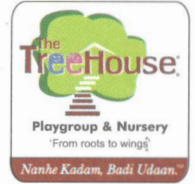


Tree House Education & Accessories Ltd.

Registered Office: 702, Morya House, 'C' Wing, Off. Link Road, Andheri (W), Mumbai - 400 053.
Tel.: 022 - 40492222 Fax : 022 - 40492207
CIN : L80101MH2006PLC163028



August 21, 2019

To, BSE Limited Phiroze Jeejeebhoy Tower Dalal Street, Fort Mumbai - 400 001	To, The National Stock Exchange of India Ltd. Bandra (East) Mumbai - 400 051	To, Metropolitan Stock Exchange of India Ltd. Exchange Square, CTS No. 25, Suren Road, Andheri (East), Mumbai - 400 093
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Sub.: Annual report for the Financial Year 2018-2019.

Ref.: Scrip Code: 533540 / Symbol: TREEHOUSE

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed please find attached Annual Report for the Financial year 2018-2019 along with the Notice of the 13th Annual general Meeting of the Company scheduled to be held on Thursday, September 12, 2019 At 9.00 A.M. At Mayor Hall, All India Institute Of Local Self Government, Sthanikraj Bhavan, C. D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400 058,

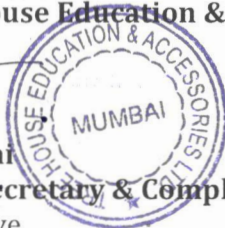
We request you to kindly take the above information on record.

Thanking you.

Yours truly,

For Tree House Education & Accessories Limited

Guddi
Guddi Bajpai
Company Secretary & Compliance officer
Encl: As above





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BOARD OF DIRECTORS

1) Mr. Rajesh Bhatia

DIN: 00074393
Chairman and Managing Director
(Resigned w.e.f. January 21, 2019)

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
(Resigned w.e.f. January 21, 2019)

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 Manghnani

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. Jugal Shah

DIN: 08334114
Additional Executive Director (w.e.f. January 21, 2019)

Education:

- MBA (Marketing) - Punjab Technical University.
- PGPM (Major - Marketing & Minor - IB) - United World School of Business
- B. Com - ShriChinai College of Commerce & Economics

Experience:

- More than 5 years of experience in the field of marketing.

6) Mrs. Amita Karia

DIN: 07068393
Additional Independent Director (February 12, 2019)

Education:

- Law graduate from Mumbai University.
- Associate Member of the Institute of Company Secretaries of India (ICSI).

Experience:

- More than 5 years of experience in the field of secretarial and regulatory compliances.



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajesh Bhatia

Managing Director

Resigned w.e.f. January 21, 2019

Mrs. Geeta Bhatia

Non- Executive Director

Resigned w.e.f. January 21, 2019

Mr. Deepak Valecha

Independent Director

Mr. Suraj Manghnani

Independent Director

Mr. Jugal Shah

Executive Director

Appointed : January 21, 2019

Mrs. Amita Sachin Karia

Independent Director

Appointed : February 12, 2019

CHIEF EXECUTIVE OFFICER

Mr. Rajesh Bhatia

Appointed : January 22, 2019

CHIEF FINANCIAL CONTROLLER & CHIEF OF COMPLIANCE

Mr. Navin Kumar Mane

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Guddi Bajpai

BOARD COMMITTEES

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee

- Committee of Board
- Compensation Committee
- CSR Committee

STATUTORY AUDITOR

M/s. S. Dedhia & Co.,
Chartered Accountants
Mumbai

BANKERS

HDFCBankLtd.
Kotak Mahindra Bank Ltd.
ICICI Bank Ltd.
Corporation Bank Ltd.
Indian Bank Ltd.,
IndusInd Bank,
RBL Bank

REGISTRAR & TRANSFER AGENTS

LinkIntime India Pvt. Ltd.

C 101, 247 Park, L.B.S Marg,
Vikhroli (West),
Mumbai – 400083

REGISTERED OFFICE

CIN: L80101MH2006PLC163028
702, 'C', MoryaHouse,
Off New Link Road, Andheri (West),
Mumbai – 400053

WEBSITE

www.treehouseplaygroup.net



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF TREE HOUSE EDUCATION & ACCESSORIES LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 12, 2019 AT 9.00 A.M. AT MAYOR HALL, ALL INDIA INSTITUTE OF LOCAL SELF GOVERNMENT, STHANIKRAJ BHAVAN, C. D. BARFIWALA MARG, JUHU LANE, ANDHERI (WEST), 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, 2019, 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, 2019, and the Report of the Auditors thereon.

SPECIAL BUSINESS:

2. To appoint Mr. Jugal Bharat Shah (DIN: 08334114) as an Executive 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 the provisions of Section 152, 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 reenactment thereof for the time being in force), Mr. Jugal Bharat Shah, (DIN: 08334114) who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 21, 2019 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. Jugal Bharat Shah as a candidate for the office of a director of the Company, be and is hereby appointed as an Executive Director of the Company 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.”

3. To approve the appointment of Mrs. Amita Sachin Karia 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 reenactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mrs. Amita Karia (DIN: 07068393), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 12, 2019 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 Mrs. Amita Karia 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 11, 2024, 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.”



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4. To approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31, 2020.

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. 50,000/- p.a. (Rupees Fifty 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 2019-20.”

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. Approval to deliver document through a particular mode as may be sought by the member

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

“ **RESOLVED THAT** pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as 'the Act'), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode prescribed under the Act and desired by Member(s), from time to time.

RESOLVED THAT upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and/ or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

For Tree House Education & Accessories Limited

Date: **August 10, 2019**
Place: **Mumbai**

Sd/-
Jugal Shah
Additional Director
(DIN: 08334114)



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NOTES

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. The members of the Company, at Annual General Meeting (AGM) held on September 25, 2017 approved the appointment of M/s. S. Dedhia & Co., Chartered Accountants (Firm Registration No. 117695W), Mumbai as the Statutory Auditor of the Company for a term of Five years, subject to ratification by members at every AGM. However, the members may take note that the Ministry of Corporate Affairs has vide notification dated May 7, 2018 has dispensed the requirement of ratification in appointment of auditor by members at AGM. Hence, the existing auditor shall be deemed to be appointed for a period of five years starting from Financial Year 2017-18.
5. The members may take note that pursuant to provisions of section 152(6) none of the directors of the company are liable to retire by rotation at 13th AGM as Mr. Deepak Valecha and Mr. Suraj Manghnani being an Independent Directors are not liable to retire by rotation and other two directors, namely Mr. Jugal Shah and Mrs. Amita Karia, are being re-appointed at the AGM.
6. GREEN INITIATIVE:- SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.
7. 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).
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
9. 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.
10. 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.

Further, the Company will be transferring the dividend and the shares to the IEPF Authority for its Dividend Account of the financial year 2011-12 which is due in September, 2019. The Company has sent individual



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correspondence to the shareholders and publish an newspaper advertisement for claiming the un-paid/unclaimed dividend in respect of which dividend has not been en-cashed or claimed by the members for 7 consecutive years or more. The shareholders are once again requested to claim their un-paid/unclaimed to avoid the transfer to IEPF.

Members who have not yet en-cashed their Final Dividends from financial year 2011-12 and 2012-13 and thereafter are requested to make their claims to the Company / RTA. Members are requested to quote folio numbers / DP ID – Client ID in all their correspondence.

11. 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.
12. The copy of the Annual Report 2019 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 2019 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.
13. Members may also note that the Notice convening Annual General Meeting and Annual Report for the financial year 2018-19 will be available on the Company's website www.treehouseplaygroup.net in "Our Investors" section.
14. 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.
15. 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.
16. 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 5, 2019.
17. 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.
18. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
19. A route map showing direction to reach the venue of 13th AGM is given in the Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".
20. 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 13th 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 September 09, 2019 at 9:00 a.m. and ends on September 11, 2019 at 5:00 p.m. During this period members' of the Company, holding shares either in physical form or in



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dematerialized form, as on the cut-off date of September 05, 2019, 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, through e-mail to compliance@treehouseplaygroup.net with a copy marked to the scrutiniser mihenhalani@gmail.com and 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.
21. 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.
22. 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).



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23. The Register of Members and Share Transfer Books of the Company will remain closed from, Saturday, September 07, 2019 to Thursday, September 12, 2019 (both days inclusive).
24. 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 05, 2019, 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.
25. 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.
26. 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.
27. 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	Mr. Jugal Shah	Mrs. Amita Karia
Age	32	32
Director Identification Number (DIN)	08334114	07068393
Date of Appointment on the Board	21/01/2019	12/02/2019
Qualifications	<ul style="list-style-type: none"> • MBA (Marketing) - Punjab Technical University. • PGPM (Major - Marketing & Minor - IB) - UnitedWorld School of Business • B. Com - Shri Chinai College of Commerce & Economics 	<ul style="list-style-type: none"> • Law graduate from Mumbai University. • Associate Member of the Institute of Company Secretaries of India (ICSI).
Expertise in specific functional area	Marketing.	Secretarial, other legal and regulatory compliances
Number of shares held in the Company	NIL	NIL
Terms and Conditions	As per resolution stated in item no.2	As per resolution stated in item no.3
Justification for appointment of Independent Director	Experience of Mr. Jugal Shah will be beneficial to the Company for its growth.	Experience of Mrs. Amita Karia will be beneficial to the Company for its growth.
List of the directorships held in other listed entities	NIL	RMG Alloy Steel Limited Independent, Non-Executive)
Chairman / Member in the Committees of the Boards of companies in which he is Director Remuneration	NIL	Member in Audit Committee, Nomination and Committee and Stakeholders Relationship Committee
Relationships between Directors inter-se	NIL	NIL

Date: **August 10, 2019**
Place: **Mumbai**

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

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

Sd/-
Jugal Shah
Additional Director
(DIN: 08334114)



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Annexure to Notice

Explanatory Statement under 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. 2 in notice.

The Board of Directors, at its meeting held on January 21, 2019, appointed Mr. Jugal Bharat Shah as an Additional Director of the Company with effect from January 21, 2019, 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. Jugal Bharat Shah 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. Jugal Bharat Shah for the office of Executive Director, to be appointed as such under the provisions of the Companies Act, 2013.

The Company has received from Mr. Jugal Bharat Shah (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 Subsection (2) of Section 164 of the Companies Act, 2013.

Pursuant to provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution seeks the approval of members for the appointment of Mr. Jugal Bharat Shah as an Executive Director of the Company.

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

The Board recommends the resolution set forth in Item no. 2 for the approval of the members.

In respect of Item No. 3 in notice.

The Board of Directors, at its meeting held on February 12, 2019, appointed Mrs. Amita Karia as an Additional Director of the Company with effect from February 12, 2019, 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, Mrs. Amita Karia 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 Mrs. Amita Karia 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 Mrs. Amita Karia (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 she is not disqualified under Subsection (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she 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 Mrs. Amita Karia as an Independent Director of the Company for a period up to February 11, 2024. She will not be liable to retire by rotation. In the opinion of the Board, Mrs. Amita Karia, the Independent Director proposed to be appointed, fulfills the conditions specified under the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Mrs. Amita Karia 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 Mrs. Amita Karia, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.



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In respect of Item No. 4 in notice for appointment and remuneration of Cost Auditor.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. Kishore Bhatia & Associates, Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2020. Mentioned below is the detail of the Cost Auditor so appointed by the Board in the Company's Board Meeting held on 10th August, 2019.

Name of the Cost Auditor	Audit fees (In Rs.)
M/s. Kishore Bhatia & Associates	Rs. 50,000/-

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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

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

In respect of Item No. 5 in notice.

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, proviso to sub-section (2) of Section 20 of the Act states that a Member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the company at its Annual General Meeting ('AGM').

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 5 of the Notice relating to serving the documents including financial statements to the members of the Company in a requested mode.

In view of this, the Board of Directors recommends the resolution as set out in Item No. 5 of the Notice for approval by the Members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

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

Date: **August 10, 2019**

Place: **Mumbai**

Sd/-
Jugal Shah
Additional Director
(DIN: 08334114)



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BOARD'S REPORT

Dear Members,

Your directors take great pleasure in presenting the Thirteenth Annual Report of business and operations of your company along with Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2019.

FINANCIAL RESULTS

The Financial Performance of your Company for the financial year ended March 31, 2019 is summarized below:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Total Revenue	469	1054	472	1054
Expenditures excluding depreciation	940	2993	940	2993
Profit before Depreciation and Tax	(471)	(1938)	(468)	(1938)
Depreciation	3245	5260	3245	5260
Net Profit Before exceptional Items and Tax	(3716)	(7198)	(3713)	(7198)
Share of net profit/(loss) of associates and joint ventures accounted for using the equity method	Nil	Nil	395	(25)
Exceptional Items	498	(3513)	498	(3513)
Net Profit Before Tax	(4214)	(10711)	(3816)	(10733)
Provision for Tax	(7)	(1009)	(7)	(1009)
Profit after Tax	(4207)	(9702)	(3809)	(9724)
Other Comprehensive Income	5	Nil	5	Nil
Appropriations:				
Proposed Dividend on equity Shares	Nil	Nil	Nil	Nil
Tax on Dividend	Nil	Nil	Nil	Nil
Balance Carried to Balance Sheet	(4202)	(9702)	(3804)	(9724)
Paid up Share Capital	4231	4231	4231	4231
Reserves & Surplus	30622	34823	30960	34762

*previous year figures have been regrouped/rearranged wherever necessary.

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

During year the Company has incurred a loss of INR 4202 lakhs after tax against loss of INR 9702 lakhs after tax in previous year.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

Your company does not have any subsidiary company. However, the Company has one associate Companies viz., J T Infrastructure Private Limited.

The particulars of Associate Companies/Joint Venture as on March 31, 2019 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.



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Note:

- 1) Company has made its divestment in Mehta Tree House Infrastructure Private Limited on 10th September, 2018, hence as on 31.03.2019 it is not an associate Company of Tree House Education & Accessories Limited.
- 2) Ministry of corporate affairs has struck off JT infrastructure pvt. ltd. due to non filing of its annual return with MCA. The Company has filed an appeal with NCLT for restoration of its status as Active.

DIVIDEND

The Company has incurred a huge loss during the year. Hence, board does not recommend any 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 31stMarch, 2019 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, 2018 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, 2019.

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 internal financial 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 2018-19. Your Directors confirm that:

- a) The Financial Statements of the Company for year ended march 31, 2019, 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, 2019, 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, 2019 and of the profits and loss of the company for financial year ended March 31, 2019.
- 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.



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- 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, 2019 are as follows:

1. Mr. Suraj Manghnani (DIN: 06625583), Independent Director
2. Mr. Deepak Valecha (DIN: 07736480), Independent Director
3. Mr. Navin Kumar Mane (PAN: ATBPK9664Q), Chief Financial Officer
4. Ms. Guddi Bajpai (PAN: AWYPB2768G), Company Secretary & Compliance Officer
5. Mr. Rajesh Bhatia (PAN: AAHPB9438N), Chief Executive Officer (CEO)
6. Mr. Jugal Shah (DIN: 08334114), Additional (Executive) Director
7. Mrs. Amita Karia (DIN: 07068393), Additional (Independent) Director

a) Changes in Directors and Key Managerial Personnel:

During the year under review, the following changes took place in the Board of Directors and the Key Managerial Personnel of the Company:

1. Ms. Guddi Bajpai (PAN: AWYPB2768G), is appointed as Company Secretary & Compliance Officer (w.e.f. May, 30, 2018)
2. Mr. Rajesh Bhatia (PAN: AAHPB9438N) was appointed as Chief Executive Officer (CEO) of the Company w.e.f. January 22, 2019.
3. Mr. Rajesh Bhatia (DIN: 00074393), Managing Director - (Resigned w.e.f. January 21, 2019).
4. Mrs. Geeta Bhatia (DIN: 00074444), Non-Executive Woman Director (Resigned w.e.f. January 21, 2019).
5. Mr. Jugal Shah (DIN: 08334114) was appointed as Additional (Executive) Director of the Company w.e.f. January 21, 2019.
6. Mrs. Amita Karia (DIN: 07068393) was appointed as Additional (Independent) Director of the Company w.e.f. February 12, 2019.

Pursuant to provisions of section 152(6) none of the directors of the company are liable to retire by rotation at 13th AGM Mr. Deepak Valecha and Mr. Suraj Manghnani being an Independent Directors are not liable to retire by rotation and other two directors, namely Mr. Jugal Shah and Mrs. Amita Karia, are being re-appointed at the AGM.

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.



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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 details

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.

AUDITORS

a) Statutory Auditors

The Statutory Auditors M/s. S. Dedhia & Co. Chartered Accountants having ICAI Firm Registration No. 117695W, was appointed in 11th Annual General Meeting to hold office from the conclusion of 11th Annual General meeting for a term of consecutive five years till conclusion of 16th Annual General Meeting subject to ratification of the appointment by the members at every Annual General Meeting. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors.

M/s. S. Dedhia & Co., Chartered Accountants have expressed their willingness to continue as Statutory Auditors of the Company and have submitted a certificate confirming that their appointment is in accordance with Section 139 read with Section 141 of the Act.



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The Independent Auditors' Report of M/s. S. Dedhia & Co., on the Financial Statements of the Company for the Financial Year 2018-19 is a part of the Annual Report. There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. S. Dedhia & Co. in their Report dated May 30, 2019.

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 to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2019.

The Secretarial Audit Report is annexed herewith as "Annexure C". There are no qualifications, made by M/s Kaushal Doshi & Associates in their Report.

c) Cost Auditors

The company is required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and accordingly such accounts and records are made and maintained by the Company, The Board of Directors had appointed M/s. Kishore Bhatia & Associates, Cost Accountants, as the Cost Auditors of your Company for the financial year 2018-19 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 2019-20 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 50,000 (Rupees Fifty 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 2019-20 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 D" to this report.

RELATED PARTY TRANSACTIONS

During the Financial Year 2018-19 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 SEBI (LODR) Regulations, 2015. During the financial year 2018-19, there were no transactions with related parties which qualify as material transactions under the SEBI (LODR) Regulations, 2015 and provisions of section 188 of the Companies Act, 2013, therefore Form AOC-2 does not form part of this report.

The details of the related party transactions as required under "Ind As - 24" are set out in Note Nos. 33 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/pdf/files/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 behaviour, 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



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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.

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.pdf

The initiatives undertaken by your Company during the financial year 2018-19 in CSR have been detailed in this Annual Report.

The meeting of CSR committee held on February 12, 2019, 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 2018-19 and due to the reason of the same Company was not able to spend 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 endeavor 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 E" 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

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.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and



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Redressal) Act, 2013. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has a qualified Internal Committee, who along with the external member review the policy and framework on a regular basis. Additionally the company ensures that every new employee undergoes an awareness program which will sensitise them to uphold the dignity of their colleagues at workplace, particularly with respect to prevention of sexual harassment. During the year, no such case was reported.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

For the year under preview 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 22, 2018), with Ministry of Corporate Affairs.

Further, the Members may note that the Company will be transferring the un-paid/unclaimed dividend and the shares to the IEPF Authority for its Dividend Account of the financial year 2011-12 which is due in September, 2019, The Company had sent individual correspondence to respective shareholders and published newspaper advertisement for claiming the un-paid/unclaimed dividend in respect of which dividend has not been en-cashed or claimed by the members for 7 consecutive years or more. The shareholders are once again requested to claim their un-paid/unclaimed to avoid the transfer to IEPF.

Members who have not yet en-cashed their Final Dividends from financial year 2011-12 and 2012-13 and thereafter are requested to make their claims to the Company / RTA. Members are requested to quote folio numbers / DP ID – Client ID in all their correspondence.

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 India (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2019 are available on website of the company at www.treehouseplaygroup.net. "is provided as "Annexure F".

CEO/CFO CERTIFICATION

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the certification by the Chief Executive Officer and Chief Financial Officer on the financial statements and Internal Controls relating to financial reporting has been obtained and annexed as "Annexure H" to this Report.

MISCELLANEOUS

- Your company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- Your Company did not allot any equity share as sweat equity shares. Therefore, no disclosures as required under Rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014;
- Company has received an Confirmatory order dated 29th August, 2018 from Securities Appellate Tribunal for Misc Application no 250 of 2018 and 300 of 2018 on confirming the forensic audit by M/s Ernst & Young LLP appointed by National Stock Exchange.
- Company has received an Confirmatory order dated 16th November, 2018 under sections 11(1), 11(4) and 11B of The Securities And Exchange Board Of India Act, 1992 and Regulation 11 of The SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company has complied with maintenance of cost records as specified by the Central government under sub-section (1) of section 148 of the Companies Act, 2013 and accordingly accounts and records are made and maintained; and
- There were no material changes and commitments occurred between and the end of financial year of the company affecting the financial position of the Company.



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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 have 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/-
Jugal Shah
Additional Director
(DIN: 08334114)

Sd/-
Deepak Valecha
Independent Director
(DIN: 07736480)

Date: **10th August, 2019**
Place : **Mumbai**



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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)
1. Latest audited Balance Sheet Date	Mar 31, 2019
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	99,80,000
Amount of Investment in Associates/Joint Venture	9,98,00,000
Extent of Holding %	50%
3. Description of how there is significant influence	By virtue of shareholding
4. Reason why the associate/joint venture is not consolidated	NA
5. Networth attributable to Shareholding as per latest audited Balance Sheet	26,88,14,862
6. Turnover	9,91,71,804
7. Contribution to Company's Profitability	-
8. Profit / Loss for the year	7,89,95,218
i. Considered in Consolidation	3,94,97,608
ii. Not Considered in Consolidation	3,94,97,608

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: Mehta Tree House Infrastructure Private Limited an associate company was sold on 10 Sept 2018.
3. Ministry of corporate affairs has struck off JT infrastructure pvt. ltd. due to non filing of its annual return with MCA. The Company has filed an appeal with NCLT for restoration of its status as Active.

