

**December 9, 2020**

**To,**

**BSE Limited**  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400 001

**The National Stock Exchange of India Limited**  
Exchange Plaza,  
Block G, C-1, Bandra-Kurla Complex,  
Bandra (East),  
Mumbai-400 051

**Scrip Code: 533287**

**Symbol: ZEELEARN**

Dear Sir/ Madam,

**Sub: Update on Notice of Annual General Meeting and Annual Report for Financial Year 2019-20 – Compliance under Regulation 30 and 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

This is with reference to our letter dated December 8, 2020, pursuant to Regulation 30 and 34 of the Listing Regulations, wherein we submitted Annual Report of the Company for the Financial Year 2019-20 along with Notice of 10<sup>th</sup> Annual General Meeting of the Company with the Stock Exchanges on December 8, 2020.

We hereby bring to your kind attention that, inadvertently the section of the Annual Report of 2019-20 of the Company, starting from Page no. 1 through Page no. 85 (i.e. from cover page of Annual Report till Management Discussion Analysis section) got duplicated and inserted twice while uploading the said file to the Stock Exchanges. Hence, we wish to rectify the same. We would like to confirm that there are no other changes in the Annual Report apart from the above.

Accordingly, we are submitting the rectified Annual Report (the duplicated insertion from Page no. 1 through Page no. 85 removed) of the Company for the Financial Year 2019-20.

You are requested to take the aforesaid information on your records.

Thanking you.

Yours faithfully,

**For Zee Learn Limited**



**Prashant Parekh**  
Company Secretary



**THINK EDUCATION. THINK ZEE LEARN.**







# India's most diversified education company



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## NOTICE

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# “ CEO’s MESSAGE ”



Dear Stakeholders,

It gives me pleasure to present to you the 10th Annual Report of your company. The year 2019-2020 has been very promising for Zee Learn, over the past year your company has worked constantly towards its objectives and as a result grown significantly in numbers. However, towards the end of the financial year the world faced a serious unprecedented challenge in the form of COVID-19. During this pandemic, the plight of corporates, industries, educational institutes and common people were unimaginable. COVID-19 made people struggle for life, it showed no disparity between rich and poor. It was never thought that the world would come to standstill in

21st century, but the silver lining among this was that we valued humanity above all, it thought us to fight in order to survive.

The education industry was one of the most affected sector during this pandemic. As per UNESCO, these nationwide closures impacted over 60% of the world’s student population. Most governments around the world had to temporarily close down the educational institutions in an attempt to contain the spread of the COVID-19 pandemic. The World Bank report mentions that the prolonged closure of schools due to the COVID-19 pandemic in India may have caused a loss of over USD 400 billion in the country’s future earnings, besides substantial learning losses.

The pandemic pushed the education sector to innovate the learning process for children. It had to introduce various advances in the teaching space as it was impossible for students to visit schools, colleges and universities physically. While it was a huge task for majority of the education spaces, your company had the smoothest transition from classroom to the virtual screen, this was possible due the organisation’s farsighted approach.

Pushing forward with times, Zee Learn has conceptualized and created viable Digital Education environments. These ecosystems are designed to improve outcomes with a granular approach using a pedagogically robust engine. The digital forays like Kidzee Learning App, Kidzee Tab, Robomate, R+ notebook, etc. give students an innovative learning option with an edge.

The efforts of your company have always been in providing quality education to its children and ignite the light of knowledge in the young minds. Our Blended Learning and Phygital approach has helped us create a unique interactive experience for the learners. The sustainable learning atmosphere created through quality learning and research has helped Zee Learn stay ahead of the curve.

## Our COVID-19 Preparedness

During the pandemic, Zee Learn continued to engage with the stakeholders and the children through a series of digital tools and virtual engagement initiatives. These efforts were designed to ensure holistic development of the children and included a



**Our Blended Learning and Phygital approach has helped us create a unique interactive experience for the learners. The sustainable learning atmosphere created through quality learning and research has helped Zee Learn stay ahead of the curve.**

bouquet of curricular and co-curricular arrangement through multiple level engagement of Parent & Child. The company also ensured that the children receive counselling support at the safety of their homes.

For the Preschool network of more than 2000 centres- Kidzee, the teams reached out to parents through its Kidzee Learning App and Kidzee App which provided an immersive and engaging digital platform so that they experience the achievement of learning milestones for their children. Various national and region specific webinars were conducted on importance of early childcare and education to create awareness of age-appropriate child development and role of parents in child development, these sessions were attended by parents from across the nation.

Mount Litera Zee School introduced a browser based e-learning platform ePlus that creates virtual learning environment that can be accessed from any device and is a simple and effective tool to use. Apart from that the school already has Luminosity, an independently developed learning management system that has a unique mix of 2D and 3D content to make learning engaging and effective.

Zee Institute of Creative Arts (ZICA) since the beginning of lockdown started delivering online lectures through E- studio web application and ZICA mobile app and introduced a chat box feature within its application for students to chat with the faculty members in case of any doubts and queries. In order to maintain the engagement with the students during this lockdown period both ZICA and Zee Institute of Media Arts (ZIMA) had announced short

film competition under 2D, 3D and Live action categories for its students.

MT Educare, our subsidiary in the test prep and supplementary education utilized their new age educational tools like Robomate and R+ notebook to meet the learning needs of the students during the pandemic. Liberium our another subsidiary continues to focus on the training and manpower segments and is adopting itself as per the evolving industry requirements.

Educational Quality in school education is among the top priorities at Zee Learn as it focuses on the development of 21st century learners. Zee Learn took an initiative to make provisions for various training programmes for teachers and principals to enhance their understanding of curriculum and delivery modules to have effective classroom transactions. During the pandemic your company conducted virtual sessions for network capability building through its education management specialist and subject matter experts for the teachers and stakeholders.

Your company has been an employer of choice in the industry. The recognition as Great Place to Work for in the year 2019-2020 and consistently being listed as the "Dream Companies to Work For" by WHRD is a testimony to the 'Human-Centred' approach followed by your company. During the pandemic your organization was committed to safeguarding its representatives and their families and adopted practises to ensure their wellbeing.

During this financial year your company was also recognised as the "Most Desired Brand in Education" under the Diversified category by the Trust Research Advisory (TRA). Kidzee was awarded as the National Early Child playschool chain of the year 2020 at the 10th Annual Education awards in February 2020. In franchising world Mount Litera Zee School was awarded as the Franchiser of the year 2019 by Franchise India. Our vocational entity Zee Institute of Media Arts was featured in the Academic Insight magazine in the "Maharashtra's top 20 Educational Institute" edition. These awards and recognitions are the testimony of our endeavour in making Zee Learn India's most loved education brand.

Amidst the ongoing pandemic, the Government of India approved the much awaited and needed educational reform: National Education Policy 2020. After 34 years, the nation updated its education policy with a vision of making India a global knowledge superpower. The policy envisions an education system rooted in Indian ethos, that contributes directly to transforming India, sustainably into an equitable and vibrant knowledge society, by providing high-quality education to all.

We believe that the new reforms will help grow great individuals equipped of rational thought and action, possessing compassion and empathy, courage and resilience, scientific temper and creative

**The Government's commitment towards the sector ensures steady growth and presents great investment opportunity driven by the country's favourable demographics.**

philosophy and continued to keep it at the center of its efforts. These are truly testing times, but I am confident that we can overcome this together by being aware and responsible.

Your company's vision for the future is to continue its efforts in contributing to India's socio economic growth story as the leading education company. The company will continue to strive hard to propel sustainable growth and is committed to its purpose of improving human capital through quality education and development.

As we navigate through these tough times, I would like to express my heartfelt gratitude and sincere thanks for your continuous support throughout.

Thank you.

**Vikash Kumar Kar**

Executive & Whole-Time Director and CEO, Zee Learn Limited.

imagination, with sound ethical moorings and values.

By putting education in the front seat at the Union Budget 2020-2021, The Government has given a right push to the sector in India. Recognising the need for augmenting resources in the sector, the Indian Government has increased the allocation for the education sector by 5 percent to Rs 99,311.52 crore in FY21. The Government's commitment towards the sector ensures steady growth and presents great investment opportunity driven by the country's favourable demographics.

During the year we have seen good growth across all our business segments. Though the outbreak of COVID-19 in mid of March'20 marked an unprecedented disruption, the operating margins on the full year basis improved on the backdrop of strong performances during FY20. The EBITDA increased 6.77% at Rs. 168.39 Cr in FY20 against Rs 157.71 Cr in FY19. The EBITDA % to Operating Revenue also increased to 32.71 % in FY20 from 30.49 % in FY19. The total revenue of your company also increased 1.3% from 549.25 Cr in FY19 to 556.38 Cr in FY20. Despite significant challenges, Zee Learn team demonstrated the strength of its operating fundamentals by taking the torch of learning forward without disruption for its network that spans across the nation.

We remain highly focused on cash flows and liquidity management and are confident that our broad portfolio of products/ services with our ability to execute our commitments would help us navigate through the current economic uncertainties.

The safety of our children and stakeholders has always been paramount to us and even during these testing times, the company remained fully committed to "What's Right for the Child" (WRFC)



# SECTOR OVERVIEW

On any given school day, over 1 billion children around the world head to class. (UNICEF)

## INTRODUCTION:

Education is widely accepted to be a fundamental resource, both for individuals and societies, it in every sense is one of the vital factors of development. No nation can accomplish supportable financial advancement without considerable interest in human resources. Education enriches people's understanding of themselves and world. It improves the quality of their lives and leads to broad social benefits to individuals and society. Schooling raises individuals' efficiency and imagination and strengthen business venture and mechanical advances. In addition, it plays a very crucial role in securing economic and social progress and improving income distribution.

Universal high-quality education is the most ideal route forward for creating and augmenting a countries rich abilities and assets to benefit the individual, the general public, the nation, and the world.

## EDUCATION MARKET IN INDIA:

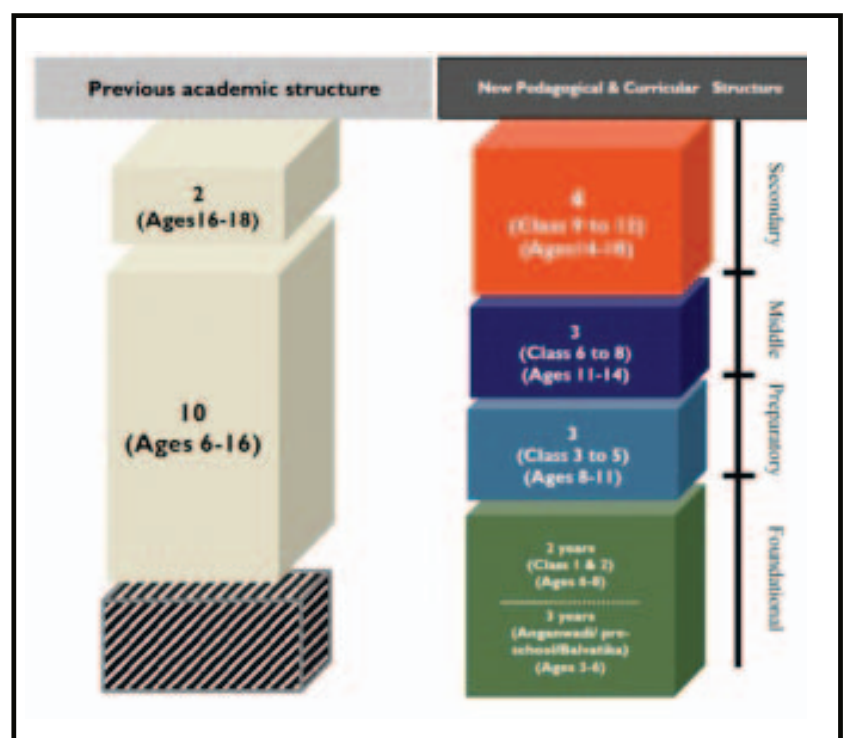
India is a rapidly changing country in which inclusive, high-quality education is of utmost importance for its future prosperity. The country is currently in a youth bulge phase. It has the largest youth population in the world—a veritable army of 600 million young people under the age of 25. The data on the official website of Department of School Education and Literacy India, shows that with over 1.5 million schools, more than 9.4 million teachers and 260 million students, India is home to the largest and most complex education system in the world.

Going ahead, India's education sector is poised for steady growth and presents a great investment opportunity driven by the country's favourable demographics.

## TRANSFORMATION IN THE INDIAN EDUCATION SPACE

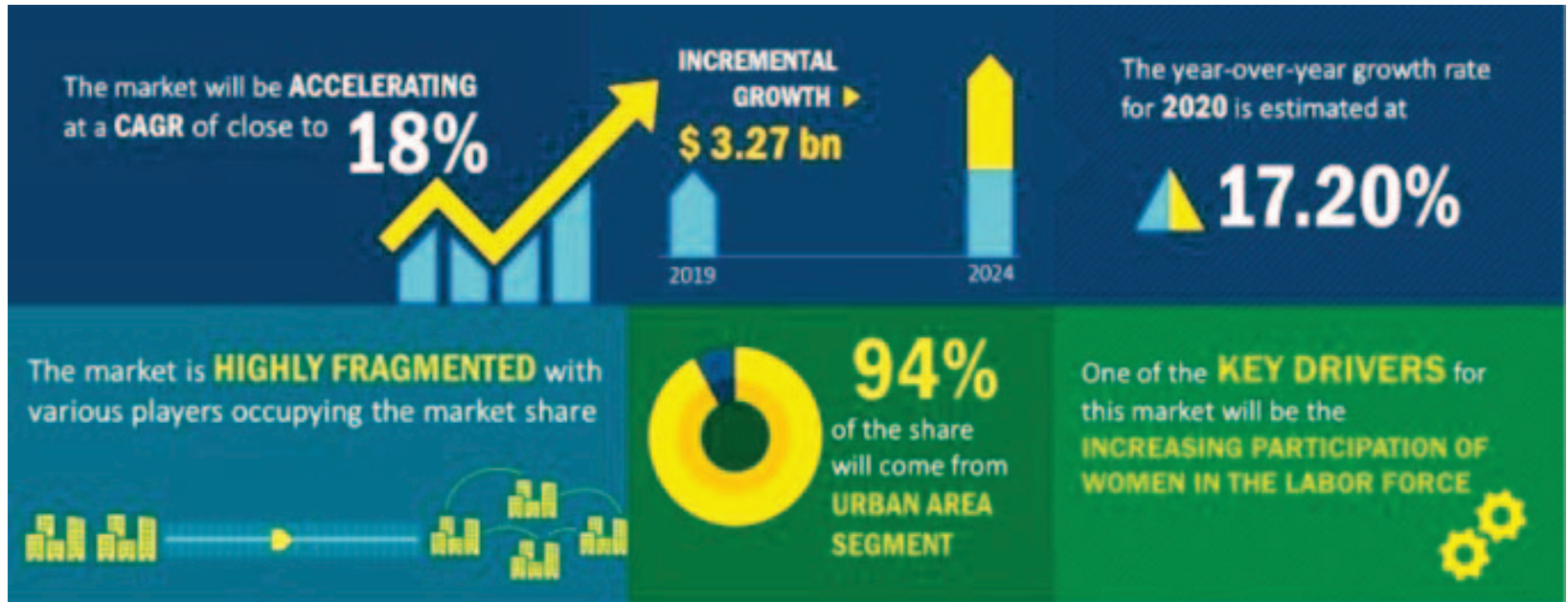
A pandemic and the world economy hitting the lowest this year makes us comprehend that our future generation will have to battle out a lot of challenges. In such desperate conditions, the National Education Policy (NEP) 2020 shows another way forward. For India to saddle its ever-developing segment profit, extremist changes were required in the formational stages and it tends to be seen that the National Education Policy 2020 does equity to it.

The NEP is seen as a positive step towards transformation of the Indian education sector. It stresses on the criticality of the early years to guarantee quality Early Childhood Care and Education (ECCE) for all kids between 3-6 years by 2025. Presently, quality ECCE is not available to most young children, particularly children from economically disadvantaged families. Investment in ECCE has the potential to give all young children such access, enabling all children to participate and flourish in the educational system throughout their lives. The new policy aims for universalisation of education from pre-school to secondary level with 100% Gross Enrolment Ratio in school education by 2030 and aims to raise Gross Enrolment Ratio in higher education to 50% by 2025.



## PRESCHOOL SECTOR

The Indian preschool market is expected to witness a healthy growth in the forecast period of 2020-2024, growing at a CAGR of close to 18% aided by the shift away from traditional education practices and growing acceptance of experiential teaching. It is said that the employment rate of women, hectic work schedules of parents, rising nuclear families, increasing per capita incomes of the families, shift away from traditional teaching approaches, and the rising demand for high quality education for younger children will be the major drivers of the Indian preschool market.



*Businesswire-Technavio preschool market in India 2020-2024*

## K-12 SECTOR

With around 1.8 million K-12 schools and a student base of 252 million the Indian school market is exhibiting strong growth. The segment is expected to grow positively on account of increasing number of private schools pursuing high demand for quality education.

The School education in India has traditionally been characterised by overcrowding of classes and ineffective learning for students. However, as a result of infrastructure growth, increasing private and public investments and technological advancements, the school infrastructure in the country has witnessed significant growth with the mode of teaching also shifting to digital learning and smart class formats. This has assisted the students in improving their academic performance significantly and made teaching more effective.

Due to COVID-19 the industry saw accelerating shift to digital learning models. While the other sectors are slowly returning back to normalcy, the unlock of schools, colleges and universities look a distant dream. While the classroom lectures are no longer feasible, educational institutions had to innovate and enhance their digital capabilities for making the learning accessible during this time. The pandemic also brought the top ed-tech startups into the focus as they saw a massive surge in their demand.

As per the KPMG report on the Indian education sector it is indicated that the digital formats will be an integral part of educational institutions in the post COVID-19 world. While we embrace this new online model for education, it is crucial to be mindful of the gaps in the digital experience, especially for impressionable young minds that thrive on social learning. The human element in the process of education will, hopefully, continue to play an integral role as we tentatively explore our changed world.

### VOCATIONAL EDUCATION / SKILL DEVELOPMENT:

Skill development is a significant driver that encourages a pattern of high profitability, expanded work openings, pay development and advancement. As compared to other developed and developing countries, India has a unique window of opportunity for another 20-25 years called the "demographic advantage". If India is able to skill its people with the requisite life skills, job skills or entrepreneurial skills in the years to come the demographic advantage can be converted into the dividend wherein those entering labour market or are already in the labour market contribute productively to economic growth both within and outside the country.

Tapping into this sector, your company strongly focuses on the area of visual effects, animation, journalism, cinematics and designing through its

flagship brands namely Zee Institute of Creative Art (ZICA), Zee Institute of Media Arts (ZIMA) and Zee Institute of Design Art (ZIDA). It also has good presence in the preschool teacher training program.

The Government of India too plans to develop an AVGC (Animation, Visual Effects, Gaming and Comic sector) Centre for Excellence along with the Industrial Design Centre of IIT Bombay. According to a Financial Express report it is projected that the industry is expected to expand at a CAGR of 13.5% over 2019-24 to reach around Rs 3,07,000 crore (\$ 43.93 billion) by 2024. Infact, within the M&E sector, the AVGC sector is growing even faster at around 29% while audio visual sector and services is one of the champion sectors identified by the Government of India growing almost at the rate of 25%.

#### **TRAINING AND MANPOWER:**

The changing technological landscape coupled with conducive government initiatives is facilitating the growth of the economy. Concurrently, the workforce landscape is also changing as per the evolving industry requirements. According to the United Nations Population Fund (UNFPA), in addition to growing the size of the job market by creating new opportunities, it is crucial for countries like India to ensure that their working-age groups are sufficiently equipped to seize these opportunities.

Studies show that the staffing industry had grown at a rate of 20-25% per year over the past five years. According to a report on the 'Impact of Key Reforms on Job Formalisation and Indian Flexi-Staffing Industry 2019' by ISF, this industry is expected to grow at 22.7 per cent to reach 6.1 million strong workforces by 2021. While COVID-19 has brought a setback to the staffing sector, it is expected that the sector will bounce back soon.

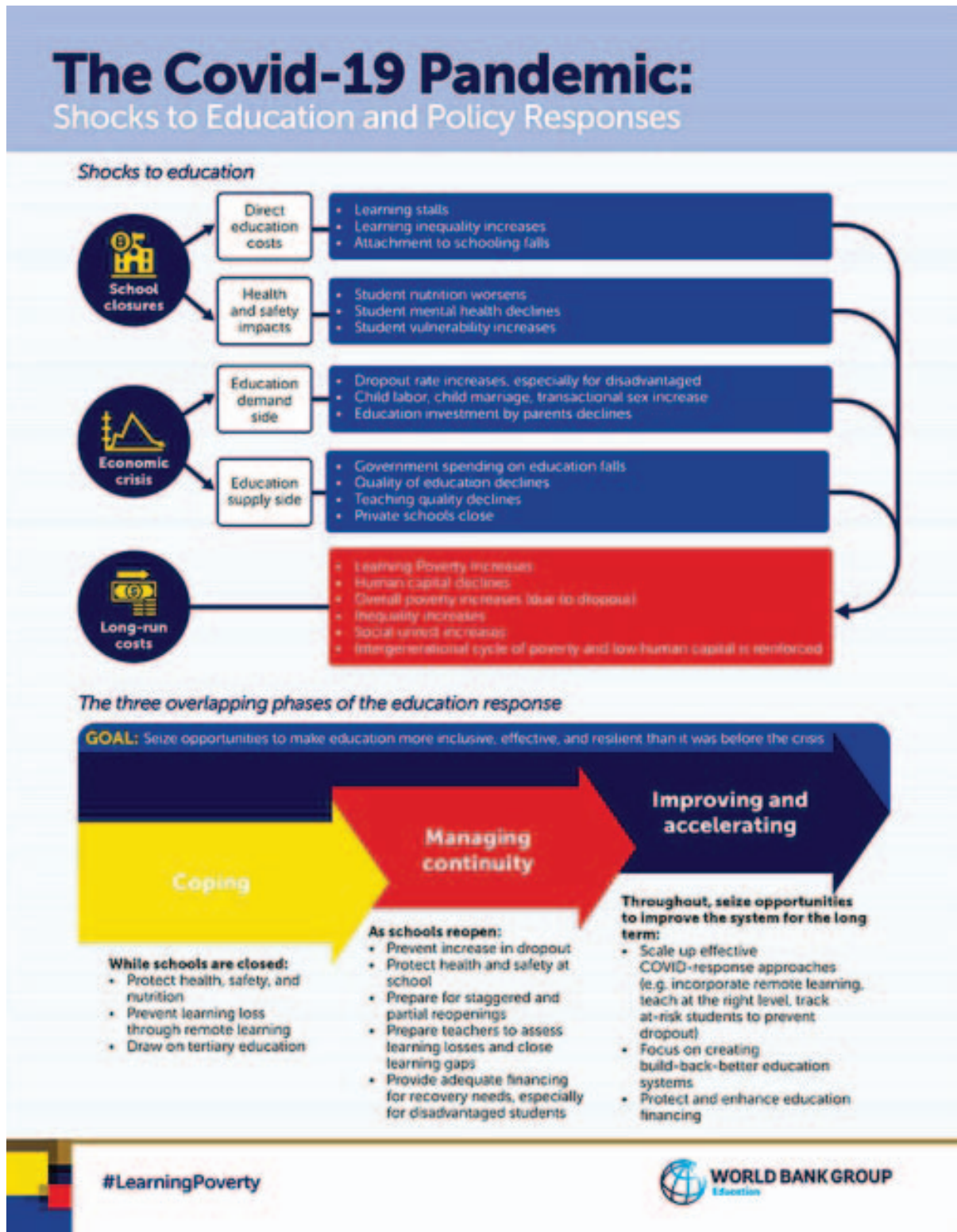
Increasing globalization, demographic changes, emerging technologies, regulatory framework and geopolitical scenario will significantly influence India's job landscape in the coming years. With initiatives such as Skill India or efforts in the direction of investing in infrastructural changes, ramping up of micro entrepreneurship models and boosting the start-up ecosystem, the Government of India is clearly laying out signs that it is up for re-inventing the business case for India.

#### **TEST PREP AND TUTORING SECTOR**

The Test Prep and Tutoring sector contributes to a significant share of informal education in India. The KPMG 2021 Online Education forecast the test preparation market in India to grow at a CAGR of 14% and is expected to be a USD 11 Billion market by 2021. It is also estimated that the Test Prep market will be the fastest growing category in online education for the next five years. This growth will be an outcome of high adoption of online channel amongst the students and an increase in the number of competitive exam aspirants.



# THE PANDEMIC EFFECT



## OPPORTUNITIES AND ROAD AHEAD

Zee Learn being India's most diversified education company is well poised to drive the educational evolution in India. Your company believes in the strong intent of the Government to transform India into a knowledge haven by the end of 2030. With so many initiatives and changes introduced by the Indian Government the sector has shown positive outlook towards high growth and investment opportunities.

With the launch of new National Education Policy, India is confident in becoming the Global Knowledge Power. NEP-2020 also focuses on job oriented education and emerging areas such as Artificial Intelligence for which the Government has planned to introduce Vocational Education from Class 6. The Government also plans to bring the Higher Education under the National Higher Education Regulatory Council and give greater autonomy and scrap all the regulations for Higher Education Institutions. The Government also intends to increase the Gross Enrolment Ratio (GER) to 50% from the current 26%, creating an additional 35 million seats in colleges, and increasing the education budget to 6% of the GDP from the present 4%. The policy also stresses on the importance of Early Childhood Care and Education focusing on the holistic development for children up to the age of 8.

Going ahead, National Education Policy is set to bring a paradigm shift in the entire education system. Drawing inspiration from our ancient system, it seeks to make Indian education holistic, multi-disciplinary, and practical.

While the COVID-19 has battered the education systems around the world, it has led educational institutions to think about alternative ways of providing education to ensure continuity of learning. Your company had envisioned the role of technology that will transform education. With our agile learning methods and diversified product portfolios we have continued to effectively address the learning needs at all levels. The company continues to invest in the technology to create a unique learning experience that will help in holistic development of children.



Our vision is to become India's largest and most respected Education Company serving the full life cycle of educational needs through digital / offline modes and with a strong social commitment and Indian roots.



# OUR VISION







# OUR PRESENCE-CORE AND SUPPLEMENTARY

**Zee Learn, India's Most Trusted Diversified Education Brand has made its presence felt in the areas of core and supplementary education.**

## CORE EDUCATION

Our services in core segment range from Preschools to K-12 Schools to Higher education.

Under preschools, Kidzee is Asia's largest preschool network with more than 2000 centres now offering recently launched Day Care services. Ankurum is the latest preschool offering aimed at providing structured quality education at an affordable cost. Mount Litera World Preschool (MLWPS) is an international standard preschool brand that seeks to create lifelong learners through guided exploration and open expression.

Under K-12, Mount Litera Zee School is the fastest growing chain of K-12 schools with 130 + schools in its network. Mount Litera School International is a co-educational day school, which provides outstanding education through the holistic based curriculum. In the Higher Education area, we are associated with the leading state private university in Dehradun called the Himgiri Zee University.

## SUPPLEMENTARY EDUCATION

The offerings under supplementary education range from vocational to test preparation to tutorials. Mahesh Tutorials helps students with Secondary Education & foundation courses for competitive exams. While brands Lakshya, MT Science, MT Commerce, Mahesh PU College, Sri Gayatri Academy help students with higher secondary education and entrance exams.

In the areas of vocational and skilling, the offerings are towards getting students industry ready.

Zee Institute of Creative Art (ZICA), Zee Institute of Media Arts (ZIMA) and Zee Institute of Design Art (ZIDA) are premier Animation, VFX and design Institute with more than 20 years of experience, whereas Zee Institute of Media Arts offers courses in Film Making and TV Journalism helping students achieve success in the world of media and films.

We also offer a Teacher Training Programme that help budding teachers to deliver preschool programmes successfully for desired developmental outcomes.

In the Training and manpower area, our offering Liberium provides innovative and customized solutions to corporates thereby helping them focus on core issues.



# OUR FLAGSHIP BRANDS - LEADING THE WAY

## PRE - K

- Kidzee
- Kidzee Day Care
- Ankurum
- Mount Litera World Preschool

## K-12

- Mount Litera Zee School
- Mount Litera School International

## HIGHER EDUCATION

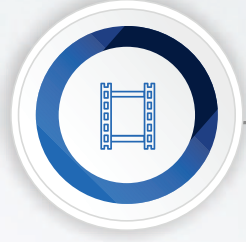
- Himgiri Zee University

## TEST PREP / TUTORIAL

- Lakshya Forum For Competition
- Mahesh Tutorials Commerce
- Mahesh Tutorials School Section
- Sri Gayatri Academy
- Mahesh Pu College

## VOCATIONAL

- ZIMA
- ZICA
- ZIDA



## TRAINING AND MANPOWER

- Liberium

## DIGITAL

- Kidzee App
- Kidzee App tablet
- Robomate
- My R+ Book

## SKILLING

- MT UVA

## TEACHER TRAINING

- Preschool Teacher Training Programme

## OUR FLAGSHIP BRANDS - LEADING THE WAY

Aa

PRE - K



A pioneer in ECCE (Early Childhood Care and Education), Kidzee is Asia's largest and most reputed Preschool Network.

- 2000+ preschools
- 750+ cities
- 1 million+ happy kids
- I Care – programme for prevention of child abuse
- Interactive iLLUME, the best research-based pedagogy for Early Childhood Learning
- Over 1,000 women entrepreneurs empowered
- 15,000+ teachers trained



- The Kidzee Day Care programme is based on the philosophy of providing a child a home away from home.
- Well-researched and planned developmental experiences are delivered by loving caregivers in a very safe, secure and engaging environment.



- Latest offering from Zee Learn aimed at providing structured quality education at an affordable cost
- The curriculum has been powered by Kidzee, being a pioneer in Early Child Care and Education



An International standard premium Preschool, MLWPS, prepares kids to take their first step to explore the world.

- multi-cultural experience
- Adopting learn-to-think philosophy
- Ambient learning spaces
- I care for abuse free environment





## K-12

**Mount Litera  
Zee School**  
Great School, Great Future

India's second largest chain of schools in private-unaided category, MLZS is one of the fastest growing chains in India which provides quality school education with value based learning.

- 130 + schools
- Spread across 110+ cities
- Emerging Student Profile (ESP)
- Proprietary pedagogy of Litera Octave



**Mount Litera School**  
INTERNATIONAL

Situated at Bandra-Kurla Complex, MLSI is an International Baccalaureate (IB) school, with a mission to provide the best of teaching and learning by making the students future-ready.



## HIGHER EDUCATION



- Himgiri Zee University (HZU) was established to meet the growing demand for trained human resources in various social, educational, scientific, technical and professional organizations so as to channel human energy towards sustainable economic and social development.  
(HZU avails certain services from Zee Learn)



## TEST PREP / TUTORIAL



### LAKSHYA FORUM FOR COMPETITIONS

#### SCIENCE COURSES

- Higher Secondary Education • Class XI & Class XII • Engineering Entrance
- JEE - Main • JEE - Advanced • State Level Entrance • Medical Entrance
- NEET



### MAHESH TUTORIALS COMMERCE

#### COMMERCE COURSES

- Higher Secondary & Professional Education • Class XI & Class XII
- Chartered accountancy • CA Foundation • Inter CA • Final CA



### MAHESH TUTORIALS SCHOOL SECTION

#### SCHOOL COURSES

- Secondary Education • Class VIII, IX & X • National Boards • CBSE • ICSE
- State Boards - Maharashtra • Gujarat • Karnataka • Foundation Courses for Competitive Exams



### SRI GAYATRI ACADEMY

- INTERMEDIATE COLLEGE COURSES • Science, Commerce • XI XII
- CA Foundation • Engineering Entrance • Medical Entrance



### MAHESH PU COLLEGE

#### Education at its best

- PRE-UNIVERSITY COURSES • Science • PU 1 & PU 2 • Engineering Entrance
- Medical Entrance



## VOCATIONAL



Nation's first full-fledged Classical and Digital Animation Training Academy, Zee Institute of Creative Art trains the youth in Industry ready courses on Animation, Visual Effects, Graphic and Web Design in around 20 centres across the country since more than 20 years.



With more than a decade of experience, Zee Institute of Media Arts (ZIMA) has trained individuals in the area of Film Making & TV Journalism with Professional development Programmes on Acting, Direction, Editing, Sound, Cinematography and many more.



Zee Institute of Design Art is the latest offering from ZICA aimed at industry oriented courses in fashion and interior design



## TEACHER TRAINING



- Preschool Teacher Training Programme is an initiative to bridge the gap between preschools and qualified teachers.
- With over 250 signed up centers, the program is already the most sought after course in the Preschool teacher training space.



## SKILLING



- UVA offers a combination of University + Vocational + Affiliated Education
- Skill development and Entrepreneurship training is a focus for the MT UVA team





## DIGITAL

**KIDZEE  
LEARNING  
APP**

- Age-appropriate content
- easy access anytime, anywhere
- mapped to the Kidzee curriculum
- recommended by Kidzee academicians
- reinforcement of classroom learning

Award winning learning content : 250+ of the world's best video and games, selected by educators.

**KIDZEE  
LEARNING  
TABLET**

Structured learning path : 250 skills covering all essential early learning areas, structured as per age and level.

Completely safe technology : Kids play in a completely safe zone. Strong parental controls including time limits.

**Robomate +**  
Learning Made Simple

### ROBOMATE + LEARNING MADE SIMPLE

- School Courses
- Science Courses
- Commerce Courses
- Test Prep Courses

**My R+ Book**  
A Simple and Unique Way to Learn Mathematics

My R+ Book combines the text book, note book and study material - into one.

- No More Misplacing Vital Notes
- No More Forgetting Teacher's Explanation
- No More Referring to Different Study Material



## TRAINING AND MANPOWER

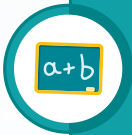
**LIBERIUM**

- Innovative workforce solutions for business requirements of organizations.
- Recruit the right resources, train them on the required skills as per the client specific need and even place the associates on LIBERIUM rolls to efficiently manage their staves.

# ADDRESSING THE FULL STUDENT LIFE CYCLE

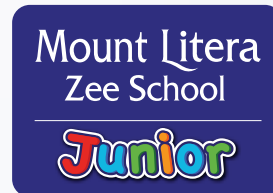
## PRE SCHOOL (2-6 YRS)

Asia's largest chain with  
**2000+** centres  
in **750+** cities



## K-12 (7-16 YRS)

Fastest growing  
K-12 school chain  
**130+** schools  
in **110+** cities



## UNIVERSITY (17-24 YRS)

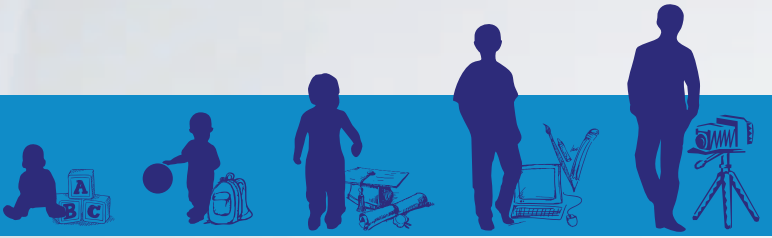
(Prestigious UGC approved  
Private state university) Service  
**ZEE LEARN  
& HZU**



## TRAINING AND MANPOWER (24 + YRS)

(Innovative workforce solutions  
for business requirements of  
organizations.)





Mount Litera  
World **P**reschool



**KIDZEE**  
LEARNING  
TABLET

**KIDZEE**  
LEARNING  
APP

**MAHESH TUTORIALS**  
SCHOOL SECTION



**MAHESH TUTORIALS**  
SCHOOL SECTION



**TUTORIAL**  
**(8-18 YRS)**

(COACHING  
FOR  
SCHOOL  
CHILDREN)

**TEST PREP.**  
**(14-24 YRS)**

(TEST PREP.  
FOR  
PROFESSIONAL  
COURSES)

**VOCATIONAL**  
**B TO G**  
**(16-24 YRS)**

(LEADING  
PLAYER IN  
PROVIDING  
VOCATIONAL  
TRAINING  
THROUGH  
GOVT.  
ENTITIES)

**VOCATIONAL**  
**B TO C**  
**(16-24 YRS)**

(LEADING  
PLAYER IN  
PROVIDING  
VOCATIONAL  
TRAINING IN  
MEDIA/  
JOURNALISM/  
ANIMATION  
/GRAPHICS)

**MAHESH TUTORIALS**  
**COMMERCE**



EDUCATION AT ITS BEST







# FINANCIAL HIGHLIGHTS

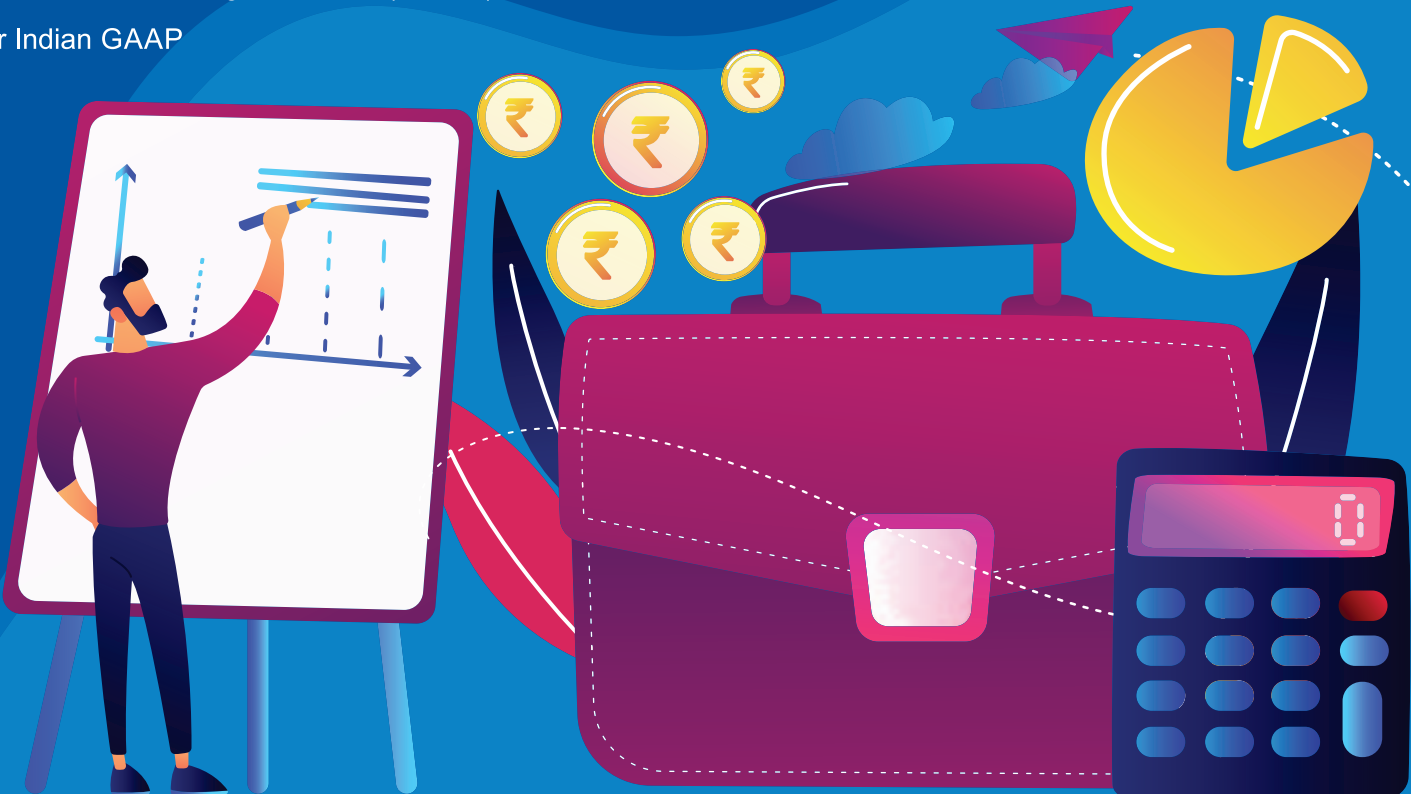
## Consolidated Records (FY 15 - FY 20)

(₹ in Lakhs)

Particulars	FY 20 #	FY 19 #	FY 18 #	FY 17 #	FY 16 \$	FY 15 \$
<b>Results</b>						
Total Revenue	55,638.18	54,925.10	27,254.09	18,427.66	15,354.80	13,161.83
Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)	16,839.03	15,770.64	10,208.09	5,913.24	4,326.64	3,060.84
Profit / (Loss) before Tax & before exceptional items	8,678.93	11,451.57	7,555.63	3,240.97	1,508.32	989.37
Profit / (Loss) before Tax & after exceptional items	5,564.28	11,451.57	7,555.63	3,240.97	1,508.32	989.37
Net Profit / (Loss)	2,511.47	8,337.35	4,927.91	3,351.40	1,508.32	989.37
<b>Financial Position</b>						
Equity Share Capital	3,260.93	3,260.79	3,258.95	3,226.42	3,205.54	3,200.01
Reserves and Surplus	43,817.19	39,853.77	32,080.16	26,025.23	21,813.07	20,187.13
Net Worth	47,078.12	43,114.56	35,339.11	29,251.65	25,018.61	23,387.14
Non-Current Assets	136,975.88	126,602.20	85,745.13	65,047.96	62,267.01	61,559.34
<b>Stock Information</b>						
Earnings Per Share (In ₹)	1.34	2.33	1.52	1.04	0.47	0.31
<b>Margins</b>						
EBITDA Margin	30%	29%	37%	32%	28%	23%
Profit Before Tax Margin *	16%	21%	28%	18%	10%	8%

# As per Indian Accounting Standards (Ind-AS)

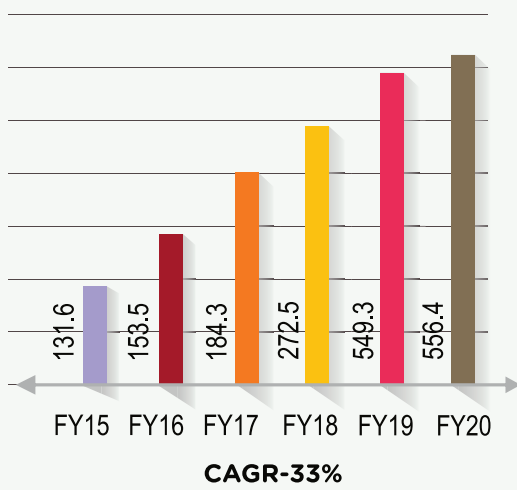
\$ As per Indian GAAP



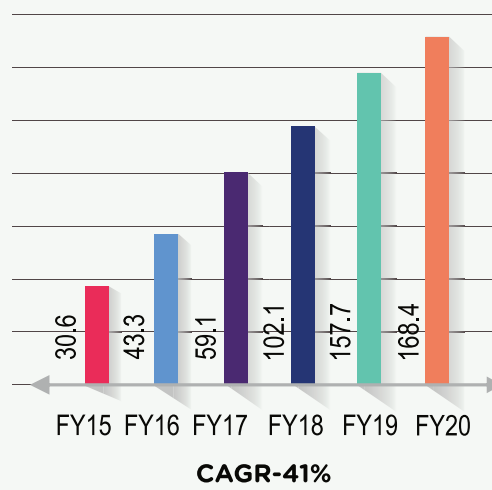


**FY 15 to FY 20**

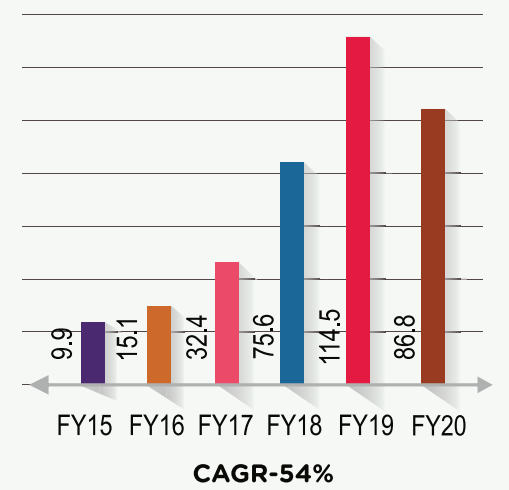
**Total Revenue (₹ in Cr)**



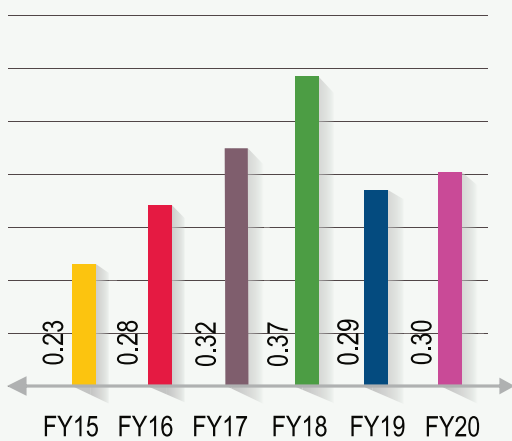
**EBITDA (₹ in Cr)**



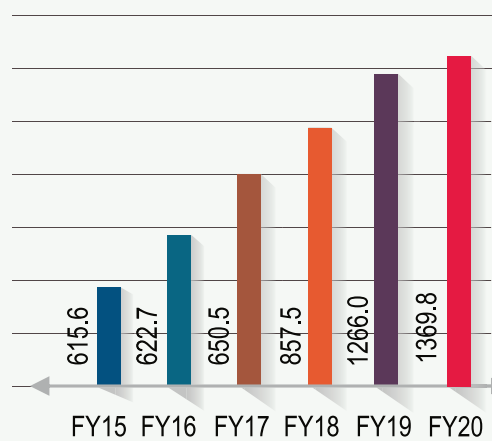
**PBT\* (₹ in Cr)**



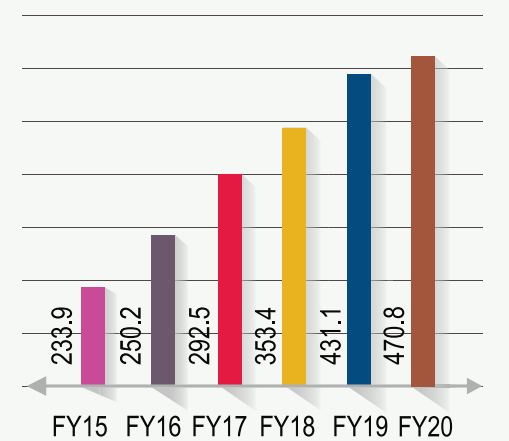
**EBIDTA Margin(%)**



**Non-Current Assets (₹ Cr)**



**Net Worth (₹ Cr)**



\* Profit before tax & exceptional items



# GEOGRAPHICAL PRESENCE

Zee Learn ended the year with 2,535 centers located across India and Nepal

State	Kidzee		Mount Litera Zee School		ZICA	ZIMA	ZIDA	ZITA
	Operational Preschool	Preoperational Preschools	Operational K-12 Schools	Pre-operational K-12	Operating Centres	Operating Centres	Operating Centres	Operating Centres
ANDHRA PRADESH	74	8			1			
ARUNACHAL PRADESH	11	5						1
ASSAM	70	2			1			
BIHAR	154	13	12	3	1			
CHHATTISGARH	29	3	3	1				1
DADRA AND NAGAR HAVELI (UT)	2		1					
DAMAN AND DIU (UT)								
DELHI	36	2			1	1	1	1
GOA	15	1	1					1
GUJARAT	112	3	4	2	1			
HARYANA	53	7	8					1
HIMACHAL PRADESH	9							
JAMMU AND KASHMIR	39	5	3					
JHARKHAND	40	3	5		1			1
KARNATAKA	208	12	10		2			7
KERALA	20							3
MADHYA PRADESH	114	8	12	1	1			
MAHARASHTRA	237	32	11	10	8	1	1	13
MANIPUR	4							
MEGHALAYA	3							
NAGALAND	2							
ODISHA	42	3	4		1			1
PUDUCHERRY / PONDICHERY	2							
PUNJAB	59	14	10		1			
RAJASTHAN	83	4	5		1	1	1	2
SIKKIM	5							
TAMIL NADU	168	18	12		1			5
TELANGANA	48	11	4					3
TRIPURA	5							
UTTAR PRADESH	239	23	22	2				2
UTTARAKHAND / UTTARANCHAL	22	2	5	1				
WEST BENGAL	190	7	7	1	1	1	1	14
<b>INDIA TOTAL</b>	<b>2095</b>	<b>186</b>	<b>139</b>	<b>21</b>	<b>22</b>	<b>4</b>	<b>4</b>	<b>56</b>
NEPAL	8							
<b>GRAND TOTAL</b>	<b>2103</b>	<b>186</b>	<b>139</b>	<b>21</b>	<b>22</b>	<b>4</b>	<b>4</b>	<b>56</b>



ZEE LEARN LIMITED



**KIDZEE**

- Operational Preschool
- Preoperational Preschool

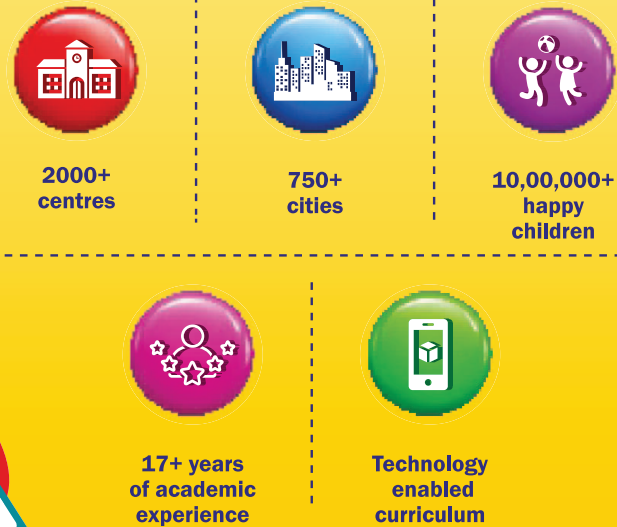
**MOUNT LITERA ZEE SCHOOL**

- Operational K12 School
- Preoperational K-12 School
- ZICA
- ZIMA
- ZIDA
- ZITA



# OUR BRANDS AND KEY INITIATIVES





**With over 2000+ preschools in more than +750 cities across the country, Kidzee is the largest preschool chain in Asia, touching the lives of more than 1 million children since its inception in 2003. With the child-centric approach of "What Is Right for the Child" – Kidzee has strived to nurture the unique potential in every child. It lays emphasis on structured, activity-based learning, while maintaining the tradition of continued excellence at its roots.**

Kidzee's proprietary pedagogy, Interactive iLLUME is what sets it a class apart in its segment. This research-based pedagogy is child-centric and expertly combines creativity, innovation, and technology for the overall development of the child. It lays before a child diverse pathways. Through iLLUME, Kidzee helps the children to discover their own individual learning style and achieve the desired learning outcomes, in sync with the high-level social, emotional, linguistic, and other developmental milestones.

The child-centric curriculum and the teaching pedagogy has time and again been lauded by the parents and have appreciated the efforts taken in bringing a world-class structure in the preschools segment.

Interactive iLLUME launched in 2014-15 has now been upgraded to **Interactive iLLUME Life-ready Framework**. The upgrade has been introduced in line with the recommendation of an international body NAEYC – National Association for Education of Young Children – Fostering 21st century skills.

The new updated framework helps in developing core skills of language, numeracy and cognition to foster Emerging Student's Profile. Essential 21st century components like Yoga, personality development, critical thinking and eco-consciousness have also been included in the new iLLUME framework. Kidzee recently introduced QR coded worksheets which will help the child assimilate the right learning in an engaging and fun way, this unique feature will enhance the learning skill of our learners while achieving the defined milestones.

Being the pioneer in preschool education in India, Kidzee's mission is to create emerging leaders of tomorrow, the brand is committed towards quality child education along with complementing aspects of self-reliance, peer interaction, and individual growth. In this process, Kidzee has created a solid foundation in curriculum and polished the business model to make it profitable for all the stakeholders involved.



**KIDZEE**  
WHERE KIDS LOVE TO LEARN



**Dedicated and Experienced staff**

**Kidzee - Pioneer in Early child education and care**

**Learning through fun activities**

**Z** LEARN **KIDZEE**

Zee Learn is Proud to announce that  
**Kidzee has been awarded as the National Early Child Playschool Chain 2020**  
at the Indian Education Awards in Bengaluru on 26th February 2020.

NoPaperForms  
**INDIAN EDUCATION AWARDS 2020**  
10<sup>th</sup> National Awards on Indian Education  
26 FEBRUARY 2020  
1M, TERNANTU, BENGALURU

EARLY CHILD PLAYSCHOOL CHAIN - NATIONAL  
KIDZEE

We congratulate all our business partners for believing in Kidzee and would also like to thank all the Kidzee team members for the commitment and efforts that has brought recognition to the brand.

Organized by: **MANAGE** Entrepreneur



# HOLISTIC & LIFE LONG DEVELOPMENT

## 'I-Care: Child Rights - Safety and Security'



**"Safety and security don't just happen, they are the result of collective consensus and public investment. We owe our children, the most vulnerable citizens in our society, a life free of violence and fear."**

**- Nelson Mandela, Former President of South Africa.**

Kidzee is committed in establishing a Safe and Secure environment for every child anywhere and everywhere. Year on year empowering the internal and external stakeholders with information and inspiration on the value of safety and security of the early child as a meaningful impact on his / her life long career.

In addition to the 'I-care' program; Kidzee throughout the year conducts series of workshops with children, parents and the stakeholders on topics like POSCO and POSH.

## PERSONAL SAFETY EDUCATION - For Early Years Children

### **Education is the key to child self-protection.**

The Personal Safety Education module for children is weaved into the Kidzee curriculum. Subject to age, children are empowered with skills and capabilities to overcome unsafe and insecure situations beyond the center in society.

### **PARENT ORIENTATION ON EARLY CHILD DEVELOPMENT, POSITIVE PARENTING AND NUTRITION**

Kidzee conducted workshops empowering parents with information and inspiration on the importance and relevance of Early Years Education in a child's career. Interactive seminars, workshops and orientation programs were held to create awareness, build footfalls, generate enquiries and conversions into enrolments at the Kidzee centers.

**KIDZEE**

CELEBRATES

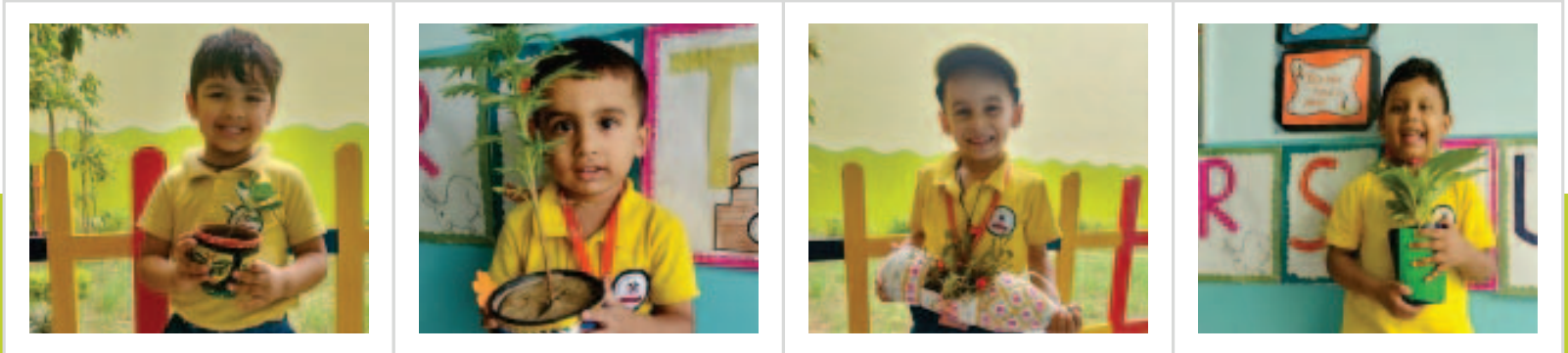
WORLD  
ENVIRONMENT  
*Day*







## EACH ONE PLANT ONE



Kidzee Muzaffarnagar initiated "Each one Plant one" activity to educate tiny tots about the importance of protecting the environment. They had a great learning throughout the process. It was a fun-filled day at the school for the kids and teachers.



## VOTING AWARENESS CAMPAIGN

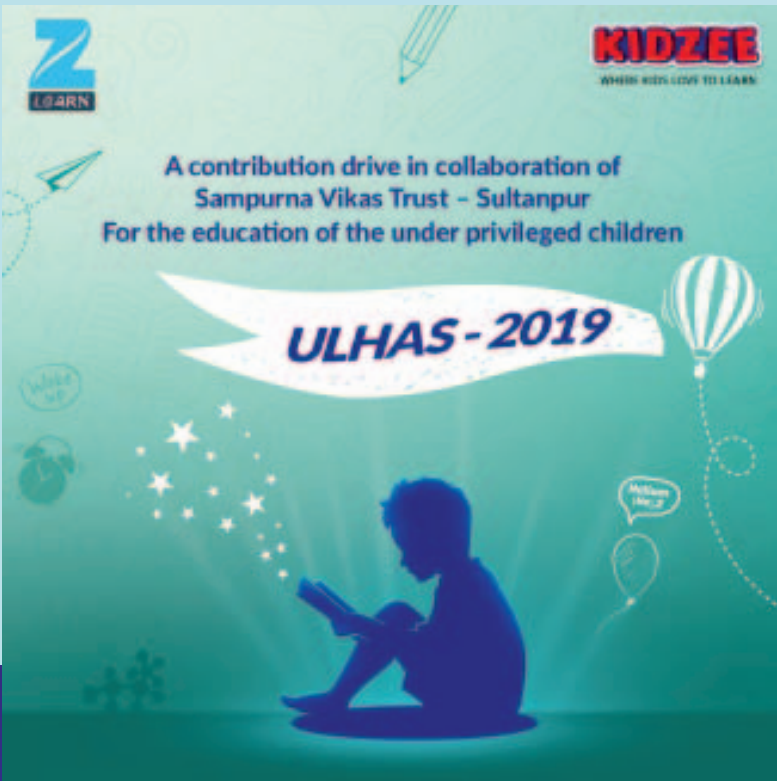
Kidzee, Bidar did a voting awareness campaign at a bus stand, encouraging people to participate in the election procedure of the country.



# BRING MORE SMILES

Giving back to the society is a positive experience that is very important during the early learning stage. Kidzee has always believed in this philosophy and has inculcated the same in its students.

During the last monsoon season the team observed that many of the street vendors who are unable to afford a proper shop or shelter to run their business had a tough time saving their products from the rains. Kidzee students pledged to stand by them during the tough time and helped by giving big umbrellas to them so that they can work without worrying about the rains. Our students visited a sattoo vendor at Lake Market and brought smile on the face of Mr. Nanda Kishore Mondal by gifting him the umbrella.



## ULHAS 2019

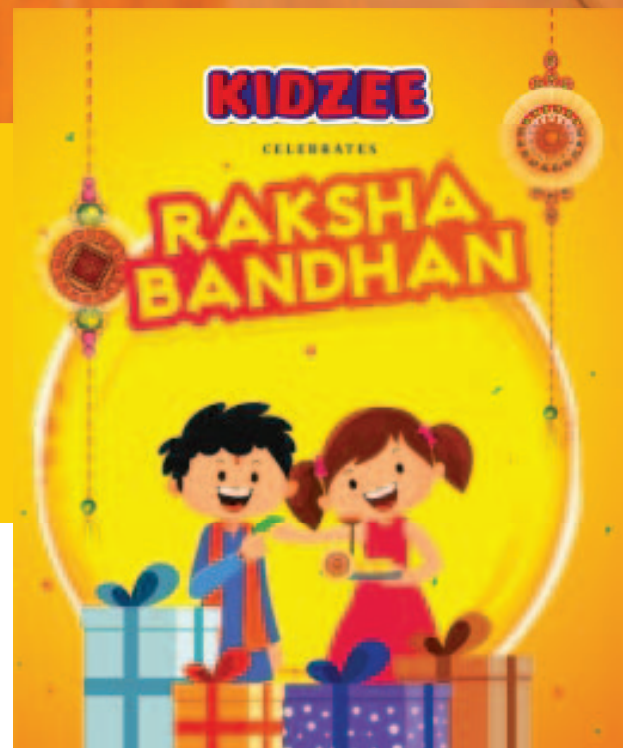
Ulhas-2019, was a contribution drive in collaboration with Sampurna Vikas Trust – Sultanpur which works for the education of the underprivileged children. Mr. Nitinn Sharma Ex- RJ Radio Mirchi traveled to all the centers along with the team of Zee Learn in Delhi to collect the contributions made by the parents at their respective centers. Post collection, on 18th November 2019 entire collection, was handed over to Sampurna Vikas Trust by the officials of Kidzee Team Delhi region.



# RAKSHA BANDHAN



On the auspicious occasion of Raksha Bandhan on Thursday, while the whole nation is enjoying the brother-sister festival, children of Kidzee tied rakhis to Hon. Prime Minister Shri. Narendra Modi. He also interacted and played around with the children.





**ALL CHILDREN DESERVE  
GREAT CHILDHOODS BECAUSE  
THEY ARE OUR FUTURE**

**STOP** Child Abuse



**CHILDREN SHOULD BE  
seen, heard and believed**





# CHILD SAFETY WEEK



Kidzee celebrated the Child safety week from 14th November 2019 to 20th November 2019. A key part of Child Safety Week 2019 was getting stakeholders to turn into active change makers. The first step was getting stakeholders to make a commitment towards child safety. Kidzee also hosted offline and online events around child safety and asked others to do so as well to raise awareness around the issue and achieved nearly 10,000 pledges across our network.





Mount Litera Zee Schools (MLZS) an endeavour by Zee Learn was founded with an aim to bring a paradigm shift in Indian education system. The purpose of the school is to help children realize their unique potential through the state-of-the-art infrastructure and facilities, well trained teachers, and a proprietary pedagogy; The aim is to provide holistic and quality education to all its students. MLZS is now the second largest network of schools in the private-unaided category with over 130+ schools across 110+ cities in India.



Mount Litera Zee School is an integrated educational model which is a result of profound research and development led over the years. It brings together the various quintessential elements of learning such as content, infrastructure, classroom design and assessment; which is rudimentary in a child's development and learning. The interactive skill based program focus on overall development - mental, emotional, social as well as physical. It ensures perfect blend of technology and effective use of e-content that ingrains the contemporary learning and teaching approach.

www.mountlitera.com

Mount Litera  
Zee School  
Great School. Great Future

The objective is to create global leaders; to inculcate not only intellectual knowledge, but also to enhance overall personality. While focusing on the academics, the school believes that it's equally important to keep the students rooted to the rich cultural heritage of our country.



Through MLZS, Zee Learn has created an eco-system consisting of best teachers, curriculum, assessments, environment, infrastructure and activities to nurture the unique potential of the child.



# WALKATHON AWARENESS ON CHILD ABUSE



On account of awareness on child abuse, Mount Litera Zee School, Baloda Bazar, Chhattisgarh had organized a walkathon on Tuesday, 21st January 2020. Students along with Principal, Teachers and Non-teaching staff participated in the walkathon spreading the awareness.

The group was divided into two teams, one was for walking and carrying various placards highlighting the issue and the other group presented a street play on child abuse.



# INTERNATIONAL YOGA DAY



# YOGA COMPETITION

Mount Litera Zee School, Neyyoor students won the District level yoga competition organized by the Tamil Nadu students game association.

# JUNIOR KABBADI

Mount Litera Zee School, Maheshtala Junior Team won against Frank Anthony School in JUNIOR KABBADI organized by Star Sports.



## FIRST AID DAY

Mount Litera Zee School, Chandrapur organized a First Aid Day at the school premises to educate the students on how to respond to an emergency. The main purpose of this session was to impart vital risk management and lifesaving skills.







## WRITE TO FREEDOM COMPETITION

On the occasions of the 150th birth anniversary of Mahatma Gandhi, "Write To Freedom", A National Level Essay Writing Competition was organized to unlock the potential of the young students, explore the writer within and also learn more about the father of our nation!

## AWARENESS ON WORLD TIGER DAY

Mount Litera Zee School, Rohtak organized a rally of students on this occasion to create awareness among students and public, in general, to preserve & promote the strength/numbers of Tigers. The students took an oath to save & increase the population of Tigers not only in India. In the Rally, students conveyed the message in public through posters, charts & banners.



# DIGITAL CITIZENSHIP PROGRAMME

With the advancement in technology over the years, we now live in a world that is both enriched and burdened by computers and gadgets. The domination of technology in our everyday lives highlights the importance of digital literacy not just for adults but also children. The digital world offers enormous benefits and advantages to everyone, however, without proper use and understanding of technology, the digital world can be overwhelming, and even dangerous. Keeping these risks in mind Mount Litera Zee School designed "The Digital Citizenship Programme". This initiative focuses on the key areas that we need to explore and understand, since we use digital technologies so much already, and it is going to increase for sure, it is better to be prepared as we grow up. Being a best digital citizen in the community includes having email etiquette, reporting cyber bullying, learning how to protect private information.

In the month of December 2019, many Mount Litera Zee Schools celebrated Digital Literacy week. Schools organised various events during this week, lectures on digital laws and other important aspects of the digital worlds were taken by industry experts. Along with the students, parents and grandparents too were invited for sessions on digital awareness and operations of smart phones.





# CULTURAL EXCHANGE PROGRAM



**Mount Litera Zee School, Karnal welcomed Russian students to their school premises to keep up the ritual of 'Athithi Devo Bhava'.** The school organised a Cultural Exchange Program on 30th November, 2019 in the school premises, wherein Mount Literans interacted with Russian students and exchanged their social cultural ideas with them. The students were excited to welcome the young guests. The program was organised by National Integrated Forum of Artists and Activists (NIFAA). The smiles on the faces of Mount Literans and Russian students were giving the idea of International Integrity and world being a global village.





[www.mountlitera.com](http://www.mountlitera.com)

**Mount Litera**  
Zee School  
Great School. Great Future









## THE JOURNEY TO BECOME NEW GENERATION THINKER



Mount Litera School  
INTERNATIONAL



**Mount Litera School International is a co-educational day school, which provides an outstanding education through the holistic based curriculum. This is achieved in a friendly family atmosphere that nurtures a community feeling where the emotional, physical, creative and intellectual needs of all students are met within an international community.**

Established with the vision to provide outstanding world-class education, MLSI creates a nurturing environment to bring out the best in teaching and learning, enabling each child to achieve their individual potential and develop a mindset of a global citizen. Thus MLSI recognizes and appreciate that each child is unique and will have the freedom and courage to pursue their dreams, while the school gently guide them to achieve their maximum potential at school. Our students are strong, independent and empathetic young individuals who excel at both academics and sports in addition to being involved in different social service initiatives.

The inquiry-based International Baccalaureate curriculum at MLSI focuses on developing conceptual understanding, critical thinking and developing 21st century skills. With a fully integrated approach, as a growing IB continuum school, MLSI students begin their learning journey with the Early Years. They then experience a trans-disciplinary approach through the Primary Years Programme which nurtures and develops young students as caring, active participants in a lifelong journey of learning. MLSI offer the Middle Years Programme, a five year challenging framework that encourages students to make practical connections between their studies and the real world. The journey culminates in the rigorous two year IB Diploma Programme which ensures that our students can easily adapt to the best universities across the world.

# KALAGHODA Installation

Students from MLSI Team participated in the annual Kala Ghoda Festival from 1st to 9th Feb 2020. This was our second installation at the festival and the entire installation was designed, created and installed by our students.



For their second installation for the Festival of Kala Ghoda, the students of Mount Litera School International used the theme "dot" to express feelings and emotions towards the festival. A dot has deep meaning in a person's existence. In what he/she sees in everyday life or stands for in beliefs or faith. The image of reality can be shaped by what we see or feel. It is important to know that every big picture is made of the smallest dots.



# MCGM AWARDS



**Mount Litera School International was ranked second among schools in Mumbai for Swachh Bharat Abhiyan campaign 2020 organised by Municipal Corporation of Greater Mumbai (MCGM).**



In keeping with the guidelines issued by the Government of India under Swachh Bharat Abhiyan; the MCGM conducted the exercise for ranking Hospitals, Hotels, Schools, Markets, Resident Welfare Associations (RWAs), Community Toilets, Public Toilets & Swachh Mumbai Prabodhan Abhiyan (SMPA) sansthas / agencies in Mumbai on the basis of their cleanliness.

MLSI won second place in the school category and was felicitated at a ceremony in National Sports Club of India (NSCI), Worli, A big round of applause and vote of thanks for our admin, housekeeping and maintenance teams for making this happen.







# ANNUAL SECONDARY CONCERT

The students of Grades 6 to 11 celebrated the MLSI Annual Secondary Concert on Wednesday, 18th December 2019. They decided to go with the Broadway musical the wonderful 'Wizard of Oz' - the story of Dorothy, The Scarecrow, Tin Woodman, and The Cowardly Lion who are all seeking external magic to give them qualities they already possess but fail to recognise. Professionally planned and produced by the MLSI students, academic and support team in collaboration with Raell Padamsee Ace Productions, the Wizard of Oz was an amalgamation of music, dance and drama. All on-stage and supporting performances were perfectly executed by the students themselves. It was a culmination of weeks of planning, hard work and dedication.







Mount Litera School  
INTERNATIONAL





# VOCATIONAL EDUCATION

India is a country today with 65% of its youth in the working age group. If ever there is a way to reap this demographic advantage, it has to be through skill development of the youth so that they add not only to their personal growth, but to the country's economic growth as well.

As structural, demographic and technological shifts transform the Indian economy and the nature of work, new entrants to the labour force will have to be skilled and made employable. Approximately 70 million additional individuals of working age (15-59 years) are expected to enter the country's labour force by 2023 – using the same estimation model, the total workforce will then include approximately 404.15 million people. This will include 59 million youth (individuals aged 15-30 years), according to the analysis by National Skills Development Corporation (NSDC). 50% of the youth entrants belong to the age group of 15-20 years.

The Indian Media & Entertainment (M&E) industry grew at 13.2 percent in FY19 over FY18 to reach INR 1,631 billion on the back of rapid growth in digital user base and consumption combined with growing regional demand and monetization.

Going forward the industry is expected to grow at 13.5 percent CAGR during FY 19-24 to reach INR 3,070 billion in FY24 on the back of greater focus on monetization of emerging digital business models, strong regional opportunities and favourable regulatory and operating scenario across traditional businesses.

The film industry in India is expected to grow at a CAGR of 7.3 percent from FY19-FY24 driven primarily by theatrical revenue from India and overseas and growing share of digital rights. Digital film rights are expected to grow the fastest as OTT platforms penetrate further across the country and ramp up their film libraries.

The animation and VFX industry is expected to grow at a CAGR of 16.0 percent from FY19-FY24, on the back of steady growth in international demand and growing share of special effects in domestic productions, with increasing investments in IP projects being a key lever for Indian animation companies.

