Empowering Minds. Creating Opportunities.

To
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

To
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra, (E), Mumbai – 400 051

Scrip Code: 540403, Scrip Symbol: CLEDUCATE
ISIN: INE201M01011

Sub.: <u>Annual Report for the Financial Year 2019-20 and Notice of 24th Annual General Meeting</u>

Ref.: <u>Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</u>

Dear Ma'am/Sir(s),

With reference to the captioned subject we wish to inform you that the 24th Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, September 30, 2020 at 11:00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in compliance with the General Circulars dated April 08, 2020; April 13, 2020; and May 05, 2020, issued by the Ministry of Corporate Affairs and the SEBI Circular dated May 12, 2020, to transact the Businesses as set out in the Notice convening AGM.

Further, pursuant to Regulation 34 read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the soft copy of the Annual Report along with the Notice of 24th AGM of the Company for the Financial Year 2019-20, which are sent to the shareholders through electronic mode on September 08, 2020.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting services to its members at 24th AGM through electronic voting platform of Kfin Technologies Private Limited. **The remote e-voting period will commence on Sunday, September 27, 2020 at 09:00 A.M. and will end on Tuesday, September 29, 2020 at 05:00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. September 23, 2020, may cast their vote electronically. The facility for voting through electronic voting system shall also be made available during the AGM and the members participating in AGM through VC/OAVM, who have not already cast their vote by remote e-voting shall be able to exercise their voting rights during the AGM.

The Annual Report along with the Notice of the AGM is also available on the website of the Company at www.cleducate.com.

CL EDUCATE LTD

CL EDUCATE LIMITED
Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003
Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044
www.cleducate.com
compliance@cleducate.com
+91-11-41281100/0800 +91-11-41281101
CIN: L74899HR1996PLC076897

This is for your information and record.

Thanking you,

For CL Educate Limited

Rachna Sharma
Company Secretary & Compliance Officer
ICSI M. No.: A17780

Place: New Delhi
Date: September 08, 2020

THE NEXT 25 YEARS

ANNUAL REPORT 2019 - 20

CONTENTS

Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

CORPORATE **INFORMATION**

Board of Directors (as on March 31, 2020)

Mr. Satya Narayanan R
Chairman of the Board & Executive Director

Mr. Gautam Puri
Vice-Chairman & Managing Director

Mr. Nikhil Mahajan
Executive Director & Group CEO Enterprise Business

Mr. Viraj Tyagi
Non-Executive Independent Director

Ms. Madhumita Ganguli
Non-Executive Independent Director

Mr. Girish Shivani
Non-Executive Independent Director

Mr. Imran Jafar
Non-Executive Non-Independent Director

Mr. Sanjay Tapriya
Additional (Non-Executive Independent) Director

Board Committees

Audit Committee

Mr. Girish Shivani
Chairman

Mr. Viraj Tyagi
Member

Ms. Madhumita Ganguli
Member

Nomination, Remuneration & Compensation Committee

Mr. Viraj Tyagi
Chairman

Mr. Girish Shivani
Member

Mr. Imran Jafar
Member

CSR Committee

Mr. Girish Shivani
Chairman

Mr. Satya Narayanan R
Member

Mr. Gautam Puri
Member

Stakeholders Relationship Committee

Mr. Girish Shivani
Chairman

Mr. Gautam Puri
Member

Mr. Nikhil Mahajan
Member

Share Transfer Committee

Mr. Satya Narayanan R
Chairman

Mr. Gautam Puri
Member

Mr. Nikhil Mahajan
Member

Chief Financial Officer

Mr. Arjun Wadhwa

Company Secretary and Compliance Officer

Ms. Rachna Sharma

Bankers
HDFC Bank, ICICI Bank, Kotak Mahindra Bank, RBL Bank, State Bank of India, IndusInd Bank, WellsFargo, OCBC

Corporate Office
A-45, First Floor, Mohan Co-operative Industrial Estate,
New Delhi – 110044, India
Tel: +91 (11) 4128 1100, Fax: +91 (11) 4128 1101

Registered Office
Plot No.9A, Sector-27A, Mathura Road, Faridabad,
Haryana – 121003, India
Tel: +91 129-2273242
Email: compliance@cleducate.com
Website: www.cleducate.com

CHAIRMAN'S Message

The First 25 Years

Congratulations to you for the first 25 years of your company, and for her committed service to society through education.

