

## **INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of  
**HT GLOBAL EDUCATION**  
New Delhi

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **HT GLOBAL EDUCATION** ("the Company"), which comprise the Balance Sheet as at 31 March 2016, the Income & Expenditure Account, Receipt & Payments Account for the year then ended and a Summary of the Significant Accounting Policies and other explanatory information.

### **Management's Responsibility for the 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 the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's responsibility**

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

We have taken into account the provisions of the Act, 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 there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan & perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the 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 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 financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 state of affairs of the Company as at 31 March 2016, its surplus / deficits and its receipts / payments for the year ended on that date.

### **Emphasis of Matters**

We draw attention to the following matters in the Notes to the financial statements:

None.

Our opinion is not modified in respect of these matters





### Other Matter

With respect to the Other Matters to be included in the Independent 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:

The Company does not have any pending litigations, which would impact its financial position.

- The Company did not have any long term contracts, including derivative contracts, for which there were any material foreseeable losses.
- There were no amounts, which were required to be transferred to the Investor Education and Protection Fund.

Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

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 purposes 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 Income and Expenditure Account and the Receipt and Payment Account dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 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"**.

  
  
**Sharad Agarwal**, Partner  
Membership Number: 088861  
**Lochan & Co**  
Chartered Accountants  
Firm Registration Number: 008019N

**Place:** Delhi

**Date:** 23 May 2016



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## **Annexure “A” to the Independent Auditor’s Report**

**(Referred to the Independent Auditor’s Report of even date to the members of HT GLOBAL EDUCATION on the financial statements for the year ended on 31 March 2016)**

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

We have audited the internal financial controls over financial reporting of **HT GLOBAL EDUCATION** (“the Company”) as on 31 March 2016 in conjunction with our audit of the 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 (the ‘ICAI’). 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.

#### **Auditor’s 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 and the Standards on Auditing, issued by the ICAI and 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan & 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 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.

We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections 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.



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### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, 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".

  
  
**Sharad Agarwal**, Partner  
Membership Number: 088861  
Lochan & Co  
Chartered Accountants  
Firm Registration Number: 008019N

**Place:** Delhi

**Date:** 23 May 2016

**BALANCE SHEET**

as at 31 March 2016

(Amount in ₹)

Particulars	Notes	As at 31 March 2016	As at 31 March 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	1,501,000	1,501,000
Reserves and Surplus	4	(1,279,145)	(1,250,445)
<b>Subtotal (a)</b>		<b>221,855</b>	<b>250,555</b>
<b>Current Liabilities</b>			
Trade Payables	5	50,215	32,899
Other Current Liabilities	6	264,347	261,597
<b>Subtotal (b)</b>		<b>314,562</b>	<b>294,496</b>
<b>Total [(a) + (b)]</b>		<b>536,417</b>	<b>545,051</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Long Term Loans and Advances	7	485,110	485,110
<b>Subtotal (a)</b>		<b>485,110</b>	<b>485,110</b>
<b>Current Assets</b>			
Cash and Cash Equivalents	8	51,307	59,941
<b>Subtotal (b)</b>		<b>51,307</b>	<b>59,941</b>
<b>Total [(a) + (b)]</b>		<b>536,417</b>	<b>545,051</b>
Summary of Significant Accounting Policies	2.1		

The accompanying notes are an integral part of these financial statements.

In terms of our report of even date attached

**For and on behalf of the Board of Directors of  
HT Global Education**



**Sharad Agarwal**, Partner  
Membership Number: 088861

**Lochan & Co.**

Chartered Accountants

Firm Registration Number: 008019N

**(Rajiv Verma)**  
(Director)  
(DIN: 00017110)

**(Shobhana Bhartia)**  
(Director)  
(DIN: 00020648)

Place: New Delhi  
Date: 23 May 2016

**RECEIPT AND PAYMENT ACCOUNT**

for the year ended on 31 March 2016

(Amount in ₹)

For the year ended on 31 March 2015	Receipts	For the year ended on 31 March 2016	For the year ended on 31 March 2015	Payments	For the year ended on 31 March 2016
	<b><u>Opening Balance</u></b>			<b><u>Payments</u></b>	
272,444	Balance with Bank	59,941	500	Legal and Professional Fees	-
	<b><u>Receipts</u></b>		18,730	Rates and Taxes	8,634
-	Issue of Share Capital	-	17,758	Payment to Auditors	-
			515	Miscellaneous Expenses	-
			175,000	Payment to HT Media Limited	-
				<b><u>Closing Balances</u></b>	
			59,941	Balance with Bank	51,307
<b>272,444</b>	<b>Total</b>	<b>59,941</b>	<b>272,444</b>	<b>Total</b>	<b>59,941</b>

Summary of Significant Accounting Policies: **Note 2.1**

The accompanying notes are an integral part of these financial statements.