As digital behaviour becomes more prevalent and ingrained, the gaming sector in India is expected to grow at a CAGR of 32.2 percent from FY19-FY24 on the back of upsurge in user engagement on gaming platforms and an expected growth in in-app purchases.

The digital disruption is triggering a radical shift in M&E industry with subsequent need for adequately skilling employees to meet the ever changing demands.

\*Source – India's digital future, Mass of niches – KPMG in India's Media & Entertainment Report 2019.

To cater to the huge demand in the growing M&E industry and provide trained manpower, Zee Learn offers industry ready programs through its Vocational Education brands namely Zee Institute of Creative Art (ZICA), Zee Institute of Media Arts (ZIMA) and Zee Institute of Design Art (ZIDA)



ANIMATION

VISUAL EFFECTS

GRAPHICS

WEB





**ZEE INSTITUTE OF  
CREATIVE ART**  
ANIMATION | VFX | DESIGN



Zee Institute of Creative Art (ZICA) is India's first full-fledged Classical and Digital Animation Training Academy that offers vocational programs in Animation, Visual Effects, Gaming, Graphics and Web Design. With over 22 centers in major cities including Mumbai, Delhi+NCR, Kolkata, Bengaluru, Hyderabad, Chennai, Pune, Vadodara, Indore, Chandigarh, Bhubaneswar, Nashik, Jaipur, Nagpur, Mangalore, Guwahati, Ranchi and Darbhanga, ZICA continues to be the go-to institute for a premium course in Animation, VFX, Gaming & Graphics and develop career in the industry.

ZICA with its new state-of-the-art centers covers the stages of Production pipeline i.e. Pre-production, Production and Post-Production. The training centres are equipped with high end 2D & 3D animation tools, software, Visual FX labs and imaging technologies.

At ZICA, a lot of emphasis is laid on the principles of art & design and fundamentals of classical animation, while extracting the same knowledge to computer based Digital Animation. Students are also assured of creative exposure with a healthy mix of theory and practical sessions delivered with the right amalgamation of Art & Technology, under the supervision of in-house experienced faculties and industry experts.

ZICA has adopted a novel training style and is focused on creating a stimulated environment for its students. A well laid out assessment procedure ensures the students acceptability as dignified professionals in the world of animation and VFX. ZICA also propagates the inherent artistic and aesthetic skills in each student. With course duration from 6 months to 27 months, ZICA has a lot to offer to the students aspiring to make a career in the digital and creative field.

ZICA adopts a Blended Learning methodology for academic delivery to the students using the E-studio Web application and ZICA Mobile APP. The students can access tutorials, recorded video sessions, industry news and placement information through the ZICA Mobile APP and E-Studio.





Zee Institute of Media Arts (ZIMA) is a young media education hub and a new talent hot spot for Film industry and the media world. ZIMA helps the students with the scope and state-of-the-art support to unfold their creative urge and sharpen the technical finesse in film making and media education. ZIMA's courses are targeted towards fulfilling market requirements and providing students with hands-on learning in a simulated environment followed by industry experience.

ZIMA School of Film & TV offers globally-accepted standards of media education in the field of Film Making, Direction, Acting, Voicing & TV Presentation, Screenwriting, Production, Cinematography, Sound Recording, Editing and other related fields for a successful film career. ZIMA helps the students to carve a niche and make a mark, be it in Bollywood - India's biggest film industry, or in international media.

ZIMA School of Journalism ensure students are groomed in multi-format, multi-lingual journalists and trained with the latest trends and technologies within media, including Artificial Intelligence, Augmented Reality, Virtual Reality, etc. ZIMA offers professional programs in Journalism, Anchoring & Reporting, Camera & Editing, along with Digital Media and New Age Technologies.







ZIMA is the ideal launch pad for creative talent in the media business, tailored to suit international and national media requirements. It offers cutting-edge technology, a rich wealth of teaching faculty and diverse, updated and relevant courseware to suit individual talents and industry demands.

The pedagogy adopted by ZIMA Film School for the students involve the below platforms for enhanced learning:

#### **FILM APPRECIATION**

A bi-weekly screening of films of different languages and genres followed by an open discussion with the Mentors about the film and the technical aspects.

#### **MASTER MANTRA**

A once in a month open forum where a notable guest from the Film or TV industry is invited to interact with the students and share their knowledge and invaluable experiences in the industry.

#### **ZIMA PREMIERES**

A once in a month platform where students get to screen and share their short films, music videos or documentaries with other students, Mentors and guests from industry. It is structured as an open forum, where the crew of the short film takes questions from the audience after the screening.

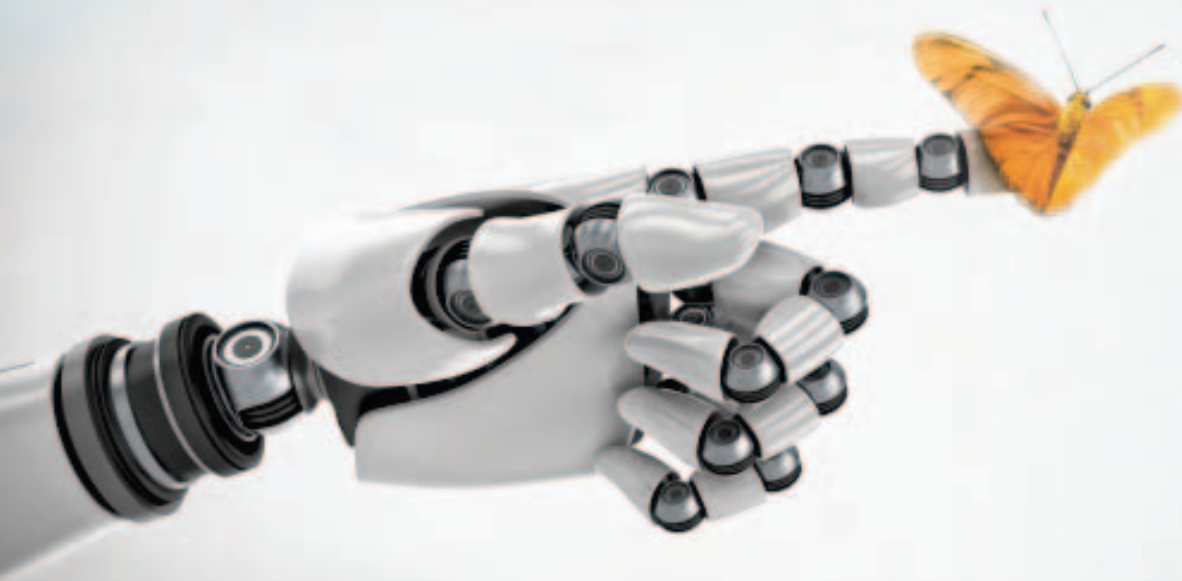
#### **ZIMA FILM CLUB**

It is an initiative to provide a platform to those films, documentaries which are important and need to be seen by the students and also gives an opportunity to interact with the filmmaker. It helps to introduce students to good and responsible filmmaking as also acquaint them with the journey of the making of these films and their filmmakers.

#### **ZIMA DIALOGUES**

This is a platform where practitioners of film and TV industry come to discuss and debate various facets of film making. They also interact freely with ZIMA students, ensuring a seamless flow of experience and knowledge. These are organized in association with the film industry's professional associations so as to increase industry-ZIMA student interaction.

# GUEST LECTURES at ZIMA



ZIMA is also proud to be India's 1st film school that has been acknowledged as Steinberg Certified Training Centre.







Zee Institute of Design Art (ZIDA) offers vocational career programs in Fashion Design, Interior Design and various design sectors to create professional designers and also prepare students to qualify in the various design entrance tests and enabling them to become design professionals. Our teaching methodology maximizes student-teacher interaction through industry-oriented assignments and practical application on training.

ZIDA aims to establish a network of research and creative centres in India to encourage communication between the actual industry projects where innovative designs are created. Our faculty comprises of several renowned industry professionals who employ teaching methods that draw out the best in students and brings out their maximum potential.

## AESTHETICS 2019

'Aesthetics', Zee Learn's annual youth conclave saw yet another massive participation from students and emerging talent of industry professionals in the field of Film Making, Journalism, Animation, VFX, Gaming and Graphics. The conclave was graced by the industry luminaries and has seen an august gathering of industry professionals. The industry veterans adjudged the winners of the various categories of student competitions during the conclave.







**H I M G I R I**  
**ZEE UNIVERSITY**  
[Estd. Under Uttaranchal State Act, No. 17, 2003, Approved by UGC Under Sec. 2(f)]  
DEHRADUN



**Himgiri Zee University (HZU) is a leading UGC State Private University in Dehradun. HZU is built on a 50 acres' pristine campus. It has been awarded as the Best University in Dehradun. Himgiri Zee University has been established to meet the growing demand for trained human resources in various social, educational, scientific, technical and professional organization as to channel human energy towards sustainable economic & Social Development**

## SCHOOLS

- Agriculture, Forestry & Fisheries
- Architecture, Engineering & Sciences
- Education, Social Work & Humanities
- Media, Journalism & Film Making
- Management, Hotel Management & Law
- Vocational Studies
- Clinical Research, Pharmaceutical Sciences & Health Care Management



**Mr. Bhaichung Bhutia, former Captain of Indian Football team at HZU for the 'Fit India Movement' of PM Modi and encouraged audience to have healthy lifestyle.**



**The International Yoga Day celebrated @ HZU campus**

# AWARDS



**HIMGIRI  
ZEE UNIVERSITY**

(Established Under Uttarakhand State Act, No. 17, 2003, Approved by UGC Under Sec. 2(f))

DEHRADUN



**No. 1 Private University in Uttarakhand 2018 by Integrated Chambers of Commerce & Industry (ICCI).**



**Best Journalism & Mass Communication College in Uttarakhand 2018 by Centre for Education, Growth and Research**



**Best Hotel Management Institute in India 2019.  
Best Agriculture Institute in India 2019.**



# MOUs



# ACCREDITATIONS



Established under Uttarakhand Government State Act No. 17 of 2003 and is empowered to award Degrees, Diplomas and Certificates



Recognized by the UGC under Section 2(f)



Member of Association of Indian Universities



Approved by Bar Council of India (BCI)



Approved by the Pharmacy Council of India (PCI)



Education Program approved by the National Council for Teacher Education (NCTE)



Architecture program approved by the Council of Architecture (COA)

(HZU avails certain services from Zee Learn)





# Preschool Teacher Training Programme

## Zee Institute of Teaching Arts (ZITA)

The National Education Policy 2020 appropriately clarifies the significance of educators. The policy specifies that 'Teachers truly shape the future of our children – and, therefore, the future of our nation' thereby implying that teachers play the most important role in nation-building by creating high quality of human resource in their classrooms.

Zee Learn always believed the importance of teachers in one's life, and in order to streamline teaching as an attractive profession of choice for bright and talented young minds launched the Preschool Teacher Training Programme in the year 2016. The Programme was launched to empower the women with skills and capabilities. It aims at creating quality Early Childhood Care and Education (ECCE) educators, to bridge the existing gap between the number of teachers available and the number required. This diverse and inclusive initiative aims in enriching self-confidence and generate employment opportunities for the women.

Guided by the principle of anytime learning, Zee Learn always had the Hybrid learning model in place to cater to its huge network, this model has turned out to be a boon during the COVID 19 times. The objective of the Hybrid model was to support centers recruiting new teachers and staff during the course of the academic year. The team developed an in-depth online induction module spread over seven days covering skills, attributes and brand expectations to ensure that all the new educators have least challenges in the transition.





# PRODUCTS AND INITIATIVES







### KIDZEE DAY CARE

Kidzee Day Care is our most innovative offering which aims to provide a 'Home away from Home' for your child. We do this through unique experiences created by academicians at Kidzee to deliver essential skills critical to child development. With a playful and lively environment, we enable the right creative engagement and all round well-being of your young ones.

The structured routine at Kidzee Day Care includes some unique experiences such as Kidzee yoga, drama, self-help skills, reading, indoor and outdoor games which are conducted to enhance your child's cognitive growth. What's more is that these experiences are delivered by loving caregivers who have been trained & oriented by Kidzee.



### KIDZEE YOUNG PARENTS COLLECTIVE - MAGAZINE

The online digital magazine was initiated to be a strong source of connect with the Kidzee family at large. The objective is to create positive platforms for rollovers and continuity in the network. The magazine covers updates on Information on Early Child development, Nutrition, Parenting, Parent Child engagement activities.

### ANKURUM - POWERED BY KIDZEE

The Ankurum brand of preschool is designed with a mission to nurture young bright minds and empower lives. The brand integrates best practices from Kidzee developed by the team of researchers and academicians, Ankurum is aimed at providing a structured and quality preschool education to one and all.

Ankurum is designed to provide rural and tier 3-4 regions in India, with an opportunity to experience and reap the benefits of a branded preschool curriculum at an affordable cost.



### LEARNING WITH FUN AT KIDZEE

Setting benchmarks and addressing the needs of parents has enabled Kidzee to introduce and innovate developmental activities for children in Early Years as part of the Child kit. The Kidzee Fun and Learn activity kit enhances the child to unfold his /her capabilities and skills, exploring valuable information of the world we live through a playful learning experience.

Kidzee also introduced the Little Artists Activity Box which is an assortment of fun activities fostering growth and development of a child. The box Promotes inventive dynamism. It is age-appropriate and promotes, Language and Speech Skills, Motor and Coordination Skills, Discerning Skills, Critical Thinking and Imagination and Creative Skills.





### KIDZEE LEARNING APP

With the launch of the Kidzee Learning App, Kidzee has added an additional component to the existing digital features and service in its curriculum. The Kidzee Learning App enables the brand to extend its developmental learning horizons beyond the Kidzee center, taking its presence in the home of every child and wherever the child travels, resulting in an enriching environment and outcome, getting the child engaged in meaningful and developmental activities through the medium of digital screen play.

## The features of the Kidzee Learning App

**2** Enhancing Cognition and Conceptual understanding through 52 interactive apps. Fosters hand-eye coordination and develops the ability to follow simple instructions with cognition.

**1** Structured into 4 age appropriate levels of Play group, Nursery, Junior Kindergarten, Senior Kindergarten.

**3** Engaging story based animated 108 Audio Visuals which playfully empower the child with information and authentic learning, listening, speaking and comprehending skills in language development.

**4** Conceptual audio 42 rhymes that empower the child with information. Fosters development memory through musical and rhyming linguistic vocabulary.

**5** Phonic audio 50 rhymes. Develop authentic sounds of standalone letters, sound of diphthongs, vowel blends, consonant blends, diagraphs, graphemes, phonemes, tricky 'c' and exceptional 'g' through musical pathway.

**6** Interactive Cognition and age appropriate 48 developmental activity apps (4 categories - Matching, Colours, Puzzles and Memory) of learning content.

**7** QR coded curriculum related content and Parent -child activities





## E-INTEGRATION AT KIDZEE

### E-INTEGRATION AT KIDZEE

To support Kidzee centers recruiting new teachers and staff with training, Kidzee introduced an online induction program empowering them with information on expectations of a facilitator at Kidzee. The induction module spread over seven days' covers skills, attributes, brand expectations to ensure that every consumer and customer have least challenges in transition from one facilitator to a newly appointed facilitator.

### MLZS SANSKAAR

MLZS Sanskaar is a value based program that aims at developing students with right humanitarian values. It is a theme based program that is run across the academic year. 'SANSKAAR' aims to have a significant positive impact on students and shape up their moral values in a way that yields them to become capable citizens of the society and thus, proud Mount Literans. A Sanskaar chapter has been created in every school and the program is sent out for the schools to operate as per the schedule. The program is in its second year. Schools have taken the program online and various activities based on the themes are in operation across the network.



### MLZS LITERATI

MLZS Literati is the E-newsletter of the MLZS network that goes out every month to keep the network abreast of the wonderful activities at schools. It is a healthy anthology of creativity of all types; art, paintings, academic excellence, articles, poems in English and Hindi. Robust contributions from principals, coordinators, teachers, students and even parents make it a newsletter that is eagerly awaited. During the pandemic, the Literati has been an instrument for the creative and literary expressions of the students. The Literati is the way ahead for our budding bloggers, poets, painters, story tellers, photographers.

### MLZS CLUBS

All MLZS schools have a number of clubs that encourage the creativity and imagination of the students. These clubs meet once a week to chalk their path ahead, help nurture out of the box thinking and foster critical and logical thinking. The clubs are as varied as Abacus to Vedic Math to Literary Clubs to music clubs. Keeping the child in mind, we offer a wide variety to suit the needs of each student.





### DCP (Digital Citizenship Programme)

Digital Citizenship is a concept of using technology appropriately by teaching our students **responsible, safe and ethical** use of technology. The virtual world is exploding and schools have moved on to online schooling today. The dangers of the internet are now real. Zee Learn was visionary in making DCP a compulsory program in schools since the past few years. Our students are better prepared to handle this transition as they were trained and guided well about the cyber security and laws. DCP is also being rolled out in an online format, which will help schools run the program keeping the online model of academic delivery that is happening right now

### FLiP (FINANCIAL LITERACY PROGRAM)

Financial Literacy is an important life skill. FLiP is our in-house program aim at developing 21st century skills in our learners. The world is moving to digital and virtual monetary transactions. This program empowers the Mount Literans to understand the nuances of finance without being bogged down by terminology. FLiP will be rolled out in an online format, which will work towards helping schools modify their approach to effective delivery of this important program.



### ZEEGYASA

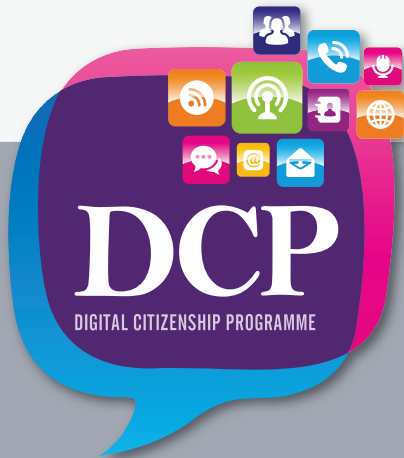
Zee Learn has initiated Zeegyasa- in house Talent Capability Building Programme for its network. The program aims to work for multilevel professional development of all stakeholders. The modules designed by internal experts will help enhance the skills and capability of everyone involved. The aim of the Programme is to equip teachers in content and pedagogical competence such that they can seamlessly blend the same into classroom practices.

### I CARE

I Care is one of the most well sustained program run by Zee Learn. This program seeks to educate and sensitize masses on child care and protect the young against mental and physical abuse, this initiative promotes an abuse free environment for children. Zee Learn considers each child as unique individual with immense potential, the I Care program involves each stakeholder and ensures to create a safe haven for every child reaching beyond the Zee Learn network.







Today's children are in a wired world. They have access to all kinds of digital media. But, as parents, we are worried about our children. We need to maintain balance between too much freedom and too much control. Also, our approach should depend on the age of the child.



## Safety in the Digital World





## AWARDS & RECOGNITION



Recognized as Premier Franchise to Watch for in 2019 by Insights Success magazine, Oct 2019



Recognized for its **outstanding contribution to quality education** in India by Business Vision Magazine, Nov 2019



Wins the award for Dream Companies to work for in Education Sector 2020 by World HRD Congress



Wins the award for National K-12 School Chain of the Year 2019 by Franchise India.



Won the National Early Child playschool chain of the year award at the 10th Annual Indian Education Award 2020, Feb 2020



Awarded National K-12 School Chain of the year at the Education Innovation Awards 2020



Wins the award for National Early Child Playschool Chain of the year 2019 by Franchise India



Wins the award for National K-12 School Chain of the Year 2019 by Franchise India.



Zee School won the Franchisor of the Year 2019 award by Franchise India



featured in the Academic Insight's "Maharashtra's top 20 Educational Institute" issue, 2019





Power of Desire



**TRA's  
Most Desired Brands 2020  
India Study  
ranks**

**ZEE LEARN**

as the

**“Most Desired Brand  
in Education”**



Congratulations and Thank you to the entire Zee Learn family for your continued support.





# CORPORATE INFORMATION

(as on October 07, 2020)

## Board of Directors

**Mr. Vikash Kumar Kar**  
Executive & Whole-Time Director  
(appointed w.e.f. 19.08.2020)

**Mr. Roshal Lal Kamboj**  
Independent Director

**Ms. Nandita Agarwal Parker**  
Independent Director

**Ms. Nanette D'sa**  
Independent Director  
(appointed w.e.f. 31.03.2020)

**Mr. Dattatraya Kelkar**  
Independent Director  
(appointed w.e.f. 30.12.2019)

**Mr. Surender Singh**  
Non Executive Non Independent Director  
(appointed w.e.f. 31.07.2020)

## Auditors

M/s MGB & Co. LLP - Chartered Accountants

## Board Committees

### Audit Committee

**Mr. Roshan Lal Kamboj** - Chairman  
(w.e.f. 03.10.2019)

**Mr. Dattatraya Kelkar** - Member  
(w.e.f. 28.01.2020)

**Ms. Nanette D'sa** - Member  
(w.e.f. 31.03.2020)

### Stakeholders Relationship Committee

**Mr. Roshan Lal Kamboj** - Chairman  
(w.e.f. 03.10.2019)

**Mr. Dattatraya Kelkar** - Member  
(w.e.f. 28.01.2020)

**Ms. Nanette D'sa** - Member  
(w.e.f. 31.03.2020)

### Nomination and Remuneration Committee

**Mr. Roshan Lal Kamboj** - Member  
(w.e.f. 03.10.2019)

**Mr. Dattatraya Kelkar** - Member  
(w.e.f. 28.01.2020)

**Ms. Nanette D'sa** - Member  
(w.e.f. 31.03.2020)

### Corporate Social Responsibility Committee

**Mr. Roshan Lal Kamboj** - Member  
(w.e.f. 03.10.2019)

**Mr. Dattatraya Kelkar** - Member  
(w.e.f. 28.01.2020)

**Ms. Nanette D'sa** - Member  
(w.e.f. 31.03.2020)

## Senior Management

**Vikash Kumar Kar**  
Chief Executive Officer  
(appointed w.e.f. 24.04.2020)

**Rakesh Agarwal**  
Chief Financial Office  
(appointed w.e.f. 07.04.2020)

**Prashant Parekh**  
Company Secretary & Compliance Officer  
(appointed w.e.f. 31.07.2020)

**Raju Sinha**  
Chief Operating Officer  
(appointed w.e.f. 01.04.2020)

**Vivek Bhanot**  
Partner Acquisitions

**Brijesh Jadia**  
Supply Chain

**Santosh Gupta**  
Information Technology

**Sandeep Shetty**  
Vocational

## Bankers

TMB | Yes Bank Limited | Axis Bank Limited | ICICI Bank Limited | IDBI Bank Limited | State Bank of India | Abu Dhabi Commercial Bank | DCB

### Registered Office

Continental Building,  
135, Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.

### Corporate Office

513/A, 5th Floor, Kohinoor City, Kiroli  
Road, Off. L.B.S. Marg, Kurla (West),  
Mumbai - 400 070

### Registrar & Share Transfer Agent

Link Intime India Private Limited  
C-101, 247 Park, L.B.S. Marg, Vikhroli West,  
Mumbai - 400083

Corporate Identity Number : L80301MH2010PLC198405 | Investor Email ID: investor\_relations@zeelearn.com | website: www.zeelearn.com

# MANAGEMENT DISCUSSION AND ANALYSIS

## Economic Overview

### Global Economic overview:

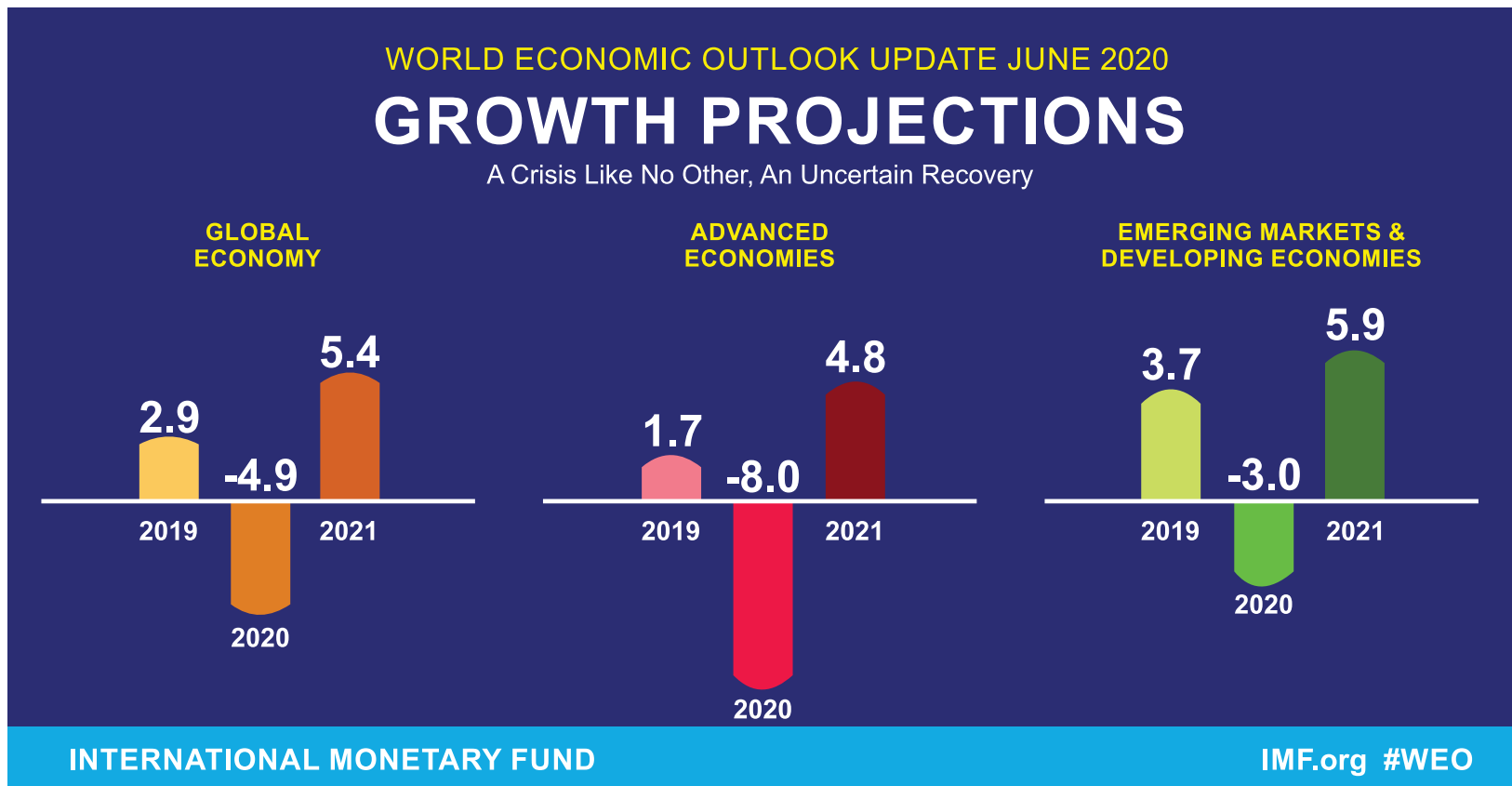
COVID-19 has triggered the deepest global recession in decades. The outbreak has pushed several Governments to enforce a sudden lockdown in order to stop the spread of the virus generating both demand and supply shock across the global economy.

While the ultimate outcome is still uncertain, the pandemic will result in contractions across the vast majority of financial development over all economies. It will also have very long term impact on labor productivity and potential output. As per the World Bank Report, the immediate policy priorities are to alleviate the human costs and attenuate the near-term economic losses. Once the crisis abates, it will be necessary to reaffirm a credible commitment to sustainable policies and undertake the reforms necessary to buttress long-term prospects. Global coordination and cooperation will be

critical. The baseline forecast envisions a 5.2 percent contraction in global GDP in 2020—the deepest global recession in eight decades, despite unprecedented policy support. Per capita incomes in the vast majority of emerging market and developing economies (EMDEs) are expected to shrink this year, tipping many millions back into poverty. The global recession would be deeper if bringing the pandemic under control took longer than expected, or if financial stress triggered cascading defaults. Since EMDEs are particularly vulnerable, it is critical to strengthen their public health care systems, to address the challenges posed by informality and limited safety nets, and, once the health crisis abates, to undertake reforms that enable strong and sustainable growth.

The pandemic highlights the urgent need for health and economic policy action—including global cooperation—to cushion its consequences, protect vulnerable populations, and improve countries' capacity to prevent and cope with similar events in the future.

*Global Economic Prospects 2020 – The World Bank*





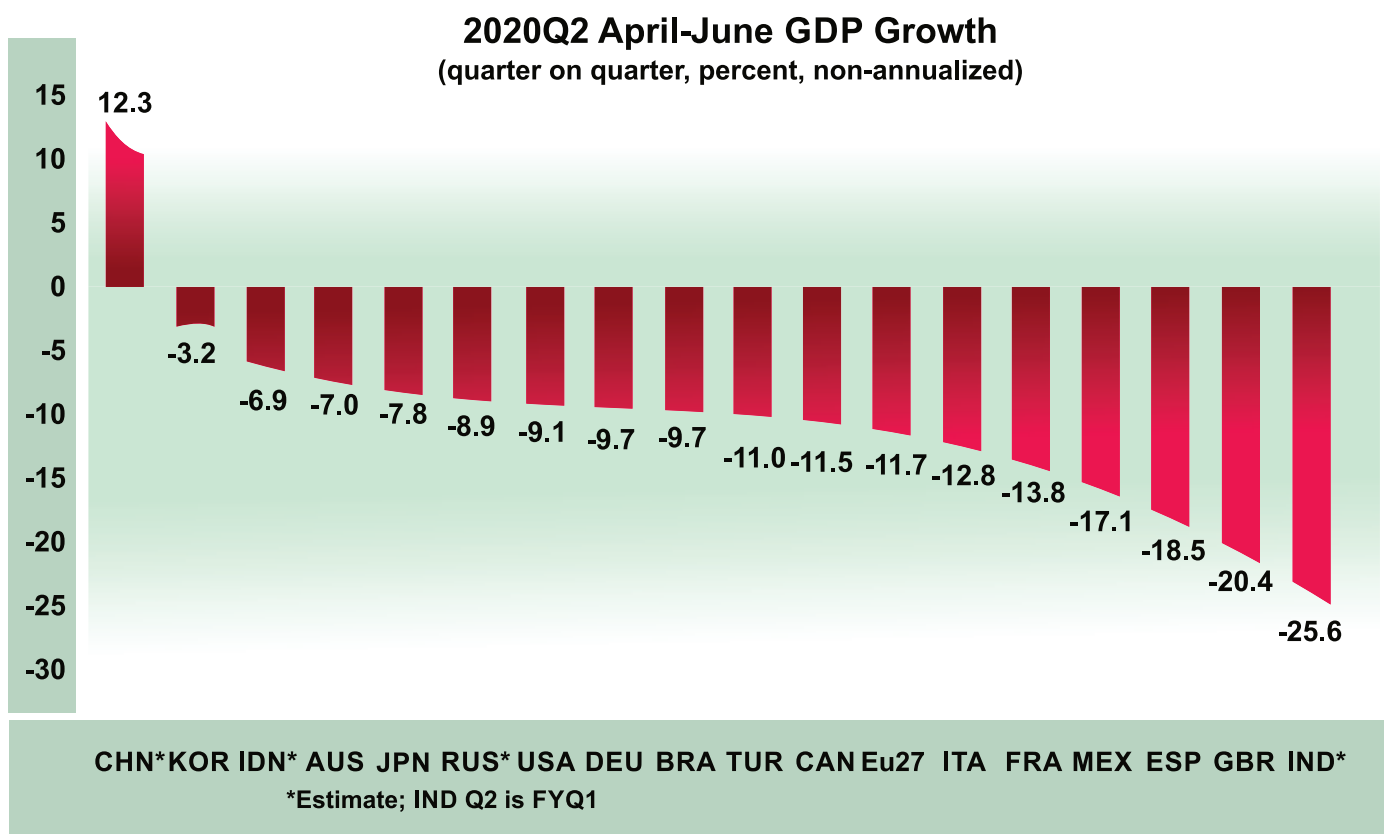
**Indian Economic Review:**

Since the 2000s, India has made remarkable progress in reducing absolute poverty. Poverty levels are estimated to have declined from 21.6 percent in 2011 to 13.4 percent in 2015 (at the international poverty line), lifting more than 90 million people out of extreme poverty. In recent years it has undertaken important reforms to spur economic growth - introducing the bankruptcy code, implementation of the GST to integrate the national market and undertook a series of reforms to ease the conduct of business.

According to the World Bank overview, growth was, already slowing when the Covid-19 pandemic struck. This was mostly due to a combination of domestic issues - including impaired balance sheets in the banking and corporate

sectors and weak growth in rural incomes – as well as the slowdown in global trade.

Before the pandemic, the economy was already decelerating. Real GDP growth had moderated from 7.0 percent in 2017-18 to 6.1 percent in 2018-19 and 4.2 percent in 2019-20. Due to long-standing structural rigidities in key input markets; continuing balance sheet stress in the banking and corporate sector, compounded more recently by stress in the non-banking segment of the financial sector; increased risk aversion among banks and corporates; a decline in rural demand; and a subdued global economy. Although the government initiated several policy actions to arrest the slowdown, the pandemic accentuated the down turn and real GDP contracted by an unprecedented 23.9 percent (year-on-year) in Q1 FY21.



*International Monetary Fund*

**Sector Review – Education Sector**

India's education sector offers a great opportunity with approximately 29 per cent of India's population in the age group of 0 to 14 years. Education sector in India is expected to reach US\$ 180 billion in FY20. India's higher education segment is expected to increase to Rs 2,44,824 crore (US\$ 35.03 billion) by 2025. India was ranked 34 among the 100 countries in English Proficiency Index 2019. Increasing internet penetration is expected to help in education delivery. As of December 2019, internet penetration in India reached 54.29 per cent.

As per the Indian Education sector report of September 2020, India has over 250 million school going students, more than any other country. It also has one of the largest networks of higher education institutions in the world. Number of colleges and universities in India reached 39,931 and 993, respectively, in FY19. India had 37.4 million students enrolled in higher education in 2018-19. Gross Enrolment Ratio in higher education reached 26.3 per cent in FY19.

Education sector in India remains to be a strategic priority for the Government. The Government has allowed 100 per cent Foreign Direct Investment (FDI) in the education sector through the automatic route since 2002. Total FDI inflow in India's education sector stood at US\$ 3.24 billion between April 2000 to March 2020 according to the data released by Department for Promotion of Industry and Internal Trade (DPIIT). In India, the edtech market is expected to reach ~US\$ 3.5 billion by 2022; received investments worth ~US\$ 1.1 billion in 2020.

**National Education Policy**

The new National Education Policy (NEP) introduced by the Indian government is making way for large scale, transformational reforms in both school and higher education sectors. The policy is built on foundational pillars of Access, Equity, Quality, Affordability and Accountability, and is aligned with the 2030 Agenda for Sustainable Development. According to Union Budget 2020-21, the Government has allocated Rs 59,845 crore (US\$ 8.56 billion) to the Department of School Education and Literacy. Revitalising Infrastructure and Systems in Education (RISE) by 2022 was announced in Union Budget 2020-21 at an outlay of Rs 3,000 crore (US\$ 429.55 million). *Press Release: PIB*

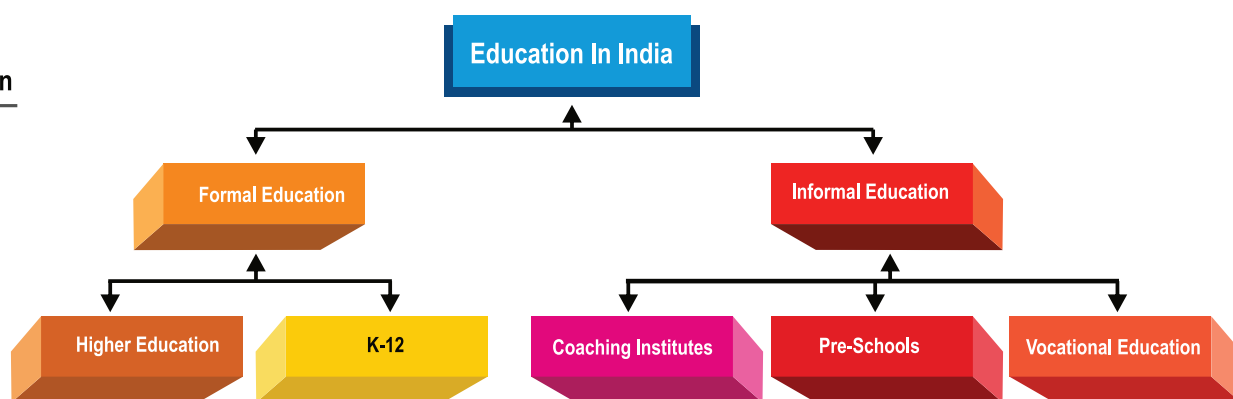
**Impact of COVID-19 on Indian Education sector**

In the beginning of 2020 the world faced a severe impact of COVID -19. The education sectors of India as well as world are badly affected by this. It has enforced the world wide lock down creating very bad effect on the students' life. Around 32 crore learners stopped to move schools/colleges and all educational activities halted in India. The education sector has been fighting to survive the crisis with a different approach and digitising the challenges to wash away the threat of the pandemic. However, the outbreak of COVID-19 has taught us that change is inevitable. It has worked as a catalyst for the educational institutions to grow and opt for platforms with technologies, which have not been used before. *Impact of Pandemic COVID-19 on Education in India-Researchgate*

The pandemic has changed the way of learning and has also impacted quality of the education. For one, virtual methods cannot replicate the atmosphere of a physical classroom. Real-time teacher-to-student and student-to-student interactions in a physical setting are part of the learning experience. The spontaneity enables teachers to present the full scope of the subject being taught. Such an interaction is hardly possible when both teachers and students are physically apart and interacting from behind a computer or mobile phone screen.

According to the study conducted by Unicef, the disruptions to everyday life mean that many young children are at home unable to attend early childhood education and care and are therefore now entirely reliant on their caregivers for nurturing care and to meet all of their developmental needs (physical, emotional, social and cognitive). This added burden on families to balance childcare and work responsibilities, compounded by economic instability and social isolation in many cases, is fertile ground for home environments characterized by toxic stress. We know that optimal brain development requires a stimulating and enriching environment, adequate nutrition, learning opportunities and social interaction with attentive caregivers. Under the current pandemic context, access to these opportunities will likely be severely restricted, compromising the healthy developmental trajectory of many children. Unsafe conditions, negative interactions and lack of educational opportunities during the early years can lead to irreversible outcomes, which can affect a child's potential for the remainder of his or her life.

**Sector Composition**



**Preschool:**

The Indian preschool market has witnessed healthy growth in recent years. Looking forward, the preschool market in India is projected to grow at a CAGR of around 18% during 2020-2024. The growth of the Indian preschool market is driven primarily by factors such as rising parent awareness for early childhood education and care, coupled with rising number of nuclear families and working women in the country. As both parents in the family are bound to be occupied with their professions, pre-schools offer a reliable system to ensure that the child's growth is not hindered due to the absence of parents.

Moreover, factors like increasing disposable income of parents and rapid urbanization has led to a rise in brand consciousness and penetration of international preschools in the country. This has resulted in the development of innovative and advanced infrastructures as well as quality education programs for preschools across the country. Additionally, with expansion in tier 2 and tier 3 cities and escalation of franchise numbers in untapped areas, the number of preschool/child care centres have significantly increased. The Government of India has also launched the National Early Childhood Care and Education (ECCE) policy, promoting pre-schooling for children in low-income households of the country. *PR newswire – The preschool childcare market in India 2024*

**K-12**

As per the recently released Household Social Consumption on Education in India Report, the aggregate household spend on private schools is approximately Rs. 1.75 lakh crore. Also, about 50% of the total school enrolments are in private school.

The Government too has introduced several initiatives to improve the quality of education and FDI in educational sector is further steering the growth in the Indian school market. Additionally, technology advancements in the method of teaching along with involvement of government and private institutions is creating opportunities in the education sector.

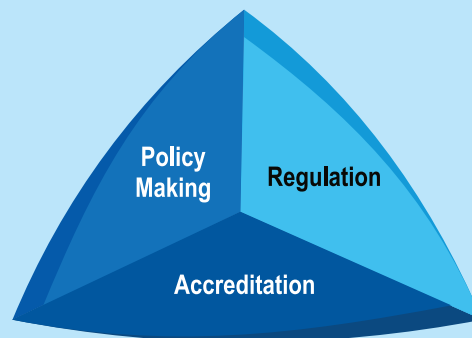
According to the India K-12 Market report 2019, Digital learning modules such as e-learning and m-learning have also revolutionized the segment over the past few years. Government initiatives to modernize the sector have also gained ground with private players and entrepreneurs undertaking investments to strengthen their position in the Indian K-12 market.

**Higher Education**

India's higher education system is the world's third-largest in terms of students, next to China and the United States. The sector has witnessed a tremendous increase in the number of Universities/University level Institutions & Colleges since independence. The Gross Enrolment Ratio (GER) of India in higher education is only 25.2% which is quite low as compared to the developed and other major developing countries. The college density (number of colleges per lakh eligible population) varies from 7 in Bihar to 59 in Telangana as compared to All India average of 28. Most of premier universities and colleges are centred in a metropolitan and urban city, thereby leading to the regional disparity in access to higher education. It is estimated that the India's higher education segment will increase to Rs 2,44,824 crore (US\$ 35.03 billion) by 2025. *Higher Education in India- Drishti IAS*

**Regulatory Framework of Higher Education in India**

- ➔ Department of Higher Education, Ministry of Human Resource Development
- ➔ Association of Indian Universities
- ➔ Central Advisory Board of Education
- ➔ State Councils for Higher Education



- ➔ University Grants Commission
- ➔ AICTE, MCI, PCI, DEC, BCI, NCTE
- ➔ ICAR, ICMR, ICSSR, CSIR
- ➔ State Regulators

- ➔ National Board of Accreditation
- ➔ National Assessment and Accreditation Council



**Coaching and Test Prep Industry:**

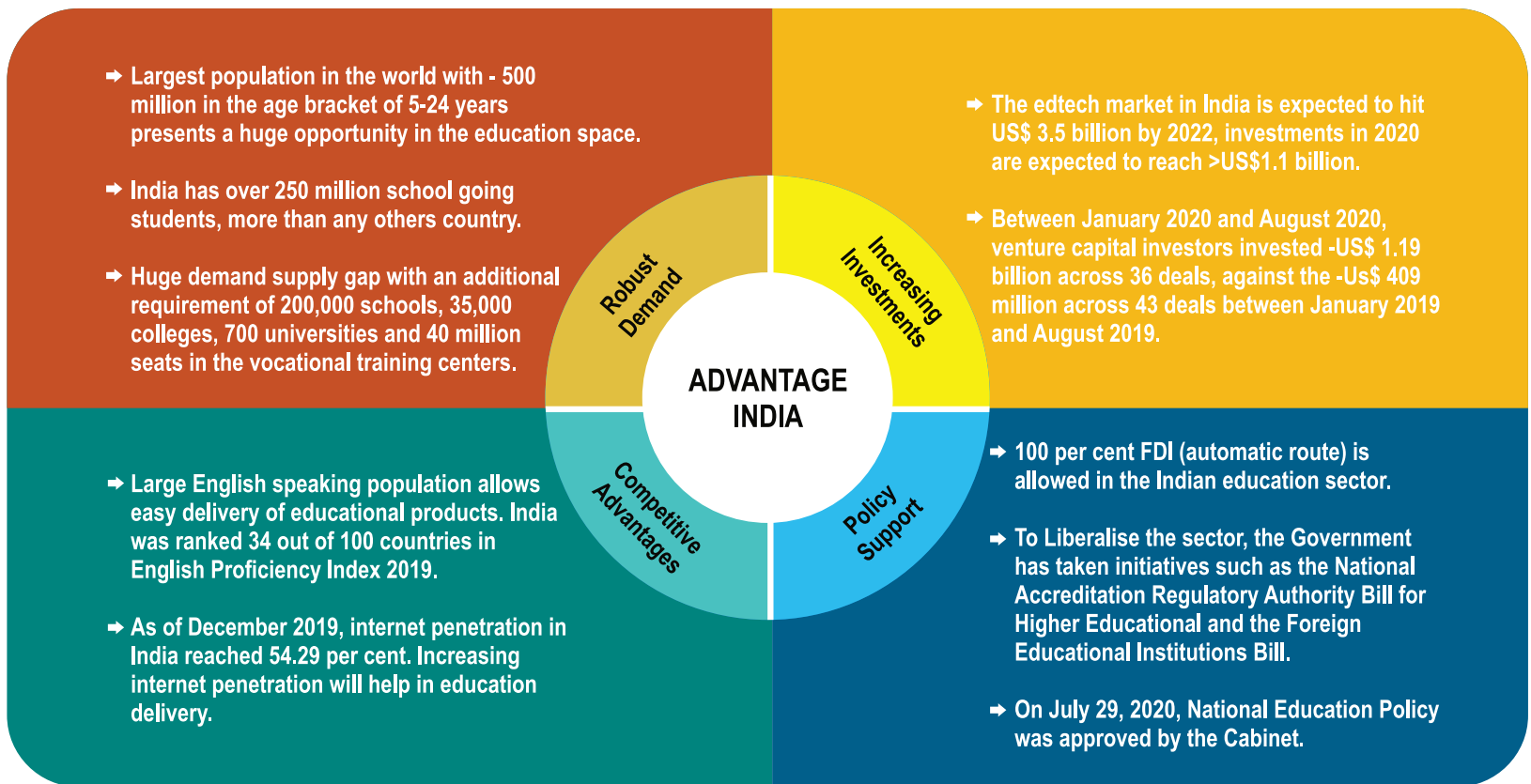
As per the research reports, market size of coaching classes in India is expected to reach USD 500 million by 2022. The coaching classes market is primarily driven by increase in number of students pursuing higher education and professional courses. Furthermore, rising preferences for the high quality education among the parents has driven the demand for coaching centers in the recent years. However, one of the key restraining factors is the lack of infrastructure for private coaching centers. Further strict regulation about the private coaching classes is another factor that restricts the growth of the private coaching centers. However, the impact of these restraining factors is minimal. Several government initiatives to promote the skill development and create employment opportunities are expected to provide opportunities for the new players to enter the coaching classes market over the forecast period. Moreover, 100% FDI approval by Govt. of India in education sector is anticipated to attract several international players to enter the Indian market in the near future.

**Training and Capacity Building:**

The World Development Report On Education (2018) states that “teacher skills and motivation both matter” and that individually-targeted, continued training is crucial to achieving learning improvements through teachers. Education forms the foundation of an equitable society. Quality education will turn the children and youth of the country into competent individuals and responsible citizens. It will equip them with the necessary mindset, values, skills, and knowledge. A country that successfully imparts high-quality education enjoys myriad benefits, and many countries in the world have already set the example. However, a dark shadow often looms large on the way to attaining quality education for the children of our country.

And it is the lack of well-trained quality teachers. Lately, there has been a growing realization among people which has brought out this truth. We understand that merely sending our children to schools will not ensure quality learning for them. The quality of an education system relies substantially on the quality of the teachers and the principals.

**Opportunities in Education sector in India**



IBEF Indian Education Sector Report – Sep'20

**Immense growth potential:**

- The Indian education sector is set for strong growth, buoyed by a strong demand for quality education.
- As per Union Budget 2020-21, the Government proposed Ind – SAT under the 'Study in India' scheme to be held in Asian and African countries

**Policy Support:**

- The Department of School Education and Literacy launched Samara Shiksha programme for schools from pre-school to class 12th, providing quality education at all levels
- Education sector in India remains to be a strategic priority of the Government. Skill India mission is aimed at skilling around 400 million youths in the country by 2022
- In October, 2019, NCERT added in its curriculum that teaching at preschools will be in mother tongue and with no homework
- In 2020, Government launched PM eVIDYA, a programme for multi-mode access to digital education. Other initiatives to be launched include Mandodharpan, New National Curriculum and Pedagogical framework, National Foundational Literacy and Numeracy Mission

**Government Initiatives:**

- An estimated investment of US\$ 200 billion is required to achieve the government's target of 30 per cent GER from the education sector by 2020.
- Under Union Budget 2020-21, the Government proposed apprenticeship embedded degree/diploma courses by March 2021 in about 150 higher educational institutions.
- DIKSHA (Digital Infrastructure for Knowledge Sharing) a national platform for school education introduced for all states and the central government for grades 1 to 12. Accessible from both the web-portal and mobile application, DIKSHA is the 'one nation; one digital platform' that offers a humungous source of e-Content through Energized Textbooks (ETBs).
- Swayam Prabha TV Channels: DTH channels are meant to support and reach those who do not have access to the internet. 32 channels are devoted to telecast high-quality educational programmes by the MHRD

**Road Ahead**

Various Government initiatives are being adopted to boost the growth of distance education market besides focusing on new education techniques, such as e-learning and m-learning.

Education sector has seen a host of reforms and improved financial outlays in recent years that could possibly transform the country into a knowledge haven. With human resource increasingly gaining significance in the overall development of the country, development of education infrastructure is expected to remain the key focus in the current decade. In this scenario, infrastructure investment in the education sector is likely to see a considerable increase in the current decade.

The Government of India has taken several steps including opening of IIT's and IIM's in new locations as well as allocating educational grant for research scholars in most Government institutions. Furthermore, with online mode of education being used by several educational organisations, the higher education sector in India is set for major change and development in the years to come. *IBEF Indian Education Sector Report – Sep'20*

**Swot Analysis done considering the impact of COVID-19 on the education industry.****Strength**

1. Redefining purpose of education
2. Developing critical approach
3. Adopting different strategic approach for learning
4. Upskilling to new technology and resources

**Weakness**

1. Lack of innovative thinking
2. Inadequate infrastructure
3. Untrained teachers
4. Unequal accessibility
5. Exam-centric assessment

**Opportunity**

1. Great opportunity for Blended learning & personalized education
2. Reskilling & Upskilling will gain momentum
3. Huge population of Gen Z
4. Easy availability of resources online

**Threat**

1. Digital learning not popular as compared to other developing countries
2. Few resources for upgradation of skills
3. Digital divide

## Business Performance Review

### PREK

Kidzee is a pioneer in Early Childhood Care and Education. It is the largest preschool chain in Asia with more than 2000 operational preschools in over 750 cities across India and Nepal. Kidzee since inception has touched the lives of more than 1 Million happy children.

All Kidzee Programs being age appropriate, integrate a cohesive learning pedagogy. Our Pedagogy, Interactive iLLUME, is designed to help children discover their unique potential and own individual learning style.

At Kidzee, children are facilitated to realise their unique abilities in a systematic, synergetic, and self-paced manner and well supported to achieve the desired learning outcomes in sync with high level social, emotional, linguistic and other developmental milestones.

Kidzee is driven by ethos of "What's Right For the Child" (WRFC), the human right of a child is premium. The right to trust, the right to gain respect and the right to live in an abuse free world is what shapes Kidzee fundamental cult and ethos.

In FY 20, Kidzee has welcomed 330 new valued Franchise Partners across

the country. Company offers Kidzee franchise to local education entrepreneurs, especially women, to run and manage Kidzee preschools.

As per the KIDZEE franchise model, The Kidzee Business Partner bears the establishment costs and pays one-time franchise fees. They also pay royalty per student under a revenue share agreement and child kit fee to the franchisor. The franchisees are provided with appropriate curriculum, content, illum materials, child kits and other support services like Teacher Training, Counsellor Training, and Education Delivery.

In FY 20, Kidzee launched an exclusive "Kidzee Day Care" Program. It is observed that nuclear families are growing at a very fast moving pace. Both working and young parents had a need to let their children be in safe hands after school as well. Catering to their requirement, Kidzee bought in a structured and well-designed day-care program to provide a second home for children. The child is not just left to eat, play and sleep but has a further overall development in speech, physical, mental, emotional skills and also learn important life skills. This program is well curated with lot of developmental activities keeping in mind children feel at Home even when they are away from Home.



#### FUN & LEARN

Kidzee also introduced a new product "Fun & Learn". Experiential Learning is a new age methodology which stimulates innovation in children. These thematic based products are exclusively designed on activities & board games which are graded for all four levels. These innovative board games are designed conceptualizing global concept of "Power of Play".



#### LITTLE ARTIST BOX

While hearing the need of parents to keep their children in line with structured activities Kidzee also launched a home connect based activity know as-"Little Artist Box". This helps children to keep themselves occupied during vacations. The Activity box is designed keeping in mind skill development in children such as Fine Motor & Coordination Skills, language & speech skills, critical thinking and enhances their imagination and creative skills.



#### YOUNG PARENT - COLLECTIVE

Kidzee launched an exclusive E-magazine "Young Parent - Collective" to enable KIDZEE parents from all over the country to come together and share their experiences associated with young children.



**“WELLNESS” PROGRAMME**



Children in today’s era are becoming increasingly susceptible to lifestyle ailments such as obesity, diabetics and asthma. Keeping this in mind Kidzee announced a holistic “Wellness” Programme. This program has a complete health check-up package for children. Kidzee tied up with area specific profound doctors and arranged for complete health check-up at the centres. The health check-up included General Health check-up, Eye-Health, Dental-Health, Dietary Assessment & Behavioural Assessment. The parents have the convenience to get all the health check at one stop at the Kidzee centre.



**KIDZEE LEARNING APP**

Kidzee also launched the new “Kidzee Learning App” which is an upgrade of our Kidzee learning tablet product. The App provides an overall exposure to children and is linked to Kidzee curriculum. It has more than 250+ age appropriate videos and apps, all curated by expert academicians of Kidzee.



In addition to the above new initiatives, at Kidzee our R & D is a continuous process and we are constantly upgrading our following existing products and programmes.

**IMAGENIE KIT:** which is based on top class augmented reality technology and is focussed on STEM development in children.



**KIDZEE APP:** to fulfil the need gap of all stakeholders – Parents, Business Partners and Teachers. The app allows data to flow seamlessly across these user groups and enables a smooth functioning of the centre.



**Preschool Teacher Training Program (PTTP):** a program to create world's best quality educators in Preschool segment.:

**K-12**

Mount Litera Zee Schools (MLZS) were born out of the cherished desire to provide holistic and all rounded education to children that prepares them for the core skills of the 21st century in tandem with the Sustainable Development Goals (SDGs) as slated by UNESCO.

The DNA of the pedagogy at MLZS is evolved out of the most child centric aspect of learning coined as WRFC i.e. “What’s right for the child”. The mission and vision of the MLZS is reflected in our well thought out curriculum amalgamated with the credits of student friendly Blended Learning Design ( Lesson Plans ) , Student Leadership Programs , Digital Citizenship Program, Financial Literacy Program, Technology enabled Classrooms that focus on children to become confident Global Citizens. Our students are groomed upon various soft skills of problem solving,

creativity, growth mindset and analytical thinking in order to face the challenges that are beyond the circumference of the textbooks and school by engaging them in activities interwoven in the daily teaching learning process.

Educators and school leaders at MLZS undergo regular planned training that would keep them abreast with the latest pedagogical advancements in the education industry so as to focus on impactful positive curriculum transactions in the classrooms and create MLZS as a 21st century learning space. Taking this ahead in alignment with the tech enabled platform, MLZS introduced an online Teacher Training Program which has trained 2000+ educators and leader educators as per a well-defined need analysis framework packaged with modules of subject specific, child protection, pedagogical ,leadership and inclusive education.

An empowered school leader would make a school successful in all spheres and keeping this thought in mind we have conducted a two-day Principal Leadership Conclave 1.0 for our Principals wherein they were elucidated with leadership strategies, PDCA (Plan, Do, Check, Act) model of work environment, data driven analysis of all fractions of school processes and distributed leadership techniques.

Lesson plans which are termed as BLDs (Blended Learning Design) are a backbone for an impactful curriculum transaction in classrooms, BLDs are well designed with constructivism and collaborative teaching strategies that assist educators at MLZS to create a holistic and application based learning space justifying the mission and vision of MLZS. In the era of smartphones and augmented learning, we at MLZS have an interesting e Learning platform and App that has been a source of interactive videos, varied quizzes, worksheets, assessments so that students and educators discover various methods of learning and teaching.

With an objective of reinforcing the values of respect, integrity, honesty, patriotism along with the regular classroom teaching and learning practices, our students are regularly sensitized through Sanskaar, a bouquet of activities that bring in the awareness of strong values among the Mount Literans and they obviously enjoy the paradigm credits of Sanskaar. In the continuity of legacy of Sanskaar at MLZS, an Essay writing competition was announced on Gandhi Jayanti with topics that invoked the essence of patriotism among the Mount Literans from all over India, the winners and participants were presented with a token of appreciation to encourage the fervor of patriotism.

To promote media literacy, reading skills and vocabulary building among the students, MLZS introduced its own fourth estate, "The Literati", newsletter that has been appreciated by the students, educators and parents at MLZS, thereby honing the logical thinking skills and creative writing skills with Mount Literans.

In order to take this unique learning system to the masses, the company partners with local educational trust from across the country who share the company's passion in furthering the cause of effective and inclusive education, to all. The company provides hand holding to its partners in various areas of school management be it infrastructure planning & development, staff recruitment & training, sales & marketing, affiliation & statutory compliances. The range of services and solutions provided by the company to its partners also includes Student Learning Resources, Blended Learning Curriculum, Teaching Materials and Assessments

In FY 20 the Company partnered with 8 new Educational Trust to set up MLZS in various parts of the country and made 2 more Mount Litera Zee Schools operational taking the total count to 130 +.

### **HIGHER EDUCATION – HZU**

In Higher education, we have a service agreement with the leading UGC approved state private university in Dehradun called the Himgiri Zee University (HZU). HZU is built on a 50-acre pristine campus and has a 7 thriving schools of Engineering & Sciences; Management & Law; Agriculture & Forestry; Education & Social work; Mass communication, Journalism and Film Making; Clinical Research & Pharmaceutical Sciences and Vocational studies, it has been awarded last year as the Best Private University in Dehradun by ICCI.

### **VOCATIONAL EDUCATION**

Vocational education helps the youth of the country to enhance their employability through skill development along with their formal education. The success of a nation always depends on the success of its youth and to meet this objective, Zee Learn offers industry ready programs through its Vocational Education brands namely Zee Institute of Creative Art (ZICA), Zee Institute of Media Arts (ZIMA) and Zee Institute of Design Art (ZIDA).

Zee Institute of Creative Art (ZICA) is India's first full-fledged Classical and Digital Animation Training Academy that offers vocational programs in Animation, Visual Effects, Gaming, Graphics and Web Design. With the addition of four new centers, ZICA now has a network of 22 centres present in 18 cities including Mumbai, Delhi+NCR, Kolkata, Bengaluru, Hyderabad, Chennai, Pune, Vadodara, Indore, Chandigarh, Bhubaneshwar, Nashik, Jaipur, Nagpur, Mangalore, Guwahati, Ranchi and Darbhanga. ZICA focuses on the application of principles of art and design and fundamentals of animation to computer based digital animation and web design. ZICA training centers are equipped with high-end animation tools, 2D animation facilities, 3D software, Visual FX Labs and Imaging Technologies. ZICA is the affiliated training partner of Media & Entertainment Sector Council (MESC). ZICA's placement cell provides placement assistance to all ZICA students across the country. ZICA students have been placed in production studios like Double Negative, Prime Focus, COSMOS Maya, Famous Studios, Creative Box, INNOV Reality, Contiloe Films, Redchillies VFX, Rockstar Games. ZICA has launched one of its kind online learning platform for its students "E-Studio" to enhance their knowledge and skills.

Zee Institute of Media Arts (ZIMA), a Film Making & Media training institute, offers professional courses in Film Making, Direction, Acting, Screenwriting, Production, Cinematography, Sound Recording, Editing, TV Journalism, Voicing & TV Presentation and other related fields for a successful career. ZIMA is India's first Steinberg Certified Center for Sound Recording & Design programs and students are trained by Steinberg Certified trainers. ZIMA is present in Mumbai, Noida and Jaipur and has launched their new center in the City of Joy – Kolkata. ZIMA has produced more than 2000 professionals who are currently working in the Media & Entertainment industry. The pedagogy adopted by ZIMA Film School for the students involve platforms like Film Appreciation, Master Mantra, ZIMA Premieres, ZIMA Film Club and ZIMA Dialogues for enhanced learning.

ZIMA & ZICA had conducted during FY20, Masterclass sessions and guest lectures by various industry professionals like Mr. Abinav Kant Chaturvedi (Bollywood actor having worked in TV Serial – Hum Log and movies like Saudagar, Suryavanshi), Ms. Madhuri Kalal (Deputy Executive Producer, ZEE Hindustan), Ms Aditi Tyagi (Deputy Editor, ZEE News), Mr. Pervez Khan (Bollywood Action Director & Stuntman), Ms Pooja Makkar (Editor – Delhi Bureau, ZEE News), Mr. K. Sethuraman (renowned Sound engineer & Acoustic Designer), Mr. Vijay Dayal (Sound Engineer, YRF Studios), Mr. Jagjeet Singh (3D Artist & AR/VR Developer), Mr. Hemant Shinde (3D Stereo, VFX & CG Film Supervisor).

Zee Institute of Design Art (ZIDA) was launched in FY 19-20 and offers vocational career programs in Fashion Design and Interior Design and creating design professionals. ZIDA also offers Test Prep programs assisting students to qualify in the entrance tests to top most design schools like NID, NIFT, IIT-IDC.

AESTHETICS 2020 - the annual youth conclave organised in Jan 2020 saw yet another massive participation of students from all ZICA & ZIMA centers across the country. The conclave was graced by the industry luminaries and has seen an august gathering of industry professionals from Shemaroo Entertainment, Adobe, Autodesk, Reliance Animation, UNITY and COSMOS Maya. The industry veterans adjudged the winners of the various categories of student competitions during the conclave.

## MANPOWER TRAINING

Corporate today spend substantial time and resources to train their employees, and most seek external help from training organizations to train their new joiners. Corporate look for the external training/skilling help to train their employees on general skills for which the outcome is difficult to measure. Even after such trainings, companies invest time & resources to get employee productive.

In this changing world of workplaces, customers today need to partner with forward looking people management partners, who would help them to source and retain inspired, trained, and motivated workforce across geographies, quickly and sustainably. Liberium, a part of Zee Learn Limited helps organisations with Human Resource Management, skilling and training. The company that has come up with innovative workforce solutions that effectively connects people potential to business requirements of organizations.

Liberium provides essential services around training, temporary staffing, lateral hiring, human resource business process outsourcing and ensures quality services by imparting better hiring, quick backfilling, soft skill training, better understanding of customer needs, absolute adherence to compliance, quick turnaround time on associate / customer queries, extending legal support to safe-guard customers' interests, besides other general service elements. Liberium was recognised for its efficient services at the Human Resource Vendors Awards 2020.

## TEST PREP / TUTORIALS

For over two decades, Mahesh Tutorials has been mentoring students for success in academics and in life. The company helps students with Secondary Education & foundation courses for competitive exams. Today Mahesh Tutorials is a market leader in the Test Prep and coaching sector along with brands like Lakshya, MT Science, MT Commerce, Mahesh PU College, Sri Gayatri Academy and Aryan Foundation. The courses designed at Mahesh Tutorials helps aspirants with Technology Aided Teaching techniques, result-oriented methodologies and a personalized guidance approach to bring out the best in them and achieve outstanding results.



## FINANCIAL REVIEW - CONSOLIDATED RESULTS

During FY20, the Company signed 330 new Kidzee Pre Schools and 8 Mount Litera Zee Schools, expanding its network to more than 750 cities in India. The Company strengthened its leadership position in the school segment with over 2000 Kidzee Pre-Schools and 130+ Mount Litera Zee K12 Schools. Through network of pre-school centres, K-12 schools and Youth centres, the Company served 230,000+ students during FY20.

### Income

The Company's total income increased by 1.3 per cent to ₹ 55,638 Lakhs in FY20 from ₹ 54,925 Lakhs in FY19.

### Expenditure

Total expenditure increased to ₹ 46,959 Lakhs in FY20 from ₹ 43,473 Lakhs in FY19.

### Operational Expenses

Operational expenses decreased to ₹ 13,754 Lakhs in FY20 from ₹ 14,537 Lakhs in FY19.

### Employee Benefit Expenses

Employee benefits expenses increased to ₹ 14,138 Lakhs in FY20 from ₹ 13,981 Lakhs in FY19 on account of annual salary hike.

### Other Expenditure

Other expenditure decreased by 10 per cent to ₹ 6,752 Lakhs in FY20 from ₹ 7,435 Lakhs in FY19 largely on account of reduction in Marketing, advertisement and publicity expenses, travelling and conveyance expenses and legal and professional expenses.

### Finance Costs

Finance costs increased to ₹ 5,905 Lakhs in FY20 from ₹ 4,731 Lakhs in FY19 on account of INDAS adjustment of Lease

### Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased to ₹ 6,411 Lakhs in FY20 from ₹ 2,789 Lakhs in FY19 on account of IND AS adjustment of Lease

### EBIDTA

The EBIDTA increased by 7 per cent to ₹ 16,839 Lakhs in FY20 from ₹ 15,771 Lakhs in FY19.

EBIDTA % to Operating Revenue increases to 33 per cent in FY 20 from 30 per cent in FY 19.

## SOURCE OF FUNDS

### Share Capital

The equity share capital increased by ₹ 0.14 lakhs from ₹ 3,260.79 lakhs as on March 31, 2019 to ₹ 3,260.93 lakhs as on March 31, 2020 on account of issuance of equity shares to employees under employee stock ownership plan.

### Other Equity

Other equity saw an increase of ₹ 3,963.42 Lakhs from ₹ 39,853.77 Lakhs as on March 31, 2019 to ₹ 43,817.19 Lakhs as on March 31, 2020 largely on account of Net Profits earned during the year.

### Non-Current Liabilities

Non-Current liabilities saw an increase of ₹ 2,885 Lakhs from ₹ 57,063 Lakhs as on March 31, 2019 to ₹ 54,178 Lakhs as on March 31, 2020

### Non – Current Financial Liabilities

Financial Liabilities saw an increase of ₹ 171 lakhs from ₹ 35,082 Lakhs as on March 31, 2019 to ₹ 35,252 Lakhs as on March 31, 2020 majorly on account new INDAS adjustment of Lease liabilities.

### Non – Current Other Liabilities

Other Liabilities saw decrease of ₹ 3,056 Lakhs from ₹ 21,982 Lakhs as on March 31, 2019 to ₹ 18,925 Lakhs as on March 31, 2020 largely on account of discounting of security deposit received at present value as per INDAS.

### Current Liabilities

Current liabilities saw an increase of ₹ 5,141 Lakhs from ₹ 29,622 Lakhs as on March 31, 2019 to ₹ 34,763 Lakhs as on March 31, 2020 on account of new INDAS adjustments of Lease liabilities.

## APPLICATION OF FUNDS

### Non-Current Assets

Non-Current Assets saw a net increase of ₹ 10,374 Lakhs from ₹ 126,602 Lakhs as on March 31, 2019 to ₹ 136,976 Lakhs as on March 31, 2020 on account of new INDAS asset created as Right of Use asset.

### Current Assets

Current assets saw a decrease of ₹ 6,028 Lakhs from ₹ 21,302 Lakhs as on March 31, 2019 to ₹ 15,274 Lakhs as on March 31, 2019 largely on account regrouping of loans.

## STANDALONE RESULTS

### Income

The Company's total income achieved at ₹ 21,831 Lakhs in FY20 from ₹ 22,662 Lakhs in FY19.

### Total Expenditure

Total expenditure decreased by 9.5 per cent to ₹ 12,715 Lakhs in FY20 from ₹ 13,993 Lakhs in FY19 largely on account of operational cost and other expenses.

### Operational Expenses

Operational Expenses decreased by 30 per cent to ₹ 3,365 Lakhs in FY20 from ₹ 4,826 Lakhs in FY19 commensurating to decrease in sales.

### Employee Benefit Expenses

Employee benefits expenses increased by 4 per cent to ₹ 3,059 Lakhs in FY20 from ₹ 2,952 Lakhs in FY19 on account annual salary hike.

### Other Expenditure

Other expenditure decreased by 22.8 per cent to ₹ 2,967 Lakhs in FY20 from ₹ 3,841 Lakhs in FY19 largely on account of Ind AS impact towards rental charges and reduction of freight cost and legal and professional charges.

### Finance Costs

Finance costs increased by 23 per cent to ₹ 2,452 Lakhs in FY20 from ₹ 1,997 Lakhs in FY19 on account of INDAS adjustment.

### Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased by 131 per cent to ₹ 872 Lakhs in FY20 from ₹ 377 Lakhs in FY19 on account of Ind AS adjustment.

### EBIDTA

EBIDTA increases 7 per cent at ₹ 10,046 lakhs in FY 20 from ₹ 9,359 lakhs in FY 19.

EBIDTA % to operating revenue increases to 51.68 per cent in FY20 from 44.61 per cent in FY 19

### Profit After Tax

The profit after tax increased by 11 per cent to ₹ 6,862 Lakhs in FY20 from ₹ 6,170 Lakhs in FY19.

PAT % to operating revenue increases to 35.30 per cent in FY20 from 29.41 per cent in FY19.

## SOURCE OF FUNDS

### Share Capital

The equity share capital increased by ₹ 0.14 Lakhs from ₹ 3,260.79 Lakhs as on March 31, 2019 to ₹ 3,260.93 Lakhs as on March 31, 2020.

### Other Equity

Other equity saw an increase of ₹ 6,477 Lakhs from ₹ 38,015 Lakhs as on March 31, 2019 to ₹ 44,492 Lakhs as on March 31, 2020 largely on account of Net Profits earned during the year.

### Non-Current Liabilities

Non-Current liabilities saw a decrease of ₹ 860 Lakhs from ₹ 21,703 Lakhs as on March 31, 2019 to ₹ 20,842 Lakhs as on March 31, 2020.

**Non – Current Financial Liabilities**

Financial Liabilities saw an increase of ₹ 498 Lakhs from ₹ 13,236 Lakhs as on March 31, 2019 to ₹ 13,734 Lakhs as on March 31, 2020 on account of INDAS adjustment.

**Non – Current Other Liabilities**

Other Liabilities saw a decrease of ₹ 1,359 Lakhs from ₹ 8,467 Lakhs as on March 31, 2019 to ₹ 7,108 Lakhs as on March 31, 2020 largely on account of discounting of security deposit received at present value as per INDAS.

**Current Liabilities**

Current liabilities saw an increase of ₹ 2,153 Lakhs from ₹ 13,780 Lakhs as on March 31, 2019 to ₹ 15,933 Lakhs as on March 31, 2020 on account of INDAS adjustment.

**APPLICATION OF FUNDS****Non-Current Assets**

Non-Current Assets saw a net increase of ₹ 17,714 lakhs from ₹ 52,322 Lakhs as on March 31, 2019 to ₹ 70,036 Lakhs as on March 31, 2020 on account new INDAS asset created as Right of Use asset.

