,958	-
Relatives of KMP	9,734,235	1,301,957	-
Short Term Provision-Others			
Key management personnel	4,977,239	820,539	-
Investment			
Associate Company	109,800,000	109,800,000	112,410,000

Note 36: Employee Stock Option Plans

Fair Valuation of ESOP has not been carried out by the management as required within the meaning of Indian Accounting Standard (Ind AS) 109.

Workings for Related Party	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Short Term Provision-Others			
Key management personnel			
- Mr. Vishal shah	893,700	274,500	-
- Mr. Rajesh Bhatia	4,083,539	546,039	-
Total	**4,977,239**	**820,539**	**-**
Investment			
Associate Company			
- JT Infrastructure Private Limited	99,800,000	99,800,000	99,800,000
- Mehta Treehouse Infrastructure Private Limited	10,000,000	10,000,000	12,610,000
Total	**109,800,000**	**109,800,000**	**112,410,000**

Tree House Education & Accessories Limited

Notes on Standalone Financial Statements for the year ended 31st March, 2017

Note 37: Segment information

The activities of the Company comprise of only one business segment i.e. " providing education and related services including leasing of education infrastructure". The company operates in only one.

Note 38: Earnings Per Share

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Profit after tax	(1,629,427,978)	69,465,613
Weighted average number of shares outstanding (Basic)	42,310,724	42,310,724
Weighted average number of shares outstanding (Diluted)	42,310,724	42,310,724
Nominal value per share	10	10
Basic earnings per share	(38.51)	1.64
Diluted earnings per share	(38.51)	1.64

Note 39: Auditors' Remuneration (Excluding Service Tax)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Statutory audit fees	2,300,000	1,300,000
Tax audit fees	-	200,000
Other services	-	2,122,500
Total	**2,300,000**	**3,622,500**

Note 40: Corporate Social Responsibility (CSR) Expenses

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
A. Gross amount required to be spent by company during the year	10,901,943	13,059,829
B. Amount spent during the year.	-	6,106,517
C. Related party transaction in relation to corporate social responsibility expenses.	-	3,406,517
D. Provision made during the year	-	-
Total	**10,901,943**	**22,572,863**

Note 41: Foreign Currency Expenses

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Travel	-	499,381
Total	**-**	**499,381**

Note 42: Disclosure on Specified Bank Notes

During the year, the Company had no Specified Bank Notes (SBNs) as defined in the MCA Notification, G.S.R. 308(E), dated March, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows:

Particulars	SBNs*	Other Denomination notes	Total
Closing cash in hand as on November 8, 2016	Nil	155,450	155,450
Add: Permitted Receipts	Nil	Nil	Nil
Less: Permitted Payments	Nil	Nil	Nil
Less: Amount deposited in Banks	Nil	Nil	Nil
Closing Cash in hand as on December 30, 2016	Nil	155,450	155,450

*For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O.3407(E), dated November 8, 2016.

Note 43: Approval of financial statements

The financial statements were approved for issue by the board of directors on 12th June, 2017

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017

Note44 :- - FIRST-TIME ADOPTION OF Ind AS (Contd..)

The following explains the material adjustments made while transition from previous accounting standards to IND AS:

A. Proposed dividend

Under the previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financialstatements were considered as adjusting events and accordingly, provision for proposed dividend was recognised as a liability. Under IndAS,such dividends are recognised when the same is approved by the shareholders in the general meeting. Accordingly, the liability for proposeddividendof Rs. 846.21 Lakhs as at 1st April, 2015 included under provisions has been reversed with corresponding adjustment to retainedearnings. Consequently, the total equity has been increased by an equivalent amount.

B.Amortisation of Goodwill

Under the previous GAAP, goodwill acquired by the company was amortised @10%amortisiation rate on a straight line method basis.

Under Ind AS38 , goodwill arising on business combiniationscan not be amortised and is only to be tested for impairment.

Accordingly the amortisation amount of Rs. 39.04 lakhs for financial year 31st March 2015, and 31st March 2016 is reversed with corresponding adjustment to retained earnings.

C. Rent Equalization

Under the previous GAAP, straight lining of lease payments under long term operating lease contracts is mandatory. However, under Ind AS, straight lining of lease payments are not required if the escalation in lease payments are made only to compensate the lessor for expected inflationary cost. Accordingly, the company assesses that the escalations in the lease payments over the period of lease is only to compensation the expected inflation and hence the impact of straight lining is reversed with corresponding impact in the retained earnings.

D. Retained earnings

Retained earnings as at April 1, 2015 has been adjusted consequent to the above Ind AS transition adjustments .

E. Re-measurements of post employment benefit obligation

Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interestexpense on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous GAAP,theseremeasurements were forming part of the profit and loss for the year. As a result of this change, the profit for the year ended March 31, 2016 increased by Rs. 21.51 lakhs There is no impact on the total equity as at 31st March, 2016.

F. Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standardrequires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profitand loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income

did not exist under previous GAAP.

G.Deferred Tax

Deferred Tax on aforesaid IND AS adjustments.

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017

Note44 :- - FIRST-TIME ADOPTION OF Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2016, with a transition date of 1st April, 2015. Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March, 2017 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Optional Exemptions availed.

(a) Deemed Cost

The Company has opted paragraph D7 AA and accordingly considered the carrying value of property, plant and equipments and Intangible assets as deemed cost as at the transition date.

(b) Investments in subsidiaries, joint ventures and associates

The Company has opted para D14 and D15 and accordingly considered the Previous GAAP carrying amount of Investments as deemed cost as at the transition date.

B. Applicable Mandatory Exceptions

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 1 April 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP.

(b) Classification and measurement of financial assets

As required under Ind AS 101 the company has assessed the classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

C. Transition to Ind AS - Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

I Reconciliation of Balance sheet as at 31st March, 2016 and 1st April, 2015 (Transition Date)

II. Reconciliation of Total Comprehensive Income for the year ended 31st March, 2016

III. Reconciliation of Equity as at April 1, 2015 and as at March 31, 2016

The presentation requirements under Previous GAAP differs from Ind AS, and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 44 : First Time Adoption of Ind AS (Contd…)

I. Reconciliation of Balance Sheet as 31st March, 2016 and 1st April, 2015

	Notes to First time adoption	As at 31 March 2016			As at 1st April, 2015		
		Previous GAAP	Effect of transition to IND AS	As per IND AS Balance Sheet	Previous GAAP	Effect of transition to IND AS	As per IND AS Balance Sheet
ASSETS							
Non-current assets							
Property, plant and equipment		3,478,616,968		3,478,616,968	1,993,554,209		1,993,554,209
Capital work-in-progress		35,801,122		35,801,122	251,606,230		251,606,230
Investment Properties		925,761,926		925,761,926	941,522,491		941,522,491
Goodwill	B	6,718,113	3,904,198	10,622,311	8,670,215	1,952,099	10,622,312
Intangible assets		232,538,286		232,538,286	266,198,870		266,198,870
Intangible assets under development		10,898,874		10,898,874	10,898,874		10,898,874
Financial assets							
- Investments		109,800,000		109,800,000	112,410,000		112,410,000
- Loans		55,276,125		55,276,125	26,702,525		26,702,525
- Other financial assets		2,123,769,498		2,123,769,498	1,643,628,428		1,643,628,428
Other Non Current Assets		78,153,661		78,153,661	639,898,614		639,898,614
Total Non Current Assets		**7,057,334,573**	**3,904,198**	**7,061,238,771**	**5,895,090,456**	**1,952,099**	**5,897,042,553**
Current assets							
Inventories		43,279,029		43,279,029	52,116,190		52,116,190
Financial assets							
- Trade receivables		571,111,372		571,111,372	429,695,291		429,695,291
- Cash and cash equivalents		81,891,218		81,891,218	194,147,578		194,147,578
- Bank Balances other than Cash and cash equivalents		139,355,848		139,355,848	1,419,572,000		1,419,572,000
- Loans		29,652,315		29,652,315	52,211,563		52,211,563
- Other financial assets		448,071		448,071	2,234,464		2,234,464
Other current assets		17,564,562		17,564,562	-		-
Total current assets		**883,302,415**	**-**	**883,302,415**	**2,149,977,087**	**-**	**2,149,977,087**
Total Assets		**7,940,636,987**	**3,904,198**	**7,944,541,186**	**8,045,067,542**	**1,952,099**	**8,047,019,640**
EQUITY AND LIABILITIES							
Equity							
Equity Share capital		423,107,240		423,107,240	423,107,240		423,107,240
Other equity	D	6,123,854,363	7,328,477	6,131,182,840	6,024,138,278	109,268,989	6,133,407,267
Money received against share warrants		-	-	-	-	-	-
Total equity		**6,546,961,603**	**7,328,477**	**6,554,290,080**	**6,447,245,518**	**109,268,989**	**6,556,514,507**
Liabilities							
Non-current liabilities							
Financial liabilities							
- Borrowings		531,742,655		531,742,655	411,179,815		411,179,815
- Other financial liabilities							
Provisions		7,336,756	-	7,336,756	5,318,031		5,318,031
Deferred tax liabilities (Net)	G	22,505,459	1,729,565	24,235,024	4,235,648	2,974,256	7,209,904
Total non-current liabilities		**561,584,870**	**1,729,565**	**563,314,435**	**420,733,494**	**2,974,256**	**423,707,750**
Current liabilities							
Financial liabilities							
- Borrowings		457,386,905		457,386,905	647,030,746		647,030,746
- Trade payables	C	206,300,249	(5,153,844)	201,146,405	125,039,613	**(8,750,386)**	116,289,227
- Other financial liabilities		3,185,935		3,185,935	1,031,863		1,031,863
Provisions		1,798,627		1,798,627	216,103,076	(101,540,760)	114,562,316
Other current liabilities		163,418,799		163,418,799	187,883,231		187,883,231
Total current liabilities		**832,090,515**	**(5,153,844)**	**826,936,671**	**1,177,088,529**	**(110,291,146)**	**1,066,797,383**
Total Liabilities		**1,393,675,385**	**(3,424,279)**	**1,390,251,106**	**1,597,822,023**	**(107,316,890)**	**1,490,505,133**
Total equity and liabilities		**7,940,636,988**	**3,904,198**	**7,944,541,186**	**8,045,067,542**	**1,952,099**	**8,047,019,640**

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 44: First Time adoption of Ind AS (Contd..)
II. Reconciliation of Statement of profit and loss for the year ended 31st March, 2016

	Note	Year ended 31st March, 2016		
		Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet
INCOME				
Revenue from Operations		2,093,282,659	-	2,093,282,659
Other Income		100,937,720	-	100,937,720
Total Revenue		**2,194,220,379**	**-**	**2,194,220,379**
EXPENDITURE				
Operating Expenses		618,697,408		618,697,408
Employee Benefits Expense	E	303,249,650	2,150,849	305,400,499
Finance Costs		167,202,230	-	167,202,230
Depreciation and Amortisation Expense	B	448,323,346	(1,952,099)	446,371,247
Other Expenses		507,243,958	-	507,243,958
Total Expenses		**2,044,716,592**	**198,750**	**2,044,915,342**
Profit before exceptional items and tax		**149,503,787**	**(198,750)**	**149,305,037**
Less: Exceptional Items				
Lease Rent Equalization Reversal		(32,192,511)	-	(32,192,511)
Property Advance Forfeited		45,000,000	-	45,000,000
Total Exceptional Items		**12,807,489**	**-**	**12,807,489**
Profit/(Loss) Before Tax		**162,311,276**	**(198,750)**	**162,112,526**
Tax Expenses				
Current Tax		72,347,130		72,347,130
Deferred Tax	G	18,269,811	(1,989,057)	16,280,754
Short / (Excess) provision of earlier years		4,019,029		4,019,029
Profit/(Loss) for the Year (A)		**67,675,306**	**1,790,307**	**69,465,613**
Other comprehensive income:				
i. Items that will not be reclassified to profit or loss-Actuarial (Loss)/Gain	F	-	2,150,849	2,150,849
ii. Income tax relating to items that will not be reclassified to profit or loss	G	-	(744,366)	(744,366)
Other comprehensive income for the year (B)		**-**	**1,406,483**	**1,406,483**
Total comprehensive income for the year (A+B)		**67,675,306**	**3,196,790**	**70,872,096**

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2017
Note 44: First Time adoption of Ind AS (Contd..)
III.A. Reconciliation of Equity

Sr. No		Notes	As at 31st March, 2016	As at 1st April, 2015
	Total Equity* under Previous GAAP		**6,546,961,603**	**6,447,245,518**
	Adjustments impact: Gain/ (Loss)			
1	Proposed dividend	A	-	84,621,448
2	Dividend distribution tax on proposed dividend		-	16,919,312
3	Amortisation of Goodwill	B	3,904,198	1,952,099
4	Reversal fo Rent equalisation reserve	C	5,153,844	8,750,386
5	Deferred Tax	G	(1,729,565)	(2,974,256)
	Total Ind AS Adjustments		**7,328,477**	**109,268,989**
	Total Equity under Ind AS		**6,554,290,080**	**6,556,514,507**

* Including Share Application Money pending for allotment.

