

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
HT LEARNING CENTERS LIMITED
New Delhi

Report on the Financial Statements

We have audited the accompanying financial statements of **HT LEARNING CENTERS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit & Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement 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 loss including other comprehensive income, its cash flows 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 32** 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 32** 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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government in terms of sub section (11) of section 143 of the Companies Act, 2013, we give, in the **Annexure "A"**, a Statement on the Matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 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 Statement of Profit & Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement 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 "B"**.



Sharad Agarwal, Partner

Membership Number: 088861

Lochan & Co

Chartered Accountants

Firm Registration Number: 008019N

Place: Delhi

Date: 16 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 LEARNING CENTERS LIMITED on the financial statements for the year ended on 31 March 2017)

- i.
 - a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Company has a system for physical verification of all its fixed assets. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) The company had no immovable property during the year, Hence, compliance as per clause 3(i)(c) of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company.
- ii. Considering the nature of activities of the Company, no inventories are maintained. Hence, compliance as per clause 3(ii) of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company.
- iii. The company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, compliance as per clause 3(iii) of the Companies (Auditor’s Report) Order, 2016 is 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 sections 185 and 186 of the Companies Act, 2013 in respect to loans, investments guarantees and securities.
- v. The Company has not accepted any deposit. Hence, compliance as per clause 3(v) of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company.
- vi. The Company is not required to maintain any cost record as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013. Hence, compliance as per clause 3(vi) of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company.
- vii.
 - (a) According to the information and explanation given to us and the records of the Company reviewed by us, in our opinion, the company is regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
 - (b) According to the records of the Company reviewed by us, there are no dues of income tax or sale tax or service tax or duty of customs or duty of excise or value added tax as on 31 March 2017, which have not been deposited on account of a dispute.
- viii. The Company has not defaulted in repayment of dues to a financial institution or bank or Government or debenture holders. Hence, compliance as per clause 3(viii) of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company.
- ix. Based upon the audit procedures performed and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer. Further, the Company has not taken term loan. Hence, compliance as per clause 3(ix) of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company.
- x. In our opinion and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported by the Management during the year.
- xi. According to the records of the Company reviewed by us and information & explanations given to us, no managerial remuneration has been paid or provided. Hence, compliance as per clause 3(xi) of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company.
- xii. The Company is not a Nidhi Company. Hence, compliance as per clause 3(xii) of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in Notes to the financial statements as required by the applicable Accounting Standards.
- xiv. Based upon the audit procedures performed and the information & explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible

debentures during the year under review. Hence, compliance as per clause 3(xiv) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.

xv. Based upon the audit procedures performed and the information & explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Hence, compliance as per clause 3(xv) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.

xvi. In our opinion, the Company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934. Hence, compliance as per clause 3(xvi) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.



Sharad Agarwal, Partner

Membership Number: 088861

Lochan & Co

Chartered Accountants

Firm Registration Number: 008019N

Place: Delhi

Date: 16 May 2017

Annexure “B” to the Independent Auditor’s Report

(Referred to the Independent Auditor’s Report of even date to the members of HT LEARNING CENTERS LIMITED 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 LEARNING CENTRES LIMITED** (“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: 16 May 2017

BALANCE SHEET
 as at 31 March 2017

(Amount in ₹)

S. No	Particulars	Note	As at 31-Mar-17	As at 31-Mar-16	As at 31-Mar-15
	ASSETS				
1)	Non-current assets				
	(a) Property, plant and equipment	3	99,277,323	118,369,534	38,584,506
	(b) Capital work in progress	4	-	-	33,434,929
	(c) Investment property		-	-	-
	(d) Intangible assets	5	2,399,862	2,970,722	3,976,404
	(e) Intangible assets under development	6	-	-	1,107,362
	(f) Financial assets				
	(i) Investments		-	-	-
	(ii) Loans		-	-	-
	(iii) Others	7	3,314,374	4,884,210	2,630,919
	(g) Other non-current assets	8	341,255	3	6,059,216
	(h) Income tax assets	9	1,916,047	2,300,450	1,872,690
	Subtotal (a)		107,248,861	128,524,920	87,666,026
2)	Current assets				
	(a) Inventories		-	-	-
	(b) Financial assets				
	(i) Investments	10	-	-	21,500,000
	(ii) Trade receivables	11	58,261,379	41,592,276	31,676,127
	(iii) Cash and cash equivalents	12	59,675,217	101,554,937	70,906,815
	(iv) Loans		-	-	-
	(v) Others (other receivables)	13	2,576,813	2,633,101	6,487,383
	(c) Other current assets	14	10,832,270	7,754,060	9,331,370
	Subtotal (b)		131,345,679	153,534,374	139,901,695
	Total assets [(a) + (b)]		238,594,540	282,059,294	227,567,721
	EQUITY AND LIABILITIES				
	Equity				
	(a) Equity share capital	15	688,700,000	623,700,000	468,700,000
	(b) Other equity	16	(653,969,324)	(515,907,438)	(358,191,455)
	Total equity		34,730,676	107,792,562	110,508,545