Way back in 1995, Career Launcher, in her very idea or seed, was an experiment of audacity. It was an attempt to eke out an eternity out of the ephemeral. I used to find the thought of transacting my life for a monthly salary an enervating one. It instantly robbed me of my energy, and tagged me as a purpose-less mercenary. I wanted to do something that will outlast me in multiple ways—name, existence, utility to society, livelihood; as well as wealth creation for many, and so on. Career Launcher was a fortuitous offspring of that deep internal seed meeting the generous society that always welcomes creativity fired by purposefulness.

In a blink, CL is 25 years old! This is a very important moment to pause and celebrate this feat. Not all entrepreneurs, founding teams are fortunate enough to see their efforts grow into an organization. CL has not only done that but has also gone on to achieve some remarkable milestones. Becoming a household brand that is respected and reckoned with in large geographies is no mean feat. Going on to list your company on the stock exchanges is written in the fate of a minuscule percentage of entrepreneurs. Reinventing yourself every time there is a crisis; and staying relevant, is not a very often-seen phenomenon. CL has done all of these.

Most importantly, CL Educate has stayed young, foolish, and hungry, as she takes guard for the next 25 years.

Towards a better Return on Capital

Your company has made a number of nimble changes over the past year and a half towards providing better shareholder value. Specifically, we have stayed clear of capital intensive lines of business, choosing to focus more on technology-enabled, asset-light businesses. We have been attempting to exit legacy businesses like Vocational and K-12 schools, and increase our focus on Digital as a medium for our other lines of business – be it test-prep, skill-building or marketing services. We initiated the merger process for related businesses that we acquired or that have grown well organically, in the previous financial year, and this year, we have lightened our balance sheet further by taking prudent write-offs in the aforementioned discontinued business lines. In addition to making our financials easier to decipher, it ensures that going forward, our financial statements will predominantly reflect active business lines; and not be weighed down by our past. This one-time exercise of write-offs has resulted in an accounting loss (no cash impact) in the current financials, however, our Business EBITDA (adjusted for one-time write-offs) continues to be healthy despite recent global events, and would have shown significant growth had it not been for the

Pandemic.

COVID-19: The Watershed Event

Your company has witnessed the dotcom bubble, the Y2K panic, and the South East Asia crisis. These events that played out in the last 20 years washed away many a 'hyperbole' and 'poster' companies across the globe, including in India. These occasions also led to some less-fancied entities, start-ups, and organizations emerge as winners for the next phase. CL Educate is counted among the men who got separated from the boys during each such crisis!

COVID-19 is going to be no exception, in my view. The last quarter of the Financial Year 2020 began to see the impact of COVID in parts of geographies and businesses. It was a full-blown crisis by the time we entered March 2020. The financial impact of the same is evidenced in the numbers for the year. But that was just a start.

As I write this piece, COVID-19 has had the entire world in her grip for over 100 days. Dozens of billion-dollar—as well as 100-year-legacy—companies have disappeared in that period. The businesses have got categorized into two simple baskets: Touch and Non-touch. While the former has come to a grinding halt, and is yet to see any sign of forward movement, the latter could convert this situation into an unprecedented opportunity provided they were ready for it.

CL's Response to COVID: The Outlook

Our preparedness and agility proved to be a boon yet again. Our Digital business has become the engine of growth on both sides: consumer and enterprise. The offline teams too pivoted to minimize the damage that, otherwise, could have meant a certain death.

The organization, structure, strategies, KPIs, roles, GTM timelines, and the product plan for the future have all been rapidly—and painstakingly—transformed to respond to the COVID-19 realities. As you know, these are stuff of case studies at a business school and cool topics to discuss. However, what it takes to conjure those up, while meeting the day-to-day business activities, is something to be experienced.

In short, it takes a yogic detachment, if you will. I would like to congratulate the entire CL Educate team, including Kestone and Career Launcher Groups, for the spirit, doggedness, and agility shown in the current situation.

I believe that CL Educate will emerge stronger than ever before to be counted among the most formidable EdTech companies of the coming decade. There is a certain shrinkage in the topline that we will witness. However, we will be sturdier on a bunch of KPIs that are critical in the new and altered digital era; without giving a short shrift to the fundamentals of business, i.e., profitability and sustainable growth. CL holds this as an important part of her approach to building shareholder wealth.