III.B. Reconciliation of Income Statement

Sr. No		Notes	As at 31st March, 2016
	Profit After tax under Previous GAAP		**67,675,306**
	Adjustments Gain/ (Loss)		
1	Amortisation of Goodwill	B	1,952,099
2	Acturial Gain	E	(2,150,849)
3	Deferred Tax	G	1,989,057
	Total Ind AS Adjustments		**1,790,307**
	Profit After tax as per Ind AS		**69,465,613**
	Other Comprehensive Income (net of tax)	F, G	1,406,483
	Total Comprehensive Income as per Ind AS		**70,872,096**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
TREE HOUSE EDUCATION & ACCESSORIES LIMITED

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **TREE HOUSE EDUCATION & ACCESSORIES LIMITED** ("hereinafter referred to as "the Venture Company") and its jointly controlled entities which are companies incorporated in India; comprising of the consolidated Balance Sheet as at **March 31, 2017**, the consolidated Statement for the year then ended and the statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Venturer Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act 2013 (hereinafter referred to as "the Act") that give true and fair view of the consolidated financial position, consolidated financial performance consolidated cash flows and changes in equity of the Venture Company and its jointly controlled entities which are companies incorporated in India in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Venturer Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. The respective Board of Directors of the jointly controlled entities which are companies incorporated in India are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Venturer Company and its jointly controlled entities which are companies incorporated in India and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which has been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Venturer Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provision of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Venturer Company's Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their

reports referred to in sub-paragraph 1 of the Other Matters paragraph below is sufficient and appropriate to provide a basis for our adverse opinion on the consolidated Ind AS financial statements.

2. The composition of the CSR Committee

Basis of Adverse Report

1. We draw your attention to Note No 2A, in notes on account to the consolidated Ind AS Financial Statements, with regard to Fixed Assets. The Venturer Company has discontinued most of the centres operated by the Venturer company and have converted some of them into franchisee. The Venturer Company has not passed any adjustment entries / impairment loss for most of the centres discontinued/ closed/ converted into franchisee during the year.

   The management has informed us that the recoverable amount of these assets within the meaning of Indian Accounting Standards (IND AS) –36 is more than the carrying value and as such no amount needs to be recognized in the consolidated Ind AS Financial Statements for impairment loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency and the uncertainty of resumption of future operation/ results of future operations thereof. We are unable to comment on the carrying value of these assets.

2. We draw attention to Note 4B, in notes on account to the consolidated Ind AS Financial Statements in respect to non-impairment of “Business Commercial Rights” – Management has informed us that the recoverable amount of these intangible Assets within the meaning of Indian Accounting Standards (IND AS) -36 is more than the carrying value and as such no amount needs to be recognized in the consolidated Ind AS Financial Statements for impairment loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency and the uncertainty of resumption of future operation/ results of future operations thereof. We are unable to comment on the carrying value of these assets.

3. We draw attention to Note 7, in notes on account to the consolidated Ind AS Financial Statements in respect to various deposits given to Educational trust amounting to Rs. 18889 lacs, the balance lying in the Venturer Company's books could not be verified in absence of confirmations received from the trust.

   Further the management has informed that the carrying amount of these deposits classified as financial assets have not been accounted at fair value as required within the meaning of Indian Accounting Standard (Ind AS) 109. In view of the management the carrying amount of these assets is the fair value and no amount needs to be recognized as loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency. We are neither able to comment on the carrying value of these assets nor we are able to ascertain the impact of not valuing these deposits at fair value in the attached financial results.

4. We draw attention to Note 6, 7, 10, 14, 22, 23 & 36, in notes on account to the consolidated Ind AS Financial Statements, where in the Venturer Company has not carried out the fair valuations of assets classified as financial assets and financial liabilities including ESOP's, as required and stated in compliance to Indian Accounting Standards issued under Companies (Indian Accounting Standards) Rules 2015. Therefore, the possible impact of the same on the profit & loss and retained earnings, if any, cannot be ascertained.

5. We draw attention to Note 10, in notes on account to the consolidated Ind AS Financial Statements in respect to Trade Receivables amounting to Rs. 2877 lacs due from Educational trust, the deliverables and receipts are outstanding for a long time. Absence of recoveries from these parties since long indicates the existence of material uncertainty that may cast doubt on the recoverability of these receivables. However, in view of management no provision is required as such balances are good and recoverable.

6. We draw attention to Note 14, in notes on account to the consolidated Ind AS Financial Statements in respect to the carrying value of lease deposits with landlords amounting to Rs. 1473 lacs related to closed/ discontinued centres and administrative office. We are of the opinion that the recoverable amount is much

lower that the carrying value of these lease deposits and impairment test needs to be carried out.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matters described in the basis of Adverse Opinion paragraph above, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Venturer Company and its jointly controlled entities which are companies incorporated in India as at March 31, 2017, and their consolidated loss (including other comprehensive income), their consolidated cash flows and the consolidated changes in Equity for the year ended on that date.

Other Matters

1. We did not audit the financial statements of 2 Joint Ventures Included in the consolidated financial results, whose financial statements reflect total assets 2155 lacs as at March 2017, total revenues of Rs. 5 lacs total net loss after tax of 37.29 lacs and total comprehensive Income of Rs NIL for the year ended on that date as considered in the consolidated financial results. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion of the consolidated financial results in so far as it relates to the amounts and disclosures included in respect of these joint venture is solely based on the reports of the other auditors.

2. The Venture Company has defaulted in repayment of loans availed from financial institutions due to which these borrowings have been classified as short term borrowings. The amount payable to financial institutions is Rs. 7260 lacs.

3. No revenue is received from school management services rendered to K-12 schools from last 2 quarters and the invoices raised in the first 2 quarters have also not been acknowledged by the other party creating dispute over its realization.

   In our opinion, since there is no probable certainty of revenue from the cash generating unit, the carrying amount shown under “Business Commercial Rights (BCR) under Intangible assets needs to be impaired and impairment test is required as per Indian Accounting Standard (IND-AS)-36 and impairment loss needs to be recognized.

   Management has informed us that the recoverable amount of these Intangible Assets within the meaning of Indian Accounting Standards (IND AS) -36 is more than the carrying value and as such no amount needs to be recognized in the financial statements for impairment loss. We have not been able to validate this assertion in the absence of internal exercise or external valuation report of an independent agency and the uncertainty of resumption of future operation/ results of future operations thereof. We are unable to comment on the carrying value of these assets.

4. The policies, procedures and overall internal controls needs to be strengthen in order to provide proper evidences regarding recoverability of receivables, valuations of financial assets including deposits, write off of fixed assets including impairments and accounting for direct & indirect taxes including other statutory compliances and timely and proper recording of capital and revenue transactions. We are unable to ascertain its impact, if any on the statement in respect of the above matters.

5. The Venture Company has neither carried out the fair valuations of assets classified as financial assets and financial liabilities including ESOP'S, nor it has carried out the impairment testing for intangible assets (Goodwill & Brands) wherever required and stated above in compliance to Indian Accounting Standards issued under Companies (Indian Accounting standards) Rules 2015. Therefore, the possible impact of the same on the profit & loss and retained earnings, if any, cannot be ascertained.

6. Confirmation letters have been sent by the company to Sundry Creditors and parties to whom Loans and Advances have been granted for confirming the balances lying in their ledger accounts in books of the

company. In view of confirmations having been received from only few of the parties, the balances under these heads have been shown as per books of accounts and are subject to reconciliation and adjustment, if any.

7. Some landlords, creditors as well as statutory authorities have initiated legal proceedings against the Venture Company, which may result in compensation, interest and penalties. The possible impact of the same on financial results cannot be ascertained, pending such outcome.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements.

   b) In our opinion, proper books of account as required by law maintained by the Venturer Company and its jointly controlled entities which are incorporated in India including relevant records relating to preparation of aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and records of the Venturer Company and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained by the Venturer Company and its jointly controlled entities which are companies incorporated in India including relevant records relating to the preparation of the consolidated Ind AS financial statements.

   d) In our opinion the aforesaid consolidated Ind AS financial statements comply with the India Accounting Standards specified under Section 133 of the Act.

   e) On the basis of written representations received from the directors of the Venturer Company as on March 31, 2017 taken on record by the Board of Directors of the Venturer Company and the reports of the statutory auditors of its jointly controlled entities which are companies incorporated in India, none of the directors of the Venturer Company and its jointly controlled entities which are incorporated in India is disqualified as on 31st March, 2017, from being appointed as a director in terms of section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Venturer Company and its jointly controlled entities which are companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in Annexure A.

   g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated Ind AS financial statements disclose the impact, if any, of pending litigations as at March 31, 2017 on the consolidated financial position of the Venturer Company and its jointly controlled entities which are incorporated in India. However Venturer Company has numerous pending litigations and suits filed against the company and its directors which may impact its financial position. The Venturer Company has not disclosed the impact of such pending litigations.

      ii. The Venturer Company and its jointly controlled entities which are companies incorporated in India did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the

Venturer Company and its jointly controlled entities which are companies incorporated in India during the year ended March 31, 2017.

iv. In the consolidated Ind AS Financial Statements holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016, by the Venturer Company and its jointly controlled entities which are companies incorporated in India has been requisitely disclosed on the basis of Information available with the Company. Based on the audit procedures and relying on management representation we report that disclosures are in accordance with the books of accounts maintained by the Venturer Company and its jointly controlled entities which are companies incorporated in India as produced to us by the Management and the reports of the other auditors – Refer Note 42.

For Agarwal & Associates
Chartered Accountants
(Firm Regn No: 323210E)

Sd/-
CA Naresh Agarwal
(Partner)
(Membership No. 063049)

Place: Mumbai
Date: 12th June, 2017

Annexure "A" to the Independent Auditors' Report

REPORT ON THE INTERNAL FIANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (i) OF SUB SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017 we have audited internal financial controls over financial reporting of Tree House Education & Accessories Limited (hereinafter referred to as "the Venturer Company") and its jointly controlled entities which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FIANANCIAL CONTROLS

The respective Board of Directors of the Venturer Company its jointly controlled entities all incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Notes") issued by the Institute of Chartered Accountants of India and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit and evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

Because of the matter described in Disclaimer of opinion paragraph below, we were not able to obtain sufficient and appropriate audit evidence to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures

of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projection of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Disclaimer of Opinion

According to information and explanation given to us by the Venturer Company and its jointly controlled entities which are companies incorporated in India and based on the consideration of reports of other auditors, as referred to in the Other Matters paragraph, the company's internal financial control over financial reporting was not operative or was inappropriate in the current financial year to cover the essential components of Internal controls stated in Guidance Note on Audit of Internal Financial controls over Financial Reporting issued by ICAI.

Also the Internal Audit carried out by an independent firm did not covered the areas required to be covered as per the Guidance Note on Audit of Internal Financial controls over Financial Reporting.

Because of these reasons, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the company has adequate internal financial controls over financial reporting and whether such internal financial were operating effectively as at March 31, 2017.

We have considered the disclaimer report above in determining the nature, timing and extent of audit tests applied in our audit of standalone financial statements of the company, and the disclaimer does not affect our opinion on the consolidated financial statements of the company.