S. No	Particulars	Note	As at 31-Mar-17	As at 31-Mar-16	As at 31-Mar-15
	Liabilities				
1)	Non-current liabilities				
	(a) Financial liabilities				
	(i) Borrowings		-	-	-
	(ii) Trade payables		-	-	-
	(b) Provisions	17	1,048,175	540,178	284,579
	(c) Deferred tax liabilities (Net)		-	-	-
	(d) Other non-current liabilities	18	3,627,012	1,083,694	-
	Subtotal (a)		4,675,187	1,623,872	284,579
2)	Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings		-	-	-
	(ii) Trade Payables	19	63,970,705	55,256,446	41,644,942
	(iii) Other financial liabilities	20	2,895,063	12,163,253	3,705,042
	(b) Other current liabilities	21	132,305,563	105,216,197	71,421,933
	(c) Provisions	22	17,346	6,964	2,681
	Subtotal (b)		199,188,677	172,642,860	116,774,597
	Total liabilities [(a) + (b)]		203,863,864	174,266,732	117,059,176
	Total equity and liabilities		238,594,540	282,059,294	227,567,721

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached



For and on behalf of the Board of Directors of
HT Learning Centers Limited

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

(Shamit Bhartia)
(DIN: 0002063)
(Director)

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

Place: New Delhi
Date: 16 May 2017

(Saurabh Gupta)
(Chief Executive Officer)

(Anand Agarwal)
(Chief Financial Officer)

(Shivani Sehgal)
(Membership Number: A-42567)
(Company Secretary)

STATEMENT OF PROFIT AND LOSS

for the year ended on 31 March 2017

(Amount in ₹)

S. No.	Particulars	Note	For year ended on 31-Mar-17	For year ended on 31-Mar-16
I	Revenue from operations	23	260,511,670	192,301,147
II	Other Income	24	5,241,980	8,257,346
III	Total Income [(I) + (II)]		265,753,650	200,558,493
IV	Expenses			
	Employee benefits expense	25	59,342,728	46,525,202
	Finance costs	26	1,331,900	834,378
	Depreciation and amortization expense	27	26,601,910	23,317,514
	Other expenses	28	316,303,981	287,643,131
	Total expenses (IV)		403,580,519	358,320,225
V	Profit / (Loss) before exceptional items and tax [(I) – (IV)]		(137,826,869)	(157,761,732)
VI	Exceptional items		-	-
VII	Profit / (Loss) before tax [(V) – (VI)]		(137,826,869)	(157,761,732)
	Earnings before interest, tax, depreciation and amortization (EBITDA)		(109,893,059)	(133,609,840)
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	Total tax		-	-
IX	Profit (Loss) for the year from continuing operations (VII-VIII)		(137,826,869)	(157,761,732)
X	Profit / (Loss) from Discontinued Operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit / (Loss) from Discontinued Operations (after tax) [(X) – (XI)]		-	-
XIII	Profit / (Loss) for the period [(IX) + (XII)]		(137,826,869)	(157,761,732)
XIV	OTHER COMPREHENSIVE INCOME			
A	<u>Items that will not to be reclassified to profit or loss</u>			
(i)	Re-measurement of the defined benefit plans		(235,017)	45,749
(ii)	Income tax relating to items that will not be reclassified to profit or loss		-	-
B	<u>Items that will be reclassified to profit or loss</u>			
(i)	Income tax relating to items that will be reclassified to profit or loss		-	-



S. No.	Particulars	Note	For year ended on 31-Mar-17	For year ended on 31-Mar-16
(ii)	Re-measurement gains (losses) on defined benefit plans			
(iii)	Income tax effect on Re-measurement			
	Sub total		(235,017)	45,749
	Total comprehensive income for the year, net of tax		(138,061,886)	(157,715,983)
	Earnings / (Loss) Per Share (in INR)			
	Basic and diluted [Nominal value of shares: INR 10 per share]	29	(2.17)	(3.16)

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached



**For and on behalf of the Board of Directors of
HT Learning Centers Limited**

Sharad Agarwal, Partner
Membership Number: 088861

Lochan & Co

Chartered Accountants
Firm Registration Number: 008019N

(Shamit Bhartia)
(DIN: 0002063)

(Director)

(Rajiv Verma)
(DIN: 00017110)

(Director)