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 2018-19 is as follows:

Name of Director	Total Remuneration (Rs.)	Ratio of remuneration of director to the median remuneration
Mr. Rajesh Bhatia#	4,44,469	12.5 Times
Mrs. Geeta Bhatia##	Nil	Nil
Mr. Suraj Manghnani	Nil	Nil
Mr. Jugal Shah###	2,35,483	6.25 Times
Mrs. AmitaKaria####	Nil	Nil

Note:

- # Resigned w.e.f 21.01.2019
Resigned w.e.f 21.01.2019
Joined w.e.f 21.01.2019
Joined w.e.f 12.02.2019

B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2018-19 are as follows:

Name	Designation	Remuneration (Rs.)		Increase %
		2018-19	2017-18	
Mr. Rajesh Bhatia (resigned w.e.f 21.01.2019)	Managing Director	0	0	-
Mr. Navin Kumar Bhandaradamane	CFO	27,00,000	27,00,000	-
Ms. Hinal R. Mehta (resigned w.e.f. 1st April, 2018)	Company Secretary	0	1,14,500	-
Mrs. Geeta Bhatia (resigned w.e.f 21.01.2019)	Director	0	0	-
Mr. Suraj Manghnani	Director	0	0	-
Mr. Deepak Valecha	Director	0	0	-
Mr. Rajesh Bhatia (Appointed w.e.f 22.01.2019)	CEO	4,44,469	0	-
Mrs. Amita Karia (Appointed w.e.f 12.02.2019)	Director	0	0	-
Mr. Jugal Shah (Appointed w.e.f 21.01.2019)	Director	2,35,483	0	-
Ms. Guddi Bajpai (Appointed w.e.f. 30th May, 2018)	Company Secretary	3,83,129	0	-

C. Percentage increase in the median remuneration of all employees in the financial year 2018-19:

Particulars	2018-19 (Rs.)	2017-18 (Rs.)	Increase %
Median remuneration of all employee per annum	16,000	11,600	37.93%



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D. Number of employees on the rolls of the Company as on March 31, 2018:

Employees	2018-2019	2017-2018
Corporate Office	17	18
Teaching Staff	10	10
TOTAL	27	28

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

The increase in average remuneration of all employees in the financial year 2018-19 as compared to the financial year 2017-18 was 37.93%, whereas the loss for the financial year 2017-18 was Rs.97 crores and the loss for the financial year 2018 -19 was Rs.42 crores.

E. The key indices of Company's performance are:

Particulars	2018-2019 (In lakhs)	2017-2018 (In lakhs)	Growth %
Net Revenue from Operations	366	700	(47.71)
Profit Before Tax and Exceptional Items	(3,716)	(7,198)	-
Profit After Tax	(42,02)	(97,02)	-

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.

F. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

No increase in remuneration of the Employees and Managerial Personnel in the financial year.

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

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.



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Annexure C

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

TREE HOUSE EDUCATION & 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 & ACCESSORIES LIMITED (hereinafter called "the Company") Secretarial Audit was conducted in a manner that provided us 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, 2019 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, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 2018/1996 and the Regulations and Bye-laws framed there under;
- iv. 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;
- v. 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, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018/2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the period under review.
 - f) The Securities and Exchange Board of India (Registrars to an 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; Not Applicable during the period under review. and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the period under review.



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vi. We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other various applicable Acts, Laws, Rules and Regulations to the Company.

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

- (i) the Secretarial Standards issued by The Institute of Company Secretaries of India (“ICSI”);
- (ii) The Listing Agreement/SEBI (Listing Obligation and Disclosure Requirements) 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 duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- 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 and adequate 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;

- Pursuant to SEBI (Prohibition of fraudulent and unfair trade Practices) Regulations, 2013, the SEBI has passed confirmatory order (WTM/GM/CFD/77/2018-19) dated November 16, 2018 whereby it has confirmed the Directors contained in the Ad-Interim Ex-Parte Order dated March 7, 2018. As informed to us, SEBI matter is ongoing and forensic audit is presently being conducted. The Company has appealed against the SEBI order with Securities Appellate Tribunal (SAT).

We further report that, there was no major events/transactions occurred during the period under review.

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**

Date: **10/08/2019**
Place: **Mumbai**

**sd/-
Kaushal Doshi
Proprietor
CP No:13143
ACS No: 32178**

Note: This report is to be read with our letter of even date which is annexed as “Appendix A” herewith and forms as integral part of this report.



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Appendix A

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**

Date: **10/08/2019**
Place: **Mumbai**

sd/-
Kaushal Doshi
Proprietor
CP No: 13143
ACS No: 32178



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Annexure D

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

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:- 07777051421 Email ID:- compliance@treehouseplaygroup.net
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link In time 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	64.69%
2	Education support services	855	35.31%

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

* Note: Tree house Education & Accessories Ltd. has made its divestment in Mehta Tree House Infrastructure pvt.Ltd on 10.09.2018.

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	0	0	0	0.00	0	0	0	0.00	0.00
(b) Banks / FI	10000	0	10000	0.02	0	0	0	0.00	0.02
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	1024937	0	1024937	2.42	0	0	0	0.00	0.02
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIs	3245428	0	3245428	7.67	3245428	0	3245428	7.67	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	4280365	0	4280365	10.11	3245428	0	3245428	7.67	2.44

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	
2. Non-Institutions									
(a) Bodies Corp.									
(i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(iii) Individual shareholders holding nominal share capital upto Rs. 2 lakh	10791514	20004	10811518	25.55	10870514	10004	10880518	25.72	0.17
(iv) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	3814564	0	3814564	9.02	6613098	0	6613098	15.63	-6.61
(c) Foreign portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
NBFCs Registered with RBI	0	0	0	0	8050	0	8050	0.02	0.02
(d) Any Others									
(i) Trusts	270400	0	270400	0.64	270400	0	270400	0.64	0.00
(ii) Hindu Undivided Family	522721	0	522721	1.24	538118	0	538118	1.27	-0.03
(iii) Non Resident Indians (Repat)	515842	0	515842	1.22	667232	0	667232	1.58	-0.36
(iv) Non Resident Indians (Non Repat)	260380	0	260380	0.62	280010	0	280010	0.66	-0.04
(v) Foreign Companies	2897665	0	2897665	6.85	2897665	0	2897665	6.85	0.00
(vi) Clearing Member	428937	0	428937	1.01	489773	0	489773	1.16	-0.78
(vii) Directors / Relatives	0	0	0	0	0	0	0	0.00	0.00
(viii) Any Other	9818263	0	9818263	23.20	7730363	0	7730363	18.27	4.93
Sub-total (B)(2):-	29320286	20004	29340290	69.35	30365223	10004	30375227	71.79	-2.44
Total Public Shareholding (B)=(B)(1)+(B)(2)	33600651	20004	33620655	79.46	33610651	10004	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	42300720	10004	42310724	100.00	0.00

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

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

(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 Shareholding during the years 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) (iv) Shareholding pattern of top ten shareholders (other than directors, promoters and holders of GDRS and ADRS)

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the end 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	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	Elizabeth Mathew		200000	0.4727		
	Purchase(s) during the year	29.03.2019	1795856			
	Sale(s) during the year					
	At the end of the year		1995856	4.71	1995856	4.71
4	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
5	Greencrest Financial Services					
	At the beginning of the year		1098678	2.60		
	Purchase(s) during the year		-	-	-	-
	Sale(s) during the year		-	-	-	-
	At the end of the year		1098678	2.60	1098678	2.60
6	Arch Finance Limited					
	At the beginning of the year		604000	1.43	604000	
	Purchase(s) during the year					
		30.11. 2018	400000			
		07.12. 2018	65010			
	Sale(s) during the year					
	At the end of the year		1069010	2.52	1069010	2.52
7	Elara India Opportunities Fund Limited					
	At the beginning of the year		960000	2.27		

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
	Purchase(s) during the year		-	-	-	-
	Sale(s) during the year		-	-	-	-
	At the end of the year		960000	2.27	960000	2.27
8	Plasma Commercials Private Limited					
	At the beginning of the year	-	823847	1.95	823847	-
	Purchase(s) during the year					
	Sale(s) during the year		-	-	-	-
	At the end of the year		823847	1.95	823847	1.95
9	Vincent Trading Private Limited					
	At the beginning of the year		613212	1.45	613212	
	Purchase(s) during the year		-	-	-	-
	Sale(s) during the year		-	-	-	-
	At the end of the year		613212	1.45	613212	1.45
10	Nomura Singapore Limited					
	At the beginning of the year		540000	1.28		
	Purchase(s) during the year		-	-	-	-
	Sale(s) during the year		-	-	-	-
	At the end of the year		540000	1.28	540000	1.28

V. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Promoters beginning of the year	Shareholding at the during the year		Cumulative Shareholding	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Rajesh Bhatia (Chief Executive officer and Key Managerial Person)(appointed on 21.01.2019)				
	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	Mr. Suraj Naresh Manghnani (Independent Director)				
	At the beginning of the year	50	0.00	50	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for				

Sr. No.	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
	for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	50	0.00	50	0.00
3	Mr. Deepak Valecha Vijaykumar (Independent Director)				
	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				
4	Mr. Jugal Shah(Executive Director) (appointed on 21.01.2019)				
	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				
5	Mrs. Amita Karia (Independent Director)(appointed on 12.02.2019)				
	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.Navin Kumar Bhandaradamane(CFO)				
	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				
7	Ms.GuddiBajpai (Company Secretary & Compliance Officer)				
	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				

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

	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtednes
	Indebtness at the beginning of the financial year 2018-19				
i)	Principal Amount	75,48,57,540	4,36,63,098	0	79,85,20,638
ii)	Interest due but not paid	53,37,055			53,37,055
iii)	Interest accrued but not due	3,76,090			3,76,090
	Toatal (i+ii+iii)	76,05,70,685	4,36,63,098	0	80,42,33,783
	Changes in Indebtness during the financial year 2018-19				
i)	Addition	4,12,24,535	2,60,000		4,14,84,535
ii)	Reduction	8,94,90,827	2,32,50,000		11,27,40,827
	Net Change	-4,82,66,292	-2,29,90,000		-7,12,56,292
	Indebtness at the end of the financial year 2018-19				
i)	Principal Amount	70,65,91,248	2,06,73,098		72,72,64,346
ii)	Interest due but not paid	9,60,706	88,99,469		98,60,175
iii)	Interest accrued but not due	0	0		0
	Toatal (i+ii+iii)	70,75,51,954	2,95,72,567		73,71,24,521

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/ED Manager	Total Amount
Gross Salary		
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2,35,483	2,35,483
(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)	235,483	235,483
Celling as per the Act		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of the Directors			Total
		Suraj Manghnani	Deepak Valecha	Geeta Bhatia	
1.	Independent Directors				
	(a) Fee for attending board committee meetings	10,000	12,500		22,500
	(b) Commission -	-	-	-	
	(c) Others, please specify	-	-	-	-
	Director Remuneration	-	-	-	-
	Total (1)	-	-	-	22,500
2	Other Non Executive Directors				
	(a) Fee for attending board committee meetings			10,000	10,000
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)	-	-	-	10,000
	Total (B)=(1+2)	-	-	-	32,500
	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			
	Company Secretary	CEO	CFO	Total
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	3,83,129	4,44,469	27,00,000	35,27,598
(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	3,83,129	4,44,469	27,00,000	35,27,598

VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

For Tree House Education & Accessories Limited

Sd/-
Jugal Shah
Additional Director
(DIN: 08334114)

Sd/-
Deepak Valecha
Independent Director
(DIN: 07736480)



Annexure E

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, Global Champs, one of the CSR activities in TREEHOUSE has been fulfilling the Company's CSR commitment, for the past four years. Global Champs has focused on projects relating to Education and Environment as detailed as follows.
- (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 four years were Rs. 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 under privileged children, girls and upliftment of rural sports for children. Global Champs believes in working in areas that can create long-term impact on the society. Therefore focus in 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 TREEHOUSE.

(iii) TREEHOUSE 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 sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, 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 undertake other CSR activities in line with Schedule VII including contribution towards Swach Bharat Kosh.

(v) The CSR activities shall be undertaken in locations within India. TREE HOUSE shall give preference to the local areas and the area around which TREE HOUSE operates while considering the activities to be undertaken and spending the amount earmarked for CSR activities. However, TREE HOUSE has a multi-state presence and hence may be guided by the requirements of the specific CSR activity / program in 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. Jugal Shah**	Executive Director
Mr. Suraj Manghnani	Independent Director

* Mr. Rajesh Bhatia has resigned from the Committee w.e.f. 21.01.2019

**Mr. Jugal Shah was appointed as member of Committee w.e.f. 21.01.2019

3. Average Net Profit of the company for last 3 financial years: NIL

4. Prescribed CSR expenditure (2% of amount): Rs. - NIL

5. Details of CSR activities/projects undertaken during the year:

a) Total amount spent for the financial year: - NIL

b) Amount un-spent, if any: -NIL

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*
NIL							

6. In the last three financial years since the company has incurred loss, company is not required to spend any amount towards CSR activity, hence no CSR activities were under taken during the year.

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/-
Executive Director
DIN: 08334114

Sd/-
Chairman of CSR Committee
DIN: 07736480

Place: Mumbai
Date: August 10, 2019

Annexure F

DISCLOSURE AS REQUIRED UNDER SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AS ON MARCH 31, 2019

A. Employee Stock Option Scheme

Sr. No	Particulars	ESOP 2010	ESOP 2012	ESOP 2014
1	Date of Shareholders' Approval	October 29, 2010	February 09, 2012	September 11, 2014
2	Total number of options approved under the scheme	14,00,000 Equity Shares of face value Rs. 10/- each	4,00,000 Equity Shares of face value Rs. 10/- each	4,00,000 Equity Shares of face value Rs. 10/- each
3	Vesting Requirements	The first vesting of the stock options shall happen only on completion of one year from the date of grant. Maximum vesting period is five years from the date of Grant	The first vesting of the stock options shall happen only on completion of one year from the date of grant. Maximum vesting period is five years from the date of Grant	The first vesting of the stock options shall happen only on completion of one year from the date of grant. Maximum vesting period is five years from the date of Grant
4	Exercise Price or Pricing Formula	Rs. 71/- per option	Rs. 228/- per option	Rs. 425.60/- per option
5	Variation in terms of Options	-	-	-
6	Source of Shares	Primary	Primary	Primary
7	Maximum Term of Options Granted	5 years from the date of Grant		

C. Employee-wise details of options granted during the year to:

		ESOP 2010	ESOP 2012	ESOP 2014
(i)	Senior Managerial Personnel	NIL	NIL	NIL
(ii)	Employees who were granted, during any one year, options Amounting to 5% or more of the options granted during the year	NIL	NIL	NIL
(iii)	Identified employees who were granted options during anyone year, equal or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	NIL	NIL	NIL
		-	-	-

D.	Diluted Earnings Per Share pursuant to issue of shares on exercise of options calculated in accordance with Indian Accounting Standard (IND AS)	Consolidated: 8.99 Standalone: 9.93
E.	Method used to account for ESOS-	Black Scholes model
F.	Method and Assumptions used to estimate the fair value of options granted during the year: NA	
	Particulars	As at March 31, 2018
	Weighted average grant date share price	NA
	Weighted average exercise price	NA
	Dividend yield %	NA
	Expected life	NA
	Risk free interest rate	NA
	Volatility	NA

Volatility: Volatility is a measure of the amount by which a price hedge fluctuated or is expected to fluctuate during the period. The measure of volatility is used in Black Scholes option-pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. Company considered the daily historical volatility of the Company's stock price on NSE over the expected life of each vest.

Risk free rate: The risk free rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on zero coupon yield curve for government securities.

Expected life the Options: Expected life or the options is the period for which the Company expects the options to be live. The minimum life of stock options is the minimum period before which the options cannot be exercised and the maximum life of the option is the maximum period after which the options cannot be exercised. The Company have calculated expected life as the average of the minimum and the maximum life of the options.

Dividend yield: Expected dividend yield has been calculated as a total of interim and final dividend declared in last year preceding date of grant.



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G.	For options outstanding at the end of the year, the period, the range of exercise price and weighted average remaining contract u allife (vesting period + exercise period). If the range of the exercise prices is wide, the outstanding options should be divided in to rang es that a re meaning ful or assessing then umber and timing of additional shares that may be issued and cash that may be received upon exercise of those options:	
H.	For other instruments granted during the year (i.e., other than stock options) <ul style="list-style-type: none"> • Number and weighted average fair value of those instruments at the grant date • Fair Value determination incase (a) Fair value not measured on the basis of an observable market price (b) whether and how expected dividends were incorporated (c) whether and how any other features were incorporated	No other instruments were granted during the year
I.	For employee share-based payment plans that were modified / varied during the period – <ul style="list-style-type: none"> • Explanation of those modifications/variations • Incremental fair value granted (as a result of those modifications/ variations)-Information on how those incremental fair value granted was measured, consistently with the requirements set out in point 7of SEBI (Share based employee benefits) Regulations,2014. 	
J.	Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Members may refer the relevant Notes in Audited Financials Statement of the Company prepared for Financial Year 18-19

For **Tree House Education and Accessories Limited**

Sd/-
Jugal Shah
Executive Director
DIN:08334114



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Management discussion and Analysis

Overview of Operations of Our Company

The company is developing new improved curriculum and ways of teaching to increase the number of students in its play group. However there has been a marginal decline in the number of students during the financial year 2018-19 which was at 10,478 students as compared to the financial year 2017-18 which was at 10,870 students. The management of the company is confident enough to increase the number of students in the coming year with the improved curriculum and method of teaching.

The company is now focusing on developing new franchises for increasing its reach and become profitable.

Company's Strengths:

The Brand is owned by the Company and is earning Royalty income for the company.

Financial Highlights for 2018-19

Rs. in Lakhs

Particulars	Year Ended 31.03.2019	Year Ended 31.03.2018
Revenue	366	700
Operational EBIDTA	(3)	(86)
Profit (loss) before tax	(3716)	(10711)
Profit (Loss) after taxes	(4207)	(9702)
Earning Per Share	(9.00)	(22.99)

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 on 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.

Industry Structure and developments.

Industry Overview

India – One of the largest education markets in the world

The Indian education sector is one of the largest education markets (in terms of the potential number of students) in the world.



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Key Market Segments

Pre-school Market

While science and child development experts have long proven that, first 6 years of a human being's life are the most critical, in India this is still a nascent concept, there is need to spread higher awareness of importance of early childhood education.

K-12 Market

K-12 schools form the core and largest segment of the Indian education system. India has one of the world's largest networks of schools. Still, the country needs new schools to meet the demand of quality K-12 education.

Supplemental Education

While the number of schools in India makes for impressive reading, the quality of education imparted in these schools leaves a lot to be desired. There have been multiple reports in recent times that point to the low learning levels of students in Indian schools. The challenge here however, is not to repeat what happens in school but to create a more customized and hands on learning environment.

Segment - wise or product -wise performance.

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 segment.

- (i) details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

Major Ration Analysis for the Financial Year 2018-19

SI No	Ratios	Financial Year 2018-19	Financial Year 2017-18	% Change
i	Debtors Turnover Ratio*	0.16	0.25	36.12
ii	Inventory Turnover Ratio	NA	NA	NA
iii	Interest Coverage Ratio**	(6.27)	(12.02)	47.85
iv	Current Ratio	0.36	0.44	18.87
v	Debt Equity Ratio	0.27	0.26	(5.13)
vi	Operating Profit Margin (%)	(797)	(691)	(15.34)
vii	Net Profit Margin (%)	(855.94)	(920.32)	7.00

* Due to reduction in revenue.

** Reduction in Interest Coverage Ratio is due to partly repayment of loan.

- (j) details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof."

The total networth of the company for the financial year 2018-19 348.52 crores as compared to Rs.390.54 for the financial year 2017-18.

For Tree House Education & Accessories Limited

Sd/- Sd/-
Jugal Shah Deepak Valecha
Additional Director
DIN: 08334114

Independent Director
DIN:07736480

REPORT ON CORPORATE GOVERNANCE

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.

II. BOARD OF DIRECTORS:

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

i. Composition & Category of Directors:

The details of composition of Board of Directors, categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2019 are given herein below.

Name of Director	Category	No of shares held	Particulars of Attendance		No. of Directorships in other Public Companies		Number of Committee in positions held in other Public Companies		Directorship other entity (Category of Directorship)
			Last AGM	Board Meeting	Chairman	Member	Chairman	Member	
Mr. Jugal Shah	Executive	0	NA	1	0	0	0	0	0
Mr. Suraj Manghnani	Independent	49	Yes	4	0	0	0	0	0
Mr. Deepak Valecha	Independent	0	Yes	5	0	0	0	0	0
Mrs. Amita Karia	Independent Woman	0	NA	NA	0	2	0	0	RMG Alloy Steel Limited (Independent, Non- Executive) Relcon Infra projects Ltd (Independent, Non- Executive) Welspun Steel Limited (Independent, Non- Executive) Welspun Delhi Meerut Expressway Private Limited, (Independent, Non-Executive)



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Other directorships do not include Directorship in Tree House Education & Accessories Limited and directorships of private limited companies, foreign companies, companies registered under Section 8 of the Act and Alternate Directorships. For the purpose of determination of limit of the Board Committees, chair personship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

ii. Directors' Profile:

A brief resume of the 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. Suraj Manghnani (DIN: 06625583)
Non-Executive Independent Director

Mr. Suraj Manghnani is a Non-Executive Independent Director of your Company. 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 LIMITE	DIRECTOR

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

Mr. Deepak Valechais a Non-Executive Independent Director of your Company. He holds Bachelor of Management Studies Degree 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. Jugal Shah (DIN: 08334114)
Executive Director - Appointment: 21.01.2019

Mr. Jugal Shah is a Additional (Executive) Director of your Company. He holds degrees such as Master of Business Administration (MBA) in Marketing - From Punjab Technical University, PGPM (Major - Marketing & Minor - IB) from – United World School of Business , B. Com - ShriChinai College of Commerce & Economics and has Experience of more than 5 years in the field of marketing.

