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#### 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 2017, the Income & Expenditure Account, Receipt & Payments Account and the Statement of Changes in Equity 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 2017, its surplus, its receipts / payments and the changes in equity for the year ended on that date.



#### 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.
- The Company has provided requisite disclosures in Note 10 to these financial statements as to the holdings of Specified Bank Notes on 08 November 2016 and 30 December 2016 as well as dealings in Specified Bank Notes during the period from 08 November 2016 to 30 December 2016. As stated in Note 10 to the financial statements and as represented to us by the Management, the Company has not received any amounts in specified bank notes from transactions, which are not permitted.

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, the Receipt and Payment Account and Statement of Changes in Equity 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 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure "A"**.

Sharad Agarwal, Partner Membership Number: 088861

Lochan & Co
Chartered Accountants

Firm Registration Number: 008019N

Place: Delhi

Date: 17 May 2017

# 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 2017)

# 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 2017 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.

## 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 2017, 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: 17 May 2017

# **BALANCE SHEET**

as at 31 March 2017

(Amount in ₹)

2016-2017)

(Amount in				(Amount in s
Particulars	Note	As at 31-Mar-17	As at 31-Mar-16	As at 31-Mar-15
ASSETS		31-Wal-17	31-Wai-10	31-IVIAI-13
Non-current assets				
(a) Property, plant and equipment				
(b) Capital work in progress		- 1	-	
			-	
(c) Investment property (d) Intangible assets		-	-	
(e) Intangible assets under development		-	- <u>-  </u>	
(f) Financial assets				
(i) Investments				
(ii) Loans			-	
(iii) Others				
<ul><li>(g) Other non-current assets</li><li>(h) Income tax assets</li></ul>	3		485,110	485,110
			485,110	485,110
Subtotal (a) Current assets			403,110	403,110
(a) Inventories				
(b) Financial assets				
(i) Investments				
(ii) Trade receivables		- 1	- J	
(iii) Cash and cash equivalents	4	360,160	51,307	59,941
(iv) Loans	4	360,160	51,307	39,941
(v) Others (Other receivables)				
				-
		360,160	51,307	59,941
Subtotal (b)  Total assets [(a) + (b)]		360,160	536,417	545,051
EQUITY AND LIABILITIES		300,100	330,417	343,031
Equity				
(a) Equity share capital	5	1,501,000	1,501,000	1,501,000
(b) Other equity	6	(1,211,321)	(1,279,145)	(1,250,445)
Total equity		289,679	221,855	250,555
Liabilities		209,079	221,033	230,333
Non-current liabilities				
(a) Financial liabilities				
The Particular Control of the Contro				
(i) Borrowings (ii)Trade payables		-		
(b) Provisions				
		- 1	-	<u> </u>
(c) Deferred tax liabilities (net)				an & C

## HT Global Education

Particulars	Note	As at 31-Mar-17	As at 31-Mar-16	As at 31-Mar-15
(d) Other non-current liabilities		-	-	-
Subtotal (a)		- ]	- ]	-
Current liabilities				
(a) Financial liabilities				
(i) Borrowings		- ]	- ]	· · · · · · · · · · · · · · · · · · ·
(ii) Trade Payables	7	70,481	311,812	294,496
(iii) Other financial liabilities		-		
(b) Other current liabilities	8	-	2,750	5.E.
(c) Provisions		-	- ]	-
Subtotal (b)		70,481	314,562	294,496
Total liabilities [(a) + (b)]		70,481	314,562	294,496
Total equity and liabilities		360,160	536,417	545,051

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

Place: New Delhi Date: 17 May 2017 (Rajiv Verma) (Director) (DIN: 00017110)

# RECEIPT AND PAYMENT ACCOUNT

for the year ended on 31 March 2017

(Amount in ₹)

Receipts	For the year ended on 31 March 2017	For the year ended on 31 March 2016	Payments	For the year ended on 31 March 2017	For the year ended on 31 March 2016
Opening balances	2017	2010	<u>Payments</u>	2017	2010
Cash-in-hand	-	-	Reimbursement made for payment of T.D.S.	2,750	-
Balances with banks	51,307	59,941	Repayment of Interest to HT Media Limited	261,597	-
Receipts			Legal and Professional Fees	1,650	
Income tax refund	574,850	-	Rates and Taxes	-	8,634
			Closing balances		
			Cash-In-hand	-	-
			Balances with banks	360,160	51,307
Total	626,157	59,941	Total	626,157	59,941

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

Place: New Delhi Date: 17 May 2017 (Rajiv Verma) (Director) (DIN: 00017110)

# INCOME AND EXPENDITURE ACCOUNT

for the year ended on 31 March 2017

(Amount in ₹)

Expenditure	penditure For the year For the year Income ended on ended on	For the year ended on	For the year ended on		
	31 March 2017	31 March 2016		31 March 2017	31 March 2016
Legal and Professional Fees	1,650	-	Interest on Income Tax Refund	89,740	-
Rates and Taxes	•	8,634	Excess of Expenditure over Income	-	28,700
Payment to auditors	20,266	20,066			
Excess of Income over Expenditure	67,824				
Total	89,740	28,700	Total	89,740	28,700