**Current Assets**

Current assets saw a decrease of ₹ 9,944 Lakhs from ₹ 24,437 Lakhs as on March 31, 2019 to ₹ 14,493 Lakhs as on March 31, 2020 on account of regrouping of loans.

**Internal Controls**

The company has in place adequate internal control systems, commensurate with its size and nature of operations so as to ensure smoothness of operations and compliance with applicable legislation. The company has a well-defined system of management reporting and periodic review of business to ensure timely decision-making. Internal audit is conducted by professionally qualified financial personnel, which conducts periodic audits/review to maintain a proper system of checks and control. The management information system (MIS) forms an integral part of the company's control mechanism. All operating parameters are monitored and controlled. Any material change in the business outlook is

reported to the Board. Material deviations from the annual planning and budgeting, if any, are reported to the board on quarterly basis.

**HUMAN RESOURCE**

The HR strategy of Zee Learn is aligned with the overall strategy of the company. Zee Learn hires the best fit talent to meet the current and future requirements of the business. We continue to improve our talent acquisition processes to effectively support our business strategy. Zee Learn has built a progressive people environment which fosters a culture of meritocracy with an emphasis on caring for employees. The high calibre talents are identified, developed and rewarded to make them committed and capable of achieving Zee Learn's business goals.

At Zee Learn the employee engagement efforts are inclusive and empowering. We believe that an informed workforce is an empowered workforce. To enable employees, contribute effectively to organization growth, we have in place various channels that create awareness, foster dialogue, and provide opportunities for them to give feedback.

Zee Learn in the FY 19-20 was recognised as the Great Place to work and has been consistently recognised as the Dream Company to Work For by World HRD Congress establishing itself as an Employer of the Choice in the industry.

**Corporate Social Responsibility (CSR)**

CSR at Zee is all about creating sustainable programs that actively contribute to and support the social and economic development of the society. In line with this intent, your Company has adopted a unified approach towards CSR at Essel Group level, wherein CSR contributions of eligible Essel group entities are pooled in, to fund high cost long-term projects that help build Human capital and create lasting impact on the society

Through the year, Kidzee continued its commitment of standing for 'What's Right For Child' through its Child Abuse Prevention initiative I Care. A module designed to educate and sensitize adults about child abuse, it teaches to recognize incidence and prevent it further. As a policy, all adults in the centre including teachers and support staff are trained under I Care. Zee Learn aims to create an abuse-free and nurturing environment for every child.



## Key Ratios

### Ratios where there has been significant changes from FY19 to FY20

Consolidated	Ratio	
	FY20	FY19
Debtors Turnover Ratio	8.63	15.30
Inventory Turnover	8.92	12.93
Interest Coverage	1.77	2.74
Current Ratio	39.47%	62.65%
Debt Equity Ratio	58.33%	70.51%
Operating Profit Margin	20.26%	25.10%

For the purpose of calculation, Average Debtors (Average of opening and closing) and Average Inventory (Average of Opening and Closing) has been considered.

### Ratios where there has been significant changes from FY19 to FY20

Standalone	Ratio	
	FY20	FY19
Debtors Turnover Ratio	9.52	13.76
Inventory Turnover	2.18	4.29
Interest Coverage	3.74	4.50
Current Ratio	89.93%	170.12%
Debt Equity Ratio	37.37%	43.90%
Operating Profit Margin	47.20%	42.81%
Net Profit Margin	35.30%	29.41%

For the purpose of calculation, Average Debtors (Average of opening and closing) has been considered.

The changes has been discussed in detailed in financial analysis

## OPPORTUNITIES AND RISK AND CONCERNS

### OPPORTUNITIES

- Large population with rapid urbanisation, increased disposable incomes and dual working families
- Positive approach of the Government towards the education sector
- Launch of National Education Policy and other various schemes across the educational sector
- Huge opportunity to tap the rural market
- Blended learning and personalised education becoming a reality
- Reskilling and upskilling gaining momentum

### RISK AND CONCERNS

- Fewer kids will go back to school when schools re-open once the lockdown on schools is uplifted
- Social distance may lead to some getting 'socially distant, thus impacting effective learning outcomes
- Increased competition from unorganised players restricting increase in fees and compensating for increased expenses
- Limited availability of quality teachers

## Business Outlook

The Company continues to maintain a strong position in preschool and K-12 business in the FY20. The resilient performance owes to operational capabilities, world class service deliverables, strong franchise network, resource optimization and rich product portfolio. The Company's focus remains on improving business performance while driving synergies across its platforms.

The Company through its varied forays including Early Childhood Care and Education (ECCE), K-12 School Education, Youth and Vocational education, Test Prep and tuition courses is playing a pivotal role in India's education

system. The new initiatives started by the company in last financial year are being well received by the children, parents, franchisee partners and all other stakeholders and the Company is confident that it will continue to grow its business and is committed to create long-term value for its students, parents, franchisees and shareholder.

As the Indian education industry goes through a churn driven by digital disruption, the Company is happy to report that parents are responding positively towards the tech of the network. The Company's investments in research and innovation, deep domain and contextual knowledge, intellectual property and recognitions from relevant industry bodies are key influencers to the uninterrupted growth.

Though the outbreak of COVID-19 in mid of March'20 marked an unprecedented disruption, the operating margins on the full year basis improved on the backdrop of strong performances during FY20. Despite significant challenges, the Company demonstrated the strength of its operating fundamentals by taking the torch of learning forward without disruption for its network that spans across the country.

The fallout of COVID-19 has been very challenging for the education sector and the rapid transition from classroom to the virtual space was not easy, however, the Company has been successful in meeting the pedagogical and cognitive needs of the students from the safety of their homes, by delivering and executing the blended learning resources and digital content curated by its seasoned academic professionals. During the pandemic the company continued to engage with its stakeholders through various digital tools and engagements. The company is committed to provide support and best services to our business partners during this testing times and is grateful for the confidence and support that the partners have placed on it.

The Company remain highly focused on cash flows and liquidity management and is confident that its broad portfolio of products / services with its ability to execute its commitments will help to navigate through the current economic uncertainties.





# Directors' Report

To,  
The Members of  
**Zee Learn Limited**

Your Directors take pleasure in presenting the Tenth Annual Report of the Company together with Audited Financial Statements for the year ended March 31, 2020. This report states compliance as per the requirements of the Companies' Act, 2013 ("the Act"), the secretarial standards, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other rules and regulations as applicable to the Company.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013 ('the Act'), in relation to the Audited Financial Statements for the Financial Year 2019-2020, your Directors confirm that:

a) The Financial Statements of the Company - comprising of the Balance Sheet as at March 31, 2020 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis

following applicable accounting standards and that no material departures have been made from the same;

- b) Accounting policies selected were applied consistently and the judgments and estimates related to these financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020, and of the profits of the Company for the year ended on that date;
- c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- d) Requisite internal financial controls to be followed by the Company were laid down and that such internal financial controls are adequate and operating effectively; and
- e) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## FINANCIAL PERFORMANCE

The Financial performance of your Company for the year ended March 31, 2020 is summarized below:

( ₹ In Lakhs)

Particulars	Standalone – Year ended		Consolidated – Year ended	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Revenue from Operations	19,437.24	20,977.80	51,482.78	51,724.64
Other Income	2,393.32	1,683.96	4,155.40	3,200.46
<b>Total Income</b>	<b>21,830.56</b>	<b>22,661.76</b>	<b>55,638.18</b>	<b>54,925.10</b>
Total Expenses	9,391.17	11,618.99	34,643.74	35,954.00
<b>Operating Profit/Loss</b>	<b>12,439.39</b>	<b>11,042.77</b>	<b>20,994.44</b>	<b>18,971.10</b>
Less: Finance Cost	2,451.91	1,997.13	5,904.91	4,730.99
Less: Depreciation	872.08	377.19	6,410.60	2,788.54
<b>Profit/Loss before Tax &amp; exceptional items</b>	<b>9,115.40</b>	<b>8,668.45</b>	<b>8,678.93</b>	<b>11,451.57</b>
<b>Less : Exceptional items</b>	<b>-</b>	<b>-</b>	<b>3,114.65</b>	<b>-</b>
<b>Profit/Loss before Tax</b>	<b>9,115.40</b>	<b>8,668.45</b>	<b>5,564.28</b>	<b>11,451.57</b>
Provision for Taxation (Net)	2,253.48	2,498.86	3,052.81	3,114.22
<b>Profit/Loss after Tax</b>	<b>6,861.92</b>	<b>6,169.59</b>	<b>2,511.47</b>	<b>8,337.35</b>
Less : Appropriations				
Transferred to Debenture Redemption Reserve	203.13	406.25	203.13	406.25
Interim/ Final Equity Dividend	326.09	326.07	326.09	326.07
Tax on Interim / Final Equity Dividend	67.03	67.02	67.03	67.02
<b>Balance Carried To Balance Sheet</b>	<b>6,265.67</b>	<b>5,370.25</b>	<b>1,915.22</b>	<b>7,538.01</b>

There have been no material changes and commitments that have occurred after close of the financial year till the date of this report, which affect the financial position of the Company. Based on the internal financial control framework and compliance systems established in the Company, the work performed by Statutory, Internal, Secretarial Auditors and reviews performed by the management and/or relevant Audit and other Committees of the Board, your Board is of the opinion that the Company's internal financial controls were adequate and working effectively during financial year 2019-20.

### DIVIDEND

With a view to conserve financial resources in an environment of heightened uncertainty caused by COVID-19 Pandemic, the Board of Directors of the Company has not proposed any dividend for the year ended March 31, 2020. Your Company has not paid any Interim Dividend during the financial year under review.

### BUSINESS OVERVIEW

With the motto of building the nation through education, your Company is constantly contributing in the field of education across age groups, all the while maintaining its core values of integrity, ownership, leadership, trust and continuous learning. We believe that every child has a unique and infinite potential and we are committed to help children realise their capabilities.

FY20 was a landmark year for Kidzee as it continued its growth story and crossed 1967 operational centres. During FY20, Mount Litera Zee Schools (MLZS) continued its growth story with 139 operational schools.

Your Company delivered on its promise of sustained profitability and improving on margins and has shown growth in profit after tax. Company registered Standalone Revenue of Rs. 1,943.7 Mn in FY20 compared to Rs. 2,097.8 Mn in FY19. Operating EBITDA stood at 1004.6 Mn in FY20, compared to Rs. 935.9 Mn in FY19 (up by 7%). EBITDA % to operating revenue increases to 52% in FY20 from 45% in FY 19. PBT stood at Rs. 911.5 Mn in FY20, compared to Rs. 866.8 Mn in FY19 (up by 5%). PAT stood at Rs. 686.2 Mn in FY20, compared to Rs. 616.9 Mn in FY19 (up by 11 %). PAT % to operating revenue increases to 35% in FY20 from 29% in FY19.

Company registered Consolidated Revenue of Rs. 5,563.8 Mn in FY20, compared to Rs. 5,492.5 Mn in FY19. Operating EBITDA stood at Rs. 1,683.9 Mn in FY20, compared to Rs. 1,577.1 Mn in FY19 (up by 7%). EBITDA % to Operating Revenue increases to 33% in FY 20 from 30% in FY 19. PBT stood at Rs. 867.9 Mn in FY20, compared to Rs. 1145.2 Mn in FY19. PAT stood at Rs. 251.1 Mn in FY20, compared to Rs. 833.7 Mn in FY19.

The improved performance is a result of sustained growth in the business, despite of tough economic conditions. Numerous innovative and state-of-the-art technological measures were undertaken for driving efficiencies in running its preschool and K-12 school operations, under the brand names of 'Kidzee' and 'Mount Litera Zee School' respectively.

### SHARE CAPITAL

During the year under review, your Company had allotted 14,000 Equity Shares of Re. 1/- each upon exercise of Stock Options by the Option grantees under the Employee Stock Option Scheme. This has resulted an increase in the paid-up equity share capital of the Company from Rs. 32,60,78,725/- to Rs. 32,60,92,725/- comprising of 32,60,92,725 equity shares of Re. 1/- each.

### NON-CONVERTIBLE DEBENTURES

Your Company had allotted 650 (Six Hundred Fifty) Rated, Unlisted, Redeemable, Non-Convertible Debentures ("Debentures" Or "NCDs") of the Face Value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) Each, for cash, aggregating upto Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) in terms of the Information Memorandum circulated on Private Placement Basis on which Credit Analysis & Research Limited (CARE) has revised the rating from CARE AA+ (CE) (credit watch with negative implications) to CARE AA (CE) (credit watch with negative implications).

### GLOBAL DEPOSITORY RECEIPTS

During the Financial year 2013-14, Global Depository Receipts (GDRs) offer of the Company for 56,17,977 GDRs opened for subscription at an issue price of US\$ 3.56 per GDR representing 5,61,79,770 fully paid Equity Shares Re. 1/- each of the Company (each GDR representing 10 Equity Shares). Upon subscription of the GDR, the Company Issued and allotted 5,61,79,770 fully paid Equity Shares of Rs. 19.50 per share underlying Global Depository Receipts ("GDRs") on May 21, 2013. 5,61,79,770 Global Depository Receipts have been listed on the Luxembourg Stock Exchange since May 24, 2013. As at March 31, 2020, no GDRs have remained outstanding, as all the GDRs have been converted into the underlying equity shares w.e.f. January 15, 2018 which forms part of the existing paid up share capital of the Company.

### EMPLOYEES STOCK OPTION SCHEME

Your Company has implemented an ESOP scheme called ZLL ESOP 2010 –AMENDED 2015 Scheme in accordance with the SEBI (Share Based Employees Benefits) Regulations, 2014 for grant of stock options to its eligible employees of the Company and its Subsidiary/ies. The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employee Stock Option Scheme of the Company.

The applicable disclosures under Regulation 14 of the SEBI (Share Based Employees Benefits) Regulations, 2014, relating to the Scheme are posted in Investor Relations section on the Company's website [www.zeelearn.com](http://www.zeelearn.com).

During the year under review, 39,62,181 Stock Options were granted on October 22, 2019. These options when vested as per the terms and conditions of the Scheme entitled the option holder to apply for and be allotted equal number of equity shares of face value of Rs. 1/- each at an exercise price of Rs. 18.70 per share respectively being the closing market price of the equity shares of the Company on the National Stock Exchange of India

Limited as on October 18, 2019. Since the options have been granted at the market price, the intrinsic value at grant is Nil and hence there is no charge to the Profit and Loss account. These options will vest in a phased manner over a period of 3 years beginning 2020, and may be exercised within a maximum of four years from the date of vesting, subject to terms and conditions of the Scheme and the grant letter. Your Directors believe this Scheme will help create long term value for shareholders and operate as long term incentive to attract and retain senior managerial talent.

### **SUBSIDIARY COMPANY/IES**

As at March 31, 2020, your company had three wholly owned subsidiaries, namely, Digital Ventures Private Limited; Academia Edificio Private Limited; and Liberium Global Resources Private Limited, one subsidiary MT Educare Limited and seven step down subsidiaries.

In compliance with Section 129 of the Companies Act, 2013, a statement containing requisite details including financial highlights of the operations of all subsidiaries is annexed to this report.

In accordance with Indian Accounting Standard AS110 – Consolidated Financial Statements read with Indian Accounting Standard AS 28 – Accounting for Investments in Associates, and Indian Accounting Standard 111 – Financial Reporting of Interests in Joint Ventures, the audited Consolidated Financial Statements are provided in and forms part of this Annual Report as per IndAs format.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements including the consolidated financial statements and related information of the Company and audited accounts of each of the subsidiaries are available on the website of the Company [www.zeelearn.com](http://www.zeelearn.com). These documents will also be available for inspection during business hours at the Registered Office of the Company.

### **Material Subsidiary:**

The Board has adopted a Policy for determining Material Subsidiaries in accordance with the requirements of Regulation 16(1)(C) of the Listing Regulations. The Policy, as approved by the Board, is uploaded on the Company's corporate website [www.zeelearn.com](http://www.zeelearn.com). In terms of the criteria laid down in the Policy and as per the definition of material subsidiary provided in Regulation 16(1)(c) of the Listing Regulations, Digital Ventures Private Limited and MT Educare Limited is identified as 'Material', based on the Company's Consolidated Financial Statements for FY 2019-20.

### **Business Responsibility Report**

In terms of Regulations 34 of the Listing Regulations, Business Responsibility Report for FY 2019-20 detailing various initiative taken by the Company on the environmental, social and governance front in prescribed format forms part as a separate section of this Annual Report.

## **CORPORATE GOVERNANCE & POLICIES**

Your Company is in compliance with the Corporate Governance requirements mentioned in Listing Regulations. In terms of Schedule V of Listing Regulations, a detailed report on Corporate Governance along with Compliance Certificate issued by Mrs. Mita Sanghavi, Practicing Company Secretary is attached and forms an integral part of this Annual Report. All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2019-20. A declaration to this effect signed by the Chief Executive Officer of the company is contained in this Annual Report. The Chief Executive Officer and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the SEBI LODR Regulations and the said certificate is contained in this Annual Report. Management Discussion and Analysis Report as per Listing Regulations are presented in separate sections forming part of the Annual Report.

In compliance with the requirements of Section 178 of the Companies Act, 2013, the Nomination & Remuneration Committee of your Board had fixed various criteria for nominating a person on the Board which inter alia include desired size and composition of the Board, age limits, qualification / experience, areas of expertise and independence of individual. Your Company has also adopted a Remuneration Policy; salient features whereof is annexed to this report.

In compliance with the requirements of Companies Act, 2013 and Listing Regulations, your Board has approved various Policies including Code of Conduct for Directors & Senior Management, Material Subsidiary Policy, Insider Trading Code, Document Preservation Policy, Material Event Determination and Disclosure Policy, Fair Disclosure Policy, Whistle Blower and Vigil Mechanism Policy, Related Party Transaction Policy and Remuneration Policy. All these policies and codes have been uploaded on Company's corporate website [www.zeelearn.com](http://www.zeelearn.com). Additionally, Directors Familiarisation Programme and Terms and Conditions for appointment of Independent Directors can be viewed on Company's corporate website [www.zeelearn.com](http://www.zeelearn.com).

## **CORPORATE SOCIAL RESPONSIBILITY**

In compliance with requirements of Section 135 of the Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee (CSR Committee). The CSR Committee as on March 31, 2020 comprised of Dr. Manish Agarwal, Independent Director as Chairman, Mr. Roshan Lal Kamboj, Independent Director, Mr. Dattatraya Kelkar, Independent Director and Ms. Nanette D'sa, Independent Director as Members.

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.



CSR at Zee Learn is all about creating sustainable programs that actively contribute to and support the social and economic development of the society. In line with this intent, your Company has adopted a unified approach towards CSR at Essel Group level, wherein CSR contributions of eligible Essel group entities are pooled in, to fund high cost long-term projects that help build Human capital and create lasting impact on the society. The Report on CSR activities is given at Annexed to the Directors' Report.

### **I Care Seminars for creating awareness about prevention of child abuse**

Through the year, Zee Learn continued its commitment of standing for 'What's Right For Child' through its Child Abuse Prevention initiative "I Care". It's a module designed to educate adults about child abuse, it teaches to recognise incidence and prevent it further.

As a policy, all adults in the centre including teachers and support staff are trained under I Care. This is further taken to parents and this year, Zee Learn took this initiative to the community at large by conducting events at RWAs and Corporates.

The entire Zee Learn network comprising of preschools and schools across the country aims to sensitise maximum adults in their catchments about the incidence of Child Abuse thereby aiming to create an abuse-free and nurturing environment for every child.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Company has a balanced Board with combination of Executive and Non-Executive Directors. Your Board currently comprises of 6 Directors including 4 (four) Independent Directors, 1 (one) Non-Executive Director and 1 (one) Executive Director. Independent Directors provide their declarations both at the time of appointment and annually confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and Listing Regulations. During FY 2019-2020, your Board met 4 (four) times details of which are available in Corporate Governance Report annexed to this report.

During the year under review:

1. Ms. Sangeeta Pandit resigned as Independent Director with effect from October 1, 2019 citing health issues and increasing personal commitments.
2. Mr. Himanshu Modi resigned as Chairman and Non-Executive Director with effect from January 7, 2020
3. Dr. Manish Agarwal ceased to be an Independent Director with effect from business closing hours of March 31, 2020 on completion of his term as an Independent Director.
4. Mr. Roshan Lal Kamboj was appointed as an Additional Director in the category of Independent Director with effect from May 17, 2019.

5. Mr. Dattatraya Kelkar was appointed as an Additional Director in the category of Independent Director with effect from December 30, 2019.
6. Ms. Nanette D'sa was appointed as an Additional Director in the category of Independent Director with effect from March 31, 2020.

The Independent Directors who resigned during the year have confirmed that there were no other material reasons other than those provided in their resignation letter(s).

Subsequent to March 31, 2020 following changes took place to the Board:

1. Mr. Ajey Kumar resigned as Managing Director with effect from closing hours on August 18, 2020.
2. Mr. Surender Singh was appointed as Additional Director in the category of Non-Executive Director with effect from July 31, 2020.
3. Mr. Vikash Kumar Kar was appointed as Additional Director of the Company with effect from August 19, 2020. He was also appointed as Executive Director designated as Whole-Time Director for a period of 5(five) years with effect from August 19, 2020 subject to approval of members at the ensuing AGM.

Your Board places on record its appreciation for contribution of Mr. Ajey Kumar, Ms. Sangeeta Pandit, Mr. Himanshu Modi and Dr. Manish Agarwal as Directors.

None of the Directors are liable to retire by rotation at the ensuing Annual General Meeting of the Company. Based on the recommendations made by Nomination and Remuneration Committee, the Board appointed Mr. Roshan Lal Kamboj as an Additional Director in the category of Non-Executive Independent Director for a period of three (3) years w.e.f. May 17, 2019. The members of the Company at their 9th Annual General Meeting held on September 26, 2019 approved appointment of Mr. Roshan Lal Kamboj as Non-Executive Independent Directors for a term of three (3) years w.e.f. May 17, 2019 upto May 16, 2022.

As per Section 161 of the Act, Mr. Dattatraya Kelkar, Ms. Nanette D'sa, Mr. Surender Singh and Mr. Vikash Kumar Kar shall hold office as Directors of the Company till ensuing AGM. Your company has received notice from member(s) proposing their appointment and requisite proposals seeking your approval for the appointment of these Directors forms part of the Notice of ensuing AGM. Your Board recommends these proposals for approval of the shareholder's.

The information as required to be disclosed under the Listing Regulations in case of appointment / re-appointment of the director, if any, is provided in Report on Corporate Governance annexed to this report and in the notice of the ensuing Annual General Meeting.

The disclosure in pursuance of Schedule V to the Companies Act, 2013 and SEBI Listing Regulations pertaining to the remuneration, incentives etc. to the Directors is given in the Corporate Governance Report.

### Changes in Key Managerial Personnel:

During the year under review Mr. Umesh Pradhan resigned from the post of Chief Financial Officer w.e.f. the close of business hours of October 7, 2019. Accordingly, the Key Managerial Personnel of the Company as on March 31, 2020 comprises of Mr. Ajey Kumar, Managing Director, Mr. Debshankar Mukhopadhyay, Chief Executive Officer and Mr. Bhuatesh Shah, Company Secretary and Compliance Officer.

Subsequent to March 31, 2020 following changes took place in Key Managerial Personnel:

1. Mr. Debshankar Mukhopadhyay ceased to be Chief Executive Officer of the Company with effect from April 23, 2020.
2. Mr. Vikash Kumar Kar was appointed as Chief Executive Officer of the Company with effect from April 24, 2020.
3. Mr. Rakesh Agarwal was appointed as Chief Financial Officer of the Company with effect from April 7, 2020.
4. Mr. Bhuatesh Shah ceased to be Company Secretary with effect from May 12, 2020.
5. Mr. Prashant Parekh was appointed as Company Secretary with effect from July 31, 2020
6. Mr. Ajey Kumar ceased to be Managing Director with effect from closing hours on August 18, 2020.
7. Mr. Vikash Kumar Kar was appointed as Additional Director in the category of Executive Director designated as Whole-Time Director with effect from August 19, 2020.

### BOARD EVALUATION

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated. Based on such report of the meeting of Independent Directors and taking into account the views of directors the Board had evaluated its performance on various parameters such as Board composition and structure, effectiveness of board processes, effectiveness of flow of information, contributions from each Directors, etc.

### BOARD COMMITTEES

In compliance with the requirements of Companies Act, 2013 and Listing Regulations, your Board had constituted various Board Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

Details of the constitution of these Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. [www.zeelearn.com](http://www.zeelearn.com). Details of scope, constitution, terms of reference, number of meetings held during the year under review along with attendance of Committee Members therein form part of the Corporate Governance Report annexed to this report.

### AUDITORS

#### STATUTORY AUDITOR

M/s. MGB & Co. LLP, Chartered Accountants (Firm Registration No. 101169W/W-100035) were appointed as statutory auditors of the company, since inception i.e. from FY 2009-10. In terms of their appointment made at the 9th AGM held on September 26, 2019, they are holding office of the auditors up to the conclusion of the ensuing 10th AGM and hence, would retire at the conclusion of the forthcoming 10th AGM.

As per provisions of Section 139 of the Companies Act, 2013 ('the Act'), no listed Company shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. It further provides that an audit firm which has completed its two terms of five consecutive years, shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.

Since, M/s. MGB & Co. LLP, Chartered Accountants, will complete its two terms of five consecutive years as Statutory Auditors of the Company at the ensuing AGM, the Company required to appoint a new auditor in place of retiring auditors for the Financial Year 2020-21.

Accordingly, as per the said requirements of the Act, M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants (Firm Registration No. 102860W/W100089) are proposed to be appointed as Statutory Auditors for a period of a term of 5 years commencing from the conclusion of ensuing AGM till the conclusion of the AGM to be held for the financial year 2024-25, subject to approval of the Members.

M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee and the Board of Directors have recommended the appointment of M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants, as statutory auditors of the Company from the conclusion of the ensuing AGM till the conclusion of the AGM to be held for the financial year 2024-25, to the shareholders.

### Report of Statutory Auditors'

For the FY 2019-20, the Auditors of the Company have issued modified opinion in its report on the Financial Statements of the Company and forms part of this Annual Report.

During the year the Statutory Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

### COST AUDITOR

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, amended rules, 2014, the cost audit records maintained by the Company in respect of its education services, other than such similar services falling under philanthropy or as part of social spend which do not form part of any business is required to be Audited.

Your Directors had, on the recommendation of the Audit Committee and on ratification of its Members appointed M/s Vaibhav P Joshi & Associates, Cost Accountants (Firm Registration No 101329) for conduct of audit of the cost records of the Company for the financial year 2020-21.

### SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Mrs. Mita Sanghavi, Practicing Company Secretaries to undertake the Secretarial Audit of the Company.

The Secretarial Auditor has conducted an audit as per the applicable provisions of the Companies Act, 2013 and Regulation 24A of the Listing Regulations.

The Secretarial Audit Report given by the Secretarial Auditor in Form No. MR-3 as per the provisions of Section 204 of the Companies Act, 2013 read with Rules framed thereunder for the financial year ended March 31, 2020 has been annexed to this Board Report and forms part of the Annual Report.

### Annual Secretarial Compliance Report

In compliance with the Regulation 24A of the Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Company has undertaken an audit for the Financial Year 2019-20 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly issued by Mrs. Mita Sanghavi, Practicing Company Secretaries has been submitted to the Stock Exchanges within the prescribed timelines.

The report of Secretarial Auditor and Annual Secretarial Compliance Report do not contain any qualification, reservation or adverse remark or disclaimer or modified opinion.

### Compliance of the Secretarial Standards

The Company has complied with applicable Secretarial Standards on Meeting of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India.

### DISCLOSURES

#### i. Particulars of loans, guarantees and investments :

Particulars of loans, guarantees and investments made by the Company required to be disclosed in the Annual Accounts of the Company pursuant to Para A of Schedule V of the Listing Regulations and under section 186 (4) of the Companies Act, 2013 are contained in Note No. 40 to the Standalone Financial Statements which forms part of this Annual Report.

#### ii. Transactions with Related Parties :

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Information on material transactions with related parties pursuant to Section 134(3)(h) of the Act, read with rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC-2 is annexed to this report.

#### iii. Risk Management:

The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks.

#### iv. Internal Financial Controls:

Internal Financial Controls includes policies and procedures adopted by the company for ensuring orderly and efficient conduct of its business, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

The Company has in place a proper and adequate Internal Financial Control System with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

#### v. Deposits:

The Company has not invited or accepted any deposits within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), from public during the year under review. Therefore, no amount of principal or interest was outstanding, as on the balance sheet closure date.



**vi. Extract of Annual Return:**

The extract of Annual Return in Form MGT-9 as required under Section 92(3) of the Act read with Companies (Management & Administration) Rules, 2014 is annexed to this report.

**vii. Sexual Harassment:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the year under review no complaints on sexual harassment was received.

**viii. Regulatory Orders:**

No significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future.

**ix. Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:**

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOP referred to in this Report.
- c) Neither the Managing Director nor the Whole-time Directors of the Company received any remuneration or commission from any of its subsidiaries.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Your Company is engaged in the business of delivering learning solutions and training to entire spectrum of the society from toddler to teens through its multiple products. Since this business do not involve any manufacturing activity, most of the information required to be provided under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable. However, the information as applicable are given hereunder:

**Conservation of Energy:**

- (i) Steps taken or impact on conservation of energy
- (ii) Steps taken by the Company for utilizing alternate sources of energy
- (iii) Capital investment on energy conservation equipment's

Your Company being a service provider requires minimal energy consumption and every endeavor has been made to ensure optimal use of energy and avoid wastages and conserve energy as far as possible.

**Technology Absorption:**

- (i) The efforts made towards technology absorption
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)
  - a. The details of technology imported
  - b. The year of import
  - c. Whether the technology been fully absorbed
  - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof
- (iv) The expenditure incurred on Research and Development

In its endeavor to deliver the best to its users and business partners, your Company has been constantly active in harnessing and tapping the latest and best technology in the industry.

**FOREIGN EXCHANGE EARNING AND OUTGO:**

During the year under review, there were no Foreign Exchange Earnings and the particulars of Foreign Exchange out go is given in Note no. 50 of the Notes to Accounts forming part of the Annual Accounts.

**PARTICULARS OF EMPLOYEES**

Requisite disclosures in terms of the provisions of Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 along with statement showing names and other particulars of the employees drawing remuneration in excess of the limits prescribed under the said rules is annexed to this report.

**ACKNOWLEDGMENTS**

Your Board takes this opportunity to place on record their appreciation for the dedication and commitment of employees shown at all levels, Franchisees and Business Partners that have contributed to the success of your Company. Your Directors also express their gratitude for the valuable support and co-operation received from the Central and State Governments including Ministry of Human Resource Development and other stakeholders including Bankers, Financial Institutions, Investors, Service Providers as well as regulatory and government authorities.

**CAUTIONARY STATEMENT:**

Statements in the Board's Report and the Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied. Important factors that could affect the company's operations include significant political and / or economic environment in India, tax laws, litigations, interest and other costs.

**For and on behalf of the Board**

Place: Mumbai  
Date: October 7, 2020

**Vikash Kumar Kar**  
Whole-Time Director & CEO  
DIN:07418787

**Nanette D'sa**  
Director  
DIN:05261531

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES AS PER THE COMPANIES ACT, 2013 FOR THE YEAR ENDED MARCH 31, 2020**

(₹ in lakhs)

Name of the Subsidiary	Digital Ventures Private Limited	Academia Edificio Private Limited	Liberium Global Resources Private Limited	MT Educare Limited (Consolidated)
Share capital	501.00	0.10	0.10	7222.81
Reserves & surplus	31082.85	(2.99)	701.04	(1229.90)
Non-Controlling Interest	0	0	0	16231.25
Total assets	75161.43	1.06	1911.19	40361.71
Total Liabilities	42577.58	3.94	1210.05	25360.36
Investments	0	0	409.16	643.12
Turnover (Revenue from Operations)	3504.90	0	8735.64	20516.47
Profit/(loss) before taxation and exceptional items	202.38	(0.88)	333.25	(719.17)
Profit/(loss) before taxation	202.38	(0.88)	333.25	(3833.82)
Provision for taxation	0	0	88.55	710.78
Profit after taxation	202.38	(0.88)	244.70	(4544.60)
Proposed Dividend	0	0	0	0
% of shareholding	100%	100%	100%	59.12%

**Notes:**

1. The Company does not have any Associate/Joint Venture.

For and on behalf of the Board

Place: Mumbai  
Date: October 7, 2020

**Vikash Kumar Kar**  
Whole-Time Director & CEO  
DIN:07418787

**Nanette D'sa**  
Director  
DIN:05261531



**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)  
ACTIVITIES FOR THE FINANCIAL YEAR 2019-20**

1	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	CSR activities at Zee Learn are carried out as per the CSR Policy with primary focus on Education, Health Care, Women Empowerment and Sports.
2	The Composition of the CSR Committee as on March 31, 2020.	<ol style="list-style-type: none"> <li>1. Dr. Manish Agarwal, Independent Director (Chairman)</li> <li>2. Mr. Roshan Lal Kamboj, Independent Director</li> <li>3. Mr. Dattatraya Kelkar, Independent Director</li> <li>4. Ms. Nanette D'sa, Independent Director</li> </ol>
3	Average net profit of the company for last three financial years (Amount in Rs. )	Rs. 54,42,32,340
4	Prescribed CSR Expenditure (two percent of the amount as in item 3 above) (Amount in Rs.)	Rs. 1,08,84,647
5	Details of CSR spent during the financial year: (1) Total amount to be spent for the Financial Year (2) Amount unspent , if any; (3) Manner in which the amount spent during the financial year :	Rs. 1,08,84,647 Rs. 1,08,84,647 Please refer note 6 below
6	Reason for not spending entire CSR amount	Due to non-availability of suitable CSR proposals during the year in line with the CSR policy of the company, the amount of CSR unspent shall be carried forward to the next financial year and shall be spent for funding suitable CSR projects in future.

The CSR committee certifies that the implementation and monitoring of the CSR policy is in compliance with the CSR objectives and policy of the company.

**PARTICULARS OF REMUNERATION OF EMPLOYEES**

{Pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

A. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the financial year, ratio of remuneration of Directors to the median remuneration of employees and comparison of remuneration of each KMP against Company's standalone performance:

Name of Director/ Key Managerial Personnel	Remuneration Total (₹ In Lakhs)	% increase in Remuneration	Ratio of Director's remuneration to median remuneration	Comparison of remuneration of each KMP against Company's Performance	
				% of Turnover	% of Net Profit Before Tax
<b>Non- Executive Directors</b>					
**Manish Agarwal\$	5.00	9%	0.7 : 1	NA	NA
***Roshan Lal Kamboj\$	4.37	NA	0.6 : 1	NA	NA
Nandita Agarwal Parkar\$	5.00	11%	0.7 : 1	NA	NA
^Dattatraya Kelkar\$	1.27	NA	0.2 : 1	NA	NA
^^Nanette D'sa\$	0.01	NA	0 : 1	NA	NA
<b>Managing Director</b>					
*Ajey Kumar	200.16	NA	28 : 1	1.03%	2.20%
<b>Key Managerial Personnel</b>					
@Debshankar Mukhopadhyay	77.07	5.32%	NA	0.40%	0.85%
# Umesh Pradhan	55.99	NA	NA	0.29%	0.61%
&Bhautesh Shah	17.86	1.13%	NA	0.09%	0.20%

\$ Independent Directors remuneration represents Commission and excludes Sitting Fees

\* Mr. Ajey Kumar was re-designated/appointed as Managing Director from Executive Director w.e.f. October 1, 2018. No remuneration was paid to him as Executive Director upto October 1, 2018 during FY 2018-19. The remuneration paid to him during FY 2019-20 is for the entire year and hence % increase in remuneration for 2019-2020 is not comparable with earnings of previous FY 2018-19 since he was paid remuneration for a part period only in FY 2018-19. The Managing Director was working in the capacity of Professional Director and hence is not governed, to that extent, by the applicable limits prescribed under the Companies Act, 2013 and Rules framed thereunder, as amended from time to time. The remuneration also constitutes the value of perquisite calculated upon exercise of ESOPs during the year, if any. Mr. Ajey Kumar resigned as Managing Director w.e.f. closing business hours on August 18, 2020.

\*\* Dr. Manish Agarwal ceased to be Director w.e.f. closing business hours on March 31, 2020

\*\*\*Mr. Roshan Lal Kamboj was appointed w.e.f. May 17, 2019. Hence % increase in remuneration not calculated.

^Mr. Dattatraya Kelkar was appointed w.e.f. December 30, 2019. Hence % increase in remuneration not calculated.

^^ Ms. Nanette D'sa was appointed w.e.f. March 31, 2020. Hence % increase in remuneration not calculated.

@Mr. Debshankar Mukhopadhyay ceased to be CEO and KMP w.e.f. April 23, 2020.

# Mr. Umesh Pradhan ceased to be CFO and KMP w.e.f. October 7, 2020. His % increase in remuneration has not been calculated as he has worked only for part of the year.

& Mr. Bhautesh Shah ceased to be Company Secretary and KMP w.e.f. May 12, 2020.

Sl. No.	Requirments	Disclosure
1	The Percentage increase in median remuneration of employees in Financial Year	8 %*
2	Number of permanent employees on the rolls of the Company	289 (as on March 31, 2020)
3.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average annual increase in the salaries of employees other than managerial personnel during the year was 12.62% while the average increase in managerial remuneration during the year was not comparable due to proportionate earnings.
4.	Affirmation that the remuneration is as per the remuneration policy of the Company.	The Company affirms that the remuneration is as per the remuneration policy of the Company.

\*Perquisite values on ESOP exercised by employees have not been included for this calculation

#### B. Particulars of Employees whose remuneration exceeded Rs. 1.02 crore per annum or Rs. 8.5 lakhs per month during FY 2019-20

1. Employed throughout the year and in receipt of remuneration aggregating Rs. 1.02 crore or more per annum.

Sr. No.	Employee Name	Age	Designation	Qualification	Total Exp	Remunerations	Last Employment Name
1.	Ajey Kumar	48	Managing Director	B.E, M.B.A	25	2,00,16,352	Essel Corporate Resources LLP

2. Employed part of the year and in receipt of remuneration aggregating Rs. 8.5 lakhs or more per month

There are no employees who were employed part of the year and in receipt of remuneration aggregating Rs. 8.5 lakhs or more per month.



**3. Details of Remuneration# of Top ten Employees for the year 2019-20**

Sr. No	Employee Name	Age	Designation	Qualification	Total Exp	Remunerations	Last Employment Name
1	*Debshankar Mukhopadhyay	50	Chief Executive Officer	B.Com, PGDBM	23	77,06,774	Manipal Global Education Service
2	\$Umesh A Pradhan	51	Chief Financial Officer	B.Com, ICWA	30	55,98,968	Balaji Telefilms
3	Vikash Kumar Kar	41	Chief Human Resources Officer	B.Sc, MBA	19	52,02,012	MSCI Services Private Limited
4	Brijesh Jadia	47	Head - Supply Chain & Commercial	B.E, MBA	23	36,00,503	Ingersoll Rand International
5	Vivek Bhanot	46	Business Head - SAT	B.Sc, MBA	24	29,49,286	Millennium Education Management Pvt. Ltd.
6	Santosh Gupta	43	Head Information Technology	M.Com, MCA	22	28,80,271	Capgemini India Pvt Ltd
7	~Sumit Mishra	47	Business Head - MLZS	B.Tech, PGDM	21	28,22,725	Millennium Education Management Pvt. Ltd.
8	@Shyam Sunder Gudimella	41	Head Content and Curriculum	B.Sc, PGDM	18	27,67,334	Reliance Jio Infocomm Ltd
9	Sandeep Shetty	47	Head - Vocational Business	B.Sc	25	24,10,903	APG Learning
10	^Avinash Kundalia	47	National Franchise Development Manager - Kidzee	B.com, MBA	26	20,91,158	ICICI Bank Ltd

# The sum includes the value of perquisite calculated upon exercise of ESOPs during the year, if any.

\* Debshankar Mukhopadhyay (Chief Executive Officer) left the Company w.e.f. July 22, 2020.

\$ Umesh Pradhan (Chief Financial Officer) left the Company w.e.f. October 7, 2019.

~ Sumit Mishra (Business Head - MLZS) left the Company w.e.f. January 20, 2020.

@ Shyam Sunder Gudimella (Head Content and Curriculum) left the Company w.e.f. December 31, 2019.

^ Avinash Kundalia (National Franchise Development Manager – Kidzee) left the Company w.e.f. October 7, 2019.

**PARTICULARS OF RELATED PARTY TRANSACTIONS****Form AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2019-20.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

The Company has not entered into any material contracts or arrangements or transactions with its related parties which is at arm's length basis during financial year 2019-20.

**For and on behalf of the Board**

Place: Mumbai  
Date: October 7, 2020

**Vikash Kumar Kar**  
**Whole-Time Director & CEO**  
**DIN:07418787**

**Nanette D'sa**  
**Director**  
**DIN:05261531**

## EXTRACT OF REMUNERATION POLICY

The Board has approved a policy for Remuneration for Director(s) and Employees of the Company which inter alia includes:

### I Objective:

This Policy aims to attract, retain and motivate the Members of the Board of Directors, Senior Managers viz: CEO, and other employees who are at one level below the Key Managerial Personnel or Functional Heads of the Company, by remunerating them reasonably and sufficiently so as to run the operations of the Company successfully. The Policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

### ii) Guiding Principles:

The guiding principle of this Policy is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company.

While designing the remuneration package, efforts are to be made to ensure that the remuneration matches the level in comparable companies, whilst also taking into consideration requisite competencies, qualifications, industry experience, efforts required and the scope of the work.

The Nomination and Remuneration Committee while considering a remuneration package shall ensure balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The Nomination and Remuneration Committee believes that a successful remuneration policy must ensure that a significant part of the remuneration package should be linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

### iii) Remuneration of Executive Members on the Board :

Any Executive Member(s) on the Board shall be paid remuneration which shall comprise of fixed monthly basic salary, perquisites such as House Rent Allowance or furnished / unfurnished housing accommodation in lieu thereof, personal allowance, car with or without chauffeur, telephone for office as well as personal use, reimbursement of medical expenses, children education allowance, medical insurance, life insurance, meal and gift vouchers, personal accident insurance, communication and IT equipment, leave travel allowance, club membership, stock options, statutory and non-statutory

allowances such as education allowances, white goods and information technology goods allowance, helper allowance, professional development allowance, personal allowances, books and periodical allowance, entertainment allowance, business travel allowances, subscription allowances, provident fund, superannuation, national pension scheme, gratuity, leave encashment and any other allowances etc. as may be recommended by the Nomination and Remuneration Committee / Board of Directors and approved by the Members of the Company from time to time.

However, the overall remuneration of executive member(s) on the Board, where there are more than one, shall not exceed 10% of the net profit calculated in the manner provided under the Companies Act, 2013 and Rules framed thereunder, and shall not exceed 5% in case there is only one executive member on the Board. In the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of an executive member of the Board, the payment of remuneration shall be governed by the applicable limits prescribed under the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, however such applicable limits will not apply to Executive Directors working in the capacity of Professional Directors, to that extent.

Executive Members of the Board including the Managing Director, if any, shall be employed under service contracts for a period not exceeding 5 (five) years at a time, on the terms & other conditions and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Members of the Company at the General Meeting(s). Executive members of the Board shall not be eligible to receive any sitting fees for attending any meeting of the Board of Directors or Committee thereof.

### iv) Remuneration of Non-Executive Members of the Board:

The remuneration payable to Non-Executive Directors will be decided by Nomination and Remuneration Committee and approved by the Board from time to time.

The Non –Executive members / Independent Directors of the Board shall be eligible for sitting fees for attending the meetings of the Board and/ or Committees thereof, excluding Stakeholders Relationship Committee and Finance Sub- committee and reimbursement of expenses for participation in the Board and other meetings.

The remuneration payable to the Non-Executive member(s) / Independent Directors of the Board shall be limited to a fixed amount of Commission each year, as may be determined and approved by the Board based on the time devoted, contribution made in the progress and guiding the Company for future growth. Aggregate of such sum shall not exceed 1% of net profit of the year on a stand-alone basis or such sum as may be prescribed by the Government from time to time,



calculated in accordance with the provisions of the Companies Act, 2013 and relevant rules framed thereunder. The performance of the non-executive members of the Board shall be reviewed by the Board on an annual basis.

The Non-Executive Directors shall be eligible for ESOPs as per the ESOP Scheme of the Company as approved by the Nomination and Remuneration Committee from time to time.

Independent Directors of the Company shall not be entitled to any stock option issued or proposed to be issued by the Company.

v) Remuneration of Executive Management comprising of Senior Management & Key Managerial Personnel:

The Company believes that a combination of fixed and performance-linked pay to the Executive Management shall ensure that the company can attract and retain key employees. The performance-linked incentive based on Company performance and performance of the employee concerned each year shall be considered and approved by the Nomination & Compensation Committee, annually inter-alia for the Executive Management. Additionally, subject to appropriate approval of

shareholders, the Company may consider issuance of stock options to Senior Management.

The Nomination and Remuneration Committee will from time to time consider proposals concerning the appointment and remuneration of the Key Managerial Personnel and ensure that the proposed remuneration is in line with industry standards in comparable companies. Such proposals then shall be submitted to the Board for approval. The remuneration of the members of the Executive Management may consist of the following components:

- Basic salary and Allowances
- Performance linked incentive / bonus
- Stock options
- Perquisites as per rules of the Company including Company car, telephone etc.

Executive Management shall not be eligible to receive any remuneration, including sitting fees, for directorships held in any of the Essel Group of Companies, whether listed or otherwise.

### Form MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS	
i) CIN	L80301MH2010PLC198405
ii) Registration Date	04.01.2010
iii) Name of the Company	Zee Learn Limited
iv) Category / Sub-Category of the Company	Company Limited by Share / Indian Non – Government Company
v) Address of the Registered office and contact details	Continental Building, 135, Dr. Annie Besant Road Worli, Mumbai - 400 018 Tel No: +91-22-40343900 / Fax No: +91-22-26743422
vi) Whether Listed	Yes
vii) Name, Address and Contact details of Registrar and Share Transfer Agent	M/s Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai- 400083 Tel No: +91-22-49186000 Fax No: +91-22-49186060 Email : rnt.helpdesk@linkintime.co.in

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the main products/ services	% to total turnover of the company
1.	Education support services	99929200	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name, Address & CIN of the Company	% of shares held	Applicable Section
<b>A</b>	<b>Holding Company</b>		
	Nil		
<b>B</b>	<b>Subsidiary Companies</b>		
1	Digital Ventures Private Limited Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400 018 CIN U72900MH2006PTC165215	100%	2(87)
2	Academia Edificio Private Limited Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400 018 CIN U45400MH2016PTC272078	100%	2(87)
3	Liberium Global Resources Private Limited 18th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400013. CIN U74999MH2017PTC293021	100%	2(87)
4	MT Educare Limited 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080 CIN: L80903MH2006PLC163888	59.12%	2(87)

SI No	Name, Address & CIN of the Company	% of shares held	Applicable Section
<b>C</b>	<b>Stepdown Subsidiary Companies</b>		
1	MT Education Services Private Ltd. 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080 CIN U80301MH2010PTC199012	-	2(87)
2	Lakshya Forum For Competitions Private. Ltd (Formerly known as Lakshya Educare Pvt. Ltd.) 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080. CIN: U80301MH2012PTC238011	-	2(87)
3	Chitale's Personalised Learning Private Ltd. 1/14, Shefalee Co-op Society, Phiroze Shah Road, Santacruz (West), Mumbai 400054. CIN: U80301MH2009PTC197141	-	2(87)
4	Sri Gayatri Educational Services Private Ltd 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080. CIN: U80904MH2014PTC255536	-	2(87)
5	Robomate EduTech Private Ltd 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080. CIN: U74999MH2016PTC286570	-	2(87)
6	Letspaper Technologies Private Ltd. 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080. CIN: U74999MH2016PTC289017	-	2(87)
7	Labh Ventures India Private Ltd. Cedar tower No.4/3102, M. G. Link Road, Nahur, Bhandup (West), Mumbai – 400 078 CIN: U74999MH2015PTC262045	-	2(87)
<b>D</b>	<b>Associate Company</b> <b>NIL</b>		



**IV. SHAREHOLDING PATTERN ( EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**
**I) Category wise Shareholding**

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	%Change*
<b>A. Promoters</b>										
<b>(1) Indian</b>										
	Individual/HUF	0	0	0	0	0	0	0	0	0.00
	Bodies Corp.	18,06,45,073	0	18,06,45,073	55.39	15,75,68,150	0	15,75,68,150	48.32	-7.07
	<b>Sub-total (A) (1):-</b>	<b>18,06,45,073</b>	<b>0</b>	<b>18,06,45,073</b>	<b>55.39</b>	<b>15,75,68,150</b>	<b>0</b>	<b>15,75,68,150</b>	<b>48.32</b>	<b>-7.07</b>
<b>(2) Foreign</b>										
	Bodies Corp.	57,97,315	0	57,97,315	1.79	2,88,74,238	0	2,88,74,238	8.85	7.07
	<b>Sub-total (A) (2):-</b>	<b>57,97,315</b>	<b>0</b>	<b>57,97,315</b>	<b>1.79</b>	<b>2,88,74,238</b>	<b>0</b>	<b>2,88,74,238</b>	<b>8.85</b>	<b>7.07</b>
	<b>Total shareholding (A) = (A)(1)+(A)(2)</b>	<b>18,64,42,388</b>	<b>0</b>	<b>18,64,42,388</b>	<b>57.18</b>	<b>18,64,42,388</b>	<b>0</b>	<b>18,64,42,388</b>	<b>57.18</b>	<b>0.00</b>
<b>B. Public Shareholding</b>										
<b>(1). Institutions</b>										
	Mutual Funds	0	274	274	0.00	0	274	274	0.00	0.00
	Banks / FI	4,67,023	0	4,67,023	0.14	5,556	0	5,556	0.00	-0.14
	Insurance									
	Companies									
	FIs									
	Foreign Portfolio									
	Investors	7,93,75,862	3013	7,93,78,875	24.34	7,68,58,633	3013	7,68,61,646	23.57	-0.77
	<b>Sub-total (B)(1):-</b>	<b>7,98,42,885</b>	<b>3,287</b>	<b>7,98,46,172</b>	<b>24.49</b>	<b>7,68,64,189</b>	<b>3,287</b>	<b>7,68,67,476</b>	<b>23.57</b>	<b>-0.92</b>
<b>(2). Non-Institutions</b>										
<b>a) Bodies Corp.</b>										
	Indian	1,63,27,740	0	1,63,27,740	5.01	1,68,25,708	0	1,68,25,708	5.16	0.15
<b>b) Individuals</b>										
	Individual shareholders holding nominal share capital upto Rs. 1 Lac	2,73,49,433	90,175	2,74,39,608	8.42	2,79,14,657	83,930	2,79,98,587	8.59	0.17
	Individual Shareholders holding nominal share capital in excess of Rs. 1 lac	83,48,951	0	83,48,951	2.56	98,65,527	0	98,65,527	3.02	0.46
<b>c) NBFCs registered with RBI</b>										
		1,55,555	0	1,55,555	0.05	3514	0	3,514	0.00	-0.05
<b>d) Others</b>										
	Overseas									
	Corporate Bodies	123	0	123	0.00	123	0	123	0.00	0.00

Foreign Nationals	20,727	274	21,001	0.00	29,327	274	29,601	0.00	0.00
Trusts <sup>88</sup>	0	88	0.00	83	0	83	0.00	0.00	
Trust Employees	0	0	0	0.00	27	0	27	0.00	0.00
Non Resident Indians	38,51,456	98,894	39,50,350	1.21	48,52,570	96,155	49,48,725	1.52	0.31
HUF	13,96,932	0	13,96,932	0.43	12,80,222	0	12,80,222	0.39	-0.04
Other Directors	17,30,943	0	17,30,943	0.53	16,50,443	0	16,50,443	0.50	-0.03
Clearing Member	4,18,874	0	4,18,874	0.13	1,80,301	0	1,80,301	0.05	-0.08
<b>Sub-total (B)(2):-</b>	<b>5,96,00,822</b>	<b>1,89,343</b>	<b>5,97,90,165</b>	<b>18.34</b>	<b>6,26,02,502</b>	<b>1,80,359</b>	<b>6,27,82,861</b>	<b>19.26</b>	<b>0.92</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>13,94,43,707</b>	<b>1,92,630</b>	<b>13,96,36,337</b>	<b>42.82</b>	<b>13,94,66,691</b>	<b>1,83,646</b>	<b>13,96,50,337</b>	<b>42.82</b>	<b>0</b>
C. Shares held by Custodian for GDRs									
<b>Grand Total (A+B+C)</b>	<b>32,58,86,095</b>	<b>1,92,630</b>	<b>32,60,78,725</b>	<b>100.00</b>	<b>32,59,09,079</b>	<b>183646</b>	<b>32,60,92,725</b>	<b>100.00</b>	<b>0</b>

**Note:**

\* The change in percentage of share capital is due to change in total paid up capital of the company, post ESOP allotment.

**II) Shareholding of Promoters**

Sl. No.	Name of Promoters	Shareholding at the beginning of the year i.e. April 1, 2019			Shareholding at the end of the year i.e. March 31, 2020			% Change*
		No. of shares	%	% of shares pledged/encumbered to Capital	No. of shares	%	% of shares pledged/encumbered to Capital	
1	Jayneer Infrapower & Multiventures Private Limited	7,68,75,375	23.58	18.77	6,12,10,000	18.77	18.05	-4.81
2	Asian Satellite Broadcast Private Limited	6,30,52,512	19.34	16.61	5,73,93,250	17.60	16.61	-1.74
3	Jayneer Enterprises LLP	1,50,00,000	4.60	4.59	1,50,00,000	4.60	4.59	-
4	Essel Media Ventures Private Limited	1,28,61,036	3.94	3.94	1,28,61,036	3.94	3.94	-
5	Sprit Infrapower & Multiventures Private Limited	1,11,03,864	3.40	3.40	1,11,03,864	3.41	3.40	0.01
6	Essel Infraprojects Limited	17,52,286	0.54	0.00	0	0	0	-0.54
7	Essel Holdings Limited	57,97,315	1.78	0.00	2,88,74,238	8.85	0.00	7.07
	<b>Total</b>	<b>18,64,42,388</b>	<b>57.18</b>	<b>47.31</b>	<b>18,64,42,388</b>	<b>57.18</b>	<b>46.59</b>	<b>-</b>

Change in total paid up Capital of the Company, post ESOP Allotment.

\* During the year there is change in Promoters holding due to inter-se transfer of shares between Promoters

**III) Change In Promoters' Shareholding**

Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	18,64,42,388	57.18	-	-
Date wise Increase/ Decrease in promoters share holding during the year specifying the reasons for increase/ decrease			-	-
At the end of the year			18,64,42,388	57.18

Change in total paid up Capital of the Company, post ESOP Allotment.

**IV) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs & ADRs)**

Name of Shareholders	Shareholding at the beginning of the year (April 1, 2019)		Shareholding at the end of the year (March 31, 2020)	
	No. of Shares	% Equity Shares Capitals	No. of Shares	% Equity Shares Capitals
Moon Capital Trading Pte Ltd.	\$ 2,09,55,327	6.43	2,09,55,327	6.43
Polus Global Fund	\$ 2,08,56,608	6.40	2,06,27,966	6.32
Morgan Stanley Asia (Singapore) Pte	\$ 1,13,18,127	3.47	1,38,04,546	4.23
Copthall Mauritius Investment Limited	\$ 81,05,371	2.49	81,05,371	2.49
Vyoman Tradelink India Private Limited	@ 0	0	49,49,506	1.51
UBS Principal Capital Asia Ltd.	\$ 46,34,088	1.42	46,34,088	1.42
Veena Investments Pvt. Ltd.	\$ 34,49,013	1.06	34,49,013	1.06
Tarra Fund	\$ 24,62,530	0.76	24,62,530	0.76
Hornbill Orchid India Fund	\$ 31,60,000	0.97	22,93,464	0.70
JM Financial Services Limited	@ 80,659	0.02	22,74,338	0.70
Norfolk Media Solutions Private Limited	@ 0	0	21,51,220	0.65
Vittoria Fund-Sr, L.P.-Asia Portfolio	\$ 31,20,619	0.96	19,70,566	0.60

**Notes:**

The shares of the Company are substantially held in dematerialised form and are traded on a daily basis and hence date wise increase/decrease in shareholding is not indicated.

\$ denotes common top 10 shareholders as on April 1, 2019 and March 31, 2020

@ denotes common top 10 shareholders only as on March 31, 2020



## V) Change in Shareholding of Directors & KMP

Details of changes in the shareholding of Directors of the Company who held/ hold Equity Shares of the Company are as mentioned herein. None of the other Directors / Key Managerial Personnel of the Company held any Equity Shares of the Company either at the beginning of the year i.e. April 1, 2019 or at the end of the year i.e. March 31, 2020 or dealt in the Equity Shares of the Company during financial year ended March 31, 2020:

Name of Directors / KMP	Shareholding at the beginning of the year i.e. April 1, 2019			Changes		Cumulative shareholding during the year	
	No. of shares	% of Share Capital	Date	No. of Shares	Reasons	No. of Shares	% of Share Capital
*Mr. Ajey Kumar Managing Director	16,00,943	0.49	-	-	-	16,00,943	0.49
** Dr. Manish Agarwal Independent Director	49,500	0.01	-	-	-	49,500	0.01
Ms. Nandita Agarwal Parker Independent Director	-	-	-	-	-	-	-
Mr. Roshan Lal Kamboj Independent Director	-	-	-	-	-	-	-
Mr. Dattatraya Kelkar Independent Director	-	-	-	-	-	-	-
Ms. Nanette D'sa Independent Director	-	-	-	-	-	-	-
^ Mr. Debshankar Mukhopadhyay Chief Executive Officer	-	-	-	-	-	-	-
^^ Mr. Bhautesh Shah Company Secretary	-	-	-	-	-	-	-

\* Mr Ajey Kumar resigned as Managing Director of the Company w.e.f. closing hours on August 18, 2020

\*\* Dr. Manish Agarwal ceased to be Director w.e.f. closing hours on March 31, 2020

^ Mr. Debshankar Mukhopadhyaya ceased to be CEO w.e.f. April, 23, 2020

^^Mr. Bhautesh Shah ceased to be Company Secretary w.e.f. May 12, 2020

## VI) INDEBTEDNESS

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

(₹ In Lakhs)

Particulars excluding deposits	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of FY i.e., April 01, 2019				
(i) Principal Amount	13,569.91	970.91	9,140.16	23,680.98
(ii) Interest due but not paid	25.31	-	-	25.31
(iii) Interest accrued but not due	3,040.01	514.94	-	3,554.95
<b>Total (i+ii+iii)</b>	<b>16,635.23</b>	<b>1,485.85</b>	<b>9,140.16</b>	<b>27,261.23</b>
Change in Indebtness during the Financial Year				
• Addition including IND AS adjustments	1,633.71	6,210.50	-	7,844.21
• Reduction including IND AS adjustments	(8,084.64)	(35.00)	(1,535.76)	(9,655.40)
<b>Net Change</b>	<b>(6,450.93)</b>	<b>6,175.50</b>	<b>(1,535.76)</b>	<b>(1,811.19)</b>
Indebtedness at the end of FY i.e., March 31, 2020				
(i) Principal Amount	9,768.70	6,690.91	7,604.40	24,064.01
(ii) Interest due but not paid	34.92	-	-	34.92
(iii) Interest accrued but not due	380.68	970.44	-	1351.11
<b>Total (i+ii+iii)</b>	<b>10,184.29</b>	<b>7,661.35</b>	<b>7,604.40</b>	<b>25,450.04</b>

**VII) REMUNERATION OF DIRECTORS & KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole time Directors and/ or Manager**

(₹ In Lakhs)

Gross Salary (As per Income Tax Act) to Mr. Ajey Kumar@	190.73
Perquisites	-
Profits in lieu of salary	-
Total Stock Options Granted during the year	25,75,597
Stock Options Exercised during FY	-
Sweat Equity	-
Commission as % of Profit	-
Others (contribution to Provident Fund)	9.43
<b>TOTAL (A)</b>	<b>200.16</b>
Ceiling as per the Companies Act,	Within the ceiling of the Companies Act, 2013

@Mr. Ajey Kumar resigned as Managing Director of the Company w.e.f. closing hours on August 18, 2020. He was working in the capacity of professional director and hence is not governed, to the extent, by the applicable limits prescribed under the Companies Act, 2013 and rules framed thereunder, as amended from time to time. The remuneration also constitutes the value of perquisite calculated upon exercise of ESOPs during the year, if any.

**B. Remuneration to other Directors**

(Amount in ₹)

Name of Directors	Sitting Fees	Commission	Others	Total
* Dr. Manish Agarwal	2,40,000	5,00,000	-	7,40,000
** Dr. Sangeeta Pandit	1,00,000	-	-	1,00,000
Ms. Nandita Agarwal Parker	60,000	5,00,000	-	5,60,000
Mr. Roshan Lal Kamboj	1,40,000	4,37,158	-	5,77,158
Mr. Dattatraya Kelkar	80,000	1,27,049	-	2,07,049
Ms. Nanette D'sa	-	1,366	-	1,366
<b>Total</b>	<b>6,20,000</b>	<b>15,65,573</b>	<b>-</b>	<b>21,85,573</b>
Overall Ceiling as per Act	1% of Net Profits as per Section 198 of the Companies Act, 2013			

\* Dr. Manish Agarwal ceased to be Director w.e.f. closing hours on March 31, 2020

\*\* Dr. Sangeeta Pandit ceased to be Director w.e.f. closing hours on October 01, 2019

**C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD**

(Amount in ₹)

Particulars of Remuneration	Key Managerial Personnel			
	* Debshankar Mukhopadhyay CEO	# Mr. Umesh Pradhan - CFO (upto October 7, 2019)	^ Bhautesh Shah Company Secretary	Total
Gross Salary (As per Income Tax Act)	7,431,998	5,464,049	1,701,245	14,597,292
Salary	7,431,998	5,464,049	1,701,245	14,597,292
Perquisites -	-	-	-	-
Profits in lieu of salary	-	-	-	-
Total Stock Options Granted	35,000	-	13,250	48,250
Stock Options Exercised during FY	-	-	-	-
Sweat Equity	-	-	-	-
Commission-	-	-	-	-
Others (Contribution to Provident Fund)	274,776	134,919	85,176	494,871
<b>Total</b>	<b>7,706,774</b>	<b>5,598,968</b>	<b>1,786,421</b>	<b>15,092,163</b>

\* Mr. Debshankar Mukhopadhyaya ceased to be CEO w.e.f. April, 23, 2020

# Mr. Umesh Pradhan ceased to be CFO w.e.f. October 7, 2019

^ Mr. Bhautesh Shah ceased to be Company Secretary w.e.f. May 12, 2020

**VIII) PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: None**

For and on behalf of the Board

Place: Mumbai  
Date: October 7, 2020

Vikash Kumar Kar  
Whole-Time Director & CEO  
DIN:07418787

Nanette D'sa  
Director  
DIN:05261531



## COMMENTS ON QUALIFICATION MADE BY THE AUDITORS

The Directors wish to state that the Statutory Auditors of the Company has given modified opinion on the Standalone Financial Statements of the Company for the year ended 31 March 2020. The qualification in the Standalone Financial Statement and management response to the aforesaid qualification is given as under:-

	Auditors' Qualification	Management's Reply
a)	<p>The Company has non-current investment in its subsidiary company viz MT Educare Limited (MTEL) with a carrying value at cost of Rs 27,812.22 Lakhs. MTEL on a consolidated basis has a positive net worth as at 31 March 2020. Due to the prevailing unprecedented Covid19 pandemic situation and the uncertainty connected to it, the Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 "Impairment of Assets" and hence no adjustments have been considered by the Company to the carrying value of this non-current investment as at 31 March, 2020. In the absence of sufficient and appropriate audit evidence by way of such detailed and comprehensive assessment due to the current COVID-19 pandemic situation, we are unable to comment upon adjustments, if any, that may be required to the carrying value of this non-current investment on the standalone financial statements.</p>	<p>Due to the prevailing unprecedented Covid19 pandemic situation and the uncertainty connected to it, the Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 "Impairment of Assets" and hence no adjustments have been considered by the Company to the carrying value of this non-current investment as at 31 March, 2020.</p>
b)	<p>The Company has not complied with the provisions of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 relating to the submission of the results for the quarter ended 31 March 2020 to Securities and Exchange Board of India (SEBI) within the stipulated time. Penalties on account of such non compliances are presently not ascertainable and not provided for in the books of account. Consequently, we are unable to comment on the impact, if any, on the standalone financial statements.</p>	<p>The delay was due to non-consolidation of accounts of one of our subsidiary MT Educare Limited, in which Zee Learn Limited holds 59.12% stake. MT Educare has not been able to submit its audited results to us because of unavoidable situation arising due to COVID-19.</p>
c)	<p><b>Emphasis of Matter</b></p> <p>We draw attention to note 46 to the accompanying Statement that state that the management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance, and position as at and for the year ended 31 March 2020 and has concluded that there is no impact which is required to be recognized in the financial results. Accordingly, no adjustments have been made to the standalone financial statements. However, the extent of the impact of the COVID-19 pandemic on the Company's result is dependent upon future developments.</p>	<p>Considering the fact that the situation is exceptional and is changing dynamically, the Company is not in a position to gauge with certainty, the future impact on its operations. However, the Company is confident about adapting to the changing business environment and respond suitably to fulfill the needs of its business partners.</p>

Further, the Auditors of the Company in their Report have also given certain qualification on Consolidated Financial Statements of the Company for the year ended 31 March 2020. The qualified opinion of the Statutory Auditors and management reply thereto is as under:-

	Auditors' Qualification	Management's Reply
a)	<p>The consolidated financial statements as at March 31, 2020 include goodwill having carrying value of Rs 31,323.64 lakhs on acquisition of its subsidiary company viz MT Educare Ltd (MTEL). Due to the prevailing unprecedented Covid19 pandemic situation and the uncertainty connected to it, the Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 “Impairment of Assets” and hence no adjustments have been taken by the Company to the carrying value of goodwill as at March 31, 2020. In the absence of sufficient and appropriate evidence by way of such detailed and comprehensive assessment due to the current Covid19 pandemic situation, we are unable to comment upon adjustments, if any, that may be required to the carrying value of goodwill.</p>	<p>Due to the prevailing unprecedented Covid19 pandemic situation and the uncertainty connected to it, the Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 “Impairment of Assets” and hence no adjustments have been taken by the Company to the carrying value of goodwill as at March 31, 2020.</p>
b)	<p>In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated financial statements of the subsidiary reported that the subsidiary has recognized net deferred tax assets of Rs 8,154.54 Lakhs based on the estimate that sufficient taxable profits would be available in future years against which deferred tax asset can be utilized. In the opinion of the other auditor, due to uncertainty over the estimated profits for the future years arising out of the outbreak of COVID -19 and the existence of unutilized tax losses available, it is highly uncertain that MTEL and its subsidiaries would have sufficient taxable profits in future against which deferred tax asset can be utilized. Accordingly, the other auditor is unable to obtain sufficient appropriate audit evidence to corroborate the Management's assessment of recognition of deferred tax assets as at 31 March 2020. Had the deferred tax asset not been recognized, the profit for the year ended 31 March 2020 and Total Equity would have been lower by Rs. 8,154.54 lakhs.</p>	<p>The subsidiary viz. MT Educare Limited has prepared the future projections based on the business plan after discussions with various stakeholders. It is quite confident there will be sufficient taxable profits in future years against which deferred tax asset can be utilized.</p>
c)	<p>The Group has not complied with the provisions of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 relating to the submission of the results for the quarter ended 31 March 2020 to Securities and Exchange Board of India (SEBI) within the stipulated time. Penalties on account of such non compliances are presently not ascertainable and not provided for in the books of account. Consequently, we are unable to comment on the impact, if any, on the Statement.</p>	<p>The delay was due to get audited results because of unavoidable situation arising due to COVID-19.</p>
d) 1. Emphasis of Matter	<p>(i) We draw attention to note 46 to the accompanying Statement that state that the management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance, and position as at and for the year ended 31 March 2020 and has concluded that there is no impact which is required to be recognized in the financial results. Accordingly, no adjustments have been made to the standalone financial statements. However, the extent of the impact of the COVID-19 pandemic on the Company's result is dependent upon future developments.</p> <p>(ii) We draw attention to note --- of a subsidiary viz MT Educare Limited to the consolidated financial statements which states that the contracts for revenue from management services has been negotiated and the new arrangement is applicable from retrospective effect. Consequently, the revenue from management services recorded during the quarter ended 31 December 2019 amounting to Rs 910.00 lakhs has been re-measured based on renegotiation of contracts with customers which has resulted in the reversal of revenue amounting to Rs 745.33 lakhs by the management in the quarter ended 31 March 2020.</p>	<p>(i) considering the fact that the situation is exceptional and is changing dynamically, the Company is not in a position to gauge with certainty, the future impact on its operations. However, the Company is confident about adapting to the changing business environment and respond suitably to fulfill the needs of its business partners.</p> <p>(ii) The reversal is due to renegotiation of contracts with customers which has resulted in the reversal of income pertaining to quarter ended 31 December 2019 in the current quarter.</p>

# Business Responsibility Report

As per Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN)	: L80301MH2010PLC198405
2. Name of the Company	: Zee Learn Limited
3. Registered Address	: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400018
4. Website	: www.zeelearn.com
5. Email id	: investor_relations@zeelearn.com
6. Financial Year reported	: April 1, 2019 – March 31, 2020

### 7. Sector(s) that the Company is engaged in (industrial activity code-wise):

The Company is mainly engaged in the business of Education Support Services i.e. our service in core education segment range of services from Preschool to K-12 Schools and vocational education – NIC code of main products/Services (2008) - 9992900.

### 8. Three key products/services that the Company manufactures/ provides (as in balance sheet):

The Company along with its subsidiaries ("Group") is one of the most diversified premium education Group which has made its presence felt in the areas of core and supplementary education. The Group's services in core segment range from Preschools to K-12 Schools and vocational education. Under Preschool, the Group has Kidzee – Asia's largest preschool chain, Ankurum and Mount Litera World Preschool. Under the K-12 category the Group operates through Mount Litera Zee School and Mount Litera School International, which provides outstanding education through the holistic based curriculum. In the Higher Education area, we are associated with the leading state private university in Dehradun called the Himgiri Zee University.

The offerings under supplementary education range from vocational to test preparation to tutorials. Mahesh Tutorials helps students with Secondary Education & foundation courses for competitive exams. While brands Lakshya, MT Science, MT Commerce, Mahesh PU College, Sri Gayatri Academy help students with higher secondary education and entrance exams.