Mrs. Amita Karia (DIN: 07068393)
Non-Executive Independent Director - Appointment: 12.02.2019

Mrs. Amita Kariais a Additional (Non – Executive Independent) Director of your Company. She holds degree of law from Mumbai University, an Associate Member of the Institute of Company Secretaries of India (ICSI) and has Experience of more than 5 years in the field of secretarial and regulatory compliances.

Other Directorship of Mrs. Amita Karia is as follows:

SR. NO.	NAME OF THE FIRM/COMPANY	NATURE OF INTEREST
1.	WELSPUN STEEL LIMITED	Independent Director
2.	RMG ALLOY STEEL LIMITED	Independent Director
3.	RELCON INFRAPROJECTS LTD.	Director
4.	WELSPUN DELHI MEERUT EXPRESSWAY PRIVATE LIMITED	Director
5.	EXPRESSWAY PRIVATE LIMITED	(Independent, Non-Executive)

iii. Matrix /Table containing skills, Expertise and Competencies of the board of directors .

The Board Members are from diversified areas having the required knowledge. Competency, skills, and experience to effectively discharge their responsibilities. The range of experience of the Board Members includes in the areas of Marketing, Education, Corporate Law and Legal.



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The board has indentified skills/expertise/competence required in the context of its business(es) and sector(s) for it to function effectively and are detailed as below.

Particulars	Detailed List of Core Skills, Expertise and Competencies
Core Skills	Strategic policy formulation and advising, Regulatory framework knowledge, financial performance, advising on Risk mitigation and Compliance requirements,
Expertise	Knowledge in Marketing, Education, Corporate Law and legal matters.
Competencies	Strategic Leadership, execution of policies framed by the Board, identifying the growth areas for expanding the business and advising on Business Risks & environment.

iv. Number of Board Meetings:

During the financial year ended March 31, 2019, five (5) meetings of the Board of Directors were held on May 30, 2018, August 11, 2018, November 12, 2018, January 21, 2019 and February 12, 2019.

Pursuant to Section 149(8) read with Schedule V of the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations & Disclosure Requirements), 2015, a meeting of Independent Directors was held on February 19, 2019, without the attendance of Non-Independent Directors and members of the management. The said meeting was attended by all the Independent Directors namely Mr. Deepak valecha, Mr. Suraj Manghnani and Mrs. Amita Karia.

It is hereby confirmed that in the opinion of the Board, the independent directors fulfill the conditions specified in SEBI (Listing Obligations & Disclosure Requirements), 2015 and are independent of the management. No independent Director has resigned during the Financial Year 2018-19.

Further, there is no Inter-se relation between the Directors.

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/pdf/files/TREEHOUSE_Policy_FAMILIARIZATION_PROGRAMME_ID.pdf

vi. 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 Company www.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 Executive Director is attached as Annexure – Gand forms part of the Annual Report of the Company.

vii. 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,



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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 met five times in the financial year ended March 31, 2019 on 30.05.2018, 11.08.2018, 12.11.2018, 21.01.2019 and 12.02.2019. The necessary quorum was present for all the meetings.

a The composition of the Committee during financial year ended March 31, 2019 and the details of meetings held and attended by the members are as under:

Name	Category Director	Position	Number of meetings held during year ended March 31, 2019	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	5	5
Mr. Suraj Manghnani	Independent, Non-Executive	Member	5	4
Mr. Rajesh Bhatia*	Non-Independent, Executive	Member	5	4
Mr. Jugal Shah**	Executive	Member	5	1

* Mr. Rajesh Bhatia has resigned from Committee w.e.f. 21.01.2019

**Mr. Jugal Shah was appointed as member of the Committee w.e.f. 21.01.2019

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 twotimes in the financial year ended March 31, 2019 on 30.05.2018 and 21.01.2019.
- 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, 2019:

Name	Category Director	Position	Number of meetings held during year ended March 31, 2019	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	2	2
Mr. Suraj Manghnani	Independent, Non- Executive	Member	2	2
Mrs. Geeta Bhatia#	Non-Independent, Non- Executive	Member	2	2
Mrs. Amita Karia##	Non-Independent, Non- Executive	Member	2	NA

Mrs. Geeta Bhatia has resigned from the Committee w.e.f. 21.01.2019

Mrs. Amita Karia has been appointed in the Committee w.e.f. 12.02.2019

c. Terms of Reference:



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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.

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.

- 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, 2019 on 30.05.2018, 11.08.2018, 12.11.2018 and 12.02.2019. The necessary quorum was present for all the meetings.
- The composition of the Stakeholders' Relationship Committee during financial year ended March 31, 2019 and the details of meetings held and attended by the members are as under:

Name	Category Director	Position	Number of meetings held during year ended March 31, 2019	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	4	4
Mr. Suraj Manghnani	Independent, Non- Executive	Member	4	3
Mrs. Geeta Bhatia#	Non-Independent, Non- Executive	Member	4	3
Mr. Rajesh Bhatia##	Non-Independent, Executive	Member	4	3
Mr. Jugal Shah###	Non-Independent, Executive	Member	4	1
Mrs. Amita Karia##	Non-Independent, Non- Executive	Member	4	NA

Mrs. Geeta Bhatia resigned from the Committee w.e.f 21.01.2019

##Mr. R ajesh Bhatia resigned from the Committee w.e.f 21.01.2019

###Mr. Jugal Shah was appointed member of the Committee w.e.f. 21.01.2019



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####Mrs. Amita Karia was appointed member of the Committee w.e.f 12.02.2019

- 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 One (1). As on March 31, 2019 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, 2019 are as follows:

No. of complaints received during the year	1
No. of complaints resolved during the year	1
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.
- f. The Board has designated Company Secretary Ms. GuddiBajpai (w.e.f. 30th May, 2018) as the Compliance Officer of the Company.

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 in financial year ended March 31, 2019 on 12.02.2019. The necessary quorum was present for the meeting.

- c. The composition of the Committee during the financial year ended March 31, 2019, the details of meetings held and attended by the members are as under:

Name	Category Director	Position	Number of meetings held during year ended March 31, 2019	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	1	1
Mr. Suraj Manghnani	Independent, Non- Executive	Member	1	0
Mr. Rajesh Bhatia#	Non-Independent, Executive	Member	1	0
Mr. Jugal Shah##	Non-Independent, Executive	Member	1	1

Mr. Rajesh Bhatia has resigned from the Committee w.e.f. 21.01.2019

##Mr. Jugal Shah was appointed member of the Committee w.e.f. 21.01.2019



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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 E to 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, 2019.

Name	Category Director	Position	Number of meetings held during year ended March 31, 2019	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	-	-
Mrs. Geeta Bhatia#	Non- Executive	Member	-	-
Mr. Rajesh Bhatia##	Non-Independent, Executive	Member	-	-
Mr. Jugal Shah###	Non-Independent, Executive	Member	-	-
Mrs. Amita Karia###	Non-Independent, Non- Executive	Member	-	-

Mrs. Geeta Bhatia has resigned from the Committee w.e.f. 21.01.2019

Mr. Rajesh Bhatia has resigned from the Committee w.e.f. 21.01.2019

Mr. Jugal Shah was appointed as member of the Committee w.e.f. 21.01.2019

Mrs. Amita Karia was appointed as member of the Committee w.e.f. 12.02.2019

No meeting of the Committee of Board held during the financial year 2018-19.

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 and SEBI (Share Based Employee Benefits) Regulations, 2014.

a. The composition of the Committee during the financial year ended March 31, 2019, the details of meetings held and attended by the members are as under:



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Name	Category Director	Position	Number of meetings held during year ended March 31, 2019	
			Held	Attended
Mr. Deepak Valecha	Independent, Non-Executive	Chairman	-	-
Mr. Suraj Manghnani	Independent, Non- Executive	Member	-	-
Mrs. Geeta Bhatia#	Non-Independent, Non- Executive	Member	-	-
Mrs. Amita Karia##	Non-Independent, Non- Executive	Member	-	-

Mrs. Geeta Bhatia has resigned from the Committee w.e.f. 21.01.2019

Mrs. AmitaKaria was appointed as Member of the Committee w.e.f. 12.02.2019.

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, 2015, and
 - SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003
- Exercise such powers as may be necessary or expedient in connection with the effective and efficient implementation or administration of the Plan.

IV. Criteria of making payment of Remuneration to Non-Executive Directors:

Sitting fees to Non-Executive Directors: Non- Executive Directors are paid only sitting fees for attending meeting.

V. Details of Remuneration Paid to Executive Director:

Disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:

- all elements of remuneration package of individual directors summarized under major groups, such as salary
- details of fixed component – Fixed Monthly Salary
- service contracts, notice period, severance fees

VI. 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
12th Annual General Meeting	September 22, 2018; 9.00 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.	To sell / dispose off the assets of the Company more than 20% of the paid up share capital and reserves of the Company under section 180 of the Companies Act, 2013.
11th Annual General Meetings	September 25, 2017; 9.00 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.	No Special Resolution was passed
10th Annual General Meetings	September 26, 2016; 9.00 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.	No Special Resolution passed.

ii. Postal Ballot:

During the financial year ended March 31, 2019 the Company has not passed any resolution by postal ballot. No special resolutions are proposed to be conducted through postal ballot

VII. 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 website www.treehouseplaygroup.net.

iii. Stock Exchange:

Your Company makes timely disclosures of necessary information to BSE Limited (BSE), National Stock



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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.

VIII. GENERAL INFORMATION TO SHAREHOLDERS

1. Annual General Meeting (AGM):

Date	September 12, 2019
Day	Thursday
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. Dividend payment date:

No dividend has been declared for the Financial Year ended 2018-19.

4. Date of Book Closure:

Saturday, September 07, 2019 to Thursday, September 12, 2019 (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, Bandra Kurla 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 2018-19 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:

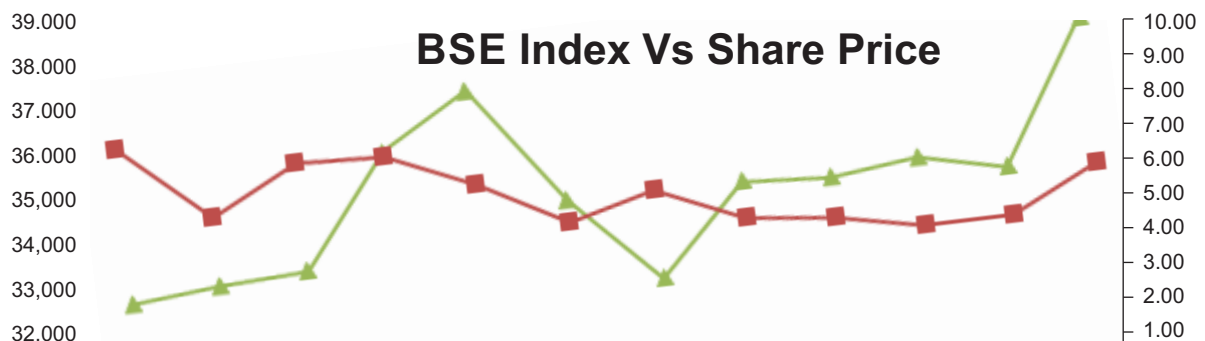
Stock Exchange	Code
BSE	533540
NSE	TREEHOUSE
MCX-SX	TREEHOUSE
Demat ISIN Numbers in NSDL and CDSL	INE040M01013
CIN	L80101MH2006PLC163028

7. Market Price Data:

The high / low market price of the shares during the year ended March 31, 2019 at the BSE Ltd. and at National Stock Exchange of India Ltd. were as under:

Month	Bombay Stock Exchange					National Stock Exchange			
	(Face Value of Rs. 10/- Per Share)					(Face Value of Rs. 10/- Per Share)			
	High	Low	Close	Volume	Sensex Close	High	Low	Close	Volume
Apr-18	11.00	8.90	9.00	107,339	35,160	9.30	9.00	9.05	33,946
May-18	9.20	6.50	6.73	156,157	35,322	7.20	6.80	6.85	25,785
Jun-18	11.95	6.05	8.02	533,360	35,423	8.40	8.00	8.15	34,851
Jul-18	9.01	6.70	7.88	176,487	37,607	8.05	7.85	8.05	25,245
Aug-18	9.30	6.52	6.80	182,897	38,645	7.05	6.65	6.70	99,015
Sep-18	6.98	5.24	5.38	112,380	36,227	5.55	5.25	5.40	58,261
Oct-18	6.03	3.61	6.03	313,286	4,442	6.00	5.90	6.00	27,038
Nov-18	6.97	4.76	4.95	290,665	36,194	5.15	4.75	5.05	204,786
Dec-18	5.19	4.35	4.66	53,546	36,068	4.80	4.50	4.70	2,274
Jan-19	4.90	3.85	4.14	59,483	36,257	4.25	3.90	4.05	36,434
Feb-19	4.60	3.33	4.12	58,509	35,867	4.40	4.20	4.20	4,890
Mar-19	7.09	4.06	5.35	285,123	38,673	5.70	5.20	5.70	40,909

8. Performance in comparison to Bombay Stock Exchange Limited SENSEX



	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sept-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19
▲	35,1	35,3	35,4	37,6	38,6	36,2	34,4	36,1	36,0	36,2	35,8	38,6
■	9.00	6.73	8.02	7.88	6.80	5.38	6.03	4.95	4.66	4.14	4.12	5.35



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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. Dematerialization of Shares and Liquidity:

About 99.97% 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, 2019.

The break-up of Equity shares held in physical and Demat form as on March 31, 2019 is given below:

Particulars	Shares	% of total shares
Physical Shares (i)	10,004	0.03
Demat Shares		
NSDL	3,16,12,448	74.71
CDSL	1,06,88,272	25.26
Demat Shares (Total) (ii)	42,300,720	99.97
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.

13. Compliance Officer:

Ms. Guddi Bajpai
Company Secretary & Compliance Officer (w.e.f. 30th May, 2018)
Tel. No: 7777051465
Email ID: compliance@treehouseplaygroup.net

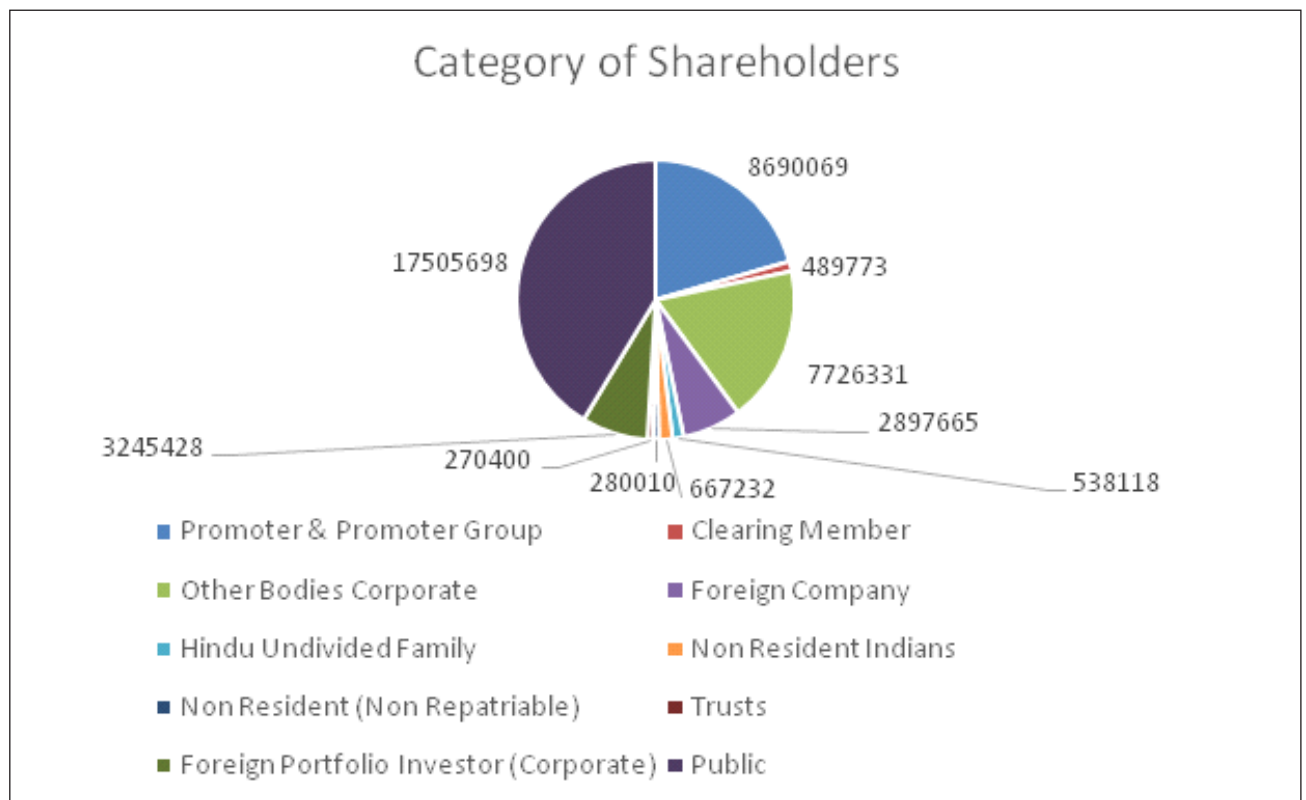
14. Bank Details for electronic shareholding:

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.

15. Shareholding Pattern as on March 31, 2019:

The shareholding of different categories of the shareholders as on March 31, 2019 is given below:-

Sr. No.	Category of Shareholders	Total Shareholding	% of Shareholding
1.	Promoter & Promoter Group	8690069	20.5387
2.	Clearing Member	489773	1.1576
3.	Other Bodies Corporate	7726331	18.2609
4.	Foreign Company	2897665	6.8485
5.	Hindu Undivided Family	538118	1.2718
6.	Non Resident Indians	667232	1.577
7.	Non Resident (Non Repatriable)	280010	0.6618
8.	Trusts	270400	0.6391
9.	Foreign Portfolio Investor (Corporate)	3245428	7.6705
10.	Public	17505698	41.3741
	TOTAL	42,310,724	100.0000



16. Registered Office:

L80101MH2006PLC163028
C-702, Morya House, Off. New Link Road,
Andheri (West), Mumbai – 400053
Maharashtra, India

17. 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, 2019.

18. Addresses for Correspondence

Investors Correspondence:



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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

19. 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: 07777051421

IX. 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. 33 of the financial statement for related party statement.

http://www.nseprimeir.com/z_TreeHouse/pdf-

[files/TREEHOUSE_POLICY_ON_RELATED_PARTY_TRANSACTION_Policy.pdf](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. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

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. There were no penalties imposed or strictures passed against the Company by the statutory authorities in this regard. However Company has received an Confirmatory order dated 16th November, 2018 under sections 11(1), 11(4) and 11B of The Securities And Exchange Board Of India Act, 1992 and Regulation 11 of The SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003 and the 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



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iv. 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

Further, Company has not received any complaint during the Financial Year. No complaints were filed, disposed during the financial year or are pending as on end of the financial year.

v. 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_Subsubsidiary_ies_.pdf

vi. Details of compliance with mandatory and non-mandatory requirements of Listing 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 as specified in Part E of Schedule II of the Listing Regulations 2015 with Stock Exchanges is provided below:

i. 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.

ii. Audit qualifications

There are no Audit Qualifications on the Company's financial statement for the financial year 2018-19.

iii. Separate posts of Chairman and CEO:

There are separate posts of Chairman and CEO in the Company.

iv. Reporting of Internal Auditor

The Internal auditor directly report to the Audit Committee.

vii. The company is in compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations 2015.

viii. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part-. Statutory Audit Rs.6,00,000/- and for Tax Audit Rs.75,000/-.

ix. A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed as Annexure - I.



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Annexure G

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, 2019.

For and on behalf of the Board of Directors

Date: May 30, 2019

Sd/-
Jugal Shah
Additional Director
(DIN: 08334114)

Annexure H

CEO / 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 with existing accounting standards, applicable laws and regulations..
- 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/-
Rajesh Bhatia
Chief Executive Officer

Sd/-
Navin Kumar
Chief Financial Officer

Date: May 30, 2019
Place: Mumbai



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Annexure I

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
TREE HOUSE EDUCATION & ACCESSORIES LIMITED
CIN: L80101MH2006PLC163028

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Tree House Education & Accessories Limited having CIN:L80101MH2006PLC163028 and having its registered office situated at 702 C, Morya House, off New Link Road, Andheri (West), Mumbai – 400 053, (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other Statutory Authority.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Note: During the year under review Mr. Rajesh Bhatia and Mrs. Geeta Bhatia ceased to be directors of the Company w.e.f. January 21, 2019 due to disqualification under section 164(2) of the Companies Act, 2013

For KAUSHAL DOSHI & ASSOCIATES
Practicing Company Secretary
Sd/-
Kaushal Doshi
(Proprietor)
CP No: 13143/ACS No: 32178

Date: 10.08.2019
Place: Mumbai



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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 the Company, for the financial year ended March 31, 2019 as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "Listing Regulation") as stipulated in clause E of Schedule V of the Listing Regulations.

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;

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.

Note: During the year under review Mr. Rajesh Bhatia and Mrs. Geeta Bhatia ceased to be directors of the Company w.e.f. January 21, 2019 due to disqualification under section 164(2) of the Companies Act, 2013

**For S. Dedhia & Co,
Chartered Accountants
(Firm Registration No: 117695W)**

**Sd/-
CA Sandeep Dedhia
(Proprietor)
(Membership No.102606)
Place: Mumbai
Date: May 30, 2019**



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INDEPENDENT AUDITOR'S REPORT

TO ALL THE MEMBERS OF
TREE HOUSE EDUCATION & ACCESSORIES LIMITED

Report on the Standalone Indian 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, 2019**, 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 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 provisions 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 audit opinion on the standalone Ind AS financial statements.

