

Tree House Education & Accessories Ltd.

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



September 19th, 2018

To,
The National Stock Exchange of India Ltd.
Bandra (East)
Mumbai - 400 051

Sub: clarification on the email dated 19.09.2018

Ref.: Scrip Code: 533540 / Symbol: TREEHOUSE

Dear Sir/Madam,

with reference to your email dated 19.09.2018 we state as under:-

1. In case of a slump sale, indicative disclosures provided for amalgamation/merger, Shall be disclosed by the listed entity with respect to such slump sale.

It is not a slump sale. Shares held by Tree House Education & Accessories Limited in Metha Tree House Infrastructure P Ltd (MT), are sold to the existing other share holders of MT. Share holding of MT as at 31st March 2018 is as under:

Tree House Education and Accessories Limited	50%
Metha Group	50%

MT was holding school land at the valuation of which was obtained by approved independent valuer and thus the share price was arrived at. Valuation of land and share valuation is enclosed herewith.

2. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";

As there was no related party involved in the transaction, the transaction does not fall within related party transaction.

3. Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof.

The following are the details of the buyers

1) Ramesh Mehta

2) Ketan Mehta

3) Deepak Mehta

None of the buyers belong to promoter/ promoter group/group companies.

4. The expected date of completion of sale/disposal;
10th September, 2018.

5. Date on which the agreement for sale has been entered into
10th September, 2018.

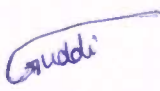
6. The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;

As MT had only land in its books and was not doing any activity, it was not contributing any turnover or revenue to Tree House (listed entity)

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

Thanking You.

For Tree House Education & Accessories Limited


Guddi Bajpai
Company Secretary



- Original -

"Valuation Report"

Vacant plot is bearing S. No. 1, H. No. 2 of Village Barave, Taluka Kalyan, District Thane belonging to M/S. Mehta Tree House Infrastructure Pvt. Ltd.



Chartered Engineer (I), Structural Consultant
& Govt. Registered Valuer:

Er. Sunil M. Bhirud M.E. (Civil)

M/S. BHIRUD & ASSOCIATES

"An ISO 9001:2015 Certified Company"

Office - "Sairam", 2nd Floor, Plot No. P-18, Above Jaganath Super Market,
Near AIMS Hospital, MIDC, Milap Nagar, Dombivali (East) - 421203.

Tel - 0251-2441099 / 98335 42409 / 99673 34067 / 99205 86128

E-mail I.D. - BHIRUD.ASSOCIATES@GMAIL.COM



BHIRUD AND ASSOCIATES

Er. Sunil Bhirud
Er. Pushkar Bhirud
Er. Sagar Bhirud

M/s. Bhirud & Associates

An ISO 9001:2015 Certified Company

Chartered Engineer (India), Govt. Registered Valuers, Structural Auditors & Structural Consultants

Add.: "Sairam", Plot No. P-18,
2nd Floor, Near AIMS Hospital,
Milap Nagar, M.I.D.C.,
Dombivli (E.) 421203

To,
M/S. Mehta Tree House Infrastructure Pvt. Ltd.
Near Khadakpada Police Station,
Khadakpada,
KALYAN (West).

VALUATION REPORT

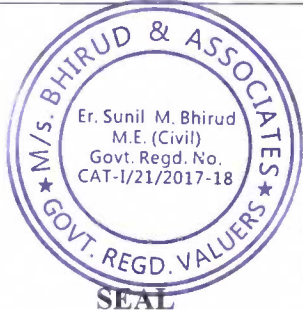
We hereby certify that the value of vacant plot of land bearing S. No. 1, H. No. 2 of Village Barave, Taluka Kalyan, District Thane belonging to M/S. Mehta Tree House Infrastructure Pvt. Ltd. is **Rs. 2,02,23,000/- (Rupees two crors two lakhs twenty three only)** assessed after inspection, as per the information and explanations given to us and considering various facts enumerated in the report attached. The date of inspection is 16-8-2018. The above value in our opinion is fair and reasonable. This valuation is done for the purpose of knowing current fair market value of land for M/S. Mehta Tree House Infrastructure Pvt. Ltd.

Value of land is detailed below :-

A	Fair market value of land.	Rs. 2,02,23,000/-
B	Ready reckoner value (2685 X 22,600)	Rs. 6,06,81,000/-

Disclaimer :

- 1) The information furnished in part – I & II of this report is true and correct to the best of our knowledge and belief.
- 2) We have no direct or indirect interest in the property valued.
- 3) We have / our engineers have personally inspected the property.
- 4) Our report does not cover check ownership, title clearance or legality.
- 5) Value of the property mentioned above varies with the purpose,
- 6) This report is not to be referred if the purpose is different.