In the areas of vocational and skilling, the offerings are towards getting students industry ready. Zee Institute of Creative Art (ZICA), Zee Institute of Media Arts (ZIMA) and Design Art (ZIDA) are premier Animation, VFX, Film making, Journalism and design Institute with more than 20 years of experience.

The Group also offer a Teacher Training Programme that help budding teachers to deliver preschool programmes successfully for desired developmental outcomes.

In the Training and manpower area, our offering Liberium provides innovative and customized manpower solutions to corporates thereby helping them focus on their core business issues better.

### 9. Total number of locations where business activity is undertaken by the Company:

- (i) Number of International locations:  
5 Kidzee Centers in Nepal
- (ii) Number of National Locations:  
750+ for Kidzee and 110+ for MLZS

### 10. Markets served by the Company:

Preschool, K-12, Vocational and Test-Prep

## Section B: FINANCIAL DETAILS OF THE COMPANY (STANDALONE OPERATIONS)

- 1. Paid up Capital : Rs. 32,60,92,725
- 2. Total Revenue : Rs. 21,830.56 Lakhs
- 3. Total Profit after taxes : Rs. 6,861.92 Lakhs
- 4. Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit after tax (%):

Due to non-availability of suitable CSR proposals during the year the Company has not spent any amount towards CSR. However, in line with CSR policy of the Company, the amount of CSR unspent shall be carried forward to the next financial year and shall be spent for funding suitable CSR projects in future.



**5. List of activities in which expenditure in 4 above has been incurred:**

Not Applicable.

**SECTION C: OTHER DETAILS**
**1. Does the Company have any Subsidiary Company/Companies?**

As at March 31, 2020, the Company has 3 wholly owned subsidiaries, namely Digital Ventures Private Limited; Academia Edificio Private Limited and Liberium Global Resources Private Limited, one subsidiary MT Educare Limited and seven step down subsidiaries.

**2. Do the Subsidiary Company/Companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s).**

No. As of now, subsidiary companies are not engaged in BR initiatives process of the Company.

**3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity /entities (Less than 30%, 30-60%, More than 60%):**

No, other business partners of the Company do not directly participate in the Company's BR initiatives. The Company endeavors to encourage its franchisees/suppliers/distributors (wherever possible) to participate in the initiative towards BR and to adopt practices which would help them to carry out business in fair manner.

**SECTION D: BR INFORMATION**
**1. Details of Director/Directors responsible for BR:**
**a) Details of the Director/Directors responsible for implementation of the BR policy/policies:**

Sr. No.	Particulars	Details
1	DIN Number	07418787
2	Name	Vikash Kar
3	Designation	CEO & Whole Time Director
4	Telephone Number	+91 22 4034 3900
5	Email Id	compliances@zeeleran.com

**b) Details of the BR head:**

Sr. No.	Particulars	Details
1	Name	Rakesh Agarwal
2	Designation	Chief Financial Officer
3	Telephone Number	+91 22 4034 3900
4	Email Id	compliances@zeeleran.com

## 2. Principle-wise (as per NVGs) BR Policy/policies

### a. Details of Compliance (Reply in Y/N)

Sr. No.	Questions	Business Ethics	Product Responsibility	Employee Wellbeing	Shareholders Engagement	Human Rights	Environment Protection	Public & Regulatory Policy	CSR	Customer Relation
		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have a Policy/policies for	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Has the Policy been formulated in consultation with the relevant Stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Does policy conform to any national/ international standard	Policies are prepared ensuring adherence to applicable regulatory requirements and industry standards								
4.	Has the policy been approved by the board? If yes has it been signed by MD/ CEO/ appropriate Board Director?	Policies mandated under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are approved by the Board and other policies are approved by CEO								
5.	Does the Company have a specified committee of the Board/ Director/ Official to oversee implementation of the policy?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6.	Indicate the link for the policy to be viewed online	Most of the relevant policies are disseminated and uploaded for information of relevant stakeholders and employees either on Company's intranet site or on corporate website. Mandatory policies viz. CSR policy, Insider Trading Policy, Code of Conduct, Whistle Blower and Vigil Mechanism Policy etc are available on Company's website www.zeelearn.com								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, wherever applicable								
8.	Does the Company have in house structure to implement the policy	Yes								
9.	Does the Company have a grievance redressal mechanism related to the policy to address stakeholders grievances related to the policy?	Yes								
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	This one is our first BR for FY 2019-20. Policy implementation will be reviewed in the subsequent reporting periods.								

**b. If answer to the question at Sr. No 1 against any principle, is “No”, please explain why:**

Sr. No.	Questions	Business Ethics	Product Responsibility	Employee Wellbeing	Shareholders Engagement	Human Rights	Environment Protection	Public & Regulatory Policy	CSR	Customer Relation
		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	The Company has not understood the principles									
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The Company does not have financial or manpower resources available for the task				Not Applicable					
4.	It is planned to be done within next six month									
5.	It is planned to be done within next one year									
6.	Any other reason (Please specify)									

**3. Governance related to BR**

- **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year –**

The overall BR performance of the Company is accessed annually by the Management/Board of Directors and its committees, while the varied aspects of BR performance of each department/unit are assessed by the respective department/units heads on a regular basis. This is the first business responsibility report being published by the Company as part of Annual Report. The Report can also be accessed at company’s website at [www.zeelearn.com](http://www.zeelearn.com)

- **Does the Company publish a BR or sustainability Report? What is hyperlink for viewing this report? How frequently it is published?**

The BR report is/shall be available as part of Annual Report on [www.zeelearn.com](http://www.zeelearn.com).



## SECTION E: PRINCIPLE-WISE PERFORMANCE

### Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

A company's governance practices have a direct bearing on its sustainable growth. Ethics and transparency are fundamental pillars which underline our business activities. As a responsible organization, the Company does its business with utmost integrity and adheres to best governance practices. The Company's Code of Conduct for Directors and Senior Management Executives serves as a guiding tool and ensures that principles get translated into consistent practice, thereby leading the Company towards high standards of business conduct.

A Whistle Blower Policy/ Vigil Mechanism is also in place which provides a channel to the employees and Directors to report to the management, promptly and directly, concerns about unethical behaviour, actual or suspected fraud or any irregularity in the Company practices or violation of its codes and policies. The Code, policies and standards communicate our zero tolerance approach to ethical violations, and communicate our commitment and requirement for legal compliance and ethical good practice.

To ensure that all employees are well-versed with the Code, a mandatory training is provided for new recruits, and refresher workshops on anti-corruption policies and procedures are conducted for all the employees at various levels.

**1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/ Others?**

The policies are applicable to the employees at all levels, including subsidiaries. Though the Company's policies do not apply to external stakeholders including suppliers, contractors, NGOs etc., the Company follows zero tolerance on any acts of bribery, corruption etc. by such agencies during their dealings with the Company and or with any of its employees.

**2. How many stakeholders' complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

As mentioned in the Corporate Governance Report, 1 complaint was received from Shareholders during FY 2019-20, and the same have been resolved. Additionally, on an ongoing basis the complaints/ grievances/ views/ suggestions from all stakeholders are dealt with by respective functions within the Company. During the financial year, no complaints were received from any of the Company's stakeholders on ethics, transparency and accountability.

### Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

The Company's business is in compliance with applicable regulations issued by various regulatory authority from time to time.

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

The Company is engaged in the business of providing Education Support Services across India, and it addresses social and environmental concerns.

**2. For each such product, provide the following details in respect of resource use (energy, water, raw materials etc.) per unit of product (optional) including**

**a) Reduction during sourcing/production/distribution throughout the value chain and b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

Considering nature of business of the Company the said questions are not applicable to the Company.

**3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?**

Since the Company is not involved in the manufacturing activity, the reporting on sustainable sourcing is not applicable.

**4. Has Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors**

The Company wherever practically possible procure goods and services from local and small producers, which has contributed to their growth.

**5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste. (Separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

Since the Company is not involved in the manufacturing activity, it does not discharge any effluent or waste. However mindful of the need for recycling products and waste, the Company has been directing its efforts in reducing use of plastic bottles, recycling used plastic bottles etc.

**Principle 3: Business should promote the well-being of all employees**

1. Please indicate the total number of employees: 289
2. Please indicate the total number of employees hired on temporary/contractual /casual basis: 32
3. Please indicate the number of permanent women employees: 119
4. Please indicate number of permanent employees with disabilities: Nil
5. Do you have employee association that is recognized by management?

The Company does not have an employee association. However, mechanism is in place for employees to represent their issues, if any, and the same is resolved amicably.

6. What percentage of your permanent employees are members of this recognized employee association? :

Not Applicable

6. What percentage of your permanent employees are members of this recognized employee association? :

Not Applicable

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year.

During the year under review, the Company had not received any complaints relating to child labour, forced labour, involuntary labour, sexual harassment at workplace.

8. What percentage of your above-mentioned employees were given safety and skill up-gradation training in the last year?

The Company organizes various training sessions in-house on a regular basis for its employees and also sponsors its employees to attend training sessions organized by external professional bodies to facilitate upgradation of skill, of employees handling relevant functions.

**Principle 4: Businesses should respect interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**

1. Has the Company mapped its internal and external shareholders?

Yes. The Company has identified students, recruiters, franchise partners, suppliers, vendors, landlords, employees, regulatory bodies, shareholders and community at large, including the disadvantage groups and vulnerable sectors like children/women and the civil society as its stakeholders

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?

Yes, the Company has identified and is responsive to the needs of all its stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof

No

**Principle 5: Business should respect and promote human rights**

As a socially responsible organization, the Company is committed to protect and safeguard human rights. The Company has adopted several policies viz. Code of Conduct, Policy against Sexual harassment, Whistle Blower and Vigil Mechanism Policy etc which ensures that there is no violation of human rights in its conduct externally or internally.

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint ventures/ suppliers/ contractors/ NGOs/Others?

The Company has put in place a Code of Conduct and expect its stakeholders to adhere and uphold the standards contain therein.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?

There were no complaints reported on violation of any human rights during the financial year 2019-20.

**Principle 6: Business should respect, protect, and make efforts to restore the Environment**

The Company's business of providing Education Support Services have minimal impact on the environment.

1. Does the policy related to principle 6 cover only the Company or extend to the Group/Joint ventures/ suppliers/ contractors/ NGOS/ Others?

The Company's environmental, health and safety policy extends to all employees and group companies.

2. Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

No

3. Does the company identify and assess potential environmental risks? Y/N

No

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

No

5. Has Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy etc? Y/N. If yes, please give hyperlink to web page etc.

No

6. Are the Emissions/Waste generated by the Company within permissible limits given by CPCB/SPCB for the financial year being reported?

Not applicable

7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as of end of financial year.

Nil

**Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. Is your Company a member of any trade and chambers or association? If yes, name only those major ones that your business deals with.

No

2. Have you advocated/lobbied through above associations for advancement or improvement of public good? Yes/No; If yes, specify the broad areas

No

**Principle 8: Businesses should support inclusive growth and equitable development**

Corporate Social Responsibility (CSR) at Zee Learn is all about engaging in long term sustainable programs that actively contribute to and support the social and economic development of the society. Accordingly, as a unified approach towards CSR at Essel Group level and with an intent to support long term projects focused on developing and empowering society.

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8?

CSR activities at Zee Learn are carried out as per the CSR Policy with primary focus on Education, Health Care, Women Empowerment and Sports.

2. Are the programmes/projects undertaken through in-house team/ own foundation/ external NGO/government structures/any other organisation?

To facilitate identifying long-term CSR projects and monitoring implementation, the CSR Committee of the Company was reconstituted which oversees and monitor CSR spends of the Company.

3. Have you done any impact assessment of your initiative?

The CSR activities are placed before the CSR Committee for its review and assessment.

4. What is Company's direct contribution to community development projects-Amount in INR and the details of the projects undertaken?

Refer details of CSR contributions in the Annual report on CSR forming part of this Annual Report.





**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?**

Yes

**Principle 9: Business should engage with and provide value to their customers and consumers in a responsible manner**

The Company is committed to providing the best learning experience to its students and fulfilling the business needs of its franchise partners to the utmost level. All activities of the Company are targeted to provide value to its customers.

**1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year?**

There are no consumer cases / customer complaints outstanding as at the end of financial year.

**2. Does the Company display product information on the product label, over and above what is mandated as per local laws?**

Information is furnished as per applicable local laws

**3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and or anticompetitive behavior during the last five years and pending as of end of financial year?**

None

**4. Did your Company carry out any consumer survey/consumer satisfaction trends?**

The Company has dedicated customer service department to monitor and address consumer issues and resolve them.

**FORM NO MR-3**

**SECRETARIAL AUDIT REPORT  
For the financial Year ended March 31, 2020**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**Zee Learn Limited**  
CIN No-L80301MH2010PLC198405

I have conducted secretarial audit for the compliance of applicable statutory provisions and the adherence to good corporate practices by Zee Learn Limited (hereinafter called 'the company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarification given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID19 pandemic, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, if any in the Company;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations');
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Not applicable during the Audit Period
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not applicable during the Audit Period
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable during the Audit Period
- vi. The following laws specifically applicable to the industry to which the Company belongs, as identified, and compliance whereof as confirmed, by the management:
  - a. Employee Provident Fund and Miscellaneous Provisions Act, 1952
  - b. Employee State Insurance Act, 1948
  - c. Employees Liability Act, 1938
  - d. Employees Remuneration Act, 1938
  - e. Maternity Benefits Act, 1961
  - f. Minimum Wages Act, 1948
  - g. Payment of Bonus Act, 1965
  - h. Payment of Gratuity Act, 1972
  - i. Payment of Wages Act, 1936 and other applicable Laws
  - j. The Bombay Shop Establishments Act, 1948
  - k. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

I have also examined compliance with the applicable requirements of the following:

- a. Secretarial Standards issued by the Institute of Company Secretaries of India with respect to board and general meetings.
- b. The Listing Agreements entered by the Company with National Stock Exchange of India Ltd and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Audit period under review, based on the said verifications and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules,

Regulations, Guidelines, Standards etc. as mentioned hereinabove. I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I further report that as confirmed by Company Management, the Company is under no obligation to comply with the provisions of Right to Education Act 2005 and the said provisions are required to be complied by franchisees as per the franchise agreement(s).

I further report that:

As at March 31, 2020, the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. As represented by the Management and recorded in the Minutes the decision at the Board Meetings were taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

I further report that during the Audit Period, the Company had allotted 14,000 Equity Shares to a Non-Executive Non-Independent Director upon exercise of Stock Option as Company's ESOP Scheme approved by the Shareholders earlier.

**MITA SANGHAVI**

Practicing Company Secretary

FCS No.7205

CP No. 6364

UDIN F007205B000864006

Date : 7th October 2020

Place : Mumbai

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.





## ANNEXURE A

To,  
The Members,  
**Zee Learn Limited**  
**CIN No-L80301MH2010PLC198405**

My Secretarial Audit report for financial year ended on March 31, 2020, of even date is to be read along with this letter.

- i. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.
- ii. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification, including verification of electronic record, was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- iii. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Further the compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.
- iv. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
- v. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**MITA SANGHAVI**  
**Practicing Company Secretary**  
FCS No.7205  
CP No. 6364

UDIN- F007205B000864006  
Date: 7th October 2020  
Place: Mumbai

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of  
**ZEE LEARN LIMITED**  
Continental Building,  
135, Dr. Annie Besant Road,  
Worli, Mumbai – 400018  
Maharashtra - India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Zee Learn Limited having CIN L80301MH2010PLC198405 and having registered office at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai Maharashtra 400018 India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company, as stated below as at March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Authority.

Sl. No.	Name of the Director	Category	Director Identification Number	Date of Appointment
1.	Mr. Dattatraya Kelkar	Independent Director	00118037	30/12/2019
2.	Ms. Nandita Agarwal Parker	Independent Director	00189131	15/01/2018
3.	Mr. Roshan Lal Khamboj	Independent Director	01076066	17/05/2019
4.	Ms. Nanette D'sa	Independent Director	05261531	31/03/2020
5.	Mr. Ajey Kumar \$	Managing Director	02278096	28/10/2015
6.	Dr. Manish Agarwal #	Independent Director	02069969	01/04/2017

**Note:**

**\$ Mr. Ajey Kumar was re-designated/appointed as Managing Director from Executive Director w.e.f. October 1, 2018. Mr. Ajey Kumar Resigned as Managing Director & Director w.e.f. closing hours on 18/08/2020**

**# The term of office of Dr. Manish Agarwal as Independent Director ended at the close of business hours on 31/03/2020**

Ensuring the eligibility of, for the appointment / continuity of, every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on verification of Company's records and records available on public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Mrs. Mita P. Sanghavi**  
Practicing Company Secretary  
Membership No.: 7205 C P No. : 6364  
UDIN NO-F007205B000863962

Place : Mumbai  
Date : October 7, 2020

**FORM NO MR-3**
**SECRETARIAL AUDIT REPORT**
**For the financial Year ended March 31, 2020**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**DIGITAL VENTURES PRIVATE LIMITED**  
**CIN No- U72900MH2006PTC165215**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Digital Ventures Private Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarification given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID19 pandemic, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

1. The Companies Act, 2013 and the rules made there under
2. Laws specifically applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say:
  - a. Employee Provident Fund and Miscellaneous Provisions Act, 1952
  - b. Employees Liability Act, 1938
  - c. Employees Remuneration Act, 1938
  - d. Maternity Benefits Act, 1961
  - e. Minimum Wages Act, 1948
  - f. Payment of Bonus Act, 1965
  - g. Payment of Gratuity Act 1972
  - h. Payment of Wages Act, 1936 and other applicable Laws
  - i. The Bombay Shop Establishments Act, 1948
  - j. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

I have relied on the representation made by the Company, its officers and Reports of the Statutory Auditor for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in point 2.

I have also examined compliance with the applicable clauses of the Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India.

During the Audit period under review, based on the said verifications and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned hereinabove, subject to the following observations:

*Apart from delay in filing few E-forms during the year, the Company had inadvertently missed out filing of E-form MGT 14 in connection with Board resolution dated February 3, 2020 approving placement of Inter Corporate Deposit. We have been informed that the same shall be filed by the Company in due course.*

I further report that

- the Board of Directors of the Company is duly constituted. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance in compliance with the applicable provisions of the Act and Secretarial Standard, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period, the Board of Directors had on April 9, 2019 approved appointment of Ms. Heena Raj Patangaia, Chartered Accountant as Statutory Auditor, to fill casual vacancy caused due to death of erstwhile Statutory Auditor Mr. Sridhar Iyer. Further at the 13th Annual General Meeting held on September 27, 2019, the said Statutory Auditor was re-appointed by the Shareholders for the period from conclusion of 13th Annual General Meeting till conclusion of 17th Annual General Meeting.

**MITA SANGHAVI**  
**Practicing Company Secretary**

FCS No.7205  
CP No. 6364  
UDIN- F007205B000684981

Date : 9th September 2020  
Place : Mumbai

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report



## Annexure A

To,  
The Members,  
**DIGITAL VENTURES PRIVATE LIMITED**  
**CIN No- U72900MH2006PTC165215**

My Secretarial Audit report for financial year ended on March 31, 2020, of even date is to be read along with this letter.

- i. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.
- ii. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification, including verification of electronic record, was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- iii. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Further the compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.
- iv. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
- v. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**MITA SANGHAVI**  
**Practicing Company Secretary**  
FCS No.7205  
CP No. 6364  
UDIN- F007205B000684981

Date: 9th September, 2020  
Place: Mumbai

# Report on Corporate Governance

## COMPANY'S GOVERNANCE PHILOSOPHY

Corporate Governance is about our commitment to human values in business which translates into ethical corporate conduct. Corporate Governance is an integral element of Company's value system, management ethos, and business practices. Corporate Governance practice are reflection of one's value, culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of Corporate Governance. When adhered to and implemented in the best of spirit, Corporate Governance positively impact the activities, processes and policies of an organization, portray a positive vision to investors and enhance the trust and confidence of the stakeholders. It can also influence its immediate corporate environment and the society at large in a positive way and have a healthy impact on the national economy.

Your Company has laid strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of professionals of eminence and integrity from within and outside the business, forming a core group of top executives, inducting competent professionals across the organization and putting in place appropriate system, process and technology. The Company's Code of Business Conduct and its well structured internal financial control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's stakeholders. Your Company has enabled to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. In its endeavor to improve on the Corporate Governance practices.

## POLICIES

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and Companies Act, 2013, the Board of Directors of the Company has approved various policies, as detailed herein:

### Whistle Blower & Vigil Mechanism Policy

As per Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of conduct. This mechanism/Policy provides adequate safeguards to whistle blowers against reprisals or victimization. The Copy of the Policy has been uploaded on the Company's Website viz. [www.zeelearn.com](http://www.zeelearn.com)

### Code of Conduct

The Company has also adopted a Code of Conduct for the Members of the

Board of Directors and Senior Management, and all the Directors and senior functionaries as defined in the Code provide their annual confirmation of compliance with the Code. Copy of the Code is available on the website of the Company [www.zeelearn.com](http://www.zeelearn.com).

**A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management personnel is given below:**

### Declaration

**[Pursuant to Part D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

I, Vikash Kumar Kar, Chief Executive Officer of Zee Learn Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2020

Vikash Kumar Kar  
Chief Executive Officer  
Mumbai, April 24, 2020

### Related Party Transaction Policy

In compliance with the requirements of Regulation 23 of Listing Regulations, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on [www.zeelearn.com](http://www.zeelearn.com).

### Policies & Code as per SEBI Insider Trading Regulations

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information.

Mr. Prashant Parekh, Company Secretary of the Company is Compliance Officer for the purposes of Insider Trading Code, while Mr. Rakesh Agarwal, Chief Financial Officer of the Company has been appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure policy.

In line with the amendment to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Insider Trading Code and Policy for Fair Disclosure of Unpublished Price Sensitive Information was revised with effect from April 1, 2019. The revised code and Policy can be viewed on Company's website [www.zeelearn.com](http://www.zeelearn.com)

### Familiarization Program for Independent Directors

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programs at the time of their appointment as Directors. While review and approval of quarterly and annual financial statements of the Company are taken up, detailed presentation covering inter alia economy and industry overview, key regulatory developments, strategy and performance of individual profit centres is made to the Board.

Apart from the above policies, the Board has in accordance with the requirements of Companies Act, 2013 and Listing Regulations approved and adopted Policy for determining Material Subsidiary, Remuneration Policy, Material Events Determination and Disclosure Policy and Document Preservation Policy. These policies can be viewed on Company's website at [www.zeelearn.com](http://www.zeelearn.com).

### BOARD OF DIRECTORS

#### Composition & Category of Directors

Zee Learn Limited is in compliance with the Board composition requirements of the Listing Regulations. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the

Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the Management.

Composition of the Board as on March 31, 2020

Category of Directors	No. of Directors	% to total No. of Directors
Executive Director	1	16.67
Non-Executive Independent Directors	5	83.33
Other Non-Executive Director	0	0.00
<b>Total</b>	<b>6</b>	<b>100.00</b>

During the financial year under review, 4 (Four) meetings of the Board were held May 17, 2019, August 14, 2019, November 14, 2019 and February 12, 2020. The annual calendar of meetings in connection with approval of quarterly and annual financial statements of the Company is broadly determined at the beginning of each financial year.

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the financial year 2019-20 and also their other directorships / memberships held in Indian Public Companies (excluding Foreign Companies and Section 8 Companies of Companies Act, 2013) and Membership/Chairmanship of Audit Committee and Stakeholder Relationship Committee of other Public Companies as at March 31, 2020 are as under:

Name of Director	Attendance at		No. of Directorship in other Public Companies		No. of Committee positions held in other public Companies	
	Board Meeting (Total 4 Meetings)	9th AGM held on September 26, 2019	Member	Chairman	Member	Chairman
<b>Non- Executive Chairman</b>						
# Mr. Himanshu Mody	3	Yes	NA	NA	NA	NA
<b>Managing Director</b>						
@ Mr. Ajey Kumar	4	Yes	-	-	-	-
<b>Non- Executive Independent Director</b>						
# # Dr. Manish Agarwal	4	Yes	1	-	1	-
# # # Dr. Sangeeta Pandit	2	Yes	NA	NA	NA	NA
Ms. Nandita Agarwal Parker	3	Yes	-	-	-	-
*Mr. Roshan Lal Kamboj	3	Yes	1	-	-	2
**Mr. Dattatraya Kelkar	1	NA	1	-	2	-
***Ms. Nanette D'sa	NA	NA	1	1	2	1

#resigned w.e.f. January 7, 2020

##ceased to be Director w.e.f. April 1, 2020

###resigned w.e.f. October 1, 2019

\*appointed w.e.f. May 17, 2019

\*\*appointed w.e.f. December 30, 2019

\*\*\*appointed w.e.f. March 31, 2020

@resigned as Managing Director w.e.f. closing hours on August 18, 2020

#### Notes:

The number of Directorship (s), Committee Membership(s) / Chairmanship (s) of all Directors is/are within the respective limits prescribed under the Companies Act, 2013 and the Listing Regulations.

Details of other Directorships of Directors in the Listed entities as at March 31, 2020 are as under:

Sr. No.	Name of the Director	Directorship in other Listed Companies	Category of Directorship
1	* Mr. Ajey Kumar	-	-
2	** Dr. Manish Agarwal	MT Educare Limited	Independent Director
3	Ms. Nandita Agarwal Parker	-	-
4	Mr. Roshan Lal Kamboj	MT Educare Limited	Independent Director
5	Mr. Dattatraya Kelkar	MT Educare Limited	Independent Director
6	Ms. Nanette D'sa	Vidli Restaurants Limited MT Educare Limited	Independent Director Independent Director

\*resigned as Managing Director w.e.f. closing hours on August 18, 2020

\*\*ceased to be Director w.e.f. April 1, 2020

#### Compliance with Directorship limits

None of the Directors of your Company is a Director in more than twenty companies (including ten public companies) or acts as an Independent Director in more than seven listed companies, or three listed companies in case they serve as a Whole-time Director in any listed company.

#### Compliance with Committee positions

Disclosures have been made by the Directors regarding their Chairmanships/Memberships of mandatory Committees of the Board and the same are within the permissible limits as stipulated under Regulation 26(1) of the Listing Regulations. Accordingly, none of the Directors on the Board of your Company is a member of more than ten Committees and Chairperson of more than five Committees, across all Indian public limited companies in which he/ she is a Director.

#### Inter-se relationship between Directors

None of the Directors of the Company are inter-se related to each other.

#### Shares and Convertible Instruments held by Non-Executive Directors

As on March 31, 2020, the Company does not have any convertible instruments. The details of shares held by Non-Executive Directors as on March 31, 2020 are as follows:

Name of Director	Category	Number of Shares held
Ms. Nandita Agarwal Parker	Non-Executive Independent Director	Nil
Mr. Roshan Lal Kamboj	Non-Executive Independent Director	Nil
Mr. Dattatraya Kelkar	Non-Executive Independent Director	Nil
Ms. Nanette D'sa	Non-Executive Independent Director	Nil
* Dr. Manish Agarwal	Non-Executive Independent Director	49,500

\*ceased to be Director w.e.f. April 1, 2020



### Declaration from Independent Directors

All the Independent Directors on the Board of your Company have confirmed that they meet the criteria of independence as mentioned in amended Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act and they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board of your Company has carried out an assessment of declarations and confirmations submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of your Company fulfil the conditions specified in the Listing Regulations and the Act and are independent of the management.

Ms. Sangeeta Pandit resigned as Independent Director before expiry of her term with effect from October 1, 2019 citing health issues and increasing personal commitments. The said independent Director had vide resignation

letter dated October 1, 2019, confirmed that there were no material reason other than those mentioned in her resignation letter.

### Board Procedures

Schedule of the Board meetings for approval of quarterly and annual financial results each year are decided well in advance and communicated to the Directors. Board meetings are generally held at Mumbai. The agenda alongwith the explanatory notes are sent to the Directors well in advance to enable them to take informed decisions. Senior management personnel are normally invited to the Board meetings to provide necessary insights into the working of the Company and for discussing corporate strategies.

The Board periodically reviews certificates in respect of compliance of various laws and regulations applicable to the Company.

### BOARD COMMITTEES

Particulars of Meetings of Board Committees held during the year along with details of Directors attendance at such Committee Meeting(s) are detailed herein:

	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
<b>No. of Meetings held</b>	<b>4</b>	<b>3</b>	<b>4</b>	<b>1</b>
<b>Directors attendance</b>				
#Mr. Himanshu Mody	3	2	3	NA
##Dr. Manish Agarwal	4	3	NA	1
###Dr. Sangeeta Pandit	2	1	2	NA
Ms. Nandita Agarwal Parker	NA	NA	2	NA
*Mr. Roshan Lal Kamboj	2	1	2	1
**Mr. Dattatraya Kelkar	1	1	1	1
***Ms. Nanette D'sa	-	-	-	-

Note: N.A. denotes the director is not a Member of such Committee.

#Mr. Himanshu Mody ceased to be member w.e.f. January 7, 2020

##Mr. Manish Agarwal ceased to be member w.e.f. April 1, 2020

### Ms. Sangeeta Pandit ceased to be member w.e.f. October 1, 2019

\*Mr. Roshan Lal Kamboj appointed member of committees w.e.f. October 3, 2019

\*\*Mr. Dattatraya Kelkar appointed member of committees w.e.f. January 28, 2020

\*\*\*Ms. Nanette D'sa appointed member of committees w.e.f. March 31, 2020

### Independent Directors Meeting and Board Evaluation Process

In compliance with requirements of Regulation 25 of the Listing Regulations and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on February 12, 2020 to review the performance of Chairman and Non-Independent Directors, evaluate performance of the Board of Directors and its Committees and review flow of information between the management and the Board.

The evaluation process was carried out based on an assessment sheet structured in line with ICSI guidance note and the guidance note issued by SEBI in this regard.

The parameters for evaluation of performance of the Board & Board Committees include the structure & composition, contents of agenda, quality and timelines of information provided, decision-making process & review thereof, attention to the Company's long-term strategic issues, evaluation of strategic risks, overseeing and review of major plans of action, acquisitions etc. Outcome of such evaluation exercise was discussed at subsequent board meeting. The performance of each of the Independent Directors was also evaluated taking into account the time devoted, attention given to professional obligations for independent decision making, contribution towards providing strategic guidance, determining important policies, utilising their expertise, independent judgment that contributes objectively in the Board's deliberations.

### Skills, Expertise and Competencies of Directors

Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, the Board has identified the key skills, expertise and competencies required in the context of the Company's business for its effective functioning which are currently available with the Board.

The identified skills/expertise/competencies as identified in the context of the Company's business are Leadership qualities, Industry knowledge and

experience, Understanding of relevant laws, rules, regulations and policies, Strategic thinking, Financial expertise, Business & HR Strategy, Operational excellence, Organization capability building, Public administration, Business experience and general administration, Governance and risk management.

The Directors of your Company comprises of qualified individuals who collectively possess the above skills, competencies and experience across diverse fields that enable them to make effective contributions to the Board and its Committees.

Further, the information in terms of Para C(2)(h)(ii) of Schedule V of the Listing Regulations is mentioned below:

	Name of Director	Skills / competences / experience possessed
1	Mr. Vikash Kumar Kar	Leadership qualities, Business & HR Strategy, Industry knowledge and experience, Operational excellence, Organization capability building, Understanding of relevant laws, rules, regulations and policies, Governance and risk management.
2	Mr. Roshan Lal Kamboj	Leadership qualities, Understanding of relevant laws, rules, regulations and policies, Strategic thinking, Business experience and general administration.
3	Mr. Dattatraya Kelkar	Leadership qualities, Understanding of relevant laws, rules, regulations and policies, Strategic thinking, Business & HR Strategy, Business experience and general administration.
4	Mr. Surender Singh	Leadership qualities, Understanding of relevant laws, rules, regulations and policies, Business experience and general administration, Public administration.
5	Ms. Nandita Agarwal Parker	Leadership qualities, Understanding of relevant laws, rules, regulations and policies, Strategic thinking, Financial expertise, Business experience and general administration, Governance and risk management.
6	Ms. Nanette D'sa	Leadership qualities, Industry knowledge and experience, Understanding of relevant laws, rules, regulations and policies, Strategic thinking, Operational excellence, Business experience and general administration.

Details of Board Committees are as mentioned herein:

#### Audit Committee Constitution

As on April 1, 2019, the Audit Committee comprised of Dr. Sangeeta Pandit, Independent Director as Chairperson, Mr. Himanshu Mody, Non-Executive Director; and Dr. Manish Agarwal, Independent Director as Members of the Audit Committee. Subsequently on October 3, 2019 the Audit Committee was reconstituted by induction of Mr. Roshan Lal Kamboj, Independent Director as Chairman, Mr. Himanshu Mody, Non-Executive Director; and Dr. Manish Agarwal, Independent Director as Members of the Audit Committee. Ms. Sangeeta Pandit ceased to be member of the Audit Committee w.e.f. closing hours of October 1, 2019.

Further on January 28, 2020 the Audit Committee was reconstituted by induction of Mr. Dattatraya Kelkar Independent Director as member, Mr. Roshan Lal Kamboj, Independent Director as Chairman and Dr. Manish Agarwal, Independent Director as Members of the Audit Committee. Mr. Himanshu Mody, Non-Executive Director ceased to be member of the Audit Committee w.e.f. closing hours of January 7, 2020.

Further, the Board of Directors vide Circular Resolution dated March 31, 2020 reconstituted the Audit Committee by induction of Ms. Nanette D'sa, Independent Director as Member of the Audit Committee w.e.f. March 31, 2020.

As at March 31, 2020, the Audit Committee of the Board comprises of Four (4) Directors, including Mr. Roshan Lal Kamboj, Independent Director as Chairman, Mr. Dattatraya Kelkar Independent Director; Dr. Manish Agarwal, Independent Director and Ms. Nanette D'sa, Independent Director as Members of the Audit Committee.

During the year under review, four (4) meetings of the Audit Committee were held on May 17, 2019, August 14, 2019, November 14, 2019, and February 12, 2020.

#### Terms of reference

The role and the powers of the Audit Committee is as set out in Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013. The terms of reference of Audit Committee broadly includes:

- Review Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient, accurate, timely and credible.

- Review and recommend for approval of the Board quarterly, half yearly and annual financial statements before submission to the Board for approval.
- Review internal audit reports, related party transactions, company's financial and risk management policies and functioning of Whistle Blower & Vigil Mechanism Policy.
- Review with the management performance of Statutory and Internal Auditors, the adequacy of internal control systems including computerized information system controls and security.
- Recommend to the Board the appointment, reappointment and removal of the Statutory Auditor and Cost Auditor, fixation of audit fee and approval of payment of fees for any other services.
- Review the adequacy of internal audit function including approving appointment and remuneration payable to Internal Auditor, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
- Review and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Approve or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Review the functioning of the whistle blower mechanism.
- Approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Review the utilization of loans and/or advances from/investment in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.
- The committee shall mandatorily review the following information:
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  - Statement of deviations:
    - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - (b) annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7).

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws. In addition to these, in compliance with requirements of Regulation 24 of Listing Regulations, the Audit Committee reviews operations of Subsidiary Companies viz., its financial statements, to grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board, statement of investments and minutes of meetings of its Board and Committees.

Audit Committee Meetings are generally attended by the Chief Executive Officer, Chief Financial Officer, and representative of the Statutory Auditors of the Company. Internal Auditors have attended Audit Committee Meetings wherein the Internal Audit reports are considered by the Committee. The Company Secretary acts as the secretary to the Audit Committee.

### Nomination & Remuneration Committee Constitution

As on April 1, 2019 the Nomination and Remuneration Committee comprised of Dr. Manish Agarwal, Independent Director as Chairman, Mr. Himanshu Mody, Non-Executive Director and Dr. Sangeeta Pandit, Independent Director as members of the Committee.

Subsequently on October 3, 2019 the Nomination & Remuneration Committee was reconstituted by induction of Mr. Roshan Lal Kamboj, Independent Director as Member, Mr. Himanshu Mody, Non-Executive Director; and Dr. Manish Agarwal, Independent Director as Chairman of the Nomination & Remuneration Committee. Ms. Sangeeta Pandit ceased to be member of the Nomination & Remuneration Committee w.e.f. closing hours of October 1, 2019.

Further on January 28, 2020 the Nomination and Remuneration Committee was reconstituted by induction of Mr. Dattatraya Kelkar Independent Director as member, Mr. Roshan Lal Kamboj, Independent Director as Member and Dr. Manish Agarwal, Independent Director as Chairman of the Nomination & Remuneration Committee. Mr. Himanshu Mody, Non-Executive Director ceased to be member of the Nomination & Remuneration Committee w.e.f. closing hours of January 7, 2020.

Further, the Board of Directors vide Circular Resolution dated March 31, 2020 reconstituted the Nomination & Remuneration Committee by induction of Ms. Nanette D'sa, Independent Director as Member of the Nomination & Remuneration Committee w.e.f. March 31, 2020.

As at March 31, 2020, the Nomination & Remuneration Committee comprises of Dr. Manish Agarwal, Independent Director as Chairman, Mr. Roshan Lal Kamboj, Independent Director, Mr. Dattatraya Kelkar, Independent Director and Ms. Nanette D'sa, Independent Director as members of the Committee. The Company Secretary of the Company acts as Secretary of Nomination & Remuneration Committee.

During the year under review, the Committee met 3 (Three) times on May 17, 2019, October 22, 2019 and February 12, 2020.

### Terms of reference

Terms of reference of the Nomination & Remuneration Committee include:

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- Formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

- Ensure the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Formulate policy with regard to remuneration to directors, key managerial personnel and senior management involving a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Approve the remuneration policy and other matters relating thereto as applicable to directors and senior management and other employees of the Company and administer Employee Stock Option Scheme of the Company.
- Formulate criteria for evaluation of performance of Independent Directors and the board of directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

### Remuneration Policy

The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. An extract of the Remuneration Policy approved by the Nomination & Remuneration Committee of the Board has been included as an Annexure to Directors Report and can be accessed at [www.zeelearn.com](http://www.zeelearn.com).

### Remuneration to Executive Director:

The details of the remuneration paid to Mr. Ajey Kumar, Managing Director of the Company during the year ended March 31, 2020 is provided in Directors Report forming part of this Annual Report.



Amount in ₹

**Remuneration payable to Non-Executive Director**

Non-Executive Directors, except Mr. Himanshu Mody, were entitled to sitting fees of Rs. 20,000/- per meeting of the Board and Committees thereof, other than Stakeholder's Relationship Committee and Finance Sub-Committee.

The Independent Directors are additionally entitled to remuneration up to an aggregate limit of 1% of net profits of the Company by way of Commission for each financial year, as approved by the Members by way of Postal Ballot on 18th December 2015. Commission payable to the Independent Directors is determined by the Board based on various criteria including contribution made by each Director, performance of the Company, etc. The details of Commission payable and Sitting Fees paid to the Non-Executive Directors during FY 2019-20 are as mentioned herein:

Name of Director	Commission	Sitting Fees	Total
<b>*Dr. Manish Agarwal</b> <i>Independent Director</i>	5,00,000	2,40,000	7,40,000
<b>** Dr. Sangeeta Pandit</b> <i>Independent Director</i>	Nil	1,00,000	1,00,000
<b>Nandita Agarwal Parker</b> <i>Independent Director</i>	5,00,000	60,000	5,60,000
<b>Mr. Roshan Lal Kamboj</b> <i>Independent Director</i>	4,37,158	1,40,000	5,77,158
<b>Mr. Dattatraya Kelkar</b> <i>Independent Director</i>	1,27,049	80,000	2,07,049
<b>Ms. Nanette D'sa</b> <i>Independent Director</i>	1,366	-	1,366
<b>Total</b>	<b>15,65,573</b>	<b>6,20,000</b>	<b>21,85,573</b>

\*ceased to be Director w.e.f. April 1, 2020

\*\* resigned as Director w.e.f. October 1, 2019

In addition to this, the Directors are also granted Stock Options (except Independent Directors) [each convertible into equivalent number of equity shares of Re. 1/- each of the Company] at closing Market Price of Equity Shares of Company of Previous Closing day as on the date of respective grant of Option, in terms of the SEBI (Share Based Employee Benefits) Regulations, 2014.

Particulars of Stock Options granted under the ESOP scheme to the Directors and their outstanding as at March 31, 2020, are as under:

Name of Director	No. of Stock Options granted at								Options Vested	Options Exercised
	₹ 26.05	₹ 14.50	₹ 20.85	₹ 35.25	₹ 31.80	₹ 34.15	₹ 42.20	₹ 18.70		
<b>* Mr. Ajey Kumar</b> <i>Managing Director</i>	NA	NA	NA	NA	64,02,980	8,46,214	NA	25,75,597	72,49,194	46,73,597
<b>** Dr. Manish Agarwal</b> <i>Independent Director</i>	30,000	30,000	30,000	NA	NA	NA	NA	NA	90,000	90,000
<b>Ms. Nandita Agarwal Parker</b> <i>Independent Director</i>	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Mr. Roshan Lal Kamboj</b> <i>Independent Director</i>	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Mr. Dattatraya Kelkar</b> <i>Independent Director</i>	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Ms. Nanette D'sa</b> <i>Independent Director</i>	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

\*resigned as Managing Director w.e.f. closing hours on August 18, 2020

\*\*ceased to be Director w.e.f. April 1, 2020

During the year under review, no new Stock Options have been granted to the Independent Directors of the Company.

The Non-Executive Directors of the Company do not have any other material pecuniary relationships or transactions with the Company or its Directors, Senior Management, Subsidiary or Associate, other than in normal course of business.

### Stakeholders' Relationship Committee

#### Constitution

As on April 1, 2019, the Stakeholders Relationship Committee of the Board comprised of Dr. Sangeeta Pandit, Independent Director as Chairperson and Mr. Himanshu Mody, Non-Executive Director and Ms. Nandita Agarwal Parker, Independent Director as the members.

Subsequently on October 3, 2019 the Stakeholders Relationship Committee was reconstituted by induction of Mr. Roshan Lal Kamboj, Independent Director as Chairman, Mr. Himanshu Mody, Non-Executive Director; and Ms. Nandita Agarwal Parker, Independent Director as Members of the Stakeholders Relationship Committee. Ms. Sangeeta Pandit ceased to be member of the Stakeholders Relationship Committee w.e.f. closing hours of October 1, 2019.

Further on January 28, 2020 the Stakeholders Relationship Committee was reconstituted by induction of Mr. Dattatraya Kelkar Independent Director as member, Mr. Roshan Lal Kamboj, Independent Director as Chairman and Ms. Nandita Agarwal Parker, Independent Director as Member of the Stakeholders Relationship Committee. Mr. Himanshu Mody, Non-Executive Director ceased to be member of the Stakeholders Relationship Committee w.e.f. closing hours of January 7, 2020.

Further, the Board of Directors vide Circular Resolution dated March 31, 2020 reconstituted the Stakeholders Relationship Committee by induction of Ms. Nanette D'sa, Independent Director as Member of the Stakeholders Relationship Committee w.e.f. March 31, 2020.

As at March 31, 2020, the Stakeholders Relationship Committee of the Board comprises of Mr. Roshan Lal Kamboj, Independent Director as Chairman, Mr. Dattatraya Kelkar, Independent Director, Ms. Nandita Agarwal Parker, Independent Director and Ms. Nanette D'sa, Independent Director as the members.

During the year under review, Stakeholder Relationship Committee met four (4) times on May 9, 2019, June 19, 2019, November 14, 2019 and February 12, 2020.

#### Terms of Reference

The terms of reference of Stakeholder Relationship Committee revised effective from April 1, 2019 include the following:

- Resolve the grievances of the shareholders of the Company

including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee has delegated various powers including approving requests for transfer, transmission, rematerialisation & dematerialisation etc. of Equity shares to the Executives of the Company and the Company Secretary, being the compliance officer, is entrusted with the responsibility, to specifically look into the redressal of the shareholders and investors complaints jointly with representative (s) of Registrar and Share Transfer Agent of the Company and report the same to Stakeholders Relationship Committee.

Mr. Prashant Parekh, Company Secretary has been appointed as Compliance Officer. The designated email for investor service and correspondence is investor\_relations@zeelearn.com.

#### Investor Complaints

During FY 2019-20, the Company had received 1 complaint from shareholders/investors, as tabulated below, which were resolved to their satisfaction. There were no complaints pending as at the end of the year.

Status of Shareholders' Complaints as on March 31, 2020 and reported under Regulation 13(3) of the Listing Regulations is as under:

No. of Shareholders' complaints pending at the beginning of the year i.e. as on April 1, 2019	0
No. of Shareholders' Complaints received during the year	1
No. of Shareholders' Complaints resolved during the year	1
No. of Shareholders' Complaints pending as on March 31, 2020	0

#### Corporate Social Responsibility Committee

In compliance with requirements of Section 135 read with Schedule VII of the Companies Act, 2013, the Board has constituted Corporate Social Responsibility Committee, as on March 31, 2020 committee comprising of Dr. Manish Agarwal, Independent Director as Chairman, Mr. Roshan Lal Kamboj, Independent Director, Mr. Dattatraya Kelkar, Independent Director and Ms. Nanette D'sa, Independent Director as its Members.

During the year under review, CSR Committee met once on February 12, 2020.

#### Other Board Committees

In addition to the above, the Board has constituted following Committees to exercise powers delegated by the Board as per the scope mentioned herein:

##### i) ESOP Allotment Sub-Committee

In order to process and facilitate allotment of Equity Shares, from time to time, upon exercise of Stock Options granted under Company's ESOP Scheme, the Nomination & Remuneration Committee has constituted ESOP Allotment Sub-Committee. As on March 31, 2020, the Committee comprises of Mr. Roshan Lal Kamboj, Independent Director as Chairman, Mr. Debshankar Mukhopadhyay, Chief Executive Officer, Mr. Vikash Kumar Kar, Chief Human Resources Officer and Mr. Bhautesh Shah, Company Secretary of the Company as its members.

##### ii) Finance Sub-Committee

The Finance Sub-Committee of the Board as on March 31, 2020 comprised of Mr. Roshan Lal Kamboj, Independent Director as the Chairman, Mr. Dattatraya Kelkar, Independent Director and Ms. Nanette D'sa, Independent Director as its member.

With a view to facilitate monitoring and expediting any debt fund raising process, approve financing facilities offered and / or sanctioned to the Company by various Banks and /or Indian Financial Institutions from

time to time, in the form of Term Loans, Working Capital facilities, Guarantee facilities etc., including the acceptance of terms and conditions of such facilities being offered and exercising other authorities as may be delegated by the Board from time to time, the Board has constituted a Finance Sub-Committee.

##### iii) Corporate Management Committee

The Board has also constituted a Corporate Management Committee comprising of Senior Executives of the Company to review, approve and/or grant authorities for managing day-to-day affairs of the Company within the powers delegated by the Board.

The Finance Sub-Committee and Corporate Management Committee meet as and when required to deliberate and decide on various matters within their respective scope or powers delegated by the Board.

##### iv) Issue & Allotment Sub-Committee

In order to facilitate the process of approving Company's Offering Document for issue of Global Depository Receipts (GDRs) etc, appointment of various intermediaries, approving various agreements, deciding on the terms of issue along with timing thereof, obtaining approval of Stock Exchange(s) and/or other regulatory / statutory / administrative authorities etc., the Board has constituted an Issue and Allotment Committee as on March 31, 2020 comprising of Mr. Roshan Lal Kamboj, Independent Director as Chairman and Mr. Dattatraya Kelkar Independent Director as its member.

#### GENERAL MEETINGS

The Tenth Annual General Meeting of the Company for the financial year 2019-20 will be held through VC/OAVM on Wednesday, December 30, 2020 at 04.00 P.M.

The location, day, date and time of the Annual General Meetings held during last three years along with Special Resolution(s) passed at these meetings are as follows:

Year	Day and Time	Special Resolutions passed	Venue
2016 - 2017	Thursday, September 28, 2017 at 3.30 p.m.	a) To approve Investments, Loans, Guarantees and Security in excess of limits specified under Section 186. b) Maintenance of register of members at the office of Registrar & Share Transfer Agent instead of Registered office of the Company.	The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.
2017 - 2018	Monday, September 24, 2018 at 11.30 a.m.	a) Alteration of Articles of Association in compliance with Companies Act, 2013 b) Re-designation/ appointment of Mr. Ajey Kumar, Executive Director as the Managing Director of the Company and to confirm his terms of remuneration.	Ravindra Natya Mandir, P L Deshpande Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400025
2018 - 2019	Thursday, September 26, 2019 at 11.30 a.m.	None	'The Hall of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018

All the above resolutions were passed with requisite majority.

None of the resolutions proposed at the ensuing Annual General Meeting needs to be passed by Postal Ballot.

#### Postal Ballot

No Resolutions passed by way of Postal Ballot during financial year 2019-20.

#### DISCLOSURES

Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' of Schedule III of the Listing Regulations including material information having a bearing on the performance / operations of the Company and other price sensitive information, if any. All information is filed electronically on BSE Corporate & Listing Centre (Listing Centre), online portal of BSE and on NSE Electronic Application Processing System (NEAPS), the online portal of NSE.

#### Whistle Blower Policy

The Whistle Blower & Vigil Mechanism Policy approved by the Board has been implemented and no personnel have been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

#### Disclosures on materially significant related party transactions

There are no materially significant related party transactions between the Company and its promoters, directors or Key Managerial Personnel or their relatives, having any potential conflict with interests of the Company at large. Details of Transactions with related parties as specified in Indian Accounting Standards (Ind AS 24) have been reported in the Financial Statements.

#### Policy on Materiality of and dealing with Related Party Transactions and Policy on Material Subsidiaries

In Compliance with the requirements of Regulation 23 of Listing Regulations, the Board of Directors of the Company has approved Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party transaction proposed to be entered into by the Company.

The Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions and Policy on Material Subsidiary is put on Company's website [www.zeelearn.com](http://www.zeelearn.com).

#### Statutory Compliance, Penalties and Strictures

There has not been any non-compliance by the Company and no penalties or strictures have been imposed by SEBI or Stock Exchanges, or any other statutory authority on any matter relating to capital markets during last it should be during last three financial years

#### Commodity price risk, foreign exchange risk and hedging activities

Since the Company is engaged in Education business, there is no risk associated with Commodity Price and therefore the disclosure relating to Commodity Price risk and Commodity hedging activities is Not applicable.

#### Certificate from Company Secretary in Practice

Your Board hereby confirms that the Company has obtained a certificate from Mrs. Mita Sanghavi (FCS No:7205 CP No. 6364) a Company Secretary in Practice confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors by SEBI, Ministry of Corporate Affairs or any such other statutory authority.

#### Credit Rating

The credit ratings during the financial year 2019-20 for the Debt Instrument, Overdraft Term Loan and Working Capital Demand Loan of the Company from CARE Rating Ltd and Brickworks are as follows:

Debt Instrument: The rating revised from CARE AA+ (CE) [Double A Plus (Credit Enhancement)]; Continues on Credit watch with negative implications to CARE AA (CE) [Double A (Credit Enhancement)] (Credit watch with negative implications).

Overdraft Term Loan: No change in credit rating during the financial year. The rating reaffirmed is BWR A (Pronounced as BWR A) Credit Watch with Developing Implications

Working Capital Demand Loan: The Credit rating assigned during the year is BWRA (Pronounced as BWRA) Credit Watch with Developing Implications

#### Fees to Statutory Auditors

During the FY 2019-20, the Company and its subsidiary (viz. Academia Edificio Private Limited) on a consolidated basis, paid to Statutory Auditor, M/s. MGB & Co. LLP, Chartered Accountants, an aggregate remuneration of Rs. 24.95 Lakhs which is bifurcated as Rs. 17.20 Lakhs paid as Audit fees, Rs. 2.00 Lakhs as Tax Audit Fees and Rs. 5.75 Lakhs as fees for certification and tax representation. The total fees paid by the Company to M/s. MGB & Co. LLP, Chartered Accountants, Statutory Auditors of the Company are also detailed in the Standalone Financial Statements of the Company forming part of this Annual Report.

#### Recommendation of Committees:

All recommendations / submissions made by various Committees of the Board during the financial year 2019-20 were accepted by the Board.



**Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Your Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. There was no complaint on sexual harassment during the year under review.

**DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)**

The Company has complied with the requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations 2015. The Auditors' Certificate that the Company has complied with the conditions of Corporate Governance is annexed to the Directors' Report.

**MEANS OF COMMUNICATION**

The Company has promptly reported all material information including declaration of quarterly financial results, press releases etc., to the Stock

Exchanges where the shares of the Company are listed. Such information is also simultaneously displayed on the Company's website [www.zeelearn.com](http://www.zeelearn.com). The quarterly, half yearly and annual financial results and other statutory information were communicated to the shareholders by way of advertisement in an English newspaper 'Business Standard / Daily News and Analysis (DNA)' and in a vernacular language newspaper 'Mumbai Lakshadeep / The Global Times / Punya Nagari / Free Press Journal (Marathi)' as per the requirements of Listing Regulations. The financial and other information are filed by the Company on electronic platforms of NSE (NEAPS) and BSE Listing Centre.

Pursuant to Regulation 46 of SEBI Listing Regulations, the Company Publishes its Quarterly, Half-yearly and Annual Financial results, Annual Reports and post such results on Company's website [www.zeelearn.com](http://www.zeelearn.com).

Official press releases and presentations made to institutional investors or to the analysts, if any, are displayed on Company's website [www.zeelearn.com](http://www.zeelearn.com).

Management Discussion and Analysis Report forming part of this Annual Report is annexed separately.

**General Shareholders Information**

The required information is provided in Shareholders Information Section.

# Auditor's Certificate on Corporate Governance

To,  
The Members of  
**ZEE LEARN LIMITED**  
Continental Building,  
135, Dr. Annie Besant Road,  
Worli, Mumbai – 400018  
Maharashtra - India

I have examined the compliance of conditions of Corporate Governance by Zee Learn Limited ('the Company') for the year ended March 31, 2020 as stipulated in Regulation 17 to 27 and Clause (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

#### **Management's Responsibility:**

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. This responsibility includes the design, implementation, and maintenance of procedures by the Company for ensuring the compliance of conditions of Corporate Governance stipulated in SEBI Listing Regulations.

#### **Auditor's Responsibility:**

My responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance stipulated in SEBI Listing Regulations. It is neither an audit nor an expression of opinion on financial statements of the Company.

I have examined relevant records and documents maintained by the Company for the purpose of providing reasonable assurance of the compliance with Corporate Governance requirements by the Company.

#### **Opinion:**

Based on examination of relevant records and according to the information and explanation provided to me and representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and Clause (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations.

I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Mrs. Mita P. Sanghavi**  
Practicing Company Secretary  
Membership No.: 7205 C P No. : 6364  
UDIN: F007205B000864039

Place : Mumbai  
Date : October 7, 2020

# Shareholders' Information

<b>1 Date, Time and Venue of Shareholder's Meeting</b>	<p>Meeting : Tenth Annual General Meeting  Day &amp; Date : Wednesday, December 30, 2020  Time : 04 : 00 P.M.  Venue : The Company is conducting meeting through VC/OAVM pursuant to MCA circular dated May 5, 2020 and such there is no requirement of having a venue for the AGM.</p>
<b>2 Financial Year</b>	April 1, 2019 till March 31, 2020
<b>3 Date of Book Closure</b>	From Thursday, December 24, 2020 to Wednesday, December 30, 2020
<b>4 Dividend Payment Date</b>	NA
<b>5 Address for Correspondence</b>	<p><b>Registered Office:</b>  Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018.  Tel: +91-22-2483 1234, Fax: +91-22-2495 5974  Website : www.zeelearn.com</p> <p><b>Corporate Office:</b>  513/A, 5th Floor, Kohinoor City, Kirool Road, Off. L.B.S Marg, Kurla (West),  Mumbai - 400070  Tel: +91-22-4034 3900, Fax: +91-22-2674 3422</p>
<b>6 Corporate Identity Number</b>	L80301MH2010PLC198405
<b>7 Listing on Stock Exchanges</b>	<p><b>National Stock Exchange of India Limited (NSE)</b>  Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E),  Mumbai - 400 051</p> <p><b>BSE Limited (BSE)</b>  Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</p>
<b>8 Stock Code</b>	<p>NSE : ZEELEARN  BSE : 533287</p>
<b>9 ISIN No.</b>	INE565L01011 (Equity shares of ₹. 1/- each, fully paid up)
<b>10 Global Depository Receipts (GDRs) Details</b>	As at March 31, 2020, none of the Global Depository Receipts have remained outstanding as all the GDRs have been converted into the underlying shares of the Company as on January 15, 2018 which forms part of the existing paid up share capital of the Company.
<b>a. Listed at</b>	Societe DE LA Bourse De Luxembourg Societe Anonyme, 35A, Boulevard Joseph II L- 1840, Luxembourg
<b>b. ISIN Code</b>	US9892181028

**c. Overseas Depository & Domestic Custodian**

As at March 31, 2020, none of the Global Depository Receipts have remained outstanding as all the GDRs have been converted into the underlying shares of the Company as on January 15, 2018, thus the services of the Overseas Depository and Domestic Custodian has been discontinued.

**d. Market Data Relating to GDRs Listed on Luxembourg Stock Exchange**

All the Global Depository Receipts have been converted into the underlying shares of the Company as on January 15, 2018 hence the figures of market data are not mentioned.

**11. Registrar & Share Transfer Agent****Link Intime India Private Limited**

C-101, 247 Park, L.B.S. Marg,  
Vikhroli West, Mumbai- 400083 Tel No: +91-22-49186000 Fax No: +91-22-49186060  
Email id: rnt.helpdesk@linkintime.co.in

**12. Investor Relations Officer**

The Company Secretary  
**Zee Learn Limited**  
Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018.  
Tel: +91-22-40343900 Fax: +91-22-26743422  
E-mail: investor\_relations@zeelearn.com

**13. Listing Fee:**

Company has paid the Annual Listing fees for the Financial Year 2020-21 to the stock exchanges where the shares of the Company are listed (viz NSE & B S E) . The Company had also paid the Annual Maintenance Fee for the Year 2020 to the Luxembourg Stock Exchange where the GDRs of the Company are listed.

**14. PAN & Change of Address**

Members holding equity share in physical form are requested to notify the change of address/dividend mandate, if any, to the Company's Registrar & Share Transfer Agent, at the address mentioned above.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in dematerialized form are requested to submit their PAN, notify the change of address including e-mail address/ dividend mandate, if any, to their respective Depository Participant (DP). Members holding shares in physical form can submit their PAN, notify the change of address including e-mail address/ dividend mandate, if any, to the Company/ Registrar & Share Transfer Agent.

**15. Share Transfer System**

Equity Shares sent for physical transfer or for dematerialisation are generally registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents. Further, in compliance with Notification No. SEBI/LAD-NRO/GN/2018/24 issued by SEBI, the Company has ceased to accept physical transfer of shares w.e.f. April 1 2019, except in case of transmission of securities.

**16. Dematerialisation of Equity Shares & Liquidity**

To facilitate trading in demat form the Company has made arrangements with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders may open account with any of the Depository Participant registered with any of these two depositories. As on March 31, 2020, 32,59,09,079 equity shares constituting 99.94% of the outstanding shares were held in dematerialized form. Entire Equity shareholding of the promoters in Company is held in dematerialized form.



## 17. Unclaimed Shares

As per Regulation 39 of Listing Regulations, details in respect of the physical shares, which were issued pursuant to the Scheme of Arrangement and lying in the Suspense account, is as under:

Description	Number of shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account as at April 1, 2019	219	39427
Fresh undelivered cases during the Financial Year 2019-2020	NIL	NIL
Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2020	2	548
Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2020	2	548
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2020	217	38879

The voting rights on the Equity shares outstanding in the suspense account as on March 31, 2020 shall remain frozen till the rightful owner of such shares claims the shares.

## 18. Transfer of Unclaimed dividend / Shares to Investor Education Protection Fund

Section 124 and Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') mandates that companies transfer dividend that has remained unclaimed for a period of seven years from unpaid dividend account to Investor Education and Protection Fund (IEPF). Further, the Rules mandate the transfer of shares with respect to the dividend, which has not been paid or claimed for seven consecutive years or more to IEPF. Accordingly, the dividend for the years mentioned as follows will be transferred to the IEPF on the respective dates if the dividend remains unclaimed for seven years, and the corresponding shares will also be transferred to IEPF if dividend is unclaimed for seven consecutive years. The shareholders are requested to claim the unclaimed dividend amount immediately in order to avoid the transfer of shares to IEPF.

Year	Type of Dividend	Dividend Per Share (in ₹)	Date of declaration of dividend	Due Dates for transfer to IEPF
2016-17	Interim	0.05	21.10.2016	20.11.2023
2016-17	Final	0.05	28.9.2017	27.10.2024
2017-18	Final	0.10	24.9.2018	23.10.2025
2018-19	Final	0.10	26.09.2019	25.10.2026

Shareholders who have not yet encashed their dividend warrants for the previous years may approach with unencashed dividend warrants to the Company, at its Corporate Office for revalidation / issue of duplicate dividend warrants.

## 19. Shareholders' Correspondence

The Company has attended to all the investors' grievances/ queries/ information requests. It is the endeavor of the Company to reply to all letters/ communications received from the shareholders within a period of 5 working days.

All correspondence may please be addressed to the Registrar & Share Transfer Agent at the address given above. In case any shareholder is not satisfied with the response or do not get any response within reasonable period, they may approach the Investor Relations Officer at the address given above.

## 20. Outstanding Convertible Securities

There are no outstanding warrants or any other convertible instruments which are likely to impact the equity capital of the Company as on March 31, 2020.

**21. Share Capital Build-up**

Particulars	No. of Shares issued	Date of Issue
Issued to Subscribers	50,000	20.01.2010
Sub-Division of Shares from ₹. 10/- each to ₹. 1/- each	5,00,000	22.01.2010
Issued to ZEEL Shareholders pursuant to Scheme	12,22,38,599	14.10.2010
Issued to Essel Entertainment Media Limited Shareholders pursuant to Scheme	14,00,00,000	01.07.2011
Allotment under ESOP	2,12,000	30.11.2012
Allotment under ESOP	59,650	13.03.2013
Global Depository Receipt	5,61,79,770	21.05.2013
Allotment under ESOP	18,500	14.08.2013
Allotment under ESOP	52,500	25.10.2013
Allotment under ESOP	54,700	30.01.2014
Allotment under ESOP	15,925	24.03.2014
Allotment under ESOP	30,200	12.05.2014
Allotment under ESOP	28,250	11.06.2014
Allotment under ESOP	36,550	25.08.2014
Allotment under ESOP	2,39,189	24.09.2014
Allotment under ESOP	1,35,950	07.10.2014
Allotment under ESOP	74,663	29.10.2014
Allotment under ESOP	52,500	02.12.2014
Allotment under ESOP	15,488	02.01.2015
Allotment under ESOP	18,975	11.02.2015
Allotment under ESOP	37,688	23.03.2015
Allotment under ESOP	64,788	30.04.2015
Allotment under ESOP	20,600	11.06.2015
Allotment under ESOP	29,000	06.08.2015
Allotment under ESOP	33,535	24.09.2015
Allotment under ESOP	45,188	03.11.2015
Allotment under ESOP	85,799	09.12.2015
Allotment under ESOP	5,591	18.12.2015
Allotment under ESOP	16,035	19.12.2015
Allotment under ESOP	1,22,289	21.12.2015
Allotment under ESOP	52,004	19.01.2016
Allotment under ESOP	62,294	04.02.2016
Allotment under ESOP	16,035	10.02.2016
Allotment under ESOP	49,106	01.09.2016

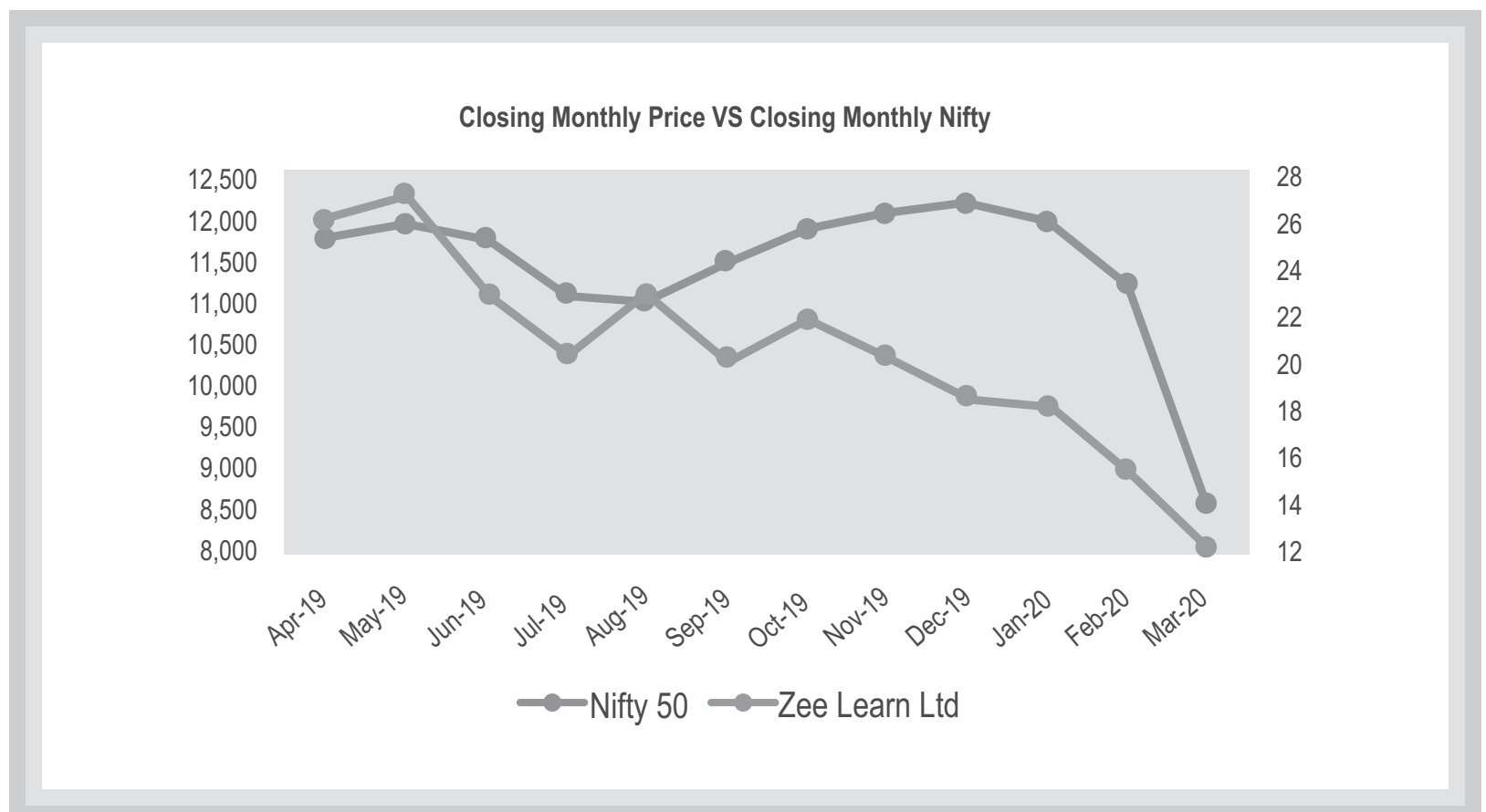
Particulars	No. of Shares issued	Date of Issue
Allotment under ESOP	78,906	26.09.2016
Allotment under ESOP	51,248	08.11.2016
Allotment under ESOP	45,000	18.11.2016
Allotment under ESOP	7,606	19.12.2016
Allotment under ESOP	64,025	16.01.2017
Allotment under ESOP	1,21,269	20.01.2016
Allotment under ESOP	2,49,993	02.02.2017
Allotment under ESOP	3,14,650	14.02.2017
Allotment under ESOP	24,723	20.02.2017
Allotment under ESOP	2,64,825	28.02.2017
Allotment under ESOP	1,58,525	02.03.2017
Allotment under ESOP	1,96,650	14.03.2017
Allotment under ESOP	2,17,250	21.03.2017
Allotment under ESOP	1,37,500	23.03.2017
Allotment under ESOP	1,06,850	27.03.2017
Allotment under ESOP	2,17,606	24.04.2017
Allotment under ESOP	6,00,000	25.04.2017
Allotment under ESOP	25,067	28.04.2017
Allotment under ESOP	20,158	18.05.2017
Allotment under ESOP	14,806	25.05.2017
Allotment under ESOP	2,45,238	07.06.2017
Allotment under ESOP	2,35,000	08.06.2017
Allotment under ESOP	3,11,190	19.07.2017
Allotment under ESOP	20,400	21.07.2017
Allotment under ESOP	31,425	07.09.2017
Allotment under ESOP	4,10,820	23.10.2017
Allotment under ESOP	82,634	02.11.2017
Allotment under ESOP	24,925	06.12.2017
Allotment under ESOP	3,57,747	22.12.2017
Allotment under ESOP	6,56,075	31.01.2018
Allotment under ESOP	1,70,000	21.06.2018
Allotment under ESOP	13,253	29.11.2018
Allotment under ESOP	14,000	08.08.2019
<b>Issue &amp; Paid-up Capital as on 31.03.2020</b>	<b>32,60,92,725</b>	

## 22. Stock Market Data Relating to Shares Listed in India

Monthly high and low quotations and volume of Equity Shares traded on BSE and NSE for the financial year 2019 - 2020:

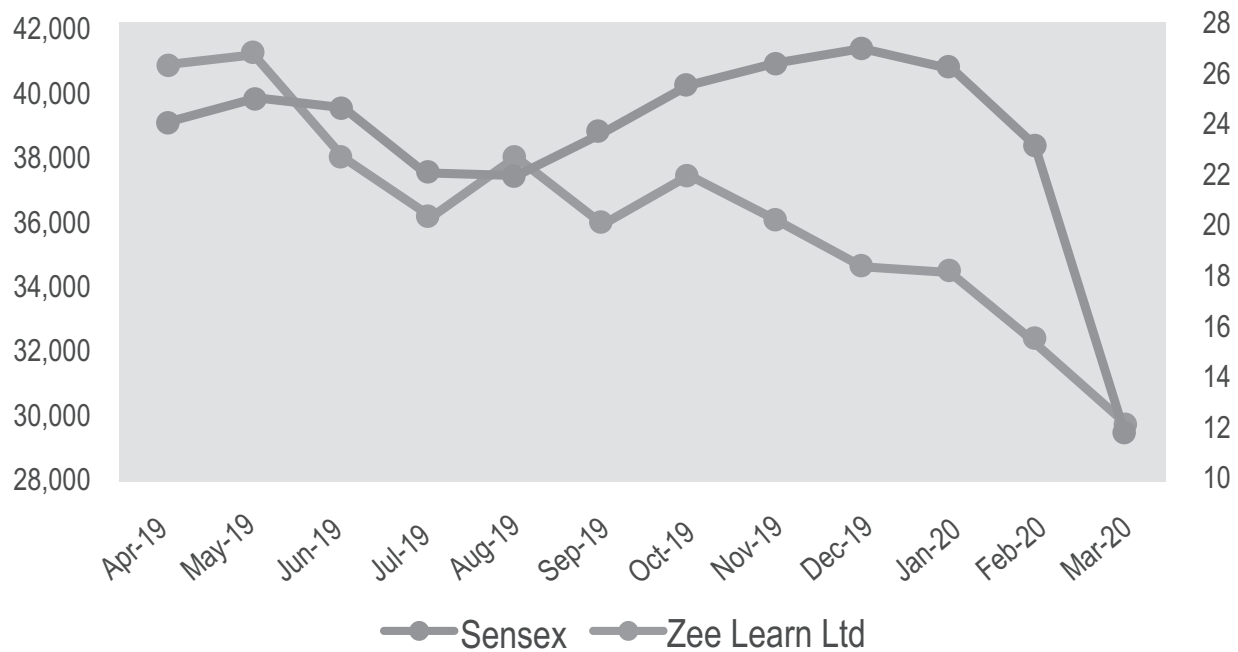
Months	BSE			NSE		
	High (₹)	Low (₹)	Volume of shares traded	High (₹)	Low (₹)	Volume of shares traded
April 2019	29.90	26.00	1,59,214	28.80	25.90	22,03,280
May 2019	29.45	21.15	4,72,683	29.00	21.35	60,20,296
June 2019	28.50	22.25	1,40,866	28.50	22.40	16,74,575
July 2019	25.20	19.00	2,81,211	25.15	19.60	30,00,026
August 2019	25.30	19.00	2,77,534	25.25	19.40	29,79,865
September 2019	24.20	20.00	1,58,927	25.80	19.80	18,61,833
October 2019	25.00	14.50	5,26,504	23.25	14.50	38,77,121
November 2019	28.45	19.35	3,69,883	27.95	19.05	52,54,491
December 2019	21.00	18.00	1,68,595	20.90	18.00	23,12,983
January 2020	20.90	17.90	1,67,324	20.50	17.60	26,72,069
February 2020	19.20	15.20	4,07,928	19.25	15.05	34,09,910
March 2020	16.00	11.70	6,78,396	16.20	11.25	88,39,787

## 23. Relative Performance of the Equity Shares Vs. BSE Sensex & Nifty Index





Closing Monthly Price VS Closing Monthly Sensex



## 24. Distribution of Shareholding as on March 31, 2020

No. of Equity Shares	Share Holders		No. of Shares	
	Number	% of Holders	Number	% of Capital
Up to 500	87,378	90.7937	53,67,818	1.6461
501 - 1000	4,040	4.1979	33,80,077	1.0365
1001 - 2000	2,083	2.1644	31,94,651	0.9797
2001 - 3000	843	0.876	21,73,067	0.6664
3001 - 4000	375	0.3897	13,49,678	0.4139
4001 - 5000	388	0.4032	18,47,168	0.5665
5001 -10000	568	0.5902	43,71,616	1.3406
10001 and Above	563	0.585	30,44,08,650	93.3503
<b>Total</b>	<b>96,238</b>	<b>100.00</b>	<b>32,60,92,725</b>	<b>100.00</b>

**25. Categories of Equity Shareholders as on March 31, 2020**

Category	March 31, 2020	
	% of shareholding	No. of shares held
Promoters	57.17	18,64,42,388
Individuals	11.63	3,79,13,614
Body Corporate	5.16	1,68,25,708
Foreign Portfolio Investors	23.56	7,68,39,883
Non Resident Indians	0.81	26,48,318
Others	1.67	54,22,814
<b>Total</b>	<b>100.00</b>	<b>32,60,92,725</b>

**26. Particulars of Shareholding**
**a) Promoter Shareholding as on March 31, 2020**

Sr. No.	Name of Shareholder	No of Shares held	% of shareholding
1	(Jayneer Infrapower & Multiventures Pvt. Limited)	6,12,10,000	18.77
2	Asian Satellite Broadcast Pvt. Ltd	5,73,93,250	17.60
3	Jayneer Enterprises LLP	1,50,00,000	4.60
4	Essel Media Ventures Private Limited	1,28,61,036	3.94
5	Sprit Infrapower & Multiventures Private Limited (Formerly Sprit Textiles Pvt. Ltd.)	1,11,03,864	3.41
6	Essel Infraprojects Limited	0.00	0.00
7	Essel Holdings Limited	2,88,74,238	8.85
	<b>Total</b>	<b>18,64,42,388</b>	<b>57.17</b>

**b) Top ten (10) Public Shareholding as on March 31, 2020**

Sr. No.	Name of Shareholder	No of Shares held	% of shareholding
1	Moon Capital Trading Pte. Ltd.	2,09,55,327	6.43
2	Polus Global Fund	2,06,27,966	6.33
3	Morgan Stanley Asia (Singapore) Pte.	1,38,04,546	4.23
4	Cophall Mauritius Investment Limited	81,05,371	2.49
5	Vyoman Tradelink India Private Limited	49,49,506	1.52
6	UBS Principal Capital Asia Ltd	46,34,088	1.42
7	Veena Investments Private Limited	34,49,013	1.06
8	Tarra Fund	24,62,530	0.76
9	Hornbill Orchid India Fund	22,93,464	0.70
10	JM Financial Services Limited	22,74,338	0.70
	<b>Total</b>	<b>8,35,56,149</b>	<b>25.64</b>

## 27. Credit Rating

The credit ratings during the financial year 2019-20 for the Debt Instrument, Overdraft Term Loan and Working Capital Demand Loan of the Company from CARE Rating Ltd and Brickworks are as follows:

Debt Instrument: The rating revised from CARE AA+ (CE) [Double A Plus (Credit Enhancement)]; Continues on Credit watch with negative implications to CAREAA(CE) [Double A (Credit Enhancement)] (Credit watch with negative implications).