OTHER MATTERS

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as relates to financial statements of 2 jointly controlled entities which are incorporated in India is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect to this matter.

For Agarwal & Associates
Chartered Accountants
(Firm Regn No: 323210E)

Sd/-
CA Naresh Agarwal
(Partner)
(Membership No. 063049)

Place: Mumbai
Date: 12th June, 2017

Tree House Education & Accessories Limited
Consolidated Balance Sheet as at 31st March, 2017

Amount in Rs.

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
ASSETS				
Non-current assets				
Property, plant and equipment	2A	2,243,330,931	3,478,616,968	1,993,554,206.26
Capital work-in-progress	2B	-	35,801,122	251,606,230
Investment Properties	3	917,503,169	925,761,926	941,522,491
Goodwill	4A	10,622,313	10,622,313	10,622,313
Intangible assets	4B	198,972,818	232,538,284	266,198,870
Intangible assets under development	4C	-	10,898,874	10,898,874
Investments Accounted for using the equity method	5A	105,965,885	107,830,593	109,800,000
Financial assets:				
- Investments	5B	-	-	2,610,000
- Loans	6	55,276,125	55,276,125	26,702,525
- Other financial assets	7	1,904,235,200	2,123,769,498	1,643,628,428
Other Non Current Assets	8	-	78,153,661	639,898,614
Total Non Current Assets		**5,435,906,442**	**7,059,269,364**	**5,897,042,551**
Current assets				
Inventories	9	28,119,528	43,279,029	52,116,190
Financial assets:				
- Trade receivables	10	294,548,361	571,111,372	429,695,291
- Cash and cash equivalents	11	1,622,584	81,891,218	194,147,578
- Bank Balances other than Cash and cash equivalents	12	7,697,528	139,355,848	1,419,572,000
- Loans and Advances	13	15,602,487	29,652,315	52,211,563
- Other financial assets	14	192,514,159	448,071	2,234,464
Other Current Assets	15	30,183,530	17,564,562	-
Total current assets		**570,288,177**	**883,302,415**	**2,149,977,087**
Total Assets		**6,006,194,619**	**7,942,571,779**	**8,047,019,639**
EQUITY AND LIABILITIES				
Equity				
Equity Share capital	16	423,107,240	423,107,240	423,107,240
Other equity	17	4,504,218,437	6,129,213,433	6,133,407,265
Money received against share warrants		-		-
Total equity		**4,927,325,677**	**6,552,320,673**	**6,556,514,505**
Liabilities				
Non-current liabilities				
Financial liabilities:				
- Borrowings	18	-	531,742,655	411,179,815
Provisions	19	1,716,133	7,336,756	5,318,031
Deferred tax liabilities (Net)	20	(0)	24,235,024	7,209,904
Total non-current liabilities		**1,716,133**	**563,314,435**	**423,707,750**
Current liabilities				
Financial liabilities:				
- Borrowings	21	767,280,785	457,386,905	647,030,746
- Trade payables	22	215,264,382	201,146,405	116,289,227
- Other Financial Liabilities	23	10,717,852	3,185,935	1,031,863
Provisions	24	17,718,947	1,798,627	114,562,316
Other current liabilities	25	66,170,843	163,418,799	187,883,231
Total current liabilities		**1,077,152,809**	**826,936,671**	**1,066,797,383**
Total Liabilities		1,078,868,942	1,390,251,106	1,490,505,133
Total equity and liabilities		**6,006,194,619**	**7,942,571,779**	**8,047,019,639**
Significant Accounting Policies	1			
The Notes are an integral part of these consolidated financial statements				

As per our report of even date

For Agarwal & Associates.
Chartered Accountants
Firm Registration No. 323210E

Naresh Agarwal
Partner
Membership No. 063049

Place: Mumbai
Date : 12/06/2017

CIN No. L80101MH2006PLC163028
For and on behalf of the Board of Directors of,
Tree House Education & Accessories Limited

Rajesh Bhatia
Managing Director
DIN No: 00074393

Deepak Valecha
Director
DIN No: 07736480

Geeta Bhatia
Director
DIN No: 00074444

Navin Kumar
Chief Financial Officer

Tree House Education & Accessories Limited
Consolidated Statement of Profit & Loss for the year ended 31st March, 2017

Amount in Rs.

Particulars	Note No.	Year ended 31st March, 2017	Year ended 31st March, 2016
I. INCOME			
Revenue from Operations	26	592,664,333	2,093,282,659
Other Income	27	37,231,771	100,937,720
Total Income		629,896,104	2,194,220,379
II. EXPENSES			
Operating expenses	28	349,816,758	618,697,408
Employee Benefits Expense	29	130,473,651	305,400,499
Finance Costs	30	107,494,345	167,202,230
Depreciation and Amortisation Expense	31	499,227,601	446,371,247
Other Expenses	32	316,018,458	507,243,958
Total Expenses		**1,403,030,814**	**2,044,915,342**
III. Profit/ (Loss) before exceptional items and tax		(773,134,710)	149,305,037
IV. Share of net profit/(loss) of associates and joint ventures accounted for using the equity method		**(1,864,707)**	**(1,969,407)**
V. Less: Exceptional Items	**33**	**(879,464,691)**	**12,807,489**
VI. Profit/(Loss) Before Tax from continuing operations		**(1,654,464,109)**	**160,143,119**
VII. Tax Expenses			
Current Tax		-	72,347,130
Deferred Tax		(24,235,024)	16,280,754
Short / (Excess) provision of earlier years		1,063,601	4,019,029
VIII. Profit/(Loss) for the Year (A)		**(1,631,292,686)**	**67,496,206**
IX. Other comprehensive income:			
(i) Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit plans		6,297,690	2,150,849
Income tax relating to above items	-	(744,366)	
Other Comprehensive Income for the year (B)		6,297,690	1,406,483
X. Total comprehensive income for the year (A+B)		**(1,624,994,996)**	**68,902,689**
XI. Earnings per equity share of face value of Rs.10 each			
Basic (in Rs.)		(38.56)	1.60
Diluted (in Rs.)		(38.56)	1.60
Significant Accounting Policies	**1**		
The Notes are an integral part of these financial statements			

As per our report of even date

For Agarwal & Associates.
Chartered Accountants
Firm Registration No. 323210E

Naresh Agarwal
Partner
Membership No. 063049

Place: Mumbai
Date : 12/06/2017

CIN No. L80101MH2006PLC163028
For and on behalf of the Board of Directors of,
Tree House Education & Accessories Limited

Rajesh Bhatia
Managing Director
DIN No: 00074393

Deepak Valecha
Director
DIN No: 07736480

Geeta Bhatia
Director
DIN No: 00074444

Navin Kumar
Chief Financial Officer

Tree House Education & Accessories Limited
Consolidated Cash Flow Statement for the year ended 31st March, 2017

Amount in Rs.

	Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
A	**Cash flows from operating activities**		
	Profit before tax	**(1,654,464,109)**	**160,143,119**
	Adjustments for:		
	Depreciation / amortisation	499,227,601	446,371,247
	Loss on sale of fixed assets	7,033,730	-
	Capital WIP written off	89,052,535	-
	Fixed Assets w/off	775,946,131	-
	Remeasurement of net defined benefit plans	6,297,690	2,150,849
	Finance charges	107,494,345	167,202,230
	Advance Forfeited	-	(45,000,000)
	Net gain on sale of fixed assets	-	(2,863,399)
	Loss by Flood	-	447,949
	Interest on fixed deposits	(5,474,770)	(98,054,765)
	Share of net profit/(loss) of associates and joint ventures	1,864,707	1,969,407
	Operating profit before working capital changes	**(173,022,139)**	**632,366,636**
	Adjustments for:		
	(Increase)/Decrease in inventories	15,159,501	8,837,161
	Deposits given to K-12 Schools	(19,890,000)	(468,401,000)
	Decrease/(Increase) in sundry debtors	276,563,011	(141,416,081)
	(Increase)/Decrease in Financial Loans	14,049,828	(6,014,351)
	(Increase)/Decrease in Other Financial Assets	47,490,770	(11,740,070)
	(Increase)/Decrease in Other Current Assets	-	(17,564,562)
	Increase in liabilities and provisions	(65,298,366)	75,844,863
	Cash generated from operations	**95,052,605**	**71,912,596**
	Income tax paid	(13,682,569)	(212,144,195)
	Net cash generated from operating activities	**81,370,036**	**(140,231,599)**
B	**Cash flow from investing activities**		
	Purchase of fixed assets (including capital work in progress)	(25,340,706)	(1,080,502,309)
	Insurance claim received	-	1,714,916
	Proceeds from Sale of Fixed Assets	56,044,626	45,000,000
	Purchase of investments		2,610,000
	Interest received	5,342,211	99,841,158
	Net cash used in investing activities	**36,046,130**	**(931,336,235)**
C	**Cash flow from financing activities**		
	Proceeds from issue of shares including securities premium	-	
	Payment of Dividends	-	(84,621,448)
	Share issue expenses	-	-
	Repayment of term loan	-	-
	Proceeds from term loan	-	480,000,000
	Proceeds from working capital loan (net)	(221,848,775)	(549,081,001)
	Interest paid	(107,494,345)	(167,202,230)
	Net cash provided by financing activities	**(329,343,120)**	**(320,904,679)**
	Net increase in cash and cash equivalents during the year	(211,926,953)	(1,392,472,513)
	Cash and cash equivalents as at the beginning of the year	221,247,066	1,613,719,578
	Cash and cash equivalents as at the end of the year (Refer Note 11 and 12)	9,320,112	221,247,066

Notes:

1 Cash and cash equivalents above includes fixed deposits of Rs. 38,00,000/- (Previous Year Rs. 13,50,00,000/-) placed with a bank against working capital loan obtained from them.

2 Cash and cash equivalents above includes fixed deposits of Rs.38,60,000/- (Previous Year Rs. 43,18,700/-) placed with a bank against which the bank has given a guarantee.

3 The company can utilise these balance only towards the settlement of unclaimed dividend.

As per our report of even date

For Agarwal & Associates.
Chartered Accountants
Firm Registration No. 323210E

Naresh Agarwal
Partner
Membership No. 063049

Place: Mumbai
Date : 12/06/2017

CIN No. L80101MH2006PLC163028
For and on behalf of the Board of Directors of,
Tree House Education & Accessories Limited

Rajesh Bhatia
Managing Director
DIN No: 00074393

Deepak Valecha
Director
DIN No: 07736480

Geeta Bhatia
Director
DIN No: 00074444

Navin Kumar
Chief Financial Officer

Notes to the Financial Statements,for the year ended March 31,2017.

1.1 Corporate Information

Tree House Education & Accessories Ltd is a public company domiciled in India and incorporated on July 10, 2006 under the provisions of the companies Act 1956. The company's principal business is providing education and related services including leasing of education infrastructure.

1.2 Basis of preparation and summary of significant Accounting policies

(a) Basis of preparation

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules,2015 as amended and other relevant provisions of the Act.

These financial statements for the year ended 31st March, 2017 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended 31st March, 2016, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2015 being the date of transition to Ind AS.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

1) certain financial assets and liabilities that are measured at fair value;
2) assets held for sale - measured at lower of carrying amount or fair value less cost to sell;
3) defined benefit plans - plan assets measured at fair value;

(iii) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(b) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(C) Property, furniture and fixtures

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2015 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, furniture and fixture sequipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on Buildings, Furniture & Fixture, is provided on a Straight Line Method.

Leasehold property is amortised over the period of lease. Lease hold improvements are amortised over the period of lease or estimated useful life, whichever is lower.

The Company depreciates its property, furniture & fixture , equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believe that useful life of assets are same as those prescribed in Schedule II to the Act,

Assets Head	Years
Tangible Fixed Assets	
Building (Other than factory building)	60
Furniture and fittings	8
Office Equipment	5
Electrical equipment	10
Teaching aid and equipment	5
Computers/Laptops	3
Vehicles	8

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.
In case of pre-owned assets, the useful life is estimated on a case to case basis.
Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(d) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.
Depreciation on building is provided over it's useful life using the written down value method.Useful life considered for calculation of depreciation for assets class are as follows-
Non- Factory Building 60 years

(e) Intangible assets

Goodwill

Goodwill is stated at cost, less impairments, if any.