 SEAL	 Er. Sunil M. Bhirud. M/S. BHIRUD & ASSOCIATES. An ISO 9001:2015 Certified Company [Structural Consultant, Chartered Engineer {I} & Govt. Regd. Valuer]
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Place : Dombivli.
Date : September 6, 2018.

M/S. Mehta Tree House Infrastructure Pvt. Ltd.

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M/S. Bhirud & Associates.

[Part – I]

Report of Valuation of Immovable property

1.	Purpose for which valuation is made	To know F. M. V. of land of M/S. Mehta Tree House Infrastructure Pvt. Ltd.
2.	Date as on which valuation is made	September 4, 2018.
3.	Name of the owner/owners	M/S. Mehta Tree House Infrastructure Pvt. Ltd.
4.	If the property is under joint ownership/co-ownership, share of each such owner. Are the shares undivided?	Yes. The property belongs to a private limited company and the shares of land will be as per shareholding pattern in the company.
5.	Brief description of the property	Vacant plot of land.
6.	Location Street, Ward No.	Near Khadakpada Police Station, Khadakpada, KALYAN (West).
7.	Survey/Plot No. of land	S. No. 1, H. No. 2 of Village Barave, Taluka Kalyan, District Thane.
8.	Is the property situated in residential /commercial area/ industrial area?	Residential. The plot is under reservation of School/s as per certificate issued by Architect M/S. Vitan Consultant dated 3/2/2015.
9.	Classification of locality - high class /middle class/poor class.	Middle class.
10.	Proximity to civic amenities like schools, hospitals, offices, markets, cinema etc.	Yes.
11.	Means and proximity to surface communication by the locality served.	Auto rickshaws, K.D.M.T. buses.
12.	Area of land supported by documentary proof, shape, dimensions and physical features	2,685 Sq. M.
13.	Is it leasehold, the name of lessor/lessee, nature of lease, dates of commencement and termination of lease and terms of renewal of lease: (i) Initial premium (ii) Ground rent payable per annum	Not applicable N. A.)

	(iii) Unearned increase payable to the lessor in the event of sale or transfer.	
14.	Is there any restrictive covenant in regard to use of land? If so, attach a copy of the covenant.	Plot is reserved for primary school (139) and high school (135) in development plan of Kalyan Dombivli Municipal Corporation.
15.	Are there any agreements of easements? If so, attach copies.	No.
16.	Does the land fall in an area included in any Town Planning Scheme or any Development Plan of Government or any statutory body? If so, give particulars	Yes. In town planning scheme of Kalyan Dombivli Municipal Corporation.
17.	Has any contribution been made towards development or is any contribution been made towards development or is any demand for such contribution still outstanding?	Nil.
18.	Has the whole or part of land been notified for acquisition by Government or any statutory body? Give date of the notification.	No.
19.	Attach a dimensioned site plan	Owner to attach.
20.	Attach plans and elevations of all structures standing on the land a layout plan.	N. A.
21.	Furnish technical details of the building on separate sheet (The Annexure to this Form may be used)	N. A. (Plot is vacant)
22.	(i) Is the building owner-occupied, specify portion and extent of area under owner-occupation	The property under consideration is under possession of M/S. Mehta Tree House Infrastructure Pvt. Ltd.
	(ii) If partly owner-occupied, specify portion and extent of area under owner-occupation.	N.A.
23.	What is the Floor Space Index permissible and percentage actually utilized?	1.0

24.	(i) Names of tenants/lessees etc. (ii) Portions in their occupation (iii) Monthly or annual rent/compensation /license fee etc. paid by each (iv) Gross amount received for the whole property.	N. A. (Plot is vacant)
25.	Are any of the occupants related to, or close business associates of, the owner?	N. A.
26.	Is separate amount being recovered for the use of fixtures like fans, geysers, refrigerators, cooking Ganges, built wardrobes, etc. or for service charges? If so, give details.	N. A.
27.	Give details of water and electricity charges, if any, to be borne by the owner.	N. A.
28.	Has the tenant to bear the whole or part of the cost of repairs and maintenance? Give particulars.	N. A.
29.	If a lift is installed, who has to bear the cost of maintenance and operation--owner or tenant?	N. A.
30.	If a pump is installed, who is to bear the cost of maintenance and operation-- owner or tenant?	N. A.
31.	Who has to bear the cost of electricity charges for lighting of common space like entrance hall, stairs, passages, compound, etc.--- owner or tenant)	N. A.
32.	What is the amount of property tax? Who is to bear it? Give details with documentary proof.	N. A.
33.	Is the building insured? If so, give the policy No. amount for which it is insured and the annual premium	N. A.
34.	Is any dispute between landlord and tenant regarding rent pending in a court of law?	N. A.