Overdraft Term Loan: No change in credit rating during the financial year. The rating reaffirmed is BWR A (Pronounced as BWR A) Credit Watch with Developing Implications

Working Capital Demand Loan: The Credit rating assigned during the year as BWRA (Pronounced as BWRA) Credit Watch with Developing Implications

## Certification on Financial Statements of the Company

We, the undersigned, in our capacities as the “Chief Executive Officer” and “Chief Financial Officer” of Zee Learn Limited (“the Company”), certify that:

1. We have reviewed the Financial Statements and Cash Flow Statement of the Company for the year ended March 31, 2020 and that to the best of our knowledge and belief:
  - (i) these Statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these Statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2020 which are fraudulent, illegal or violative of the Company’s code of conduct;
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies;
4. We have indicated to the Auditors and the Audit Committee that during the year:
  - (i) there has not been significant changes in internal control over financial reporting;
  - (ii) there have not been any significant changes in accounting policies; and
  - (iii) there have been no instances of significant fraud of which we are aware that involve the management or other employees, having significant role in the Company’s internal control system over financial reporting.

### For Zee Learn Limited

**Vikash Kumar Kar**  
Zee Learn Limited  
Chief Executive Officer

**Rakesh Agarwal**  
Chief Financial Officer

Place : Mumbai  
Date : October 7, 2020



# Independent Auditor's Report

To  
The Members of  
**Zee Learn Limited**

## Report on the audit of standalone financial statements

### 1. Qualified Opinion

We have audited the accompanying standalone financial statements of Zee Learn Limited ("the Company"), which comprise the balance sheet as at 31 March 2020, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters specified in the Basis for Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Company as at 31 March 2020, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### 2. Basis for Qualified opinion

- a) The Company has non-current investment in its subsidiary company viz MT Educare Limited (MTEL) with a carrying value at cost of Rs 27,812.22 Lakhs. MTEL on a consolidated basis has a positive net worth as at 31 March 2020. Due to the prevailing unprecedented Covid19 pandemic situation and the uncertainty connected to it, the Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 "Impairment of Assets" and hence no adjustments have been considered by the Company to the carrying value of this non-current investment as at 31 March, 2020. In the absence of sufficient and appropriate audit evidence by way of such detailed and comprehensive assessment due to the current COVID-19 pandemic situation, we are unable to comment upon adjustments, if any, that may be required to the carrying value of this non-current investment on the standalone financial statements.
- b) The Company has not complied with the provisions of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 relating to the submission of the results for the quarter ended 31 March 2020 to Securities and Exchange Board of India (SEBI) within the stipulated time. Penalties on account of such non compliances are presently not ascertainable and not provided for in the books of account. Consequently, we are unable to comment on the impact, if any, on the standalone financial statements.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) prescribed under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

### 3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended 31 March 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matter	Description of Auditor's Response
<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of Ind AS 115 "Revenue from Contracts with Customers"</p> <ul style="list-style-type: none"> <li>Sales are recognized when the control of the goods and services is transferred to the customer.</li> <li>Revenue is recognized at the amount that reflects the considerations to which the Company expects to be entitled in exchange for transferring goods or services to customer.</li> <li>Revenue is recognized over a time or point in time.</li> <li>The Company focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the control.</li> </ul>	<p><b>Principal Audit Procedures</b></p> <p>We assessed the Company's process of identifying the revenue accounting. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> <li>Evaluated the design of internal controls relating to implementation of the revenue accounting standard.</li> <li>Assessing the application of Company's accounting policies over revenue recognition and comparing the Company's accounting policies over revenue recognition with applicable accounting standards.</li> <li>Identifying the nature of the revenues and identification of any unusual contract terms.</li> <li>Testing the revenue recognized including testing of Company's control on revenue recognition, when applicable. Our testing included tracing the information to agreements and payments.</li> <li>Assessing the revenue recognized with substantive analytical procedures, and</li> <li>Assessing the Company's disclosure on revenue recognition.</li> </ul> <p>Our procedures did not identify any material exceptions.</p>

**4. Emphasis of Matter**

We draw attention to note 46 to the accompanying Statement that state that the management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance, and position as at and for the year ended 31 March 2020 and has concluded that there is no impact which is required to be recognized in the financial results. Accordingly, no adjustments have been made to the standalone financial statements. However, the extent of the impact of the COVID-19 pandemic on the Company's result is dependent upon future developments.

Our opinion is not modified in respect of these matters.

**5. Other information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board Report and Chairman's Statement but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone

financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**6. Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and

completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### 7. Auditor's responsibilities for the audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that

may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### 8. Report on other Legal and Regulatory requirements

I. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable

#### II. As required by Section 143(3) of the Act, we report that:

- a) we have sought and except for the possible effects of the matters described in the Basis for Qualified Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) except for the possible effects of the matters described in the Basis for Qualified Opinion section, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- d) except for the possible effects of the matters described in the Basis for Qualified Opinion section, in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;;
- e) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
- f) On the basis of written representations received from the directors of the Company as on 31 March 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- g) 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".
- h) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its

directors during the year is in accordance with the provisions of Section 197 of the Act.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements- refer note 35 to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts having any material foreseeable losses; and
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

**For MGB & Co LLP**  
**Chartered Accountants**  
**Firm Registration Number: 101169W/W-100035**

**Sanjay Kothari**  
**Partner**  
**Membership Number 048215**

**Mumbai, 7 October 2020**

**UDIN : 20048215AAAAGM6270**



## Annexure - A to the Independent Auditor's Report

**Annexure referred to in paragraph 8(II) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of the Company on the standalone financial statements for the year ended 31 March 2020**

- I (a)** The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b)** During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii.** The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- iii.** According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.
- iv.** In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of loan given and investments made and guarantees and securities provided during the year.
- v.** The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act.
- vi.** The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act and rules thereunder. We have broadly reviewed such records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii.** According to the records of the Company examined by us and information and explanations given to us:
- (a)** Undisputed statutory dues including employees' state insurance, income tax, sales tax, service tax, goods and services tax, duty of customs, duty of excise, value added tax, cess and others as applicable have generally been regularly deposited with the appropriate authorities except few delays in case of payments of advance income tax and goods and service tax. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31 March 2020 for a period of more than six months from the date they became payable.
- (b)** There are no amounts on account of goods and service tax, duty of customs and duty of excise which are yet to be deposited on account of any dispute. The disputed dues of service tax, sales tax and value added tax which have not been deposited as under:

Name of the Statute	Nature of the Dues	Amount (In lakhs)	Period to which the amount relate	Forum where dispute is pending
The Central Sales Tax Act, 1956	Sales Tax	49.95	F.Y. 2005 - 2006	Deputy Commissioner of Sales Tax, Appeals
	Sales Tax	90.81	F.Y. 2010 - 2011	Joint Commissioner of Sales Tax
	Sales Tax	50.49	F.Y. 2012 - 2013	Joint Commissioner of Sales Tax
The Maharashtra Value Added Tax Act, 2002	Value Added Tax	74.64	F.Y. 2005 - 2006	Deputy Commissioner of Sales Tax, Appeals
	Value Added Tax - Penalty	46.55		
	Value Added Tax	42.85	F.Y. 2010 - 2011	Joint Commissioner of Sales Tax
	Value Added Tax	41.08	F.Y. 2012 - 2013	Joint Commissioner of Sales Tax

Name of the Statute	Nature of the Dues	Amount (In lakhs)	Period to which the amount relate	Forum where dispute is pending
Finance Act 1994	Service Tax	17.90	F.Y 2009 - 2010 to F.Y. 2011- 2012	Central Excise and Service Tax Appellate Tribunal
	Service Tax	7.24	F.Y. 2012 - 2013	Central Excise and Service Tax Appellate Tribunal
	Service Tax	19.49	F.Y 2007 - 2008 to F.Y. 2010 - 2011	Central Excise and Service Tax Appellate Tribunal
	Service Tax	1.61	F.Y. 2011- 2012	Central Excise and Service Tax Appellate Tribunal
	Service Tax	2.66	F.Y. 2012 - 2013	Central Excise and Service Tax Appellate Tribunal
	Service tax	512.33	F.Y. 2011 - 2012 to F.Y. 2014 -2015	Central Excise and Service Tax Appellate Tribunal
	Service Tax - Penalty	553.97		
	Service Tax	602.73	F.Y. 2016 – 2017 to F.Y. 2017-2018	Commissioner of Central Goods and Service Tax

**viii.** According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks and debenture holders. The Company has availed to defer scheduled Term Loan / Overdraft servicing payments as per RBI Circular of 27 March 2020 and 23 May 2020 on Moratorium for debt servicing for period 1 March 2020 till 31 August 2020. Accordingly, the Company has deferred interest on term loan amounting to Rs. 14.47 lakhs and interest on bank overdraft facility amounting to Rs.20.45 lakhs which shall be repayable not later than 31 March 2021 and the same has been converted into Funded Interest Term Loan which shall be repayable not later than 31 March 2021 . Also, the tenure of term loan / working capital limits has been extended by six months from their original dates of maturity. The Company does not have any loans from Government.

**ix.** In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) .The Company has not raised any term loans raised during the year.

**x.** During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have been informed of any such case by the Management.

**xi.** According to the records of the Company examined by us, and information and explanations given to us, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

**xii.** In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it.

**xiii.** According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable Accounting Standards.

**xiv.** According to the records of the Company examined by us, and information and 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.

**xv.** According to the records of the Company examined by us, and information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him.

**xvi.** The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **MGB & Co LLP**  
Chartered Accountants  
Firm Registration Number: 101169W/W-100035

**Sanjay Kothari**  
Partner  
Membership Number 048215

Mumbai, 7 October 2020

UDIN: 20048215AAAAGM6270

## Annexure - B to the Independent Auditor's Report

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 8(II)(g) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of the Company on the standalone financial statements for the year ended 31 March 2020**

We have audited the internal financial controls over financial reporting of Zee Learn Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone 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 (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 Act.

### 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 on "Audit of Internal Financial Controls over Financial Reporting" (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit 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 standalone 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 2020, 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 issued by the Institute of Chartered Accountants of India.

**For MGB & Co LLP**

Chartered Accountants

Firm Registration Number: 101169W/W-100035

**Sanjay Kothari**

Partner

Membership Number 048215

Mumbai, 7 October 2020

UDIN : 20048215AAAAGM6270



## Standalone Balance Sheet as at 31 March 2020

(₹ lakhs)

	Note	31 March 2020	31 March 2019
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	603.98	449.65
(b) Right-of-use asset	4	1,913.55	-
(c) Capital work-in-progress	3	-	100.57
(d) Investment property	5	5.85	5.85
(e) Intangible assets	6	154.29	102.63
(f) Intangible assets under development	6	12.61	50.86
(g) Financial assets			
(i) Investments	7	50,602.76	50,601.73
(ii) Loans	8	15,724.46	-
(iii) Other financial assets	9	218.10	253.64
(h) Deferred tax assets (net)	10	503.57	463.53
(i) Income tax assets (net)	11	174.85	142.33
(j) Other non-current assets	12	121.87	150.90
<b>Total non-current assets</b>		<b>70,035.89</b>	<b>52,321.69</b>
<b>Current assets</b>			
(a) Inventories	13	1,769.93	1,314.48
(b) Financial assets			
(i) Investments	14	9,572.00	9,572.00
(ii) Trade receivables	15	1,800.30	2,284.61
(iii) Cash and cash equivalents	16 (A)	107.32	967.80
(iv) Bank balances other than (iii) above	16 (B)	57.12	27.21
(v) Loans	8	-	9,067.90
(vi) Other financial assets	9	983.93	874.56
(c) Other current assets	12	202.02	328.06
<b>Total current assets</b>		<b>14,492.62</b>	<b>24,436.62</b>
<b>Total Assets</b>		<b>84,528.51</b>	<b>76,758.31</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	17	3,260.93	3,260.79
(b) Other Equity	18	44,492.12	38,015.30
<b>Total Equity</b>		<b>47,753.05</b>	<b>41,276.09</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19	11,508.25	12,436.60
(ii) Lease liabilities	20	1,486.86	-
(iii) Others	21 (B)	738.76	799.38
(b) Provisions	22	196.88	164.93
(c) Other liabilities	23	6,911.52	8,301.62
<b>Total non-current liabilities</b>		<b>20,842.27</b>	<b>21,702.53</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19	4,384.66	4,361.52
(ii) Lease liabilities	20	549.70	-
(iii) Trade payables	21 (A)		
(1) total outstanding dues of micro enterprises and small enterprises		476.49	467.67
(2) total outstanding dues of creditors other than micro enterprises and small enterprises		1,098.11	1,897.81
(iv) Other financial liabilities	21 (B)	4,585.89	3,362.93
(b) Other current liabilities	23	4,578.24	3,655.73
(c) Provisions	22	30.51	33.90
(d) Current tax liabilities (net)	24	229.59	0.13
<b>Total current liabilities</b>		<b>15,933.19</b>	<b>13,779.69</b>
<b>Total Liabilities</b>		<b>36,775.46</b>	<b>35,482.22</b>
<b>Total Equity and Liabilities</b>		<b>84,528.51</b>	<b>76,758.31</b>

Notes forming part of the standalone financial statements  
As per our attached report of even date

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For and on behalf of the board

**For MGB & Co LLP**

Chartered Accountants  
FRN - 101169W/W100035

**Sanjay Kothari**

Partner  
Membership Number 048215

Place: Mumbai  
Date: 7 October 2020

**Vikash Kumar Kar**  
Whole-Time Director & CEO

**Rakesh Agarwal**  
Chief Financial Officer

**Nanette D'sa**  
Director

**Prashant Parekh**  
Company Secretary



## Standalone Statement of Profit and Loss for the year ended 31 March 2020

(₹ lakhs)

	Note	31 March 2020	31 March 2019
<b>Income</b>			
Revenue from operations	25	19,437.24	20,977.80
Other income	26	2,393.32	1,683.96
<b>Total Income</b>		<b>21,830.56</b>	<b>22,661.76</b>
<b>Expenses</b>			
Operational cost	27	3,364.82	4,826.39
Employee benefits expense	28	3,058.86	2,951.65
Finance costs	29	2,451.91	1,997.13
Depreciation and amortisation expense	30	872.08	377.19
Other expenses	31	2,967.49	3,840.95
<b>Total Expenses</b>		<b>12,715.16</b>	<b>13,993.31</b>
<b>Profit before tax</b>		<b>9,115.40</b>	<b>8,668.45</b>
<b>Less : Tax expense</b>			
Current tax - current year	32	2,314.18	2,525.82
- earlier period		(25.29)	45.74
Deferred tax (including MAT credit entitlement) - current year		(35.41)	(15.38)
- earlier period		-	(57.32)
<b>Total Tax Expenses</b>		<b>2,253.48</b>	<b>2,498.86</b>
<b>Profit for the year</b>	<b>(A)</b>	<b>6,861.92</b>	<b>6,169.59</b>
<b>Other comprehensive income / (loss) (including tax effect)</b>			
(i) Items that will not be reclassified to statement of profit and loss		(13.45)	17.13
(ii) Items that will be reclassified to statement of profit and loss		-	-
<b>Other comprehensive income / (loss) for the year</b>	<b>(B)</b>	<b>(13.45)</b>	<b>17.13</b>
<b>Total comprehensive income for the year</b>	<b>(A+B)</b>	<b>6,848.47</b>	<b>6,186.72</b>
<b>Earnings per equity share (face value ₹ 1 each)</b>			
Basic (₹)	47	2.10	1.89
Diluted (₹)		2.10	1.89

Notes forming part of the standalone financial statements

1-53

As per our attached report of even date

For and on behalf of the board

**For MGB & Co LLP**

 Chartered Accountants  
 FRN - 101169W/W100035

**Sanjay Kothari**

 Partner  
 Membership Number 048215

Place: Mumbai

Date: 7 October 2020

**Vikash Kumar Kar**  
 Whole-Time Director & CEO

**Nanette D'sa**  
 Director

**Rakesh Agarwal**  
 Chief Financial Officer

**Prashant Parekh**  
 Company Secretary

## Standalone Statement of Changes in Equity for the year ended 31 March 2020

A. Equity share capital			Note			(₹ Lakhs)
Balance as at 01 April 2018						3,258.95
Changes in equity share capital			17a			1.84
<b>Balance as at 31 March 2019</b>						<b>3,260.79</b>
Changes in equity share capital			17a			0.14
<b>Balance as at 31 March 2020</b>						<b>3,260.93</b>
<b>B. Other equity</b>						<b>(₹ Lakhs)</b>
	Reserves and surplus					
	Securities premium	Debenture redemption reserve	Share based payment reserve	General reserve	Retained earnings	Total other equity
<b>Balance as at 01 April 2018</b>	<b>12,447.58</b>	<b>812.50</b>	<b>523.04</b>	<b>13,971.80</b>	<b>4,354.55</b>	<b>32,109.47</b>
Profit for the year	-	-	-	-	6,169.59	6,169.59
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	17.13	17.13
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,186.72</b>	<b>6,186.72</b>
	<b>12,447.58</b>	<b>812.50</b>	<b>523.04</b>	<b>13,971.80</b>	<b>10,541.27</b>	<b>38,296.19</b>
Transferred from Statement of Profit and Loss Account	-	406.25	-	-	(406.25)	-
Dividend paid	-	-	-	-	(326.06)	(326.06)
Dividend distribution tax paid	-	-	-	-	(67.02)	(67.02)
Exercise of shares options	74.80	-	(18.84)	-	-	55.96
Share options outstanding account	-	-	56.23	-	-	56.23
<b>Balance as at 31 March 2019</b>	<b>12,522.38</b>	<b>1,218.75</b>	<b>560.43</b>	<b>13,971.80</b>	<b>9,741.94</b>	<b>38,015.30</b>
Profit for the year	-	-	-	-	6,861.92	6,861.92
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	(13.45)	(13.45)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,848.47</b>	<b>6,848.47</b>
	<b>12,522.38</b>	<b>1,218.75</b>	<b>560.43</b>	<b>13,971.80</b>	<b>16,590.41</b>	<b>44,863.77</b>
Transferred from Statement of Profit and Loss Account	-	203.13	-	-	(203.13)	-
Dividend paid	-	-	-	-	(326.09)	(326.09)
Dividend distribution tax paid	-	-	-	-	(67.03)	(67.03)
Exercise of shares options	4.63	-	(1.85)	-	-	2.78
Share options outstanding account	-	-	18.69	-	-	18.69
	4.63	203.13	16.84	-	(596.25)	(371.65)
<b>Balance as at 31 March 2020</b>	<b>12,527.01</b>	<b>1,421.88</b>	<b>577.27</b>	<b>13,971.80</b>	<b>15,994.16</b>	<b>44,492.12</b>

- Securities premium is used to record premium on issue of shares. The reserve is utilised in accordance with the provisions of Companies Act, 2013.
- Debenture redemption reserve is created out of the profits which is available for payment of dividend for the purpose of redemption of debentures.
- Share option outstanding account is related to share options granted by the Company to its employee under its employee share option plan.
- General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. General Reserve includes ₹/Lakhs 8,881.25 (₹/Lakhs 8,881.25) pursuant to the scheme of Amalgamation, sanctioned by the Hon'ble Court of Bombay and shall not be used for the purpose of declaring dividend.
- Retained earnings represent the accumulated earnings net of losses if any made by the Company over the years.

Notes forming part of the standalone financial statements 1-53

As per our attached report of even date

For and on behalf of the board

### For MGB & Co LLP

Chartered Accountants  
FRN - 101169W/W100035

### Sanjay Kothari

Partner  
Membership Number 048215

**Vikash Kumar Kar**  
Whole-Time Director & CEO

**Rakesh Agarwal**  
Chief Financial Officer

**Nanette D'sa**  
Director

**Prashant Parekh**  
Company Secretary

## Standalone Statement of Cash Flows for the year ended 31 March 2020

(₹ lakhs)

	31 March 2020	31 March 2019
<b>A. Cash flow from operating activities</b>		
Net Profit before tax	9,115.40	8,668.45
<b>Adjustments for :</b>		
Depreciation and amortisation expense	872.08	377.19
Liabilities no longer required / excess provision written back	(88.02)	(57.01)
Employee share based payment expenses	18.70	56.24
Net gain on Investments measured at fair value through profit or loss (FVTPL)	(4.21)	-
(Profit) / Loss on sale / discard of property, plant and equipment / intangibles	0.67	(4.49)
Interest expenses	2,447.78	1,958.89
Allowances of doubtful debts	242.21	218.86
Amortization of ancillary borrowing cost	6.26	6.26
Unwinding of discount on security deposit	378.64	394.50
Dividend income	(0.01)	(17.72)
Interest income	(1,461.45)	(892.20)
<b>Operating profit before working capital changes</b>	<b>11,528.05</b>	<b>10,708.97</b>
<b>Changes in working capital :</b>		
(Increase) / Decrease in inventories	(455.45)	(380.34)
(Increase) / Decrease in trade and other receivables	202.84	(1,821.33)
Increase / (Decrease) in trade and other payables	(1,060.28)	4,178.48
<b>Cash generated from operations</b>	<b>10,215.16</b>	<b>12,685.78</b>
Income tax paid (net)	(2,091.94)	(2,810.93)
<b>Net cash flow from operating activities (A)</b>	<b>8,123.22</b>	<b>9,874.85</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment / intangible assets / investment property / capital work-in-progress	(346.31)	(547.33)
Sale of property, plant and equipment / intangible assets	-	22.64
Proceed from/(Investments) in deposits with bank	(29.91)	248.09
Proceed from/(Investments) in margin money deposit with bank	30.31	(33.25)
Sale of current investments	1,000.00	1,277.45
Purchase of current investments	(1,000.00)	(7,813.24)
Loans given to others	(83.90)	-
Loans given to subsidiary companies	(6,364.71)	(13,044.67)
Receipt of loans given to subsidiary companies	1,094.21	5,414.00
Dividend received from subsidiary company	-	0.01
Dividend received from others	-	17.71
Interest received	160.07	355.53
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(5,540.24)</b>	<b>(14,103.06)</b>

## Statement of Cash Flows for the year ended 31 March 2020

(₹ lakhs)

	31 March 2020	31 March 2019
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity shares (including securities premium)	2.92	57.80
Proceeds from non-current borrowings	5,755.00	6,723.13
Repayment of non-current borrowings	(3,839.57)	(6,475.50)
Proceeds from current borrowings	-	4,361.52
Payment of lease liabilities	(696.91)	-
Dividend paid (including dividend distribution tax)	(393.12)	(381.13)
Interest paid	(4,271.78)	(687.24)
<b>Net cash flow from / (used in) financing activities ( C )</b>	<b>(3,443.46)</b>	<b>3,598.58</b>
Net cash flow during the year (A+B+C)	(860.48)	(629.63)
Cash and cash equivalents at the beginning of the year	967.80	1,597.43
Net cash and cash equivalents at the end of the year	107.32	967.80
Add : Balances earmarked	57.12	27.21
<b>Cash and bank balances at the end of the year</b>	<b>164.44</b>	<b>995.01</b>

**Notes**

(₹ lakhs)

1. Component of cash and cash equivalents as follows	31 March 2020	31 March 2019
Cash and cash equivalents	107.32	967.80
Bank Balances	57.12	27.21
<b>Total</b>	<b>164.44</b>	<b>995.01</b>

- As required by Ind AS 7 "Statement of Cash Flows", a reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities is given in note 52 "
- The above cash flow statement has been prepared in accordance with the " Indirect Method " as set out in the Ind AS -7 on " Cash Flow Statements".
- The impact of non-cash transactions have not been given in the above cash flow statement details of which are given in note 52
- Previous year's figures have been regrouped, recast wherever necessary.

As per our attached report of even date

For and on behalf of the board

**For MGB & Co LLP**

 Chartered Accountants  
 FRN - 101169W/W100035

**Sanjay Kothari**

 Partner  
 Membership Number 048215

**Vikash Kumar Kar**  
 Whole-Time Director & CEO

**Nanette D'sa**  
 Director

**Rakesh Agarwal**  
 Chief Financial Officer

**Prashant Parekh**  
 Company Secretary

Place: Mumbai

Date: 7 October 2020



## Notes forming part of the Standalone Financial Statements

### 1 Corporate Information

Zee Learn Limited ("the Company") was incorporated in State of Maharashtra on 4 January, 2010. The Company is one of the most diversified premium education companies which delivers learning solutions and training through its multiple products viz. Kidzee, Mount Litera Zee Schools, Mount Litera World Preschool, Zee Institute of Media Arts (ZIMA), Zee Institute of Creative Arts (ZICA) and E - Learning Online Education and Testing.

The separate financial statements of the company for the year ended 31 March 2020, were authorised for issue by the Board of Directors at their meeting held on 7 October 2020.

### 2 Significant Accounting Policies

#### a Basis of preparation

"These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, as and when amended and other relevant provisions of the Act and rules framed there under and guidelines issued by Securities and Exchange Board of India (SEBI).

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below."

#### Functional and Presentation currency

These standalone financial statements are presented in Indian Rupees, which is also the company's functional currency.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III (except per share data), unless otherwise stated. Zero '0' denotes amount less than ₹ 50,000/-.

#### Current non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used

to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### b Property, plant and equipment

(i) Freehold land is carried at cost. Other property, plant and equipment acquired are measured on initial recognition at cost. Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognised. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

(ii) Capital work-in-progress comprises cost of property, plant and equipment and related expenses that are not yet ready for their intended use at the reporting date.

#### c Investment property

Investment property is land held for capital appreciation. Investment property is measured initially at cost including purchase price. It is measured and carried at cost.

#### d Intangible assets/Intangible assets under development

Intangible assets acquired or developed are measured on initial recognition at cost and stated at cost less accumulated amortisation and impairment loss, if any. Expenditure incurred on acquisition / development of intangible assets which are not put / ready to use at the reporting date is disclosed under intangible assets under development.

## Notes forming part of the Standalone Financial Statements

### e Depreciation / amortisation on property, plant and equipment / intangible assets

Depreciable amount for property, plant and equipment / intangible assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

- (i) Depreciation on property, plant and equipment (except freehold land which is stated at cost) is provided on straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.
- (ii) Leasehold Improvements are amortised over the period of Lease.
- (iii) Intangible assets are amortized on straight line basis over their respective individual useful lives estimated by the management. The useful lives of intangible assets are 3 years.

### f Impairment of Property, plant and equipment / intangible assets

The carrying amounts of the Company's property, plant and equipment and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If there are indicators of impairment, an assessment is made to determine whether the asset's carrying value exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

An impairment is recognised in statement of profit and loss whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The recoverable amount is the higher of net selling price, defined as the fair value less costs to sell, and value in use. 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 rates and risks specific to the asset.

An impairment loss for an individual asset or cash generating unit are reversed if there has been a change in estimates used to determine the recoverable amount since the last impairment loss was recognised and is only reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Impairment loss are recognised in the statement of profit and loss.

### g Derecognition of property, plant and equipment / intangibles / investment property

The carrying amount of an item of property, plant and equipment /

intangibles / investment property is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment / intangibles is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the statement of profit and loss when the item is derecognised.

### h Leases

- (i) The Company's lease asset classes primarily consist of leases for building premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate

## Notes forming part of the Standalone Financial Statements

implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

### Transition:

Ind AS 116 Lease is applicable for financial reporting periods beginning on or after 1 April 2019 and replaces existing lease accounting guidance, namely Ind AS 17 Leases. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a Right-of-Use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses related to those leases will change as Ind AS 116 replaces the operating lease expense (i.e., rent) with depreciation charge for ROU assets and interest expense on lease liabilities. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases.

Accordingly, the Company has adopted Ind AS 116 - Leases and applied it to all lease contracts existing on April 01, 2019 using the modified retrospective method. Consequently, the cumulative adjustment has been taken on the date of initial application i.e. April 01, 2019. As permitted under the specific transitional provisions in the standard, the Company is not required to restate the comparative figures. On transition, due to the adoption of the new Ind AS, it resulted in recognition of Right-of-Use asset (ROU) of ₹/lakhs 2,605.24 and a lease liability of ₹/lakhs 2,569.87. Since the company has adopted modified restrospective method, no impact would arise in the opening retained earnings.

### (ii) Operating lease / Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of rented premises (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

### I Cash and cash equivalents

- (i) Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.
- (ii) For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at bank and on hand, short-term deposits and balances earmarked, as defined as they are considered s integral part of company's cash management.

### j Inventories

Educational goods and equipments are valued at lower of cost or estimated net realizable value. Cost comprises cost of purchase, freight and other expense incurred in bringing the inventories to their present location and condition. Costs are taken on weighted average basis and specific identification method.

### k Fair value measurement

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

**Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or

**Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of a fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## Notes forming part of the Standalone Financial Statements

### I Financial instruments

Financial instruments is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### (i) Initial recognition and measurement of financial assets and financial liabilities

Financial assets are recognized when the company becomes a party to the contractual provisions of the financial instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in the statement of profit and loss.

#### (ii) Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt instruments measured at amortised cost
- ii) Debt instruments measured at fair value through other comprehensive income (FVTOCI)
- iii) Debt instruments measured at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at FVTOCI or FVTPL

#### (A) Financial assets

Financial assets are classified into the following specified categories: amortised cost, financial assets 'at Fair value through profit and loss' (FVTPL), 'Fair value through other comprehensive income' (FVTOCI). The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

#### (B) Debt instrument

##### (a) Amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on

specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This category generally applies to trade and other receivables.

#### (b) Fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets.
- b) The asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

#### (c) Fair value through Profit and Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

#### (d) Equity investments

The Company measures equity investments other than its subsidiaries at fair value through profit and loss. Where the Company's management has elected to present fair value gains



## Notes forming part of the Standalone Financial Statements

and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss. Dividends from such investments are recognised in statement of profit and loss as other income when the Company's right to receive payment is established.

### Investment in subsidiaries

Investment in subsidiaries are carried at cost less impairment loss in accordance with IND AS 27 on "Separate Financial Statements". Refer note 7 for list of investments.

### (iii) Derecognition of financial assets

#### A financial asset is derecognised only when

- a) The Company has transferred the rights to receive cash flows from the asset or the rights have expired or
- b) The Company retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

### (iv) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### (v) Expected credit loss :

The company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following.

- i) Trade receivables
- ii) Financial assets measured at amorised cost (other than trade receivables)
- iii) Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables, the company follows a simplified approach wherein an amount equal to lifetime ECL measured and recognised as loss allowance. Loss allowances for trade receivable are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12 month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In case of other assets, the company determines if there has been a significant increased in credit risk of the financial assets since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12 months ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

### (vi) Financial liabilities

#### Classification

Financial liabilities are recognized when company becomes party to contractual provisions of the instrument. The Company classifies all financial liabilities at amortised cost or fair value through profit or loss.

#### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities measured at amortised cost

Financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the statement of profit and loss.

## Notes forming part of the Standalone Financial Statements

### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

### Derecognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### (vii) Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

### m Borrowings and borrowing costs

- (i) Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the EIR.
- (ii) Borrowing costs attributable to the acquisition or construction of qualifying assets till the time such assets are ready for intended use are capitalised as part of cost of the assets. All other borrowing costs are expensed in the period they occur.

### n Provisions, contingent liabilities and contingent assets

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an

outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

### o Revenue recognition

#### A. Revenue

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that future economic benefits will flow to the Company. Transaction price is accounted net of GST. Since GST is not received by the company on its own account, rather, it is collected by the Company on behalf of the government. Accordingly, it is excluded from revenue.

- (i) Sales - Educational goods and equipments /content is recognised upfront at the point in time when the goods/ equipments/ content is delivered to the customer via online/offline delivery, wherever applicable, while the Company retains neither managerial involvement nor the effective control.
- (ii) Services
  - a) Course fees and Royalty income is recognized over the duration of the course and as per agreed terms
  - b) Franchise fees is recognized as per the agreed terms of the agreement.
  - c) Revenue from other services is recognised as and when such services are completed/performed.
- (iii) Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## Notes forming part of the Standalone Financial Statements

- (iv) Dividend income is recognised when the Company's right to receive dividend is established.

### B. Arrangements with Multiple Performance Obligations

The Company's contracts with customers may include multiple performance obligations. For such arrangements, the Company allocates revenue to each performance obligation based on its relative standalone selling price, which is generally determined based on the price charged to customers.

### C. Contract assets and liabilities

Contract assets relate primarily to the Company's rights to consideration for work completed but not billed at each reporting date. Contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Company issues an invoice to a customer. Contract liabilities primarily relate to consideration received in advance from customers, for which the performance obligation is yet to be satisfied.

### p Retirement and other employee benefits

- (i) The Company operates both defined benefit and defined contribution schemes for its employees. For defined contribution schemes the amount charged as expense is equal to the contributions paid or payable when employees have rendered services entitling them to the contributions.

For defined benefit plans, actuarial valuations are carried out at each balance sheet date using the Projected Unit Credit Method. All such plans are unfunded.

- (ii) Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability.

### q Transactions in foreign currencies

- (i) The functional currency of the Company is Indian Rupees ("₹").

Foreign currency transactions are accounted at the exchange rate prevailing on the date of such transactions.

- (ii) Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Exchange differences arising on settlement of monetary items or on reporting such monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements are recognised as income or as expenses in the period in which they arise.

- (iii) Non-monetary foreign currency items are carried at historical cost and translated at the exchange rate prevalent at the date of the transaction.

### r Accounting for taxes on income

Tax expense comprises of current and deferred tax.

- (i) Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

- (ii) Deferred tax

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

### Presentation of current and deferred tax

Current and deferred tax are recognized as income or an expense in the statement of profit and loss, except to the extent they relate

## Notes forming part of the Standalone Financial Statements

to items recognized in other comprehensive income, in which case, the current and deferred tax income / expense are recognised in other comprehensive income.

### (iii) Minimum alternate tax (MAT)

Paid in accordance with tax laws, which give rise to future economic benefits in the form of adjustment of future tax liability, is recognised as an asset only when, based on convincing evidence, it is probable that the future economic benefits associated with it will flow to the Company and the assets can be measured reliably.

### s Impairment of non-financial assets

The carrying amounts of non financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of an asset's or cash generating unit's, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

### t Earnings per share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the period. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except when the results would be anti-dilutive.

### u Share based payments

The Company recognizes compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-Based Payment. The estimated fair value of awards is charged to statement of profit and loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share based payment reserves.

Employee stock options The fair value of the options granted under the "Employee Stock Option scheme (ZLL ESOP 2010) to ZLL ESOP 2010 - AMENDED 2015" is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:-

Including any market performance conditions- excluding the impact of any service and non-market performance vesting conditions, and including the impact of any non-vesting conditions. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit and loss, with a corresponding adjustment to equity.

### v Business combinations

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations.

The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Company. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Business combinations between entities under common control is accounted for at carrying value. Transaction costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

### w Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but remaining undistributed at the end of the reporting period, where the same has been appropriately authorised and is no longer at the discretion of the entity.

### x Contributed equity

Equity shares are classified as equity. Incremental costs directly



## Notes forming part of the Standalone Financial Statements

attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### y Exceptional items

Certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

### z Critical accounting judgment and estimates

The preparation of financial statements requires management to exercise judgment in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

#### a Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

#### b Useful lives and residual values

The Company reviews the useful lives and residual values of property, plant and equipment and intangible assets at each financial year end.

#### c Impairment testing

i Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognised. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered, or on more detailed reviews of individually significant balances.

ii Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate discount rate.

### d Tax

i The Company's tax charge is the sum of the total current and deferred tax charges. The calculation of the Company's total tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.

ii Accruals for tax contingencies require management to make judgments and estimates in relation to tax related issues and exposures.

iii The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered. Recognition therefore involves judgment regarding the future financial performance of the particular legal entity or tax Company in which the deferred tax asset has been recognized.

### e Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 48-, 'Employee benefits'.

#### Recent accounting pronouncements

The standards and interpretations that are issued, but not yet effective up to the date of issuance of the financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

## Notes forming part of the Standalone Financial Statements

On 24th July, 2020 the Ministry of Corporate Affairs (MCA) vide notification dated 24th July, 2020 has exercised the powers conferred by section 133 read with section 469 of the Companies Act, 2013, the Central Government, in consultation with the National Financial Reporting Authority, hereby makes the following rules further to amend the Companies (Indian Accounting Standards) Rules, 2015.

The Ministry of Corporate Affairs notifying amendments to Ind AS 116 "Leases", Ind AS 103 "Business Combination", Ind AS 107 "Financial Instruments Disclosures", Ind AS 109 "Financial Instruments", Ind AS 1 "Presentation of Financial Statements", Ind AS 8 "Accounting policies, Changes in Accounting, Estimates and Errors", Ind AS 10 "Event after the Reporting Period, Ind AS 34" Interim Financial Reporting "and Ind AS 37" Provisions, Contingent Liabilities and Contingent Assets", and these above amendments are applicable to the Company w.e.f. 1 April 2020.

## Notes forming part of the Standalone Financial Statements

### 3 Property, plant and equipment

Description of Assets						(₹ Lakhs)
	Furniture and Fixtures	Vehicles	Office Equipments	Computers	Leasehold Improvements	Total
<b>I. Gross carrying amount as at 01 April 2018</b>	<b>13.46</b>	<b>-</b>	<b>86.22</b>	<b>146.04</b>	<b>57.98</b>	<b>303.70</b>
Additions during the year	19.10	21.57	146.34	100.10	96.06	383.17
Disposals during the year	-	-	0.98	100.61	-	101.59
<b>Balance as at 31 March 2019</b>	<b>32.56</b>	<b>21.57</b>	<b>231.58</b>	<b>145.53</b>	<b>154.04</b>	<b>585.28</b>
Additions during the year	19.69	-	153.77	60.04	113.68	347.18
Disposals during the year	0.35	-	6.40	0.09	-	6.84
<b>Balance as at 31 March 2020</b>	<b>51.90</b>	<b>21.57</b>	<b>378.95</b>	<b>205.48</b>	<b>267.72</b>	<b>925.62</b>
<b>Accumulated depreciation</b>						
<b>II. Depreciation upto 01 April 2018</b>	<b>8.86</b>	<b>-</b>	<b>29.12</b>	<b>55.77</b>	<b>20.61</b>	<b>114.36</b>
Depreciation charge for the year	2.32	0.78	30.09	49.18	22.33	104.70
Disposals during the year	-	-	0.62	82.81	-	83.43
<b>upto 31 March 2019</b>	<b>11.18</b>	<b>0.78</b>	<b>58.59</b>	<b>22.14</b>	<b>42.94</b>	<b>135.63</b>
Depreciation charge for the year	4.66	2.70	67.62	69.56	47.64	192.18
Disposals during the year	-	-	6.08	0.09	-	6.17
<b>upto 31 March 2020</b>	<b>15.84</b>	<b>3.48</b>	<b>120.13</b>	<b>91.61</b>	<b>90.58</b>	<b>321.64</b>
<b>Net carrying value</b>						
Balance as at 31 March 2020	36.06	18.09	258.82	113.87	177.14	603.98
Balance as at 31 March 2019	21.38	20.79	172.99	123.39	111.10	449.65

#### Details of Capital work-in-progress

Particulars	31 March 2020	31 March 2019
Opening balance	100.57	4.98
Add : Addition during the year	-	95.59
Less : Capitalized during the year	100.57	-
Closing balance	-	100.57
<b>Net carrying value</b>		
	<b>31 March 2020</b>	<b>31 March 2019</b>
Property, plant and equipment	603.98	449.65
Capital work-in-progress	-	100.57

For details of property, plant and equipment pledged as security, refer note 51

## Notes forming part of the Standalone Financial Statements

### 4 Right-of-use asset

Description of Assets	(₹ Lakhs)	
	Leased Premises	Total
<b>I. Gross carrying amount as at 01 April 2018</b>	-	-
Additions during the year	-	-
Disposals during the year	-	-
<b>Balance as at 31 March 2019</b>	-	-
<b>Assets created on transition date</b>	<b>2,605.24</b>	<b>2,605.24</b>
Additions during the year	100.34	100.34
Disposals during the year	186.38	186.38
<b>Balance as at 31 March 2020</b>	<b>2,519.20</b>	<b>2,519.20</b>
<b>II. Amortization upto 01 April 2018</b>	-	-
Amortisation for the year	-	-
Disposals during the year	-	-
<b>upto 31 March 2019</b>	-	-
Amortisation for the year	620.62	620.62
Disposals during the year	14.97	14.97
<b>upto 31 March 2020</b>	<b>605.65</b>	<b>605.65</b>
<b>Net carrying value</b>		
Balance as at 31 March 2020	1,913.55	1,913.55
Balance as at 31 March 2019	-	-
<b>Net carrying value</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
Right-of-use asset	1,913.55	-



## Notes forming part of the Standalone Financial Statements

### 5 Investment property

(₹ Lakhs)

Description of Assets	Freehold Land #	Total
<b>I. Gross carrying amount as at 01 April 2018</b>	<b>5.85</b>	<b>5.85</b>
Additions during the year	-	-
Disposals during the year	-	-
<b>Balance as at 31 March 2019</b>	<b>5.85</b>	<b>5.85</b>
Additions during the year	-	-
Disposals during the year	-	-
<b>Balance as at 31 March 2020</b>	<b>5.85</b>	<b>5.85</b>
<b>II. Depreciation upto 01 April 2018</b>	<b>-</b>	<b>-</b>
Depreciation charge for the year	-	-
Disposals during the year	-	-
<b>upto 31 March 2019</b>	<b>-</b>	<b>-</b>
Depreciation charge for the year	-	-
Disposals during the year	-	-
<b>upto 31 March 2020</b>	<b>-</b>	<b>-</b>
<b>Net carrying value</b>		
Balance as at 31 March 2020	<b>5.85</b>	<b>5.85</b>
Balance as at 31 March 2019	<b>5.85</b>	<b>5.85</b>
<b>Fair value *</b>		
Balance as at 31 March 2020	12.34	<b>12.34</b>
Balance as at 31 March 2019	11.95	<b>11.95</b>

# Mortgaged against the Secured Debentures.

\* The fair value of the Company's investment property has been arrived by the management on the basis of a appropriate ready reckoner value. The fair value measurement is categorised as Level 3.

## Notes forming part of the Standalone Financial Statements

### 6 Intangible assets

(₹ Lakhs)

Description of Assets	Content Development	Software	Total
<b>I. Gross carrying amount as at 01 April 2018</b>	<b>799.17</b>	<b>50.87</b>	<b>850.04</b>
Additions during the year	8.65	107.52	116.17
Disposals during the year	-	-	-
<b>Balance as at 31 March 2019</b>	<b>807.82</b>	<b>158.39</b>	<b>966.21</b>
Additions during the year	101.78	9.17	110.95
Disposals during the year	-	-	-
<b>Balance as at 31 March 2020</b>	<b>909.60</b>	<b>167.56</b>	<b>1,077.16</b>
<b>II. Amortization upto 01 April 2018</b>	<b>548.08</b>	<b>42.99</b>	<b>591.07</b>
Amortisation for the year	249.81	22.70	272.51
Disposals during the year	-	-	-
<b>upto 31 March 2019</b>	<b>797.89</b>	<b>65.69</b>	<b>863.58</b>
Amortisation for the year	21.43	37.86	59.29
Disposals during the year	-	-	-
<b>upto 31 March 2020</b>	<b>819.32</b>	<b>103.55</b>	<b>922.87</b>
<b>Net carrying value</b>			
Balance as at 31 March 2020	90.28	64.01	154.29
Balance as at 31 March 2019	9.93	92.70	102.63

#### Details of Intangible Assets under Development

Particulars	31 March 2020	31 March 2019
Opening balance	50.86	24.99
Add : Addition during the year	-	25.87
Less : Capitalized during the year	38.25	-
Closing balance	12.61	50.86
<b>Net carrying value</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
IntangibleAssets	154.29	102.63
Intangible Assets under Development	12.61	50.86

## Notes forming part of the Standalone Financial Statements

### 7 Non-current investments- Unquoted

	(₹ Lakhs)	
	31 March 2020	31 March 2019
<b>Investments carried at cost</b>		
<b>Investment in Equity instruments</b>		
<b>In wholly owned subsidiaries</b>		
5,010,000 (5,010,000) Equity shares of ₹ 10/- each of Digital Ventures Private Limited (Refer below note 1)	10,601.00	10,601.00
1,000 (1,000) Equity shares of ₹ 10/- each of Academia Edificio Private Limited	0.10	0.10
1,000 (1,000) Equity shares of ₹ 10/- each of Liberium Global Resources Private Limited	0.10	0.10
<b>In subsidiaries - Others</b>		
42,701,173 (42,701,173) Equity shares of ₹ 10/- each of MT Educare Limited (extent of holding) 59.12% (59.12%) (Refer note 43)	27,812.22	27,812.22
<b>Investment in Convertible Debentures</b>		
<b>In wholly owned subsidiaries-unquoted</b>		
11,324,045 (11,324,045) 0.01 %, Compulsorily Convertible Debentures of ₹ 100/- of Digital Ventures Private Limited (Refer below note 2)	11,328.67	11,327.64
<b>Others - In wholly owned subsidiaries</b>		
Fair value of financial guarantee issued	860.67	860.67
<b>Total</b>	<b>50,602.76</b>	<b>50,601.73</b>

(All the above securities are fully paid up)

- 1 Non disposal undertaking for 51% shares held by the Company for loan taken by subsidiary Company viz Digital Ventures Private Limited.
- 2 0.01 %, Compulsorily Convertible Debentures (CCD) of ₹ 100 each fully paid up are compulsorily convertible into equity shares at a conversion rate to be decided based on fair value of equity shares any time from the date of allotment but not later than 10 years from the date of allotment.

	31 March 2020	31 March 2019
Aggregate amount of unquoted Investments	50,602.76	50,601.73

## Notes forming part of the Standalone Financial Statements

### 8 Loans

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Unsecured and considered good (refer note 40)				
- to related parties	15,640.56	-	-	9,067.90
- to others	83.90	-	-	-
<b>Total</b>	<b>15,724.46</b>	<b>-</b>	<b>-</b>	<b>9,067.90</b>

For transactions relating to related party, refer note 49.

### 9 Other financial assets

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Deposit with banks having maturity period of more than twelve months (refer note 16 B)	4.16	34.47	-	-
Advances and deposits - unsecured and considered good				
- to related parties	15.24	15.25	90.00	88.54
- to others	198.70	203.92	29.81	43.01
Premium on redemption of Preference shares - related parties	-	-	863.00	723.00
Claims receivable			1.10	20.00
Dividend receivable - related parties			0.02	0.01
<b>Total</b>	<b>218.10</b>	<b>253.64</b>	<b>983.93</b>	<b>874.56</b>

For transactions relating to related party, refer note 49.

### 10 Deferred tax assets (net)

The components of deferred tax balances are as under:

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Deferred tax assets</b>		
Employee benefits obligation	58.27	57.90
Depreciation and amortization	222.89	257.92
Provision for doubtful debts	169.16	121.69
Disallowance under section 40(a)	12.66	26.02
Difference in Right-of-use assets and lease liabilities	40.59	-
<b>Deferred tax assets net</b>	<b>503.57</b>	<b>463.53</b>

### 11 Income tax assets (net)

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Balances with government authorities</b>		
- Direct taxes (net of provisions for taxes)	174.85	142.33
<b>Total</b>	<b>174.85</b>	<b>142.33</b>



## Notes forming part of the Standalone Financial Statements

### 12 Other assets (₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Capital advances (unsecured)	20.77	44.60	-	-
Other advances (unsecured)				
- Considered good	-	-	91.90	205.32
- Credit impaired	33.71	33.71	-	-
	33.71	33.71	91.90	205.32
Less: Allowances for credit losses	(33.71)	(33.71)	-	-
	-	-	91.90	205.32
Prepaid expenses	0.83	6.03	73.31	85.93
Balance with government authorities				
- Advance indirect taxes	100.27	100.27	36.81	36.81
<b>Total</b>	<b>121.87</b>	<b>150.90</b>	<b>202.02</b>	<b>328.06</b>

### 13 Inventories (₹ Lakhs)

	31 March 2020	31 March 2019
Educational goods and equipments (refer note below)	1,769.93	1,314.48
<b>Total</b>	<b>1,769.93</b>	<b>1,314.48</b>

Inventories were written down to net realisable value by ₹ /lakhs 407.68 (₹ /lakhs 612.56)

### 14 Current investments (₹ Lakhs)

	31 March 2020	31 March 2019
<b>A] Investment at amortised cost</b>		
<b>Investment in preference shares</b>		
<b>Wholly owned subsidiaries - unquoted</b>		
100,000(100,000) 0.1%, Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 10/- each of Digital Ventures Private Limited *	9,572.00	9,572.00
<b>Total</b>	<b>9,572.00</b>	<b>9,572.00</b>
(All the above securities are fully paid up)		
Aggregate amount of unquoted Investments	9,572.00	9,572.00

\* 0.1% Non-Convertible Non-Cumulative Redeemable Preference Shares will be redeemable anytime at the request of the investor on or before 31 March 2022 at a premium of ₹ 10,705 per share. In case of early redemption the premium will be decided by mutual consent on the date of redemption.

### 15 Trade receivables (₹ Lakhs)

	31 March 2020	31 March 2019
<b>Unsecured</b>		
Considered good	1,260.88	2,284.61
Significant increase in credit risk	599.42	-
Credit impaired	600.11	417.90
	<b>2,460.41</b>	<b>2,702.51</b>
Less: Allowances for credit losses	(660.11)	(417.90)
<b>Total</b>	<b>1,800.30</b>	<b>2,284.61</b>

For transactions relating to related party receivables, refer note 49.

Trade receivables are non-interest bearing and the credit period extended to them is 0-180 days.

## Notes forming part of the Standalone Financial Statements

### 16 Cash and bank balances

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>A Cash and cash equivalents</b>		
Balances with banks -		
- In Current accounts	104.63	967.74
Cash on hand	2.69	0.06
<b>Total (A)</b>	<b>107.32</b>	<b>967.80</b>
<b>B Bank balances other than 16(A) above</b>		
Balances with banks -		
- Unclaimed dividend account - Bank balance @	23.42	11.96
- In deposits with banks having maturity period upto twelve months #	33.70	15.25
- In deposits with banks having maturity period of more than twelve months #	4.16	34.47
	61.28	61.68
Disclosed under "Other non-current financial assets"	(4.16)	(34.47)
<b>Total (B)</b>	<b>57.12</b>	<b>27.21</b>
<b>Total (A+B)</b>	<b>164.44</b>	<b>995.01</b>

@ The Company can utilise these balances only towards settlement of unclaimed dividend.

# Lien for Government authorities ₹ /lakhs 0.50 (₹ /lakhs 0.50) Lien for others ₹ /lakhs 33.10 (₹ /lakhs 43.10)

### 17 Equity share capital

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Authorised</b>		
1,000,000,000 (1,000,000,000) Equity Shares of ₹ 1/- each	10,000.00	10,000.00
	<b>10,000.00</b>	<b>10,000.00</b>
<b>Issued, subscribed and paid up</b>		
326,092,725 (326,078,725) Equity Shares of ₹ 1/- each fully paid up	3,260.93	3,260.79
<b>Total</b>	<b>3,260.93</b>	<b>3,260.79</b>

#### a) Reconciliation of number of Equity shares and Share capital

	31 March 2020		31 March 2019	
	Number of equity shares	₹ Lakhs	Number of equity shares	₹ Lakhs
At the beginning of the year	326,078,725	3,260.79	325,895,472	3,258.95
Add : Allotted on exercise of Employee Stock Option	14,000	0.14	183,253	1.84
<b>Outstanding at the end of the year</b>	<b>326,092,725</b>	<b>3,260.93</b>	<b>326,078,725</b>	<b>3,260.79</b>

#### b) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 1 each. The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

## Notes forming part of the Standalone Financial Statements

- c) The Company has not issued any bonus shares or bought back equity shares during the five years preceding 31 March 2020. Details of aggregate number of shares issued for consideration other than cash during the five years preceding 31 March 2020 is as under:

(₹ Lakhs)

	31 March 2020	31 March 2019
Equity Shares allotted as fully paid for consideration other than cash, pursuant to Scheme(s) of Amalgamation / Arrangement	262,238,599	262,238,599

- d) Details of Equity Shareholders holding more than 5 % of the aggregate Equity shares

Name of the Shareholders	31 March 2020		31 March 2019	
	Number of equity shares	% Shareholding	Number of equity shares	% Shareholding
Jayneer Capital Private Limited	61,210,000	18.77%	76,875,375	23.58%
Asian Satellite Broadcast Private Limited	57,393,250	17.60%	63,052,512	19.34%
Essel Holdings Limited	28,874,238	8.85%	57,97,315	1.78%
Polus Global Fund	20,627,966	6.33%	20,856,608	6.40%
Moon Capital Trading Pte. Ltd	20,955,327	6.43%	20,955,327	6.43%

As per the records of the Company, including its register of shareholders / members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

- e) Employees Stock Option Scheme (ESOP)

The Company has amended its Employee Stock Option Scheme (ZLL ESOP 2010) to ZLL ESOP 2010-AMENDED 2015 to align the scheme with provisions of Companies Act 2013 and the SEBI (Shared Bases Employee Benefits) Regulations 2014 for issuance of upto 16,007,451 stock options (increased from 6,136,390) convertible into equivalent number of equity shares of ₹ 1 each not exceeding the aggregate of 5% of the issued and paid up capital of the Company to the employees of the Company and its subsidiary viz Digital Ventures Private Limited as amended in board resolution dated 30 September 2016 at the market price determined as per the SEBI (Shared Bases Employee Benefits) Regulations 2014. The said Scheme is administered by the Nomination and Remuneration Committee of the Board.

- f) Summary of options granted under the Scheme

	31 March 2020		31 March 2019	
	Average exercise price per share option ₹	Number of options	Average exercise price per share option ₹	Number of options
Opening balance	31.56	5,172,625	34.96	5,694,720
Granted during the year	18.70	3,962,181	36.90	25,000
Exercised during the year (Refer Note (i) below)	30.49	14,000	31.54	183,253
Forfeited during the year	30.62	1,453,110	36.82	363,842
<b>Closing balance</b>		<b>7,667,696</b>		<b>5,172,625</b>
Vested and exercisable		3,858,717		3,730,205

## Notes forming part of the Standalone Financial Statements

### g) Expiry date and exercise prices of the share options outstanding at the end of the year:

Grant date	Expiry date	Exercise price ₹	Share options	
			31 March 2020	31 March 2019
27/Jan/2011	27/Jan/2018	26.05	-	-
30/Jan/2012	30/Jan/2019	14.50	-	-
9/Oct/2013	9/Oct/2020	20.85	9,701	47,367
2/Apr/2014	2/Apr/2021	27.55	-	-
29/Sep/2014	29/Sep/2021	35.25	135,637	467,286
28/Oct/2015	28/Oct/2022	31.80	2,152,490	2,152,490
25/Jul/2016	25/Jul/2023	31.40	50,000	50,000
30/Sep/2016	30/Sep/2023	34.15	905,134	1,271,299
15/Jan/2018	15/Jan/2025	46.50	-	25,000
19/Feb/2018	19/Feb/2025	42.20	712,703	1,134,183
9/Aug/2018	9/Aug/2025	36.90	-	25,000
22/Oct/2019	22/Oct/2026	18.70	3,702,031	-
<b>Total</b>			<b>7,667,696</b>	<b>5,172,625</b>
Weighted average remaining contractual life of options outstanding at end of period			<b>6.08</b>	6.05

### h) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	1st Grant	2nd Grant	3rd Grant	4th Grant	5th Grant
Grant date	27/Jan/2011	30/Jan/2012	9/Oct/2013	2/Apr/2014	29/Sep/2014
Weighted average fair value of options granted ₹	23.82	6.89	7.98	400.48	13.3
Exercise price ₹	26.05	14.50	20.85	27.55	35.25
Share price at the grant date ₹	24.70	14.50	22.25	26.85	35.30
Expected volatility	41.56%	38.53%	36.90%	37.02%	38.82%
Risk free interest rate	6.89%	6.93%	7.01%	7.10%	7.15%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	0.66	0.92	1.72	1.92	2.25

Scheme	6th Grant	7th Grant	8th Grant	9th Grant	10th Grant
Grant date	28/Oct/2015	25/Jul/2016	30/Sep/2016	15/Jan/2018	19/Feb/2018
Weighted average fair value of options granted ₹	3.03	200.24	4.80	922.16	15.15
Exercise price ₹	31.80	31.40	34.15	46.50	42.20
Share price at the grant date ₹	32.15	31.35	35.20	46.80	42.75
Expected volatility	38.87%	37.56%	35.81%	35.05%	35.05%
Risk free interest rate	7.21%	6.36%	6.38%	7.04%	7.04%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	2.79	2.57	2.75	3.3	3.4



## Notes forming part of the Standalone Financial Statements

Scheme	11th Grant	12th Grant
Grant date	9/8/2018	22/10/2019
Weighted average fair value of options granted ₹	11.99	10.05
Exercise price ₹	36.90	18.70
Share price at the grant date ₹	36.90	17.80
Expected volatility	35.02%	79.00%
Risk free interest rate	7.98%	6.30%
Dividend yield	0.00%	0.00%
Expected life of the options (years)	3.86	3.72

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

### i) Expense arising from share based payments transactions

	(₹ Lakhs)	
	31 March 2020	31 March 2019
Gross expense / (reversal) arising from share based payments	18.70	56.24
Less: Options granted/(forfeited) to/(from) employees of subsidiaries recognised as deemed investment in subsidiaries	-	-
<b>Employee share based payment expense/(reversal) recognised in statement of profit and loss (Refer note 28)</b>	<b>18.70</b>	<b>56.24</b>

#### Notes:

- (i) The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2020 was ₹ 30.49 (₹ 31.54).

## Notes forming part of the Standalone Financial Statements

### 18 Other equity

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Reserves and surplus</b>		
<b>Securities premium</b>		
As per last Balance sheet	12,522.38	12,447.58
Add: On issue of shares under Employee stock option plan	4.63	74.80
	<b>12,527.01</b>	<b>12,522.38</b>
<b>Debenture redemption reserve</b>		
As per last Balance sheet	1,218.75	812.50
Add: Transferred from statement of profit and loss account	203.13	406.25
	<b>1,421.88</b>	<b>1,218.75</b>
<b>Share options outstanding account</b>		
As per last Balance Sheet	560.44	523.04
Add: Share options outstanding account	18.70	56.24
Transfer to Securities Premium on allotment of shares	(1.85)	(18.84)
	<b>577.29</b>	<b>560.44</b>
<b>General reserve</b>		
As per last Balance Sheet	13,971.80	13,971.80
	<b>13,971.80</b>	<b>13,971.80</b>
<b>Retained earnings</b>		
Opening balance	9,741.93	4,354.55
Add: Profit for the year	6,861.91	6,169.59
Re-measurement gains / (losses) on defined benefit plans (net of tax)	(13.45)	17.13
<b>Less: Appropriations</b>		
Transferred to Debenture redemption reserve	(203.13)	(406.25)
Dividend paid	(326.09)	(326.07)
Dividend Distribution tax paid	(67.03)	(67.02)
	15,994.14	9,741.93
<b>Total</b>	<b>44,492.12</b>	<b>38,015.30</b>

### 19 Borrowings

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Debentures (Refer note (i) below)	3,484.18	9,540.01	890.22	-
Intercompany deposits - Unsecured (Refer note (ii) below) [(Including interest ₹/lakhs 455.50, (₹ /lakhs 186.24)]	7,661.35	1,485.85	-	-
<b>Total (A)</b>	<b>11,145.53</b>	<b>11,025.86</b>	<b>890.22</b>	<b>-</b>
<b>Others - Secured</b>				
Term loan from banks (Refer note (iii), (vi) and (vii) below)	362.72	1,410.74	1,062.51	1,322.92
Working Capital Loan (Refer note (iv) below)	-	-	-	800.70
Bank overdraft facility (Refer note (v) and (vii) below)	-	-	4,384.66	3,560.82
Less: Amount disclosed under the head Other current financial liabilities" (Refer Note 21 b)			(1,952.73)	(1,322.92)
<b>Total (B)</b>	<b>362.72</b>	<b>1,410.74</b>	<b>3,494.44</b>	<b>4,361.52</b>
<b>Total (A+B)</b>	<b>11,508.25</b>	<b>12,436.60</b>	<b>4,384.66</b>	<b>4,361.52</b>

For transactions relating to related party, refer note 49.

## Notes forming part of the Standalone Financial Statements

### (i) Debentures

400 (650) 10.40% Rated, Unlisted, Secured, Redeemable Non- Convertible Debentures (NCD) of Rs. 10.00 lakhs each fully paid up aggregating to ₹/lakhs 4,374.40 (₹/lakhs 9,540.01) [including interest of ₹/lakhs 374.40 (₹/lakhs 3,040.01), are issued for a period of 5 years and 3 months from the date of allotment. Debentures will be redeemed on 8 July 2020 in single tranche. Part of it repaid during the year. The terms of the Debentures have been revised dated 14 July 2020. As per the revised terms 400, 10.02% (revised coupon rates) NCD of Rs. 6.85 lakhs (revised face value) will be redeemable by 13 January 2022 in 3 installments starting from 13 January 2021. The debentures are secured by first pari passu charge on all the fixed and current assets, all the rights, titles and interests to provide security cover of 1.1 times on outstanding amount and DSRA Undertaking by a related party.

### (ii) Intercorporate deposits - Unsecured

The loan carries Interest @12.5% p.a and is repayable on or before 31 March 2023.

(iii) Term loan from Development Credit Bank (DCB) ₹/lakhs 1,408.22 (₹/lakhs 2,712.67) [including interest of ₹/lakhs 8.22 (₹/lakhs 25.31) is secured by way of first ranking charge over movable assets including current assets, loans & advances with minimum coverage of 1.25x for entire tenor of the facility which includes charge on the accounts that receive cash from franchisee/revenue of the Company plus DSRA equivalent to 1 months interest to be maintained upfront and one immediate installment to be maintained one month prior to its schedule payment. The loan carries interest of 9.95% and is repayable in 12 quarterly installments beginning from financial year 2018-19.

(iv) Working capital loan from YES Bank Nil (₹/lakhs 800.00) Secured by way of first pari passu charge on all movable assets including current assets, loans and advances with minimum coverage of 1.25x for the entire tenor facility which includes charge on the accounts that receives cash revenue from franchisee, plus DSRA equivalent to 1 month interest to be maintained up front and one immediate installment to maintained one month prior to its schedule payment. The loan carries interest of 10.20% and is repayable in 90 days on demand. The loan has been fully repaid during year and charge has been satisfied.

(v) Overdraft from YES Bank and Development Credit Bank (DCB) ₹/lakhs 4384.66 (₹/lakhs 3560.82) is secured by way of first pari passu charge on all the movable assets (including current assets, loans and advances) of the company and cross collateralization of pledge of shares given for term loan. The loan carries interest rates ranges from 10.20% to 12%.

(vi) Vehicle loan from Kotak Mahindra Prime Limited ₹/lakhs 17.01 (₹/lakhs 20.99) is secured against hypothecation of respective vehicle. The rate of interest is 8.92% p.a and repayable upto 05 February 2023.

(vii) The Company has availed to defer scheduled Term Loan / Overdraft servicing payments as per RBI Circular of 27 March 2020 and 23 May 2020 on Moratorium for debt servicing for period 1 March 2020 till 31 August 2020. Accordingly, the Company has deferred interest on term loan amounting to ₹/lakhs 72.83 and interest on bank overdraft facility amounting to ₹/lakhs 232.35 and shall be repayable not later than 31 March 2021. Also, the tenure of term loan / working capital limits has been extended by six months from their original dates of maturity.

## Notes forming part of the Standalone Financial Statements

### 20 Lease liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Lease liabilities (refer note 34)	1,486.86	-	549.70	-
<b>Total</b>	<b>1,486.86</b>	<b>-</b>	<b>549.70</b>	<b>-</b>

### 21 Financial liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
<b>A Trade payables (refer note 39)</b>				
(1) total outstanding dues of micro enterprises and small enterprises			476.49	467.67
(2) total outstanding dues of creditors other than micro enterprises and small enterprises			1,098.11	1,897.81
<b>Total (A)</b>	<b>-</b>	<b>-</b>	<b>1,574.60</b>	<b>2,365.48</b>
<b>B Other financial liabilities</b>				
Current maturities of long-term borrowings	-	-	1,952.73	1,322.92
Deposits payable - Customers	10.45	10.45	2.00	2.00
Deposits payable - Others	467.14	484.23	-	-
Financial guarantee obligation	261.17	304.70	-	-
Unclaimed dividend payable	-	-	23.42	11.96
Employee benefits payable	-	-	37.89	48.31
Creditors for capital expenditure	-	-	40.64	91.48
Other payables (Refer note 39)	-	-	-	-
(1) total outstanding dues of micro enterprises and small enterprises			20.44	7.01
(2) total outstanding dues of creditors other than micro enterprises and small enterprises			2,508.77	1,879.25
<b>Total (B)</b>	<b>738.76</b>	<b>799.38</b>	<b>4,585.89</b>	<b>3,362.93</b>
<b>Total (A+B)</b>	<b>738.76</b>	<b>799.38</b>	<b>6,160.49</b>	<b>5,728.41</b>

For transactions relating to related party payables refer Note 49.

Trade payable and others are non-interest bearing and the credit term the for same is generally in the range of 0-90 days.