Business Commercial Rights (BCR)

BCR is stated at cost, less accumulated amortisation and impairments, if any.

Trademark

Goodwill is stated at cost, less accumulated amortisation and impairments, if any.
Amortisation method and useful life
The Company amortizes BCR on the straight-line method over the period of 30 years, and trade mark is amortized on the straight-line method over the period of 10 years.
Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(f) Lease

Operating Lease

As a lessee
Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a lessor
Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the

excepted inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(g) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft,deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or lessthat are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Inventories

Inventories of books, school kits and, Stores are stated 'at cost or netrealisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprise all cost of purchase, cost of conversion andother costs incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventoryof finished goods is included as part of finished goods. Cost formulae used are 'First-in-First-out', Due allowance is estimated and made for defective and obsolete items, wherever necessary.

Investments in subsidiaries, joint ventures and associates

Investments in subsidiaries, joint ventures and associates are recognised at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

(j) Investments and other financial assets

(Iassification

The Company classifies its financial assets in the following measurement categories:

(1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement ofProfit and Loss), and

(2) those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value.

Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

(1) Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income
using the effective interest rate method.

(2) Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends

on whether there has been a significant increase in credit risk.

Income recognition

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts, loyalty discount.

Income from Services

Revenue is recognized on rendering of services and is recognized when there are no significant uncertainties as to its measurability or collectability.

In instances where fees are received during a term, revenue is recognized on a proportionate basis for the period which falls under the current reporting period and the balance is shown as advance fees received.

Revenue from consultancy services is recognized on rendering of services, as evidenced from the customers'

acknowledgment of services received. In respect of
non-refundable fees for consultancy services rendered to franchisee for setting up of its operations, the rendering of service generally coincides with signing of the franchisee service agreement.

Royalty income

Royalty income is recognized as per the franchise agreement at specified percentage of gross revenue earned by the franchisee or as per the agreement.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Sale of goods

The revenue from sale of education aids is recognized on transfer of property in goods which generally coincides with dispatch /delivery to the customer.

Interest income

Interest income from debt instruments is recognised using the effective interest rate method.

Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.
Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal Company classified as held for sale continue to be recognised.

Derivative financial instruments

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Employee benefits

Provident fund:

Company's contributions paid / payable to provident fund authorities are recognised in the Statement of Profit and Loss of the year when the contribution to the fund is due.

Gratuity:

Gratuity is a post-employment benefit and is in the nature of defined benefit plan. The liability recognised in the Balance Sheet in respect of the gratuity is present value of the defined benefit obligation at the Balance Sheet date less the fair value of the plan assets, together with adjustments for unrecognized actuarial gains or losses and past service cost. The defined benefit obligation is calculated at the Balance Sheet date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the Statement of Profit and Loss in the year in which such gains or losses arise.

Compensated absences

The employees of the Company are entitled to compensate absences which are non-accumulating in nature. Expenses on non-accumulating compensated absences are recognized in the year in which the absence occurs.

Foreign currency transactions

(a) Initial recognition:

Transactions in foreign currencies entered into by the company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

(b) Measurement of foreign currency items at the Balance Sheet date: Foreign currency monetary items restated or retranslated at the closing exchange rates. Non-Monetary items are reported at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are recognized in the Statement of Profit and Loss.

(b) Measurement of foreign currency items at the Balance Sheet date: Foreign currency monetary items restated or retranslated at the closing exchange rates. Non-Monetary items are reported at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are recognized in the Statement of Profit and Loss.

Borrowing Costs

Borrowing costs directly attributable to the acquisition and construction of qualifying asset are capitalized as part of the cost of such asset up to the date of such asset being ready for its intended use. Other borrowing costs are treated as revenue expenditure.

Leases

Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and rewards of ownership during the lease term, are classified as operating leases.Lease rentals in respect of assets taken under an operating lease are charged to the Statement of Profit and Loss on straight line basis over the initial period of the lease.

Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Expenses, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage, etc. are recognised immediately in the Statement of Profit and Loss.

Taxes on income

Tax expense comprises of both current and deferred taxes. The current charge for income taxes is calculated in accordance with the relevant tax regulations. Deferred taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date.

Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain/virtually certain that future taxable income will be available against which such deferred tax assets can be realised.

Share issue expenses

Share issue expenses are adjusted in the same year against the Securities Premium Account as permitted by section 52 of the Companies Act 2013. In case of insufficient balances in the Securities Premium Account, unadjusted share issue expenses are amortized over a period of 5 years. In case there arises a securities premium balance subsequently, unadjusted share issue expenses would not be amortized but will be adjusted against the Securities Premium Account.

Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities are segregated.

Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Employee Stock Option Costs

Measurement and disclosure of the employee share based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Guidance Note on Accounting for Employee Share-based Payments, issued by ICAI. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expenses is amortized over the vesting period of the option on a straight line basis.

Trade Receivables

Trade receivables are stated after writing off debts considered as bad. Adequate provision is made for debts considered doubtful.

Cash and Cash Equivalents

Cash and Cash Equivalents for the purpose of Cash flow statements comprise Cash and Cheques in hand, bank balances, demand deposits with banks and other short term highly liquid investments where the original maturity is three months or less.

Amendments to Ind AS 7, 'Statement of cash flows' on disclosure initiative:

The amendment to Ind AS 7 introduce an additional disclosure that will enable users of financial statements to evaluate changes inliabilities arising from financing activities. This includes changes arising from cash flows (e.g. drawdowns and repayments of borrowings)and non-cash changes (i.e. changes in fair values), Changes resulting from acquisitions and disposals and effect of foreign exchangedifferences. Changes in financial assets must be included in this disclosure if the cash flows were, or will be, included in cash flows fromfinancing activities. This could be the case, for example, for assets that hedge liabilities arising from financing liabilities. The Company iscurrently assessing the potential impact of this amendment. These amendments are mandatory for the reporting period beginning on orafter April 1, 2017.

Critical estimates and judgements -

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results.

Management also need to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which

are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimtes or judgement are:

Estimation of Defined benefit obligation - refer note

Estimation of current tax expenses and Payable - refer note

Tree House Education & Accessories Limited
Consolidated Statement of Change in Equity For the Year ended 31st March, 2017

A. Equity Share Capital

Amount in Rs.

Particulars	Amount
Balance as at 1at April, 2015	**423,107,240**
Changes in equity share capital during the year	-
Balance as at 31st March, 2016	**423,107,240**
Changes in equity share capital during the year	-
Balance as at 31st March, 2017	**423,107,240**

B. Other Equity

Amount in Rs.

Particulars	Amount			Total
	Securities Premium Account	General reserve	Retained Earnings	
Balance as at 1st April, 2015	**4,602,815,570**	**75,947,517**	**1,454,644,179**	**6,133,407,265**
Profit for the year			67,496,206	67,496,206
Other Comprehensive Income for the yea			1,406,483	1,406,483
Total Comprehensive Income for the year			**68,902,689**	**68,902,689**
Dividends			(84,621,448)	(84,621,448)
Tax on dividend			(16,919,312)	(16,919,312)
Add : Rent Equaliser provision reversed last year now added			32,192,511	32,192,511
Less : DDT on Dividend Provision pertaining to FY 2013-14			(151,731)	(151,731)
Add: Reversal fo Rent equalisation reserve			(3,596,542)	(3,596,542)
Balance as at 31st March, 2016	**4,602,815,570**	**75,947,517**	**1,450,450,346**	**6,129,213,433**
Balance as at 1st April, 2016	**4,602,815,570**	**75,947,517**	**1,450,450,346**	**6,129,213,433**
Profit for the year			(1,631,292,686)	(1,631,292,686)
Other Comprehensive Income for the year			6,297,690	6,297,690
Total Comprehensive Income for the year			**(1,624,994,996)**	**(1,624,994,996)**
Balance as at 31st March, 2017	**4,602,815,570**	**75,947,517**	**(174,544,649)**	**4,504,218,437**

As per our report of even date

For Agarwal & Associates.
Chartered Accountants
Firm Registration No. 323210E

Naresh Agarwal
Partner
Membership No. 063049

Place: Mumbai
Date : 12/06/2017

CIN No. L80101MH2006PLC163028
For and on behalf of the Board of Directors of,
Tree House Education & Accessories Limited

Rajesh Bhatia
Managing Director
DIN No: 00074393

Deepak Valecha
Director
DIN No: 07736480

Geeta Bhatia
Director
DIN No: 00074444

Navin Kumar
Chief Financial Officer

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 2A: Property, Plant and Equipment

Particulars	Lease Hold Improvements	Teaching aid and Equipments	Office Equipment	Furniture & Fixture	Electrical Equipment	Computers	Vehicles	Assets Under Write Off / Reuse	Total
Gross Carrying amount									
Deemed Cost as at 1st April 2015	587,502,436	44,226,994	11,331,028	1,894,301,591	27,611,927	11,142,644	8,121,822	-	2,584,238,442
Additions	66,535,421	13,683,992	14,836,526	1,791,039,677	566,750	1,685,400	1,171,812	-	1,889,519,578
Disposals	50,566,129	-	-	2,305,370	-	-	-	-	52,871,499
Reclassification of asset held for Sale	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2016	603,471,729	57,910,985	26,167,554	3,683,035,898	28,178,677	12,828,043	9,293,634	-	4,420,886,520
Additions	4,848,514	-	-	-	-	7,199	-	739,809,834	744,665,547
Disposals	78,808,338	329,755	958,658	998212893.6	97500	-	2,138,272	726,671,086	1,807,216,501
Reclassification of asset held for Sale	-	-	-	-	-	-	-		-
Balance as at 31st March 2017	**529,511,905**	**57,581,230**	**25,208,897**	**2,684,823,005**	**28,081,177**	**12,835,242**	**7,155,362**	**13,138,748**	**3,358,335,566**
Accumulated Depreciation									
Balance as at 1st April 2015	179,920,858	34,938,313	4,704,860	353,568,116	6,522,115	8,029,330	3,000,644	-	590,684,235
Additions	110,154,584	5,755,201	3,356,293	263,807,937	3,141,487	2,201,448	1,170,828	-	389,587,777
Disposals	37,859,955	-	-	142,506	-	-	-	-	38,002,461
Reclassification of asset held for Sale	-	-	-	-			-	-	-
Balance as at 31st March 2016	252,215,487	40,693,514	8,061,153	617,233,547	9,663,602	10,230,777	4,171,472	-	942,269,552
Additions	77,562,727	4,592,441	4,359,437	363,549,597	3,106,480	1,162,100	1,035,597	-	455,368,379
Disposals	39,404,427	127,512	367,502	242,204,452	18,865	-	510,538	-	282,633,296
Reclassification of asset held for Sale	-	-	-	-			-	-	-
Balance as at 31st March 2017	290,373,787	45,158,442	12,053,088	738,578,692	12,751,217	11,392,877	4,696,531	-	1,115,004,635
Net Carrying amount									
Balance as at 1st April, 2015	407,581,578	9,288,681	6,626,168	1,540,733,475	21,089,811	3,113,314	5,121,178	-	1,993,554,206
Balance as at 31st March, 2016	351,256,242	17,217,472	18,106,402	3,065,802,351	18,515,074	2,597,265	5,122,162	-	3,478,616,968
Balance as at 31st March, 2017	239,138,119	12,422,788	13,155,809	1,946,244,312	15,329,960	1,442,364	2,458,831	13,138,748	2,243,330,931

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 2B: Capital work-in-progress

Particulars	Land - Free Hold	Total
Gross Carrying amount		
Deemed Cost as at 1st April 2015	251,606,230	251,606,230
Additions	287,239,749	287,239,749
Disposals	482,962,596	482,962,596
Reclassification of asset held for Sale	20,082,261	20,082,261
Balance as at 31st March 2016	35,801,122	35,801,122
Additions	5,311,245	5,311,245
Disposals	41,112,367	41,112,367
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	**-**	-
Accumulated Depreciation		
Balance as at 1st April 2015	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2016	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	-	-
Net Carrying amount		
Balance as at 1st April, 2015	251,606,230	251,606,230
Balance as at 31st March, 2016	35,801,122	35,801,122
Balance as at 31st March, 2017	-	-