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

Place: New Delhi Date: 17 May 2017 (Rajiv Verma) (Director) (DIN: 00017110)

## STATEMENT OF CHANGES IN EQUITY

for the year ended on 31 March 2017

# A. Equity Share Capital

Particulars 1997 Annual Particular 1997 Annual Par	Number	Amount (in ₹)
Balance as at 01 April 2015	150,100	1,501,000
Changes in equity share capital		-
Balance as at 31 March 2016	150,100	1,501,000
Changes in equity share capital		-
Balance as at 31 March 2017	150,100	1,501,000

## B. Other Equity

Particulars	Retained earnings	Amount (in ₹)
Balance as at 01 April 2015	(1,250,445)	(1,250,445)
Surplus / (deficit) for the year	(28,700)	(28,700)
Other comprehensive income	-	-
Balance as at 31 March 2016	(1,279,145)	(1,279,145)
Surplus / (deficit) for the year	67,824	67,824
Other comprehensive income	-	-
Balance as at 31 March 2017	(1,211,321)	(1,211,321)

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

In terms of our report of even date attached

A suspensed Accounts

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

Place: New Delhi Date: 17 May 2017 (Rajiv Verma) (Director) (DIN: 00017110)

## Notes to financial statements for the year ended on 31 March 2017

#### Note 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.

Information on related party relationship of the Company is provided in Note 9(a).

The financial statements of the Company for the year ended on 31 March 2017 were authorized for issue in accordance with a resolution of the Board of Directors on 17 May 2017.

## Note 2: Significant Accounting Policies

#### 2.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standard ('Ind AS'), notified under the Companies (Indian Accounting Standard) Rules, 2015 as amended and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

For all periods, up to and including the year ended on 31 March 2016, the Company prepared its financial statements in accordance with the Accounting Standards notified under section 133 of the Companies Act, 2013 read together with Companies (Accounts) Rules 2014 (Indian GAAP). The financial statements for the year ended on 31 March 2017 are the first, the Company has prepared in accordance with Ind AS.

The financial statements are presented in Indian Rupees ('INR'), except otherwise indicated.

# 2.2 Summary of Significant Accounting Policies

#### a) 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.

#### b) Depreciation on Fixed Assets

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

#### c) Preliminary Expenses

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

#### d) 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.

## e) 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.



#### f) 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.

### g) 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.

## 2.3. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires the Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### Note 3: Income Tax Assets

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Advance payment of income tax / Tax deducted at Source (T.D.S.)	i -	485,110	485,110
Total	-	485,110	485,110

## Note 4: Cash and Cash Equivalents

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Cash-in –Hand	_	- [	-
Balances with Banks:			
In Current Account	360,160	51,307	59,941
Total	360,160	51,307	59,941

# Note 5. Share Capital

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Issued Equity Capital			
Opening Share Capital	1,501,000	1,501,000	1,501,000
Changes during the period	-	-	-
Closing Share Capital	1,501,000	1,501,000	1,501,000

Annual Accounts (2016-2017)

## Note 6: Other Equity

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Retained Earnings			
Surplus	(1,279,145)	(1,250,445)	(1,209,537)
Transferred from Income & Expenditure Account	67,824	(28,700)	(40,908)
Amount available for appropriation	(1,211,321)	(1,279,145)	(1,250,445)
Less:			
Ind AS Adjustments		-	-
Transfer to General Reserve		-	
Total Retained Earnings	(1,211,321)	(1,279,145)	(1,250,445)
Total Other Equity	(1,211,321)	(1,279,145)	(1,250,445)

## Note 7: Trade Payables

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Trade Payables	70,481	311,812	294,496
Total	70,481	311,812	294,496

## Note 8: Other Current Liabilities

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
T.D.S. Payable	-	2750	-
Total	-	2750	-

## Note 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

# Related Party Transactions:

(Amount in ₹)

Particulars			lolding Company IT Media Limited)
Transactions during the year ended on	31-Mar-2017	31-Mar-2016	31-Mar-2015
Issue of Equity Shares	-	-	-
Payment of Interest to Holding Company		175,000	175,000



Particulars		Holding Company (HT Media Limited)	
Balance outstanding as on	31-Mar-2017	31-Mar-2016	31-Mar-2015
Equity Share Capital	1,501,000	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 2017 (Previous Year: Nil) is ₹ Nil'.

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

# Note 10: Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated 31 March 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 08 November 2016 to 30 December 2016, the denomination wise SBNs and other notes as per the notification is given below:

(Amount in ₹)

Descriptions	SBNs <sup>*</sup>	Other denomi- nation notes	Total
Closing cash in hand as on 08 November 2016	-	-	_
(+) Permitted receipts	- [	-	<u> </u>
(-) Permitted payments	- [	- [	-
(-) Amount deposited in Banks	- [	-	-
Closing cash in hand as on 30 December 2016	-	•	-

<sup>\*</sup>For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated 08 November 2016.

#### Note 11: Previous Year 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

Place: New Delhi Date: 17 May 2017 (Rajiv Verma) (Director) (DIN: 00017110)