### 22 Provisions

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Provision for employee benefits				
- Gratuity	136.85	112.26	11.93	15.79
- Leave benefits	60.03	52.67	18.58	18.11
<b>Total</b>	<b>196.88</b>	<b>164.93</b>	<b>30.51</b>	<b>33.90</b>



## Notes forming part of the Standalone Financial Statements

### 23 Other liabilities (₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Contract liabilities (refer note 42)	-	-	4,145.10	2,937.55
Statutory dues payable			219.85	376.33
Deferred deposit	6,911.52	8,301.62	213.29	341.85
<b>Total</b>	<b>6,911.52</b>	<b>8,301.62</b>	<b>4,578.24</b>	<b>3,655.73</b>

### 24 Current tax liabilities (₹ Lakhs)

	31 March 2020	31 March 2019
Provision for taxation (net of advances)	229.59	0.13
<b>Total</b>	<b>229.59</b>	<b>0.13</b>

### 25 Revenue from operations (₹ Lakhs)

	31 March 2020	31 March 2019
Services		
- Course fees/Royalty	8,348.30	7,562.52
- Franchisee fees	989.25	1,167.03
- Others	77.46	113.97
Sales - Educational goods and equipments	9,917.89	12,063.69
Other operating revenue	104.34	70.59
<b>Total</b>	<b>19,437.24</b>	<b>20,977.80</b>

For transactions relating to related party payables refer Note 49.

### 26 Other income (₹ Lakhs)

	31 March 2020	31 March 2019
<b>Interest income on financial assets at amortised cost</b>		
- on bank deposits	5.11	274.48
- on loans and advances to related parties	1,453.70	616.19
- on loans and advances to others	0.06	-
<b>Interest income others</b>		
- on debentures of related party	1.14	1.13
- others	1.46	0.40
Dividend income on financial assets mandatorily measured at fair value through profit and loss (FVTPL)	-	17.71
Dividend income from related party on preference shares	0.01	0.01
Premium on redemption of Preference shares - related party	140.00	140.00
Gain on Sale of Current Investments	4.21	-
Financial guarantee commission from related parties	282.00	178.04
Unwinding of discount of Interest free deposits / Financial guarantee obligation	378.64	394.50
Profit on sale of Property, Plant & Equipment (net)	-	4.49
Reversal of provision / liabilities no longer required	88.02	57.01
Miscellaneous income	38.97	-
<b>Total</b>	<b>2,393.32</b>	<b>1,683.96</b>

For transactions relating to related party, refer Note 49.

## Notes forming part of the Standalone Financial Statements

27 Operational cost	(₹ Lakhs)	
	31 March 2020	31 March 2019
<b>a) Educational goods and equipments</b>		
Opening - Inventory	1,314.48	934.14
Add: Purchases	3,236.56	4,328.18
Less: Closing - Inventory	(1,769.93)	(1,314.48)
<b>Total (A)</b>	<b>2,781.11</b>	<b>3,947.84</b>
<b>b) Other educational operating expenses</b>		
- Rent	29.80	440.44
- Electricity	42.72	16.60
- Manpower cost and other professional fees	380.87	281.26
- Others	130.32	140.25
<b>Total (B)</b>	<b>583.71</b>	<b>878.55</b>
<b>Total (A) + (B)</b>	<b>3,364.82</b>	<b>4,826.39</b>
<b>28 Employee benefits expense</b>	(₹ Lakhs)	
	31 March 2020	31 March 2019
Salaries and allowances	2,697.62	2,630.99
Share based payment expense	18.70	56.24
Contribution to provident and other funds	197.46	148.57
Staff welfare expenses	145.08	115.85
<b>Total</b>	<b>3,058.86</b>	<b>2,951.65</b>
<b>29 Finance costs</b>	(₹ Lakhs)	
	31 March 2020	31 March 2019
Interest expenses on financial liabilities at amortised cost		
- Borrowings	1,985.05	1,808.70
Net Interest on net defined benefit liability	8.17	8.25
Interest on lease liability	238.74	-
Other interest cost	92.50	91.53
Unwinding of discount on interest free deposits	123.32	50.41
Other financial charges	4.13	38.24
<b>Total</b>	<b>2,451.91</b>	<b>1,997.13</b>
For transactions relating to related party, refer Note 49.		
<b>30 Depreciation and amortisation expense</b>	(₹ Lakhs)	
	31 March 2020	31 March 2019
Depreciation on property, plant and equipment	192.18	104.68
Amortisation of right-of-use assets	620.62	-
Amortisation of intangible assets	59.28	272.51
<b>Total</b>	<b>872.08</b>	<b>377.19</b>

## Notes forming part of the Standalone Financial Statements

### 31 Other expenses

(₹ Lakhs)

	31 March 2020	31 March 2019
Rent	51.49	237.89
Repairs and maintenance - others	403.08	305.08
Insurance	33.21	31.39
Rates and taxes	24.99	53.17
Electricity and water charges	33.09	45.04
Communication expenses	83.11	97.77
Printing and stationery	90.45	92.25
Travelling and conveyance expenses	481.65	606.58
Legal and professional charges	216.74	399.06
Payment to auditors (refer note 38)	24.56	21.30
Freight and packing charges	773.79	902.84
Directors sitting fees	5.54	5.20
Loss on sale / discard of property, plant and equipments	0.67	-
Provision for allowances for credit losses	242.21	218.86
Marketing, advertisement and publicity expenses	487.01	772.73
Miscellaneous expenses	15.90	51.79
<b>Total</b>	<b>2,967.49</b>	<b>3,840.95</b>

For transactions relating to related party, refer Note 49.

## Notes forming part of the Standalone Financial Statements

### 32 Tax expense

The major components of income tax for the year are as under:

	(₹ Lakhs)	
	31 March 2020	31 March 2019
Income tax related to items recognised directly in the statement of profit and loss		
Current tax - current year	2,314.18	2,525.82
- earlier period	(25.29)	45.74
Deferred tax (including MAT credit entitlement) - current year	(35.41)	(15.38)
- earlier period	-	(57.32)
<b>Total</b>	<b>2,253.48</b>	<b>2,498.86</b>
<b>Effective tax rate</b>	<b>24.72</b>	<b>28.83</b>

A reconciliation of income tax expense applicable to profit before income tax at statutory rate to the income tax expense at Company's effective income tax rate for the year ended 31 March 2020 and 31 March 2019 is as follows:

	31 March 2020	31 March 2019
<b>Profit before tax</b>	9,115.40	8,668.45
Income tax		
Statutory income tax rate of 25.63 % (29.12%) on profit	2,335.88	2,524.25
<b>Undistributed earnings of subsidiaries</b>		
Tax effect on non-deductible expenses	160.73	173.95
Additional allowances for tax purposes	(207.72)	(121.48)
Other temporary difference	(35.41)	(15.38)
MAT Credit entitlement - earlier period	-	(57.32)
Effect of exempt income and income tax at lower rates	-	(5.16)
<b>Tax expense recognised in the statement of profit and loss</b>	<b>2,253.48</b>	<b>2,498.86</b>
<b>Deferred tax recognized in statement of other comprehensive income</b>		
<b>For the year ended 31 March</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
Employee retirement benefits obligation	4.63	(7.04)

The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 25.63% (29.12%) for the year ended 31 March 2020.

During the year, the Company elected to exercise the option permitted under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognized provision for income tax for the year ended 31 March 2020 and re-measured its net deferred tax liabilities basis the rate prescribed in the said section.

Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so. For analysis of the deferred tax balances (after offset) for financial reporting purposes refer note 10.

The Company does not have any temporary differences in respect of unutilized tax losses.

#### Deferred tax recognized in statement of profit and loss

<b>For the year ended 31 March</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
Employee benefits obligation	4.27	(1.41)
Depreciation and amortization	35.03	64.86
Provision for expected credit losses	(47.47)	(52.81)
Difference in Right-of-use assets and lease liabilities	(40.59)	-
Other temporary difference	13.35	(26.02)
<b>Total</b>	<b>(35.41)</b>	<b>(15.38)</b>



## Notes forming part of the Standalone Financial Statements

Reconciliation of deferred tax assets / (liabilities) net:	31 March 2020	31 March 2019
Opening balance	463.53	455.19
Deferred tax (charge)/credit recognised in		
- Statement of profit and loss	35.41	15.38
- Recognised in other comprehensive income	4.63	(7.04)
<b>Total</b>	<b>503.57</b>	<b>463.53</b>

### 33 Leases

#### Operating leases:

The Company has taken office, residential facilities and plant and machinery (including equipments) etc. under cancellable/non-cancellable lease agreements that are renewable on a periodic basis at the option of both the Lessor and the Lessee. The initial tenure of the lease generally is for 11 months to 60 months.

(₹ Lakhs)

	31 March 2020	31 March 2019
Lease rental charges for the year	79.79	389.97
Future lease rental obligation payable (under non-cancellable lease)		
Not later than one year	-	564.15
Later than one year but not later than five years	-	501.54
Later than five years	-	-

### 34 Disclosure as per Ind-AS 116 (Leases)

#### Right of Use Asset (ROU)

(a) ROU asset' comprises leased assets of office/branch premises that do not meet the definition of investment property.

(₹ Lakhs)

	31 March 2020	31 March 2019
Opening Balance	-	-
Assets created on transition date	2,605.24	-
Additions during the year	100.34	-
Depreciation charged / Amortisation during the year	620.62	-
Disposal during the year	171.41	-
Closing Balance	1,913.55	-

The aggregate depreciation charged / amortisation expense on right-of-use asset is included under depreciation and amortisation expense in the Statement of Profit and Loss.

Effective 1 April, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on 1 April 2019 using the modified retrospective method on the date of initial application. Consequently, the Company recorded the lease liability and right of use at the present value of the lease payments discounted at the incremental borrowing rate.

On transition to Ind AS 116, the Company recognised ₹/lakhs 2,605.24 of right-of-use assets and ₹/lakhs 2,569.87 of lease liabilities. When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate at 1 April 2019. The weighted-average rate applied is 10.65%

(b) The following is the break-up of current and non-current lease liabilities

(₹ Lakhs)

	31 March 2020	31 March 2019
Current	549.70	-
Non current lease liabilities	1,486.86	-
<b>Total</b>	<b>2,036.56</b>	<b>-</b>

## Notes forming part of the Standalone Financial Statements

(c) The following is the movement in lease liabilities

(₹ Lakhs)

	31 March 2020	31 March 2019
Opening Balance (As on the date of transition)	2,569.87	-
Additions	100.34	-
Interest on lease liability	238.74	-
Payment of lease liabilities	696.91	-
Disposal / Dereognition of Lease Liability	175.48	-
Closing Balance	2,036.56	-

(d) Lease liabilities Maturity Analysis

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Maturity analysis - contractual undiscounted cash flows</b>		
Less than one year	765.44	-
One to five years	1,747.37	-
More than five years	-	-
<b>Total undiscounted lease liabilities</b>	<b>2,512.81</b>	<b>-</b>

(e) Lease rentals of ₹/lakhs 79.79 pertaining to short term leases and low value asset has been charged to statement of profit and loss

### 35 a) Contingent liabilities

(₹ Lakhs)

	31 March 2020	31 March 2019
a) Claims against the company not acknowledged as debts (Refer note (i) and (ii) below)	46.98	46.98
b) Disputed indirect taxes	2,114.32	2,129.93
c) Corporate guarantee to wholly owned Subsidiary to the extent of loans availed/ outstanding ₹/lakhs 10,937.00 (₹/lakhs 11,784.96)@	15,000.00	15,000.00
d) Corporate guarantee to others to the extent of loans availed/outstanding ₹/lakhs 38,687.62 (₹/lakhs 40,530.55)	47,000.00	47,000.00

(i) Amount represents the best possible estimates. The Company has engaged reputed professionals to protect its interest and has been advised that it has firm legal position against such disputes.

(ii) The company has received legal notices of claims/law suits filed against it relating to other matters. In the opinion of the management, no material liability is likely to arrive on account of such claims/law suits.

@ Company has provided Corporate guarantees to various trusts pursuant to the long term partnership arrangement entered. Corporate Guarantee is utilised for business purposes.

b) The Company has withdrawn the merger with Tree House Education and Accessories Limited (THEAL) and has reserved its rights for suitable actions against adverse allegations by THEAL. The company has received and filed legal notices of claims. The management is of the view that no material liability is likely to arrive on account of these claims.

### 36 Capital and other commitments

a) Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) is Nil (₹/lakhs 142.15)

b) Non disposal undertaking for 51% shares held by the Company in Digital Ventures Private Limited for loan taken by subsidiary Company.

## Notes forming part of the Standalone Financial Statements

### 37 Managerial remuneration

Remuneration paid or provided in accordance with Section 197 of the Companies Act, 2013 to Executive Director and Manager, included in Note 28 "Employee benefits expense" is as under :

	(₹ Lakhs)	
	31 March 2020	31 March 2019
Salary and allowances (refer a and b below)	190.73	51.09
Perquisites (refer note c below)	-	0.17
<b>Total</b>	<b>190.73</b>	<b>51.26</b>

#### Notes :

- Mr. Ajey Kumar, was designated from Executive Director to Managing Director with effect from 01 October 2018, and has resigned from the position of Managing Director w.e.f. 18 August 2020.
- Salary and allowances include basic salary, house rent allowance, leave travel allowance, provident fund and performance bonus but excluding leave encashment and gratuity provided on the basis of actuarial valuation.
- Perquisites consists of value arrived upon exercise of ESOPs during the year.

### 38 Payment to auditors

	(₹ Lakhs)	
	31 March 2020	31 March 2019
Audit fees (including limited review)	17.00	17.00
Tax audit fees	2.00	2.00
Tax representation	1.27	1.27
Certification and Others	4.29	1.03
<b>Total</b>	<b>24.56</b>	<b>21.30</b>

### 39 Micro, small and medium enterprises

Trade and other payables - Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMEDA), which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. On the basis of information and records available with the management, the following disclosures are made for the amounts due to the Micro, Small and Medium Enterprises, which have registered with the competent authorities.

	(₹ Lakhs)	
	31 March 2020	31 March 2019
a) The principal amount remaining unpaid to any supplier at the end of each accounting year	519.08	800.41
b) The interest due thereon remaining unpaid to any supplier at the end of each accounting year	51.36	80.26
c) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	131.62	80.26
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

## Notes forming part of the Standalone Financial Statements

### 40 I. Disclosures as required by Schedule V (A) (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

#### (a) Loan given to wholly owned Subsidiary company (Loanee)

(₹ Lakhs)

	Balance as at		Maximum amount outstanding during the year	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Digital Venture Private Limited	15,495.15	9,065.85	15,495.15	9,065.85
Academia Edificio Private Limited	3.67	2.05	3.67	2.05
Liberium Global Resources Private Limited	141.75	-	715.85	-

The loan has been given for general business purpose of the entity and carries interest @12.5% p.a. The above figures are including interest accrued.

#### (b) The loanee has not made investments in the shares of the Company.

### II. Information required under Section 186 (4) of the Companies Act, 2013

#### i) Loans given

(₹ Lakhs)

Name of the party	31 March 2019	Given	Repaid	31 March 2020
Digital Ventures Private Limited	9,065.85	6,948.66	519.36	15,495.15
Academia Edificio Private Limited	2.05	1.62	-	3.67
Liberium Global Resources Private Limited	-	723.45	581.70	141.75
Mount Litera Education Foundation	-	83.90	-	83.90
	<b>9,067.90</b>	<b>7,757.63</b>	<b>1,101.06</b>	<b>15,724.47</b>

The loan has been given for general business purpose of the entity and carries interest @12.5% p.a. The above figures are including interest accrued.

#### ii) Investments made

There are no investments made during the year except those mentioned in Note 7 and Note 14 of financial statements.

#### iii) Guarantees given

(₹ Lakhs)

Name of the party	31 March 2020	31 March 2019
To secure obligations of wholly owned Subsidiary - Guarantees to Banks	15,000.00	15,000.00
To secure obligations of others - Guarantees to Banks	47,000.00	47,000.00
<b>Total</b>	<b>62,000.00</b>	<b>62,000.00</b>

#### iv) Securities given

The Company has given securities of ₹/lakhs 5406.51 ( ₹/lakhs 5406.51) for loan taken by wholly owned subsidiary.

### 41 Dividend

No Dividend on equity shares declared by the Board of Directors in their meeting held on 07 October 2020. Final dividend on equity shares for the year ended on 2019: ₹ 0.1 per equity share which aggregates to ₹/lakhs 393.12/- (including DDT)

### 42 Disclosures as required by Ind AS 115

#### Revenue consists of following :

	31 March 2020	31 March 2019
Services		
- Course fees/Royalty	8,348.30	7,562.52
- Franchisee fees	989.25	1,167.03
- Others	77.46	113.97
Sales - Educational goods and equipments	9,917.89	12,063.69
Other operating revenue	104.34	70.59
<b>Total</b>	<b>19,437.24</b>	<b>20,977.80</b>



## Notes forming part of the Standalone Financial Statements

Revenue Disaggregation by Industrial Vertical & Geography is as follows :

Revenue by offerings :	31 March 2020	31 March 2019
Educational Services / India	19,437.24	20,977.80
<b>Total</b>	<b>19,437.24</b>	<b>20,977.80</b>
<b>Timing of Revenue Recognition :</b>		
Revenue by offerings :	31 March 2020	31 March 2019
Services transferred at point in time	11,088.94	13,415.28
Services transferred over period in time	8,348.30	7,562.52
<b>Total</b>	<b>19,437.24</b>	<b>20,977.80</b>
<b>Contract balances</b>		
	31 March 2020	31 March 2019
Advances received and unearned revenue (contract liabilities) as at	4,145.10	2,937.54
Trade receivables as at	1,800.30	2,284.61

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2020 will be recognised as revenue till the year ended 31 March 2021.

### Explanation for contract assets/contract liabilities.

- Revenue earned from customers but yet to be billed is initially recognised as contract assets and classified to trade receivables when right to considerations becomes unconditional.
- A contract liability is the obligation to transfer services to customer for which the company has received consideration ( or an amount of consideration is due) from the customer.

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2020 (₹/lakhs 4,145.10) will be recognised as revenue during the year ended 31 March 2021.

### 43 Acquisition

During the previous year, the Company has acquired 3,19,64,200 shares @ 62.57 [including premium of ₹.52.57] through Share Subscription agreement and 1,07,36,973 Shares @ 72.76 [including premium of ₹. 62.76] through Open offer of "MT Educare Limited" and subsequently MT Educare Limited has become subsidiary (extent of holding 59.49% ) of the Company with effect from 25 May 2018.

### 44 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a CSR Committee has been formed by the Company. The Company is required to spend ₹/lakhs 108.85 (₹/Lakhs 55.37) for the year against which NIL (Nil) has been spent on activities specified in Schedule VII of the Companies Act, 2013.

### 45 Segment information

The Company has presented Segment information on the basis of the consolidated financial statements as permitted by Ind AS 108 - Operating Segments.

### 46 Covid 19 - Impact

The World Health Organisation announced a global health emergency because of new strain of coronavirus (COVID-19) and classified its outbreak as a pandemic on 11 March 2020. The outbreak of COVID -19 globally and in India continues to cause significant disruption in the operations which has resulted in slowdown in the economic activity. Due to nation wide lockdown announced by the Government, the Company's offices, educational schools and learning centers had to be closed and physical services were suspended since then. However during the period the Company adopted varied measures to ensure seamless delivery of learning needs and further strengthen its commitment to education delivery by, enhanced Blended Learning, Robust Learning Management Systems, enhanced use of digital learning material, improvement in collaborative work and building digital literacy across network and thus has taken efforts to keep the disruption in the business to the minimum.

## Notes forming part of the Standalone Financial Statements

In preparation of these financial statements, the Company has taken into account internal and external sources of information to assess possible impacts of the pandemic, including not limited to the assessment of liquidity and going concern, recoverable values of its financial and non-financial assets, and the impact on revenues. Based on the current indicators of future economic conditions, the Company has sufficient liquidity and expects to fully recover the carrying amount of its assets. Basis the Company's projected cash flows for the next one year, management has concluded that the Company will have sufficient liquidity to continue its operations, although it expects possible delays with respect to collections from its customers. Accordingly, necessary provision have been made under the Expected Credit loss.

The extent of the impact of the Company's operations remains uncertain and may differ from that estimated as at the date of approval of these financial statements and will be dictated by the length of time that such disruptions continue, which will, in turn, depend on the currently unknowable duration of COVID-19 and among other things, the impact of governmental actions imposed in response to the pandemic. The Company is monitoring the rapidly evolving situation and its potential impacts on the Company's financial position, results of operations, liquidity and cash flows.

### 47 Earnings per share (EPS)

(₹ Lakhs)

	31 March 2020	31 March 2019
Profit after Tax (₹ lakhs)	6,861.92	6,169.59
Weighted Average number of equity shares for Basic EPS (in numbers)	326,086,681	326,032,212
Weighted Average number of equity shares for Diluted EPS (in numbers)	326,086,681	326,171,836
Face value of equity shares (₹)	1	1
Basic EPS (₹)	2.10	1.89
Diluted EPS (₹)	2.10	1.89

### 48 Employee Benefits

The Disclosures as per Ind AS 19 - Employee Benefits is as follows:

#### A Defined Contribution Plans

"Contribution to provident and other funds" is recognized as an expense in Note 28 "Employee benefit expenses" of the Statement of Profit and Loss.

#### B Defined Benefit Plans

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave benefits (non funded) is also recognised using the projected unit credit method.

	(₹ Lakhs)	
	31 March 2020	31 March 2019
I. Expenses recognised during the year		
	<b>Gratuity (Non Funded)</b>	
1 Current Service Cost	36.67	37.15
2 Interest Cost	8.17	8.25
3 Past Service cost	-	-
<b>Total Expenses</b>	<b>44.84</b>	<b>45.40</b>
II. Amount recognized in other comprehensive income (OCI)		
1 Opening amount recognized in OCI	(52.19)	(28.02)
2 Remeasurement during the period due to experience adjustments		
- Changes in financial assumptions	12.70	(3.36)
- Changes in experience charges	5.39	(20.81)
3 Closing amount recognized in OCI	(34.10)	(52.19)

## Notes forming part of the Standalone Financial Statements

III. Net Asset / (Liability) recognised in the Balance Sheet as at 31 March	<b>31 March 2020</b>	<b>31 March 2019</b>
1 Present value of defined benefit obligation (DBO)	148.77	128.05
2 Net Asset / (Liability)	(148.77)	(128.05)
IV. Reconciliation of Net Asset / (Liability) recognised in the Balance Sheet as at	<b>31 March 2020</b>	<b>31 March 2019</b>
1 Net Asset / (Liability) at the beginning of year	(128.05)	(119.20)
2 Expense as per I above	(44.84)	(45.40)
3 Other comprehensive income as per II above	(18.09)	24.17
4 Benefits paid	42.21	12.38
<b>Net Asset / (Liability) at the end of the year</b>	<b>(148.77)</b>	<b>(128.05)</b>
V. The following payments are expected to defined benefit plan in future years :	<b>31 March 2020</b>	<b>31 March 2019</b>
1 Expected benefits for year 1	11.93	18.54
2 Expected benefits for year 2 to year 5	47.49	105.66
3 Expected benefits beyond year 5	62.30	246.55
VI. Actuarial Assumptions	<b>31 March 2020</b>	<b>31 March 2019</b>
1 Discount rate	6.55%	7.64%
2 Expected rate of salary increase	6.00%	6.00%
3 Mortality	IALM (2006-08)	IALM (2006-08)

### VII. Sensitivity Analysis

The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

	(₹ Lakhs)	
	Discount Rate	Salary Escalation rate
Impact of increase in 50 bps on DBO	137.05	161.63
Impact of decrease in 50 bps on DBO	162.25	137.39

#### Notes:

- The current service cost recognized as an expense is included in Note 28 'Employee benefits expense' as gratuity. The remeasurement of the net defined benefit liability is included in other comprehensive income.
- The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the Actuary.

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

### C Other long term benefits

The obligation for leave benefits (non funded) is also recognised using the projected unit credit method and accordingly the long term paid absences have been valued. The leave encashment expense is included in Note 28 'Employee benefits expense'.

## Notes forming part of the Standalone Financial Statements

### 49 Related party transactions

#### (i) List of parties where control exists

##### a) Wholly owned subsidiary companies

Digital Ventures Private Limited  
Academia Edificio Private Limited  
Liberium Global Resources Private Limited

##### b) Subsidiary company

MT Educare Limited (Acquired on 25 May 2018) (extent of holdings - 59.12% [59.12%])  
Fellow subsidiary companies  
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)  
MT Education Services Private Limited  
Chitale's Personalised Learning Private Limited  
Sri Gayatri Educational Services Private Limited  
Robomate Edutech Private Limited  
Letspaper Technologies Private Limited  
Labh Ventures India Private Limited (Acquired on 01 September 2018)

#### (ii) Key Managerial Personnel

Mr. Ajey Kumar - Managing Director (Resigned w.e.f. 18 August 2020)  
Ms. Sangeeta Pandit - Non-Executive Independent Director (Resigned w.e.f. 1 October 2019)  
Mr. Himanshu Modi - Chairman and Non-Executive Director (Resigned w.e.f. 7 January 2020)  
Dr. Manish Agarwal - Non-Executive Independent Director (Resigned w.e.f. 31 March 2020)  
Mrs. Nandita Agarwal Parkar - Non-Executive Independent Director  
Mr. Roshan Lal Kamboj - Non-Executive Independent Director (Appointed w.e.f. 17 May 2019)  
Mr. Dattatraya Kelkar - Additional Director (Appointed w.e.f. 30 December 2019)  
Ms. Nanette D'sa - Additional Director (Appointed w.e.f. 31 March 2020)  
Mr. Umesh Pradhan - Chief Financial Officer (Resigned w.e.f. 7 October 2019)  
Mr. Debshankar Mukhopadhyay - Chief Executive Officer (Resigned w.e.f. 23 April 2020)  
Mr. Vikash Kar - Chief Executive Officer and Whole-Time Director (Appointed w.e.f. 24 April 2020 as CEO and Appointed w.e.f. 19 August 2020 as Whole-Time Director)  
Mr. Surender Singh - Non-Executive Non-Independent Director (Appointed w.e.f. 31 July 2020)  
Mr. Rakesh Agarwal - Chief Financial Officer (Appointed w.e.f. 7 April 2020)  
Mr. Bhautesh Shah - Company Secretary (Resigned w.e.f. 12 May 2020)  
Mr. Prashant Parekh - Company Secretary (Appointed w.e.f. 31 July 2020)

#### (iii) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the year.

Asian Satellite Broadcast Private Limited, Direct Media Distribution Ventures Private Limited, Diligent Media Corporation Limited, Digital Satellite Holdings Private Limited, Evenness Business Excellence Services Private Limited, Pan India Network Infravest Private Limited, Pri-Media Services Private Limited, Zee Entertainment Enterprises Limited, Dr Subhash Chandra Foundation, Essel Infra Projects Private Limited, Essel Corporate Resources Private Limited, Himgiri Zee University, Essel Vision Production Limited, Zee Media Corporation Limited, Essel Corporate LLP, Digital Subscriber and Management Consultancy Services Private Limited.



## Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>A) Transactions with related parties</b>		
<b>Long- term borrowings</b>	<b>5,755.00</b>	<b>5,700.00</b>
<b>Other related parties</b>		
Asian Satellite Broadcast Private Limited	5,755.00	5,700.00
<b>Repayment of Long- term borrowings</b>	<b>35.00</b>	<b>5,700.00</b>
<b>Other related parties</b>		
Asian Satellite Broadcast Private Limited	35.00	5,700.00
<b>Interest expense</b>	<b>506.11</b>	<b>206.94</b>
<b>Other related parties</b>		
Asian Satellite Broadcast Private Limited	506.11	206.94
<b>Loans, advances and deposits given</b>	<b>6,364.71</b>	<b>12,490.10</b>
<b>Subsidiary company</b>		
Digital Ventures Private Limited	5,647.84	12,489.05
Liberium Global Resources Private Limited	715.85	-
Academia Edificio Private Limited	1.02	1.05
<b>Loans, advances and deposits given repaid</b>	<b>1,094.21</b>	<b>5,414.00</b>
<b>Subsidiary company</b>		
Digital Ventures Private Limited	519.36	5,414.00
Liberium Global Resources Private Limited	574.85	-
<b>Investment in equity share capital</b>	<b>-</b>	<b>27,812.22</b>
<b>Subsidiary company</b>		
MT Educare Limited	-	27,812.22
<b>Sales and services</b>	<b>456.00</b>	<b>336.95</b>
<b>Subsidiary company</b>		
Digital Ventures Private Limited	220.00	125.00
Liberium Global Resources Private Limited	60.00	60.00
MT Educare Limited	120.00	103.95
<b>Other related parties</b>		
Himgiri Zee University	56.00	48.00

## Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Other income</b>	<b>1,682.87</b>	<b>757.33</b>
<b>Dividend received</b>		
<b>Subsidiary company</b>		
Digital Ventures Private Limited	0.01	0.01
<b>Premium on redemption of preference shares</b>		
<b>Subsidiary company</b>		
Digital Ventures Private Limited	140.00	140.00
<b>Interest on compulsorily convertible debentures</b>		
<b>Subsidiary company</b>		
Digital Ventures Private Limited	1.14	1.13
<b>Interest on intercorporate deposits</b>		
<b>Subsidiary company</b>		
Digital Ventures Private Limited	1,445.69	615.97
Academia Edificio Private Limited	0.33	0.22
Liberium Global Resources Private Limited	7.68	-
<b>Reversal of provision / liabilities no longer required</b>		
<b>Other related parties</b>		
Diligent Media Corporation Limited	88.02	-
<b>Purchase of Intangibles (content development)</b>	<b>61.17</b>	<b>-</b>
<b>Other related parties</b>		
Essel Corporate LLP	61.17	-
<b>Purchase of Services</b>	<b>1,227.10</b>	<b>1,520.07</b>
<b>Subsidiary company</b>		
Digital Ventures Private Limited	178.75	-
Liberium Global Resources Private Limited	87.17	65.34
<b>Other related parties</b>		
Pan India Network Infravest Private Limited	8.66	10.62
Zee Entertainment Enterprises Limited	101.51	83.56
Digital Subscriber Management and Consultancy Services Private Limited	13.09	10.95
Diligent Media Corporation Limited	112.00	372.93
Zee Media Corporation Limited	29.63	71.34
Essel Infra Projects Private Limited	15.00	119.75
Essel Corporate LLP	30.00	77.00
Essel Vision Production Limited	21.19	43.29
Evenness Business Excellence Services Private Limited	630.10	665.29
<b>Remuneration</b>	<b>145.97</b>	<b>147.61</b>
<b>Key Managerial personnel</b>		
Mr. Debshankar Mukhopadhyay	74.32	70.56
Mr. Umesh Pradhan	54.64	60.18
Mr. Bhautesh Shah	17.01	16.87
<b>Directors sitting fees</b>	<b>5.54</b>	<b>5.20</b>
<b>Key Managerial personnel</b>		
Dr. Manish Agarwal	2.20	2.40
Ms. Sangeeta Pandit	1.00	2.40
Mrs. Nandita Agarwal Parkar	0.60	0.40
Mr. Dattatryaya Kelkar	0.54	-
Mr. Roshanlal Kamboj	1.20	-

## Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

B) Balances outstanding as at 31 March	31 March 2020	31 March 2019
<b>Long-term borrowings</b>	<b>7,661.35</b>	<b>1,485.85</b>
<b>Other related parties</b>		
Asian Satellite Broadcast Private Limited	7,661.35	1,485.85
<b>Investment</b>	<b>60,170.14</b>	<b>60,173.73</b>
<b>Subsidiary company</b>		
Equity shares of Digital Ventures Private Limited	10,601.00	10,601.00
Preference shares of Digital Ventures Private Limited	9,572.00	9,572.00
Compulsorily Convertible Debentures of Digital Ventures Private Limited	11,324.05	11,327.64
Fair value of financial guarantee issued of Digital Ventures Private Limited	860.67	860.67
Equity shares of MT Educare Limited	27,812.22	27,812.22
Equity shares of Academia Edificio Priavte Limited	0.10	0.10
Equity shares of Liberium Global Resources Private Limited	0.10	0.10
<b>Loans, advances and deposits given</b>	<b>15,745.83</b>	<b>9,173.46</b>
<b>Subsidiary company</b>		
Digital Ventures Private Limited	15,495.15	9,065.85
Academia Edificio Priavte Limited	3.67	2.35
Liberium Global Resources Private Limited	141.75	-
<b>Other related parties</b>		
Essel Infra Projects Private Limited	10.00	10.00
Essel Vision Production Limited	15.26	15.26
Evenness Business Excellence Services Private Limited	80.00	80.00
<b>Other financial assets</b>	<b>863.02</b>	<b>723.01</b>
<b>Subsidiary company</b>		
Digital Ventures Private Limited		
- Premium on redemption of Preference Shares	863.00	723.00
- Dividend receivable on Preference shares	0.02	0.01
<b>Advance from customer</b>	<b>1.15</b>	<b>1.15</b>
<b>Other related parties</b>		
Zee Entertainment Enterprises Limited	1.15	1.15
<b>Trade receivables</b>	<b>280.59</b>	<b>252.67</b>
<b>Subsidiary company</b>		
Digital Ventures Private Limited	179.55	135.00
Liberium Global Resources Private Limited	11.76	16.20
MT Educare Limited	-	69.07
<b>Other related parties</b>		
Himgiri Zee University	89.28	32.40

## Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Other payables</b>	<b>666.89</b>	<b>649.55</b>
<b>Other related parties</b>		
Pan India Network Infravest Private Limited	2.64	3.87
Digital Subscriber Management and Consultancy Services Private Limited	10.56	14.10
Diligent Media Corporation Limited	281.02	158.09
Zee Media Corporation Limited	41.77	-
Zee Entertainment Enterprises Limited	177.26	73.89
Essel Infra Projects Private Limited	22.27	82.16
Essel Vision Production Limited	40.73	33.28
Evenness Business Excellence Services Private Limited	90.64	284.16
<b>Guarantees given</b>	<b>15,000.00</b>	<b>15,000.00</b>
<b>Subsidiary company</b>		
Digital Ventures Private Limited	15,000.00	15,000.00
<b>Guarantees received</b>		
<b>Other related parties</b>	<b>5,300.00</b>	<b>5,300.00</b>
Zee Entertainment Enterprises Limited		
Jointly Corporate Guarantee given by Direct Media Distribution Ventures Private Limited and Digital Satellite Holdings Private Limited	5,300.00	5,300.00

Note: 1) Details of remuneration to director are disclosed in Note 37.  
 2) Figures considered based on the INDAS financials of the company

### 50 Financial instruments

#### (i) Financial risk management objective and policies

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables, lease liabilities and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade receivables, other receivables, cash and cash equivalents, other bank balances and other financial assets that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks.

#### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, other financial instruments.

#### 1) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair value of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that future cash flows of floating interest bearing investments will vary because of fluctuations in interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term loan from banks. Non-Redeemable Debentures and Intercorporate deposits carries fixed coupon rate and hence is not considered for calculation of interest rate sensitivity of the company.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:



## Notes forming part of the Standalone Financial Statements

	Increase / decrease in basis points	Effect on Profit before tax
As on 31 March 2020	+ 50 / - 50	29.05
As on 31 March 2019	+ 50 / - 50	35.48

### 2) Foreign currency risk

The Company enters into transactions in currency other than its functional currency and is therefore exposed to foreign currency risk. The Company analyses currency risk as to which balances outstanding in currency other than the functional currency of that Company. The management has taken a position not to hedge this currency risk.

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are not hedged considering the insignificant impact and period involved on such exposure.

The following table sets forth information relating to foreign currency exposure:

Currency	Assets as at		Liabilities as at	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
	United States Dollar (USD)	-	-	2.14

#### Foreign Currency sensitivity analysis

The following table demonstrates the sensitivity to a 10% increase / decrease in foreign currencies with all other variable held constant. The below impact on the Company's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date.

Currency	Sensitivity Analysis			
	31 March 2020		31 March 2019	
	₹ decrease by 10%	₹ increase by 10%	₹ decrease by 10%	₹ increase by 10%
United States Dollar (USD)	0.21	(0.21)	0.20	(0.20)

### 3) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, deposits and loans given, investments and balances at bank. The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

#### Ageing of trade receivables

	As at 31 March 2020	As at 31 March 2019
Trade Receivables (Unsecured)		
Over six months	1,257.85	732.63
Less than six months	1,202.56	1,969.88
<b>Total</b>	<b>2,460.41</b>	<b>2,702.51</b>

## Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

	As at 31 March 2020	As at 31 March 2019
Movement in allowance for credit loss during the year was as follows :		
Opening Balance	417.90	199.04
Add :- Provided during the year	242.21	218.86
Less :- Reversal during the year	-	-
Closing balance as at	660.11	417.90
<b>Net Trade receivable</b>	<b>1,800.30</b>	<b>2,284.61</b>

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in liquid mutual fund units, non convertible debentures, certificates of deposit and other debt instruments.

### b) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company's principal source of liquidity are cash and cash equivalents and the cash flow i.e. generated from operations. The Company consistently generated strong cash flows from operations which together with the available cash and cash equivalents and current investment provides adequate liquidity in short terms as well in the long term.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2020

(₹ Lakhs)

	Less than 1 year	2 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	6,204.02	174.12	521.11
Borrowings*	4,384.66	11,508.25	-
Lease liabilities	549.70	1,486.86	-
<b>Total</b>	<b>11,138.38</b>	<b>13,169.23</b>	<b>521.11</b>

\* Current maturities of borrowings aggregating ₹/lakhs 1,952.73 from part of other financial liabilities hence the same is not consider separately in borrowings.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2019

(₹ Lakhs)

	Less than 1 year	2 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	5,771.94	174.12	581.73
Borrowings*	4,361.52	12,436.60	-
<b>Total</b>	<b>10,133.46</b>	<b>12,610.72</b>	<b>581.73</b>

\* Current maturities of borrowings aggregating ₹/lakhs 1,322.92 from part of other financial liabilities hence the same is not consider separately in borrowings.

## Notes forming part of the Standalone Financial Statements

### (ii) Capital management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves. The Company manages its capital structure to ensure that it will be able to continue as a going concern while maximising the return to the stakeholders.

The Company monitors capital using gearing ratio, which is total debt divided by total capital plus debt

	(₹ Lakhs)	
	As at 31 March 2020	As at 31 March 2019
Gross Debt (inclusive long term and short term debt) *	17,845.64	18,121.04
Less: Cash and cash equivalents and Other Bank Balances	(164.44)	(995.01)
Net Debt	17,681.20	17,126.03
Total Equity	47,753.05	41,276.09
<b>Total Capital</b>	<b>65,434.25</b>	<b>58,402.12</b>
<b>Gearing ratio</b>	<b>27.02%</b>	<b>29.32%</b>

\* does not include current maturities of borrowings.

### (iii) Categories of financial instruments and fair value thereof

Particulars	(₹ Lakhs)			
	As at 31 March 2020		As at 31 March 2019	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>A) Financial assets</b>				
<b>(other than investment in subsidiary companies)</b>				
i) Measured at amortised cost				
Trade Receivables	1,800.30	1,800.30	2,284.61	2,284.61
Cash and cash equivalents and bank balances	164.44	164.44	995.01	995.01
Other financial assets	1,202.03	1,202.03	1,128.20	1,128.20
Loans	15,724.46	15,724.46	9,067.90	9,067.90
<b>B) Financial liabilities</b>				
i) Measured at amortised cost				
Trade Payables	1,574.60	1,574.60	2,365.48	2,365.48
Borrowings (Non current)	11,508.25	11,508.25	12,436.60	12,436.60
Borrowings (Current)	4,384.66	4,384.66	4,361.52	4,361.52
Lease Liabilities	2,036.56	2,036.56	-	-
Other Financial Liabilities	5,324.65	5,324.65	4,162.30	4,162.30

The management assessed that cash and cash equivalents and bank balances, trade receivables, other financial assets, certain investments, trade payables and other current liabilities approximate their fair value largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the year presented.

### (iv) Fair value hierarchy

All other financial assets and liabilities at amortised cost are in Level 1 of fair value hierarchy and have been considered at carrying amount.

The fair values of the financial assets and financial liabilities included in the level 1 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

## Notes forming part of the Standalone Financial Statements

### 51 Collateral / Security Pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the company and subsidiary company are as under ;

(₹ Lakhs)

	31 March 2020	31 March 2019
Property, plant and equipment (includes Capital work in progress, Investment property, Intangible assets and Intangible assets under development)	776.73	709.56
Inventories	1,769.93	1,314.48
Other current and non-current assets	29,712.65	24,462.20
<b>Total assets pledged</b>	<b>32,259.31</b>	<b>26,486.24</b>

### 52 Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

(₹ Lakhs)

	As at 31 March 2019	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2020
				Interest Accrued	Other Charges	
Long Term Borrowings (Including Current maturities)	12,436.60	5,755.00	(6,683.36)	-	-	11,508.25
Short Term Borrowings (For Bank, Financial Institution and intercorporate deposits etc.)	5,684.44	-	-	652.95	-	6,337.39
Dividend paid (including dividend distribution tax)	-	-	393.12	-	-	393.12

### 53 Prior year comparatives

Previous year's figures have been regrouped / reclassified / rearranged wherever necessary to correspond with the current year's classifications / disclosures, figures in brackets pertain to previous year.



# Independent Auditor's Report

To  
The Members of  
**Zee Learn Limited**

## Report on the Audit of the Consolidated Financial Statements

### 1. Qualified Opinion

We have audited the accompanying consolidated financial statements of Zee Learn Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2020, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements including a summary of the significant accounting policies and other explanatory information (herein after referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statement except for the effects of the matter described in the Basis for Qualified Opinion paragraph and on other financial information of subsidiaries referred to in the Other Matters paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Group as at 31 March 2020, and its consolidated profit, consolidated total comprehensive income, the consolidated changes in equity and its consolidated cash flows for the year ended on that date.

### 2. Basis for qualified opinion

a) The consolidated financial statements as at 31 March, 2020 include goodwill having carrying value of Rs 31,323.64 lakhs on acquisition of its subsidiary company viz MT Educare Limited (MTEL). Due to the prevailing unprecedented Covid19 pandemic situation and the uncertainty connected to it, the Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 "Impairment of Assets" and hence no adjustments have been considered by the Company to the carrying value of goodwill as at 31 March, 2020. In the absence of

sufficient and appropriate audit evidence by way of such detailed and comprehensive assessment due to the current COVID-19 pandemic situation, we are unable to comment upon adjustments, if any, that may be required to the carrying value of goodwill.

- b) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated financial statements of the subsidiary reported that the subsidiary has recognized net deferred tax assets of Rs 8,154.54 Lakhs based on the estimate that sufficient taxable profits would be available in future years against which deferred tax asset can be utilized. In the opinion of the other auditor, due to uncertainty over the estimated profits for the future years arising out of the outbreak of COVID -19 and the existence of unutilized tax losses available, it is highly uncertain that MTEL and its subsidiaries would have sufficient taxable profits in future against which deferred tax asset can be utilized. Accordingly, the other auditor is unable to obtain sufficient appropriate audit evidence to corroborate the Management's assessment of recognition of deferred tax assets as at 31 March 2020. Had the deferred tax asset not been recognised the profit for the year ended 31 March 2020 and total equity would have been lower by Rs.8,154.54 lakhs.
- c) The Group has not complied with the provisions of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 relating to the submission of the results for the quarter ended 31 March 2020 to Securities and Exchange Board of India (SEBI) within the stipulated time. Penalties on account of such non compliances are presently not ascertainable and not provided for in the books of account. Consequently, we are unable to comment on the impact, if any, on the consolidated financial statements.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) prescribed under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified opinion.

### 3 Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended 31 March 2020. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matter	Description of Auditor's Response
<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</p> <ul style="list-style-type: none"> <li>Sales are recognized when the control of the goods and services is transferred to the customer.</li> <li>Revenue is recognized at the amount that reflects the considerations to which the Group expects to be entitled in exchange for transferring goods or services to customer.</li> <li>Revenue is recognized over a time or point in time.</li> <li>The Group focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the control.</li> </ul>	<p>Principal Audit Procedures</p> <p>We assessed the Group's process to identify the impact of adoption of the new revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> <li>Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>Assessing the application of Group's accounting policies over revenue recognition and comparing the Group's accounting policies over revenue recognition with applicable accounting standards.</li> <li>Identifying the nature of the revenues and identification of any unusual contract terms.</li> <li>Testing the revenue recognized including testing of Group's control on revenue recognition, when applicable. Our testing included tracing the information to agreements and payments.</li> <li>Assessing the revenue recognized with substantive analytical procedures, and</li> <li>Assessing the Group's disclosure on revenue recognition.</li> </ul>
<p>Recoverability of Loans</p> <p>Loans and advances includes certain loans aggregating Rs. 19,902.79 lakhs given to various trusts as on 31 March 2020 by a subsidiary company viz. MT Educare Limited. Out of the above, provision recognized amounted to Rs. 12,357.16 lakhs as at 31 March 2020 which involves significant management's estimate and judgment. As the assessment of recoverability of loans and deposits requires management to make significant estimation, exercise judgement on customer payment behavior, other relevant risk characteristics, we determined this to be a key audit matter.</p>	<p>Principal Audit Procedures by other auditors</p> <ul style="list-style-type: none"> <li>Obtaining an understanding of Group's processes and controls relating to the monitoring of loans given and review of credit risk of borrowers.</li> <li>Reviewing underlying documents and supporting evidences.</li> <li>Obtaining Balance confirmations and evidence of receipts from the borrower subsequent to the year end.</li> <li>Reviewing ageing report to identify collection risks, assessing overdue receivables and where applicable, reviewing payment history and correspondence with the borrowers on expected settlement dates.</li> <li>Discussing with the management with respect to collectability of the amount lent and adequacy of provision for doubtful advance, including whether any dispute or concerns have been noted by management.</li> <li>Evaluating management's assumptions and estimates used to determine the provision for doubtful advances.</li> <li>Assessing the adequacy of the disclosure on receivables and the related risks such as credit risks and liquidity risks in the financial statements.</li> </ul>
<p>Recoverability and valuation of Government trade receivables</p> <ul style="list-style-type: none"> <li>Government Trade receivables (Net) amounting to Rs. 2,599.45 lakhs as of 31 March 2020 of a subsidiary company viz. MT Educare Limited are recognised at their anticipated realisable value, which is the original invoiced amount less an estimated allowance based on Expected Credit Loss model.</li> </ul>	<p>Principal Audit Procedures by other auditors</p> <ul style="list-style-type: none"> <li>Reading through the agreements and correspondence with the Government authorities and understanding the key terms.</li> <li>Analysing the ageing of trade receivable.</li> </ul>

Description of Key Audit Matter	Description of Auditor's Response
<ul style="list-style-type: none"> <li>Valuation of trade receivables is considered as a key audit matter by the other auditors due to the magnitude of the balance and the significant management judgement used in determining the impairment provision.</li> </ul>	<ul style="list-style-type: none"> <li>Analysing the list of outstanding receivables and assessing the recoverability of these through inquiry with management and verifying corroborative evidence to support the conclusions drawn.</li> <li>Assessing management's estimate and related policies with respect to provision on account of credit loss.</li> <li>Verification of calculation of provisions for credit loss.</li> <li>Verifying the related disclosures provided in the financial statements.</li> </ul>

#### 4. Emphasis of Matter

a) We draw attention to note 45 to the consolidated financial statements that state that the management has made an assessment of the impact of COVID-19 on the Group's operations, financial performance, and position as at and for the year ended 31 March 2020 and has concluded that there is no impact which is required to be recognized in the financial statements. Accordingly, no adjustments have been made to the consolidated financial statements. However, the extent of the impact of the COVID-19 pandemic on the Company's result is dependent upon future developments.

b) We draw attention to note 58 to the consolidated financial statements which states that the contracts for revenue from management services has been negotiated and the new arrangement is applicable from retrospective effect. Consequently, the revenue from management services recorded during the quarter ended 31 December 2019 amounting to Rs 910.00 lakhs has been re-measured based on renegotiation of contracts with customers which has resulted in the reversal of revenue amounting to Rs 745.33 lakhs by the management in the quarter ended 31 March 2020.

Our opinion is not modified in respect of these matters.

#### 5. Other information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board Report and Chairman's Statement but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

#### 6. Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirement of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

## 7. Auditor's responsibility for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary Companies which are companies incorporated in India has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying

transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## 8. Other Matters

We did not audit the financial statements of ten subsidiaries whose financial statements / consolidated financial statements reflect total assets of Rs 119,719.22 lakhs as at 31 March 2020, total revenues of Rs 36,157.46 lakhs, total net loss after tax of Rs 4,646.30 lakhs, total comprehensive loss of Rs 4,181.79 lakhs and total cash outflows of Rs. 360.83 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of Section 143(3) of the Act, in so far as it relates to these subsidiaries is based solely on the reports of the other auditors.



Our opinion on the consolidated financial statements above, and our Report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**9. Report on other Legal and Regulatory requirements**

- i. As required by Section 143(3) of the Act, we report that:
  - a) we have sought and except for the possible effects of the matters described in the Basis for Qualified Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) except for the possible effects of the matters described in the Basis for Qualified Opinion section, 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 consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d) except for the possible effects of the matters described in the Basis for Qualified Opinion section, in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group;
  - f) On the basis of written representations received from the directors of the Holding Company as on 31 March 2020 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of the subsidiary companies, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
  - g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act

- h) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A",
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its subsidiaries- refer note 37 to the consolidated financial statements;
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts; and
  - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund (IEPF) by the Group except in case of one of its subsidiary viz. MT Educare Limited. The other auditor who audited the consolidated financial statements of the subsidiary reported the following instances of delay in transferring amounts, required to be transferred to the IEPF :

Year	Amount	Due Date	Transferred to IEPF on	Delay in number of days
F.Y. 2011-2012	1,260	13 November 2019	1 January 2020	49
F.Y. 2012-2013	72,493	30 December 2019	7 March 2020	68

**For MGB & Co LLP**  
Chartered Accountants  
Firm Registration Number 101169W/W-100035

**Sanjay Kothari**  
Partner  
Membership Number 048215

Mumbai, 7 October 2020  
UDIN: 20048215AAAAGO2319

## Annexure - A to the Independent Auditor's Report

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 9(l) (g) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of the Company on the consolidated financial statements for the year ended 31 March 2020**

We have audited the internal financial controls over financial reporting of Zee Learn Limited ("the Holding Company"), its subsidiary companies, incorporated in India as of 31 March 2020, in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (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 respective 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 Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on "Audit of Internal Financial Controls over Financial Reporting" (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and

plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit 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 consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary companies incorporated in India.

### Meaning of Internal Financial Controls over Financial Reporting

A Holding 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.

### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors as referred to in Other Matters paragraph below, the following material weaknesses have been identified as at March 31, 2020:

In one of the subsidiaries of the Company, the other auditor who audited the financial statements of the subsidiary reported the following material weaknesses have been identified as at March 31, 2020:

The Information Technology General Controls in terms of the access controls and change management controls with respect to accounting for student revenue and controls on the financial statement closure process were operating ineffectively which could potentially lead to material misstatement in the financial statements.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the group's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Group has maintained, in all material respects, internal financial controls with reference to financial statements and such internal financial controls with

reference to financial statements were operating effectively as of March 31, 2020, based on the internal control with reference to financial statements criteria established by the Group considering the essential components of internal control stated in the Guidance Note.

The other auditors have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in audit of the consolidated financial statements of the said Subsidiary Company, and these material weaknesses do not affect our opinion on the consolidated financial statements of the Company.

The other auditors have considered the "qualified opinion" reported above in determining the nature, timing, and extent of audit tests applied in audit of the consolidated financial statements of the said Subsidiary Company, and the qualified opinion has not affected our opinion on the consolidated financial statements of the Company.

### **Other Matters**

Our aforesaid report under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to ten subsidiary companies incorporated in India, is based on corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter except otherwise stated above.

**For MGB & Co LLP**

Chartered Accountants

Firm Registration Number 101169W/W-100035

**Sanjay Kothari**

Partner

Membership Number 048215

Mumbai, 7 October 2020

UDIN: 20048215AAAAGO2319

## Consolidated Balance Sheet as at 31 March 2020 (₹ lakhs)

	Note	31 March 2020	31 March 2019
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	4,391.88	5,239.01
(b) Right-of-use assets	4	8,820.89	-
(c) Capital work-in-progress	3	676.11	343.25
(d) Investment property	5	25,744.27	26,824.79
(e) Investment property under development	5	29,553.91	28,928.34
(f) Goodwill	6	31,323.64	31,323.64
(g) Intangible assets	7	7,168.54	7,827.59
(h) Intangible assets under development	7	5,270.02	5,300.86
(i) Financial assets			
(i) Investments	8	0.34	0.34
(ii) Loans	9	8,920.17	4,477.59
(ii) Other financial assets	10	877.30	2,199.43
(j) Deferred tax assets (net)	11	8,697.47	9,176.69
(k) Income tax assets (net)	12	3,266.76	2,818.94
(l) Other non-current assets	13	1,613.39	2,141.73
<b>Total non-current assets</b>		<b>136,324.69</b>	<b>126,602.20</b>
<b>Current assets</b>			
(a) Inventories	14	1,769.93	1,314.48
(b) Financial assets			
(i) Investments	15	1,051.94	211.44
(ii) Trade receivables	16	6,670.91	5,253.83
(iii) Cash and cash equivalents	17 (A)	809.40	2,070.21
(iv) Bank balances other than (iii) above	17 (B)	743.64	673.65
(v) Loans	9	1,936.04	9,856.00
(vi) Other financial assets	10	2,088.13	1,228.89
(c) Other current assets	13	791.19	629.06
(d) Assets classified as held for sale	18	64.25	64.25
<b>Total current assets</b>		<b>15,925.43</b>	<b>21,301.81</b>
<b>Total Assets</b>		<b>152,250.12</b>	<b>147,904.01</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	19	3,260.93	3,260.79
(b) Other Equity	20 (A)	43,817.19	39,853.77
<b>Equity attributable to equity holder of the parent (a+b)</b>		<b>47,078.12</b>	<b>43,114.56</b>
Non-controlling Interests	20 (B)	16,231.25	18,103.75
<b>Total Equity</b>		<b>63,309.37</b>	<b>61,218.31</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	21	27,412.60	33,539.94
(ii) Lease liabilities	22	6,572.75	-
(iii) Other financial liabilities	23 (B)	1,267.03	1,541.73
(b) Provisions	24	636.04	512.97
(c) Other liabilities	25	18,289.36	21,468.82
<b>Total non-current liabilities</b>		<b>54,177.78</b>	<b>57,063.46</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	21	4,384.66	4,361.52
(ii) Lease liabilities	22	2,281.71	-
(iii) Trade payables	23 (A)		
(1) total outstanding dues of micro enterprises and small enterprises		551.86	529.61
(2) total outstanding dues of creditors other than micro enterprises and small enterprises		4,641.10	4,233.25
(iv) Other financial liabilities	23 (B)	9,810.62	9,509.62
(b) Other current liabilities	25	12,636.34	10,757.25
(c) Provisions	24	215.50	230.86
(d) Current tax liabilities (net)	26	241.18	0.13
<b>Total current liabilities</b>		<b>34,762.97</b>	<b>29,622.24</b>
<b>Total Liabilities</b>		<b>88,940.75</b>	<b>86,685.70</b>
<b>Total Equity and Liabilities</b>		<b>152,250.12</b>	<b>147,904.01</b>

Notes forming part of the consolidated financial statements

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As per our attached report of even date

For and on behalf of the board

**For MGB & Co LLP**

 Chartered Accountants  
 FRN - 101169W/W100035

**Sanjay Kothari**

 Partner  
 Membership Number 048215

 Place : Mumbai  
 Date : 7 October 2020

**Vikash Kumar Kar**  
 Whole-Time Director & CEO

**Nanette D'sa**  
 Director

**Rakesh Agarwal**  
 Chief Financial Officer

**Prashant Parekh**  
 Company Secretary



## Consolidated Statement of profit and loss for the year ended 31 March 2020

	Note	31 March 2020	31 March 2019
(₹ lakhs)			
<b>Income</b>			
Revenue from operations	27	51,482.78	51,724.64
Other income	28	4,155.40	3,200.46
<b>Total Income</b>		<b>55,638.18</b>	<b>54,925.10</b>
<b>Expenses</b>			
Operational cost	29	13,753.89	14,537.24
Employee benefits expense	30	14,137.98	13,981.38
Finance costs	31	5,904.91	4,730.99
Depreciation and amortisation expense	32	6,410.60	2,788.54
Other expenses	33	6,751.87	7,435.38
<b>Total Expenses</b>		<b>46,959.25</b>	<b>43,473.53</b>
<b>Profit before exceptional item and tax</b>		<b>8,678.93</b>	<b>11,451.57</b>
Less: Exceptional item (refer note 51)		3,114.65	-
<b>Profit before tax</b>		<b>5,564.28</b>	<b>11,451.57</b>
<b>Less : Tax expense</b>			
Current tax - current year	34	2,558.49	2,621.04
- earlier period		(25.29)	46.30
Deferred tax (including MAT credit entitlement) - current year		519.61	504.20
- earlier period		-	(57.32)
<b>Total Tax Expenses</b>		<b>3,052.81</b>	<b>3,114.22</b>
<b>Profit for the year</b>	(A)	<b>2,511.47</b>	<b>8,337.35</b>
<b>Profit / (Loss) for the year attributable to</b>			
Equity holder of the parent		<b>4,369.30</b>	<b>7,609.97</b>
Non-controlling interest		<b>(1,857.83)</b>	<b>727.38</b>
<b>Other comprehensive income / (loss) (including tax effect)</b>			
(i) Items that will not be reclassified to statement of profit and loss		(48.93)	49.32
(ii) Items that will be reclassified to statement of profit and loss		-	-
<b>Other comprehensive income / (loss) for the year</b>	(B)	<b>(48.93)</b>	<b>49.32</b>
<b>Other comprehensive income / (loss) attributable to</b>			
Equity holder of the parent		<b>(34.26)</b>	<b>36.66</b>
Non-controlling interest		<b>(14.67)</b>	<b>12.66</b>
<b>Total comprehensive income for the year</b>	(A+B)	<b>2,462.54</b>	<b>8,386.67</b>
<b>Total comprehensive income / (loss) attributable to</b>			
Equity holder of the parent		<b>4,335.05</b>	<b>7,646.63</b>
Non-controlling interest		<b>(1,872.51)</b>	<b>740.04</b>
Earnings per equity share (face value ₹ 1 each)	46		
Basic (₹)		1.34	2.33
Diluted (₹)		1.34	2.33

Notes forming part of the consolidated financial statements 1-59

As per our attached report of even date

For and on behalf of the board

### For MGB & Co LLP

Chartered Accountants  
FRN - 101169W/W100035

**Vikash Kumar Kar**  
Whole-Time Director & CEO

**Nanette D'sa**  
Director

### Sanjay Kothari

Partner  
Membership Number 048215

**Rakesh Agarwal**  
Chief Financial Officer

**Prashant Parekh**  
Company Secretary

Place : Mumbai

Date : 7 October 2020

## Consolidated Statement of Changes in Equity for the year ended 31 March 2020

A. Equity share capital			Note			(₹ Lakhs)		
<b>Balance as at 01 April 2018</b>						<b>3,258.95</b>		
Changes in equity share capital			19a			1.84		
<b>Balance as at 31 March 2019</b>						<b>3,260.79</b>		
Changes in equity share capital			19a			0.14		
<b>Balance as at 31 March 2020</b>						<b>3,260.93</b>		
<b>B. Other equity</b>								
	(₹ Lakhs)							
	Reserves and surplus							
	Capital reserves	Securities Premium	Debenture redemption reserve	Sharebased payment reserve	General reserves	Retained earnings	Non Controlling interest	Total other equity
<b>Balance as at 01 April 2018</b>	-	12,447.58	812.50	523.02	13,971.80	4,325.26	-	32,080.16
Profit for the year	-	-	-	-	-	8,337.35	(727.38)	7,609.97
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	-	31.83	(12.66)	19.17
<b>Total comprehensive income for the year</b>	-	-	-	-	-	<b>8,369.18</b>	<b>(740.04)</b>	<b>7,629.14</b>
Transferred from Statement of Profit and Loss Account	-	12,447.58	812.50	523.02	13,971.80	12,694.44	(740.04)	39,709.30
Dividend paid	-	-	406.25	-	-	(406.25)	-	-
Dividend distribution tax paid	-	-	-	-	-	(326.07)	-	(326.07)
Gain on bargain purchase	17.49	-	-	-	-	-	-	17.49
Exercise of shares options	-	510.38	-	(202.94)	-	-	-	307.44
Share options outstanding account	-	-	-	212.63	-	-	-	212.63
<b>Balance as at 31 March 2019</b>	<b>17.49</b>	<b>12,957.96</b>	<b>1,218.75</b>	<b>532.71</b>	<b>13,971.80</b>	<b>11,895.10</b>	<b>(740.04)</b>	<b>39,853.77</b>
Profit for the year	-	-	-	-	-	2,511.47	1,857.83	4,369.30
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	-	(48.93)	14.67	(34.26)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	<b>2,462.54</b>	<b>1,872.50</b>	<b>4,335.04</b>
Transferred from Statement of Profit and Loss Account	17.49	12,957.96	1,218.75	532.71	13,971.80	14,357.64	1,132.46	44,188.81
Dividend paid	-	-	203.13	-	-	(203.13)	-	-
Dividend distribution tax paid	-	-	-	-	-	(326.09)	-	(326.09)
Exercise of shares options	-	4.63	-	(73.94)	-	-	-	(69.31)
Share options outstanding account	-	-	-	18.70	72.11	-	-	90.81
<b>Balance as at 31 March 2020</b>	<b>17.49</b>	<b>12,962.59</b>	<b>1,421.88</b>	<b>477.47</b>	<b>14,043.91</b>	<b>13,761.39</b>	<b>1,132.46</b>	<b>43,817.19</b>

- Capital Reserve is created on account of Gain on bargain purchase of fellow subsidiary (refer note 54)
- Securities premium is used to record premium on issue of shares. The reserve is utilised in accordance with the provisions of Companies Act, 2013.
- Debenture redemption reserve is created out of the profits which is available for payment of dividend for the purpose of redemption of debentures.
- Share option outstanding account is related to share options granted by the group to its employee under its employee share option plan.
- General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. General Reserve includes ₹/Lakhs 8,881.25 (₹/Lakhs 8,881.25) pursuant to the scheme of Amalgamation, sanctioned by the Hon'ble Court of Bombay and shall not be used for the purpose of declaring dividend.
- Retained earnings represent the accumulated earnings net of losses if any made by the group over the years.

Notes forming part of the consolidated financial statements

1-59

As per our attached report of even date

For and on behalf of the board

### For MGB & Co LLP

Chartered Accountants

FRN - 101169W/W100035

**Vikash Kumar Kar**

Whole-Time Director & CEO

**Nanette D'sa**

Director

### Sanjay Kothari

Partner

Membership Number 048215

**Rakesh Agarwal**

Chief Financial Officer

**Prashant Parekh**

Company Secretary

## Statement of Consolidated Cash Flows for the year ended 31 March 2020

(₹ lakhs)

	31 March 2020	31 March 2019
<b>A. Cash flow from operating activities</b>		
Net Profit before tax	5,564.28	11,451.57
<b>Adjustments for :</b>		
Depreciation and amortisation expense	6,410.60	2,788.54
Liabilities no longer required / excess provision written back	(88.02)	(418.26)
Employee share based payment expenses	18.70	212.64
Net gain on Investments measured at fair value through profit or loss (FVTPL)	(8.31)	-
Bad debts / advance written off	396.80	130.67
(Profit) / Loss on sale / discard of property, plant and equipment / intangibles	27.91	43.14
Net gain on sale of investments	(13.68)	(4.93)
Net loss on foreign exchange transaction and translation	0.69	-
Interest expenses	5,783.91	4,637.38
Allowances for doubtful debts and advances	3,385.11	67.65
Amortization of ancillary borrowing cost	6.26	6.26
Unwinding of discount on security deposit	335.11	394.50
Dividend income	(14.34)	(241.30)
Interest income	(2,827.25)	(1,811.39)
<b>Operating profit before working capital changes</b>	<b>18,977.77</b>	<b>17,256.47</b>
<b>Changes in working capital :</b>		
(Increase) / Decrease in inventories	(455.45)	(380.34)
(Increase) / Decrease in trade and other receivables	(2,206.50)	(18,588.88)
Increase / (Decrease) in trade and other payables	(1,402.41)	6,704.64
<b>Cash generated from operations</b>	<b>14,913.41</b>	<b>4,991.89</b>
Income tax paid (net)	(2,739.63)	(2,925.15)
<b>Net cash flow from operating activities (A)</b>	<b>12,173.78</b>	<b>2,066.74</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment / intangible assets / investment property / capital work-in-progress	(876.85)	(6,481.84)
Sale of property, plant and equipment / intangible assets	2.43	22.64
Proceed from/(Investments) in deposits with bank	1,297.55	248.09
Investments in margin money deposit with bank	(9.76)	(33.25)
Purchase of current investments	(2,847.73)	(100.13)
Sale of current investments	2,025.00	1,277.45
Purchase of controlling stake in fellow subsidiary company	-	(1,628.00)
Loans given to others	(537.14)	(283.48)
Receipt of loans given to others	1,198.90	-
Dividend received	14.33	241.30
Interest received	1,271.86	1,853.92
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>1,538.59</b>	<b>(4,883.30)</b>

## Statement of Consolidated Cash Flows for the year ended 31 March 2020

	(₹ lakhs)	
	31 March 2020	31 March 2019
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity shares (including securities premium)	2.92	537.67
Proceeds from non-current borrowings	5,755.00	14,024.10
Repayment of non-current borrowings	(9,108.72)	(12,351.72)
Proceeds from current borrowings	-	4,660.11
Payment of lease liabilities	(3,134.28)	-
Dividend paid (including dividend distribution tax)	(393.12)	(381.13)
Interest paid	(8,094.98)	(3,763.20)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(14,973.18)</b>	<b>2,725.83</b>
Net cash flow during the year (A+B+C)	(1,260.81)	(90.73)
Cash and cash equivalents at the beginning of the year	2,070.21	2,160.94
<b>Net cash and cash equivalents at the end of the year</b>	<b>809.40</b>	<b>2,070.21</b>
Add : Balances earmarked	743.64	673.65
<b>Cash and bank balances at the end of the year</b>	<b>1,553.04</b>	<b>2,743.86</b>

### Notes:

1. Component of cash and cash equivalents as follows	31 March 2020	31 March 2019
Cash and cash equivalents	809.40	2,070.21
Bank Balances	743.64	673.65
<b>Total</b>	<b>1,553.04</b>	<b>2,743.86</b>

- As required by Ind AS 7 "Statement of Cash Flows", a reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities is given in note 56
- The above cash flow statement has been prepared in accordance with the "Indirect Method" as set out in the Ind AS -7 on "Cash Flow Statements".
- The impact of non-cash transactions have not been given in the above cash flow statement details of which are given in note 56.
- Previous year's figures have been regrouped, recast wherever necessary.

As per our attached report of even date

For and on behalf of the board

#### For MGB & Co LLP

Chartered Accountants  
FRN - 101169W/W100035

#### Sanjay Kothari

Partner  
Membership Number 048215

**Vikash Kumar Kar**  
Whole-Time Director & CEO

**Nanette D'sa**  
Director

**Rakesh Agarwal**  
Chief Financial Officer

**Prashant Parekh**  
Company Secretary

Place : Mumbai

Date : 7 October 2020



## Notes forming part of the Consolidated Financial Statements

### 1 A Corporate Information

Zee Learn Limited ("the Company") was incorporated in State of Maharashtra on 4 January, 2010. The Company along with its subsidiaries ("Group") is one of the most diversified premium education Group which delivers learning solutions and training through its multiple products viz. Kidzee, Mount Litera Zee Schools, Mount Litera World Preschool, Zee Institute of Media Arts (ZIMA), Zee Institute of Creative Arts (ZICA) and E - Learning Online Education and Testing. The Group is also in the business of providing and servicing school infrastructure on long-term lease agreements. It also provides education support and coaching services for students in the secondary and higher secondary school and for students pursuing graduation degree in commerce, preparing for various competitive examinations and undertaking chartered accountancy examinations.

The consolidated financial statements (hereinafter referred to as "financial statements") of the Group for the year ended 31 March 2020, were authorised for issue by the Board of Directors at their meeting held on 7 October 2020

### B Basis of preparation of Consolidated financial statements

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, as and when amended and other relevant provisions of the Act and rules framed there under and guidelines issued by Securities and Exchange Board of India (SEBI). These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

### Functional and Presentation currency

These Consolidated financial statements are presented in Indian Rupees, which is also the Group's functional currency.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III (except per share data), unless otherwise stated. Zero '0' denotes amount less than ₹ 50,000/-

### Current non-current classification

All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

### C Principles of consolidation and equity accounting

The consolidated financial statements incorporate the financial statements of Zee Learn Limited and entities controlled by Zee Learn Limited.

Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group.

The consolidated financial statements incorporate the financial statements of the group, its subsidiaries (as listed in the table below).

Name of the Subsidiaries	Principal activities	Proportion of Interest (including beneficial interest) / Voting Power (either directly / indirectly or through Subsidiaries)	Principal place of business
<b>Direct Subsidiaries</b>			
Digital Ventures Private Limited	Construction and leasing for education	100(100)	India
Academia Edificio Private Limited	Education support and coaching services	100(100)	India
Liberium Global Resources Private Limited	Training Manpower and related activities	100(100)	India
MT Educare Limited	Education support and coaching services	59.12(59.12)	India

## Notes forming part of the Consolidated Financial Statements

Name of the Subsidiaries	Principal activities	Proportion of Interest (including beneficial interest) / Voting Power (either directly / indirectly or through Subsidiaries)	Principal place of business
<b>Indirect Subsidiaries</b>			
Lakshya Forum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)*	Education support and coaching services	100(100)	India
MT Education Services Private Limited	Education support and coaching services	100(100)	India
Chitale's Personalised Learning Private Limited	Education support and coaching services	100(100)	India
Sri Gayatri Educational Services Private Limited	Education support and coaching services	75(75)	India
Robomate Edutech Private Limited	Education support and coaching services	100(100)	India
Letspaper Technologies Private Limited	Education support and coaching services	100(100)	India
Labh Ventures India Private Limited (Refer note 54)	Acquiring and leasing properties	100(100)	India

\* The subsidiary Company has changed the name from Lakshya Educare Private Limited to Lakshya Forum for Competitions Private Limited from 25 January, 2019.

## 2 Significant Accounting Policies

### a Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, as and when amended and other relevant provisions of the Act and rules framed there under and guidelines issued by Securities and Exchange Board of India (SEBI).