Place: New Delhi
Date: 16 May 2017

(Saurabh Gupta)
(Chief Executive Officer)

(Anand Agarwal)
(Chief Financial Officer)

(Shivani Sehgal)
(Membership Number: A-42567)
(Company Secretary)

CASH FLOW STATEMENT

for the year ended on 31 March 2017

(Amount in ₹)

Particulars	For the year ended on 31 March 2017	For the year ended on 31 March 2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (loss) before tax from continuing operations	(138,061,886)	(160,934,439)
Profit / (loss) before tax from discontinuing operations	-	-
Profit before tax	(138,061,886)	(160,934,439)
<u>Non-cash adjustment to reconcile profit / (loss) before tax to net cash flows:</u>		
Depreciation / amortization on continuing operation	26,601,910	23,317,514
Allowances for doubtful debts and advances	3,500,475	-
Loss / (profit) on sale of fixed assets	2,078,795	-
Interest income on investment / deposits	(4,639,040)	(7,530,861)
Operating profit before working capital changes	(110,519,746)	(145,147,786)
<u>Movements in working capital:</u>		
Increase / (decrease) in trade payables	8,714,259	22,053,896
Increase / (decrease) in long-term provisions	507,997	255,599
Increase / (decrease) in short provisions	10,381	4,284
Increase / (decrease) in other current liabilities	20,364,494	38,231,714
Decrease / (increase) in trade and other receivables	(18,669,102)	(9,916,149)
Decrease / (increase) in long-term loans and advances	1,569,836	4,165,216
Decrease / (increase) in short-term loans and advances	(265,565)	1,098,534
Decrease / (increase) in other current assets	(4,409,427)	(541,410)
Cash generated from / (used in) operations	(102,696,872)	(89,796,101)
Direct taxes paid (net of refunds)	(1,191,760)	(427,759)
Net Cash Flow from / (used in) Operating Activities (A)	(103,888,632)	(90,223,861)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets, including intangible assets, capital work in progress and capital advances	(11,405,259)	(71,550,357)
Proceeds from sale of fixed assets	2,387,626	3,995,788
Purchase of current investments	-	21,500,000
Proceeds from sale / maturity of current investments	-	-
Interest received	6,026,545	11,926,553
Net Cash Flow from / (used in) Investing Activities (B)	(2,991,088)	(34,128,016)



Particulars	For the year ended on 31 March 2017	For the year ended on 31 March 2016
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issuance of share capital	65,000,000	155,000,000
Net Cash Flow from / (used in) in Financing Activities (C)	65,000,000	155,000,000
Net Increase in Cash and Cash Equivalents [(A) + (B) + (C)]	(41,879,721)	30,648,122
Cash and cash equivalents at the beginning of the year	101,554,938	70,906,815
Cash and cash equivalents at the end of the year	59,675,217	101,554,937
Components of cash and cash equivalents		
Cash on hand	-	-
Cheques / drafts on hand	-	-
With banks		
- on current account	4,175,217	(18,445,063)
- on deposit account	55,500,000	120,000,000
Total Cash and Cash Equivalents (note 12)	59,675,217	101,554,937

Note: The above Cash Flow Statement has been prepared under the "Indirect Method" as stated in IND AS 7: "Statement of Cash Flows".

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 Learning Centers Limited**



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

(Shamit Bhartia)
(DIN: 0002063)
(Director)

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

Place: New Delhi
Date: 16 May 2017

(Saurabh Gupta)
(Chief Executive Officer)

(Anand Agarwal)
(Chief Financial Officer)

(Shivani Sehgal)
(Membership Number: A-42567)
(Company Secretary)

STATEMENT OF CHANGES IN EQUITY

for the year ended on 31 March 2017

A. Equity Share Capital

(Equity shares of INR 10 each issued, subscribed and fully paid up)

Particulars	Number	Amount (in ₹)
Balance as at 01 April 2015	46,870,000	468,700,000
Changes in share capital during the year	15,500,000	155,000,000
Balance as at 31 March 2016	62,370,000	623,700,000
Changes in share capital during the year	6,500,000	65,000,000
Balance as at 31 March 2017	68,870,000	688,700,000

B. Other Equity

Particulars	Retained Earnings	Amount (in ₹)
Balance as at 01 April 2015	(358,191,455)	(358,191,455)
Profit/ (Loss) for the year	(157,715,983)	(157,715,980)
Other comprehensive income	-	-
Balance as at 31 March 2016	(515,907,438)	(515,907,438)
Profit / (Loss) for the year	(138,061,886)	(138,061,886)
Other comprehensive income	-	-
Balance as at 31 March 2017	(653,969,324)	(653,969,324)