I look forward to the future with as much trepidation and excitement as I felt when CL was incorporated in 1995. Our team is still a start-up that is imagining herself celebrating her 50th year in 2045! The batons shall have passed on long before that exciting day. I also always believe that it is important to visualize the future; and then work towards making it a reality. Today, we are rededicating ourselves to the next 25 years of commitment and service to the society through education. Shareholder wealth will have taken care of itself when we do justice to all the stakeholders that are important to our purpose and journey. Most importantly, the Learner. Across the globe!

Satya Narayanan R

Financial **Highlights**

STANDALONE (₹ In Lakhs)

Particulars	FY 2020	FY 2019	FY 2018
Total Income	17,756.80	18,511.80	16,865.63
EBITDA	501.73	2,444.97	893.98
EBITDA Margin (%)	2.8%	13.2%	5.3%
Adjusted EBITDA	2,503.54	2,444.99	893.98
Adjusted EBITDA Margin (%)	14.1%	13.2%	5.3%
Exceptional Item	4,150.05	-	-
PBT	(5,283.52)	1,208.07	(136.25)
PAT	(5,317.35)	980.12	(198.59)
Adjusted PAT	651.25	833.57	(198.59)
Basic EPS (In ₹)	(37.54)	6.92	(1.40)
Net Worth	29,726.75	35,203.16	34,388.17

CONSOLIDATED (₹ In Lakhs)

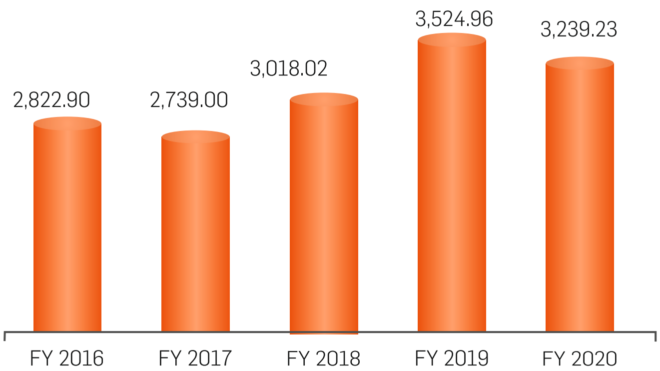
Particulars	FY 2020	FY 2019	FY 2018
Total Income	32,392.27	35,249.61	30,180.20
EBITDA	863.78	4,017.18	2,280.12
EBITDA Margin (%)	2.7%	11.4%	7.6%
Adjusted EBITDA	3,728.82	4,249.60	2,280.12
Adjusted EBITDA Margin (%)	11.5%	12.1%	7.6%
Exceptional Item	4,150.05		
PBT	(5,527.68)	2,448.97	790.61
PAT	(5,305.80)	1,997.63	573.94
Adjusted PAT	1,282.87	2,076.91	573.94
Basic EPS (In ₹) - Continued & Discontinued Operations	(37.46)	14.10	4.05
Net Worth	28,338.88	33,827.30	32,339.18

SEGMENT REVENUE MIX (₹ In Lakhs)

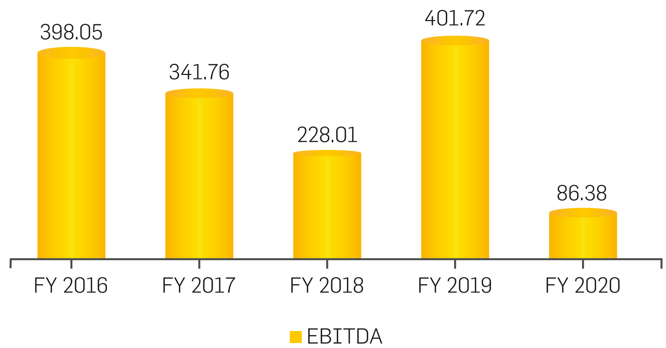
Consumer		FY 2020	FY 2019	FY 2018
Consumer		17,302.30	19,453.26	20,209.29
	Consumer Test Prep	17,458.58	18,208.02	15,826.82
	Consumer Publishing	(156.28)	1,245.24	4,382.47
Enterprise		13,536.84	14,445.14	11,963.56
	Enterprise Corporate	11,535.06	12,600.30	10,196.43
	Enterprise Institutional	2,001.78	1,844.84	1,767.13
Others		29.19	27.55	13.09
Inter-segment Revenue		-	-	(3,296.97)
Total Revenue from Operations		**30,868.33**	**33,925.95**	**28,888.97**