35.	Has any standard rent been fixed for the premises under any law relating to the control of rent?	N. A.
36.	Give instances of sales of immovable property in the locality on a separate sheet, indicating the name and address of the property, registration No., sale price and area of land sold.	Not available.
37.	Land rate adopted in this valuation	Rs.1,400/- per Sft.
38.	If sale instances are not available or not relied upon, the basis of arriving at the land rate	Local enquiry with architects, estate agents etc. and enquiry with current market rates of sale of commercial premises in nearby area.
39.	Year of commencement of construction and year of completion.	N. A.
40.	What was the method of construction--by contract/by employing labour directly/both?	N. A.
41.	For items of work done on contract, produce copies of agreements.	N. A.
42.	For items of work done by engaging labour directly, give basic rates of materials and labour supported by documentary proof.	N. A.

VALUATION :-

We inspected the property & pursued the papers. The documents provided are Xerox copy of 7/12 extract, architect's certificate dtd. 3/2/2015, Index II, copy of appeal in high court, financial statements of company Mehta tree house infrastructure Pvt. Ltd., order of district registrar & part D. P. plan.

On going through the documents it is noted that :

- The property is purchased by M/S. Mehta Tree House Infrastructure Pvt. Ltd. from M/S. Milestone Space registered under No. KLN – 3 – 3245 / 2015 dated 4/8/2015.
- The plot area = 2685 Sq. M. or 28,890 Sft.
- Area of plot under school reservations is 1897 Sq. M. in primary school reservation No. 139 and 788 Sq. M. in High school reservation No. 135 as per development plan published by Kalyan Dombivli Municipal Corporation.
- Assignment to us is, to calculate current fair market value of property for knowing share hold by share holders of company.
- It is to be noted that :

Point No. 1 : The property u/r is fully under reservation of primary and high school as per development plan of Kalyan Dombivli Municipal corporation. Hence the property is not freely marketable as it is fully reserved under reservations of schools.

Point No. 2 : The land u/r is not accompanied by play ground reservation for school. Hence a 40% of net plot is required to be kept open for providing play ground for school.

Point No. 3 : Litigation is still pending in High Court under Civil appeal No. 1497 of 2010.

- Considering above points it is necessary to give negative weightage to current fair market value of free and marketable land in the area where this land is located.
- We have enquired rates of land in the vicinity of land under reference. Enquiry was made with local architects, estate broker and people connected with land

dealings and we found that fair market value of free and marketable land in the area is ranging from Rs.1,200/- to Rs. 1,600/- per sft. of land area.

- In our opinion a rate of of Rs.1,400/- per sft. is most fair, reasonable & appropriate for free and marketable land. I have therefore adopted this rate for calculation of fair market value of land. The negative weightage shall be applied to this fair market value.
- Hence the calculations will go as under :

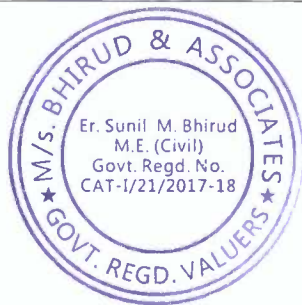
Value of free and marketable land = $28890 \times 1400 = 4,04,46,000/-$ (i)

Weightage (- ve) for reservation @ -20% to (i)
 $= 4,04,46,000 \times 20/100 = \text{Rs. } 80,89,200/-$

Weightage (- ve) for litigation pending @ -30% to (i)
 $= 4,04,46,000 \times 30/100 = 1,21,33,800/-$

Therefore net Value of land = $4,04,46,000 - 80,89,200 - 1,21,33,800$
 $= \text{Rs. } 2,02,23,000/-$

I am therefore certified that the F.M.V. of the plot is
Rs. 2,02,23,000/- (Rupees two crors two lakhs twenty three only) which in my opinion is quite fair and reasonable.



SEAL

Sunil M. Bhirud.
M/S. BHIRUD & ASSOCIATES.
An ISO 9001:2015 Certified Company
[Structural Consultant, Chartered Engineer {I} & Govt. Regd. Valuer]

PLAN NO. K.D.M.C./S. NO.3 /152/2017

PART PLAN OF REVISED DRAFT DEVELOPMENT PLAN
FOR KALYAN PUBLISHED U/S 26 OF M.R. ACT 1965
SECTOR NO. 3 VILLAGE - BARAVE

SCALE 1 : 5000



REFERENCES

RESIDENTIAL	TRAFFIC & TRANSPORT
INDUSTRIAL (I 1, I 2)	GREEN ZONE
COMMERCIAL	PROPOSED ROAD
RECREATIONAL	C.R. Z.
PUBLIC PURPOSE	TOWN CENTRE
PUBLIC UTILITY	BUFFER ZONE



TOWN PLANNER,
ASSISTANT DIRECTOR OF TOWN PLANNING,
KALYAN DOMBIVLI MUNICIPAL CORPORATION
KALYAN.