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 Learning Centers LimitedSharad Agarwal, Partner
Membership Number: 088861**Lochan & Co**

Chartered Accountants

Firm Registration Number: 008019N

(Shamit Bhartia)

(DIN: 0002063)

(Director)

(Rajiv Verma)

(DIN: 00017110)

(Director)

Place: New Delhi

Date: 16 May 2017

(Saurabh Gupta)
(Chief Executive Officer)(Anand Agarwal)
(Chief Financial Officer)(Shivani Sehgal)
(Membership Number: A-42567)
(Company Secretary)

Notes to financial statements for the year ended on 31 March 2017**Note 1: Corporate Information**

HT Learning Centers Limited was started as a Joint Venture between HT Education Limited and MT Education Services Private Limited and was incorporated on **05 February 2010**. With effect from 15 November 2012, the Company has become 100% wholly owned subsidiary of HT Education Limited. With effect from 22 January 2016, the company has become the subsidiary company of HT Media Limited. The Company has been set up to carry out the business of conducting coaching / tutorial classes, set up training centers, activities incidental and ancillary thereto.

Information on related party relationship of the Company is provided in **Note 30**.

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 **16 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) Tangible Assets**

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, borrowing costs if capitalization criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Leasehold improvements represent expenses incurred towards civil works, interior furnishings, etc. on the leased premises at various locations.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

b) Depreciation

- Depreciation is provided using the Straight-Line Method as per the useful lives of the assets estimated by the management. The rates of depreciation used, herewith, are as follows:

Category of asset	Rates estimated by Management
Plant and Machinery	4.75% - 11.11%
IT equipment (including Computers)	11.11% - 33.33%
Furniture and Fittings	12.50% - 16.66%
Office Equipment	20.00% - 33.33%

- In case of cost of improvements to leasehold premises, cost is amortized over the period of lease (including renewal options) of the premises or the useful life of leasehold improvements, whichever is lower.
- Depreciation on additions is charged proportionately from the date of acquisition / installation.



- Assets having value of ₹ 5,000 or less, individually, have been fully depreciated in the year of purchase.

c) Intangible assets and amortization

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on a straight-line basis over the estimated useful economic life. A summary of amortization policies applied by the Company on its intangible assets is as below:

Intangible Assets	Useful life (in years)
Website Development / Software / Curriculum Development	6

Software licenses costing below INR 5,000 each are fully depreciated in the year of acquisition.

Intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method of the Intangible assets are reviewed at each financial year end for its expected useful life if there is a significant change in the expected useful life or the expected pattern of economic benefits, the amortization period/ method is adjusted to reflect the change. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

d) Expenditure on new projects and substantial expansion

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is directly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period, which is not related to the construction activity nor is incidental thereto is charged to the statement of Profit and Loss. Income earned during construction period is adjusted against the total of the indirect expenditure.

All direct capital expenditure incurred on expansion is capitalized. As regards indirect expenditure on expansion, only that portion is capitalized which represents the marginal increase in such expenditure involved as a result of capital expansion. Both direct and indirect expenditure are capitalized only if they increase the value of the asset beyond its originally assessed standard of performance.

e) Capital work-in-progress

Advances paid towards the acquisition of fixed assets and direct expenses pertaining to the cost of assets, not ready to use before the period end, are disclosed under Capital Work In Progress.

f) Impairment

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or the cash-generating unit's (CGU) net selling price and value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.



g) **Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

h) **Recognition of income and expenditure**

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.

At the time of admission, fee invoiced to students are recognized as deferred revenue.

Revenue from tuition, examination, content and admission fees: Revenue from tuition, examination and content fees is recognized over the period of the completion of the course offered.

Interest: Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Other incidental income is recognized as and when the event takes place to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i) **Retirement and other employees' benefits**

- A retirement benefit in the form of provident fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the fund is due.
- Gratuity is a defined benefit plan and provision in respect of gratuity is made as per actuarial valuation carried out as per projected unit credit method by an independent actuary as at year end.
- As per the Company leave policy, leaves cannot be accumulated to the next year and cannot be en-cashed. So, no Provision for leave encashment is provided during the year.

j) **Operating leases**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

k) **Preliminary expenditure**

Preliminary expenses are expensed off in the year, in which they are incurred

l) **Income taxes**

- Tax expenses comprise current and deferred taxes. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year.
- 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 recognized 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.



m) **Provisions**

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

n) **Cash and Cash equivalents**

Cash and Cash equivalents for the purposes of cash flow statement comprise cash in hand and at bank, cheques-in-hand and short-term investments with an original maturity of three months or less.

o) **Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p) **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.

q) **Measurement of EBITDA**

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the Company has elected to present earnings before interest expense, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.