CL EDUCATE CONSOLIDATED KEY FINANCIALS IN CHARTS

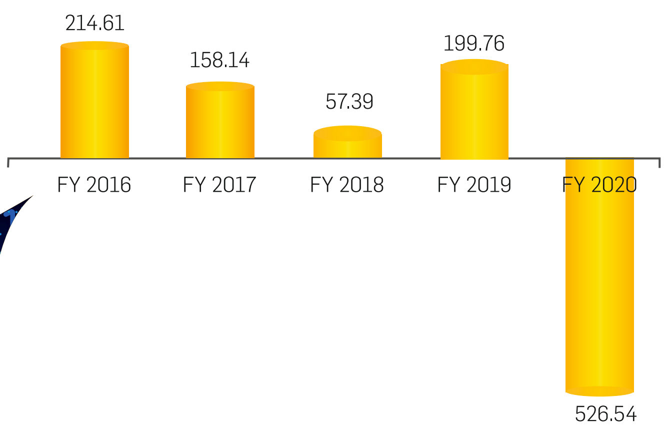
Total Income (₹ in Mn)



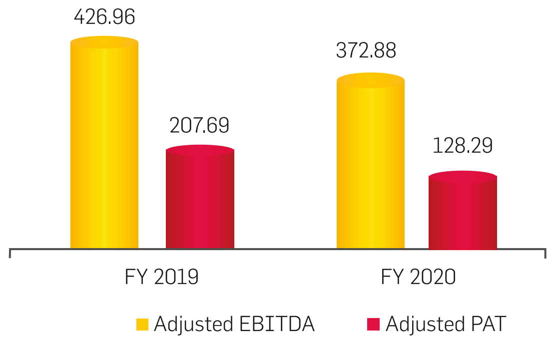
EBITDA (₹ in Mn)



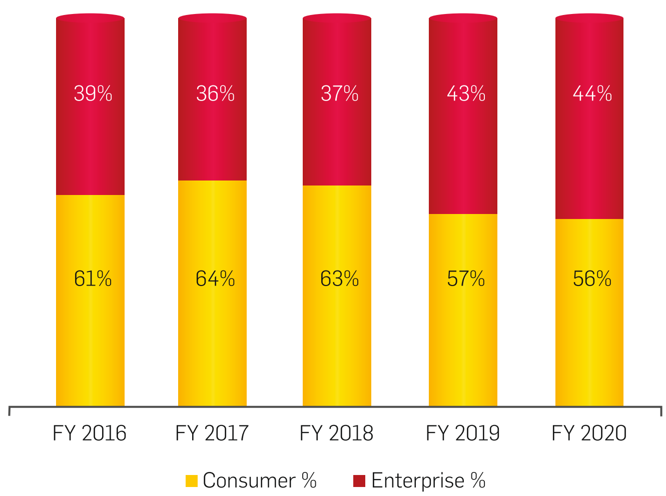
PAT (₹ In Mn)



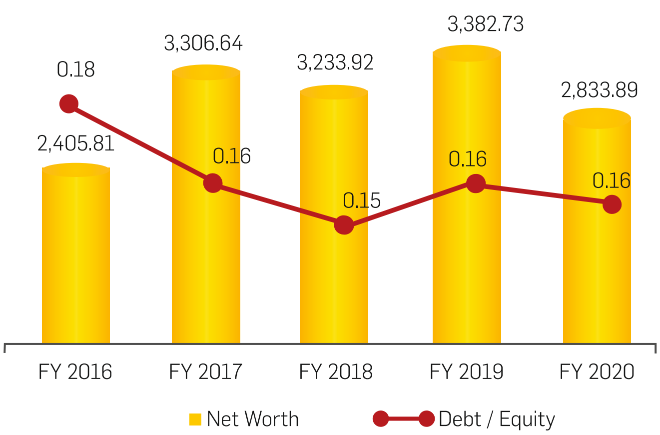
Adjusted: EBITDA & PAT* (₹ In Mn)