Basis of Forming an Opinion

1. We draw your attention to the Standalone Ind AS Financial Statements, with regard to Fixed Assets. The Company has discontinued most of the centres operated by the Company during F.Y. 2016-17 and have converted some of them into franchisee during F.Y. 2016-17 & 2017-18. The Company has informed us that it has identified Furniture & Fixtures and Leasehold Improvements into those lying at closed centres, franchise centres



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and own centres in a phased manner.

2. During the year the company has allotted new franchises to 18 centres. There were in all 133 centres operative during the year 2018-19.
3. We draw attention to the Standalone Ind AS Financial Statements with regards to Trade Receivables. In our opinion the deliverables and receipts are outstanding for a longer period of time.
4. 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 management has informed us that the Company has received notices from financial institutions under "SARFAESI Act". The amount classified as short term borrowings is at Rs. 7065.91 lakhs.
5. The Company has disposed off its investment held in M T Infrastructure Pvt. Ltd. The part payment of Rs 30.00 lakhs received against the said sale has been held in separate account by HDFC Bank. Similarly the Company has received advance of Rs. 260.00 lakhs against sale of school building at Baroda which is also held by HDFC Bank in separate account, since the company's accounts are classified as NPA. The HDFC Bank has informed the Company that the said amount of Rs. 290.00 lakhs shall be adjusted against principal outstanding. The Company has therefore classified the said separate account with HDFC Bank under the grouping of Loans Liabilities. Also the Company has received advance of Rs. 300.00 lakhs against land at goregaon, which is also held by HDFC Bank in the said separate account.
6. The policies, procedures and overall internal controls needs to be strengthen in order to provide proper evidences regarding recover ability 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.
7. 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. However during the year under audit the company has bifurcated the inventory into non-moving, obsolete, redundant.
3. Confirmation letters have been sent by the Company to sundry creditors and parties to whom loans & advances, deposits 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 balance under these heads have been shown as per books of accounts and are subject to reconciliation and adjustment, if any.
4. SEBI has appointed Forensic Auditor for conducting Forensic Audit of the Company for the period beginning from F.Y. 2011-12 to 2017-18. In the process, Company has filed an appeal before Securities Appellate Tribunal and the decision thereof is awaited.
5. Some landlords and creditors have initiated legal proceedings against the Company, which may result in compensation, interest and other penalties.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the a fore said 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 of the standalone state of affairs of the Company as at March 31, 2019 and its loss (including other comprehensive income), its cash flows and the changes in Equity for the year ended on that date.

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 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) and the Cash



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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 financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of written representations received from the directors of the Company as on March 31, 2019, and taken on record by the Board of Directors of the Company, none of the directors of the Company are disqualified as on March 31, 2019 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's financial controls over financial reporting.
- 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 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 foreseeable losses.
 - iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

For S. Dedhia & Co,
Chartered Accountants
F.R.N. 117695W

CA Sandeep Dedhia
Proprietor
M. No. 102606

Date : **30/05/2019**
Place : **Mumbai**



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Annexure “A” to 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 standalone Ind AS financial statement for the year ended March 31, 2019.

We have audited the internal financial controls over financial reporting of “TREE HOUSE EDUCATION & ACCESSORIES LIMITED” (“the Company”) as of March 31, 2019 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 FINANCIAL 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 “Guidance Note”) 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.



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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 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 are not commensurate to the size of the Company.

The Internal Audit carried out by an independent firm on areas required to be covered as per the Guidance Note on Audit of Internal Financial Controls over Financial Reporting reports that the internal controls operating in the company are not commensurate to the size of the Company.

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 S. Dedhia & Co,
Chartered Accountants
F.R.N. 117695W

CA Sandeep Dedhia
Proprietor
M. No. 102606

Date : **30/05/2019**
Place : **Mumbai**

Annexure “B” to Independent Auditors' Report on the Standalone Financial Statements of “TREE HOUSE EDUCATION & ACCESSORIES LIMITED”

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, 2019.

- i a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. The management has identified the fixed assets consisting of furniture & fixtures and leasehold improvements into those lying at closed centres, franchise centres and own centres.
- b) As explained to us by the management it is known that the company has carried out a phased programme of verification of fixed assets consisting of furniture & fixtures, leasehold improvements and teaching aids & equipments located at franchise centres and no material discrepancies were noticed on such verification. It is further explained by the management that the fixed assets consisting of furniture & fixtures and leasehold improvements lying at the centres closed during F.Y. 2015-16 & 2016-17 could not be physically verified as the company did not have access to those centres. 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 nonmaterial discrepancies were noticed on physical verification of stocks as compared to book records. However during the year under audit the company has bifurcated the inventory into non-moving, obsolete, redundant. The said non-moving, obsolete, redundant inventory is of scrap value, however in the absence of exact scrap realisation value, the same is valued at cost.
- 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. 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, MVAT/CST, Service Tax, Cess, GST and any other statutory dues to the appropriate authorities though there has been a delay in few cases. As on 31st March, 2019 following are the amounts in arrears for a periods of more than six months from the date they became payable:

Sr No	Name of the Statute	Nature of Dues	Unpaid Liabilities > 6 months
1	Income Tax Act, 1961	TDS	2,51,60,374/-
2	Finance Act, 1994	Service Tax	1,30,86,418/-
3	Maharashtra Vat Act, 2002	MVAT & CST	28,63,634/-
4	The Employees' Provident Funds And Miscellaneous Provisions Act, 1952	PF	26,77,796/-
5	Employees' State Insurance Act, 1948	ESIC	1,11,270/-
6	Profession tax Act under respective states	Profession Tax	3,01,460/-
7	Goods & Service Tax Act, 2017	GST	41,64,585/-
	TOTAL		4,83,65,537/-



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- viii. According to the records of the Company examined by us and the information and explanations 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 and 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 our 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. In view of the losses managerial remuneration has not 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 S. Dedhia & Co,
Chartered Accountants
F.R.N. 117695W

CA Sandeep Dedhia
Proprietor
M. No. 102606

Date : **30/05/2019**
Place : **Mumbai**



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Tree House Education & Accessories Limited Standalone Balance Sheet as at 31st March, 2019

Amount in Rs.

Particulars	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS			
Property, plant and equipment	2	1,19,96,56,712	1,51,78,00,317
Investment Properties	3	90,33,00,690	91,04,47,958
Goodwill	4A	47,09,297	54,69,886
Intangible assets	4B	15,78,96,699	16,65,18,793
Financial assets:			
- Investments	5	9,38,29,970	10,37,80,660
- Loans	6	27,04,000	27,04,000
- Other financial assets	7	1,62,49,89,473	1,65,59,18,794
Deferred tax Assets (Net)	8	10,16,10,619	10,08,74,983
Total Non Current Assets		4,08,86,97,460	4,46,35,15,391
Current assets			
Inventories	9	1,28,37,732	1,38,76,259
Financial assets:			
- Trade receivables	10	19,18,76,490	27,15,79,899
- Cash and cash equivalents	11	5,95,06,482	8,53,245
- Bank Balances other than Cash and cash equivalents	12	15,42,494	56,20,415
- Loans and Advances	13	10,91,800	12,05,794
- Other financial assets	14	3,50,67,686	11,77,98,059
Other Current Assets	15	3,56,27,658	3,39,63,136
Total current assets		33,75,50,342	44,48,96,807
Total Assets		4,42,62,47,801	4,90,84,12,198
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	16	42,31,07,240	42,31,07,240
Other equity	17	3,06,21,61,973	3,48,23,04,229
Total equity		3,48,52,69,213	3,90,54,11,469
Liabilities:			
Non-current liabilities			
Financial liabilities:			
Provisions	18	-	3,35,166
Total Non-Current liabilities		-	3,35,166
Current liabilities			
Financial liabilities:			
- Borrowings	19	72,72,64,346	79,85,20,638
- Trade payables	20	8,01,47,673	11,98,46,709
- Other Financial Liabilities	21	99,07,933	57,50,673
Provisions	22	99,42,865	1,11,64,332
Other current liabilities	23	11,37,15,771	6,73,83,211
Total Current liabilities		94,09,78,588	1,00,26,65,563
Total Liabilities		94,09,78,588	1,00,30,00,729
Total Equity and Liabilities		4,42,62,47,801	4,90,84,12,198
Significant Accounting Policies	1		
The Notes are an integral part of these standalone financial statements			

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 S. Dedhia & Co.
Chartered Accountants
Firm Registration No. 117659W

Jugal Bharat Shah
Addnl. Executive Director | DIN No: 08334114

Deepak Valecha
Director | DIN No: 07736480

CA Sandeep Dedhia
Proprietor | Membership No. 102606

Navin Kumar
Chief Financial Officer

Place: Mumbai
Date: 30th May 2019



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Tree House Education & Accessories Limited Standalone Statement of Profit & Loss for the year ended 31st March, 2019

Amount in Rs.

Particulars	Note No.	Year ended 31 st March, 2019	31 st March, 31 st March, 2018
I. INCOME			
Revenue from Operations	24	3,66,02,543	6,99,96,752
Other Income	25	1,02,91,617	3,54,28,050
Total Income		4,68,94,160	10,54,24,803
II. EXPENSES:			
Operating expenses	26	38,68,197	2,77,91,000
Employee Benefits Expense	27	91,83,570	1,17,52,840
Finance Costs	28	5,10,88,179	5,52,67,080
Depreciation and Amortisation Expense	29	32,44,92,379	52,59,84,896
Other Expenses	30	2,98,37,615	20,44,19,204
Total Expenses		41,84,69,940	82,52,15,020
III. Profit/ (Loss) before exceptional items and tax		(37,15,75,780)	(71,97,90,218)
IV. Less: Exceptional Items	31	4,97,92,226	35,13,30,684
V. Profit/(Loss) Before Tax		(42,13,68,006)	(1,07,11,20,902)
VI. Tax Expenses			
Current Tax			-
Deferred Tax		(7,35,636)	(10,08,74,983)
Short / (Excess) provision of earlier years			-
VII. Profit/(Loss) for the Year (A)		(42,06,32,370)	(97,02,45,919)
VIII. Other comprehensive income:			
(i) Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit plans		4,90,114	-
Income tax relating to above items			
Other Comprehensive Income for the Year (B)		4,90,114	-
IX. Total comprehensive income for the Year (A+B)		(42,01,42,256)	(97,02,45,919)
X. Earnings per equity share of face value of Rs. 10 each			
Basic (in Rs.)		(9.93)	(22.93)
Diluted (in Rs.)		(9.93)	(22.93)

Significant Accounting Policies

1

The Notes are an integral part of these financial statements

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 S. Dedhia & Co.
Chartered Accountants
Firm Registration No. 117659W

Jugal Bharat Shah
Addnl. Executive Director | DIN No: 08334114

Deepak Valecha
Director | DIN No: 07736480

CA Sandeep Dedhia
Proprietor | Membership No. 102606

Navin Kumar
Chief Financial Officer

Place: Mumbai
Date: 30th May 2019



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Tree House Education & Accessories Limited Standalone Cash Flow Statement for the Year ended 31st March, 2019

Amount in Rs.

Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018
A Cash flows from operating activities		
Profit before tax	(42,13,68,006)	(1,07,11,20,902)
Adjustments for:		
Depreciation / amortisation	32,44,92,379	52,59,84,896
Loss on Sale of fixed assets	20,00,666	15,13,55,145
Profit on Sale of Fixed Assets	(31,70,322)	
Fixed Assets w/off	-	33,76,23,507
Exceptional Items	1,24,92,226	-
Finance charges	5,10,88,179	5,52,67,080
Interest on fixed deposits	(76,725)	(8,14,043)
Operating profit before working capital changes	(3,45,41,603)	(17,04,316)
Adjustments for:		
(Increase)/Decrease in inventories	10,38,527	1,42,43,269
Return of Deposits from K-12 Schools	3,06,51,581	47,49,994
Decrease/(Increase) in sundry debtors	7,97,03,409	2,29,68,462
(Increase)/Decrease in Financial Loans	1,13,994	1,43,96,693
(Increase)/Decrease in Other Financial Assets	5,59,63,660	7,52,58,746
(Increase)/Decrease in Other Current Assets	(4,80,646)	(14,01,543)
Increase /(Decrease) in liabilities and provisions	97,24,265	(10,71,08,065)
Cash generated from operations	14,21,73,187	2,14,03,240
Income tax paid	(11,83,876)	(23,78,063)
Net cash generated from operating activities	14,09,89,312	1,90,25,177
B Cash flow from investing activities:		
Purchase of fixed assets	(19,46,617)	(3,87,090)
Proceeds from Sale of Fixed Assets	3,77,05,322	12,47,256
Interest received	1,71,770	12,95,432
Net cash used in investing activities	3,59,30,475	21,55,598
C Cash flow from financing activities		
Proceeds from working capital loan (net)	(7,12,56,292)	3,12,39,852
Interest paid	(5,10,88,179)	(5,52,67,080)
Net cash provided by financing activities	(12,23,44,471)	(2,40,27,228)
Net increase in cash and cash equivalents during the year	5,45,75,316	(28,46,453)
Cash and cash equivalents as at the beginning of the year	64,73,660	93,20,113
"Cash and cash equivalents as at the end of the year (Refer Note 11 & 12)"	6,10,48,976	64,73,660

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 S. Dedhia & Co.
Chartered Accountants
Firm Registration No. 117659W

Jugal Bharat Shah
Addnl. Executive Director | DIN No: 08334114

Deepak Valecha
Director | DIN No: 07736480

CA Sandeep Dedhia
Proprietor | Membership No. 102606

Navin Kumar
Chief Financial Officer

Place: Mumbai
Date: 30th May 2019



ANNUAL REPORT 2018-2019

Tree House Education & Accessories Limited Statement of Change in Equity

Notes on Standalone Financial Statements for the rear ended 31st March, 2019

A. Equity Share Capital

Amount in Rs.

Particulars	Amount
Balance as at 1st April, 2017	42,31,07,240
Changes in equity share capital during the year	-
Balance as at 31st March, 2018	42,31,07,240
Changes in equity share capital during the year	-
Balance as at 31st March, 2019	42,31,07,240

B. Other Equity

Amount in Rs.

Particulars	Reserve and Surplus				
	Securities Premium Account	General reserve	Retained Earnings	Revaluation Reserve	Total
Balance as at 1st April, 2017	460,28,15,570	7,59,47,517	(17,07,10,535)	0	450,80,52,552
Profit for the year			(97,02,45,919)	(5,55,02,403)	(1,02,57,48,322)
Other Comprehensive Income for the year					
Total Comprehensive Income for the year	0	0	(97,02,45,919)	(5,55,02,403)	(1,02,57,48,322)
Balance as at 31st March, 2018	460,28,15,570	7,59,47,517	(1,14,09,56,454)	(5,55,02,403)	348,23,04,230
Balance as at 1st April, 2018	460,28,15,570	7,59,47,517	(1,14,09,56,454)	(5,55,02,403)	348,23,04,230
Profit for the year			(42,01,42,256)		(42,01,42,256)
Other Comprehensive Income for the year					0
Total Comprehensive Income for the year	0	0	(42,01,42,256)	0	(42,01,42,256)
Balance as at 31st March, 2019	460,28,15,570	7,59,47,517	(1,56,10,98,709)	(5,55,02,403)	306,21,61,974

Note:

(i) (The Company has not revalued its immovable properties during the year. The company had revalued its assets during the financial year 2017-18, which the company expects at market value as on 31st March 2019. (Total value of assets revalued during financial year 2017-18 was (-) Rs. 55502403.00), Refer Note No. 39."

(ii) Refer to Note No. 42 for information on assets pledged as security by Company.

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 S. Dedhia & Co.
Chartered Accountants
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Jugal Bharat Shah
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Director | DIN No: 07736480

CA Sandeep Dedhia
Proprietor | Membership No. 102606

Navin Kumar
Chief Financial Officer

Place: Mumbai
Date: 30th May 2019

Notes to the Standalone Financial Statements, for the year ended March 31, 2019.

Note 1. Significant Accounting Policies

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. 13 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

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/ materialized.

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 fixturesequipment 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 amortized over the period of lease. Leasehold improvements are amortized 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 its 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 expected 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 less that 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 net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventory of 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.

(i) 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.

Investments and other financial assets

(i) Classification

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 of Profit and Loss), and
- (2) those measured at amortized 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.

(iii) 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 are 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



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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 a mortisation 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.



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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.

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.

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



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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 expense 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.

Recent accounting pronouncements

Appendix B to Ind AS21, Foreign currency transactions and advance consideration On March 28, 2018 Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

"The amendment will come into force from 1 April 2018. The company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 21 is expected to be insignificant."

Ind AS 115

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amendment rules, 2018 (amended rules). As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognized when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard require enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with the customers. The new revenue standard is applicable to the Company from 1 April 2018.

The standard permits two possible methods of transition:

Retrospective approach – Under this approach the standard will be applied retrospectively to each prior period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch – up approach)

"The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant."

Critical estimates and judgments

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 judgment in applying the Group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment 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 judgments 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 estimates or judgment are:

Estimation of Defined benefit obligation - refer Note No. 18

Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 2: 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									
Balance as at 31st March, 2017	52,95,11,905	5,75,81,230	2,52,08,897	2,68,48,23,005	2,80,81,177	1,28,35,242	71,55,362	1,31,38,748	3,35,83,35,566
Additions	-	-	-	-	30,750	1,56,340	-	-	1,87,090
Disposals	4,06,49,326	-	5,54,235	47,74,49,432	2,44,452	-	36,14,074	1,31,38,748	53,56,50,267
Balance as at 31st March, 2018	48,88,62,580	5,75,81,230	2,46,54,662	2,20,73,73,573	2,78,67,475	1,29,91,582	35,41,288	-	2,82,28,72,389
Additions	-	-	1,64,038	-	-	-	-	-	1,64,038
Disposals	1,13,66,492	18,54,459	98,072	1,73,553	5,05,212	-	24,37,454	-	1,64,35,242
Balance as at 31st March, 2019	47,74,96,087	5,57,26,772	2,47,20,628	2,20,72,00,019	2,73,62,263	1,29,91,582	11,03,834	-	2,80,66,01,185
Accumulated Depreciation									
Balance as at 31st March 2017	29,03,73,787	4,51,58,442	1,20,53,088	73,85,78,692	1,27,51,217	1,13,92,877	46,96,531	-	1,11,50,04,635
Additions	5,16,31,855	37,92,777	41,01,238	26,44,72,725	29,09,445	6,55,815	5,02,875	-	32,80,66,730
Disposals	1,98,66,970	-	2,37,705	11,51,80,699	1,65,428	-	25,48,490	-	13,79,99,293
Balance as at 31st March, 2018	32,21,38,672	4,89,51,219	1,59,16,621	88,78,70,718	1,54,95,233	1,20,48,692	26,50,916	-	1,30,50,72,071
Additions	2,79,98,144	37,92,151	37,52,138	27,88,05,629	23,83,209	2,60,362	2,07,946	-	31,71,99,580
Disposals	1,08,47,583	18,14,931	55,255	1,66,367	3,28,534	-	21,14,508	-	1,53,27,178
Balance as at 31st March, 2019	33,92,89,233	5,09,28,439	1,96,13,504	1,16,65,09,980	1,75,49,908	1,23,09,054	7,44,354	-	1,60,69,44,473
Net Carrying amount									
Balance as at 31st March, 2017	23,91,38,119	1,24,22,788	1,31,55,809	1,94,62,44,312	1,53,29,960	14,42,364	24,58,831	1,31,38,748	2,24,33,30,931
Balance as at 31st March, 2018	16,67,23,908	86,30,011	87,38,041	1,31,95,02,854	1,23,72,241	9,42,889	8,90,372	-	1,51,78,00,317
Balance as at 31st March, 2019	13,82,06,855	47,98,333	51,07,124	1,04,06,90,039	98,12,354	6,82,527	3,59,480	-	1,19,96,56,712

Note:

(Refer to Note No.40 for disposal/ write off of Furniture & Fixtures and Lease Hold Improvements.



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 3 : Investment Properties

Particulars	Land - Free Hold	Building	Total
Gross Carrying amount			
Balance as at 31st March 2017	30,51,73,248	65,50,37,692	96,02,10,940
Additions	16,72,500	0	16,72,500
Revaluation	12,34,080	18,54,982	30,89,062
Disposals	0	0	0
Balance as at 31st March, 2018	30,80,79,828	65,68,92,674	96,49,72,502
Additions	17,82,579	0	17,82,579
Revaluation	0	0	
Disposals	0	0	
Balance as at 31st March, 2019	30,98,62,407	65,68,92,674	96,67,55,081
Accumulated Depreciation			
Balance as at 31st March 2017	0	4,27,07,771	4,27,07,771
Additions	0	1,03,44,273	1,03,44,273
Disposals	0	0	0
Balance as at 31st March, 2018	0	5,30,52,044	5,30,52,044
Additions		1,04,02,346	1,04,02,346
Revaluation			
Disposals			
Balance as at 31st March, 2019		6,34,54,391	6,34,54,391
Net Carrying amount			
Balance as at 31st March, 2017	30,51,73,248	61,23,29,921	91,75,03,169
Balance as at 31st March, 2018	30,80,79,828	60,38,40,630	91,19,20,458
Balance as at 31st March, 2019	30,98,62,407	59,34,38,283	90,33,00,690

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Rental income derived from investment properties	62,66,712	1,83,13,356
"Direct operating expenses (including repairs and maintenance) generating rental income"		
Income arising from investment properties before depreciation	62,66,712	1,83,13,356
Depreciation	1,04,02,346	1,03,44,273
Income from investment properties (Net)	-41,35,634	79,69,083



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 4A: Goodwill*

Particulars	Goodwill	Total
Gross Carrying amount		
Balance as at 31st March 2017	1,95,20,992	1,95,20,992
Additions	0	0
Disposals	0	0
Impairment	1,19,15,099	1,19,15,099
Balance as at 31st March, 2018	76,05,893	76,05,893
Additions	0	0
Disposals	0	0
Impairment	0	0
Balance as at 31st March, 2019	76,05,893	76,05,893
Accumulated Depreciation		
Balance as at 31st March 2017	88,98,680	88,98,680
Additions	0	0
Disposals	67,62,673	67,62,673
Balance as at 31st March, 2018	21,36,007	21,36,007
Additions	7,60,589	7,60,589
Disposals	0	0
Balance as at 31st March, 2019	28,96,596	28,96,596
Net Carrying amount		
Balance as at 31st March, 2017	1,06,22,312	1,06,22,312
Balance as at 31st March, 2018	54,69,886	54,69,886
Balance as at 31st March, 2019	47,09,297	47,09,297

* Other than internally generated

Note:

Represents Fair value of transferable value of Goodwill purchased.