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: Property, Plant and Equipment

(Amount in ₹)

Particulars	Improvement to Leasehold Premises	Plant and Machinery	Office Equipment's	Furniture and Fixtures	Total
Cost or Valuation					
As at 01 April 2015	36,965,425	12,490,795	8,545,184	4,472,738	62,474,142
Add: Additions	54,894,266	20,470,188	22,447,372	6,089,378	103,901,204
Less: Disposals/Adjustments	2,563,034	334,161	29,523	16,663	2,943,381
As at 31 March 2016	89,296,657	32,626,822	30,963,033	10,545,453	163,431,965
Add: Additions	7,937,078	1,896,085	936,421	635,676	11,405,259
Less: Disposals/Adjustments	6,015,169	3,704,005	83,179	55,403	9,857,757



HT Learning Centers Limited

Particulars	Improvement to Leasehold Premises	Plant and Machinery	Office Equipment's	Furniture and Fixtures	Total
As at 31 March 2017	91,218,566	30,818,902	31,816,275	11,125,726	164,979,467
Depreciation					
As at 01 April 2015	10,955,278	6,879,929	2,276,421	3,778,008	23,889,636
Charge for the year	7,294,004	4,901,401	4,781,074	5,628,991	22,605,470
Disposals	1,151,079	241,277	25,936	14,383.00	1,432,675
As at 31 March 2016	17,098,203	11,540,053	7,031,559	9,392,616	45,062,431
Charge for the year	11,049,597	8,111,625	6,140,059	729,769	26,031,050
Disposals	3,936,245	1,380,121	20,850	54,122	5,391,336
As at 31 March 2017	24,211,557	18,271,557	13,150,770	10,068,263	65,702,145
Net Block					-
As at 31 March 2017	67,007,009	12,547,345	18,665,505	1,057,463	99,277,323
As at 31 March 2016	72,198,454	21,086,769	23,931,474	1,152,837	118,369,534
As at 31 March 2015	26,010,147	5,610,866	6,268,763	694,730	38,584,506

Note 4: Capital Work-In-progress

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Capital Work-in-progress	-	-	33,434,929
Total	-	-	33,434,929

Note 5: Intangible Assets

(Amount in ₹)

Particulars	Website Development	Web site	Content Development	Total
Cost or Valuation				
As at 01 April 2015	4,140,110	400,000	210,000	4,750,110
Add: Additions	2,191,444	-	-	2,191,444
Less: Disposals / Adjustments	3,405,000			3,405,000
As at 31 March 2016	2,926,554	400,000	210,000	3,536,554
Add: Additions	-	-	-	-
Less: Disposals / Adjustments	-	-	-	-
As at 31 March 2017	2,926,554	400,000	210,000	3,536,554
Depreciation				
As at 01 April 2015	669,225	70,347	34,134	773,706
Charge for the year	613,163	64,840	34,041	712,044



HT Learning Centers Limited

Particulars	Website Development	Web site	Content Development	Total
Disposals	919,918	-	-	919,918
As at 31 March 2016	362,470	135,187	68,175	565,832
Charge for the year	471,979	64,840	34,041	570,860
Disposals	-	-	-	-
As at 31 March 2017	834,449	200,027	102,216	1,136,692
Net Block				-
As at 31 March 2017	2,092,105	199,973	107,784	2,399,862
As at 31 March 2016	2,564,084	264,813	141,825	2,970,722
As at 31 March 2015	3,470,885	329,653	175,866	3,976,404

Note 6: Intangible Assets under development

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Intangible Assets under development	-	-	1,107,362
Total	-	-	1,107,362

Note 7: Other Non-Current Financial Assets

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Security Deposit given	3,314,374	4,884,210	2,630,919
Total	3,314,374	4,884,210	2,630,919

Note 8: Other non-Current Assets

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Capital Advance	341,255	3	6,059,216
Total	341,255	3	6,059,216

Note 9: 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	1,916,047	2,300,450	1,872,690
Total	1,916,047	2,300,450	1,872,690



Note 10: Current Investments

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Investment in Mutual Funds	-	-	21,500,000
Total	-	-	21,500,000

Note 11: Trade and Other Receivables

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Tuition Debtors	60,261,379	41,592,276	31,676,127
Sub total	60,261,379	41,592,276	31,676,127
Less: Provision for Doubtful Debts	2,000,000	-	-
Total	58,261,379	41,592,276	31,676,127

Note 12: Cash and Cash Equivalents

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Balance with banks			
Balance on current accounts	4,175,217	(18,445,063)	1,906,815
Balance on deposit accounts	55,500,000	120,000,000	69,000,000
Total	59,675,217	101,554,937	70,906,815