Revenue Mix (%)



Net worth (₹ In Mn) & Debt / Equity

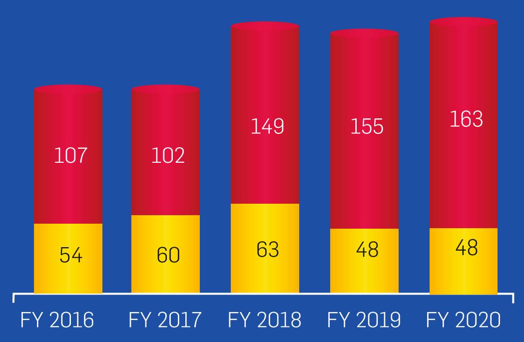


* FY 2020 - EBITDA & PAT figures are adjusted for one time exceptional write-off that the company has undertaken

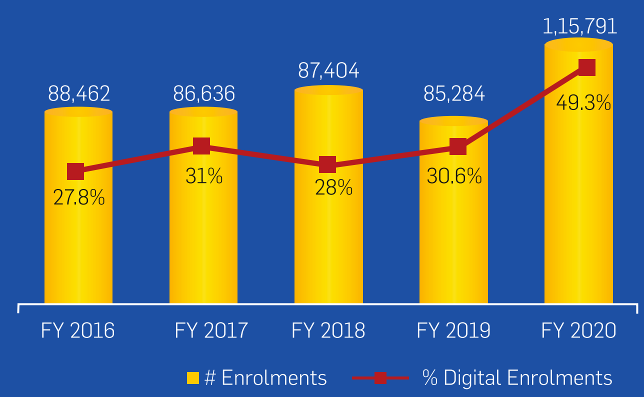
Operational **Highlights**

CONSUMER

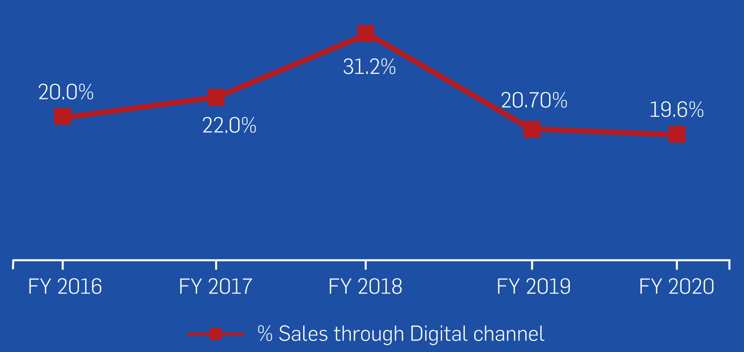
Test Preparation Centers



Test Prep Enrolments & Digital Enrolments (%)

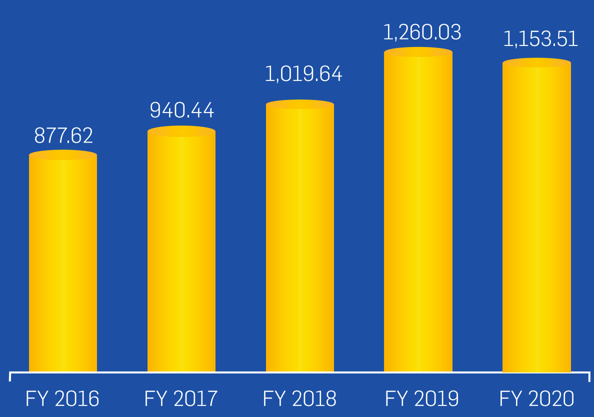


Publishing

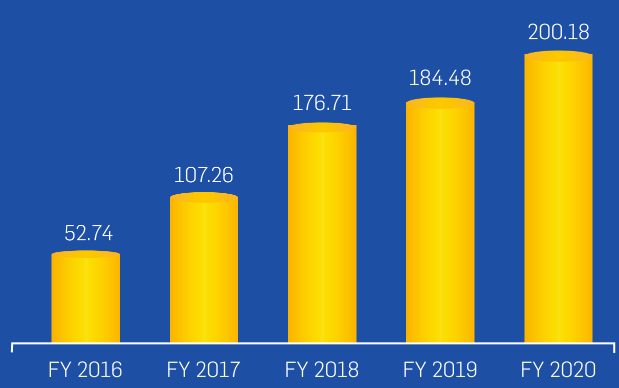


ENTERPRISE

Corporate - Revenue (₹ In Mn)