In terms of our report of even date attached

For and on behalf of the Board of Directors of  
HT Global Education

**Sharad Agarwal**, Partner  
Membership Number: 088861  
**Lochan & Co.**  
Chartered Accountants  
Firm Registration Number: 008019N



**(Rajiv Verma)**  
(Director)  
(DIN: 000171110)

**(Shobhana Bhartia)**  
(Director)  
(DIN: 00020648)

Place: New Delhi  
Date: 23 May 2016

**INCOME AND EXPENDITURE ACCOUNT**

for the year ended on 31 March 2016

(Amount in ₹)

For the year ended on 31 March 2015	Expenditure	For the year ended on 31 March 2016	For the year ended on 31 March 2015	Income	For the year ended on 31 March 2016
1,500	Legal and Professional Fees	-	40,908	Excess of Expenditure over Income	28,700
19,730	Rates and Taxes	8,634			
19,663	Payment to Auditors	20,066			
15	Miscellaneous Expenses	-			
<b>40,908</b>	<b>Total</b>	<b>28,700</b>	<b>40,908</b>	<b>Total</b>	<b>28,700</b>

Summary of Significant Accounting Policies: **Note 2.1**

The accompanying notes are an integral part of these financial statements.

In terms of our report of even date attached

For and on behalf of the Board of Directors of  
HT Global Education**Sharad Agarwal, Partner**

Membership Number: 088861

**Lochan & Co.**

Chartered Accountants

Firm Registration Number: 008019N

**(Rajiv Verma)**  
(Director)  
(DIN: 00017110)**(Shobhana Bhartia)**  
(Director)  
(DIN: 00020648)

Place: New Delhi

Date: 23 May 2016

**Notes to financial statements for the year ended on 31 March 2016****1. Corporate Information**

HT Global Education was incorporated under section 25 of the Companies Act, 1956 (now treated as incorporated under section 8 of the Companies Act, 2013) on 13 May 2011. The Company is subsidiary of HT Media Limited. The Company has been set up to operate and manage schools, colleges, universities, institutes.

**2. Basis of Preparation**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis and under the historical cost convention.

**2.1 Summary of Significant Accounting Policies****a) Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the Management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities, at the date of the reporting year end. Although these estimates are based on the Management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**b) Fixed Assets**

Fixed assets are stated at cost, net of accumulated depreciation. The cost comprises of purchase price, borrowing costs, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates received are deducted in arriving at the purchase price. Borrowing costs relating to acquisition of fixed assets, which takes substantial period of time to get ready for its intended use, are also included to the extent they relate to the period till such assets are ready to be put to use.

**c) Depreciation on Fixed Assets**

There are no fixed assets in the Company. Hence there is no provision for depreciation.

**d) Preliminary Expenses**

Preliminary expenses are expensed off in the year; in which they are incurred.

**e) Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**Interest**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other Income" in the statement of Profit and Loss.

**f) Income Taxes**

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India.

Deferred income 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 using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for all timing differences 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 realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.





**g) Provisions**

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

**h) Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

**3. Share Capital**

(Amount in ₹)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Authorized shares</b>		
20,000,000 equity shares of ₹10 each (Previous year 20,000,000 equity shares of ₹10 each)	200,000,000	200,000,000
	200,000,000	200,000,000
<b>Issued, subscribed and fully paid up shares</b>		
150,100 equity shares of ₹10 each (Previous Year: 150,100 equity shares of ₹10 each) fully paid up	1,501,000	1,501,000
<b>Total issued, subscribed and fully paid up share capital</b>	<b>1,501,000</b>	<b>1,501,000</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**

(Amount in ₹)

Equity shares	As at 31 March 2016		As at 31 March 2015	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	150,100	1,501,000	150,100	1,501,000
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>150,100</b>	<b>1,501,000</b>	<b>150,100</b>	<b>1,501,000</b>

**b. Terms / rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of ₹10 per equity share. Each holder of equity shares is entitled to one vote per share.