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 3: Investment Properties

Particulars	Land - Free Hold	Building	Total
Gross Carrying amount			
Deemed Cost as at 1st April 2015	299,998,248	664,088,556	964,086,804
Additions	5,175,000	1,217,745	6,392,745
Disposals	-	12,303,609	12,303,609
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2016	305,173,248	653,002,692	958,175,940
Additions	-	2,035,000	2,035,000
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2017	**305,173,248**	**655,037,692**	**960,210,940**
Accumulated Depreciation			
Balance as at 1st April 2015	-	22,564,313	22,564,313
Additions	-	10,416,710	10,416,710
Disposals	-	567,008	567,008
Reclassification of asset held for Sale	-		-
Balance as at 31st March 2016	-	32,414,014	32,414,014
Additions	-	10,293,757	10,293,757
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2017	-	42,707,771	42,707,771
Net Carrying amount			
Balance as at 1st April, 2015	299,998,248	641,524,243	941,522,491
Balance as at 31st March, 2016	305,173,248	620,588,678	925,761,926
Balance as at 31st March, 2017	305,173,248	612,329,921	917,503,169

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Rental income derived from investment properties	30,360,000	12,000,000
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciatio	**30,360,000**	**12,000,000**
Depreciation	10,293,757	10,416,710
Income from investment properties (Net)	**20,066,243**	**1,583,290**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 4A:Goodwill*

Particulars	Goodwill	Total
Gross Carrying amount		
Deemed Cost as at 1st April 2015	10,622,313	10,622,313
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2016	10,622,313	10,622,313
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	**10,622,313**	10,622,313
Accumulated Depreciation		
Balance as at 1st April 2015	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2016	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	-	-
Net Carrying amount		
Balance as at 1st April, 2015	10,622,313	10,622,313
Balance as at 31st March, 2016	10,622,313	10,622,313
Balance as at 31st March, 2017	10,622,313	10,622,313

***Other than internally generated**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 4B: Intangible Assets*

Particulars	Business Commercial rights***	Brands	Total
Gross Carrying amount			
Deemed Cost as at 1st April 2015	290,064,533	77,774,014	367,838,547
Additions	-	-	-
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2016	290,064,533	77,774,014	367,838,547
Additions	-	-	-
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2017	**290,064,533**	**77,774,014**	**367,838,547**
Accumulated Depreciation			
Balance as at 1st April 2015	53,143,054	48,496,623	101,639,677
Additions**	25,883,184	7,777,402	33,660,586
Disposals	-	-	-
Reclassification of asset held for Sale	-		-
Balance as at 31st March 2016	79,026,239	56,274,025	135,300,263
Additions**	25,883,185	7,682,281	33,565,466
Disposals	-	-	-
Reclassification of asset held for Sale	-	-	-
Balance as at 31st March 2017	104,909,424	63,956,305	168,865,729
Net Carrying amount			
Balance as at 1st April, 2015	236,921,479	29,277,391	266,198,870
Balance as at 31st March, 2016	211,038,294	21,499,989	232,538,284
Balance as at 31st March, 2017	185,155,109	13,817,709	198,972,818

***Other than internally generated**

The Company has entered into an exclusive facilitation service agreement with various educational trusts in accordance with which the Company has exclusive rights for a period of 30 years to provide various facilitation services for schools/courses to be set up by these educational trusts. The Company has paid one time fixed fee to the educational trusts towards such exclusive rights. The fee paid is recognized as an intangible asset and accordingly capitalized as 'Business Commercial Rights' in the financial statements.

During financial year 2011-12 the terms of payment for these Business Commercial Rights has been modified with the 'one time fixed fees' being replaced with combination of 'one time fixed fee' and 'interest free refundable deposits'. The said deposit has been given under the agreement with the trust for securing exclusivity in rendering services to all the schools operated by the trust. Pursuant to the aforesaid arrangement the company has given a refundable interest free deposit aggregating to Rs.188.89 crores to these educational trust. The Company is rendering services to most of the schools run by such educational trust. The aforesaid deposits have been classifies as 'Security Deposits under the Head Other Non Current Financial Assets of Note No.7.

** The management, based on the review of future business plan with its one of the trust Vidya Bharti Sansthan for providing the curriculum supports rights has made changes in the Service Agreement for providing the services from exclusive to non-exclusive rights, and therefore has estimated the value in use / recoverable value of its business commercial rights of that trust to be lower than the carrying value and consequently recognised an impairment loss amounting to Rs. 18,413,836/- (previous year Rs.18,413,836/-).

*** As per Management ihe recoverable amount of Business Commercial rights within the meaning of Indian Accounting standard (Ind AS) 36 is more than the carrying value and as such no amount needs to be recognised in financial statements for impairment loss.

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 4C:Intangible Assets under Development

Particulars	Intangible Assets under Development	Total
Gross Carrying amount		
Deemed Cost as at 1st April 2015	10,898,874	10,898,874
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2016	10,898,874	10,898,874
Additions	-	-
Disposals	10,898,874	10,898,874
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	**-**	-
Accumulated Depreciation		
Balance as at 1st April 2015	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2016	-	-
Additions	-	-
Disposals	-	-
Reclassification of asset held for Sale	-	-
Balance as at 31st March 2017	-	-
Net Carrying amount		
Balance as at 1st April, 2015	10,898,874	10,898,874
Balance as at 31st March, 2016	10,898,874	10,898,874
Balance as at 31st March, 2017	-	-

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 5 : Investments

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Investments measured at Cost						
5A :Investments in Equity shares of Joint Venture:						
- JT Infrastructure Private Limited equity shares of Rs. 10 each fully paid up	9,980,000	96,000,565	9,980,000	97,849,180	9,980,000	99,800,000
- Mehta Treehouse Infrastructure Private Limited equity shares of Rs. 10 each fully paid up	1,000,000	9,965,321	1,000,000	9,981,413	1,000,000	10,000,000
Total		**105,965,885**		**107,830,593**		**109,800,000**
5B :'Investments in Share Application Money						
- Joint Venture (Mehta Treehouse Infrastructure Private Limited)		-		-		2,610,000
Total		-		-		2,610,000
Total of Investments measured at Fair Value Through Other Comprehensive Income		-		-		-
Aggregate amount of quoted investments		-		-		-
Market Value of quoted investments		-		-		-
Aggregate amount of unquoted investments		105,965,885		107,830,593		112,410,000
Aggregate provision for diminution in value of Investments		-		-		-
Note 5.1		**Amount**		**Amount**		**Amount**
Category-wise Non current						
Financial assets carried at amortised cost		-		-		-
Financial assets measured at cost		105,965,885		107,830,593		112,410,000
Financial assets measured at fair value through other comprehensive income		-		-		-
Financial assets measured at Fair value through Profit & Loss		-		-		-
Total		**105,965,885**		**107,830,593**		**112,410,000**

Note 6: Non Current Financial Loans

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Unsecured and Considered doubtful:			
Loans Others*	55,276,125	55,276,125	26,702,525
Total	**55,276,125**	**55,276,125**	**26,702,525**

* The loans have been recognised at their carrying value and not at fair value within the meaning of Indian Accounting Standard (Ind AS) 109.

Note 7: Other Non Current Financial Assets

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Share Application money	2,610,000	2,610,000	-
Security Deposits*	1,901,625,200	2,121,159,498	1,643,628,428
Total	**1,904,235,200**	**2,123,769,498**	**1,643,628,428**

Note:
7.1 Share Application money of Rs.26,10,000/- given to Mehta Tree House & Infrastructure Private Limited towards purchase of shares.
7.2 Security deposits includes deposit given to Educational Trust amounting to Rs.18889/- Lacs.
7.3 The carrying amount of these deposits classified as financial assets have not been accounted at fair value as required within the meaning of Indian Accounting Standard (Ind AS) 109.

Note 8: Other Non Current Assets

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Capital Advances	-	78,153,661	639,898,614
Total	**-**	**78,153,661**	**639,898,614**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 9 : Inventories

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Stock-in-Trade*	28,119,528	43,279,029	52,116,190
Total	**28,119,528**	**43,279,029**	**52,116,190**

***As certified by management**

Note 10: Trade Receivables

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Trade receivables	295,580,256	576,268,533	444,182,804
Less: allowance for doubtful trade receivables	1,031,895	5,157,161	14,487,513
Total Receivables*	**294,548,361**	**571,111,372**	**429,695,291**
Break-up for security details:			
Secured, considered good	-	-	-
Unsecured, considered good	294,548,361	571,111,372	429,695,291
Doubtful	1,031,895	5,157,161	14,487,513
Total	**295,580,256**	**576,268,533**	**444,182,804**
Less: Allowance for doubtful trade receivables	1,031,895	5,157,161	14,487,513
Total Trade receivable	**294,548,361**	**571,111,372**	**429,695,291**

* Trade Receivables includes receivable amounting to Rs. 2877/- Lacs due from educational trusts.
The carrying amount of Trade receivables classified as financial assets have not been accounted at fair value as required within the meaning of Indian Accounting Standard (Ind AS) 109.

Note 11: Cash and Bank Balances

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Cash on Hand	22,290	315,395	55,757,002
Balances with banks *	1,600,294	12,347,188	138,390,576
Cheques, drafts on hand	-	69,228,635	-
Cash and cash equivalents as per balance sheet	**1,622,584**	**81,891,218**	**194,147,578**

Note:
11.1 The Company was not in possession of Specified Bank Notes as on 08/11/2016.
Cash deposited during the specified period of 08/11/2016 to 30/12/2016 was made by Parents/ Guardian of students directly at the specified centre's Bank Account. The Company does not have any information regarding depositing of SBN during the period by such parents/ Guardians.

Note 12: Bank Balances other than Cash and cash equivalents

Ï MÝÐÐÞÕÝÐÈ	È ÐÈMÞ 31st March, 2017	È ÐÈMÞ 31st March, 2016	È ÐÈMÞ 1st April, 2015
HÕ ĞĞĒÑÑ ÑÑÓÓĞĒĞÉÁ	7,660,000	139,318,700	1,419,572,000
Ì ČÓMÐÑ ÑÐÐÐÑÑÑÑ MÑÑÓÞÕÞ#	37,528	37,148	-
Ï ÕÞMÕÐ	**7,697,528**	**139,355,848**	**1,419,572,000**

Notes:
* Includes fixed deposit of Rs.38,00,000/- (Previous Year Rs.13,50,00,000/-) Pledged as collateral securities.
* Fixed deposit of Rs. 38,60,000/- (previous year Rs. 4,318,700/-) placed with a bank against which bank has given a guarantee.
# The company can utilise these balance only towards the settlement of unclaimed dividend.

12.1 Cash and Cash Equivalents includes deposits maintained by the Company with banks.
12.2 As at 31st March, 2017, Company had available Rs. Nil (Previous Year Rs.Nil) of undrawn committed borrowing facilities

Note 13: Current Financial Loans and Advances

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Unsecured and Considered doubtful:			-
Other Loans and Advances	15,602,487	29,652,315	52,211,563
Total	**15,602,487**	**29,652,315**	**52,211,563**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 14: Other Current Financial assets

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Interest Accrued on Investment	580,631	448,071	2,234,464
Deposits	147,429,048		-
Lease Deposit	9,076,882	-	-
Advance Against Property	35,427,598	-	-
Total	**192,514,159**	**448,071**	**2,234,464**

* The carrying value of lease deposits with landlords amounting to Rs.1473/- Lacs is related to closed/ discontinued centres and administrative office. The carrying amount of financial assets have not been accounted at fair value as required within the meaning of Indian Accounting Standard (Ind AS) 109.