Institutional Revenue (₹ In Mn)



Our Journey of **Growth...**

1996-2001

Foundation Years

1,500 **Enrolments**
24 **Locations**
2 **Products**
₹8 Cr **Revenue**

2002-2007

Rapid Expansion

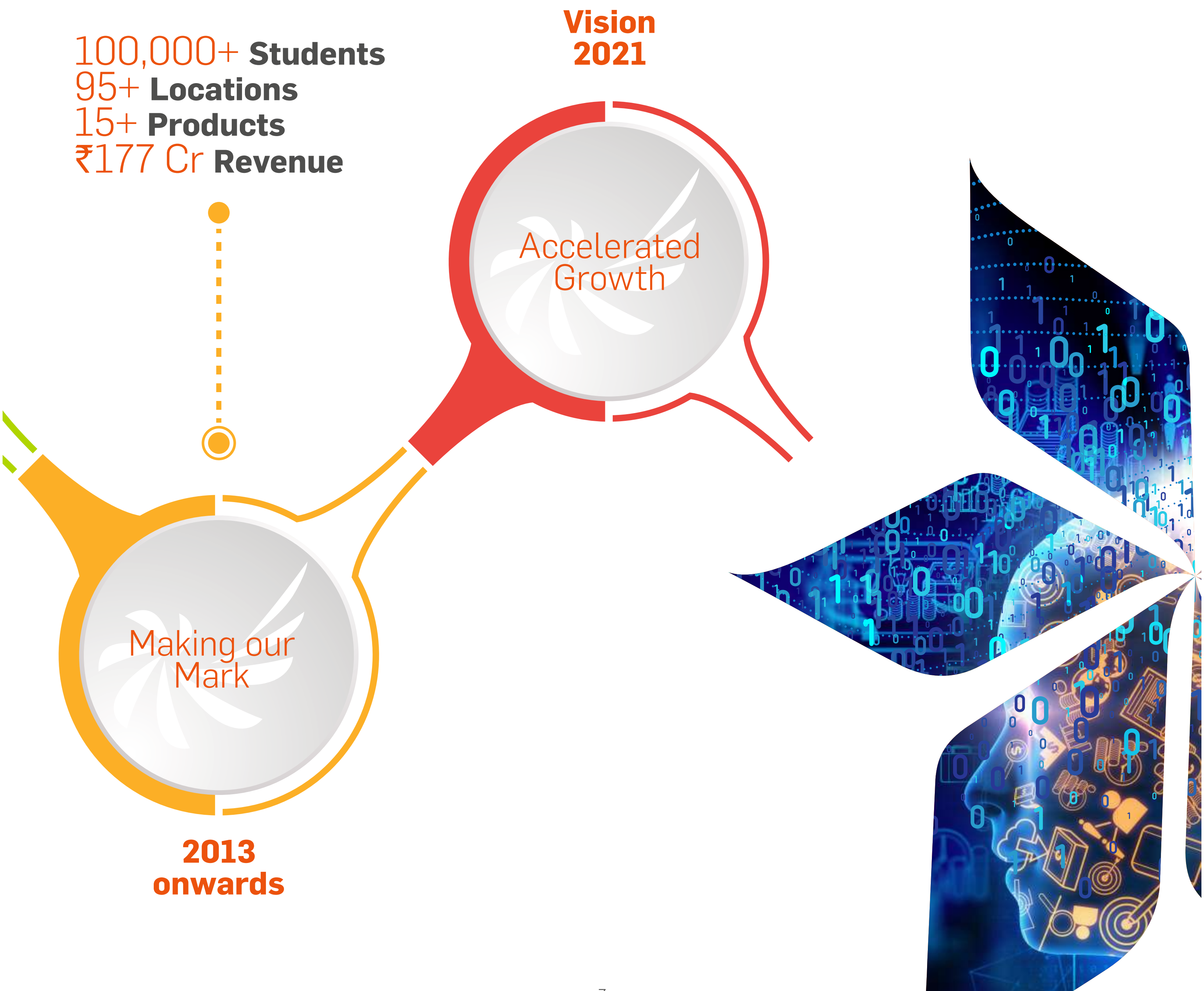
47,000 **Enrolments**
72 **Locations**
6 **Products**
₹61 Cr **Revenue**