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

### Current non-current classification

The Group presents assets and liabilities in the balance sheet

based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

## Notes forming part of the Consolidated Financial Statements

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### **b Property, plant and equipment**

- (i) Freehold land is carried at cost. Other property, plant and equipment acquired are measured on initial recognition at cost. Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognised. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.
- (ii) Capital work-in-progress comprises cost of property, plant and equipment and related expenses that are not yet ready for their intended use at the reporting date.

### **c Investment property / investment property under development**

Investment property is land held for capital appreciation. Investment property is measured initially at cost including purchase price. It is measured and carried at cost less accumulated depreciation and accumulated impairment, if any.

Expenditure incurred on acquisition / development of investment property which are not ready to use at the reporting date is disclosed under investment property under development.

### **d Non-current assets held for sale**

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to

complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification. Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets classified as held for sale are not depreciated or amortized.

### **e Goodwill and impairment of goodwill**

Goodwill is measured as the excess of the sum of the consideration transferred over the net of acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each assets in the unit. Any impairment loss for goodwill is recognised directly in Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

### **f Intangible assets/Intangible assets under development**

Intangible assets acquired or developed are measured on initial recognition at cost and stated at cost less accumulated amortisation and impairment loss, if any. Expenditure incurred on acquisition / development of intangible assets which are not put / ready to use at the reporting date is disclosed under intangible assets under development.

with the requirements of Ind AS 38, "Intangible Assets".

### **g Depreciation / amortisation on property, plant and equipment / intangible assets / investment property**

Depreciable amount for property, plant and equipment / intangible

## Notes forming part of the Consolidated Financial Statements

assets / investment property is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

- (i) Depreciation on property, plant and equipment(except freehold land which is stated at cost) is provided on straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.
- (ii) Leasehold Improvements are amortised over the period of Lease.
- (iii) Intangible assets are amortised on straight line basis over their respective individual useful lives estimated by the management.

The useful lives of intangible assets are as follows ;

Intangible assets	Useful life (in years)
Brand	7
Software including SAP	3 - 5
Content development	3
Development rights	30

### h Impairment of Property, plant and equipment / intangible assets/ investment property

The carrying amounts of the Group's property, plant and equipment and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If there are indicators of impairment, an assessment is made to determine whether the asset's carrying value exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

An impairment is recognised in statement of profit and loss whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The recoverable amount is the higher of net selling price, defined as the fair value less costs to sell, and value in use. 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 rates and risks specific to the asset.

An impairment loss for an individual asset or cash generating unit are reversed if there has been a change in estimates used to determine the recoverable amount since the last impairment loss was recognised and is only reversed to the extent that the asset's

carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Impairment loss are recognised in the statement of profit and loss.

### I Derecognition of property, plant and equipment / intangibles assets / investment property

The carrying amount of an item of property, plant and equipment / intangibles / investment property is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment / intangibles is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the statement of profit and loss when the item is derecognised.

### j Leases

- (i) The Group's lease asset classes primarily consist of leases for building premises. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (i) the contract involves the use of an identified asset (ii) the group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the group has the right to direct the use of the asset.

At the date of commencement of the lease, the group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any



## Notes forming part of the Consolidated Financial Statements

lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the group changes its assessment if whether it will exercise an extension or a termination option.

Transition: Ind AS 116 Lease is applicable for financial reporting periods beginning on or after 1 April 2019 and replaces existing lease accounting guidance, namely Ind AS 17 Leases. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a Right-of-Use (“ROU”) asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses related to those leases will change as Ind AS 116 replaces the operating lease expense (i.e., rent) with depreciation charge for ROU assets and interest expense on lease liabilities. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases.

Accordingly, the Group has adopted Ind AS 116 - Leases and applied it to all lease contracts existing on April 01, 2019 using the modified retrospective method. Consequently, the cumulative adjustment has been taken on the date of initial application i.e. April 01, 2019. As permitted under the specific transitional provisions in the standard, the group is not required to restate the comparative figures. On transition, due to the adoption of the new Ind AS, it resulted in recognition of Right-of-Use asset (ROU) of ₹/lakhs 9,274.73 and a lease liability of ₹/lakhs 8,704.58. Since the group has adopted modified restrospective method, no impact would arise in the opening retained earnings.

### (ii) Operating lease / Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of rented premises (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

### k Cash and cash equivalents

- (i) Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.
- (ii) For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at bank and on hand, short-term deposits and balances earmarked, as defined as they are considered as integral part of Group's cash management.

### l Inventories

Educational goods and equipments are valued at lower of cost or estimated net realizable value. Cost comprises cost of purchase, freight and other expense incurred in bringing the inventories to their present location and condition. Costs are taken on weighted average basis and specific identification method

### m Fair value measurement

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 — Valuation techniques for which the lowest level input

## Notes forming part of the Consolidated Financial Statements

that is significant to the fair value measurement is directly or indirectly observable, or

-Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of a fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### n Financial instruments

Financial instruments is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### (i) Initial recognition and measurement of financial assets and financial liabilities

Financial assets are recognized when the group becomes a party to the contractual provisions of the financial instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in the statement of profit and loss.

#### (ii) Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt instruments measured at amortised cost
- ii) Debt instruments measured at fair value through other comprehensive income (FVTOCI)
- iii) Debt instruments measured at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at FVTOCI or FVTPL

### (A) Financial assets

Financial assets are classified into the following specified categories: amortised cost, financial assets 'at Fair value through profit and loss' (FVTPL), 'Fair value through other comprehensive income' (FVTOCI). The classification depends on the Group's business model for managing the financial assets and the contractual terms of cash flows.\

#### Debt instrument

##### (a) Amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This category generally applies to trade and other receivables.

##### (b) Fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets.
- b) The asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- (c) Fair value through Profit and Loss (FVTPL) FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a

## Notes forming part of the Consolidated Financial Statements

measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### (d) Equity investments

The Group measures equity investments at fair value through profit and loss. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss. Dividends from such investments are recognised in statement of profit and loss as other income when the Group's right to receive payment is established.

### (iii) Derecognition of financial assets

A financial asset is derecognised only when

- a) The Group has transferred the rights to receive cash flows from the asset or the rights have expired or
- b) The Group retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

### (iv) Impairment of financial assets

The Group measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised on the purchase, sale, issue or cancellation of the Group's own equity instruments.

### (v) Expected credit loss :

The Group applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following.

- i) Trade receivables
- ii) Financial assets measured at amortised cost (other than trade receivables)
- iii) Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL measured and recognised as loss allowance. Loss allowances for trade receivable are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12 month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

In case of other assets, the Group determines if there has been a significant increased in credit risk of the financial assets since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12 months ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

### (vi) Financial liabilities

Classification

Financial liabilities are recognized when group becomes party to contractual provisions of the instrument. The Group classifies all financial liabilities at amortised cost or fair value through profit or loss.

## Notes forming part of the Consolidated Financial Statements

### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities measured at amortised cost

Financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the statement of profit and loss.

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

#### Derecognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### (vii) Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

#### o Borrowings and borrowing costs

- (i) Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the EIR.
- (ii) Borrowing costs attributable to the acquisition or construction of qualifying assets till the time such assets are ready for intended use are capitalised as part of cost of the assets. All other borrowing costs are expensed in the period they occur.

#### p Provisions, contingent liabilities and contingent assets

The Group recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made. Contingent assets are not recognised in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

#### q Revenue recognition

##### A. Revenue -

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that future economic benefits will flow to the Group. Transaction price is accounted net of GST. Since GST is not received by the group on its own account, rather, it is collected by the Group on behalf of the government. Accordingly, it is excluded from revenue.

- (i) Sales - Educational goods and equipments /content is recognised upfront at the point in time when the goods/ equipments/ content is delivered to the customer via online/offline delivery, wherever



## Notes forming part of the Consolidated Financial Statements

applicable, while the Group retains neither managerial involvement nor the effective control.

### (ii) Services

- a) Course fees and Royalty income is recognized over the duration of the course and as per agreed terms
- b) Franchise fees is recognized as per the agreed terms of the agreement.
- c) Revenue from other services is recognised as and when such services are completed/performed.

(iii) Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(iv) Dividend income is recognised when the Group's right to receive dividend is established.

### B. Arrangements with Multiple Performance Obligations

The Group's contracts with customers may include multiple performance obligations. For such arrangements, the Group allocates revenue to each performance obligation based on its relative standalone selling price, which is generally determined based on the price charged to customers.

### C. Contract assets and liabilities

Contract assets relate primarily to the Group's rights to consideration for work completed but not billed at each reporting date. Contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to a customer. Contract liabilities primarily relate to consideration received in advance from customers, for which the performance obligation is yet to be satisfied.

### r Retirement and other employee benefits

(i) The Group operates both defined benefit and defined contribution schemes for its employees. For defined

contribution schemes the amount charged as expense is equal to the contributions paid or payable when employees have rendered services entitling them to the contributions. For defined benefit plans, actuarial valuations are carried out at each balance sheet date using the Projected Unit Credit Method. All such plans are unfunded.

(ii) Short term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Group recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability.

### s Transactions in foreign currencies

- (i) The functional currency of the Group is Indian Rupees ("₹"). Foreign currency transactions are accounted at the exchange rate prevailing on the date of such transactions.
- (ii) Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Exchange differences arising on settlement of monetary items or on reporting such monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements are recognised as income or as expenses in the period in which they arise.
- (iii) Non-monetary foreign currency items are carried at historical cost and translated at the exchange rate prevalent at the date of the transaction.

### t Accounting for taxes on income

Tax expense comprises of current and deferred tax.

#### (i) Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

## Notes forming part of the Consolidated Financial Statements

### (ii) Deferred tax

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

#### Presentation of current and deferred tax

Current and deferred tax are recognized as income or an expense in the statement of profit and loss, except to the extent they relate to items recognized in other comprehensive income, in which case, the current and deferred tax income / expense are recognised in other comprehensive income.

### (iii) Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid in accordance with tax laws, which give rise to future economic benefits in the form of adjustment of future tax liability, is recognised as an asset only when, based on convincing evidence, it is probable that the future economic benefits associated with it will flow to the Group and the assets can be measured reliably.

### u Impairment of non-financial assets

The carrying amounts of non financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of an asset's or cash generating unit's, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The

impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

### v Earnings per share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the period. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except when the results would be anti-dilutive.

### w Share based payments

The Group recognizes compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-Based Payment. The estimated fair value of awards is charged to statement of profit and loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share based payment reserves.

#### Employee stock options

The fair value of the options granted under the "Employee Stock Option scheme (ZLL ESOP 2010) to ZLL ESOP 2010 - AMENDED 2015" is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions
- excluding the impact of any service and non-market performance vesting conditions, and
- including the impact of any non-vesting conditions.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit and loss, with a corresponding adjustment to equity.

### x Business combinations

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets

## Notes forming part of the Consolidated Financial Statements

transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Business combinations between entities under common control is accounted for at carrying value. Transaction costs that the Group incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

### y Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but remaining undistributed at the end of the reporting period, where the same has been appropriately authorised and is no longer at the discretion of the entity.

### z Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### aa Exceptional items

Certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

### Critical accounting judgment and estimates

The preparation of financial statements requires management to exercise judgment in applying the Group's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

### a Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential

liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

### b Useful lives and residual values

The Group reviews the useful lives and residual values of property, plant and equipment and intangible assets at each financial year end.

### c Impairment testing

i Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognised. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered, or on more detailed reviews of individually significant balances.

ii Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate discount rate.

### d Tax

i The Group's tax charge is the sum of the total current and deferred tax charges. The calculation of the Group's total tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.

ii Accruals for tax contingencies require management to make judgments and estimates in relation to tax related issues and exposures.

iii The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against

## Notes forming part of the Consolidated Financial Statements

forecast taxable profits is also considered. Recognition therefore involves judgment regarding the future financial performance of the particular legal entity or tax Group in which the deferred tax asset has been recognized.

### e Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 47, 'Employee benefits'.

### Recent accounting pronouncements

The standards and interpretations that are issued, but not yet effective up to the date of issuance of the financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

On 24th July, 2020 the Ministry of Corporate Affairs (MCA) vide notification dated 24th July, 2020 has exercised the powers conferred by section 133 read with section 469 of the Companies Act, 2013, the Central Government, in consultation with the National Financial Reporting Authority, hereby makes the following rules further to amend the Companies (Indian Accounting Standards) Rules, 2015.

The Ministry of Corporate Affairs notifying amendments to Ind AS 116 "Leases", Ind AS 103 "Business Combination", Ind AS 107 "Financial Instruments Disclosures", Ind AS 109 "Financial Instruments", Ind AS 1 "Presentation of Financial Statements", Ind AS 8 "Accounting policies, Changes in Accounting, Estimates and Errors", Ind AS 10 "Event after the Reporting Period, Ind AS 34 "Interim Financial Reporting" and Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets", and these above amendments are applicable to the Group w.e.f. 1 April 2020.



## Notes forming part of the Consolidated Financial Statements

3. Property, plant and equipment										
Description of Assets	Freehold Land	Building	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipments	Computers	Leasehold Improvements	Total	
	(₹ lakhs)									
<b>I. Gross carrying amount as at 01 April 2018</b>	-	-	-	13.45	-	86.23	143.23	57.98	300.89	
Additions during the year	1,484.97	5,419.77	2,422.96	4,509.27	62.37	146.34	2,886.07	96.06	17,027.81	
Disposals during the year	-	-	46.24	86.96	4.80	0.98	234.77	-	373.75	
Transfer to investment property	1,039.48	2,943.95	-	-	-	-	-	-	3,983.43	
<b>Balance as at 31 March 2019</b>	<b>445.49</b>	<b>2,475.82</b>	<b>2,376.72</b>	<b>4,435.76</b>	<b>57.57</b>	<b>231.59</b>	<b>2,794.53</b>	<b>154.04</b>	<b>12,971.52</b>	
Additions during the year	-	-	45.07	96.78	-	153.77	91.42	113.68	500.72	
Disposals during the year	-	-	23.74	142.40	-	6.40	8.32	-	180.86	
Transfer to investment property	-	-	-	-	-	-	-	-	-	
<b>Balance as at 31 March 2020</b>	<b>445.49</b>	<b>2,475.82</b>	<b>2,398.05</b>	<b>4,390.14</b>	<b>57.57</b>	<b>378.96</b>	<b>2,877.63</b>	<b>267.72</b>	<b>13,291.38</b>	
<b>Accumulated depreciation</b>										
<b>II. Depreciation upto 01 April 2018</b>	-	-	-	8.87	-	29.12	55.77	20.61	114.37	
Depreciation charge for the year	-	99.04	176.75	214.11	4.31	30.09	276.43	22.33	823.06	
Disposals during the year	-	-	36.17	47.40	2.11	0.62	208.94	-	295.24	
Depreciation on acquisition	-	657.99	1,640.58	2,736.20	25.10	-	2,030.45	-	7,090.32	
<b>upto 31 March 2019</b>	<b>-</b>	<b>757.03</b>	<b>1,781.16</b>	<b>2,911.78</b>	<b>27.30</b>	<b>58.59</b>	<b>2,153.71</b>	<b>42.94</b>	<b>7,732.51</b>	
Depreciation charge for the year	-	67.55	221.88	597.53	9.01	67.62	306.58	47.64	1,317.81	
Disposals during the year	-	-	22.18	114.46	-	6.08	8.10	-	150.82	
Depreciation on acquisition	-	-	-	-	-	-	-	-	-	
<b>upto 31 March 2020</b>	<b>-</b>	<b>824.58</b>	<b>1,980.86</b>	<b>3,394.85</b>	<b>36.31</b>	<b>120.13</b>	<b>2,452.19</b>	<b>90.58</b>	<b>8,899.50</b>	
<b>Net carrying value</b>										
Balance as at 31 March 2020	445.49	1,651.24	417.19	995.29	21.26	258.83	425.44	177.14	4,391.88	
Balance as at 31 March 2019	445.49	1,718.79	595.56	1,523.98	30.27	173.00	640.82	111.10	5,239.01	
<b>Details of Capital work-in-progress</b>										
<b>Particulars</b>									<b>31 March 2020</b>	<b>31 March 2019</b>
Opening balance									343.25	4.98
Add : Addition during the year									433.43	338.27
Less : Capitalized during the year									100.57	-
Closing balance									676.11	343.25
<b>Net carrying value</b>									<b>31 March 2020</b>	<b>31 March 2019</b>
Property, plant and equipment									4,391.88	5,239.01
Capital work-in-progress									676.11	343.25

For details of property, plant and equipment pledged as security, refer note 55

## Notes forming part of the Consolidated Financial Statements

### 4 Right-of-use asset

(₹ Lakhs)

Description of Assets	Leased Premises	Total
<b>I. Gross carrying amount as at 01 April 2018</b>	-	-
Additions during the year	-	-
Disposals during the year	-	-
<b>Balance as at 31 March 2019</b>	-	-
Assets created on transition date	9,274.73	9,274.73
Additions during the year	2,903.46	2,903.46
Disposals during the year	186.38	186.38
<b>Balance as at 31 March 2020</b>	<b>11,991.81</b>	<b>11,991.81</b>
<b>II. Amortization upto 01 April 2018</b>		
Amortisation for the year	-	-
Disposals during the year	-	-
<b>upto 31 March 2019</b>	-	-
Amortisation for the year	3,185.88	3,185.88
Disposals during the year	14.96	14.96
<b>upto 31 March 2020</b>	<b>3,170.92</b>	<b>3,170.92</b>
Net carrying value		
Balance as at 31 March 2020	8,820.89	8,820.89
Balance as at 31 March 2019	-	-
<b>Net carrying value</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
Right-of-use asset	8,820.89	-

## Notes forming part of the Consolidated Financial Statements

### 5 Investment property

(₹ Lakhs)

Description of Assets	Building	Freehold Land (#)	Furniture & Fixtures	Office Equipment	Computer	Total
<b>I. Gross carrying amount as at 01 April 2018</b>	<b>14,962.85</b>	<b>648.16</b>	<b>571.95</b>	<b>409.38</b>	<b>158.74</b>	<b>16,751.08</b>
Additions during the year	8,172.85	-	104.84	96.33	32.47	8,406.49
Disposals during the year	-	-	-	-	-	-
Transfer from Property, plant and equipment	2,943.95	1,039.48	-	-	-	3,983.43
<b>Balance as at 31 March 2019</b>	<b>26,079.65</b>	<b>1,687.64</b>	<b>676.79</b>	<b>505.71</b>	<b>191.21</b>	<b>29,141.00</b>
Additions during the year	-	-	15.03	37.58	3.45	56.06
Disposals during the year	-	-	-	-	-	-
Transfer from Property, plant and equipment	-	-	-	-	-	-
<b>Balance as at 31 March 2020</b>	<b>26,079.65</b>	<b>1,687.64</b>	<b>691.82</b>	<b>543.29</b>	<b>194.66</b>	<b>29,197.06</b>
<b>II. Depreciation upto 01 April 2018</b>	<b>823.15</b>	<b>-</b>	<b>121.29</b>	<b>190.46</b>	<b>103.88</b>	<b>1,238.78</b>
Depreciation charge for the year	877.66	-	69.68	96.04	34.05	1,077.43
Disposals during the year	-	-	-	-	-	-
<b>upto 31 March 2019</b>	<b>1,700.81</b>	<b>-</b>	<b>190.97</b>	<b>286.50</b>	<b>137.93</b>	<b>2,316.21</b>
Depreciation charge for the year	977.07	-	69.76	74.39	15.36	1,136.58
Disposals during the year	-	-	-	-	-	-
<b>upto 31 March 2020</b>	<b>2,677.88</b>	<b>-</b>	<b>260.73</b>	<b>360.89</b>	<b>153.29</b>	<b>3,452.79</b>
<b>Net carrying value</b>						
Balance as at 31 March 2020	23,401.77	1,687.64	431.09	182.40	41.37	25,744.27
Balance as at 31 March 2019	24,378.84	1,687.64	485.82	219.21	53.28	26,824.79

#### Details of Investment property under development

Particulars	31 March 2020	31 March 2019	
Opening balance	28,928.34	35,795.04	
Add : Addition during the year	1,434.75	2,126.38	
Less : Capitalized during the year	-	8,172.85	
Less : Expensed off during the year	809.18	820.23	
<b>Closing balance</b>	<b>29,553.91</b>	<b>28,928.34</b>	
<b>Net book value</b>	<b>31 March 2020</b>	<b>31 March 2019</b>	
Investment property	25,744.27	26,824.79	
Investment property under development	29,553.91	28,928.34	
<b>Fair value</b>	<b>Land</b>	<b>Building</b>	<b>Category</b>
Balance as at 31 March 2020	2,103.75	34,546.23	Level 2
Balance as at 31 March 2020	1,051.82	2,828.58	Level 3 *
Balance as at 31 March 2019	1,088.88	21,442.87	Level 2
Balance as at 31 March 2019	1,051.43	2,935.97	Level 3 *

# Mortgaged against the Secured Debentures.

\* The fair value of the Group's investment property has been arrived by the management on the basis of a appropriate ready reckoner rate/book value rate.

## Notes forming part of the Consolidated Financial Statements

### 6 Goodwill

(₹ Lakhs)

Description of Assets	Goodwill *
<b>I. Gross carrying amount as at 01 April 2018</b>	-
Additions during the year	31,323.64
Disposals during the year	-
<b>Balance as at 31 March 2019</b>	<b>31,323.64</b>
Additions during the year	-
Disposals during the year	-
<b>Balance as at 31 March 2020</b>	<b>31,323.64</b>
<b>II. Amortization upto 01 April 2018</b>	-
Amortisation for the year	-
Disposals during the year	-
<b>upto 31 March 2019</b>	-
Amortisation for the year	-
Disposals during the year	-
<b>upto 31 March 2020</b>	-
<b>Net carrying value</b>	
Balance as at 31 March 2020	31,323.64
Balance as at 31 March 2019	31,323.64

\* Arising on acquisition of MT Educare Limited (refer note 53)



## Notes forming part of the Consolidated Financial Statements

7 Intangible assets	Description of Assets	(₹ Lakhs)				
		Bands	Software	Content Development	Development Rights *	Total
	<b>I. Gross carrying amount as at 01 April 2018</b>					
	Additions during the year	3,203.80	64.35	799.16	2,026.85	2,890.36
	Disposals during the year	-	-	-	-	-
	<b>Balance as at 31 March 2019</b>	<b>3,203.80</b>	<b>263.25</b>	<b>807.82</b>	<b>5,176.85</b>	<b>9,451.72</b>
	Additions during the year	-	15.03	101.78	-	116.81
	Disposals during the year	-	-	-	-	-
	<b>Balance as at 31 March 2020</b>	<b>3,203.80</b>	<b>278.28</b>	<b>909.60</b>	<b>5,176.85</b>	<b>9,568.53</b>
	<b>II. Amortization upto 01 April 2018</b>					
	Amortisation for the year	381.41	27.70	249.81	229.16	888.08
	Disposals during the year	-	-	-	-	-
	<b>upto 31 March 2019</b>	<b>381.41</b>	<b>80.24</b>	<b>797.89</b>	<b>364.59</b>	<b>1,624.13</b>
	Amortisation for the year	457.68	67.60	21.43	229.15	775.86
	Disposals during the year	-	-	-	-	-
	<b>upto 31 March 2020</b>	<b>839.09</b>	<b>147.84</b>	<b>819.32</b>	<b>593.74</b>	<b>2,399.99</b>
	<b>Net carrying value</b>					
	Balance as at 31 March 2020	2,364.71	130.44	90.28	4,583.11	7,168.54
	Balance as at 31 March 2019	2,822.39	183.01	9.93	4,812.26	7,827.59
	<b>Details of Intangible Assets under development</b>					
	<b>Particulars</b>		<b>31 March 2020</b>		<b>31 March 2019</b>	
	Opening balance		5,300.86		8,424.99	
	Add : Addition during the year		-		-	
	Less : Capitalized during the year		30.84		3,124.13	
	Closing balance		5,270.02		5,300.86	
	<b>Net carrying value</b>		<b>31 March 2020</b>		<b>31 March 2019</b>	
	Intangible Assets		7,168.54		7,827.59	
	Intangible Assets under Development		5,270.02		5,300.86	

\* Developments rights is a (i) right to execute development work, (ii) right to set up, run, operate and administer, and manage the school, institutes and units set up on the allocated plot and undertake other ancillary operations in accordance with the terms of this Agreements; (iii) the first right to receive all funds, receivables, revenues, profits and other incomes in respect of the operations of the school, institutes and Units from all parties in accordance with terms of arrangement between parties. Expenses incurred for execution of work as per terms of arrangement under development rights yet to be ready to use is shown as intangible assets under development.

## Notes forming part of the Consolidated Financial Statements

### 8 Non-current investments - Unquoted

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Investments in equity instrument (fully paid up)</b>		
<b>Investment carried at fair value through profit and loss (at FVTPL)</b>		
1,250 (1250) Equity Shares of ₹ 25 each fully paid up of The Shamrao Vithal Co-operative Bank Limited	0.31	0.31
290 (290) Equity shares of ₹ 10/- each fully paid up The Shamrao Vithal Co-operative Bank Limited	0.03	0.03
<b>Total</b>	<b>0.34</b>	<b>0.34</b>
(All the above securities are fully paid up)		
	<b>31 March 2020</b>	<b>31 March 2019</b>
Aggregate amount of unquoted investments	0.34	0.34

### 9 Loans

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Security deposits	477.61	713.94	743.79	7,520.56
<b>Loans receivables</b>				
Others - considered good (Unsecured)	17,714.23	11,886.24	4,306.89	2,952.81
Less: Provision for doubtful deposits and loans and advances * (9,271.67)	(8,122.59)	(8,122.59)	(3,114.64)	(617.37)
Net Loans receivables	8,442.56	3,763.65	1,192.25	2,335.44
<b>Total</b>	<b>8,920.17</b>	<b>4,477.59</b>	<b>1,936.04</b>	<b>9,856.00</b>

\* Loans are given to others for their business purposes. Out of the above, provision recognised amounted to ₹/lakhs 12,357.15 as at March 31, 2020.

# in case of one subsidiary viz Liberium Global Resources Private Limited the loan of ₹/lakhs 453.52 carried interest @ 12.5% p.a. given to four educational trust and is repayable on or before 31 March 2024.

### 10 Other financial assets

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Deposit with banks having maturity period of more than twelve months (refer note 17 B) #	630.52	1,949.18	-	-
Other advances - considered good	-	-	29.94	-
Advances and deposits - unsecured and considered good				
- to related parties	15.25	15.25	90.00	88.54
- to others	231.53	235.00	29.81	43.01
Claims Receivable	-	-	1.10	20.00
Contract assets (refer note 42)	-	-	546.96	570.10
Other Receivables	-	-	1,390.32	507.24
<b>Total</b>	<b>877.30</b>	<b>2,199.43</b>	<b>2,088.13</b>	<b>1,228.89</b>

# Held as lien by bank against bank guarantees issued ₹/lakhs Nil (₹/lakhs 1327.46).

## Notes forming part of the Consolidated Financial Statements

### 11 Deferred tax assets (net)

The components of deferred tax balances are as under:

	(₹ Lakhs)	
	31 March 2020	31 March 2019
<b>Deferred tax assets</b>		
Employee benefits obligation	333.64	364.49
Depreciation and amortization	1,545.01	1,799.51
Provision for doubtful debts	6,680.07	6,911.04
Disallowance under section 40(a)	25.37	40.19
Difference in Right-of-use assets and lease liabilities	168.09	-
<b>Total (A)</b>	<b>8,752.18</b>	<b>9,115.23</b>
<b>Deferred tax liabilities</b>		
Depreciation and amortization	146.43	9.01
<b>Total (B)</b>	<b>146.43</b>	<b>9.01</b>
MAT credit entitlement	91.72	70.47
<b>Total (C)</b>	<b>91.72</b>	<b>70.47</b>
<b>Deferred tax assets (net) (A-B+C)</b>	<b>8,697.47</b>	<b>9,176.69</b>

### 12 Income tax assets (net)

	31 March 2020	31 March 2019
Balances with government authorities		
- Direct taxes (net of provisions)	3,266.76	2,818.94
<b>Total</b>	<b>3,266.76</b>	<b>2,818.94</b>

### 13 Other assets

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Capital advances (unsecured)	678.28	744.04	-	-
<b>Other loans and advances (unsecured)</b>				
- Considered good	834.00	834.00	321.08	295.71
- Considered doubtful	33.71	33.71	-	-
	<b>867.71</b>	<b>867.71</b>	<b>321.08</b>	<b>295.71</b>
Less: Allowances for credit losses	(33.71)	(33.71)	-	-
	<b>834.00</b>	<b>834.00</b>	<b>321.08</b>	<b>295.71</b>
Prepaid expenses	0.84	459.40	121.46	227.51
Gratuity Fund	-	4.02	4.27	-
<b>Balance with government authorities</b>				
- Advance indirect taxes	100.27	100.27	344.38	105.84
<b>Total</b>	<b>1,613.39</b>	<b>2,141.73</b>	<b>791.19</b>	<b>629.06</b>

## Notes forming part of the Consolidated Financial Statements

14 Inventories	(₹ Lakhs)	
	31 March 2020	31 March 2019
Educational goods and equipments (refer note below)	1,769.93	1,314.48
<b>Total</b>	<b>1,769.93</b>	<b>1,314.48</b>

Inventories were written down to net realisable value by ₹ /lakhs 407.68 (₹ /lakhs 612.56)

15 Current investments	(₹ Lakhs)	
	31 March 2020	31 March 2019
<b>Investments carried at fair value through Profit and loss</b>		
<b>Mutual funds - Quoted (at face value of ₹ 1000 each)</b>		
10,473 (Nil) units of HDFC Liquid Fund -Direct Plan - Growth Option	409.16	-
16,465 (Nil) units of HDFC Liquid DP - Growth Option	642.78	-
Nil (11,666) units of Axis Liquid Fund -Direct Plan - Daily dividend reinvestment	-	116.83
Nil (4,616) units of Essel Liquid fund - Regular Plan Growth	-	94.61
<b>Total</b>	<b>1,051.94</b>	<b>211.44</b>
(All the above securities are fully paid up)		
Aggregate amount of quoted Investments and market value thereof	1,051.94	211.44

16 Trade receivables	(₹ Lakhs)	
	31 March 2020	31 March 2019
Considered good - secured	499.27	-
Considered good - unsecured *	5,632.22	6,399.61
Significant increase in credit risk	5,579.69	3,740.93
Credit impairment	6,753.65	6,259.35
	<b>18,464.83</b>	<b>16,399.89</b>
Less: Allowances for credit losses	(11,793.92)	(11,146.06)
<b>Total</b>	<b>6,670.91</b>	<b>5,253.83</b>

\* include due from related parties ₹/lakhs 441.75 (₹/lakhs 935.39)

For transactions relating to related party receivables, refer note 48

Trade receivables are non-interest bearing and the credit period extended to them is 0-180 days.

There are no debts due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies in which any director is a partner or a director or a member.



## Notes forming part of the Consolidated Financial Statements

### 17 Cash and bank balances

(₹ Lakhs)

	Current	
	31 March 2020	31 March 2019
<b>A Cash and cash equivalents</b>		
Balances with banks -		
- In Current accounts	799.98	2,069.41
- In Deposit accounts	-	0.69
Cash on hand	9.42	0.11
<b>Total (A)</b>	<b>809.40</b>	<b>2,070.21</b>
<b>B Other balances with banks</b>		
Balances with banks -		
- Unclaimed dividend account - Bank balance @	25.04	13.58
- In deposits with banks having maturity period upto twelve months #	718.60	660.07
- In deposits with banks having maturity period of more than twelve months #	630.52	1,949.18
	<b>1,374.16</b>	<b>2,622.83</b>
Disclosed under "Other non-current financial assets"	(630.52)	(1,949.18)
<b>Total (B)</b>	<b>743.64</b>	<b>673.65</b>
<b>Total (A+B)</b>	<b>1,553.04</b>	<b>2,743.86</b>

@ The Company can utilise these balances only towards settlement of unclaimed dividend.

# a) Lien for Government authorities ₹/lakhs 0.50 (₹/lakhs 0.50) Lien for others ₹/lakhs 33.10 (₹/lakhs 43.10)

b) Held as lien by bank against bank guarantees issued ₹/lakhs 684.90 (₹/lakhs 644.83)

### 18 Assets classified as held for sale

(₹ Lakhs)

	31 March 2020	31 March 2019
Assets classified as held for sale	64.25	64.25
<b>Total</b>	<b>64.25</b>	<b>64.25</b>

The Group intends to dispose off property at Gazipur, as it no longer intends to utilise and hence classified as asset held for sale.

## Notes forming part of the Consolidated Financial Statements

### 19 Equity share capital

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Authorised</b>		
1,000,000,000 (1,000,000,000) Equity Shares of ₹ 1/- each	10,000.00	10,000.00
	10,000.00	10,000.00
<b>Issued, subscribed and paid up</b>		
326,092,725 (326,078,725) Equity Shares of ₹ 1/- each fully paid up	3,260.93	3,260.79
<b>Total</b>	<b>3,260.93</b>	<b>3,260.79</b>

#### a) Reconciliation of number of Equity shares and Share capital

	31 March 2020		31 March 2019	
	Number of equity shares	₹ Lakhs	Number of equity shares	₹ Lakhs
At the beginning of the year	326,078,725	3,260.79	325,895,472	3,258.95
Add : Allotted on exercise of Employee Stock Option	14,000	0.14	183,253	1.84
<b>Outstanding at the end of the year</b>	<b>326,092,725</b>	<b>3,260.93</b>	<b>326,078,725</b>	<b>3,260.79</b>

#### b) Terms / rights attached to equity shares

The group has only one class of equity shares having a par value of ₹ 1 each. The group declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the group, the holders of equity shares will be entitled to receive remaining assets of the group, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### c) The group has not issued any bonus shares or bought back equity shares during the five years preceding 31 March 2020. Details of aggregate number of shares issued for consideration other than cash during the five years preceding 31 March 2020 is as under:

	31 March 2020	31 March 2019
Equity Shares allotted as fully paid for consideration other than cash, pursuant to Scheme(s) of Amalgamation / Arrangement	262,238,599	262,238,599

#### d) Details of Equity Shareholders holding more than 5 % of the aggregate Equity shares

Name of the Shareholders	31 March 2020		31 March 2019	
	Number of equity shares	% Shareholding	Number of equity shares	% Shareholding
Jayneer Capital Private Limited	61,210,000	18.77%	76,875,375	23.58%
Asian Satellite Broadcast Private Limited	57,393,250	17.60%	63,052,512	19.34%
Essel Holdings Limited	28,874,238	8.85%	57,97,315	1.78%
Polus Global Fund	20,627,966	6.33%	20,856,608	6.40%
Moon Capital Trading Pte. Ltd	20,955,327	6.43%	20,955,327	6.43%

As per the records of the company, including its register of shareholders / members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

## Notes forming part of the Consolidated Financial Statements

### e) Employees Stock Option Scheme (ESOP)

The Group has amended its Employee Stock Option Scheme (ZLL ESOP 2010) to ZLL ESOP 2010- AMENDED 2015 to align the scheme with provisions of Companies Act 2013 and the SEBI (Shared Bases Employee Benefits) Regulations 2014 for issuance of upto 16,007,451 stock options (increased from 6,136,390) convertible into equivalent number of equity shares of ₹ 1 each not exceeding the aggregate of 5% of the issued and paid up capital of the Group to the employees of the Group and its subsidiary viz Digital Ventures Private Limited as amended in board resolution dated 30 September 2016 at the market price determined as per the SEBI (Shared Bases Employee Benefits) Regulations 2014. The said Scheme is administered by the Nomination and Remuneration Committee of the Board.

### f) Summary of options granted under the Scheme

	31 March 2020		31 March 2019	
	Average exercise price per share option ₹	Number of options	Average exercise price per share option ₹	Number of options
Opening balance	31.56	5,172,625	34.96	5,694,720
Granted during the year	18.70	3,962,181	36.90	25,000
Exercised during the year (Refer Note (i) below)	30.49	14,000	31.54	183,253
Forfeited during the year	30.62	1,453,110	36.82	363,842
<b>Closing balance</b>	-	<b>7,667,696</b>	-	<b>5,172,625</b>
Vested and exercisable	-	3,858,717	-	3,730,205

### g) Expiry date and exercise prices of the share options outstanding at the end of the year:

Grant date	Expiry date	Exercise price ₹	Share options	
			31 March 2020	31 March 2019
27/Jan/2011	27/Jan/2018	26.05	-	-
30/Jan/2012	30/Jan/2019	14.50	-	-
9/Oct/2013	9/Oct/2020	20.85	9,701	47,367
2/Apr/2014	2/Apr/2021	27.55	-	-
29/Sep/2014	29/Sep/2021	35.25	135,637	467,286
28/Oct/2015	28/Oct/2022	31.80	2,152,490	2,152,490
25/Jul/2016	25/Jul/2023	31.40	50,000	50,000
30/Sep/2016	30/Sep/2023	34.15	905,134	1,271,299
15/Jan/2018	15/Jan/2025	46.50	-	25,000
19/Feb/2018	19/Feb/2025	42.20	712,703	1,134,183
9/Aug/2018	9/Aug/2025	36.90	-	25,000
22/Oct/2019	22/Oct/2026	18.70	3,702,031	-
<b>Total</b>			<b>7,667,696</b>	<b>5,172,625</b>
Weighted average remaining contractual life of options outstanding at end of period			6.08	6.05

### h) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	1st Grant	2nd Grant	3rd Grant	4th Grant	5th Grant
Grant date	27/Jan/2011	30/Jan/2012	9/Oct/2013	2/Apr/2014	29/Sep/2014
Weighted average fair value of options granted ₹	23.82	6.89	7.98	400.48	13.3
Exercise price ₹	26.05	14.50	20.85	27.55	35.25
Share price at the grant date ₹	24.70	14.50	22.25	26.85	35.30
Expected volatility	41.56%	38.53%	36.90%	37.02%	38.82%
Risk free interest rate	6.89%	6.93%	7.01%	7.10%	7.15%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	0.66	0.92	1.72	1.92	2.25

## Notes forming part of the Consolidated Financial Statements

### h) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	6th Grant	7th Grant	8th Grant	9th Grant	10th Grant
Grant date	28/Oct/2015	25/Jul/2016	30/Sep/2016	15/Jan/2018	19/Feb/2018
Weighted average fair value of options granted ₹	3.03	200.24	4.80	922.16	15.15
Exercise price ₹	31.80	31.40	34.15	46.50	42.20
Share price at the grant date ₹	32.15	31.35	35.20	46.80	42.75
Expected volatility	38.87%	37.56%	35.81%	35.05%	35.05%
Risk free interest rate	7.21%	6.36%	6.38%	7.04%	7.04%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	2.79	2.57	2.75	3.3	3.4

Scheme	11th Grant	12th Grant
Grant date	9/Aug/2018	22/10/2019
Weighted average fair value of options granted ₹	11.99	10.05
Exercise price ₹	36.90	18.70
Share price at the grant date ₹	36.90	17.80
Expected volatility	35.02%	79.00%
Risk free interest rate	7.98%	6.30%
Dividend yield	0.00%	0.00%
Expected life of the options (years)	3.86	3.72

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

### i) Expense arising from share based payments transactions

	(₹ Lakhs)	
	31-Mar-20	31-Mar-19
Gross expense / (reversal) arising from share based payments	18.70	212.64
Less: Options granted/(forfeited) to/(from) employees of subsidiaries recognised as deemed investment in subsidiaries	-	-
<b>Employee share based payment expense /(reversal) recognised in statement of profit and loss (Refer note 30)</b>	<b>18.70</b>	<b>212.64</b>

#### Notes:

(IThe weighted average share price at the date of exercise of options exercised during the year ended 31 March 2020 was ₹ 30.49 (₹ 31.54).



## Notes forming part of the Consolidated Financial Statements

20. (A) Other equity	(₹ Lakhs)	
	31 March 2020	31 March 2019
<b>Reserves and surplus</b>		
<b>Capital Reserve</b>		
As per last Balance Sheet	17.49	-
Add: Gain on bargain purchase	-	17.49
	<b>17.49</b>	<b>17.49</b>
<b>Securities premium</b>		
As per last Balance Sheet	12,957.95	12,447.58
Add: On issue of Shares under Employee Stock Option Plan	4.63	510.37
	<b>12,962.58</b>	<b>12,957.95</b>
<b>Debenture redemption reserve</b>		
As per last Balance Sheet	1,218.75	812.50
Add: Transferred from Statement of Profit and Loss Account	203.13	406.25
	<b>1,421.88</b>	<b>1,218.75</b>
<b>Shared based payment reserve</b>		
As per last Balance Sheet	532.71	523.02
Add: Share options outstanding account	18.70	212.63
Less : Transfer to securities premium on allotment of shares	(1.85)	(202.94)
Less : Transfer to general reserve on allotment of shares	(72.11)	-
	<b>477.45</b>	<b>532.71</b>
<b>General reserve</b>		
As per last Balance Sheet	13,971.80	13,971.80
Add: On issue of Shares under Employee Stock Option Plan	72.11	-
	<b>14,043.91</b>	<b>13,971.80</b>
<b>Retained earnings</b>		
Opening Balance	11,155.07	4,325.26
Add: Profit for the year	4,383.99	7,597.32
Re-measurement gains / (losses) on defined benefit plans (net of tax)	(48.93)	31.82
<b>Less: Appropriations</b>		
Transferred to Debenture redemption reserve	(203.13)	(406.25)
Dividend paid	(326.09)	(326.07)
Dividend Distribution tax paid	(67.03)	(67.02)
	<b>14,893.88</b>	<b>11,155.07</b>
<b>Total</b>	<b>43,817.19</b>	<b>39,853.77</b>

20 (B) Non-Controlling Interest	(₹ Lakhs)	
	31 March 2020	31 March 2019
As per last Balance Sheet	18,103.75	-
Add : Non-controlling interest arising on account of acquisition of subsidiary	-	17,363.71
Add : Profit / (Loss) for the year	(1,872.50)	740.04
<b>Total</b>	<b>16,231.25</b>	<b>18,103.75</b>

## Notes forming part of the Consolidated Financial Statements

### 21 Borrowings

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Debentures (Refer note (i) below)	3,484.18	9,540.01	890.22	-
Intercorporate deposits - Unsecured (Refer note (ii) below) [(Including interest ₹/lakhs 455.50 (₹/lakhs 186.24)]	7,661.35	1,485.85	-	-
<b>Total (A)</b>	<b>11,145.53</b>	<b>11,025.86</b>	<b>890.22</b>	<b>-</b>
<b>Others - Secured</b>				
Term loan from banks (Refer note (iii), (vi) and (viii) below)	14,847.23	17,749.35	2,430.98	2,424.22
Working Capital Loan (Refer note (iv) below)	-	-	-	800.70
Bank overdraft facility (Refer note (v) and (viii) below)	-	-	4,384.66	3,560.82
Term loan from other parties (Refer note (vii) and (viii) below)	3,227.99	7,606.37	-	-
Less: Amount disclosed under the head "Other current financial liabilities" (Refer Note 23 b)	(1,808.15)	(2,841.64)	(3,321.20)	(2,424.22)
<b>Total (B)</b>	<b>16,267.07</b>	<b>22,514.08</b>	<b>3,494.44</b>	<b>4,361.52</b>
<b>Total (A+B)</b>	<b>27,412.60</b>	<b>33,539.94</b>	<b>4,384.66</b>	<b>4,361.52</b>

For transactions relating to related party, refer note 48.

#### (i) Debentures

400 (650) 10.40% Rated, Unlisted, Secured, Redeemable Non-Convertible Debentures (NCD) of Rs. 10.00 lakhs each fully paid up aggregating to ₹/lakhs 4,374.40 (₹/lakhs 9,540.01) [including interest of ₹/lakhs 374.40 (₹/lakhs 3,040.01)], are issued for a period of 5 years and 3 months from the date of allotment. Debentures will be redeemed on 8 July 2020 in single tranche. Part of it repaid during the year. The terms of the Debentures have been revised dated 14 July 2020. As per the revised terms 400, 10.02% (revised coupon rates) NCD of Rs. 6.85 lakhs (revised face value) will be redeemable by 13 January 2022 in 3 installments starting from 13 January 2021. The debentures are secured by first pari passu charge on all the fixed and current assets, all the rights, titles and interests to provide security cover of 1.1 times on outstanding amount and DSRA Undertaking by a related party.

#### (ii) Intercorporate deposits - Unsecured

The loan carries Interest @12.5% p.a and is repayable on or before 31 March 2023.

#### (iii) Term loans from banks

a) Term loan from Development Credit Bank (DCB) ₹/lakhs 1,408.22 (₹/lakhs 2,712.67) [including interest of ₹/lakhs 8.22 (₹/lakhs 25.31)] is secured by way of first ranking charge over movable assets including current assets, loans & advances with minimum coverage of 1.25x for entire tenor of the facility which includes charge on the accounts that receive cash from franchisee/revenue of the Company plus DSRA equivalent to 1 months interest to be maintained up front and one immediate installment to be maintained one month prior to its schedule payment. The loan carries interest of 9.95% and is repayable in 12 quarterly installments beginning from financial year 2018-19.

b) Term loan from Axis Bank ₹/lakhs 8,844.69 (₹/lakhs 9,451.30) [including interest of ₹/lakhs 94.69 (₹/lakhs 101.30)] for BKC school Project.

Secured by first charge on over all present and future immovable, movable and intangible assets of the BKC School Project, the entire current assets of the BKC School Project, including first charge on all the escrow accounts and TRAs held by TALEEM and subsidiary company for the Project, as well as

## Notes forming part of the Consolidated Financial Statements

assignment of all insurance policies taken for the Project with the Bank as loss payee, all present and future rights, titles and interests of the Project from all contracts, insurances, documents, which the subsidiary company is party to including contractor guarantees, liquidated damages and all other contracts or letter of credit, guarantee, performance bond provided by any party to the subsidiary company and registered mortgage on lease hold land of the project. The loan is collaterally secured by corporate guarantee from holding company and pledge of 51% shares held by the holding company in Digital Ventures Private Limited subject to adherence to BR Act, to be held pari passu with RTL II (₹ 102.21 Cr). The loan carries interest @ bank's base plus spread of 2.65% p.a viz., 12.90% p.a. The loan is repayable in 37 quarterly installments beginning from 4th year i.e FY 2018

- c) Term loan from Tamilnad Mercantile Bank Limited ₹/lakhs 2,210.78 (₹/lakhs 2,337) [including interest of ₹/lakhs 23.78 (₹/lakhs Nil) for BKC schools Project.

Secured by first charge on over all present and future immovable, movable and intangible assets of the BKC School Project, the entire current assets of the BKC School Project, including first charge on all the escrow accounts and TRAs held by TALEEM and subsidiary company for the Project, as well as assignment of all insurance policies taken for the Project with the Bank as loss payee. All present and future rights, titles and interests of the Project from all contracts, insurances, documents, which the subsidiary company is party to including contractor guarantees, liquidated damages and all other contracts or letter of credit, guarantee, performance bond provided by any party to the subsidiary company. The loan is collaterally secured by corporate guarantee from holding company and pledge of 51% shares held by the holding company in Digital Ventures Private Limited subject to adherence to BR Act, to be held pari passu with RTL II (₹ 102.21 Cr). The loan carries interest @ bank's base plus spread rate of 1.75% p.a viz., 12.50% p.a. The loan is repayable in 37 quarterly installments beginning from 4th year i.e FY18.

- d) Term loan from Axis Bank ₹ /lakhs 1,260.49 (₹ /lakhs 1,891.64) is secured by, first pari passu hypothecation charge on the entire current assets, movable, immovable and intangible assets (except vehicle) of the subsidiary company both present and future, pledge of shares and personal guarantee by one of the promoter of the subsidiary company. The loan is repayable in 8 half yearly installments starting from September 2018. Last installment due in April 2022. Rate of interest is 1.75% to 2.75% over banks 12 months MCLR (Range from 9.90% to 11.00% per annum as on March 31, 2020 and March 31, 2019)

Term loan from SVC Co-operative Bank Limited ₹ /lakhs 3,537.03 (₹/lakhs 3759.97) is secured by mortgage of immovable property at Mangalore, securitisation of lease rentals and personal guarantee of shareholders. SVC bank loan is repayable in monthly installments of Rs. 51.56 lakhs per month. Last installment due in March 2029. Rate of interest is 10.55% per annum (10.55% per annum).

- (iv) Working capital loan from YES Bank Nil (₹ /lakhs 800.00) Secured by way of first pari passu charge on all movable assets including current assets, loans and advances with minimum coverage of 1.25% for the entire tenor facility which includes charge on the accounts that receives cash revenue from franchisee, plus DSRA equivalent to 1 month interest to be maintained up front and one immediate installment to be maintained one month prior to its scheduled payment. The loan carries interest of 10.20% and is repayable in 90 days on demand. The loan has been fully repaid during year and charge has been satisfied.
- (v) Overdraft from YES Bank and Development Credit Bank (DCB) ₹ /lakhs 4384.66 (₹ /lakhs 3560.82) is secured by way of first pari passu charge on all the movable assets (including current assets, loans and advances) of the holding company and cross collateralization of pledge of shares given for term loan. The loan carries interest rates ranges from 10.20% to 12%.
- (vi) Vehicle loan from Kotak Mahindra Prime Limited ₹/lakhs 17.01 (₹/lakhs 20.99) is secured against hypothecation of respective vehicle. The rate of interest is 8.92% p.a and repayable upto 05 February 2023.
- (vii) Term loan from other party ₹/lakhs 3,227.98 (₹/lakhs 7606.37) is secured by way of first pari passu hypothecation charge on the entire current assets and movable assets of the subsidiary company both present and future; pledge of shares owned by the promoter of the subsidiary company; and personal guarantee given by the promoter of the subsidiary company. Repayable in 10 half yearly installments starting from October 2018. Last installment due in March 2023. This has been revised in December 2019, to 26 monthly installments on balance outstanding amount starting from August 2020 and last installment due in September 2022. Rate of interest has been revised to 13.75% from 14.5% per annum.
- (viii) The Group has availed to defer scheduled Term Loan / Overdraft servicing payments as per RBI Circular of 27 March 2020 and 23 May 2020 on Moratorium for debt servicing for period 1 March 2020 till 31 August 2020. Accordingly, the Group has deferred interest on term loan amounting to ₹/lakhs 1,102.37 and interest on bank overdraft facility amounting to ₹/lakhs 232.35 and which shall be repayable not later than 31 March 2021. Also, the tenure of term loan / working capital limits has been extended by six months from their original dates of maturity.

## Notes forming part of the Consolidated Financial Statements

### 22 Lease liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Lease liabilities (refer note 36)	6,572.75	-	2,281.71	-
<b>Total</b>	<b>6,572.75</b>	<b>-</b>	<b>2,281.71</b>	<b>-</b>

### 23 Financial liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
<b>A. Trade payables (Refer note 40)</b>				
(1) total outstanding dues of micro enterprises and small enterprises	-	-	551.86	529.61
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	4,641.10	4,233.25
<b>Total (A)</b>	<b>-</b>	<b>-</b>	<b>5,192.96</b>	<b>4,762.86</b>
<b>B. Other financial liabilities</b>				
Current maturities of long-term borrowings	-	-	5,129.35	5,265.86
Deposits payable - Customers	10.45	10.45	2.00	2.00
Deposits payable - Others	1,256.58	1,531.28	26.84	37.14
Unclaimed dividend payable	-	-	25.04	13.58
Employee benefits payable	-	-	1,219.46	1,443.07
Creditors for capital expenditure (Refer note 40)				
(1) total outstanding dues of micro enterprises and small enterprises	-	-	12.00	35.22
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	247.59	351.49
Other payables (Refer note 40)				
(1) total outstanding dues of micro enterprises and small enterprises	-	-	20.44	7.01
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	3,127.90	2,354.25
<b>Total (B)</b>	<b>1,267.03</b>	<b>1,541.73</b>	<b>9,810.62</b>	<b>9,509.62</b>
<b>Total (A+B)</b>	<b>1,267.03</b>	<b>1,541.73</b>	<b>15,003.58</b>	<b>14,272.48</b>

For transactions relating to related party payables, refer note 48

Trade payable and others are non-interest bearing and the credit term the for same is generally in the range of 0-90 days.

### 24 Provisions

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Provision for employee benefits				
- Gratuity	485.13	345.91	133.35	135.14
- Leave benefits	150.91	167.06	82.15	95.72
<b>Total</b>	<b>636.04</b>	<b>512.97</b>	<b>215.50</b>	<b>230.86</b>



## Notes forming part of the Consolidated Financial Statements

### 25 Other liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Contract liabilities (refer note 42) #	322.39	313.62	6,476.54	6,606.85
Deferred deposit	17,966.97	21,155.20	685.79	880.37
Statutory dues payable	-	-	1,489.69	1,599.75
Others	-	-	3,984.32	1,670.28
<b>Total</b>	<b>18,289.36</b>	<b>21,468.82</b>	<b>12,636.34</b>	<b>10,757.25</b>

# Fees collected in advance from students to the extent of revenue which will not be recognised within the Group's operating cycle have been classified as "Other non current liabilities".

### 26 Current tax liabilities

(₹ Lakhs)

	31 March 2020	31 March 2019
Provision for taxation (net of advances)	241.18	0.13
<b>Total</b>	<b>241.18</b>	<b>0.13</b>

### 27 Revenue from operations

(₹ Lakhs)

	31 March 2020	31 March 2019
Services		
- Course fees/royalty	8,008.30	7,398.57
- Franchisee fees	989.25	1,167.03
- Lease rental	3,001.15	3,380.61
- Manpower supply & reimbursement of expensees	6,697.26	6,542.82
- Onboarding / recruitment charges	3.92	5.34
- Sale of municipal waste	1,901.75	2,268.35
- Coaching and teaching services (net of discount and concession)	19,848.19	17,828.56
- Others	402.46	48.96
Sales - Educational goods and equipments	9,857.88	12,003.69
Sales - Hardware and content	344.27	951.42
Other operating revenue	428.35	129.29
<b>Total</b>	<b>51,482.78</b>	<b>51,724.64</b>

\* Other operating revenue mainly includes royalty income.

## Notes forming part of the Consolidated Financial Statements

### 28 Other income

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Interest income on financial assets at amortised cost</b>		
- on bank deposits	52.68	314.15
- on loans and advances to others *	2,489.22	1,252.46
<b>Interest income others</b>		
- Others	285.36	244.78
Dividend income on financial assets mandatorily measured at fair value through profit and loss (FVTPL)	14.33	241.29
Gain on sale of current investments	13.68	4.93
Financial guarantee commission	283.45	312.56
Unwinding of discount of Interest free deposits / Financial guarantee obligation	335.11	394.50
Profit on sale of property, plant & equipment (net)	-	4.49
Net gain on foreign currency transactions and translation	-	0.56
Reversal of provision / liabilities no longer required	88.01	418.27
Miscellaneous income	593.56	12.47
<b>Total</b>	<b>4,155.40</b>	<b>3,200.46</b>

\* Interest income is net of provision made towards doubtful interest receivable amounting to ₹/lakhs 2,164.96 (₹/lakhs 492.49)

For transactions relating to related party, refer note 48

### 29 Operational cost

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>A) Educational goods and equipments</b>		
Opening - Inventory	1,314.48	934.14
Add: Purchases	3,236.56	4,328.18
Less: Closing - Inventory	(1,769.93)	(1,314.48)
<b>Total (A)</b>	<b>2,781.11</b>	<b>3,947.84</b>
<b>B) Other educational operating expenses</b>		
- Rent	289.82	2,955.07
- Electricity	671.76	571.55
- Manpower cost and other professional fees	7,877.05	5,863.07
- Student material and test expenses	1,708.83	901.41
- Others	425.32	298.30
<b>Total (B)</b>	<b>10,972.78</b>	<b>10,589.40</b>
<b>Total (A+B)</b>	<b>13,753.89</b>	<b>14,537.24</b>

### 30 Employee benefits expense

(₹ Lakhs)

	31 March 2020	31 March 2019
Salaries and allowances	12,652.29	12,565.88
Share based payment expense	18.70	212.64
Contribution to provident and other funds	1,151.41	962.72
Training and recruitment cost	157.00	127.29
Staff welfare expenses	158.58	112.85
<b>Total</b>	<b>14,137.98</b>	<b>13,981.38</b>

## Notes forming part of the Consolidated Financial Statements

31 Finance costs	(₹ Lakhs)	
	31 March 2020	31 March 2019
Interest expenses on financial liabilities at amortised cost		
- Borrowings	4,308.03	4,029.61
Net Interest on net defined benefit liability	8.17	9.99
Interest on lease liability	1,056.29	-
Other interest cost	94.59	224.30
Unwinding of discount on interest free deposits	316.83	373.49
Other financial charges	121.00	93.60
<b>Total</b>	<b>5,904.91</b>	<b>4,730.99</b>
32 Depreciation and amortisation expense		
	31 March 2020	31 March 2019
Depreciation on property, plant and equipment	1,312.28	823.05
Amortisation of right-of-use assets	3,185.88	-
Depreciation on investment property	1,136.58	1,077.42
Amortisation of intangible assets	775.86	888.07
<b>Total</b>	<b>6,410.60</b>	<b>2,788.54</b>
33 Other expenses		
	31 March 2020	31 March 2019
Rent	51.49	338.90
Repairs and maintenance - others	1,177.48	840.02
Insurance	63.10	64.86
Rates and taxes	102.39	53.80
Electricity and water charges	33.09	45.04
Communication expenses	158.63	231.37
Printing and stationery	257.17	162.28
Travelling and conveyance expenses	1,170.31	1,304.63
Legal and professional charges	404.98	1,042.41
Payment to auditors (refer note 39)	60.48	47.43
Freight and packaging charges	773.79	902.84
Directors sitting fees	9.14	9.24
Bad debts / advances written off	567.72	130.67
Loss on sale / discard of Property, plant and equipments	27.91	43.14
Provision for allowances for credit losses	99.54	67.65
Marketing, advertisement and publicity expenses	1,136.59	1,815.94
Net loss on foreign exchange transactions and translations	0.69	-
Corporate social responsibility expenditure	14.01	12.29
Miscellaneous expenses	643.36	322.87
<b>Total</b>	<b>6,751.87</b>	<b>7,435.38</b>

## Notes forming part of the Consolidated Financial Statements

### 34 Tax expense

The major components of income tax for the year are as under:

(₹ Lakhs)

	31 March 2020	31 March 2019
Income tax related to items recognised directly in the statement of profit and loss		
Current tax - current year	2,558.49	2,621.04
- earlier period	(25.29)	46.30
Deferred tax (including MAT credit entitlement) - current year	519.61	504.20
- earlier period	-	(57.32)
<b>Total</b>	<b>3,052.81</b>	<b>3,114.22</b>
<b>Effective tax rate</b>	<b>54.86</b>	<b>27.19</b>

A reconciliation of income tax expense applicable to profit before income tax at statutory rate to the income tax expense at Group's effective income tax rate for the year ended 31 March 2020 and 31 March 2019 is as follows:

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Profit before tax</b>	<b>5,564.28</b>	<b>11,451.57</b>
Income tax		
Statutory income tax rate of 25.63% (29.12%) on profit	1,425.88	3,334.70
<b>Undistributed earnings of subsidiaries</b>		
Tax effect on non-deductible expenses	591.83	510.88
Additional allowances for tax purposes	(603.94)	(1,120.47)
Other temporary difference	519.61	561.52
MAT Credit entitlement - earlier period	-	(57.32)
Effect of change in tax rate	1,123.10	(44.83)
Effect of exempt income and income tax at lower rates	(3.67)	(70.26)
<b>Tax expense recognised in the statement of profit and loss</b>	<b>3,052.81</b>	<b>3,114.22</b>

#### Deferred tax recognized in statement of other comprehensive income

(₹ Lakhs)

	31 March 2020	31 March 2019
For the year ended 31 March		
Employee retirement benefits obligation	19.14	(161.68)

The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 25.63% (29.12%) for the year ended 31 March 2020.

During the year, the Group elected to exercise the option permitted under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognized provision for income tax for the year ended 31 March 2020 and re-measured its net deferred tax liabilities basis the rate prescribed in the said section. Deferred tax assets and liabilities are offset where the Group has a legally enforceable right to do so. For analysis of the deferred tax balances (after offset) for financial reporting purposes refer note 11.

The group does not have any temporary differences in respect of unutilized tax losses.

#### Deferred tax recognized in statement of profit and loss

(₹ Lakhs)

	31 March 2020	31 March 2019
For the year ended 31 March		
Employee benefits obligation	49.99	(395.71)
Depreciation and amortization	254.50	7,893.42
Provision for doubtful debts	230.97	(6,842.15)
Difference in Right-of-use assets and lease liabilities	(168.09)	-
Other temporary difference	152.24	(151.36)
<b>Total</b>	<b>519.61</b>	<b>504.20</b>



## Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

Reconciliation of deferred tax assets / (liabilities) net:	31 March 2020	31 March 2019
<b>Opening balance</b>	<b>(204.82)</b>	<b>461.06</b>
Deferred tax (charge)/credit recognised in		
- Statement of profit and loss	(519.61)	(504.20)
- Recognised in other comprehensive income	19.14	(161.68)
<b>Total</b>	<b>(705.29)</b>	<b>(204.82)</b>
Other temporary difference (on acquisition of MT Educare Limited)	9,311.04	9,311.04
MAT Credit entitlement	91.72	70.47
<b>Grand Total</b>	<b>8,697.47</b>	<b>9,176.69</b>

### 35 Leases

#### A. Operating leases taken by the group :

The Group has taken office, residential facilities and plant and machinery (including equipments) etc. under cancellable / non-cancellable lease agreements that are renewable on a periodic basis at the option of both the Lessor and the Lessee. The initial tenure of the lease generally is for 11 months to 120 months.

(₹ Lakhs)

	31 March 2020	31 March 2019
Lease rental charges for the year	341.31	3,647.95
<b>Future Lease rental obligation payable (under non-cancellable lease)</b>		
Not later than one year	-	818.90
Later than one year but not later than five years	-	1,500.70
Later than five years	-	9,579.06

#### B. Operating leases granted by the group :

The group has given property under cancellable lease agreement that are renewable on a periodic basis at the option of both the Lessor and the Lessee.

##### Description of significant leasing arrangements

(₹ Lakhs)

	31 March 2020	31 March 2019
Rent income as per Statement of Profit & Loss	3,001.15	3,380.61
Gross carrying value of asset (Including premises in Investments)	31,195.36	31,139.30
Accumulated depreciation	4,741.12	3,482.78
Depreciation recognised in Statement of Profit & Loss	1,299.23	1,301.76
Impairment losses	-	-

(₹ Lakhs)

	31 March 2020	31 March 2019
Lease rental Income for the year	3,001.15	3,380.61
<b>Future Lease rental receivable (under non-cancellable lease)</b>		
Not later than one year	3,385.96	3,250.75
Later than one year but not later than five years	15,169.00	14,591.36
Later than five years	104,413.41	108,377.01

## Notes forming part of the Consolidated Financial Statements

### 36 Disclosure as per Ind-AS 116 (Leases)

#### Right of Use Asset

(a) ROU asset' comprises leased assets of office/branch premises that do not meet the definition of investment property.

(₹ Lakhs)

	31 March 2020	31 March 2019
Opening Balance	-	-
Assets created on transition date	9,274.73	-
Additions during the year	2,903.46	-
Depreciation charged / Amortisation during the year	3,185.88	-
Disposal during the year	171.42	-
Closing Balance	8,820.89	-

The aggregate depreciation charged / amortisation expense on right-of-use asset is included under depreciation and amortisation expense in the Statement of Profit and Loss.

Effective 1 April, 2019, the Group adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on 1 April 2019 using the modified retrospective method on the date of initial application. Consequently, the Group recorded the lease liability and right of use at the present value of the lease payments discounted at the incremental borrowing rate.

On transition to Ind AS 116, the Group recognised ₹/lakhs 9,274.73 of right-of-use assets and ₹/lakhs 8,704.58 of lease liabilities. When measuring lease liabilities, the Group discounted lease payments using its incremental borrowing rate at 1 April 2019. The weighted-average rate applied is between 10.65% to 12.85%

(b) The following is the break-up of current and non-current lease liabilities

(₹ Lakhs)

	31 March 2020	31 March 2019
Current	2,281.71	-
Non current lease liabilities	6,572.75	-
<b>Total</b>	<b>8,854.46</b>	<b>-</b>

(c) The following is the movement in lease liabilities

(₹ Lakhs)

	31 March 2020	31 March 2019
Opening Balance (As on the date of transition)	8,704.58	-
Additions during the year	2,966.80	-
Interest on lease liability	1,056.29	-
Payment of lease liabilities	3,697.73	-
Disposal / Dereognition of Lease Liability	175.48	-
Closing Balance	8,854.46	-

(d) Lease liabilities Maturity Analysis

(₹ Lakhs)

	31 March 2020	31 March 2019
<b>Maturity analysis - contractual undiscounted cash flows</b>		
Less than one year	3,209.87	-
One to five years	6,168.99	-
More than five years	9,269.02	-
<b>Total undiscounted lease liabilities</b>	<b>18,647.88</b>	<b>-</b>

(e) Lease rental of ₹/lakhs 341.31 pertaining to short term leases and low value asset has been charged to statement of profit and loss.

## Notes forming part of the Consolidated Financial Statements

### 37 a) Contingent liabilities

(₹ Lakhs)

	31 March 2020	31 March 2019
a) Claims against the company not acknowledged as debts (Refer note (i) and (ii) below)	46.98	46.98
b) Disputed direct taxes	499.65	437.39
c) Disputed indirect taxes	2,114.32	2,129.93
d) Corporate guarantees to others to the extent of loans availed/ outstanding ₹/lakhs 38,687.62 (₹/lakhs 40,530.55) @	49,435.00	49,435.00
e) Guarantees given in favour of Government bodies	78.65	439.61

# income tax demands mainly include appeals filed by the group before appellate authorities against the disallowance of expenses/claims etc. The management is of the opinion that its tax cases will be decided in its favour and hence no provision is considered necessary at this stage.

@ Group has provided Corporate guarantees to various trusts pursuant to the long term partnership arrangement entered. Corporate Guarantee is utilised for business purposes.

(i) Amount represents the best possible estimates. The Group has engaged reputed professionals to protect its interest and has been advised that it has firm legal position against such disputes.

(ii) The Group has received legal notices of claims/law suits filed against it relating to other matters. In the opinion of the management, no material liability is likely to arrive on account of such claims/law suits.

b) The Group has withdrawn the merger with Tree House Education and Accessories Limited (THEAL) and has reserved its rights for suitable actions against adverse allegations by THEAL. The Group has received and filed legal notices of claims. The management is of the view that no material liability is likely to arrive on account of these claims.

### 38 Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) is ₹/lakhs 4,865.99 (₹/lakhs 5,153.78)

### 39 Payment to auditors

#### For standalone

(₹ Lakhs)

	31 March 2020	31 March 2019
Audit fees (including limited review)	17.00	17.00
Tax audit fees	2.00	2.00
Tax representation	1.27	1.27
Certification and Others	4.29	1.03
<b>Total</b>	<b>24.56</b>	<b>21.30</b>

#### For subsidiaries

(₹ Lakhs)

	31 March 2020	31 March 2019
Audit fees	32.10	22.58
Tax audit fees	0.50	3.46
Certification and Others	3.32	0.09
<b>Total</b>	<b>35.92</b>	<b>26.13</b>

## Notes forming part of the Consolidated Financial Statements

### 40 Micro, small and medium enterprises

Trade and other payables - Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMEDA), which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. On the basis of information and records available with the management, the following disclosures are made for the amounts due to the Micro, Small and Medium Enterprises, which have registered with the competent authorities.

(₹ Lakhs)

	31 March 2020	31 March 2019
a) The principal amount remaining unpaid to any supplier at the end of each accounting year	602.27	896.78
b) The interest due thereon remaining unpaid to any supplier at the end of each accounting year	55.54	81.05
c) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	135.80	81.05
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

### 41 Dividend

No Dividend on equity shares declared by the Board of Directors in their meeting held on 07 October 2020. Final dividend on equity shares for the year ended on 2019: Rs 0.1 per equity share which aggregates to ₹/lakhs 393.12/- (including DDT)

### 42 Disclosures as required by Ind AS 115

Revenue consists of following :

(₹ Lakhs)

	31 March 2020	31 March 2019
Services		
- Course fees/Royalty	8,008.30	7,398.57
- Franchisee fees	989.25	1,167.03
- Lease rental	3,001.15	3,380.61
- Manpower supply and reimbursement of expenses	6,697.26	6,542.82
- Onboarding/Recruitment charges	3.92	5.34
- Sale of Municipal Waste	1,901.75	2,268.35
- Coaching and teaching services	19,848.19	17,828.56
- Others	402.46	48.96
Sales - Educational goods and equipments	9,857.88	12,003.69
Sales - Hardware and content	344.27	951.42
Other operating revenue	428.35	129.29
<b>Total</b>	<b>51,482.78</b>	<b>51,724.64</b>



## Notes forming part of the Consolidated Financial Statements

Revenue Disaggregation by Industrial Vertical & Geography is as follows :

(₹ Lakhs)

Revenue by offerings :	31 March 2020	31 March 2019
Educational Services / India	39,878.70	39,527.52
Construction and leasing (for education) / India	3,001.15	3,380.61
Training, Manpower and related activities / India	8,602.93	8,816.51
<b>Total</b>	<b>51,482.78</b>	<b>51,724.64</b>

Timing of Revenue Recognition :

(₹ Lakhs)

Revenue by offerings :	31 March 2020	31 March 2019
Services transferred at point in time	13,927.88	16,574.08
Services transferred over period in time	37,554.90	35,150.56
<b>Total</b>	<b>51,482.78</b>	<b>51,724.64</b>

Contract Balances :

(₹ Lakhs)

	31 March 2020	31 March 2019
Advances received and unearned revenue (contract liabilities) as at	6,798.93	6,920.47
Unbilled receivables (contract assets) as at	546.96	570.10
Trade receivables as at	6,670.91	5,253.83

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2020 will be recognised as revenue till the year ended 31 March 2021.

### Explanation for contract assets/contract liabilities.

- Revenue earned from customers but yet to be billed is initially recognised as contract assets and classified to trade receivables when right to considerations becomes unconditional.
- A contract liability is the obligation to transfer services to customer for which the group has received consideration ( or an amount of consideration is due) from the customer.  
Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2020 (₹/lakhs 6,798.93) will be recognised as revenue upto 31 March 2022.

### 43 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a CSR Committee has been formed by the Group. The Group is required to spend ₹/lakhs 122.86 (₹/lakhs 72.23) for the year against which Nil ( Nil ) has been spent on activities specified in Schedule VII of the Companies Act, 2013.