Refer Note No.41 for impairment of Goodwill.



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 4B : Intangible Assets*

Particulars	Business Commercial rights	Brands	Total
Gross Carrying amount			
Balance as at 31st March 2017	22,43,04,766	7,77,74,014	30,20,78,780
Additions	-	-	-
Disposals	-	-	-
Impairment	3,00,30,000	-	3,00,30,000
Balance as at 31st March, 2018	19,42,74,766	7,77,74,014	27,20,48,780
Additions	-	-	-
Disposals	-	-	-
Impairment	-	-	-
Balance as at 31st March, 2019	19,42,74,766	7,77,74,014	27,20,48,780
Accumulated Depreciation			
Balance as at 31st March 2017	3,91,49,657	6,39,56,305	10,31,05,962
Additions	69,70,971	25,87,932	95,58,903
Disposals	71,34,878	-	71,34,878
Balance as at 31st March, 2018	3,89,85,750	6,65,44,237	10,55,29,987
Additions	64,69,350	21,52,744	86,22,094
Disposals	-	-	-
Impairment	-	-	-
Balance as at 31st March, 2019	4,54,55,099	6,86,96,981	11,41,52,081
Net Carrying amount			
Balance as at 31st March, 2017	18,51,55,109	1,38,17,709	19,89,72,818
Balance as at 31st March, 2018	15,52,89,016	1,12,29,777	16,65,18,793
Balance as at 31st March, 2019	14,88,19,667	90,77,033	15,78,96,699

* Other than internally generated

Note:

Represents Fair value of Business Commercial Rights purchased.

Refer Note No.41 for impairment of Business Commercial Rights.



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 5 : Investments

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	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	99,80,000	9,38,29,970	99,80,000	9,38,29,970
- Mehta Treehouse Infrastructure Private Limited equity shares of Rs. 10 each fully paid up		-	10,00,000	99,50,690
Total		9,38,29,970		10,37,80,660
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		9,38,29,970		10,37,80,660
Aggregate provision for diminution in value of Investments		-		-
Note 5.1		Amount		Amount
Category-wise Non current				
Financial assets carried at amortised cost		9,38,29,970		10,37,80,660
Financial assets measured at cost		-		-
"Financial assets measured at fair value through other comprehensive income"		-		-
"Financial assets measured at Fair value through Profit & Loss"		-		-
Total		9,38,29,970		10,37,80,660

Note:

Refer Note No.39 for revaluation of investments in subsidiaries. Represents fair value of investment in subsidiaries / joint ventures.



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Tree House Education & Accessories Limited

Notes on Standalone Financial Statements for the year ended 31st March, 2019

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, 2019 is as under:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Assets	13,66,83,362	9,62,54,524
Particulars	9,69,720	13,31,982
Income	4,95,75,407	2,50,000
Expenditure	20,21,587	21,55,162
Contingent Liabilities	Nil	Nil
Capital Commitment	Nil	Nil

- 2) During the year the Company has sold the share of Mehta Treehouse Infrastructure Private Limited, a company incorporated in India. The Status of the Investments as of 31.03.2019 is as under:

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Assets	0	1,26,66,618
Liabilities	0	17,06,200
Income	0	Nil
Expenditure	0	15,778
Contingent Liabilities	0	Nil
Capital Commitment	0	Nil

Note 6: Non Current Financial Loans

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Unsecured considered good:		
Loans Others	27,04,000	27,04,000
Total	27,04,000	27,04,000

Note:

- (i) 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	Year ended 31st March, 2019	Year ended 31st March, 2018
Share Application money	26,10,000	26,10,000
Security Deposits	1,62,23,79,473	1,65,33,08,794
Total	1,62,49,89,473	1,65,59,18,794

Note:

7.1 Share Application money of Rs.26,10,000/- given to Mehta Tree House & Infrastructure Private Limited towards purchase of shares. The amount is recoverable from Mehta Tree House & Infrastructure P Ltd.

7.2 The carrying amount of these deposits classified as financial assets represents fair value as required within the meaning of Indian Accounting Standard (Ind AS) 109.

7.3 Security deposits includes deposit given to Educational Trust amounting to Rs.16,132/- Lakhs (Previous Year Rs.16,438/-Lakhs).

7.4 Refer Note No.44 for Fair Valuation of Security Deposits.



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 8: The movement in deferred tax assets and liabilities during the year ended March 31, 2018 and March 31, 2019

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	Credit/ (charge) in statement of Profit and Loss	As at 31st March, 2018 Deferred Tax Asset/ (Liabilities)	Credit/ (charge) in statement of Profit and Loss	As at 31st March, 2019 Deferred Tax Asset/ (Liabilities)
Depreciation	42,52,992	42,52,992	7,13,135	49,66,127
Impairment of assets	(5,34,04,497)	(5,34,04,497)	-	(5,34,04,497)
Loss on Sale of Fixed Assets	(4,54,06,544)	(4,54,06,544)	-	(4,54,06,544)
Expense disallowed due to not paid during the year	(58,10,809)	(58,10,809)	-	(58,10,809)
Provision for Gratuity	6,64,258	6,64,258	22,500	6,86,758
Provision for doubtful trade receivables	(1,66,169)	(1,66,169)	-	(1,66,169)
Tax Loss Carried Forward	18,00,21,855	18,00,21,855	-	18,00,21,855
Others	2,07,23,897	2,07,23,897	-	2,07,23,897
Total	10,08,74,983	10,08,74,983	7,35,636	10,16,10,619

Note 9 : Inventories

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Stock-in-Trade*	1,28,37,732	1,38,76,259
Total	1,28,37,732	1,38,76,259

Note:

* As certified by management and represents non-moving items valued at cost.

Note 10: Trade Receivables

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Trade receivables	11,35,83,678	27,31,65,692
Less: allowance for doubtful trade receivables	7,82,92,812	(15,85,793)
Total Receivables*	19,18,76,490	27,15,79,899
Break-up for security details:		
Secured, considered good		-
Unsecured, considered good	11,35,83,678	27,15,79,899
Doubtful	15,85,793	15,85,793
Total	11,51,69,471	27,31,65,692
Less: Provision for doubtful trade receivables	7,82,92,812	(15,85,793)
Total Trade receivables	19,34,62,283	27,15,79,899

* Trade Receivables includes receivable amounting to Rs.1894/- Lakhs (Previous Year Rs. 2,668/-) Lacs due from educational trust.



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 11: Cash and Bank Balances

Particulars	As at 31st March, 2019	As at 31st March, 2018
Cash on Hand	98,729	-
Balances with banks - In Current Accounts	5,94,07,753	8,53,245
Total	5,95,06,482	8,53,245

Note 12: Bank Balances other than Cash and cash equivalents

Particulars	As at 31st March, 2019	As at 31st March, 2018
In Fixed deposits*	14,94,735	55,82,886
Unpaid dividend account #	47,759	37,529
Total	15,42,494	56,20,415

Notes:

* Fixed deposit of Rs.14,94,735/- (previous year Rs. 14,13,124/-) placed with a bank against which bank has given a guarantee.

The company can utilise these balance only towards the settlement of unclaimed dividend.

Note 13: Current Financial Loans and Advances

Particulars	As at 31st March, 2019	Year ended 31st March, 2018
Unsecured and Considered good:		
Other Loans and Advances	10,91,800	12,05,794
Total	10,91,800	12,05,794

Note 14: Other Current Financial assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
Interest Accrued on Investment	4,197	99,242
Deposits*	3,50,63,489	8,07,98,719
Advance Against Property#	-	3,69,00,098
Total	3,50,67,686	11,77,98,059

* The carrying value of lease deposits with landlords amounting to Rs.793/- Lacs (Previous Year Rs.1473/- Lacs) is related to closed/ discontinued centres and administrative office.

Represents advance paid for purchase of two flats at Andheri, Mumbai.

Note 15: Other Current assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances with government Authorities	3,51,38,026	3,39,54,150
Advance for Expenses	3,94,040	-
Prepaid Expenses	95,592	8,986
Total	3,56,27,658	3,39,63,136



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 16: Share Capital

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share capital				
Equity Share Capital of Rs.10 each	4,50,00,000	45,00,00,000	4,50,00,000	45,00,00,000
Issued, subscribed & paid up				
Equity Share Capital of Rs.10 each fully paid up	4,23,10,724	42,31,07,240	4,23,10,724	42,31,07,240
Total	4,23,10,724	42,31,07,240	4,23,10,724	42,31,07,240

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. 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, 2019		As at 31st March, 2018	
	No. of Shares	% held	No. of Shares	% held
Rajesh Bhatia	36,86,336	8.71%	36,86,336	8.71%
Geeta Bhatia	35,65,000	8.42%	35,65,000	8.42%
FC VI India Venture Mauritius Ltd	28,97,665	6.84%	28,97,665	6.84%
Bajaj Holding And Investment Ltd	24,30,882	5.75%	24,30,882	5.75%

16.3 The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March, 2019	As at 31st March, 2018
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	4,23,10,724	4,23,10,724
Add: Shares issued on exercise of employee stock options	-	-
Equity Shares at the end of the year	4,23,10,724	4,23,10,724

Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 17: Other Equity

Amount in Rs.

Particulars	Reserve and Surplus				Total
	Securities Premium Account	General reserve	Retained Earnings	Revaluation Reserve	
Balance as at 1st April, 2017	4,60,28,15,570	7,59,47,517	(17,07,10,535)	-	4,50,80,52,551
Profit for the year	-	-	(97,02,45,919)	(5,55,02,403)	(1,02,57,48,322)
Other Comprehensive Income for the year	-	-	-	-	-
Total Comprehensive Income for the year	-	-	(97,02,45,919)	(5,55,02,403)	(1,02,57,48,322)
Balance as at 31st March, 2018	4,60,28,15,570	7,59,47,517	(1,14,09,56,454)	(5,55,02,403)	3,48,23,04,229
Balance as at 1st April, 2018	4,60,28,15,570	7,59,47,517	(1,14,09,56,454)	(5,55,02,403)	3,48,23,04,229
Profit for the year	-	-	(42,01,42,256)	-	(42,01,42,256)
Other Comprehensive Income for the year	-	-	-	-	-
Total Comprehensive Income for the year	-	-	(42,01,42,256)	-	(42,01,42,256)
Balance as at 31st March, 2019	4,60,28,15,570	7,59,47,517	(1,56,10,98,710)	(5,55,02,403)	3,06,21,61,973

Note:

(i) (The Company has not revalued its immovable properties during the year. The company had revalued its assets during the financial year 2017-18, which the company expects at market value as on 31st March 2019.

(Total value of assets revalued during financial year 2017-18 was (-) Rs. 55502403.00), Refer Note No. 39."

(ii) Refer to Note No.42 for information on assets pledged as security by Company.

Note 18 : Provisions

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provisions for Employee Benefits: Gratuity	-	3,35,166
Total	-	3,35,166

Notes:

The following table sets out the status of the gratuity plan for the year ended March 31, 2019 in accordance with Indian Accounting Standard (Ind AS- 19), Employee Benefits.

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, 2019	As at 31st March, 2018
Cost for the year:		
Service cost	2,33,630	1,68,094
Interest cost	76,846	2,67,982
Expected return on plan assets		
Actuarial loss / (Gain)	(6,57,801)	(32,92,905)
Total net cost recognized as employee remuneration	(3,47,325)	(28,56,829)



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 18 : Provisions (Contd...)

Particulars

Details of provision for gratuity

Present value of defined benefit obligation as at year end (A)	5,26,073	11,48,878
Fair value of plan assets as at year end (B)	-	-
Net liability as at year end recognized in Balance Sheet (A)-(B)	5,26,073	11,48,878

Provision for gratuity		
Long term	2,88,241	3,35,165
Short term	2,37,832	8,13,713

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	11,48,878	40,05,707
Current service cost	2,33,630	1,68,094
Interest cost	76,846	2,67,982
Actuarial loss / (gain) on obligations	(6,57,801)	(32,92,905)
Benefit paid		-
Present value of defined benefit obligation at the end of the year [A]	5,26,073	11,48,878

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Assumptions		
Discount rate	7.47%	7.60%
Attrition rate	Upto age 35 - 20%	Upto age 35 - 20%
	36-40 - 10%	36-40 - 10%
Salary escalation rate	41-58 - 5%	41-58 - 5%
	6.00%	6.00%

Note 19: Current Financial Borrowings

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
Term loans from bank	17,48,54,196	22,90,31,591
Bank Over Draft/ Cash Credit Facility with Bank	53,17,37,052	52,58,25,949
Secured-Total (A)	70,65,91,248	75,48,57,540
Unsecured		
- From Related Parties	2,06,73,098	4,36,63,098
Unsecured-Total (B)	2,06,73,098	4,36,63,098
Total	72,72,64,346	79,85,20,638



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note:

19.1 Secured bank loan

Secured by mortgage of Land & building, hypothecation of movable assets, book debts both present and future

19.2 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 .

19.3 The amount payable to financial institutions is Rs.7065/- Lacs. (Previous year Rs.7549/- Lacs)

Note 20: Trade Payables

Particulars	As at 31st March, 2019	As at 31st March, 2018
Micro, Small and Medium Enterprises*	1,02,69,173	
Others	6,98,78,500	11,98,46,709
Total	8,01,47,673	11,98,46,709

* The company has during the year, received from two of its suppliers information regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 . Shree Sai Arts outstanding amount of Rs.2,08,163/- & Sheth Publishing House outstanding amount of Rs.1,00,61,010/-

Note 21: Other Financial Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
Interest accrued and due	98,60,175	53,37,055
Interest accrued but not due	-	3,76,090
Unclaimed Dividend	47,758	37,528
Total	99,07,933	57,50,673

Note 22: Current Provisions

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provisions for Employee Benefits: Gratuity (Refer note 19)	5,26,073	8,13,713
Provisions for Employee Benefits : Others	94,16,792	1,03,50,619
Total	99,42,865	1,11,64,332

Note 23: Other Current liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance tuition fees received	14,10,500	11,14,800
Advance from Debtors	34,04,559	-
Withholding & other tax payables	5,13,57,369	6,38,45,965
Advance against sale of Property	5,60,00,000	-
Other Current Liabilities	15,43,344	24,22,445
Total	11,37,15,771	6,73,83,211



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 24: Revenue from operations

Particulars	As at 31st March, 2019	As at 31st March, 2018
Revenue from		
- Sale of education kits	66,64,939	2,33,45,372
- Sale of services		
Consultancy income	8,47,456	8,47,456
Income from early childhood education	47,02,387	87,65,300
Royalty income	1,81,21,049	1,80,88,523
- Other Operating Revenue		
Other operating income	-	6,36,746
Rent income from education infrastructure	62,66,712	1,83,13,356
Total	3,66,02,543	6,99,96,752

Note 25: Other Income

Particulars	As at 31st March, 2019	As at 31st March, 2018
Interest income	76,725	8,14,043
Liability no longer Payable	43,97,610	1,75,81,892
Prior Period Income	24,13,179	5,046
Gratuity written Back	-	22,58,041
Other non-operating income	34,04,103	1,47,69,029
Total	1,02,91,617	3,54,28,050

Note 26: Operating Expenses

Particulars	As at 31st March, 2019	As at 31st March, 2018
Rent (includes conducting charges and society maintenance)	-	1,01,34,468
Security charges	20,88,574	10,99,054
Training material and equipment consumed	5,66,145	1,50,49,582
Water, electricity and cleaning charges	8,11,772	11,90,588
Activity expenses	4,01,706	3,17,307
Total	38,68,197	2,77,91,000

Note 27: Employee Benefits Expenses

Particulars	As at 31st March, 2019	As at 31st March, 2018
Salaries and wages	87,71,158	1,11,42,098
Contribution to provident and other funds	2,75,881	3,29,419
Staff welfare expenses	1,36,531	2,81,323
Total	91,83,570	1,17,52,840

Refer Note 19 for disclosure as per Indian Accounting Standard 19 "Employee benefits"



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 28: Finance cost

Particulars	As at 31st March, 2019	As at 31st March, 2018
Interest expenses	5,10,24,208	5,48,40,080
Finance charges	63,972	4,27,000
Total	5,10,88,179	5,52,67,080

Note 29: Depreciation and Amortisation Expenses

Particulars	As at 31st March, 2019	As at 31st March, 2018
Depreciation Expenses	32,44,92,379	33,84,11,003
Amortisation Expense	-	95,58,903
Impairment of assets	-	17,80,14,991
Total	32,44,92,379	52,59,84,896

Note 30: Other expenses

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advertisement and publicity expenses	36,17,598	26,97,145
Legal and professional fees	1,37,15,450	1,19,42,564
Office expenses	4,91,655	2,66,486
Rates and taxes	8,65,284	25,60,705
Insurance	1,35,660	63,290
Loss on sale of fixed assets	20,00,666	15,13,55,145
Telephone and courier expenses	4,40,922	4,15,605
Auditors' remuneration (Refer note 37)	7,53,000	9,40,000
Business promotion	-	37,100
Printing and stationery	6,21,368	5,58,627
Donation	-	37,100
Repairs and maintenance	8,43,417	13,11,761
Travelling and conveyance	2,99,013	12,96,666
Provision for doubtful trade receivables	11,05,977	5,53,898
Director Sitting Fees	35,039	52,500
Prior Period Expenses	39,96,349	1,39,87,850
Other Miscellaneous expenses	5,29,839	1,21,86,896
Discounts & W/off	3,86,378	41,55,867
Total	2,98,37,615	20,44,19,204



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 31: Exceptional Items

Particulars	As at 31st March, 2019	As at 31st March, 2018
Fixed Assets Written off*	-	33,76,23,507
Rent Deposit Written off*	4,97,92,226	1,37,07,177
Total	4,97,92,226	35,13,30,684

* written off due to closure of centres

Note 32: Contingent Liabilities and Commitments (to the the extent not provided for)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Commitments		
Bank guarantee given in favour of Joint Commissioner Sales Tax / Charge Central Section, West Bengal	14,13,124	14,13,124
Total	14,13,124	14,13,124

Contingent on account of deposit with sales tax department

Note 33: 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 - (till 21.01.2019) |
| 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
(* till 10th September 2018) |
| iv. Entity over which there is a significant control | : Tree House Foundation |



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 33: 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	-	-	-	-
	(2,24,322)	-	-	-
- Mrs. Geeta Bhatia	-	-	-	-
	-	(2,24,322)	-	-
Remuneration				
- Jugal Bharat Shah	2,35,483			
- Mr. Rajesh Bhatia - CEO	4,44,469	-	-	-
- Ms. Guddi Bajpai - C S	3,83,129			
		-	-	-
- Mr. Navin Kumar - CFO	27,00,000	-	-	-
	(27,00,000)	-	-	-
Loan Taken				
- Rajesh Bhatia	2,60,000	-	-	-
	(36,00,000)	-	-	-
- Geeta Bhatia	-	-	-	-
	-	-	-	-
Loan Repaid				
- Rajesh Bhatia	2,32,50,000	-	-	-
	(5,00,000)	-	-	-
Interest on Loan Taken				
- Rajesh Bhatia	31,83,999	-	-	-
	(46,66,572)	-	-	-
- Geeta Bhatia	-	3,78,415	-	-
	-	(4,50,000)	-	-
Directors Sitting Fees:				
Geeta Bhatia	10,000			
	(17,500)			
Suraj Magnani	10,000			
	(17,500)			
Deepak Valecha	12,500			
	(17,500)			

Figures in Bracket represents Previous Year's amounts.



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c) Closing balances with related parties in the ordinary course of business

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Outstandings		
Trade Payables-Others		
Key management personnel - Lease Rent	1,00,02,898	1,00,02,898
Relatives of KMP - Lease Rent	1,00,00,863	1,00,00,863
Short Term Provision-Others		
Key management personnel	40,83,539	49,77,239
Investment		
Associate Company	9,38,29,970	10,37,80,660
Unsecured Current Financial Borrowings		
Key management personnel	1,69,23,098	3,99,13,098
Relatives of KMP	37,50,000	37,50,000
Other Financial Liabilities		
Key management personnel (Interest)	80,48,366	48,64,367
Relatives of KMP (Interest)	8,51,102	4,72,687

Note 34: 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.



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 35: 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 segment.

Note 36: Earnings Per Share

Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Profit after tax	(42,06,32,370)	(97,02,45,919)
Weighted average number of shares outstanding (Basic)	4,23,10,724	4,23,10,724
Weighted average number of shares outstanding (Diluted)	4,23,10,724	4,23,10,724
Nominal value per share	10	10
Basic earnings per share	(9.93)	(22.98)
Diluted earnings per share	(9.93)	(22.98)

Note 37: Auditors' Remuneration (Excluding Service Tax and GST)

Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Statutory audit fees	6,00,000	8,25,000
Tax audit fees	75,000	-
Other services/ expenses	15,000	1,15,000
Total	6,90,000	9,40,000

Note 38: Corporate Social Responsibility (CSR) Expenses

In view of the losses during the year , the company has not made any provision for Corporate Social Responsibility Expenses during the year. (Previous Year provision : Nil).