2008-2013

Re-Invention

67,000 **Enrolments**
73 **Locations**
10 **Products**
₹128 Cr **Revenue**

Each epoch of time or **Yuga** has been a journey. At CL Educate, we have always been aware that as we moved through these 'measures of time', we were evolving. Now, as we stride ahead towards our Vision 2021, let **the new journey gain momentum.**



The Future is our **motivation**

Vision 2021

Vision 2021 for CL Educate in hinged on our singular focus on knowledge/career services that are Asset-light, Scalable & Technology-led. Resources are well in place to fund growth - organic, as well as inorganic. We will continue to pick the option that has a superior chance of success, in shorter time and that enhances growth and ROE

Consumer

- Knowledge Products esp. Engg. / Medical / Civils
- Geographical reach Franchising & Broadband
- Cross Sell
- Increase Utilisaltions
- Digital Expansion Live Classes Different Media-Apps, Youtube, Portals

Enterprise

- Increase Clientele
- Expand Offerings
- Cross-Leverage Knowledge assets & insights
- Cross-sell between Industry & Academia

Inorganic

- ICE GATE Integration & Scale Up
- Accendere Scale Up
- Strategic Partnerships, Alliances & Acquisitions

Core Values
and **Core Purpose**

The acronym **ROOHI** sums up our DNA, our organization's soul which we follow in all aspects of our operating practices and at all our locations. Even as we have changed over the years growing larger, diversifying, acquiring and integrating other companies, and operating in a rapidly changing world, our core ideology has remain unchanged, defining the very structure of our organization. We believe this gives us longevity as an organization and will enable us to grow our corporate brand to greater heights.

R — **Risk Taking**: Acting decisively based on sound judgment and intuition.

O — **Ownership**: Accepting responsibility for actions & carrying the team forward in a crisis situation.

O — **Openness**: Regularly sharing experiences with team members and customers, and encouraging feedback and initiative from them.

H — **Honesty & comitment to customers**: Communicating clearly & honestly to customers, the deliverables and expectations from them.

I — **Innovation**: Creating products, systems and processes with enhanced effectiveness to meet customer needs.

The Honour **ROLL**

Honor Roll
Consumer

Test Prep

CL MBA TEST PREP

MBA ENTRANCE

25,825

IIM Calls – CAT'19

2,745

Students received calls from at least one IIM in CAT'19

CAT ONLINE CLASSES

65 live, online instructor led two hour CAT coaching classes for both - day & night batches on Aspiration platform

LAW ENTRANCE

CL | LST Lawentrance.com

44

Selections out of 73 in NLU Delhi in AILET'19

800

NLU calls in CLAT'19

24X7

Access to powerful tech platform called MyLST

AFTER 12TH ENTRANCE

IPM EXAM

169

CL Students got Interview calls from IPM-IIM Indore and Rohtak

77

CL Students selected for IPM-IIM Indore and Rohtak

INORGANIC GROWTH

I.C.E.™ Inspiring Creativity & Endeavour IES | GATE | PSU

Vista Mind® Learn. Compete. Succeed.

SCIENCE PARIVAR'S S. P. Classes Referred by winners , preferred by champions

Honor Roll
Enterprise

ENTERPRISE BUSINESS

250+	100+	150+	10+
Cities covered in India & Singapore	Esteemed Corporate Clients	Renowned College and University Clients	Connect to International destinations

VIRTUAL EVENTS PLATFORM

One stop online solution for all kinds of events

- Includes – Campaign Creations, Audience Generation, Follow up alerts, Networking connects, Creating themed campaigns, On demand video downloads, Live streaming Webinars, polling, quizzing and more
- Helps clients:
  - For Internal Communication for employees across locations
  - Organize and Manage Trade Fairs, Board meeting with Strategic Partners
  - Large scale virtual meetings with prospects and partners for promoting products/brands.