During the year ended on 31 March 2016, no dividend distribution was made to equity shareholders.

In the event of liquidation of the Company, the holders of equity shares would be entitled to remaining assets of the Company, after distribution of all preferential payments. The distribution will be in proportion to the number of shares held by the equity shareholders.



**c. Shares held by holding / ultimate holding company and / or their subsidiaries / associates / joint venture partners**

(Amount in ₹)

Particulars	As at 31 March 2016	As at 31 March 2015
HT Media Limited, the Holding Company	1,500,990	1,500,990
[150,099 equity shares of ₹10 each (Previous Year: 150,099 equity shares of ₹10 each) fully paid up]		

**d. Details of shareholders holding more than 5% shares in the Company**

Particulars	As at 31 March 2016		As at 31 March 2015	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class
<b>Equity shares of ₹10 each, fully paid up</b>				
HT Media Limited, the Holding Company	150,099	100.00%	150,099	100.00%

**Note:** As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**e. Shares reserved for issue under options**

The Company does not have any stock option plan. Hence, no shares held in reserves pending issuance.

**4. Reserves and Surplus**

(Amount in ₹)

Particulars	As at 31 March 2016	As at 31 March 2015
Balance as per last year's financial statements	(1,250,445)	(1,209,537)
<b>Add / (Less):</b> Surplus / (deficit) during the year	(28,700)	(40,908)
<b>Total reserves and surplus/ (deficit)</b>	<b>(1,279,145)</b>	<b>(1,250,445)</b>

**5. Trade Payables**

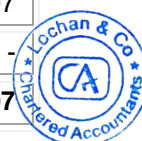
(Amount in ₹)

Particulars	As at 31 March 2016	As at 31 March 2015
Trade Payables	50,215	32,899
<b>Total</b>	<b>50,215</b>	<b>32,899</b>

**6. Other Current Liabilities**

(Amount in ₹)

Particulars	As at 31 March 2016	As at 31 March 2015
Payable to Holding Company	261,597	261,597
TDS Payable	2,750	
<b>Total</b>	<b>264,347</b>	<b>261,597</b>



## 7. Long Term Loans and Advances

(Amount in ₹)

Particulars	Non Current	
	As at 31 March 2016	As at 31 March 2015
Advance payment of income tax / Tax deducted at Source (T.D.S.)	485,110	485,110
<b>Total</b>		<b>485,110</b>

## 8. Cash and Cash Equivalents

(Amount in ₹)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Cash-in –Hand</b>	-	-
<b>Balances with Banks:</b>		
In Current Account	51,307	59,941
<b>Total</b>	<b>51,307</b>	<b>59,941</b>

## 9. Other Disclosures

## a. Related Party disclosure under Accounting Standard (AS) 18:

Information relating to Related Party Disclosure, as per AS 18 issued by the Institute of Chartered Accountants of India, is disclosed below:

Related parties, with whom there were transactions during the year, are listed below:

Holding Company	HT Media Limited
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**Related Party Transactions:**

(Amount in ₹)

Particulars	Holding Company (HT Media Limited)	
Transactions during the year ended on	31-Mar-2016	31-Mar-2015
Issue of Equity Shares	-	-
Payment of Interest to Holding Company	-	175,000
Balance outstanding as on	31-Mar-2016	31-Mar-2015
Equity Share Capital	1,501,000	1,501,000
Payable to Holding Company	261,597	261,597

## b. Small and Medium Enterprises:

The balance due to suppliers registered under “The Micro, Small and Medium Enterprises Development Act, 2006” as on 31 March 2016 (Previous Year: Nil) is ₹ Nil’.

Further, no interest, during the year, has been paid or is payable under the terms of the Act.





**10. Previous Year's Figures**

Previous period figures have been regrouped / reclassified, where necessary, to conform to current year's classification.

In terms of our report of even date attached

**For and on behalf of the Board of Directors of  
HT Global Education**



**Sharad Agarwal, Partner**  
Membership Number: 088861

**Lochan & Co**

Chartered Accountants

Firm Registration Number: 008019N

**(Rajiv Verma)**  
(Director)  
(DIN: 00017110)

**(Shobhana Bhartia)**  
(Director)  
(DIN: 00020648)

Place: New Delhi  
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