Note 39: Revaluation of Assets and Liabilities

The Company has not revalued its immovable properties during the year. The company had revaluated its assets during the financial year 2017-18, which the company expects at market value as on 31st March 2019. (Total value of assets revalued during financial year 2017-18 was (-) Rs. 5,55,02,403.00)

Note 40: Disposal/ Write off Fixed Assets

During the year none of the assets were written off (Previous Year 32,44,84,760.00). The company has sold/ disposed off assets. Gross value of assets disposed off during the year was Rs. 1,64,35,242.00. (Previous Year : Rs.5,85,66,329.00)

Note 41: Impairment of Fixed Assets

The Company has not impaired any assets during the year. (Previous Year: 2,80,47,548.00)



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 42: Assets Pledged as security

The carrying amounts of assets Pledged as security for current and non current borrowings are:

Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Current Assets		
Financial Assets		
Floating Charge		
Trade Receivable	19,34,62,283	27,15,79,899
Total Current assets Pledged as security	19,34,62,283	27,15,79,899
Non - Current Assets		
First Charge		
Land	30,98,62,407	30,66,07,328
Building	59,34,38,283	60,38,40,630
Total non current assets pledged as security	90,33,00,690	91,04,47,958
Total assets pledged as security	1,09,67,62,974	1,18,20,27,857

Note 43: Fair Value measurement

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. The fair value of security deposits were calculated based on cash flow discounted using a current lending rate. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique.

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Tree House Education & Accessories Limited
Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 43: Fair Value measurement (Contd...)

Financial Assets and Liabilities as at 31st March, 2019	Amount	Routed through Profit and Loss	Routed through OCI	Carried at amortised Cost Level 3	Total Carrying Value
Financial Assets:					
Non Current Investments					
Investments in Equity shares of Joint Venture	9,38,29,970	-	-	9,38,29,970	9,38,29,970
Other Assets					
Non Current Assets					
Loans to Others	27,04,000	-	-	27,04,000	27,04,000
Share application money	26,10,000	-	-	26,10,000	26,10,000
Security Deposits	1,62,23,79,473	-	-	1,62,23,79,473	1,62,23,79,473
Current Assets:					
Trade receivables	19,18,76,490	-	-	19,18,76,490	19,18,76,490
Cash and cash equivalents	5,95,06,482	-	-	5,95,06,482	5,95,06,482
Bank Balances other than Cash and cash equivalents	15,42,494	-	-	5,42,494	15,42,494
Loans and Advances	10,91,800	-	-	10,91,800	10,91,800
Other financial assets	3,50,67,686	-	-	3,50,67,686	3,50,67,686
	1,91,67,78,425	-	-	1,91,67,78,425	1,91,67,78,425
Financial Liabilities					
Non Current Provisions	-	-	-	-	-
Current Liabilities					
Borrowings	72,72,64,346	-	-	72,72,64,346	72,72,64,346
Trade Payables	8,01,47,673	-	-	8,01,47,673	8,01,47,673
Other Liabilities	99,07,933	-	-	99,07,933	99,07,933
	81,73,19,951	-	-	81,73,19,951	81,73,19,951

Tree House Education & Accessories Limited

Notes on Standalone Financial Statements for the year ended 31st March, 2019

Note 43: Fair Value measurement (Contd...)

Financial Assets and Liabilities as at 31st March, 2018	Amount	Routed through Profit and Loss	Routed through OCI	Carried at amortised Cost Level 3	Total Carrying Value
Financial Assets:					
Non Current Investments					
Investments in Equity shares of Joint Venture	10,37,80,660	-	-	10,37,80,660	10,37,80,660
Other Assets					
Non Current Assets					
Loans to Others	27,04,000	-	-	27,04,000	27,04,000
Share application money	26,10,000	-	-	26,10,000	26,10,000
Security Deposits	1,65,33,08,794	-	-	1,65,33,08,794	1,65,33,08,794
Current Assets					
Trade receivables	27,15,79,899	-	-	27,15,79,899	27,15,79,899
Cash and cash equivalents	8,53,245	-	-	8,53,245	8,53,245
Bank Balances other than Cash and cash equivalents	56,20,415	-	-	56,20,415	56,20,415
Loans and Advances	12,05,794	-	-	12,05,794	12,05,794
Other financial assets	11,77,98,059	-	-	11,77,98,059	11,77,98,059
	2,05,56,80,206	-	-	2,05,56,80,206	2,05,56,80,206
Financial Liabilities					
Non Current Provisions	3,35,166	-	-	3,35,166	3,35,166
Current Liabilities					
Borrowings	79,85,20,638	-	-	79,85,20,638	79,85,20,638
Trade Payables	11,98,46,709	-	-	11,98,46,709	11,98,46,709
Other Liabilities	57,50,673	-	-	57,50,673	57,50,673
	92,44,53,186	-	-	92,44,53,186	92,44,53,186

Note 43: Fair Value measurement (Contd...)

Fair value of financial assets and liabilities measured at amortised cost-

Particulars	Year ended 31st March, 2019		Year ended 31st March, 2018	
	Carrying amount	Fair Value	Carrying amount	Fair Value
Financial Assets				
Investments in Equity shares of Joint Venture	9,38,29,970	9,38,29,970	10,37,80,660	10,37,80,660
Security Deposits	1,62,23,79,473	1,62,23,79,473	1,65,33,08,794	1,65,33,08,794
Non Current Financial Loans	27,04,000	27,04,000	27,04,000	27,04,000
	1,71,89,13,443	1,71,89,13,443	1,75,97,93,454	1,75,97,93,454

Note 44: Financial Risk Management

Financial risk management objectives and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board.

Credit Risk:

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in statement of profit and loss.



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Tree House Education & Accessories Limited Notes on Standalone Financial Statements for the year ended 31st March, 2019

Movement in provisions of doubtful debts

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Opening provision	-15,85,793	-10,31,895
Add: Additional provision made	52,58,048	-5,53,898
Less: Provision write off	-	-
Less: Provision reversed	-	-
Closing provisions	36,72,255	-15,85,793

Note 45: Net debt reconciliation

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Cash and cash equivalents	5,95,06,482	8,53,245
Current Borrowings	(72,72,64,346)	(79,85,20,638)
Interest Payable	(98,60,175)	(57,13,145)
Net Debt	(67,76,18,039)	(80,33,80,538)

Particulars	Cash and cash equivalents	Current Borrowings	Interest Payable	Total
Net Debt as at 1st April 2018	8,53,245	(79,85,20,638)	(57,13,145)	(80,33,80,538)
Cash flows	5,86,53,237	7,12,56,292	-	12,99,09,529
Finance Costs	-	-	(97,61,367)	(97,61,367)
Interest Paid	-	-	56,14,337	56,14,337
Net Debt as at 31st March 2019	5,95,06,482	(72,72,64,346)	(98,60,175)	(67,76,18,039)

Note 46: Approval of financial statements

The financial statements were approved for issue by the board of directors on 30th May, 2019.
As per our report of even date,

As per our report of even date

For S. Dedhia & Co.
Chartered Accountants
Firm Registration No. 117659W

CA Sandeep Dedhia
Proprietor | Membership No. 102606

Place: Mumbai
Date: 30th May 2019

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

Jugal Bharat Shah
Addnl. Executive Director | DIN No: 08334114

Deepak Valecha
Director | DIN No: 07736480

Navin Kumar
Chief Financial Officer



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INDEPENDENT AUDITOR'S REPORT

TO ALL THE MEMBERS OF TREE HOUSE EDUCATION & ACCESSORIES LIMITED

Report on the Consolidated Indian AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of TREE HOUSE EDUCATION & ACCESSORIES LIMITED (hereinafter referred to as "the Holding Company") and its jointly controlled entities which are companies incorporated in India; comprising of the consolidated Balance Sheet as at March 31, 2019, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Cash Flow 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 AS Financial Statements

The Holding 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 a true and fair view of the consolidated financial position, consolidated financial performance consolidated cash flows and changes in equity of the Holding 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 Holding 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 Holding 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 judgments 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 Holding Company, as aforesaid.

Auditor's 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 provisions 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 auditors' 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 Holding 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 circumstances. An audit also includes evaluating the appropriateness of the accounting policies used of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us referred to in paragraphs below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.



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Basis of Forming an Opinion

1. We draw your attention to the Consolidated Ind AS Financial Statements with regard to Fixed Assets. The Holding Company has discontinued most of the centres operated by the Holding Company during F.Y. 2016-17 and have converted some of them into franchisee during F.Y. 2016-17 & 2017-18. The Holding Company has informed us that it has identified Furniture & Fixtures and Leasehold Improvements into those lying at closed centres, franchise centres and own centres in a phased manner.
2. During the year the Holding company has allotted new franchises to 18 centres. There were in all 133 centres operative during the year 2018-19.
3. We draw attention to the Standalone Ind AS Financial Statements with regards to Trade Receivables. In our opinion the deliverables and receipts are outstanding for a longer period of time.
4. We did not audit the financial statements of one Associate Company included in the consolidated financial results, whose financial statements reflect total assets of Rs. 44600 lakhs as at March 31, 2019, total revenues of Rs. 472 lakhs, total net loss after tax of Rs. 3808lakhs and total comprehensive loss of Rs3804 lakhs for the year ended on that date as considered in the consolidated financial results. These unaudited financial statements 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 & disclosures included in respect of these Joint Ventures is solely based on these unaudited financial statements.
5. The Holding Company has defaulted in repayment of loans availed from financial institutions due to which these borrowings have been classified as short term borrowings. The management has informed us that the Holding Company has received notices from financial institutions under "SARFAESI Act". The amount classified as short term borrowings is at Rs. 7065.91 lakhs.
6. The Holding Company has disposed off its investment held in M T Infrastructure Pvt. Ltd. The part payment of Rs 30.00 lakhs received against the said sale has been held in separate account by HDFC Bank. Similarly the Holding Company has received advance of Rs. 260.00 lakhs against sale of school building at Baroda which is also held by HDFC Bank in separate account, since the Holding company's accounts are classified as NPA. The HDFC Bank has informed the Holding Company that the said amount of Rs. 290.00 lakhs shall be adjusted against principal outstanding. The Holding Company has therefore classified the said separate account with HDFC Bank under the grouping of Cash & Bank balances. Also the Holding Company has received advance of Rs. 300.00 lakhs against land at goregaon, which is also held by HDFC Bank in the said separate account.
7. The policies, procedures and overall internal controls needs to be strengthened in order to provide proper evidences regarding recover ability 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.
8. 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. However during the year under audit the company has bifurcated the inventory into non-moving, obsolete, redundant.
9. Confirmation letters have been sent by the Holding Company to sundry creditors and parties to whom loans & advances, deposits 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 balance under these heads have been shown as per books of accounts and are subject to reconciliation and adjustment, if any.
10. SEBI has appointed Forensic Auditor for conducting Forensic Audit of the Holding Company for the period beginning from F.Y. 2011-12 to 2017-18. In the process, Holding Company has filed an appeal before Securities Appellate Tribunal and the decision thereof is awaited.
11. Some landlords and creditors have initiated legal proceedings against the Holding Company and its directors, which may result in compensation, interest and other penalties.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the a fore said consolidated 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 Holding Company and its jointly controlled entities which are companies incorporated in India as at March 31, 2019 and their consolidated loss (including other comprehensive income), their consolidated cash flows and the consolidated changes



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in Equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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 of the aforesaid consolidated Ind AS financial statements..
- b) In our opinion, proper books of account as required by law maintained by the Holding Company and its jointly controlled entities which are companies incorporated in India including relevant records relating to the 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 Holding Company and the reports of 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 Holding 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 Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2019, and taken on record by the Board of Directors of the Holding Company and the unaudited accounts of its jointly controlled entities which are companies incorporated in India, Mr. Rajesh Bhatia and Mrs. Geeta Bhatia ceased to be directors of the Company w.e.f. January 21, 2019 due to disqualification under section 164(2) of the Companies Act, 2013.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding 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 B".
- 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, 2019 on the consolidated financial position of the Holding Company and its jointly controlled entities which are incorporated in India. However Holding Company has numerous pending litigations and suits filed against the company and its directors which may impact its financial position. The Holding Company has not disclosed the impact of such pending litigations.
 - ii. The Holding Company and its jointly controlled entities which are 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 Holding Company and its jointly controlled entities which are incorporated in India during the year ended March 31, 2019.

For S. Dedhia & Co,
Chartered Accountants
F.R.N. 117695W

CA Sandeep Dedhia
Proprietor
M. No. 102606

Date: 30/05/2019
Place: Mumbai



ANNUAL REPORT 2018-2019

Annexure “A” to Independent Auditor's Report

REPORT ON THE INTERNAL FINANCIAL 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, 2019 we have audited internal financial controls over financial reporting of Tree House Education & Accessories Limited (hereinafter referred to as “the Holding Company”) and its jointly controlled entities which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding 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.



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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 Holding Company and its jointly controlled entities which are companies incorporated in India and based on the unaudited accounts of such companies, as referred to in the Other Matters paragraph, the company's internal financial control over financial reporting 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 are not commensurate to the size of the Company.

The Internal Audit carried out by an independent firm on areas required to be covered as per the Guidance Note on Audit of Internal Financial Controls over Financial Reporting reports that the internal controls operating in the company are not commensurate to the size of the Company.

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 two jointly controlled entities which are incorporated in India is based on the unaudited accounts of such companies incorporated in India. Our opinion is not qualified in respect to this matter.

For S. Dedhia & Co,
Chartered Accountants
F.R.N. 117695W

CA Sandeep Dedhia
Proprietor
M. No. 102606

Date : 30/05/2019
Place : Mumbai



ANNUAL REPORT 2018-2019

Tree House Education & Accessories Limited Consolidated Balance Sheet as at 31st March, 2019

Amount in Rs.

Particulars	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS			
Property, plant and equipment	2	1,19,96,56,712	1,51,78,00,317
Investment Properties	3	90,33,00,690	91,04,47,958
Goodwill	4A	47,09,297	54,69,886
Intangible assets	4B	15,78,96,699	16,65,18,793
<u>Financial assets:</u>			
- Investments	5	12,76,22,982	9,77,21,455
- Loans	6	27,04,000	27,04,000
- Other financial assets	7	1,62,49,89,473	1,65,59,18,794
Deferred tax Assets (Net)	8	10,16,10,619	10,08,74,983
Total Non Current Assets		4,12,24,90,472	4,45,74,56,187
Current assets			
Inventories	9	1,28,37,732	1,38,76,259
<u>Financial assets:</u>			
- Trade receivables	10	19,18,76,490	27,15,79,899
- Cash and cash equivalents	11	5,95,06,482	8,53,245
- Bank Balances other than Cash and cash equivalents	12	15,42,494	56,20,415
- Loans and Advances	13	10,91,800	12,05,794
- Other financial assets	14	3,50,67,685	11,77,98,059
Other Current Assets	15	3,56,27,657	3,39,63,136
Total current assets		33,75,50,340	44,48,96,807
Total Assets		4,46,00,40,812	4,90,23,52,994
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	16	42,31,07,240	42,31,07,240
Other equity	17	3,09,59,54,984	3,47,62,45,025
Total equity		3,51,90,62,224	3,89,93,52,265
Liabilities			
Non-current liabilities			
<u>Financial liabilities:</u>			
Provisions	18		
Total Non-Current liabilities		-	3,35,166
Current liabilities			
<u>Financial liabilities:</u>			
- Borrowings	19	72,72,64,346	79,85,20,638
- Trade payables	20	8,01,47,673	11,98,46,709
- Other Financial Liabilities	21	99,07,933	57,50,673
Provisions	22	99,42,865	1,11,64,332
Other current liabilities	23	11,37,15,771	6,73,83,211
Total Current liabilities		94,09,78,588	1,00,26,65,563
Total Liabilities		94,09,78,588	1,00,30,00,729
Total Equity and Liabilities		4,46,00,40,812	4,90,23,52,993
Significant Accounting Policies	1		
The Notes are an integral part of these standalone financial statements			

As per our report of even date

For S. Dedhia & Co.
Chartered Accountants | Firm Registration No. 117659W
CA Sandeep Dedhia
Proprietor | Membership No. 102606

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

Jugal Bharat Shah
Addnl. Executive Director | DIN No: 08334114
Navin Kumar
Chief Financial Officer

Deepak Valecha
Director | DIN No: 07736480

Place: Mumbai
Date : 30th May 2019



ANNUAL REPORT 2018-2019

Tree House Education & Accessories Limited
Consolidated Statement of Profit & Loss for the year ended 31st March, 2019 Amount in Rs.

Particulars	Note No.	Year ended 31 st March, 2019	Year ended 31 st March, 2018
I. INCOME			
Revenue from Operations	24	3,66,02,543	6,99,96,752
Other Income	25	1,06,46,224	3,54,28,050
Total Income		4,72,48,767	10,54,24,803
II. EXPENSES			
Operating expenses	26	38,68,197	2,77,91,000
Employee Benefits Expense	27	91,83,570	1,17,52,840
Finance Costs	28	5,10,88,179	5,52,67,080
Depreciation and Amortisation Expense	29	32,44,92,379	52,59,84,896
Other Expenses	30	2,98,37,615	20,44,19,204
Total Expenses		41,84,69,940	82,52,15,020
III. Profit/ (Loss) before exceptional items and tax		(37,12,21,173)	(71,97,90,218)
IV. Share of net profit / (loss) of associates and joint ventures accounted for using the equity method		3,94,97,608	(22,25,090)
V. Less: Exceptional Items	31	4,97,92,226	35,13,30,684
VI. Profit/(Loss) Before Tax		(38,15,15,791)	(1,07,33,45,992)
VII. Tax Expenses			
Current Tax			-
Deferred Tax		(7,35,636)	(10,08,74,983)
Short / (Excess) provision of earlier years			-
VIII. Profit/(Loss) for the Year (A)		(38,07,80,155)	(97,24,71,009)
IX. Other comprehensive income:			
(i) Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit plans		4,90,114	-
Income tax relating to above items			-
Other Comprehensive Income for the Year (B)		4,90,114	-
X. Total comprehensive income for the Year (A+B)		(38,02,90,041)	(97,24,71,009)
XI. Earnings per equity share of face value of Rs. 10 each			
Basic (in Rs.)		(8.99)	(22.98)
Diluted (in Rs.)		(8.99)	(22.98)
"Significant Accounting Policies The Notes are an integral part of these financial statements"	1		

As per our report of even date

For S. Dedhia & Co.
Chartered Accountants | Firm Registration No. 117659W
CA Sandeep Dedhia
Proprietor | Membership No. 102606

Place: Mumbai
Date : 30th May 2019

CIN No. L80101MH2006PLC163028
For and on behalf of the Board of Directors of
Tree House Education & Accessories Limited
Jugal Bharat Shah
Addnl. Executive Director | DIN No: 08334114

Deepak Valecha
Director | DIN No: 07736480
Navin Kumar
Chief Financial Officer



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Tree House Education & Accessories Limited Consolidated Cash Flow Statement for the Year ended 31st March, 2019

Amount in Rs.

Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018
A Cash flows from operating activities		
Profit before tax	(38,15,15,791)	(1,07,33,45,992)
Adjustments for:		
Depreciation / amortisation	32,44,92,379	52,59,84,896
Loss on Sale of fixed assets	20,00,666	15,13,55,145
Profit on Sale of Fixed Assets	(31,70,322)	
Fixed Assets w/off	-	33,76,23,507
Exceptional Items	1,24,92,226	-
Finance charges	5,10,88,179	5,52,67,080
Interest on fixed deposits	(76,725)	(8,14,043)
Share of (Profit)/Loss of associates and Joint ventures	(3,94,97,608)	22,25,090
Operating profit before working capital changes	(3,41,86,996)	(17,04,316)
Adjustments for:		
(Increase)/Decrease in inventories	10,38,527	1,42,43,269
Return of Deposits from K-12 Schools	3,06,51,581	47,49,994
Decrease/(Increase) in sundry debtors	7,97,03,409	2,29,68,462
(Increase)/Decrease in Financial Loans	1,13,994	1,43,96,693
(Increase)/Decrease in Other Financial Assets	5,56,09,053	7,52,58,746
(Increase)/Decrease in Other Current Assets	(4,80,646)	(14,01,543)
Increase /(Decrease) in liabilities and provisions	97,24,265	(10,71,08,065)
Cash generated from operations	14,21,73,188	2,14,03,240
Income tax paid	(11,83,876)	(23,78,063)
Net cash generated from operating activities	14,09,89,312	1,90,25,177
B Cash flow from investing activities:		
Purchase of fixed assets	(30,46,617)	(3,87,090)
Proceeds from Sale of Fixed Assets	3,88,05,322	12,47,256
Interest received	1,71,770	12,95,432
Net cash used in investing activities	3,59,30,475	21,55,598
C Cash flow from financing activities		
Proceeds from working capital loan (net)	(7,12,56,292)	3,12,39,852
Interest paid	(5,10,88,179)	(5,52,67,080)
Net cash provided by financing activities	(12,23,44,471)	(2,40,27,228)
Net increase in cash and cash equivalents during the year	5,45,75,316	(28,46,453)
Cash and cash equivalents as at the beginning of the year	64,73,660	93,20,113
Cash and cash equivalents as at the end of the year (Refer Note 11 & 12)"	6,10,48,975	64,73,660

The accompanying notes are an integral part of these financial statements

Notes:

- The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (ind AS 7) statement of cash flows.

As per our report of even date

For S. Dedhia & Co.
Chartered Accountants | Firm Registration No. 117659W
CA Sandeep Dedhia
Proprietor | Membership No. 102606

Place: Mumbai
Date : 30th May 2019

CIN No. L80101MH2006PLC163028
For and on behalf of the Board of Directors of
Tree House Education & Accessories Limited
Jugal Bharat Shah
Addnl. Executive Director | DIN No: 08334114

Deepak Valecha
Director | DIN No: 07736480
Navin Kumar
Chief Financial Officer



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Tree House Education & Accessories Limited Consolidated Statement of Change in Equity For the Year ended 31st March, 2019

A. Equity Share Capital

Amount in Rs.