Note 15: Other Current assets

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Balances with government Authorities	30,183,530	17,564,562	-
Total	**30,183,530**	**17,564,562**	**-**

Note 16: Share Capital

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Authorised Share capital						
Equity Share Capital of Rs.10 each	45,000,000	450,000,000	45,000,000	450,000,000	45,000,000	450,000,000
Issued, subscribed & paid up						
Equity Share Capital of Rs.10 each fully paid up	42,310,724	423,107,240	42,310,724	423,107,240	42,310,724	423,107,240
Total	**42,310,724**	**423,107,240**	**42,310,724**	**423,107,240**	**42,310,724**	**423,107,240**

16.1 Terms/ rights attached to equity shares

The company has only one class of equity shares having face value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

16.2 The details of shareholders holding more than 5% shares

Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held
M/s Matrix Partners India Investment Holdings, LLc	-	-	-	-	6,514,753	15.40%
Geeta Bhatia	3,565,000	8.42%	3,565,000	8.43%	6,035,000	14.26%
FC VI India Venture Mauritius Ltd	2,897,665	6.84%	2,897,665	6.85%	2,898,001	6.85%
Bajaj Holding And Investment Ltd	2,430,882	5.75%	2,430,882	5.74%	-	-
Rajesh Bhatia	3,686,336	8.71%	3,686,336	8.71%	3,582,595	8.47%
Rajesh Bhatia and Geeta Bhatia Jointly	-	-	-	-	2,920,833	6.90%

16.3 The reconciliation of the number of shares outstanding is set out below

Particulars	31st March 2017	31st March 2016	31st March 2015
	No. of Shares	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	42,310,724	42,310,724	37,170,070
Add: Shares issued on exercise of employee stock options		-	5,140,654
Equity Shares at the end of the year	**42,310,724**	**42,310,724**	**42,310,724**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 17: Other Equity

Particulars	Reserve and Surplus			Total
	Securities Premium Account	General reserve	Retained Earnings	
Balance as at 1st April, 2015	**4,602,815,570**	**75,947,517**	**1,454,644,179**	**6,133,407,265**
Profit for the year			67,496,206	67,496,206
Other Comprehensive Income for the year			1,406,483	1,406,483
Total Comprehensive Income for the year			**68,902,689**	**68,902,689**
Dividends	-	-	(84,621,448)	(84,621,448)
Tax on dividend	-	-	(16,919,312)	(16,919,312)
Add : Rent Equaliser provision reversed last year now added	-	-	32,192,511	32,192,511
Less : DDT on Dividend Provision pertaining to FY 2013-14	-	-	(151,731)	(151,731)
Add: Reversal fo Rent equalisation reserve	-	-	(3,596,542)	(3,596,542)
	-	-	-	-
Balance as at 31st March, 2016	**4,602,815,570**	**75,947,517**	**1,450,450,346**	**6,129,213,433**
Balance as at 1st April, 2016	**4,602,815,570**	**75,947,517**	**1,450,450,346**	**6,129,213,433**
Profit for the year	-	-	(1,631,292,686)	(1,631,292,686)
Other Comprehensive Income for the year	-	-	6,297,690	6,297,690
Total Comprehensive Income for the year	**-**	**-**	**(1,624,994,996)**	**(1,624,994,996)**
Balance as at 31st March, 2017	**4,602,815,570**	**75,947,517**	**(174,544,649)**	**4,504,218,437**

Note 18 : Non-Current Financial Borrowings

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Secured *			
Term loans from bank	-	531,742,655	411,179,815
Total	**-**	**531,742,655**	**411,179,815**

Notes:
An amount of Rs. 72,39,25,505/- (previous year Rs. 35,89,64,550/-) of term loans which is repayable within 12 months from the date of balance sheet has been grouped under Current Financial borrowings due to default in repayment by the Company.
* Secured by mortgage of Land, building, hypothecation of movable assets, book debts both present and future of the company.

Note 19 : Provisions

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Provisions for Employee Benefits :Gratuity	1,716,133	7,336,756	5,318,031
Total	**1,716,133**	**7,336,756**	**5,318,031**

Notes:
- The following table sets out the status of the gratuity plan for the year ended March 31, 2017 in accordance with Indian Accounting Standard (Ind AS-19), Employee Benefits.
- The company has a defined benefit gratuity plan. Employee at retirement are eligible for benefit, which will be equal to 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded.
- The company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on retirement at 15 days salary (last drawn salary) for each completed years of service. The scheme is unfunded.

Profit and loss account
Net employee benefit expenses (recognized in employee cost)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Cost for the year:			
Service cost	437,183	3,478,924	2,431,987
Interest cost	730,831	466,308	298,032
Expected return on plan assets			
Actuarial loss / (Gain)	(6,297,690)	(2,150,849)	(1,341,564)
Total net cost recognized as employee remuneration	**(5,129,676)**	**1,794,383**	**1,388,455**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 19 : Provisions (Continued...) Balance Sheet Details of provision for gratuity

Present value of defined benefit obligation as at year end (A)	4,005,707	6,840,796	5,090,719
Fair value of plan assets as at year end (B)	-	-	-
Net liability as at year end recognized in Balance Sheet (A)-(B)	4,005,707	6,840,796	5,090,719

Provision for gratuity			
Long term	1,716,133	7,336,756	4,214,700
Short term	2,289,574	1,798,627	876,019

Changes in present value of the defined benefit obligation are as follows:

Changes in defined benefit obligation:			
Defined benefit obligation as at the beginning of the year	9,135,383	5,090,719	3,702,264
Current service cost	437,183	3,478,924	298,032
Interest cost	730,831	466,308	2,431,987
Actuarial loss / (gain) on obligations	(6,297,690)	(2,150,849)	(1,341,564)
Benefit paid	-	(44,306)	-
Present value of defined benefit obligation at the end of the year [A]	4,005,707	6,840,796	5,090,719

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Assumptions			
Discount rate	6.69%	8.00%	7.85%
Attrition rate	Upto age 35 - 20%	Upto age 35 - 20%	Upto age 35 - 20%
	36-40 - 10%	36-40 - 10%	36-40 - 10%
	41-58 - 5%	41-58 - 5%	41-58 - 5%
Salary escalation rate	6.00%	6.00%	6.00%

Note 20: Deferred tax liabilities (Net)

Deferred tax is calculated, in full, on all temporary timing differences under the liability method using a principal tax rate prevalent in Company operates. The movement on the deferred tax account is as follows:

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
At the start of the year	24,235,024	7,209,904	51,080,790
Charge/(credit) to profit or loss	(24,235,024)	17,025,120	(43,870,886)
			-
Total	**(0)**	**24,235,024**	**7,209,904**
Deferred tax liabilities and assets at the end of the reporting period			
Deferred tax liabilities / (asset*) in relation to:			
Property, plant and equipment	-	29,235,465	14,516,087
Provision for rent equalisation Expenses	-	(54,077)	0
Provision for gratuity	-	(3,161,573)	(2,325,187)
Others	-	(1,784,790)	(4,980,997)
Total	**-**	**24,235,024**	**7,209,904**

*Deferred Tax Assets has not been recognised due to future uncertainities of probable Income/ Revenue.

Note 21: Current Financial Borrowings

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Secured			
Term loans from bank	723,925,505	457,386,905	647,030,746
Secured-Total (A)	**723,925,505**	**457,386,905**	**647,030,746**
Unsecured			
- From Related Parties	41,295,236	-	-
- From Others	2,060,044	-	-
Unsecured-Total (B)	**43,355,280**	**-**	**-**
Total	**767,280,785**	**457,386,905**	**647,030,746**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

21.1 Secured bank loan
Secured by mortgage of Land & building, hypothecation of movable assets, book debts both present and future and fixed deposits to the extent of Rs.38,00,000/- (Previous year Rs. 1,35,000,000/-) placed with a bank against working capital loan obtained from them.

21.2 The Company has defaulted in repayment of loans availed from financial institutions due to which long term borrowings have been classified as short term borrowings .

21.3 The amount payable to financial institutions is Rs.7260/- Lacs.

Note 22: Trade Paybles

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Micro, Small and Medium Enterprises*	-	-	-
Others	215,264,382	201,146,405	116,289,227
Total	**215,264,382**	**201,146,405**	**116,289,227**

* The company has during the year, not received from any of its suppliers any information regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 In the light of the above facts, management has decided that none of them are registered under the said Act and disclosure, if any relating to amount unpaid as at the year end along with the interest payable / paid has not been given.

Note 23: Other Financial Liabilities

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Ineterest accrued and due	8,593,584	-	-
Ineterest accrued but not due	2,086,741	3,148,787	1,031,863
Unclaimed Dividend	37,528	37,148	-
Total	**10,717,852**	**3,185,935**	**1,031,863**

Note 24: Current Provisions

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Provisions for Employee Benefits: Gratuity (Refer note 19)	2,289,574	1,798,627	1,522,765
Provisions for Employee Benefits : Others	15,429,373	-	-
Provision for current tax	-	-	113,039,551
Total	**17,718,947**	**1,798,627**	**114,562,316**

Note 25: Other Current liabilities

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Advance tution fees received	11,750,232	151,459,589	168,222,793
Witholding & other tax payables	53,940,010	11,959,210	5,060,438
Advance received against Sale of property	-	-	14,600,000
Other Current Liabilities	480,601	-	-
Total	**66,170,843**	**163,418,799**	**187,883,231**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 26: Revenue from operations

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Revenue from		
- Sale of education kits	12,565,383	55,377,449
- Sale of equipment	8,610,376	-
- Sale of services	-	
Consultancy income*	102,632,213	274,027,695
Income from early childhood education	411,972,365	1,722,673,879
Income from early childhood training course	4,265,272	12,617,428
Royalty income	9,264,826	9,696,629
- Other Operating Revenue	-	
Other operating income	44,318	395,770
Rent income from education infrastructure	39,436,882	18,493,808
Franchisee Fee Received	3,872,697	-
Total	**592,664,333**	**2,093,282,659**

*No revenue is recognised from School Management services rendered to K12 Schools for last two quarters.

Note 27: Other Income

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Interest income	5,474,770	98,054,765
Profit on sale of PPE (Net)	-	2,863,399
Liability no longer Payable	24,646,536	-
Prior Period Income	381,763	-
Gratuity write Back	5,129,676	-
Other non-operating income	1,599,025	19,556
Total	**37,231,771**	**100,937,720**

Note 28: Operating Expenses

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Rent (includes conducting charges and society maintenance)	259,361,454	375906612
Security charges	13,546,144	32251898
Training material and equipment consumed	17,299,636	112722452
Water, electricity and cleaning charges	32,306,253	44137256
Activity expenses	7,096,777	16582686
Other centre expenses	20,206,495	37096504
Total	**349,816,758**	**618,697,408**

Note 29: Employee Benefits Expenses

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Salaries and wages	116,491,606	284,689,582
Contribution to provident and other funds	13,576,589	19,485,016
Staff welfare expenses	405,456	1,225,901
Total	**130,473,651**	**305,400,499**

Refer Note 19 for disclosure as per Indian Accounting Standard 19 “Employee benefits”

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 30: Finance cost

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Interest expenses	104,312,322	162,702,230
Finance charges	3,182,023	4,500,000
Total	**107,494,345**	**167,202,230**

Note 31: Depreciation and Amortisation Expenses

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Depreciation Expenses	465,662,136	400,004,487
Amortisation Expense	33,565,466	15,246,750
Imparment Loss	-	18,413,836
Loss on sale of Fixed Assets	-	12,706,174
Total	**499,227,601**	**446,371,247**

Note 32: Other expenses

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Advertisement and publicity expenses	7,504,369	152,222,334
Legal and professional fees	4,895,564	35,576,944
Office expenses	2,197,771	3,245,419
Rates and taxes	3,499,868	6,513,734
Corporate social responsibility expenses (Refer note 40)	-	6,106,517
Insurance	886,568	1,349,990
Loss on sale of fixed assets	7,033,730	-
Telephone and courier expenses	1,160,238	2,238,110
Auditors' remuneration (Refer note 39)	2,300,000	3,336,198
Brokerage and commission	460,742	7,769,912
Business promotion	553,694	1,024,829
Printing and stationery	786,940	1,132,294
Donation	525,000	168,001
Repairs and maintenance	1,050,819	1,768,241
Travelling and conveyance	2,493,079	14,822,894
Freight and delivery expenses	1,484,313	3,097,942
Provision for doubtful trade receivables	274,777,028	255,297,663
Director Sitting Fees	761,875	2,190,000
Miscellaneous expenses	3,646,861	9,382,938
Total	**316,018,458**	**507,243,958**