Note 13: Other Current Financial Assets

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Income accrued on investments & deposits	265,982	1,653,487	6,049,179
Other receivables	2,310,831	979,614	438,204
Total	2,576,813	2,633,101	6,487,383

Note 14: Other Current Assets

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Advances Recoverable in cash or kind	2,598,094	853,614	609,850
Service Tax Credit Receivable	2,184,615	2,487,046	3,871,598
Prepaid Expenses	6,049,561	4,413,398	4,849,920
Total	10,832,270	7,754,060	9,331,370



Note 15: Share Capital

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Equity Share Capital			
Opening	623,700,000	468,700,000	-
Changes during the period	65,000,000	155,000,000	-
Closing	688,700,000	623,700,000	468,700,000

Note 16: Other Equity

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Retained Earnings			
Opening Balance – Profit and Loss	(515,907,438)	(358,191,455)	(358,191,455)
Transferred from Statement of Profit & Loss during the year	(138,061,886)	(157,715,983)	-
Amount available for appropriation	(653,969,324)	(515,907,438)	(358,191,455)
Less:			
Ind AS Adjustments	-	-	-
Transfer to General Reserve	-	-	-
Total Retained Earnings	(653,969,324)	(515,907,438)	(358,191,455)
Total Other Equity	(653,969,324)	(515,907,438)	(358,191,455)

Note 17: Long Term Provisions

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Provision for Employee benefits			
Provision for Gratuity	1,048,175	540,178	284,579
Total	1,048,175	540,178	284,579

Note 18: Other Non-Current Liabilities

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Advances			
Advances from Customers	3,627,012.00	1,083,694	-
Total	3,627,012	1,083,694	-



Note 19: Trade Payables

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Trade Payables	34,760,123	41,535,168	23,830,160
Trade Payables to related Parties	29,210,582	13,721,278	17,814,781
Total	63,970,705	55,256,446	41,644,942

Note 20: Other Current Financial Liability

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Other Current Liabilities	2,895,063	12,163,253	3,705,042
Total	2,895,063	12,163,253	3,705,042

Note 21: Other Current Liabilities

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Unearned Revenue	129,410,579	102,372,178	68,882,686
Others:			
Statutory dues	2,894,984	2,844,019	2,539,247
Total	132,305,563	105,216,197	71,421,933

Note 22: Short Term Provisions

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Provision for employee benefits			
Provision for Gratuity	17,346	6,965	2,681
Total	17,346	6,965	2,681

Note 23: Revenue from Operations

(Amount in ₹)

Particulars	For the year ended on 31 March 2017	For the year ended on 31 March 2016
Sale / rendering of services		
Fees Income	254,407,057	185,992,270
Other Operating revenues		
Other Operating Miscellaneous income	6,104,613	6,308,877
Total	260,511,670	192,301,147



Note 24: Other Income

(Amount in ₹)

Particulars	For the year ended on 31 March 2017	For the year ended on 31 March 2016
Interest Income		
Interest on Bank Deposit	4,639,039.94	5,881,990
Other Interest received	455,523.24	359,292
Interest Income from Investments	-	1,648,870
Subtotal (a)	5,094,563	7,890,152
Other non-operating income		
Unclaimed balances / unspent liabilities written back	1,365	3,431
Other Miscellaneous Income	146,052	363,763
Subtotal (b)	147,417	367,194
Total [(a) + (b)]	5,241,980	8,257,346

Note 25: Employee Benefit Expense

(Amount in ₹)

Particulars	For the year ended on 31 March 2017	For the year ended on 31 March 2016
Salaries, wages and bonus	55,493,148	43,275,445
Contribution to provident and other funds	2,088,965	1,502,251
Provision for gratuity expense	448,078	305,632
Workmen and staff welfare expenses	1,312,537	1,441,874
Total	59,342,728	46,525,202

Note 26: Finance costs

(Amount in ₹)

Particulars	For the year ended on 31 March 2017	For the year ended on 31 March 2016
Interest on debts and borrowings	251,726	65,059
Others		
Bank charges	1,080,174	769,319
Total	1,331,900	834,378

Note 27: Depreciation and amortization expense

(Amount in ₹)

Particulars	For the year ended on 31 March 2017	For the year ended on 31 March 2016
Depreciation on tangible assets	26,031,050	22,605,470
Amortization of Intangible assets	570,860	712,044
Total	26,601,910	23,317,514



Note 28: Other Expenses

(Amount in ₹)