Particulars	Amount
Balance as at 1 st April, 2017	42,31,07,240
Changes in equity share capital during the year	-
Balance as at 31 st March, 2018	42,31,07,240
Changes in equity share capital during the year	-
Balance as at 31 st March, 2019	42,31,07,240

B. Other Equity

Amount in Rs.

Particulars	Reserve and Surplus				Total
	Securities Premium Account	General reserve	Retained Earnings	Revaluation Reserve	
Balance as at 31st March, 2017	4,60,28,15,570	7,59,47,517	(17,45,44,650)	-	4,50,42,18,436
Balance as at 1st April, 2017	4,60,28,15,570	7,59,47,517	(17,45,44,650)	-	4,50,42,18,436
Profit for the year			(97,24,71,009)	(5,55,02,403)	(1,02,79,73,412)
Other Comprehensive Income for the year			-	-	
Total Comprehensive Income for the year	-	-	(97,24,71,009)	(5,55,02,403)	(1,02,79,73,412)
Balance as at 31st March, 2018	4,60,28,15,570	7,59,47,517	(1,14,70,15,659)	(5,55,02,403)	3,47,62,45,025
Balance as at 1st April, 2018	4,60,28,15,570	7,59,47,517	(1,14,70,15,659)	(5,55,02,403)	3,47,62,45,025
Profit for the year			(38,02,90,041)		(38,02,90,041)
Other Comprehensive Income for the year	-	-	(38,02,90,041)	-	-
Total Comprehensive Income for the year	-	-	(38,02,90,041)	-	(38,02,90,041)
Balance as at 31st March, 2019	4,60,28,15,570	7,59,47,517	(1,52,73,05,700)	(5,55,02,403)	3,09,59,54,984

Note:

(i) (The Company has not revalued its immovable properties during the year. The company had revalued its assets during the financial year 2017-18, which the company expects at market value as on 31st March 2019. (Total value of assets revalued during financial year 2017-18 was (-) Rs. 55502403.00), (Refer Note No. 39.)

(ii) Refer to Note No. 42 for information on assets pledged as security by Company.

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 S. Dedhia & Co.
Chartered Accountants
Firm Registration No. 117659W

Jugal Bharat Shah
Addnl. Executive Director | DIN No: 08334114

Deepak Valecha
Director | DIN No: 07736480

CA Sandeep Dedhia
Proprietor | Membership No. 102606

Navin Kumar
Chief Financial Officer

Place: Mumbai
Date: 30th May 2019



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Notes to the Consolidated Financial Statements, for the year ended March 31, 2019.

Note 1. Significant Accounting Policies

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.

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/ materialized.

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 equipment 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 amortized over the period of lease. Leasehold improvements are amortized 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 expected 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 less that 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 and other costs incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventory of 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.

(i) 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.

Investments and other financial assets

(i) Classification

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 of Profit and Loss), and
- (2) those measured at amortized 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.

(iii) 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 are 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.



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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.



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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.

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.

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.



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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 expense 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.

Recent accounting pronouncements

Appendix B to Ind AS21, Foreign currency transactions and advance consideration On March 28, 2018 Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

"The amendment will come into force from 1 April 2018. The company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 21 is expected to be insignificant."

Ind AS 115

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amendment rules, 2018 (amended rules). As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognized when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard require enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with the customers. The new revenue standard is applicable to the Company from 1 April 2018.

The standard permits two possible methods of transition:

Retrospective approach – Under this approach the standard will be applied retrospectively to each prior period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch – up approach)

"The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant."

Critical estimates and judgments

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 judgment in applying the Group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment 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 judgments 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 estimates or judgment are:

Estimation of Defined benefit obligation - refer Note No. 18

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 2A : Property, Plant and Equipment

Particulars	Lease Hold Improvement	Teaching aid and Equipments	Office Equipment	Furniture & Fixture	Electrical Equipment	Computers	Vehicles	Assets Under Write Off / Reuse	Total
Gross Carrying amount									
Balance as at 31st March, 2017	52,95,11,905	5,75,81,230	2,52,08,896.98	2,68,48,23,005	2,80,81,177	1,28,35,242	71,55,362	1,31,38,748	3,35,83,35,566
Additions	-	-	-	-	30,750	1,56,340	-	-	1,87,090
Disposals	4,06,49,326	-	5,54,235	47,74,49,432	2,44,452	-	36,14,074	1,31,38,748	53,56,50,267
Reclassification of asset held for Sale	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	48,88,62,580	5,75,81,230	2,46,54,662	2,20,73,73,573	2,78,67,475	1,29,91,582	35,41,288	-	2,82,28,72,389
Additions	-	-	1,64,038	-	-	-	-	-	1,64,038
Disposals	1,13,66,492	18,54,459	98,072	1,73,553	5,05,212	-	24,37,454	-	1,64,35,242
Reclassification of asset held for Sale	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2019	47,74,96,087	5,57,26,772	2,47,20,628	2,20,72,00,019	2,73,62,263	1,29,91,582	11,03,834	-	2,80,66,01,185
Accumulated Depreciation									
Balance as at 31st March 2017	29,03,73,787	4,51,58,442	1,20,53,088.03	73,85,78,692	1,27,51,217	1,13,92,877	46,96,531	-	1,11,50,04,635
Additions	5,16,31,855	37,92,777	41,01,238	26,44,72,725	29,09,445	6,55,815	5,02,875	-	32,80,66,730
Disposals	1,98,66,970	-	2,37,705	11,51,80,699	1,65,428	-	25,48,490	-	13,79,99,293
Reclassification of asset held for Sale	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	32,21,38,672	4,89,51,219	1,59,16,621	88,78,70,718	1,54,95,233	1,20,48,692	26,50,916	-	1,30,50,72,071
Additions	2,79,98,144	37,92,151	37,52,138	27,88,05,629	23,83,209	2,60,362	2,07,946	-	31,71,99,580
Disposals	1,08,47,583	18,14,931	55,255	1,66,367	3,28,534	-	21,14,508	-	1,53,27,178
Reclassification of asset held for Sale	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2019	33,92,89,233	5,09,28,439	1,96,13,504	1,16,65,09,980	1,75,49,908	1,23,09,054	7,44,354	-	1,60,69,44,473
Net Carrying amount									
Balance as at 31st March, 2017	23,91,38,119	1,24,22,788	1,31,55,809	1,94,62,44,312	1,53,29,960	14,42,364	24,58,831	1,31,38,748	2,24,33,30,931
Balance as at 31st March, 2018	16,67,23,908	86,30,011	87,38,041	1,31,95,02,854	1,23,72,241	9,42,889	8,90,372	-	1,51,78,00,317
Balance as at 31st March, 2019	13,82,06,855	47,98,333	51,07,124	1,04,06,90,039	98,12,354	6,82,527	3,59,480	-	1,19,96,56,712

Note:

Refer to Note No.40 for disposal/ write off of Furniture & Fixtures and Lease Hold Improvements.



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 3 : Investment Properties

Particulars	Land - Free Hold	Building	Total
Gross Carrying amount			
Balance as at 31st March 2017	30,51,73,248	65,50,37,692	96,02,10,940
Additions	16,72,500	-	16,72,500
Revaluation	12,34,080	18,54,982	30,89,062
Disposals	-	-	-
Balance as at 31st March, 2018	30,80,79,828	65,68,92,674	96,49,72,502
Additions	17,82,579	-	
Revaluation		-	-
Disposals	-	-	
Balance as at 31st March, 2019	30,98,62,407	65,68,92,674	
Accumulated Depreciation			
Balance as at 31st March 2017	-	4,27,07,771	4,27,07,771
Additions	-	1,03,44,273	1,03,44,273
Disposals	-	-	-
Balance as at 31st March, 2018	-	5,30,52,044	5,30,52,044
Additions		1,04,02,346	
Revaluation			
Disposals			
Balance as at 31st March, 2019			6,34,54,391
Net Carrying amount			
Balance as at 31st March, 2017	30,51,73,248	61,23,29,921	91,75,03,169
Balance as at 31st March, 2018	30,80,79,828	60,38,40,630	91,19,20,458
Balance as at 31st March, 2019	30,98,62,407	59,34,38,283	90,33,00,690

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Rental income derived from investment properties	62,66,712	1,83,13,356
Direct operating expenses (including repairs and maintenance) generating rental income		
Income arising from investment properties before depreciation	62,66,712	1,83,13,356
Depreciation	1,04,02,346	1,03,44,273
Income from investment properties (Net)	-41,35,634	79,69,083



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 4A: Goodwill*

Particulars	Goodwill	Total
Gross Carrying amount		
Balance as at 31st March 2017	1,95,20,992	1,95,20,992
Additions	-	-
Disposals	-	-
Impairment	1,19,15,099	1,19,15,099
Balance as at 31st March, 2018	76,05,893	76,05,893
Accumulated Depreciation		
Balance as at 31st March 2017	88,98,680	88,98,680
Additions	-	-
Disposals	67,62,673	67,62,673
Balance as at 31st March, 2018	21,36,007	21,36,007
Additions	7,60,589	7,60,589
Disposals	-	-
Balance as at 31st March, 2019	28,96,596	28,96,596
Net Carrying amount		
Balance as at 31st March, 2017	1,06,22,312	1,06,22,312
Balance as at 31st March, 2018	54,69,886	54,69,886
Balance as at 31st March, 2019	47,09,297	47,09,297

* Other than internally generated

Note:

Represents Fair value of transferable value of Goodwill purchased.

Refer Note No.41 for impairment of Goodwill.



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 4B : Intangible Assets*

Particulars	Business Commercial rights	Brands	Total
Gross Carrying amount			
Balance as at 31st March 2017	22,43,04,766	7,77,74,014	30,20,78,780
Additions	-	-	-
Disposals	-	-	-
Impairment	3,00,30,000	-	3,00,30,000
Balance as at 31st March, 2018	19,42,74,766	7,77,74,014	27,20,48,780
Additions	-	-	-
Disposals	-	-	-
Impairment	-	-	-
Balance as at 31st March, 2019	19,42,74,766	7,77,74,014	27,20,48,780
Accumulated Depreciation			
Balance as at 31st March 2017	3,91,49,657	6,39,56,305	10,31,05,962
Additions	69,70,971	25,87,932	95,58,903
Disposals	71,34,878	-	71,34,878
Balance as at 31st March, 2018	3,89,85,750	6,65,44,237	10,55,29,987
Additions	64,69,350	21,52,744	86,22,094
Disposals	-	-	-
Impairment	-	-	-
Balance as at 31st March, 2019	4,54,55,099	6,86,96,981	11,41,52,081
Net Carrying amount			
Balance as at 31st March, 2017	18,51,55,109	1,38,17,709	19,89,72,818
Balance as at 31st March, 2018	15,52,89,016	1,12,29,777	16,65,18,793
Balance as at 31st March, 2019	14,88,19,667	90,77,033	15,78,96,699

* Other than internally generated

Note:

Represents Fair value of Business Commercial Rights purchased.

Refer Note No.41 for impairment of Business Commercial Rights.



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 5 : Investments

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	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	99,80,000	12,76,22,982	99,80,000	8,81,25,373
- Mehta Treehouse Infrastructure Private Limited equity shares of Rs. 10 each fully paid up		-	10,00,000	95,96,083
Total		12,76,22,982		9,77,21,455
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		12,76,22,982		9,77,21,455
Aggregate provision for diminution in value of Investments		-		-
Note 5.1		Amount		Amount
Category-wise Non current				
Financial assets carried at amortised cost		12,76,22,982		9,77,21,455
Financial assets measured at cost		-		-
Financial assets measured at fair value through other comprehensive income		-		-
Financial assets measured at Fair value through Profit & Loss		-		-
Total		12,76,22,982		9,77,21,455

Note :

Refer Note No.39 for revaluation of investments in subsidiaries. Represents fair value of investment in subsidiaries / joint ventures.

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, 2018 is as under:

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Assets	13,66,83,362	9,62,54,524
Liabilities	9,69,720	13,31,982
Income	4,95,75,407	2,50,000
Expenditure	20,21,587	21,55,162
Contingent Liabilities	Nil	Nil
Capital Commitment	Nil	Nil



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

2) During the year the Company has sold the share of Mehta Treehouse Infrastructure Private Limited, a company incorporated in India. The Status of the Investments as of 31.03.2019 is as under:

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Assets	0	1,26,66,618
Liabilities	0	17,06,200
Income	0	Nil
Expenditure	0	15,778
Contingent Liabilities	0	Nil
Capital Commitment	0	Nil

Note 6: Non Current Financial Loans

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Unsecured considered good:		
Loans Others	27,04,000	27,04,000
Total	27,04,000	27,04,000

Note:

(i) The loans have been recognised at their carrying value and not at fair value within the meaning of Indian Accounting Standard (Ind AS) 109.

(ii) Refer Note No. 3.7 of Q2 Audit Report

Note 7: Other Non Current Financial Assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
Share Application money	26,10,000	26,10,000
Security Deposits*	1,62,23,79,473	1,65,33,08,794
Total	1,62,49,89,473	1,65,59,18,794

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 The carrying amount of these deposits classified as financial assets represents fair value as required within the meaning of Indian Accounting Standard (Ind AS) 109.

7.3 Security deposits includes deposit given to Educational Trust amounting to Rs.16,132/- Lacs (Previous Year Rs.16,438/-Lacs).

7.4 Refer Note No.44 for Fair Valuation of Security Deposits.



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 8: The movement in deferred tax assets and liabilities during the year ended March 31, 2018 and March 31, 2019

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	Credit/ (charge) in statement of Profit and Loss	As at 31st March, 2018 Deferred Tax Asset/ (Liabilities)	Credit/ (charge) in statement of Profit and Loss	As at 31st March, 2019 Deferred Tax Asset/ (Liabilities)
Depreciation	42,52,992	42,52,992	7,13,135	49,66,127
Impairment of assets	(5,34,04,497)	(5,34,04,497)	-	(5,34,04,497)
Loss on Sale of Fixed Assets	(4,54,06,544)	(4,54,06,544)	-	(4,54,06,544)
Expense disallowed due to not paid during the year	(58,10,809)	(58,10,809)	-	(58,10,809)
Provision for Gratuity	6,64,258	6,64,258	22,500	6,86,758
Provision for doubtful trade receivables	(1,66,169)	(1,66,169)	-	(1,66,169)
Tax Loss Carried Forward	18,00,21,855	18,00,21,855	-	18,00,21,855
Others	2,07,23,897	2,07,23,897	-	2,07,23,897
Total	10,08,74,983	10,08,74,983	7,35,636	10,16,10,619

Note 9 : Inventories

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Stock-in-Trade*	1,28,37,732	1,38,76,259
Total	1,28,37,732	1,38,76,259

Note:

* As certified by management and represents non-moving items valued at cost.

Note 10: Trade Receivables

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Trade receivables	11,35,83,678	27,31,65,692
Less: allowance for doubtful trade receivables	7,82,92,812	(15,85,793)
Total Receivables*	19,18,76,490	27,15,79,899
Break-up for security details:		
Secured, considered good		-
Unsecured, considered good	11,35,83,678	27,15,79,899
Doubtful	15,85,793	15,85,793
Total	11,51,69,471	27,31,65,692
Less: Provision for doubtful trade receivables	7,82,92,812	(15,85,793)
Total Trade receivables	19,34,62,283	27,15,79,899

* Trade Receivables includes receivable amounting to Rs.1894/- Lakhs (Previous Year Rs. 2,668/-) Lacs due from educational trust.



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 11: Cash and Bank Balances

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Cash on Hand	98,729	-
Balances with banks - In Current Accounts	5,94,07,753	8,53,245
Total	5,95,06,482	8,53,245

Note 12: Bank Balances other than Cash and cash equivalents

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
In Fixed deposits*	14,94,735	55,82,886
Unpaid dividend account #	47,759	37,529
Total	15,42,494	56,20,415

Notes:

* Fixed deposit of Rs. 14,94,735/- (previous year Rs. 14,13,124/-) placed with a bank against which bank has given a guarantee.

The company can utilise these balance only towards the settlement of unclaimed dividend.

Note 13: Current Financial Loans and Advances

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Unsecured and Considered good:		
Other Loans and Advances	10,91,800	12,05,794
Total	10,91,800	12,05,794

Note 14: Other Current Financial assets

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest Accrued on Investment	4,197	99,242
Deposits*	3,50,63,489	8,07,98,719
Advance Against Property#	-	3,69,00,098
Total	3,50,67,686	11,77,98,059

* The carrying value of lease deposits with landlords amounting to Rs.793/- Lacs (Previous Year Rs.1473/- Lacs) is related to closed/ discontinued centres and administrative office."

Represents advance paid for purchase of two flats at Andheri, Mumbai.

Note 15: Other Current assets

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Balances with government Authorities	3,51,38,026	3,39,54,150
Advance for Expenses	3,94,040	-
Prepaid Expenses	95,592	8,986
Total	3,56,27,658	3,39,63,136



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 16: Share Capital

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share capital				
Equity Share Capital of Rs.10 each	4,50,00,000	45,00,00,000	4,50,00,000	45,00,00,000
Issued, subscribed & paid up				
Equity Share Capital of Rs.10 each fully paid up	4,23,10,724	42,31,07,240	4,23,10,724	42,31,07,240
Total	4,23,10,724	42,31,07,240	4,23,10,724	42,31,07,240

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. 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, 2019		As at 31st March, 2018	
	No. of Shares	% held	No. of Shares	% held
Rajesh Bhatia	36,86,336	8.71%	36,86,336	8.71%
Geeta Bhatia	35,65,000	8.42%	35,65,000	8.42%
FC VI India Venture Mauritius Ltd	28,97,665	6.84%	28,97,665	6.84%
Bajaj Holding And Investment Ltd	24,30,882	5.75%	24,30,882	5.75%

16.3 The reconciliation of the number of shares outstanding is set out below :

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	4,23,10,724	4,23,10,724
Add: Shares issued on exercise of employee stock options	-	-
Equity Shares at the end of the year	4,23,10,724	4,23,10,724

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 17: Other Equity

Amount in Rs.

Particulars	Reserve and Surplus				Total
	Securities Premium Account	General reserve	Retained Earnings	Revaluation Reserve	
Balance as at 1st April, 2016	4,60,28,15,570	7,59,47,517	1,45,04,50,346	-	6,12,92,13,432
Profit for the year			(1,63,12,92,686)		(1,63,12,92,686)
Other Comprehensive Income for the year			62,97,690		62,97,690
Total Comprehensive Income for the year	-	-	(1,62,49,94,996)	-	(1,62,49,94,996)
Balance as at 31st March, 2017	4,60,28,15,570	7,59,47,517	(17,45,44,650)	-	4,50,42,18,436
Balance as at 1st April, 2017	4,60,28,15,570	7,59,47,517	(17,45,44,650)	-	4,50,42,18,436
Profit for the year	-	-	(97,24,71,009)	(5,55,02,403)	(1,02,79,73,412)
Other Comprehensive Income for the year	-	-	-	-	-
Total Comprehensive Income for the year	-	-	(97,24,71,009)	(5,55,02,403)	(1,02,79,73,412)
Balance as at 31st March, 2018	4,60,28,15,570	7,59,47,517	(1,14,70,15,659)	(5,55,02,403)	3,47,62,45,024
Balance as at 1st April, 2018	4,60,28,15,570	7,59,47,517	(1,14,70,15,659)	(5,55,02,403)	3,47,62,45,024
Profit for the year			(38,02,90,041)		(38,02,90,041)
Other Comprehensive Income for the year					-
Total Comprehensive Income for the year	-	-	(38,02,90,041)	-	(38,02,90,041)
Balance as at 31st March, 2019	4,60,28,15,570	7,59,47,517	(1,52,73,05,700)	(5,55,02,403)	3,09,59,54,984

Note:

(i) (The Company has not revalued its immovable properties during the year. The company had revalued its assets during the financial year 2017-18, which the company expects at market value as on 31st March 2019.

(Total value of assets revalued during financial year 2017-18 was (-) Rs. 55502403.00), Refer Note No. 39."

(ii) Refer to Note No.42 for information on assets pledged as security by Company.

Note 18 : Provisions

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Provisions for Employee Benefits :Gratuity	-	3,35,166
Total	-	3,35,166

Notes:

The following table sets out the status of the gratuity plan for the year ended March 31, 2018 in accordance with Indian Accounting Standard (Ind AS-19), Employee Benefits.

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	Year ended 31st March, 2019	Year ended 31st March, 2018
Cost for the year:		
Service cost	2,33,630	1,68,094
Interest cost	76,846	2,67,982
Expected return on plan assets		
Actuarial loss / (Gain)	(6,57,801)	(32,92,905)
Total net cost recognized as employee remuneration	(3,47,325)	(28,56,829)



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 18 : Provisions (Contd...)

Balance sheet

Details of provision for gratuity

Present value of defined benefit obligation as at year end (A)	5,26,073	11,48,878
Fair value of plan assets as at year end (B)	-	-
Net liability as at year end recognized in Balance Sheet (A)-(B)	5,26,073	11,48,878

Provision for gratuity		
Long term	2,88,241	3,35,165
Short term	2,37,832	8,13,713

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	11,48,878	40,05,707
Current service cost	2,33,630	1,68,094
Interest cost	76,846	2,67,982
Actuarial loss / (gain) on obligations	(6,57,801)	(32,92,905)
Benefit paid	-	-
Present value of defined benefit obligation at the end of the year [A]	5,26,073	11,48,878

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Assumptions		
Discount rate	7.47%	7.60%
Attrition rate	Upto age 35 - 20%	Upto age 35 - 20%
	36-40 - 10%	36-40 - 10%
	41-58 - 5%	41-58 - 5%
Salary escalation rate	6.00%	6.00%

Note 19: Current Financial Borrowings

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Term loans from bank	17,48,54,196	22,90,31,591
Bank Over Draft/ Cash Credit Facility with Bank	53,17,37,052	52,58,25,949
Secured-Total (A)	70,65,91,248	75,48,57,540
Unsecured		
- From Related Parties	2,06,73,098	4,36,63,098
- From Others	-	-
Unsecured-Total (B)	2,06,73,098	4,36,63,098
Total	72,72,64,346	79,85,20,638

Notes:

19.1 Secured bank loan: Secured by mortgage of Land & building, hypothecation of movable assets, book debts both present and future

19.2 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.