Note 33: Exceptional Items

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Lease Rent Equalization Reversal	-	32,192,511
Property Advance Forfeited	-	(45,000,000)
Capital WIP Written off*	89,052,535	
Fixed Assets Written off*	775,946,131	
Rent Deposit Written off*	14,466,025	
Total	**879,464,691**	**(12,807,489)**

*written off due to closure of centres

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 34: Contingent Liabilities and Commitments (to the the extent not provided for)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Commitments			
Bank guarantee given in favour of Joint Commissioner			
Sales Tax / Charge Central Section, West Bengal	3,860,000	4,318,700	572,000
Total	**3,860,000**	**4,318,700**	**572,000**

Note 35: Related Party Disclosures

(i) As per Ind AS 24, the disclosures of transactions with the related parties are given below:
List of related parties where control exists and related parties with whom transactions have taken place and relationships:

a) List of related party

i.Key management personnel (KMP) :	Mr.Rajesh Bhatia - Managing Director Mr.Vishal Shah - Director
ii. Relatives of key management personnel :	Mrs. Geeta Bhatia - wife of Mr.Rajesh Bhatia
iii. Associates company :	JT Infrastructure Private Limited Mehta Treehouse Infrastructure Private Limited
iv. Entity over which there is a significant control:	Tree House Foundation

b) Transactions undertaken / balances outstanding with related parties in the ordinary course of business

Particulars	Key management personnel (KMP)	Relatives of KMP	Associates company	Entity over which there is a significant control
Rent expense				
- Mr. Rajesh Bhatia	8,037,120	-	-	-
	(9,768,476)	-	-	-
- Mrs. Geeta Bhatia	-	8,037,120	-	-
	-	(9,768,476)	-	-
Remuneration				
- Mr. Vishal shah	800,000	-	-	-
	(2,850,000)	-	-	-
- Mr. Rajesh Bhatia	4,800,000	-	-	-
	(7,200,000)	-	-	-
Corporate Social responsibility expenses				
Tree House Foundation	-	-	-	-
	-	-	-	(3,406,517)

Figures in Bracket represents Previous Year's amounts.

c) Closing balances with related parties in the ordinary course of business

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Outstandings			
Trade Payables-Others			
Key management personnel	9,734,236	1,301,958	-
Relatives of KMP	9,734,235	1,301,957	-
Short Term Provision-Others			
Key management personnel	4,977,239	820,539	-
Investment			
Associate Company	109,800,000	109,800,000	112,410,000

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 36: Employee Stock Option Plans
Fair Valuation of ESOP has not been carried out by the management as required within the meaning of Indian Accounting Standard (Ind AS) 109.

Workings for Related Party	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Short Term Provision-Others			
Key management personnel			
- Mr. Vishal Shah	893,700	274,500	-
- Mr. Rajesh Bhatia	4,083,539	546,039	-
Total	**4,977,239**	**820,539**	**-**
Investment			
Associate Company			
- JT Infrastructure Private Limited	99,800,000	99,800,000	99,800,000
- Mehta Treehouse Infrastructure Private Limited	10,000,000	10,000,000	12,610,000
Total	**109,800,000**	**109,800,000**	**112,410,000**

Note 37: Segment information
The activities of the Company comprise of only one business segment i.e. " providing education and related services including leasing of education infrastructure". The company operates in only one.

Note 38 Earnings Per Share

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Profit after tax	(1,631,292,686)	67,496,206
Weighted average number of shares outstanding (Basic)	42,310,724	42,310,724
Weighted average number of shares outstanding (Diluted)	42,310,724	42,310,724
Nominal value per share	10	10
Basic earnings per share	(38.56)	1.60
Diluted earnings per share	(38.56)	1.60

Note 39: Auditors' Remuneration (Excluding Service Tax)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Statutory audit fees	2,300,000	1,300,000
Tax audit fees	-	200,000
Other services	-	2,122,500
Total	**2,300,000**	**3,622,500**

Note 40: Corporate Social Responsibility (CSR) Expenses

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
A. Gross amount required to be spent by company during the year	10,901,943	13,059,829
B. Amount spent during the year.	-	6,106,517
C. Related party transaction in relation to corporate social responsibility expenses.	-	3,406,517
D. Provision made during the year	-	-
Total	**10,901,943**	**22,572,863**

Note 41: Foreign Currency Expenses

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Travel	-	499,381
Total	**-**	**499,381**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 42: Disclosure on Specified Bank Notes

During the year, the Company had no Specified Bank Notes (SBNs) as defined in the MCA Notification, G.S.R. 308(E), dated March, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows:

Workings for Related Party	SBNs*	Other Denomination notes	Total
Closing cash in hand as on November 8, 2016	Nil	155,450	155,450
Add: Permitted Receipts	Nil	Nil	Nil
Less: Permitted Payments	Nil	Nil	Nil
Less: Amount deposited in Banks	Nil	Nil	Nil
Closing Cash in hand as on December 30, 2016	Nil	155,450	155,450

*For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O.3407(E), dated November 8, 2016.

Note 43: Approval of financial statements

The financial statements were approved for issue by the board of directors on 12th June, 2017.

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 44: FIRST-TIME ADOPTION OF Ind AS (Continued...)
The following explains the material adjustments made while transition from previous accounting standards to IND AS:

A. Proposed dividend
Under the previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financialstatements were considered as adjusting events and accordingly, provision for proposed dividend was recognised as a liability. Under IndAS,such dividends are recognised when the same is approved by the shareholders in the general meeting. Accordingly, the liability for proposeddividend of Rs. 846.21 Lakhs as at 1st April, 2015 included under provisions has been reversed with corresponding adjustment to retainedearnings. Consequently, the total equity has been increased by an equivalent amount.

B. Amortisation of Goodwill
Under the previous GAAP, goodwill acquired by the company was amortised @10%amortisiation rate on a straight line method basis.
Under Ind AS38 , goodwill arising on business combiniationscan not be amortised and is only to be tested for impairment.
Accordingly the amortisation amount of Rs. 39.04 lakhs for financial year 31st March 2015, and 31st March 2016 is reversed with corresponding adjustment to retained earnings.

C. Rent Equalization
Under the previous GAAP, straight lining of lease payments under long term operating lease contracts is mandatory. However, under Ind AS, straight lining of lease payments are not required if the escalation in lease payments are made only to compensate the lessor for expected inflationary cost. Accordingly, the company assesses that the escalations in the lease payments over the period of lease is only to compensation the expected inflation and hence the impact of straight lining is reversed with corresponding impact in the retained earnings.

D. Retained earnings
Retained earnings as at April 1, 2015 has been adjusted consequent to the above Ind AS transition adjustments .

E. Re-measurements of post employment benefit obligation
Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous GAAP, these remeasurements were forming part of the profit and loss for the year. As a result of this change, the profit for the year ended March 31, 2016 increased by Rs. 21.51 lakhs There is no impact on the total equity as at 31st March, 2016.

F. Other comprehensive income
Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standardrequires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income
did not exist under previous GAAP.

G. Deferred Tax
Deferred Tax on aforesaid IND AS adjustments.

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 44: FIRST-TIME ADOPTION OF Ind AS (Continued...)

These are the Company's first financial statements prepared in accordance with Ind AS.

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2016, with a transition date of 1st April, 2015. Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March, 2017 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Optional Exemptions availed

(a) Deemed Cost

The Company has opted paragraph D7 AA and accordingly considered the carrying value of property, plant and equipments and Intangible assets as deemed cost as at the transition date.

(b) Investments in subsidiaries, joint ventures and associates

The Company has opted para D14 and D15 and accordingly considered the Previous GAAP carrying amount of Investments as deemed cost as at the transition date.

B. Applicable Mandatory Exceptions

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 1 April 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP.

(b) Classification and measurement of financial assets

As required under Ind AS 101 the company has assessed the classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

C. Transition to Ind AS - Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

I. Reconciliation of Consolidated Balance sheet as at 31st March, 2016 and 1st April, 2015 (Transition Date)
II. Reconciliation of Consolidated Statement of Profit and Loss for the year ended 31st March, 2016
III. A. Reconciliation of Consolidated Equity as at April 1, 2015 and as at March 31, 2016
B. Reconciliation of Consolidated profit and loss for the year ended 31st March,2016.

The presentation requirements under Previous GAAP differs from Ind AS, and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 44: FIRST-TIME ADOPTION OF Ind AS (Continued...)

I. Reconciliation of Balance Sheet as 31st March, 2016 and 1st April, 2015

	Notes to First time adoption	As at 31 March 2016			As at 1st April, 2015		
		Previous GAAP	Effect of transition to IND AS	As per IND AS Balance Sheet	Previous GAAP	Effect of transition to IND AS	As per IND AS Balance Sheet
ASSETS							
Non-current assets							
Property, plant and equipment		3,478,616,968		3,478,616,968	1,993,554,209		1,993,554,209
Capital work-in-progress		35,801,122		35,801,122	251,606,230		251,606,230
Investment Properties		925,761,926		925,761,926	941,522,491		941,522,491
Goodwill	B	6,718,113	3,904,198	10,622,311	8,670,215	1,952,099	10,622,312
Intangible assets		232,538,286		232,538,286	266,198,870		266,198,870
Intangible assets under development		10,898,874		10,898,874	10,898,874		10,898,874
Investments Accounted for using the equity method		107,830,593		107,830,593	109,800,000		109,800,000
Financial assets							
- Investments		-		-	2,610,000		2,610,000
- Loans		55,276,125		55,276,125	26,702,525		26,702,525
- Other financial assets		2,123,769,498		2,123,769,498	1,643,628,428		1,643,628,428
Other Non Current Assets		78,153,661		78,153,661	639,898,614		639,898,614
Total Non Current Assets		**7,055,365,166**	**3,904,198**	**7,059,269,364**	**5,895,090,456**	**1,952,099**	**5,897,042,553**
Current assets							
Inventories		43,279,029		43,279,029	52,116,190		52,116,190
Financial assets							
- Trade receivables		571,111,372		571,111,372	429,695,291		429,695,291
- Cash and cash equivalents		81,891,218		81,891,218	194,147,578		194,147,578
- Bank Balances other than Cash and cash equivalents		139,355,848		139,355,848	1,419,572,000		1,419,572,000
- Loans		29,652,315		29,652,315	52,211,563		52,211,563
- Other financial assets		448,071		448,071	2,234,464		2,234,464
Other current assets		17,564,562		17,564,562	-		-
Total current assets		**883,302,415**	**-**	**883,302,415**	**2,149,977,087**	**-**	**2,149,977,087**
Total Assets		**7,938,667,580**	**3,904,198**	**7,942,571,779**	**8,045,067,542**	**1,952,099**	**8,047,019,640**
EQUITY AND LIABILITIES							
Equity							
Equity Share capital		423,107,240		423,107,240	423,107,240		423,107,240
Other equity	D	6,121,884,955	7,328,477	6,129,213,433	6,024,138,278	109,268,989	6,133,407,267
Money received against share warrants		-	-	-	-	-	-
Total equity		**6,544,992,195**	**7,328,477**	**6,552,320,673**	**6,447,245,518**	**109,268,989**	**6,556,514,507**
Liabilities							
Non-current liabilities							
Financial liabilities							
- Borrowings		531,742,655		531,742,655	411,179,815		411,179,815
- Other financial liabilities							
Provisions		7,336,756	-	7,336,756	5,318,031		5,318,031
Deferred tax liabilities (Net)	G	22,505,459	1,729,565	24,235,024	4,235,648	2,974,256	7,209,904
Total non-current liabilities		**561,584,870**	**1,729,565**	**563,314,435**	**420,733,494**	**2,974,256**	**423,707,750**
Current liabilities							
Financial liabilities							
- Borrowings		457,386,905		457,386,905	647,030,746		647,030,746
- Trade payables	C	206,300,249	(5,153,844)	201,146,405	125,039,613	**(8,750,386)**	116,289,227
- Other financial liabilities		3,185,935		3,185,935	1,031,863		1,031,863
Provisions		1,798,627		1,798,627	216,103,076	(101,540,760)	114,562,316
Other current liabilities		163,418,799		163,418,799	187,883,231		187,883,231
Total current liabilities		**832,090,515**	**(5,153,844)**	**826,936,671**	**1,177,088,529**	**(110,291,146)**	**1,066,797,383**
Total Liabilities		**1,393,675,385**	**(3,424,279)**	**1,390,251,106**	**1,597,822,023**	**(107,316,890)**	**1,490,505,133**
Total equity and liabilities		**7,938,667,581**	**3,904,198**	**7,942,571,779**	**8,045,067,542**	**1,952,099**	**8,047,019,640**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 44: FIRST-TIME ADOPTION OF Ind AS (Continued...)