Particulars	For the year ended on 31 March 2017	For the year ended on 31 March 2016
Power and fuel	9,353,731	7,765,400
Advertising and sales promotion	65,184,638	74,936,808
Visiting lecturer fees	118,919,182	99,393,278
Study material expenses	8,432,873	3,889,074
Data entry expenses	2,365,223	1,585,427
Rent	36,542,789	27,758,185
Rates and taxes	612,922	1,989,681
Insurance	977,353	532,346
Plant and machinery expenses	5,846,894	7,009,484
Building	2,521,425	1,371,884
Travelling and conveyance expenses	6,419,466	6,033,289
Communication costs	7,759,872	4,368,588
Legal and professional fees	24,472,873	24,561,075
Payment to auditor	321,600	240,000
Exchange differences (net)	-	(51)
Allowances for doubtful debts and advances	3,500,475	2,322,300
Loss on sale of fixed assets	2,078,795	3,959,444
Miscellaneous expenses	20,993,870	19,926,919
Total	316,303,981	287,643,131

Note 29: Earnings Per share (EPS)

The following reflects the profit / (loss) and share data used in the basic and diluted EPS computations:

Particulars	For the year ended on 31 March 2017	For the year ended on 31 March 2016
Net Profit / (Loss) after tax available for equity shareholders	(138,061,886)	(157,715,983)
Weighted average number of equity shares outstanding during the year	63,670,000	49,834,481
Basic and diluted Earnings Per Shares (Face Value: ₹10 per share) (Amount in ₹)	(2.17)	(3.16)



Note 30: Related party disclosures**a) Related party disclosure under Indian Accounting Standard (INDAS) 24**

Information relating to related party as per Indian Accounting Standard (AS) 24 issued by the Institute of Chartered Accountants of India is given below:

Related Party Disclosure:

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

Names of related parties	
Ultimate Holding Company	HT Media Limited
Holding Company	HT Education Limited
Group Companies where common control exists (Fellow Subsidiary) and where transactions have taken place during the year	a) HT Mobile Solutions Limited b) Firefly e-Ventures Limited c) Hindustan Media Ventures Limited
Key management personnel	Nil
Relatives of key management personnel	Nil
Enterprises owned or significantly influenced by key management personnel or their relatives and where transactions have taken place during the year	Nil

Related Party Transactions:

Particulars	HT Education Limited		HT Media Limited		HT Mobile Solutions Limited		Firefly e-Ventures Limited		Hindustan Media Ventures Limited	
	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16
Transactions during the year / period ended on										
Issue of Equity Shares			65,000,000	180,000,000						
Services rendered by the Company on behalf of the party										
Payroll processing services provided by the party to the Company			253,000	155,250						
Advertisement and Sales Promotion			32,597,944	30,065,378	194,300	46,550	3,322,760	2,195,493	17,535,194	3,003,647

HT Learning Centers Limited

Particulars	HT Education Limited		HT Media Limited		HT Mobile Solutions Limited		Firefly e-Ventures Limited		Hindustan Media Ventures Limited	
	31-Mar-17	31-Mar-16	Ultimate Holding Company	31-Mar-16	Fellow Subsidiary Company	31-Mar-17	31-Mar-16	Fellow Subsidiary Company	31-Mar-17	31-Mar-16
Transactions during the year / period ended on										
Sale of Fixed Assets			1,893,000	-						
Payment of employees on deputation			16,631,000	15,392,886						
Receipt of Collection Charges										
Reimbursement of expenses on behalf of the parties by the Company			450,306	437,133						
Reimbursement of expenses on behalf of the Company by the Parties			2,104,788	833,646						
Amount collected and transferred on behalf of the party by the Company										
Amount collected on behalf of the party by the Company				13,174						
Balance outstanding as on	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16
Equity Share Capital	288,700,000	288,700,000	400,000,000	335,000,000						
Amount Outstanding			22,235,740	16,248,262			578,802	-	6,176,993	1,566,519



Note 31: Other Notes to accounts

- a) The balance due to suppliers registered under "The Micro, Small and Medium Enterprises Development Act, 2006" as on 31 March 2017 is ₹ Nil (Previous Year: ₹ Nil).

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

- b) **Cash flow statement:**

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated.

- c) **Segment reporting**

As the Company's business activity falls within a single primary business segment viz. "Coaching Centre Business", the disclosure requirements of Indian Accounting Standard (INDAS) 108: "Segment Reporting" is not applicable.