19.3 The amount payable to financial institutions is Rs.7065/- Lacs. (Previous year Rs.7549/- Lacs)



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 20: Trade Payables

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Micro, Small and Medium Enterprises*	1,02,69,173	
Others	6,98,78,500	11,98,46,709
Total	8,01,47,673	11,98,46,709

* The company has during the year, received from two of its suppliers information regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 . Shree Sai Arts outstanding amount of Rs. 2,08,163/- & Sheth Publishing House outstanding amount of Rs.1,00,61,010/-

Note 21: Other Financial Liabilities

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest accrued and due	98,60,175	53,37,055
Interest accrued but not due	-	3,76,090
Unclaimed Dividend	47,758	37,528
Total	99,07,933	57,50,673

Note 22: Current Provisions

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Provisions for Employee Benefits: Gratuity (Refer note 19)	5,26,073	8,13,713
Provisions for Employee Benefits : Others	94,16,792	1,03,50,619
Total	99,42,865	1,11,64,332

Note 23: Other Current liabilities

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Advance tuition fees received	14,10,500	11,14,800
Advance from Debtors	34,04,559	-
Withholding & other tax payables	5,13,57,369	6,38,45,965
Advance against sale of Property	5,60,00,000	-
Other Current Liabilities	15,43,344	24,22,445
Total	11,37,15,771	6,73,83,211



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 24: Revenue from operations

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Revenue from		
- Sale of education kits	66,64,939	2,33,45,372
- Sale of services	-	-
Consultancy income	8,47,456	8,47,456
Income from early childhood education	47,02,387	87,65,300
Royalty income	1,81,21,049	1,80,88,523
- Other Operating Revenue		
Other operating income	-	6,36,746
Rent income from education infrastructure	62,66,712	1,83,13,356
Franchisee Fee Received	-	-
Total	3,66,02,543	6,99,96,752

Note 25: Other Income

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest income	76,725	8,14,043
Liability no longer Payable	43,97,610	1,75,81,892
Prior Period Income	24,13,179	5,046
Gratuity written Back	-	22,58,041
Other non-operating income	37,58,710	1,47,69,029
Total	1,06,46,224	3,54,28,050

Note 26: Operating Expenses

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Rent (includes conducting charges and society maintenance)	-	1,01,34,468
Security charges	20,88,574	10,99,054
Training material and equipment consumed	5,66,145	1,50,49,582
Water, electricity and cleaning charges	8,11,772	11,90,588
Activity expenses	4,01,706	3,17,307
Other centre expenses	-	-
Total	38,68,197	2,77,91,000

Note 27: Employee Benefits Expenses

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Salaries and wages	87,71,158	1,11,42,098
Contribution to provident and other funds	2,75,881	3,29,419
Staff welfare expenses	1,36,531	2,81,323
Total	91,83,570	1,17,52,840

Refer Note 19 for disclosure as per Indian Accounting Standard 19 "Employee benefits"



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 28: Finance cost

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest expenses	5,10,24,208	5,48,40,080
Finance charges	63,972	4,27,000
Total	5,10,88,179	5,52,67,080

Note 29: Depreciation and Amortisation Expenses

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Depreciation Expenses	32,44,92,379	33,84,11,003
Amortisation Expense	-	95,58,903
Impairment of assets	-	17,80,14,991
Total	32,44,92,379	52,59,84,896

Note 30: Other expenses

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Advertisement and publicity expenses	36,17,598	26,97,145
Legal and professional fees	1,37,15,450	1,19,42,564
Office expenses	4,91,655	2,66,486
Rates and taxes	8,65,284	25,60,705
Insurance 1,35,660	63,290	
Loss on sale of fixed assets	20,00,666	15,13,55,145
Telephone and courier expenses	4,40,922	4,15,605
Auditors' remuneration (Refer note 37)	7,53,000	9,40,000
Business promotion	-	37,100
Printing and stationery	6,21,368	5,58,627
Donation -	37,100	
Repairs and maintenance	8,43,417	13,11,761
Travelling and conveyance	2,99,013	12,96,666
Provision for doubtful trade receivables	11,05,977	5,53,898
Director Sitting Fees	35,039	52,500
Prior Period Expenses	39,96,349	1,39,87,850
Other Miscellaneous expenses	5,29,839	1,21,86,896
Discounts & W/off	3,86,378	41,55,867
Total	2,98,37,615	20,44,19,204

Note 31: Exceptional Items

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Capital WIP Written off*	-	-
Fixed Assets Written off*	-	33,76,23,507
Rent Deposit Written off*	4,97,92,226	1,37,07,177
Total	4,97,92,226	35,13,30,684

* written off due to closure of centres



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2018

Note 32: Contingent Liabilities and Commitments (to the the extent not provided for)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Commitments		
Bank guarantee given in favour of Joint Commissioner Sales Tax / Charge Central Section, West Bengal *	14,13,124	14,13,124
Total	14,13,124	14,13,124

*Contingent on account of deposit with sales tax department

Note 33: 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 (till 21.01.2019) |
| ii. Relative of key management personnel | : | Mrs. Geeta Bhatia
Wife of Mr. Rajesh Bhatia |
| iii. Associates company | : | JT Infrastructure Private Limited
Mehta Treehouse Infrastructure Private Limited*
(* till 10th September 2018) |
| iv. Entity over which there is a significant control | : | Tree House Foundation |

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 33: 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	-	-	-	-
	(2,24,322)	-	-	-
- Mrs. Geeta Bhatia	-	-	-	-
	-	(2,24,322)	-	-
Remuneration				
- Jugal Bharat Shah	2,35,483	-	-	-
	-	-	-	-
- Mr. Rajesh Bhatia - CEO	4,44,469	-	-	-
	-	-	-	-
- Ms. Guddi Bajpai - C S	3,83,129	-	-	-
	-	-	-	-
- Mr. Navin Kumar - CFO	27,00,000	-	-	-
	(27,00,000)	-	-	-
Deposit Given				
- Bharti Vidya Mandir	-	-	-	1,00,006
	-	-	-	(30,10,000)
- Vidya Bharti Samiti	-	-	-	-
	-	-	-	(84,80,000)
Deposit Given Received				
- Vidya Bharti Samiti	-	-	-	27,00,000
	-	-	-	-
Lease Rent Received				
- Mira Education Trust	-	-	-	1,08,22,356
	-	-	-	(1,80,00,000)
- Bharti Vidya Mandir	-	-	-	79,97,580
	-	-	-	(1,23,60,000)
School Management Fees				
- Mira Education Trust	-	-	-	6,77,965
	-	-	-	(8,84,79,400)
- Vidya Bharti Samiti	-	-	-	1,69,491
	-	-	-	(42,71,860)
- Bharti Vidya Mandir	-	-	-	-
	-	-	-	(7,87,500)
Loan Taken				
- Rajesh Bhatia	2,60,000	-	-	-
	(36,00,000)	-	-	-
- Geeta Bhatia	-	-	-	-
	-	-	-	-
Loan Repaid				
- Rajesh Bhatia	2,32,50,000	-	-	-
	(5,00,000)	-	-	-
Interest on Loan Taken				
- Rajesh Bhatia	31,83,999	-	-	-
	(46,66,572)	-	-	-
- Geeta Bhatia	-	3,78,415	-	-
	-	(4,50,000)	-	-
Directors Sitting Fees:				
Geeta Bhatia	10,000			
	(17,500)			
Suraj Magnani	10,000			
	(17,500)			
Deepak Valecha	12,500			
	(17,500)			

Figures in Bracket represents Previous Year's amounts.



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 33: Related Party Disclosures (Contd...)

c) Closing balances with related parties in the ordinary course of business

Particulars	31 st March, 2019	31 st March, 2018
Outstandings		
Trade Payables-Others		
Key management personnel - Lease Rent	1,00,02,898	1,00,02,898
Relatives of KMP - Lease Rent	1,00,00,863	1,00,00,863
Short Term Provision-Others		
Key management personnel	40,83,539	49,77,239
Investment		
Associate Company	12,76,22,982	9,77,21,455
Unsecured Current Financial Borrowings		
Key management personnel	1,69,23,098	3,99,13,098
Relatives of KMP	37,50,000	37,50,000
Other Financial Liabilities		
Key management personnel (Interest)	80,48,366	48,64,367
Relatives of KMP (Interest)	8,51,102	4,72,687

Note 34: 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.



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 35: 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 segment.

Note 36: Earnings Per Share

Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Profit after tax	(38,02,90,041)	(97,24,71,009)
Weighted average number of shares outstanding (Basic)	4,23,10,724	4,23,10,724
Weighted average number of shares outstanding (Diluted)	4,23,10,724	4,23,10,724
Nominal value per share	10	10
Basic earnings per share	(8.99)	(22.98)
Diluted earnings per share	(8.99)	(22.98)

Note 37: Auditors' Remuneration (Excluding Service Tax and GST)

Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Statutory audit fees	6,00,000	8,25,000
Tax audit fees	75,000	-
Other services/ expenses	15,000	1,15,000
Total	6,90,000	9,40,000

Note 38: Corporate Social Responsibility (CSR) Expenses

In view of the losses during the year , the company has not made any provision for Corporate Social Responsibility Expenses during the year. (Previous Year provision : Nil) .

Note 39: Revaluation of Assets and Liabilities

The Company has not revalued its immovable properties during the year. The company had revaluated its assets during the financial year 2017-18, which the company expects at market value as on 31st March 2019. (Total value of assets revalued during financial year 2017-18 was (-) Rs. 5,55,02,403.00)

Note 40: Disposal/ Write off Fixed Assets

During the year none of the assets were written off (Previous Year 32,44,84,760.00). The company has sold/ disposed off assets. Gross value of assets disposed off during the year was Rs. 1,64,35,242.00. (Previous Year : Rs.5,85,66,329.00)

Note 41: Impairment of Fixed Assets

The Company has not impaired any assets during the year. (Previous Year: 2,80,47,548.00)



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 42: Assets Pledged as security

The carrying amounts of assets Pledged as security for current and non current borrowings are:

Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Current Assets	19,34,62,283	27,15,79,899
Financial Assets		
Floating Charge		
Trade Receivable		
Total Current assets Pledged as security	19,34,62,283	27,15,79,899
Non - Current Assets		
First Charge :		
Land	30,98,62,407	30,66,07,328
Building	59,34,38,283	60,38,40,630
Total non current assets pledged as security	90,33,00,690	91,04,47,958
Total assets pledged as security	1,09,67,62,974	1,18,20,27,857

Note 43: Fair Value measurement

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. The fair value of security deposits were calculated based on cash flow discounted using a current lending rate. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique.

Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Tree House Education & Accessories Limited
Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 43: Fair Value measurement (Contd...)

Financial Assets and Liabilities as at 31st March, 2019	Amount	Routed through Profit and Loss	Routed through OCI	Carried at amortised Cost Level 3	Total Carrying Value
Financial Assets:					
Non Current Investments					
Investments in Equity shares of Joint Venture	12,76,22,982	-	-	12,76,22,982	12,76,22,982
Other Assets					
Non Current Assets					
Loans to Others	27,04,000	-	-	27,04,000	27,04,000
Share application money	26,10,000	-	-	26,10,000	26,10,000
Security Deposits	1,62,23,79,473	-	-	1,62,23,79,473	1,62,23,79,473
Current Assets:					
Trade receivables	19,18,76,490	-	-	19,18,76,490	19,18,76,490
Cash and cash equivalents	5,95,06,482	-	-	5,95,06,482	5,95,06,482
Bank Balances other than Cash and cash equivalents	15,42,494	-	-	15,42,494	15,42,494
Loans and Advances	10,91,800	-	-	10,91,800	10,91,800
Other financial assets	3,50,67,686	-	-	3,50,67,686	3,50,67,686
	1,91,67,78,425	-	-	1,91,67,78,425	1,91,67,78,425
Financial Liabilities					
Non Current Provisions	-	-	-	-	-
Current Liabilities					
Borrowings	72,72,64,346	-	-	72,72,64,346	72,72,64,346
Trade Payables	8,01,47,673	-	-	8,01,47,673	8,01,47,673
Other Liabilities	99,07,933	-	-	99,07,933	99,07,933
	81,73,19,951	-	-	81,73,19,951	81,73,19,951

Tree House Education & Accessories Limited

Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Note 43: Fair Value measurement (Contd...)

Financial Assets and Liabilities as at 31st March, 2018	Amount	Routed through Profit and Loss	Routed through OCI	Carried at amortised Cost Level 3	Total Carrying Value
Financial Assets:					
Non Current Investments					
Investments in Equity shares of Joint Venture	9,77,21,455	-	-	9,77,21,455	9,77,21,455
Other Assets					
Non Current Assets					
Loans to Others	27,04,000	-	-	27,04,000	27,04,000
Share application money	26,10,000	-	-	26,10,000	26,10,000
Security Deposits	1,65,33,08,794	-	-	1,65,33,08,794	1,65,33,08,794
Current Assets					
Trade receivables	27,15,79,899	-	-	27,15,79,899	27,15,79,899
Cash and cash equivalents	8,53,245	-	-	8,53,245	8,53,245
Bank Balances other than Cash and cash equivalents	56,20,415	-	-	56,20,415	56,20,415
Loans and Advances	12,05,794	-	-	12,05,794	12,05,794
Other financial assets	11,77,98,059	-	-	11,77,98,059	11,77,98,059
	2,05,56,80,206	-	-	2,05,56,80,206	2,05,56,80,206
Financial Liabilities					
Non Current Provisions	3,35,166	-	-	3,35,166	3,35,166
Current Liabilities					
Borrowings	79,85,20,638	-	-	79,85,20,638	79,85,20,638
Trade Payables	11,98,46,709	-	-	11,98,46,709	11,98,46,709
Other Liabilities	57,50,673	-	-	57,50,673	57,50,673
	92,44,53,186	-	-	92,44,53,186	92,44,53,186

Note 43: Fair Value measurement (Contd...)

Fair value of financial assets and liabilities measured at amortised cost-

Particulars	Year ended 31st March, 2019		Year ended 31st March, 2018	
	Carrying amount	Fair Value	Carrying amount	Fair Value
Financial Assets:				
Investments in Equity shares of Joint Venture	12,76,22,982	12,76,22,982	9,77,21,455	9,77,21,455
Security Deposits	1,62,23,79,473	1,62,23,79,473	1,65,33,08,794	1,65,33,08,794
Non Current Financial Loans	27,04,000	27,04,000	27,04,000	27,04,000
	1,75,27,06,455	1,75,27,06,455	1,75,37,34,249	1,75,37,34,249

Note 44: Financial Risk Management

Financial risk management objectives and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board.

Credit Risk:

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in statement of profit and loss.



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Tree House Education & Accessories Limited Notes on Consolidated Financial Statements for the year ended 31st March, 2018

Movement in provisions of doubtful debts

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Opening provision	-15,85,793	-10,31,895
Add: Additional provision made	52,58,048	-5,53,898
Less: Provision write off	-	-
Less: Provision reversed	-	-
Closing provisions	36,72,255	-15,85,793

Note 45: Nebt debt reconciliation

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Cash and cash equivalents	5,95,06,482	8,53,245
Current Borrowings	(72,72,64,346)	(79,85,20,638)
Interest Payable	(98,60,175)	(57,13,145)
Net Debt	(67,76,18,039)	(80,33,80,538)

Particulars	Cash and cash equivalents	Current Borrowings	Interest Payable	Total
Net Debt as at 1st April 2018	8,53,245	(79,85,20,638)	(57,13,145)	(80,33,80,538)
Cash flows	5,86,53,237	7,12,56,292	-	12,99,09,529
Finance Costs	-	-	(97,61,367)	(97,61,367)
Interest Paid	-	-	56,14,337	56,14,337
Net Debt as at 31st March 2019	5,95,06,482	(72,72,64,346)	(98,60,175)	(67,76,18,039)

Note 46: Approval of financial statements

The financial statements were approved for issue by the board of directors on 30th May, 2019.

As per our report of even date

For S. Dedhia & Co.
Chartered Accountants
Firm Registration No. 117659W

CA Sandeep Dedhia
Proprietor | Membership No. 102606

Place: Mumbai
Date: 30th May 2019

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

Jugal Bharat Shah
Addnl. Executive Director | DIN No: 08334114

Deepak Valecha
Director | DIN No: 07736480

Navin Kumar
Chief Financial Officer



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13th Annual General Meeting – Thursday, September 12, 2019

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 Thirteenth Annual General Meeting of TREE HOUSE EDUCATION & ACCESSORIES LIMITED held on Thursday, September 12, 2019 at 9a.m. at Mayor Hall, All India Institute Of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400 058.

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 2018-19 along with 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 hard copy 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 2018-19 along with 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
Monday, September 09, 2019 at 9.00 a.m.	Wednesday, September 11, 2019 till 5.00 p.m.



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Form No. MGT - 11

13th Annual General Meeting - Thursday, September 12, 2019

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 Thirteenth Annual General Meeting of the Company, to be held on Thursday, September 12, 2019 at 9a.m.at Mayor Hall, All India Institute Of Local Self Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (West), 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, 2019, together with the Reports of the Directors' and the Auditor's thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, and the Report of the Auditor's thereon.			



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Sr. No.	Resolution	Vote (Optional see Note 1)		
		For	Against	Abstain
	Special Business			
2.	To appoint Mr. Jugal Bharat Shah (DIN: 08334114) as an Executive Director.			
3.	To approve the appointment of Mrs. Amita Sachin Karia as an Independent Director.			
4.	To approve the appointment and remuneration of the Cost Auditor for the financial year ending March 31, 2020.			
5.	Approval to deliver document through a particular mode as may be sought by the member.			

Signed this _____ day of _____ 2019

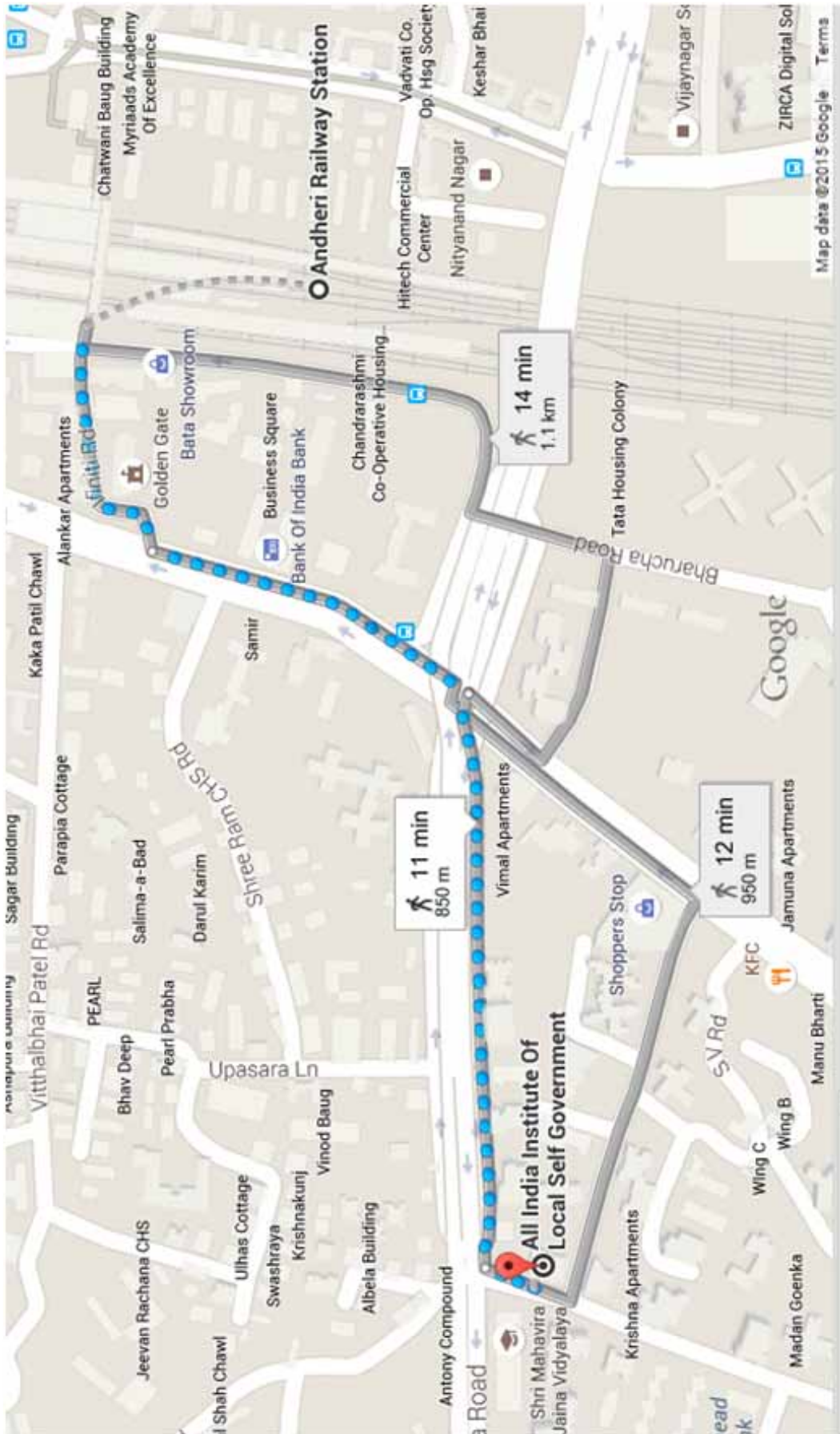
Signature of the member

Affix
revenue
stamp of not
less than
Rs. 1

Signature of first proxy holder Signature of second proxy holder Signature of third 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.





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NOTES

Lined area for writing notes.