II. Reconciliation of Statement of profit and loss for the year ended 31st March, 2016

	Note	Year ended 31st March, 2016		
		Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet
INCOME				
Revenue from Operations		2,093,282,659	-	2,093,282,659
Other Income		100,937,720	-	100,937,720
Total Revenue		**2,194,220,379**	**-**	**2,194,220,379**
EXPENDITURE				
Operating Expenses		618,697,408		618,697,408
Employee Benefits Expense	E	303,249,650	2,150,849	305,400,499
Finance Costs		167,202,230	-	167,202,230
Depreciation and Amortisation Expense	B	448,323,346	(1,952,099)	446,371,247
Other Expenses		507,243,958	-	507,243,958
Total Expenses		**2,044,716,592**	**198,750**	**2,044,915,342**
Profit before exceptional items and tax		**149,503,787**	**(198,750)**	**149,305,037**
Share of net profit/(loss) of associates and joint ventures accounted for using the equity method		**(1,969,407)**		**(1,969,407)**
Less: Exceptional Items				
Lease Rent Equalization Reversal		(32,192,511)	-	(32,192,511)
Property Advance Forfeited		45,000,000	-	45,000,000
Total Exceptional Items		**12,807,489**	**-**	**12,807,489**
Profit/(Loss) Before Tax		**160,341,869**	**(198,750)**	**160,143,119**
Tax Expenses				
Current Tax		72,347,130		72,347,130
Deferred Tax	G	18,269,811	(1,989,057)	16,280,754
Short / (Excess) provision of earlier years		4,019,029		4,019,029
Profit/(Loss) for the Year (A)		**65,705,899**	**1,790,307**	**67,496,206**
Other comprehensive income:				
i. Items that will not be reclassified to profit or loss-Actuarial (Loss)/Gain	F	-	2,150,849	2,150,849
ii. Income tax relating to items that will not be reclassified to profit or loss	G	-	(744,366)	(744,366)
Other comprehensive income for the year (B)		**-**	**1,406,483**	**1,406,483**
Total comprehensive income for the year (A+B)		**65,705,899**	**3,196,790**	**68,902,689**

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2017

Note 44: FIRST-TIME ADOPTION OF Ind AS (Continued...)

III. A. Reconciliation of Equity

Sr. No		Notes	As at 31st March, 2016	As at 1st April, 2015
	Total Equity* under Previous GAAP		**6,544,992,195**	**6,447,245,518**
	Adjustments impact: Gain/ (Loss)			
1	Proposed dividend	A	-	84,621,448
2	Dividend distribution tax on proposed dividend		-	16,919,312
3	Amortisation of Goodwill	B	3,904,198	1,952,099
4	Reversal fo Rent equalisation reserve	C	5,153,844	8,750,386
5	Deferred Tax	G	(1,729,565)	(2,974,256)
	Total Ind AS Adjustments		**7,328,477**	**109,268,989**
	Total Equity under Ind AS		**6,552,320,673**	**6,556,514,507**

* Including Share Application Money pending for allotment.

III. B. Reconciliation of Income Statement

Sr. No		Notes	As at 31st March, 2016
	Profit After tax under Previous GAAP		**65,705,899**
	Adjustments Gain/ (Loss)		
1	Amortisation of Goodwill	B	1,952,099
2	Acturial Gain	E	(2,150,849)
3	Deferred Tax	G	1,989,057
	Total Ind AS Adjustments		**1,790,307**
	Profit After tax as per Ind AS		**67,496,206**
	Other Comprehensive Income (net of tax)	F, G	1,406,483
	Total Comprehensive Income as per Ind AS		**68,902,689**

11th Annual General Meeting – September 25, 2017

ATTENDANCE SLIP

Registered Folio no. / DP ID no. / Client ID no.	
Number of shares held	
Name and Address of the Shareholder/Proxy	

I hereby record my presence at the Eleventh Annual General Meeting of **TREE HOUSE EDUCATION &ACCESSORIES LIMITED** held on Monday, September 25, 2017 at 9 a.m.at Mayor Hall, All India Institute Of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri(W), Mumbai400 058.

_____

Signature of the Shareholder/Proxy

Notes:

1. Shareholders attending the meeting in person or through proxy are requested to fill in the Attendance Slip and submit the same at the attendance verification counter at the entrance of Meeting hall.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.
3. Electronic copy of the Annual Report for financial year 2016-17alongwith Notice of the Annual General Meeting (AGM), attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hardcopy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for financial year 2016-17alongwith Notice of the AGM, attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

E-Voting Information

The electronic voting particulars are set out below:

EVEN (E -Voting Event Number)	USER ID	PASSWORD

Please refer notice for instructions on e-voting.

E-voting facility is available during the following voting period

Commencement of E-voting	Conclusion of E-voting
Friday, September 22, 2017 at 9.00 a.m.	Sunday, September 24, 2017 till 5.00 p.m.

Form No. MGT - 11

11th Annual General Meeting – September 25, 2017
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s):
_____

Registered Address of Member(s):
_____

_____
_____

E-mail id:
_____

Folio No. / Client ID: _____
DP ID: _____

I/We, being the member(s) of TREE HOUSE EDUCATION & ACCESSORIES LIMITED, holding _____ Equity Shares hereby appoint:

1. Name: _____ E-mail Id:
   _____
   Address:
   _____
   _____
   _____Signature:
   _____*or failing him*
2. Name: _____ E-mail Id:
   _____
   Address:
   _____
   _____
   _____Signature:
   _____*or failing him*
3. Name: _____ E-mail Id:
   _____
   Address:
   _____
   _____
   _____Signature:
   _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Eleventh Annual General Meeting** of the Company, to be held on Monday, September 25, 2017 at 9 a.m.at Mayor Hall, All India Institute Of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (W), Mumbai 400 058 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote (Optional see Note 1)		
		For	Against	Abstain
	Ordinary Business			
1.	To receive, consider and adopt; a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Reports of the Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, and the Report of the Auditors thereon.			
2.	To appoint a Director in place of Mrs. Geeta Bhatia (DIN 00074444), who retires by rotation and being eligible, offers herself for re-appointment.			
3.	To appoint M/s. S. Dedhia & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s. Agarwal & Associates., the retiring Statutory Auditors:			
	Special Business			
4.	To approve the appointment of Mr. Suraj Manghani as an Independent Director.			
5.	To approve the appointment of Mr. Deepak Valecha as an Independent Director.			
6.	To approve the appointment & remuneration of the Cost Auditors for the financial year ending March 31, 2018.			

Signed this _____ day of _____ 2017

Affix revenue stamp of not less than Rs, 1

_____
Signature of the member

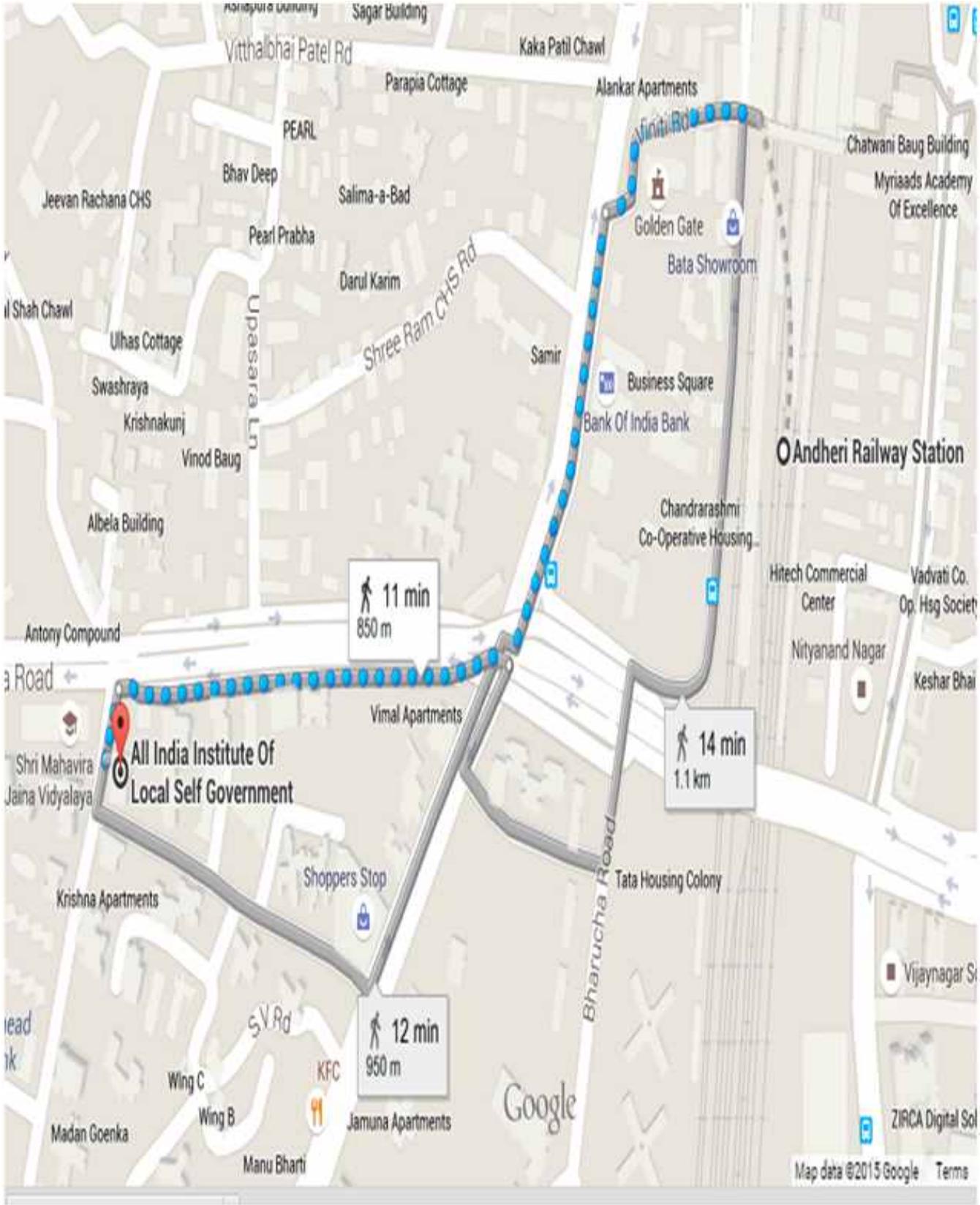
_____
Signature of 1st proxy holder

Signature of 1st proxy holder

Signature of 1st proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions , your proxy will be entitled to vote in the manner as he/she may deem appropriate.


Sagar Building
Vitthalbhai Patel Rd
Kaka Patil Chawl
Parapia Cottage
Alankar Apartments
PEARL
Chatwani Baug Building
Bhav Deep
Myriaads Academy
Of Excellence
Jeevan Rachana CHS
Salima-a-Bad
Golden Gate
Pearl Prabha
Bata Showroom
Darul Karim
Shree Ram CHS Rd
Shah Chawl
Ulhas Cottage
Samir
Upassara Ln
Business Square
Swashraya
Bank Of India Bank
Krishnakunj
Andheri Railway Station
Vinod Baug
Albela Building
Chandrarashmi
Co-Operative Housing...
11 min
850 m
Hitech Commercial
Center
Vadvati Co.
Op. Hsg Society
Antony Compound
Nityanand Nagar
Keshar Bhai
Vimal Apartments
14 min
1.1 km
Shri Mahavira
Jaina Vidyalaya
All India Institute Of
Local Self Government
Shoppers Stop
Tata Housing Colony
Krishna Apartments
Bharucha Road
Vijaynagar
S.V.Rd
12 min
950 m
KFC
Wing C
Wing B
Jamuna Apartments
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Madan Goenka
Manu Bharti
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Notes