- d) **Operating Leases**

The Company has entered into the operating lease agreements primarily for the coaching center premises. The lease payments are recognized as an expense in the Profit and Loss Account on a straight-line basis over the lease term. **The payment of lease rent for the existing lease agreements will be as follows:**

(Amount in ₹)

Particulars		For the year ended on 31 March 2017	For the year ended on 31 March 2016
Asset acquired on operating lease			
A	The total of future minimum lease payments under operating leases for each of the following periods:		
(i)	Not later than one year	32,688,444	35,772,886
(ii)	Later than one year but not later than five years	163,442,220	141,716,986
(iii)	Later than five years	-	99,666,751
B	The total of future minimum sub lease payments expected to be received under non-cancellable subleases at the Balance Sheet date	N.A.	N.A.
C	Lease payments recognized in the Profit and Loss Account for the period,	36,542,789	30,473,909
	with separate amounts for minimum lease payments; and	26,000,957	27,146,957
	contingent rents	3,226,952	3,326,952
D	Sub-lease payments received (or receivable) recognized in the Profit and Loss Account for the year;	N.A.	N.A.

- e) **Gratuity and other post-employment benefit plans:**

The Company has a defined benefit gratuity plan. Every employee, who has completed five years or more of service on departure, is entitled for gratuity at 15 days' salary (last drawn salary) for each completed year of service. The liability is provided as per actuarial valuation.

The following tables (extracted from **Report on Actuarial Valuation of the Gratuity Liability**) summarize the components of net benefit expense recognized in the Profit and Loss Account and the funds status and amounts recognized in the Balance Sheet for Gratuity.



Statement of Profit and Loss

Net Employee Benefit Expense (recognized in Employee Cost):

(Amount in ₹)

Particulars	Year ended on 31 March 2017	Year ended on 31 March 2016
Current Service Cost	405,705	283,322
Interest Cost on Benefit Obligation	42,373	22,310
Expected Return on plan assets	-	-
Net actuarial (gain) / loss recognized in the year	-	-
Past Service Cost	-	-
Net (Gain) / Loss Expense	235,107	(45,749)
Net Benefit Expense	683,095	259,883
Actual Return on plan assets	-	-

Balance Sheet

Details of Provision for Gratuity:

(Amount in ₹)

Particulars	As on 31 March 2017	As on 31 March 2016
Defined Benefit Obligation	(1,065,521)	(547,143)
Fair value of plan assets	-	-
Less: Un-recognized past service cost	-	-
Plan Asset / (Liability)	(1,065,521)	(547,143)

Changes in the present value of the defined benefit obligation are as follows:

(Amount in ₹)

Particulars	Year ended on 31 March 2017	Year ended on 31 March 2016
Opening defined benefit obligation	547,143	287,260
Interest cost	42,373	22,310
Current service cost	405,705	283,322
Benefits paid	(164,717)	-
Actuarial (gains) / losses on obligation	235,017	(45,749)
Closing defined benefit obligation	1,065,521	547,143

Changes in the fair value of plan assets are as follows:

- There are no plan assets for gratuity.

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

Particulars	As on 31 March 2017 (in %)	As on 31 March 2016 (in %)
Discount rate	7.75	7.75
Future Salary Increase	5.00	5.00



Particulars	As on 31 March 2017 (in %)	As on 31 March 2016 (in %)
Expected Rate of Return on plan assets	-	-
Employee turnover:		
Up to 30 years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of liabilities.

f) **Additional information as required under paragraphs 3, 4, 4B, 4C and 4D of Part II of Schedule III to the Companies Act, 2013 (As certified by the Management)**

A.	Directors' Remuneration paid during the year	Nil
B.	Particulars of Licensed Capacity, Installed Capacity and Production	Not Applicable
C.	Particulars of Purchase, Stocks and Turnover	Nil
D.	Particulars of Raw Materials consumed	Not Applicable
E.	Value of Imports on CIF basis	Nil
F.	Expenditure in Foreign Currency	Nil
G.	Earnings in Foreign Currency	Nil
H.	Value of Imported / Indigenous Raw Materials Consumed	Not Applicable

g) **Capital Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is Nil (Previous year: ₹3,517,113).

(Amount in ₹)

Particulars	As on 31 March 2017				As on 31 March 2016
	Lease Hold Improvements	Plant & Machinery	Furniture & Fixture	Total	
Contract Value	-	-	-	-	4,782,899
Less: Advance	-	-	-	-	1,265,786
Less: Invoices accounted for	-	-	-	-	-
Net Capital Commitment	-	-	-	-	3,517,113

Note 32: 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	Other denomination notes	Total
Closing cash in hand as on 08 November 2016	384,500	620	385,120



Descriptions	SBNs*	Other denomi- nation notes	Total
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	384,500	620	385,120
Closing cash in hand as on 30 December 2016	-	-	-

*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 33: 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 Learning Centers Limited**



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

(Shamit Bhartia)
(DIN: 0002063)
(Director)

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

Place: New Delhi
Date: 16 May 2017

(Saurabh Gupta)
(Chief Executive Officer)

(Anand Agarwal)
(Chief Financial Officer)

(Shivani Sehgal)
(Membership Number: A-42567)
(Company Secretary)