### 44 Minimum Public Shareholding

Mr. Mahesh Shetty and Zee Learn Limited form the promoter group of MT Educare Limited ('MTEL'). As per the provisions of the Securities Contracts (Regulations) Rules, 1957 (as amended) (SCRR), MTEL is required to maintain a public shareholding of 25% of the aggregate paid up equity share capital (Minimum Public Shareholding (MPS) Threshold). As per the Share holders agreement entered into between Zee Learn Limited, MT Educare Limited and Mr. Mahesh Shetty, Mr. Mahesh Shetty is required to sell such number of shares to meet the MPS requirement. As at March 31, 2020, the public shareholding of MTEL falls short of the required Minimum Public Shareholding by 2.47%. In order to comply with MPS, MTEL has identified among other options, Sale of shares held by Promoter through the secondary market (Offer for Sale) as the more feasible options to comply with requirement of MPS. However, in view of the low volume of trading in shares of MTEL, Mr. Mahesh Shetty will seek more time to meet the MPS requirement.

## Notes forming part of the Consolidated Financial Statements

### 45 Covid 19 - Impact

The World Health Organisation announced a global health emergency because of new strain of coronavirus (COVID-19) and classified its outbreak as a pandemic on 11 March 2020. The outbreak of COVID -19 globally and in India continues to cause significant disruption in the operations which has resulted in slowdown in the economic activity. Due to nation wide lockdown announced by the Government, the Group's offices, educational schools, coaching centers and learning centers had to be closed and physical services were suspended since then. However during the period the Group adopted varied measures to ensure seamless delivery of learning needs and to further strengthen its commitment to education delivery by, enhanced Blended Learning, Robust Learning Management Systems, enhanced use of digital learning material, online coaching, improvement in collaborative work and building digital literacy across network and thus has taken efforts to keep the disruption in the business to the minimum.

In preparation of these financial statements, the Group has taken into account internal and external sources of information to assess possible impacts of the pandemic, including not limited to the assessment of liquidity and going concern, recoverable values of its financial and non- financial assets, and the impact on revenues. Based on the current indicators of future economic conditions, the Company has sufficient liquidity and expects to fully recover the carrying amount of its assets. Basis the Group's projected cash flows for the next one year, management has concluded that the Company will have sufficient liquidity to continue its operations, although it expects possible delays with respect to collections from its customers. Accordingly, necessary provision have been made under the Expected Credit loss.

The extent of the impact of the Group's operations remains uncertain and may differ from that estimated as at the date of approval of these financial statements and will be dictated by the length of time that such disruptions continue, which will, in turn, depend on the currently unknowable duration of COVID-19 and among other things, the impact of governmental actions imposed in response to the pandemic. The Group is monitoring the rapidly evolving situation and its potential impacts on the Group's financial position, results of operations, liquidity and cash flows.

### 46 Earnings per share (EPS)

(₹ Lakhs)

	31 March 2020	31 March 2019
Profit/ (Loss) after Tax (₹ lakhs)	4,369.30	7,609.97
Weighted Average number of equity shares for Basic EPS (in numbers)	326,086,681	326,032,212
Weighted Average number of equity shares for Diluted EPS (in numbers)	326,086,681	326,171,836
Face value of equity shares (₹)	1	1
Basic EPS (₹)	1.34	2.33
Diluted EPS (₹)	1.34	2.33

### 47 Employee Benefits

The Disclosures as per Ind AS 19 - Employee Benefits is as follows:

#### A Defined Contribution Plans

"Contribution to provident and other funds" is recognized as an expense in Note 30 "Employee benefit expenses" of the Statement of Profit and Loss.

#### B Defined Benefit Plans

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave benefits (non funded) is also recognised using the projected unit credit method.

	(₹ Lakhs)	
	31 March 2020	31 March 2019
I. Expenses recognised during the year		
	<b>Gratuity (Non Funded)</b>	
1 Current Service Cost	76.47	76.48
2 Interest Cost	35.49	36.08
<b>Total Expenses</b>	<b>111.96</b>	<b>112.56</b>

## Notes forming part of the Consolidated Financial Statements

II. Amount recognized in other comprehensive income (OCI)	31 March 2020	31 March 2019
1 Opening amount recognized in OCI	(77.48)	(31.18)
2 Remeasurement during the period due to		
- Changes in financial assumptions	13.12	(3.37)
- Changes in experience charges	78.43	(42.93)
3 Closing amount recognized in OCI	14.07	(77.48)
III. Net (Asset) / Liability recognised in the Balance Sheet as at	31 March 2020	31 March 2019
1 Present value of defined benefit obligation (DBO)	542.21	520.35
2 Net (Asset) / Liability	(542.21)	(520.35)
		(₹ Lakhs)
IV. Reconciliation of Net (Asset) / Liability recognised in the Balance Sheet as at	31 March 2020	31 March 2019
1 Net (Asset) / Liability at the beginning of year	(481.05)	(458.51)
2 Expense as per I above	(111.96)	(112.56)
3 Other comprehensive income as per II above	(91.55)	46.29
4 Benefits paid	66.08	43.73
Net (Asset) / Liability at the end of the year	(618.48)	(481.05)
V. The following payments are expected to defined benefit plan in future years :	31 March 2020	31 March 2019
1 Expected benefits for year 1	247.09	112.65
2 Expected benefits for year 2 to year 5	224.08	330.03
3 Expected benefits beyond year 5	207.34	433.11
VI. Actuarial Assumptions	31 March 2020	31 March 2019
1 Discount rate	6.83%	7.50%
2 Expected rate of salary increase	6.25%	6.25%
3 Mortality	IAL (2006-08)	IAL (2006-08)
VII. Sensitivity Analysis		
The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.		
	(₹ Lakhs)	
	Discount Rate	Salary Escalation rate
Impact of increase in 50 bps on DBO	130.68	174.95
Impact of decrease in 50 bps on DBO	176.80	131.92

### Notes:

- (a) The current service cost recognized as an expense is included in Note 30 'Employee benefits expense' as gratuity. The remeasurement of the net defined benefit liability is included in other comprehensive income.
- (b) The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the Actuary. Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

### C Other long term benefits

The obligation for leave benefits (non funded) is also recognised using the projected unit credit method and accordingly the long term paid absences have been valued. The leave encashment expense is included in Note 30 'Employee benefits expense'.

## Notes forming part of the Consolidated Financial Statements

### 48 Related party transactions

#### (i) List of parties where control exists

##### a) Wholly owned subsidiary companies

Digital Ventures Private Limited  
Academia Edificio Private Limited  
Liberium Global Resources Private Limited

##### b) Subsidiary company

MT Educare Limited (Acquired on 25 May 2018) (extent of holdings - 59.12% [59.12%])

##### Fellow subsidiary companies

Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)  
MT Education Services Private Limited  
Chitale's Personalised Learning Private Limited  
Sri Gayatri Educational Services Private Limited  
Robomate Edutech Private Limited  
Letspaper Technologies Private Limited  
Labh Ventures India Private Limited (Acquired on 01 September 2018)

#### (ii) Key Managerial Personnel

Mr. Ajey Kumar - Managing Director (Resigned w.e.f. 18 August 2020)  
Ms. Sangeeta Pandit - Non-Executive Independent Director (Resigned w.e.f. 1 October 2019)  
Mr. Himanshu Modi - Chairman and Non-Executive Director (Resigned w.e.f. 7 January 2020)  
Dr. Manish Agarwal - Non-Executive Independent Director (Resigned w.e.f. 31 March 2020)  
Mrs. Nandita Agarwal Parkar - Non-Executive Independent Director  
Mr. Roshan Lal Kamboj - Non-Executive Independent Director (Appointed w.e.f. 17 May 2019)  
Mr. Dattatraya Kelkar - Additional Director (Appointed w.e.f. 30 December 2019)  
Ms. Nanette D'sa - Additional Director (Appointed w.e.f. 31 March 2020)  
Mr. Umesh Pradhan - Chief Financial Officer (Resigned w.e.f. 7 October 2019)  
Mr. Debshankar Mukhopadhyay - Chief Executive Officer (Resigned w.e.f. 23 April 2020)  
Mr. Vikash Kar - Chief Executive Officer and Whole-Time Director (Appointed w.e.f. 24 April 2020 as CEO and Appointed w.e.f. 19 August 2020 as Whole-Time Director)  
Mr. Surender Singh - Non-Executive Non-Independent Director (Appointed w.e.f. 31 July 2020)  
Mr. Rakesh Agarwal - Chief Financial Officer (Appointed w.e.f. 7 April 2020)  
Mr. Bhautesh Shah - Company Secretary (Resigned w.e.f. 12 May 2020)  
Mr. Prashant Parekh - Company Secretary (Appointed w.e.f. 31 July 2020)

#### (iii) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the year.

Asian Satellite Broadcast Private Limited, Direct Media Distribution Ventures Private Limited, Diligent Media Corporation Limited, Digital Satellite Holdings Private Limited, Evenness Business Excellence Services Private Limited, Pan India Network Infravest Private Limited, Pri-Media Services Private Limited, Taleem Research Foundation, Zee Entertainment Enterprises Limited, Subhash Chandra Foundation, Essel Infra Projects Private Limited, Essel Corporate Resources Private Limited, Pan India Infrastructures Private Limited, Zee Media Corporation Limited, Essel Finance Business Loans Limited, Essel Highways Limited, Living Entertainment Enterprise Private Limited, Essel Finance AMC Limited, Essel Finance Home Loans LLP, Essel Finance Wealth Services Private Limited, Essel Green Mobility Limited, GNEX Realtech Private Limited, Pan India Infra Project Private Limited Ranhil Utilities SDN BHD Consortium, Pan India Infra Projects Limited, Pan India Utilities Distribution Company Limited, SITI Networks Limited, Zee Akash News Private Limited, Amritsar MSW Limited, Digital Subscriber-Management and consultancy services private limited, Essel Corporate LLP, Essel Green Charge Private Limited, Essel Green LMC Private Limited, Jabalpur MSW Private Limited, Jabalpur Waste Collection and Transportation Management Private Limited, Jay Properties Private Limited, Nagpur Solid Waste Processing And Management Private Limited, NRSS XXXI B Transmission Limited, NRSS XXXVI Transmission Limited, Pallavpuram Tambaram Msw Private limited, Rama Associates Limited, Ranchi MSW Private Limited, Tonk Water Supply Limited, Varanasi STP Projects Private Limited, Warora-Kurnool Transmission Limited, Western Mp Infrastructure & Toll Roads Private Limited, Zee Unimedia Limited, Zen Cruises Private Limited, Hingiri Zee University, Essel Vision Production Limited, EZ-Mall Online Limited, Darbhanga Motihari Transmission Company Limited, Essel Finance Management LLP, Essel Realty Private Limited, Sarthak Entertainment Private Limited..



## Notes forming part of the Consolidated Financial Statements

	(₹ Lakhs)	
	31 March 2020	31 March 2019
<b>A) Transactions with related parties</b>		
<b>Long- term borrowings</b>	<b>5,755.00</b>	<b>5,700.00</b>
<b>Other related parties</b>		
Asian Satellite Broadcast Private Limited	5,755.00	5,700.00
<b>Repayment of Long- term borrowings</b>	<b>35.00</b>	<b>5,700.00</b>
<b>Other related parties</b>		
Asian Satellite Broadcast Private Limited	35.00	5,700.00
<b>Interest expense</b>	<b>506.11</b>	<b>206.94</b>
<b>Other related parties</b>		
Asian Satellite Broadcast Private Limited	506.11	206.94
<b>Sales and services</b>	<b>8,657.87</b>	<b>8,852.26</b>
<b>Other related parties</b>		
Himgiri Zee University	56.00	48.00
Amritsar MSW Limited	882.03	484.32
Darbhanga Motihari Transmission Company Limited	0.22	-
Digital Subscriber Management and Consultancy Services Private Limited	1.18	0.88
Evenness Business Excellence Services Limited	42.38	98.37
Essel Corporate LLP	30.57	5.30
Essel Finance AMC Limited	6.12	11.27
Essel Finance Business Loans Limited	60.79	96.24
Essel Finance Home Loans Limited	14.84	38.03
Essel Finance Management LLP	3.29	6.11
Essel Finance Wealth Services Private Limited	-	3.91
Essel Green Charge Private Limited	1.98	0.57
Essel Green LMC Private Limited	-	2.07
Essel Green Mobility Limited	-	2.51
Essel Highways Limited	322.45	381.59
Essel Realty Private Limited	-	8.34
EZ-Mall Online Limited	-	7.06
Gnex Realtech Private Limited	28.28	13.99
Jabalpur MSW Private Limited	116.31	132.19
Jabalpur Waste Collection and Transportation Management Private Limited	960.57	834.08
Jay Properties Private Limited	-	23.36
Living Entertainment Enterprise Private Limited	382.29	202.40
Nagpur Solid Waste Processing And Management Private Limited	-	2.46
NRSS XXXI B Transmission Limited	1.23	5.01
NRSS XXXVI Transmission Limited.	4.04	3.36
Pallavpuram Tambaram Msw Private Limited	-	28.49
Pan India Infra Project Private Limited Ranhil Utilities SDN BHD Consortium	15.52	40.59
Pan India Infraprojects Limited	116.02	379.38
Pan India Utilities Distribution Company Limited	-	6.98
Rama Associates Limited	3.36	23.58
Ranchi MSW Private Limited	68.62	949.95
Sarthak Entertainment Private Limited	-	1.69
SITI Networks Limited	1,819.84	1,877.82
Subhash Chandra Foundation	1.75	0.76

## Notes forming part of the Consolidated Financial Statements

	(₹ Lakhs)	
	31 March 2020	31 March 2019
Tonk Water Supply Limited	12.30	38.33
Varanasi STP Projects Private Limited	6.81	7.39
Warora-Kurnool Transmission Limited	6.97	26.07
Western Mp Infrastructure & Toll Roads Private Limited	54.86	63.66
Zee Akaash News Private Limited	23.46	31.86
Zee Entertainment Enterprise Limited	1,708.05	1,028.88
Zee Media Corporation Limited	1,899.29	1,933.99
Zee Unimedia Limited	-	0.33
Zen Cruises Private Limited	6.45	1.09
<b>Other income</b>	<b>88.02</b>	<b>-</b>
<b>Reversal of provision / liabilities no longer required</b>		
<b>Other related parties</b>		
Diligent Media Corporation Limited	88.02	-
<b>Purchase of Intangibles (content development)</b>	<b>61.17</b>	<b>-</b>
<b>Other related parties</b>		
Essel Corporate LLP	61.17	-
<b>Purchase of Services</b>	<b>961.60</b>	<b>1,494.60</b>
<b>Other related parties</b>		
Pan India Network Infravest Private Limited	8.66	10.62
Zee Entertainment Enterprises Limited	101.51	83.56
Digital Subscriber Management and Consultancy Services Private Limited	13.09	10.95
Diligent Media Corporation Limited	112.00	372.93
Zee Media Corporation Limited	29.63	71.34
Essel Infra Projects Private Limited	15.00	119.75
Essel Corporate LLP	30.00	77.00
Essel Vision Production Limited	21.19	43.29
Evenness Business Excellence Services Private Limited	630.10	665.29
Prosynapse Consultants Private Limited	-	36.29
Diligent Media Corporation Limited	0.42	3.58
<b>Capital advance given</b>	<b>6.62</b>	<b>367.55</b>
<b>Other related parties</b>		
Pan India Infrastructure Private Limited	6.62	367.55
<b>Remuneration</b>	<b>145.97</b>	<b>147.61</b>
<b>Key Managerial personnel</b>		
Mr. Debshankar Mukhopadhyay	74.32	70.56
Mr. Umesh Pradhan	54.64	60.18
Mr. Bhautesh Shah	17.01	16.87
<b>Directors sitting fees</b>	<b>5.54</b>	<b>5.20</b>
<b>Key Managerial personnel</b>		
Dr. Manish Agarwal	2.20	2.40
Ms. Sangeeta Pandit	1.00	2.40
Mrs. Nandita Agarwal Parkar	0.60	0.40
Mr. Dattatryaya Kelkar	0.54	-
Mr. Roshanlal Kamboj	1.20	-

## Notes forming part of the Consolidated Financial Statements

	(₹ Lakhs)	
B) Balances outstanding as at 31 March	31 March 2020	31 March 2019
<b>Long-term borrowings</b>	<b>7,661.35</b>	<b>1,485.85</b>
<b>Other related parties</b>		
Asian Satellite Broadcast Private Limited	7,661.35	1,485.85
<b>Loans, advances and deposits given</b>	<b>1,556.32</b>	<b>1,549.70</b>
<b>Other related parties</b>		
Pan India Infrastructure Private Limited	1,451.06	1,444.44
Essel Infra Projects Private Limited	10.00	10.00
Essel Vision Production Limited	15.26	15.26
Evenness Business Excellence Services Private Limited	80.00	80.00
<b>Advance from customer</b>	<b>1.15</b>	<b>1.15</b>
<b>Other related parties</b>		
Zee Entertainment Enterprises Limited	1.15	1.15
<b>Advance to vendor</b>	<b>0.21</b>	<b>-</b>
<b>Other related parties</b>		
Diligent Media Corporation Limited	0.21	-
<b>Trade receivables</b>	<b>501.16</b>	<b>965.46</b>
<b>Other related parties</b>		
Himgiri Zee University	89.28	32.40
Amritsar MSW Limited	180.36	94.03
Darbhanga Motihari Transmission Company Limited	0.26	-
Digital Subscriber Management and Consultancy Services Private Limited	0.06	-
Evenness Business Excellence Services Limited	-	0.40
Essel Corporate LLP	2.09	-
Essel Finance AMC Limited	0.01	0.16
Essel Finance Business Loans Limited	0.00	0.01
Essel Finance Home Loans Limited	-	0.27
Essel Finance Management LLP	0.30	-
Essel Green Charge Private Limited	0.31	0.19
Essel Green LMC Private Limited	-	1.07
Essel Highways Limited	81.94	42.31
Gnex Realtech Private Limited	2.40	2.98
Jabalpur MSW Private Limited	14.37	14.06
Jabalpur Waste Collection and Transportation Management Private Limited	37.99	103.54
Living Entertainment Enterprise Private Limited	27.69	40.78
Nagpur Solid Waste Processing And Management Private Limited	-	0.48
NRSS XXXI B Transmission Limited	0.45	1.00
NRSS XXXVI Transmission Limited	1.23	0.47
Pallavpuram Tambaram Msw Private Limited	-	4.79
Pan India Infra Project Private Limited Ranhil Utilities SDN BHD Consortium	-	4.10
Pan India Infraprojects Limited	32.52	23.71
Pan India Utilities Distribution Company Limited	-	0.12
Rama Associates Limited	0.05	0.05
Ranchi MSW Pvt Limited	-	71.07
SITI Networks Limited	1.34	252.42
Subhash Chandra Foundation	0.37	0.17

## Notes forming part of the Consolidated Financial Statements

	(₹ Lakhs)	
	31 March 2020	31 March 2019
Tonk Water Supply Limited	-	4.14
Varanasi STP Projects Private Limited	2.74	1.12
Warora-Kurnool Transmission Limited	1.31	3.50
Western Mp Infrastructure & Toll Roads Private Limited	-	7.39
Zee Akaash News Private Limited	1.66	3.85
Zee Entertainment Enterprise Limited	20.61	21.05
Zee Media Corporation Limited	1.82	233.83
<b>Other payables</b>	<b>707.89</b>	<b>690.77</b>
<b>Other related parties</b>		
Pan India Network Infravest Private Limited	2.64	3.87
Digital Subscriber Management and Consultancy Services Private Limited	10.56	14.10
Zee Media Corporation Limited	41.77	-
Diligent Media Corporation Limited	281.02	158.09
Zee Entertainment Enterprises Limited	177.26	73.89
Essel Infra Projects Private Limited	22.27	82.16
Essel Vision Production Limited	40.73	33.28
Evenness Business Excellence Services Private Limited	90.64	284.16
Zee Media Corporation Limited	41.00	41.00
Diligent Media Corporation Limited	-	0.21
<b>Guarantees received</b>		
<b>Other related parties</b>	<b>5,300.00</b>	<b>5,300.00</b>
Zee Entertainment Enterprises Limited		
Jointly Corporate Guarantee given by Direct Media Distribution Ventures Private Limited and Digital Satellite Holdings Private Limited	5,300.00	5,300.00

Note: 1) Figures considered based on the IND AS financials of the company.



## Notes forming part of the Consolidated Financial Statements

### 49 Segment reporting

The Group follows Ind AS 108 "Operating Segment" relating to the reporting of financial and descriptive information above their operating segments in financial statements:

The Group's reportable operating segments have been determined in accordance with the business operations, which is organised based on the operating business segments as described below.

- 1 "Educational" which principally provides learning solutions and delivers training.
- 2 "Construction and leasing for education" which principally consists of constructing and leasing of properties for commercial use.
- 3 "Training Manpower and related activities" which principally provides services related to consultancy and advisory in areas of human resources, viz. manpower placement, recruitment, selection, business process and others.

There being no business outside India, the entire business is considered as a single geographic segment.

#### Primary segment disclosure - Business segment for the year ended 31 March 2020

(₹ Lakhs)

Particulars	31 March 2020	31 March 2019
<b>Segment revenue</b>		
- Educational services and related activities	39,953.71	39,816.47
- Construction and leasing (for education)	3,504.90	3,380.61
- Training, Manpower and related activities	8,735.64	8,898.80
<b>Total segment revenue</b>	<b>52,194.25</b>	<b>52,095.88</b>
Less: Inter segment revenue	711.47	371.24
<b>Net Sales / Income from operations</b>	<b>51,482.78</b>	<b>51,724.64</b>
<b>Segment results (Profit before tax and interest from ordinary activities)</b>		
- Educational services and related activities	9,870.23	11,866.76
- Construction and leasing (for education)	277.37	768.55
- Training, Manpower and related activities	280.84	346.79
<b>Total segment results</b>	<b>10,428.44</b>	<b>12,982.10</b>
<b>Add / (Less) :</b>		
Finance cost	(5,904.91)	(4,730.99)
Interest income	3,445.82	2,518.45
Exceptional items (refer note 51)	(3,114.65)	-
Unallocable	709.58	682.01
<b>Total profit before tax from ordinary activities</b>	<b>5,564.28</b>	<b>11,451.57</b>
<b>Less : Tax expenses</b>		
Current tax - current year	2,558.49	2,621.04
- earlier period	(25.29)	46.30
Deferred tax (including MAT credit entitlement) - current year	519.61	504.20
- earlier period	-	(57.32)
<b>Profit after tax</b>	<b>2,511.47</b>	<b>8,337.35</b>
<b>Capital employed (Segment assets less Segment liabilities)</b>		
- Educational services and related activities	78,324.64	85,381.40
- Construction and leasing (for education)	42,370.02	43,094.94
- Training, Manpower and related activities	541.45	486.61
- Unallocable (net)	(42,291.54)	(51,189.03)
<b>Total capital employed in segments</b>	<b>78,944.57</b>	<b>77,773.92</b>
Less: Inter segment eliminations	31,866.45	34,659.36
<b>Total capital employed</b>	<b>47,078.12</b>	<b>43,114.56</b>

## Notes forming part of the Consolidated Financial Statements

	(₹ Lakhs)	
	31 March 2020	31 March 2019
<b>Capital expenditure</b>		
- Educational services and related activities	757.50	52,276.24
- Construction and leasing (for education)	650.80	1,565.66
- Training, Manpower and related activities	-	0.27
	<b>1,408.30</b>	<b>53,842.17</b>
<b>Depreciation</b>		
- Educational services and related activities	5,003.89	1,478.76
- Construction and leasing (for education)	1,406.62	1,309.74
- Training, Manpower and related activities	0.09	0.04
	<b>6,410.60</b>	<b>2,788.54</b>

### 50 Educational Infrastructure Projects under execution

During the previous year, the Group had taken lands at four locations on lease and has acquired land at one location for the purposes of setting up of educational infrastructures. The Group has also acquired development rights to develop a piece and parcel of land, from Taleem Research Foundation at Mumbai, to build educational infrastructure. This development right is acquired for 30 years w.e.f 1 January 2010 against a lump sum development fee of ₹/lakhs 10,500. The civil work for construction of all these educational infrastructures is in progress and are at different stages of construction.

### 51 Exceptional items

The Group had, during earlier years, given loan to a Trusts to support its business operations. On account of delays in recovery of the same (including interest accrued thereon), the Group has made provision of ₹/lakhs 3,114.65 against the loan receivable (including interest accrued thereon) during the year and disclosed the same as an 'Exceptional item'.

### 52 Financial Instruments

#### i) Financial risk management objective and policies

The group's principal financial liabilities, comprise loans and borrowings, trade and other payables, lease liabilities and other financial liabilities. The main purpose of these financial liabilities is to finance the group's operations. The group's principal financial assets include investments, loans, trade receivables, other receivables, cash and cash equivalents, other bank balances and other financial assets that derive directly from its operations.

The group is exposed to market risk, credit risk and liquidity risk. The group's management oversees the management of these risks.

#### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, other financial instruments.

#### 1) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair value of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that future cash flows of floating interest bearing investments will vary because of fluctuations in interest rates.

The group's exposure to the risk of changes in market interest rates relates primarily to the group's long-term loan from banks. Non-Redeemable Debentures and Intercorporate deposits carries fixed coupon rate and hence is not considered for calculation of interest rate sensitivity of the group.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the group's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:

	Increase / decrease in basis points	Effect on Profit before tax
As on 31 March 2020	+ 50 / - 50	124.45
As on 31 March 2019	+ 50 / - 50	160.71

## Notes forming part of the Consolidated Financial Statements

### 2) Foreign currency risk

The group enters into transactions in currency other than its functional currency and is therefore exposed to foreign currency risk. The group analyses currency risk as to which balances outstanding in currency other than the functional currency of that group. The management has taken a position not to hedge this currency risk.

The group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are not hedged considering the insignificant impact and period involved on such exposure.

The following table sets forth information relating to foreign currency exposure:

(₹ Lakhs)

Currency	Assets as at		Liabilities as at	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
United States Dollar (USD)	-	-	2.14	2.00
Arab Emirates Dirham (AED)	7.88	7.81	-	-

Foreign Currency sensitivity analysis

The following table demonstrates the sensitivity to a 10% increase / decrease in foreign currencies with all other variable held constant. The below impact on the group's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date.

(₹ Lakhs)

Currency	Sensitivity analysis			
	31 March 2020		31 March 2019	
	₹ decrease by 10%	₹ increase by 10%	₹ decrease by 10%	₹ increase by 10%
United States Dollar (USD)	0.21	(0.21)	0.20	(0.20)
Arab Emirates Dirham (AED)	(0.79)	0.79	(0.78)	0.78

### 3) Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers, deposits and loans given, investments and balances at bank. The group measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

Ageing of trade receivables

(₹ Lakhs)

	As at 31 March 2020	As at 31 March 2019
Trade Receivables (Unsecured)		
Over six months	12,447.59	3,911.20
Less than six months	6,017.24	12,488.69
<b>Total</b>	<b>18,464.83</b>	<b>16,399.89</b>

(₹ Lakhs)

	As at 31 March 2020	As at 31 March 2019
Movement in allowance for credit loss during the year was as follows :		
Opening Balance	11,146.06	417.90
Add :- Provided during the year	647.86	10,728.16
Less :- Reversal during the year	-	-
Balance as at	11,793.92	11,146.06
<b>Net Trade receivable</b>	<b>6,670.91</b>	<b>5,253.83</b>

Credit risk on cash and cash equivalents is limited as the group generally invest in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in liquid mutual fund units, non convertible debentures, certificates of deposit and other debt instruments.

## Notes forming part of the Consolidated Financial Statements

### b) Liquidity risk

Liquidity risk refers to the risk that the group cannot meet its financial obligations. The group's principal source of liquidity are cash and cash equivalents and the cash flow i.e. generated from operations. The group consistently generated strong cash flows from operations which together with the available cash and cash equivalents and current investment provides adequate liquidity in short terms as well in the long term.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2020

	(₹ Lakhs)		
	Less than 1 year	2 to 5th year	more than 5 years
Financial liabilities			
Trade payable and other financial liabilities	15,047.11	174.12	1,049.38
Borrowings*	4,384.66	27,412.60	-
Lease liabilities	2,281.71	6,572.75	-
<b>Total</b>	<b>21,713.48</b>	<b>34,159.47</b>	<b>1,049.38</b>

\* Current maturities of borrowings aggregating ₹/lakhs 5,129.35 from part of other financial liabilities hence the same is not consider separately in borrowings.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2019

	(₹ Lakhs)		
	Less than 1 year	2 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	14,316.02	174.12	1,324.08
Borrowings*	4,361.52	33,539.94	-
<b>Total</b>	<b>18,677.54</b>	<b>33,714.06</b>	<b>1,324.08</b>

\* Current maturities of borrowings aggregating ₹/lakhs 5265.86 from part of other financial liabilities hence the same is not consider separately in borrowings.

### ii) Capital Management

For the purpose of the group's capital management, capital includes issued capital and all other equity reserves. The group manages its capital structure to ensure that it will be able to continue as a going concern while maximising the return to the stakeholders.

The group monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

	(₹ Lakhs)	
	As at 31 March 2020	As at 31 March 2019
Gross Debt (inclusive long term and short term debt) *	31,797.26	37,901.46
Less: Cash and cash equivalents and Other Bank Balances	(1,553.04)	(2,743.86)
Net Debt	30,244.22	35,157.60
Total Equity	47,078.12	43,114.56
<b>Total Capital</b>	<b>77,322.34</b>	<b>78,272.16</b>
<b>Gearing ratio</b>	<b>39.11%</b>	<b>44.92%</b>

\* does not include current maturities of borrowings.



## Notes forming part of the Consolidated Financial Statements

### iii) Categories of financial instruments and fair value thereof

(₹ Lakhs)

Particulars	As at 31 March 2020		As at 31 March 2019	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>A) Financial assets</b>				
i) Measured at amortised cost				
Trade Receivables	6,670.91	6,670.91	5,253.83	5,253.83
Cash and cash equivalents and bank balances	1,553.04	1,553.04	2,743.86	2,743.86
Other financial assets	2,965.43	2,965.43	3,428.32	3,428.32
Loans and Advances	1,284.85	1,284.85	9,856.00	9,856.00
ii) Measured at Fair value through profit and loss account				
Non-Current Investments	0.34	0.34	0.34	0.34
Current Investment	1,051.94	1,051.94	211.44	211.44
<b>B) Financial liabilities</b>				
i) Measured at amortised cost				
Trade Payables	5,192.96	5,192.96	4,762.86	4,762.86
Borrowings (Non current)	27,412.60	27,412.60	33,539.94	33,539.94
Borrowings (Current)	4,384.66	4,384.66	4,361.52	4,361.52
Other Financial Liabilities	11,077.65	11,077.65	11,051.34	11,051.34

The management assessed that cash and cash equivalents and bank balances, trade receivables, other financial assets, certain investments, trade payables and other current liabilities approximate their fair value largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the year presented.

### (iv) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the group's assets and liabilities.

Quantitative disclosures of fair value measurement hierarchy for assets and liabilities as at 31 March 2020

(₹ Lakhs)

Financial assets	Fair Value as at		Fair Value Hierarchy	Valuation Technique(s) & key inputs used
	31 March 2020	31 March 2019		
Investment in Mutual funds	1,051.94	211.44	Level 1	Quoted in an active market
<b>Total</b>	<b>1,051.94</b>	<b>211.44</b>		

Investments measured at fair value are tabulated above. All other financial assets and liabilities at amortised cost are in Level 3 of fair value hierarchy.

The fair values of the financial assets and financial liabilities included in the level 1 categories above have been determined in accordance with quoted in active market.

## Notes forming part of the Consolidated Financial Statements

### 53 Acquisition of MT Educare Limited

During the previous year Company has acquired 3,19,64,200 shares @ 62.57 [including premium of Rs.52.57] through Share Subscription agreement and 1,07,36,973 Shares @ 72.76 [including premium of Rs. 62.76] through Open offer of "MT Educare Limited" and subsequently it has become subsidiary (extent of holding 59.12% ) of the company with effect from 25 May 2018.

The details of purchase consideration, the net assets acquired are as follows:

Particulars	(₹ Lakhs)
Net worth as on May 2018	20,048.57
Add: Brand of MT Educare Limited (as per valuation report)	1,095.00
Add: Brand Lakshya (as per valuation report)	595.10
Add: Robomate Content (as per valuation report)	1,513.70
Less: Goodwill on consolidation	1,627.52
Less: Other intangible assets	1,397.72
Less: Intangible assets under development	69.14
Less: Current asset	6,350.00
<b>Net asset taken over</b>	<b>13,807.99 (A)</b>
<b>Purchase Consideration</b>	
Market Value for Non Controlling interest @ 59.55 for shares 29083811	17,319.41
Consideration Paid by Zee Learn Limited (through Preferential and Equity Allotment)	27,812.22
<b>Total Fair Value of company</b>	<b>45,131.63 (B)</b>
<b>Goodwill</b>	<b>31,323.64 (B-A)</b>

### 54 Acquisition of Labh Ventures Private Limited

On 1 September 2018, the MT Educare Limited, subsidiary company purchased 100% shareholding of Labh Ventures India Private Limited by way of execution of Share Purchase Agreement. Accordingly, Labh Ventures India Private Limited has become wholly owned subsidiary of the MT Educare Limited. This acquisition is being accounted in accordance with the acquisition method as described under Ind AS 103 "Business Combinations".

The details of purchase consideration, the net assets acquired and bargain purchase are as follows:

Particulars	(₹ Lakhs)
(a) Property, plant and equipment	5,935.79
(b) Non-current investments	0.03
(c) Cash and cash equivalents	48.80
(d) Current Tax assets	67.33
(e) Other current assets	1.10
<b>Total Assets acquired (A)</b>	<b>6,053.05</b>
(a) Non current Borrowings	3,652.87
(b) Other current and non current financial liabilities	308.37
(c) Other current and non current liabilities	262.42
(d) Deferred tax liability	183.18
(d) Trade payables	0.72
<b>Total Liabilities acquired (B)</b>	<b>4,407.56</b>
<b>Net Asset(A-B)</b>	<b>1,645.49</b>
Purchase Consideration	1,628.00
<b>Bargain purchase (C)</b>	<b>17.49</b>

As the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as 'Capital Reserve'.

## Notes forming part of the Consolidated Financial Statements

### 55 Collateral / Security Pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the group are as under ;

	(₹ Lakhs)	
	31 March 2020	31 March 2019
Property, plant and equipment (includes Capital work in progress, Investment property, Investment property under development, Goodwill, Intangible assets and Intangible assets under development)	70,704.71	72,289.86
Inventories	1,769.93	1,314.48
Other current and non-current assets	24,724.02	29,012.72
<b>Total assets pledged</b>	<b>97,198.66</b>	<b>102,617.06</b>

### 56 Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

	(₹ Lakhs)					
	As at 31 March 2019	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2020
				Interest Accrued	Other Changes	
Long Term Borrowings (Including Current maturities)	33,539.94	5,755.00	(11,882.34)	-	-	27,412.60
Short Term Borrowings (For Bank, Financial Institution and intercorporate deposits etc.)	9,627.38	-	(766.31)	652.95	-	9,514.01
Dividend paid (including dividend distribution tax)	-	-	393.12	-	-	393.12

## Notes forming part of the Consolidated Financial Statements

### 57 Additional Information as required by Schedule III of the Companies Act 2013

(₹ Lakhs)

Name of the entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or loss	
	% of consolidated net assets	Amount	% of consolidated Profit	Amount
<b>I Parent -</b>				
Zee Learn Limited	42.53%	47,753.05	248.30%	6,861.91
<b>II Subsidiaries -</b>				
MT Educare Limited	13.36%	15,001.34	-164.45%	(4,544.60)
Digital Ventures Private Limited	29.02%	32,583.85	7.32%	202.38
Academia Edificio Private Limited	0.00%	(2.89)	-0.03%	(0.88)
Liberium Global Resources Private Limited	0.62%	701.14	8.85%	244.70
<b>Non Controlling Interest in subsidiaries</b>	<b>14.46%</b>	<b>16,231.25</b>	<b>0.00%</b>	<b>-</b>

(₹ Lakhs)

Name of the entity	Shares in Other Comprehensive Income		Share in Total Comprehensive Income	
	% of consolidated Profit	Amount	% of consolidated Profit	Amount
<b>I Parent -</b>				
Zee Learn Limited	27.50%	(13.45)	252.28%	6,848.46
<b>II Subsidiaries -</b>				
MT Educare Limited	73.35%	(35.89)	-168.74%	(4,580.49)
Digital Ventures Private Limited	-1.54%	0.75	7.48%	203.13
Academia Edificio Private Limited	0.00%	-	-0.03%	(0.88)
Liberium Global Resources Private Limited	0.70%	(0.34)	9.00%	244.36
<b>Non Controlling Interest in subsidiaries</b>	<b>0.00%</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>

Note: Net assets / Share of Profit of subsidiary are considered based on the respective audited standalone financial statements without considering eliminations / consolidation Ind As adjustments.

## Notes forming part of the Consolidated Financial Statements

### 58 Management fees

"During the quarter ended 30 September 2019, the MT Educare Limited a subsidiary of the company entered into contracts with a few education trusts to provide management services in respect of operation of their respective educational activities. Based on the scope of work and the corresponding consideration as laid out in the respective contracts, revenue of ₹/lakhs 910.00 from management services was recorded by the subsidiary company in the third quarter ended 31 December 2019. However, subsequently, on the requests of these Trusts, the "scope of work" and the basis of measurement of corresponding "consideration" have been renegotiated and redefined which are detailed in the addendums executed to the existing contracts. The new arrangement is applicable from retrospective effect (inception of the contracts). The change in the basis of measurement of revenue from management services has given rise to reversal of revenue recorded in the third quarter to the extent of ₹/lakhs 745.33. The reversal entry has been recorded in the fourth quarter ended 31 March 2020. The resultant management services revenue for the year, recorded in these financial statements aggregate ₹/lakhs 164.67.

### 59 Prior year comparatives

Previous year's figures have been regrouped / reclassified / rearranged wherever necessary to correspond with the current year's classifications / disclosures, figures in brackets pertain to previous year.



# Notice

**NOTICE** is hereby given that the Tenth Annual General Meeting of the members of **Zee Learn Limited** will be held on Wednesday, December 30, 2020 at 04.00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility to transact the following businesses:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company— on standalone and consolidated basis, for the financial year ended March 31, 2020 including the Balance Sheet as at March 31, 2020, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To appoint statutory auditors and fix their remuneration by passing following resolution, if thought fit, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to the appointment of M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants (Firm Registration No. 102860W/W100089) as Statutory Auditors of the Company, in place of retiring auditors M/s. MGB & Co. LLP., Chartered Accountants (Firm Registration No. 101169W/W-100035), for an initial term of Five (5) consecutive years, commencing from the Financial Year 2020-21 and to hold office from the conclusion of the 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held for the financial year 2024-25, at such remuneration and out of pocket expenses, as may be mutually agreed between Board of Directors and M/s. Ford Rhodes Parks & Co. LLP, with liberty to revise the said terms and conditions and remuneration.”

## **SPECIAL BUSINESS:**

3. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the members hereby ratify and confirm the remuneration of Rs. 55,000/- (Rupees Fifty-Five Thousand) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. Vaibhav P. Joshi, Cost Accountants (Firm Registration No. 101329) for

conduct of audit of the cost records of the Company for the financial year ending March 31, 2021 as recommended by the Audit Committee and approved by the Board of Directors.”

4. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for time being in force), Mr. Dattatraya Kelkar (DIN: 00118037), who was appointed as an Additional Director of the Company in the category of Independent Director by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee with effect from December 30, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature to the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retirement by rotation for a period of 3 (three) consecutive years up to December 29, 2022.”

5. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for time being in force), Ms. Nanette D’sa (DIN: 05261531), who was appointed as an Additional Director of the Company in the category of Independent Director by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee with effect from March 31, 2020 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature to the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retirement by rotation for a period of 3 (three) consecutive years up to March 30, 2023.”

**6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vikash Kumar Kar (DIN: 07418787), who was appointed as an Additional Director of the Company with effect from August 19, 2020, and who holds office up to the date of this Annual General Meeting of the Company, and who is eligible for being appointed and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 and other applicable rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for appointment of Mr. Vikash Kumar Kar (DIN: 07418787), as an Executive Director designated as Whole-Time Director ("WTD") of the Company, w.e.f. August 19, 2020 for a period of 5 (five) years on such terms and conditions and at such remuneration not exceeding 5% of Net Profits of the Company calculated as per Section 198 of the Act, as set out in the Explanatory Statement annexed hereto;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which shall be deemed to include any Committee constituted / to be constituted by the Board) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives, allowances and perquisites) payable to Mr. Vikash Kumar Kar during his tenure as WTD to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such variation, alteration, enhancement or widening shall not result in payment of remuneration in

excess of limits prescribed under the applicable law without obtaining requisite approvals;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/ modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

**8. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Surender Singh (DIN: 08206770), who was appointed as an Additional Director of the Company with effect from July 31, 2020 and whose term of office expires on the date of this Annual General Meeting and in respect of whom a notice is received in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing his candidature for office of Director, be and is hereby appointed as a Non-Independent Non- Executive Director of the Company whose term of office shall be liable to retire by rotation."

**9. To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013, read with rules thereunder, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations") and other applicable Regulations, if any, consent and approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any duly constituted Committee of the Directors including the Nomination and Remuneration Committee of the Board constituted to exercise its powers conferred under this resolution) to modify / reprice 82,70,157 outstanding stock options granted (whether vested or not but yet to be exercised) to option grantees, in one or more tranches under the Employees' Stock Option Scheme 2010 as amended in 2015 (hereinafter referred to as "the Scheme"), exercisable into not more than 82,70,157 fully paid-up equity shares of face value of Re. 1/- (Rupee one) each upon payment of the Exercise price ranging from Rs. 18.70 to Rs.42.20 per option, as under, to Rs.14.10 per option w.e.f. April 24, 2020 and as a consequence thereof and as connected therewith, extend the exercise period by four years from the date of shareholders approval.



Number of Outstanding Options	Exercise Price per option at the time of Grant (Rs.)
15,701	20.85
1,57,887	35.25
21,52,490	31.80
50,000	31.40
10,83,654	34.15
9,21,959	42.20
38,88,466	18.70

**RESOLVED FURTHER THAT** consent of the Members be and is hereby accorded for necessary amendment be made in the Scheme to give effect to implement the above mentioned resolution.

**RESOLVED FURTHER THAT** the exercise price for the 82,70,157 stock options proposed to be repriced be considered at Rs.14.10 per option being the closing price on a recognized Stock Exchange on which higher trading volume were transacted on the date immediately prior to the date of the Nomination and Remuneration Committee/Board meeting held on April 24, 2020, having considered the proposal for re-pricing.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter or amend the Scheme subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**10. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), Regulation 17 and such other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be necessary, the Independent Directors of the Company be paid, annually for a period of five (5) financial years commencing from the financial year ended March 31, 2021, commission up to an amount not exceeding one percent of the net profits of the Company computed in the manner referred to in Section 198 of the Act, in addition to the sitting fees for attending the meeting(s) of the Board of Directors of the Company or any Committee thereof, to be divided amongst the Directors aforesaid in such manner and subject to such ceiling as the Board of Directors of the Company may from time to time determine.”

By order of the Board

Prashant Parekh  
Company Secretary

Place : Mumbai  
Date : October 7, 2020

**Registered Office:**  
Continental Building,  
135, Dr. Annie Besant Road,  
Worli, Mumbai – 400 018  
CIN: L80301MH2010PLC198405  
E-mail : investor\_relations@zeelearn.com

**Notes:**

1. In view of the continuing COVID-19 Pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. The deemed venue for the Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is explained at Note No. 19 below.
2. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website [www.zeelearn.com](http://www.zeelearn.com); websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination cum Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first served principle.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director are also annexed.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, December 24, 2020 till Wednesday, December 30, 2020 (both days inclusive).
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. in case the shares are held by them in physical form. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Pvt. Ltd.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
- 11. Registration of email ID and Bank Account details:**  
In case the shareholder's email ID is already registered with the Company/ its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-Voting are being sent on the registered email address.  
  
In case the shareholder has not registered his/ her/ their email address with the Company/ its RTA/ Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:



**(i) In case Shares held in physical form:**

The Shareholders may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

OR

**(ii) In the case of Shares held in Demat mode:**

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

12. As per the provisions of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members holding shares in single name and physical form may send duly completed and signed nomination form to the Registrar and Share Transfer Agent. Members holding shares in dematerialised form may contact their respective Depository Participant/s.
13. Members who wish to obtain information on the Financial Statements for the year ended March 31, 2020, may send their queries at least seven days before the Annual General Meeting to the Compliance Officer & Company Secretary at the registered office of the Company or at email id [investor\\_relations@zeelearn.com](mailto:investor_relations@zeelearn.com).
14. All documents referred to in the accompanying Notice of the AGM and explanatory statement shall be open for inspection without any fee at the registered office of the Company during normal business hours on any working day upto and including the date of the AGM of the Company.
15. The notice is being sent to all Members, whose names appear in the Register of Members/Statement of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on December 4, 2020.
16. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with Notice.

**18. Instructions for voting through electronic means (e-voting)**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

- II. The Company has engaged the services of NSDL as the Agency to provide remote e-Voting facility and e-Voting during the AGM.
- III. Ms. Mita Sanghavi, Practicing Company Secretary (Membership No. FCS 7205, COP 6364) has been appointed as the Scrutinizer to scrutinize the e-Voting during the AGM and remote e-Voting in a fair and transparent manner.
- IV. The Results of voting will be declared within 48 hours from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Limited) and shall also be displayed on the Company's website [www.zeelearn.com](http://www.zeelearn.com) and NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- V. Voting rights of the Members for voting through remote e- Voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, December 23, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-Voting and voting during the AGM.
- VI. The remote e-Voting facility will be available during the following period:
  - a. Commencement of remote e-Voting: 09:00 A.M. (IST) on Sunday, December 27, 2020.
  - b. End of remote e-Voting: 05:00 P.M. (IST) on Tuesday, December 29, 2020.
  - c. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.
- VII. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e- Voting system during the AGM.
- VIII. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- IX. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning their demat account number/ folio number, PAN, name and registered address. However, if he/ she is already registered with NSDL for remote e-Voting then he / she can use his/ her existing User ID and password for casting the vote.



**X. Process and manner for Remote e-Voting and e-voting during the AGM:**

Members are requested to follow the below instructions to cast their vote through e-Voting:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting System

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

4. Your User ID details are given below :

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

a) For Members who hold shares in demat account with NSDL.

b) For Members who hold shares in demat account with CDSL.

c) For Members holding shares in Physical Form.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**Your User ID is:**

8 Character DP ID followed by 8 Digit Client ID  
For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*.

EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*.

**5. Your password details are given below:**

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c. How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned in the Notice for registering your email address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mita.sanghavi@yahoo.in](mailto:mita.sanghavi@yahoo.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**19. INSTRUCTIONS FOR MEMBERS TO ATTEND THE AGM THROUGH VC / OAVM ARE AS UNDER:**

1. Member will be able to attend the AGM through VC/OAVM provided by NSDL at <https://www.evoting.nsdl.com> under shareholders/members login by using their remote e-voting credentials and selecting the EVEN for Company’s AGM. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990.
7. Members seeking any information with regard to the annual accounts for 2019-20 or any business to be dealt at the AGM, are requested to send an e-mail on [investor\\_relations@zeelearn.com](mailto:investor_relations@zeelearn.com) on or before December 23 along with their name, DP ID and Client ID/ folio number, PAN and mobile number. The same will be replied by the Company suitably
8. Further, members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number, PAN and mobile number at [investor\\_relations@zeelearn.com](mailto:investor_relations@zeelearn.com) from December 21, 2020 to December 25, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No 2**

Section 139(2) of the Companies Act, 2013 (Act) states that no listed company shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. It further provides that an audit firm which has completed its two terms of five consecutive years, shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such terms.

M/s. MGB & Co. LLP, Chartered Accountants (Firm Registration No. 101169W/W-100035) were appointed as statutory auditors of the company, since inception i.e. from FY 2010-11 and at the 9th Annual General Meeting of the Company held on September 26, 2019, M/s. MGB & Co. LLP was re-appointed as the Statutory Auditors of the Company for the second and last term of 1(one) year i.e. for the financial year 2019-20, to hold office till the conclusion of the 10th Annual General Meeting to be held in the Financial Year 2020-21. Since M/s. MGB & Co. LLP will complete its two terms of five consecutive years as Statutory Auditors of the Company at this AGM, the Company is required to appoint a new auditor in place of retiring auditors from the Financial Year 2020-21.

In view of the above and pursuant to the recommendation of the Audit Committee, and subject to the approval of the shareholders, the Board of Directors of the Company at their meeting held on July 31, 2020, had approved the appointment of M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants (Firm Registration No. 102860W/W100089), as Statutory Auditors of the Company, in place of the outgoing Statutory Auditor, M/s. MGB

& Co. LLP, for the first term of five(5) consecutive years commencing from the Financial Year 2020-21, i.e. to hold office from the conclusion of the 10th Annual General Meeting of the Company to be held during the year 2020 till the conclusion of the 15th Annual General Meeting to be held during the Year 2025.

The Company has received written consent and certificate from the proposed statutory auditors stating that they satisfy the eligibility criteria provided under Section 141 of the Act read with the rules made thereunder and that the appointment, if approved by the members of the Company, shall be within the limits prescribed under the Companies Act, 2013, and confirming that they are not disqualified for such appointment pursuant to the applicable provision of the Act and rules made thereunder.

M/s. Ford Rhodes Parks & Co. LLP has confirmed that it has been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and it holds a valid certificate issued by Peer Review Board of ICAI.

In this respect, the members are requested to approve the appointment of M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for the first term of five (5) consecutive years commencing from the Financial Year 2020-21 till the Financial Year 2024-25 i.e to hold office from the conclusion of the 10th Annual General Meeting till the conclusion of 15th Annual General Meeting to be held in year 2025 and to fix their remuneration in this regard.

Pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Statutory Auditors proposed to be appointed is given below:

Particulars	Details
Category of Auditor	Statutory Auditor (Audit Firm)
Name of the Auditor or Auditor's Firm	M/s. Ford Rhodes Parks & Co. LLP
ICAI Firm Registration No.	102860W/W100089
Address	312/313, Sai Commercial Building, BKS Devshi Marg, Govandi, Mumbai 400088.
Number of Financial Year(s) to which appointment relates	5 (Five)
Period of account for which appointed	April 1, 2020 to March 31, 2025
Date of appointment made by Board of Directors	July 31, 2020
Proposed fees payable to the Statutory Auditors along with terms of appointment	The fees / remuneration of the Statutory Auditor shall be Rs. 17.00 Lakhs (plus out of pocket expenses on actual basis and applicable taxes) for the Financial Year 2020-21 for Statutory Audit, issue of audit reports, issue of limited review reports and services relating thereto, with liberty to revise the said terms and conditions and remuneration as may be mutually agreed between the Board of Director and Statutory Auditors. Aforesaid Audits and Reports shall include standalone and consolidated financial statements.

Particulars	Details
<p>In case of new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change</p>	<p>The fees payable to the new auditor for FY 2020-21 are same that were paid to the outgoing auditors.</p>
<p>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed</p>	<p>M/s. Ford Rhodes Parks &amp; Co. LLP was selected as Statutory Auditors after a comprehensive review process. The appointment of M/s. Ford Rhodes Parks &amp; Co. LLP was approved by the Board based on recommendations of the Audit Committee.</p> <p><b>Credentials:</b> Ford Rhodes Parks &amp; Co. LLP is a Chartered Accountancy firm incorporated in India in the year 1919 in association with Ford, Rhodes, Williams &amp; Co., of United Kingdom (UK), that was succeeded by Robson Rhodes of UK.</p> <p>Ford Rhodes Parks &amp; Co. LLP has been rendering Professional Services in India for more than 100 years. The firm is head quartered out of Mumbai with operations in major cities of India – Mumbai (Govandi and Parel), Bengaluru, Chennai, Hyderabad, Kolkata and a camp office at Coimbatore.</p> <p>The Firm has been carrying out professional services, since its inception, relating to Audit, Taxation, Corporate and Allied Laws and Management Consultancy Services to Indian corporate houses, Multinational Corporations, its branches and subsidiaries in India.</p>
<p>Your Board recommends the ordinary resolution as set out in Item No. 2 for approval of Members.</p>	<p>their relatives is in any way concerned or interested in this ordinary resolution set out in Item no. 3.</p>
<p>None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no. 2.</p>	<p><b>Item No. 4</b></p> <p>Based on the recommendation of the Nomination &amp; Remuneration Committee of the Board and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Mr. Dattatraya Kelkar (DIN 00118037) as an Additional Director of the Company, in the category of Independent Director with effect from December 30, 2019. Pursuant to Section 161(1) of the Companies Act, 2013 ('Act'), Mr. Dattatraya Kelkar holds office till the date of this Annual General Meeting.</p>
<p><b>Item No. 3</b></p> <p>The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s. Vaibhav P. Joshi, Cost Accountants (Firm Registration No. 101329) to conduct the audit of the cost records of the Company relating to its Education Services for the Financial Year ending March 31, 2020 on a remuneration of Rs. 55,000/- (Rupees Fifty-Five Thousand) plus applicable taxes and reimbursement of out of pocket expenses.</p> <p>In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.</p> <p>Accordingly, consent of the members is sought by passing an ordinary resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2021.</p> <p>Your Board recommends the ordinary resolution as set out in Item No. 3 for approval of Members.</p> <p>None of the Directors and /or Key Managerial Personnel of the Company or</p>	<p>In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members.</p> <p>Mr. Dattatraya Kelkar has consented to act as Independent Director and has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received notice in writing from Member of the Company under Section 160 of the Act proposing the candidature of Mr. Dattatraya Kelkar for the office of Director of the Company. The Company has also received declarations from Mr. Dattatraya Kelkar stating that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").</p> <p>In the opinion of the Board, Mr. Dattatraya Kelkar who is proposed to be appointed as an Independent Director of the Company for the period of 3</p>



consecutive years up to December 29, 2022 fulfils the conditions in the Act and Rules made thereunder and is Independent of the management of the Company. A copy of the letter of appointment of Mr. Dattatraya Kelkar as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days.

Brief profile and other details of Mr. Dattatraya Kelkar are provided in the Annexure to the Notice pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on the General Meeting issued by the Institute of Company Secretaries of India.

Mr. Dattatraya Kelkar shall be paid remuneration by way of Sitting Fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board; reimbursement of expenses incurred for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 4 of the Notice for approval by the members.

None of the other Directors and/or Key Managerial Personnel of the Company or their relatives except Mr. Dattatraya Kelkar (whose appointment is proposed in this resolution) are, in any way, concerned or interested, financially or otherwise in this resolution.

#### Item No. 5

Based on the recommendation of the Nomination & Remuneration Committee of the Board and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Ms. Nanette D'sa (DIN 05261531) as an Additional Director of the Company, in the category of Independent Director with effect from March 31, 2020. Pursuant to Section 161(1) of the Companies Act, 2013 ('Act'), Ms. Nanette D'sa holds office till the date of this Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members.

Ms. Nanette D'sa has consented to act as Independent Director and has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received notice in writing from Member of the Company under Section 160 of the Act proposing the candidature of Ms. Nanette D'sa for the office of Director of the Company. The Company has also received declarations from Ms. Nanette D'sa stating that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Ms. Nanette D'sa who is proposed to be appointed as an Independent Director of the Company for the period of 3 consecutive

years up to March 30, 2023 fulfils the conditions specified in the Act and Rules made thereunder and is Independent of the management of the Company. A copy of the letter of appointment of Ms. Nanette D'sa as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days.

Brief profile and other details of Ms. Nanette D'sa are provided in the Annexure to the Notice pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on the General Meeting issued by the Institute of Company Secretaries of India.

Ms. Nanette D'sa shall be paid remuneration by way of Sitting Fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 5 of the Notice for approval by the members.

None of the other Directors and / or Key Managerial Personnel of the Company or their relatives except Ms. Nanette D'sa (whose appointment is proposed in this resolution) are, in any way, concerned or interested, financially or otherwise in this resolution.

#### Item No. 6 and 7

Based on the recommendation of Nomination and Remuneration Committee of the Board, Mr. Vikash Kumar Kar, Chief Human Resource Officer of the Company was elevated and appointed as Chief Executive Officer (CEO) of the Company at the meeting of the Board of Directors held on April 24, 2020.

Further, pursuant to provisions of Section 152 of the Companies Act 2013 ("the Act"), the Board of Directors of the Company basis the recommendation of the Nomination and Remuneration Committee of the Board, approved the appointment of Mr. Vikash Kumar Kar (DIN 07418787), as an Additional Director on the Board of the Company, with effect from August 19, 2020, liable to retire by rotation. He was also appointed as the Executive Director designed as Whole-Time Director of the Company for a period of five years with effect from August 19, 2020, subject to approval of the Members at the Annual General Meeting.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder Mr. Vikash Kumar Kar holds office upto the date of this Annual General Meeting and is eligible to be appointed as a Director of the Company. The Company has received his consent to act as a Director and declaration in the specified form that he is not disqualified from being appointed as a Director of the Company. The Company has also received notice in writing from a member under Section 160 of the Act proposing his candidature for office of Director of the Company.



Mr. Vikash Kumar Kar will continue to draw the same remuneration as payable to him as CEO post his appointment as Executive Director designated as Whole-Time Director. The proposed remuneration payable to Mr. Vikash Kumar Kar, as Whole-Time Director of the Company shall be within the limit of 5% of net profit as prescribed under Section 197 of Companies Act, 2013 read with Schedule V.

The terms and conditions for appointment of Mr. Vikash Kumar Kar are proposed keeping in line with the objective of attracting and retaining professional with expertise and high competence on the Board.

The material terms of appointment and remuneration are given below:

**a) Basic Salary:** The Basic Salary of Mr. Vikash Kumar Kar shall be Rs. 1,57,500 per month with the authority to the Board of Directors to determine any increments from time to time during the term of his appointment as per the recommendations of the Nomination and Remuneration Committee.

**b) Allowance, Perquisites and other items**

In addition to the basic salary, Mr. Vikash Kumar Kar shall be entitled to:

(i) Allowances as per rules of the Company including Personal Allowance, City Compensatory Allowance, House Rent Allowance, Children Education Allowance etc. which in the aggregate shall not be exceeding Rs. 1,03,384/- per month, with an authority to the Board of Directors to determine any increase from time to time as recommended by the Nomination and Remuneration Committee.

(ii) Perquisites as per rules of the Company including Club fees, Personnel accident, Medical insurance, Life insurance, Company provided housing, meal & gift vouchers, use of chauffeur driven company car, company provided communication & IT equipment, telecommunication facilities at residence etc. He will also be entitled to travel, boarding and lodging for business purposes as per company's applicable rules. As Executive Director or otherwise, he shall be eligible to such number of stock options as may be granted and recommended by the Nomination and Remuneration Committee from time to time which will be over and above stock options already granted earlier. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost;

(iii) Other Perquisites, Allowances and Reimbursements like Books & periodicals, Uniform, Entertainment, Car / Driver / Maintenance / related costs, Communication, White Goods, Professional Development, Leave Travel, Medical reimbursement etc. as per the policy of the Company.

(iv) Company's contribution to Provident fund, Gratuity, Leave encashment, Superannuation, National Pension Scheme etc. as per the rules of the Company; and

(v) Variable Pay as approved by the Board based on the recommendation of the Nomination and Remuneration Committee.

**Other Terms:**

Mr. Vikash Kumar Kar shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

Further details relating to Mr. Vikash Kumar Kar including his qualifications, other Directorships, membership of Committees of other Boards are given in Annexure forming part of this Notice. This explanatory statement together with the accompanying Notice and annexure thereto may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India.

The Board of Directors is of the opinion that Mr. Vikash Kumar Kar brings in significant experience which will play an important role to guide and manage the day to day affairs of the Company and considering his vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.6 &7 of this Notice relating to his appointment as an Executive Director designated as Whole-Time Director, liable to retire by rotation as Ordinary Resolution for approval of Shareholder.

None of the other Directors and/or Key Managerial Personnel of the Company or their relatives except Ms. Vikash Kumar Kar (whose appointment is proposed in this resolution) are, in any way, concerned or interested, financially or otherwise in this resolution.

**Item No. 8**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Surender Singh (DIN 08206770) as an Additional Director in the category of Non-Executive Non Independent Director with effect from July 31, 2020. Pursuant to Section 161(1) of the Companies Act, 2013 ('Act'), Mr. Surender Singh holds office till the date of this Annual General Meeting.

Mr. Surender Singh, being eligible has offered himself for appointment as a Director. The Company has also received notice in writing from Member of the Company under Section 160 of the Act proposing the candidature of Mr. Surender Singh for the office of Director of the Company.

Brief profile and other details of Mr. Surender Singh are provided in the Annexure to the Notice pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on the General Meeting issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 8 of the Notice for approval by the members.

None of the other Directors and/or Key Managerial Personnel of the Company or their relatives except Ms. Surender Singh (whose appointment is proposed in this resolution) are, in any way, concerned or interested, financially or otherwise in this resolution.

**Item No. 9**

Your Company had in accordance with the approval granted by the Shareholders vide resolution passed on October 13, 2010 and October 28, 2015, instituted an Employees Stock Option Scheme 2010, as amended in 2015 (Scheme).

As per the said Scheme, the Board was authorized to grant up to maximum 1,60,07,451 Stock Options (equivalent to 5% of Paid-up Capital) as on October 28, 2015. Accordingly, the Board had from time to time granted options at different exercise prices. An aggregate of 82,70,157 Stock Options (convertible into equivalent number of equity shares) were outstanding, which were issued from time to time at various exercise price (linked to market price of the Shares of the company on Stock Exchanges) ranging from Rs. 18.70 to Rs. 42.20.

Due to inherent volatility in the stock market and fall in the market price of the Equity Shares of the Company, the outstanding options (i.e. options granted, whether vested or not but yet to be exercised) have become unattractive. As a result, the option grantees may not derive any benefit out of the options granted to them.

In view of this, the Nomination and Remuneration Committee (NRC) of the Board at the meeting held on April 24, 2020, w.e.f. the same date, recommended re-pricing of 82,70,157 outstanding Stock Options issued from time to time at Exercise price in the range of Rs. 18.70 to 42.20 per Option, to Rs. 14.10 per Option, being last closing market price of the equity shares of the Company on the recognized Stock Exchange where the volume and turnover is high on April 23, 2020. Further with a view to enable option grantee to exercise their Options, it is proposed to extend the exercise period by four years from the date of shareholders' approval for re-pricing.

As per Regulation 7 of SEBI (Share Based Employee Benefits) Regulations, 2014, the Company can vary the terms of ESOP Scheme and/or re-price Stock options granted, subject to approval of Shareholders by way of Special Resolution.

Considering that the proposed re-pricing of outstanding Stock Options would be beneficial to the Option grantees and will be in line with the intent of the Scheme, your Board recommends the Special Resolution set out at Item no. 9 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of the Stock Options granted to them under the ESOP Scheme and to the extent of their Shareholding in the Company.

**Item No. 10**

Shareholders of the Company had vide resolution passed on December 18, 2015 approved payment of Commission of up to 1% of the Net Profits of the Company to Independent Directors for a period of 5 financial years commencing from March 31, 2016. The said commission was in addition to the sitting fees payable to the Directors for attending the meeting of the Board of Directors of the Company or any Committee thereof. With the focus on Corporate Governance, the roles and responsibilities of Independent Directors have undergone significant changes demanding greater involvement in the supervision of the Company. It is therefore desirable that the compensation payable to the Independent Directors should be reasonably adequate to attract independent professionals to guide the Company. It is therefore proposed that the Independent Directors be paid Commission upto 1% of Net Profits of the Company for a period of five financial years commencing from financial year ended March 31, 2021.

Such commission would be in addition to the sitting fees for attending the Meetings of the Board or any Committee thereof. In accordance with the provisions of Section 197 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of remuneration by way of Commission to Independent Directors of the Company, in addition to sitting fees, shall require approval of the Members.

Your Board recommends the ordinary resolution as detailed in Item No. 10 for your approval.

**Annexure to the Notice dated October 7, 2020**

**Details of Directors seeking Appointment/Re-appointment at the 10th AGM to be held on December 30, 2020.**

**(Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting)**

Name of Director	Mr. Dattatraya Kelkar
DIN	00118037
Age	67
Date of First Appointment on the Board	December 30, 2019
Qualification	BA, MA (PM & LW) - TISS, LLB
Experience and Expertise	Mr. Kelkar has his own business in the fields of real estate, manufacturing and trading and was earlier associated as a Director in real estate venture of Kirloskar Group. He was also a visiting faculty for teaching Industrial Relations at the Karve Institute of Social Sciences and University of Pune.
No. of Equity shares held in the Company	Nil
Terms and Conditions of Appointment	As per resolution set out in Item No. 4 of the Notice convening the AGM read with explanatory statement
Last drawn Remuneration	For details of remuneration please refer Corporate Governance Report
Remuneration proposed to be paid	Sitting fees and commission in accordance with provisions of applicable laws
Number of Board Meeting attended during the financial year 2019-20	1
Directorship held in other public companies (excluding Private and Section 8 Companies) as on March 31, 2020	MT Educare Limited
Membership/Chairmanship held in committees of other public companies (excluding Private and Section 8 Companies) as on March 31, 2020	MT Educare Limited Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member Stakeholders Relationship Committee - Member
Relationship with any other Directors / Key Managerial Personnel	None



Name of Director	Ms. Nenette D'sa
DIN	05261531
Age	65
Date of First Appointment on the Board	March 31, 2020
Qualification	- EDP from Northwestern University, USA and - Masters in Marketing Management from NMIMS
Experience and Expertise	Ms. Nanette D'sa has approx. 3 decades of rich experience in Academics, Business, Marketing, Branding, Franchising and Licensing with leadership roles in organizations she has worked with including the Education sector. She has been recognized as an Achiever for marketing, licensing and franchising with several awards and has been associated with international brands like Disney, Mattel, Star TV and leading Indian brands, Pre-schools with Brainworks (a Kangaroo Kids associated company) and Sanjeev Kapoor Restaurants.
No. of Equity shares held in the Company	Nil
Terms and Conditions of Appointment	As per resolution set out in Item No. 5 of the Notice convening the AGM read with explanatory statement
Last drawn Remuneration	For details of remuneration please refer Corporate Governance Report
Remuneration proposed to be paid	Sitting fees and commission in accordance with provisions of applicable laws
Number of Board Meeting attended during the financial year 2019-20	-
Directorship held in other public companies (excluding Private and Section 8 Companies) as on March 31, 2020	MT Educare Limited Vidli Restaurants Limited
Membership/Chairmanship held in committees of other public companies (excluding Private and Section 8 Companies) as on March 31, 2020	MT Educare Limited Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member Stakeholders Relationship Committee – Member  Vidli Restautants Limited Audit Committee – Chairman Nomination and Remuneration Committee - Member
Relationship with any other Directors / Key Managerial Personnel	None



Name of Director	Mr. Vikash Kumar Kar
DIN	07418787
Age	41
Date of First Appointment on the Board	August 19, 2020
Qualification	B.Sc, MBA
Experience and Expertise	Mr. Vikash Kumar Kar is a senior Human Resources and Business professional. He is a business management graduate with 19 years of professional experience in conceptualizing and integrating best in class practices to facilitate building a sustainable high-performance organization. He has extensive HR generalist experience with leading multinationals and Indian organizations in a variety of industries including Pharmaceuticals, Manufacturing, Financial Technology, Educational Services and Staffing. He has significant experience in successfully partnering multi-functional and cross cultural business teams to deliver growth.
	In his current role he is a member of the Senior Leadership of the Zee Learn Limited in the capacity of Chief Human Resources Officer of the company and its associated entities; Zee Learn is India's leading diversified Education Company with its network having multiple offerings from Pre K, K12, Higher Education, Test Prep, Tutorials, Vocational, Skilling, Manpower & Training and Digital Education. He also serves as the Director and Business Head of Liberium Global Services, the Manpower Services venture of Zee Learn.
	Prior to joining Zee Learn, Vikash's employment history includes working with MSCI India, BP Ergo Limited (now HNI Office India Limited), Wyeth Limited (a Pfizer company) and Famy Care Limited.
No. of Equity shares held in the Company	Nil
Terms and Conditions of Appointment	as per resolution set out in Item No. 6 & 7 of the Notice convening this AGM read with explanatory statement
Last drawn Remuneration	NA
Remuneration proposed to be paid	as per resolution set out in Item No. 6 & 7 of the Notice convening this AGM read with explanatory statement
Number of Board Meeting attended during the financial year 2019-20	NA
Directorship held in other public companies (excluding Private and Section 8 Companies) as on March 31, 2020	Nil
Membership/Chairmanship held in committees of other public companies (excluding Private and Section 8 Companies) as on March 31, 2020	Nil
Relationship with any other Directors / Key Managerial Personnel	None





Name of Director	Mr. Surender Singh
DIN	08206770
Age	64
Date of First Appointment on the Board	July 31, 2020
Qualification	-BA (Hons) in Political Science -MA in History
Experience and Expertise	<p>Mr. Surender Singh is a retired IPS with experience in all matters pertaining to Security management including cyber security and forensic; risk analysis; data analysis; intelligence; security audit; protection of intellectual property and people/asset management.</p> <p>Apart from the education qualification mentioned above and after graduating from the National Police Academy, Hyderabad, Mr. Singh had attended many courses / development programs including inter alia Course of Indian Revenue Services – Income Tax, Basic Course at Civil Defence and Fire Service, Management Development Program at Indian Institute of Public Administration, Overseas Command Course at Wakefield, UK; Major Case Management Course at Washington DC under the aegis of Federal Bureau of Investigation (FBI) etc.</p> <p>Mr. Surender Singh had an illustrious career of over three decades in Indian Police Services (IPS), including inter alia as</p> <ul style="list-style-type: none"> <li>• Head/ Joint Director/ Additional Director/ Special Director of Intelligence Bureau;</li> <li>• First Secretary (Consular) in the High Commission of India at Dhaka-Bangladesh;</li> <li>• Director General of CISF etc.</li> </ul>
No. of Equity shares held in the Company	Nil
Terms and Conditions of Appointment	as per resolution set out in Item No. 8 of the Notice convening this AGM read with explanatory statement
Last drawn Remuneration	NA
Remuneration proposed to be paid	Sitting fees in accordance with provisions of applicable laws
Number of Board Meeting attended during the financial year 2019-20	-
Directorship held in other public companies (excluding Private and Section 8 Companies) as on March 31, 2020	MT Educare Limited Zee Media Corporation Limited
Membership/Chairmanship held in committees of other public companies (excluding Private and Section 8 Companies) as on March 31, 2020	Nil
Relationship with any other Directors / Key Managerial Personnel	None

Place : Mumbai  
Date : October 7, 2020

**Registered Office:**  
Continental Building, 135, Dr. Annie Besant Road,  
Worli, Mumbai – 400 018  
CIN: L80301MH2010PLC198405 | E-mail : investor\_relations@zeelearn.com

By order of the Board

Prashant Parekh  
Company Secretary

## ZEE LEARN LIMITED

CIN: L80301MH2010PLC198405

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