WAIN CONNECT

WORLDWIDE ACADEMIA INDUSTRY NETWORK (WAIN)
t-hub

Wainconnect.com, India's first Industry Academia Collaboration Platform

3 year MoU with T-Hub Education in Telangana for building a collaborative environment for start-ups bringing industry and academia together on WAIN platform

Featured WAIN Challenges

Conceptual Research Experience for School Students

Initiator: CL Educate Ltd, Delhi
No. of Innovators: 35
Tags Innovation, K-12 Education

Toxicity of Nanoparticles

Initiator: Manav Rachna International University, Faridabad
No. of Innovators: 04
Tags: Nanotechnology, Biology

How Changes in Global Economy Affects Indian Rupee

Initiator: Institute of Finance and International Management, Beengaluru
No. of Innovators: 02
Tags: Economics, Monetary Policy

A Study of Distribution Strategies of ITC

Initiator: Institute of Computers and Business Management, Hyderabad
No. of Innovators: 04
Tags: Marketing, Strategy

ASPIRATION.AI

aspiration.ai

Your bridge to success

- ✦ Next generation product, being developed in house, focused on providing and serving all education needs of a family
- ✦ Unified information portal built on leading edge technology
- ✦ 360° view of educational needs of the family including parental services
- ✦ Career exploration portal covering ~500 careers, parenting guidance lectures, parenting assessments
- ✦ Cutting edge analytics to help students compare their progress with others and create personalized learning paths for achieving their educational goals

Our **Directors**

as on March 31, 2020

MR. SATYA NARAYANAN R
Chairman and Executive Director

Aged 50 years, he is our Chairman and Executive Director. He holds a bachelor's degree in computer sciences from St. Stephen's College, University of Delhi and a post graduate diploma in management from IIM-B. He has completed the program 'human interaction laboratory' from the NTL Institute for Applied Behavioural Sciences and has received various awards, including the Karamveer Puraskar in 2009-10 by iCONGO and the Most Promising Entrepreneur Award in the Asia Pacific Entrepreneurship Awards 2009. He has over 22 years of experience in the education sector. He has been a Director on our Board since incorporation and was last re-appointed as an Executive Director of our Company with effect from April 01, 2020 for a period of 3 years.

MR. GAUTAM PURI
Vice-Chairman & Managing Director

Aged 55 years, he is our Vice Chairman and Managing Director. He holds a bachelor's degree in chemical engineering from Punjab Engineering College, Chandigarh and a post graduate diploma in management administration from IIM-B. He has over 22 years of experience in the education sector. He has been a Director on our Board since incorporation and was last re-appointed as the Vice Chairman and Managing Director with effect from April 01, 2020 for a period of 3 years.

MR. NIKHIL MAHAJAN
Executive Director & Group CEO Enterprise Business

Aged 49 years, he is our Executive Director and Group CEO Enterprise Business. He holds a bachelor's degree in electrical engineering from IIT-BHU and a post graduate diploma in management administration from IIM-B. He has over 21 years of experience in the field of finance and the education sector. He joined our Board on October 12, 2001 and was last re-appointed as an executive director with effect from April 01, 2020 for a period of 3 years.

MR. VIRAJ TYAGI
Non-Executive Independent Director

Aged 50 years, he is our Non-Executive Independent Director. He holds a post graduate diploma in management administration from the IIM-B. He is the co-founder and managing director of NettPositive Business Intelligence Solutions Private Limited. He has previously worked at Standard Chartered Bank, India, Halifax Bank of Scotland and American Express, Europe. He has over 24 years of experience in the financial services industry. He joined our Board on April 28, 2008 and was re-appointed on September 05, 2019 for a period of 5 years.

MS. MADHUMITA GANGULI

Non-Executive Independent Director

Aged 63 years, she is our Non-Executive Independent Director. She is a lawyer by qualification, with over 28 years of work experience and heads a large part of the core business of HDFC Ltd. She joined our Board on July 02, 2017 and holds office for a period of 5 years.

MR. GIRISH SHIVANI

Non-Executive Independent Director

Aged 49 years, he is our Non-Executive Independent Director. He holds a post graduate diploma in business management from IMT, Ghaziabad (1993) and B.Sc. (Computer Science) from St. Stephen's College, Delhi (1991). He is the Co-founder and Managing Partner of YourNest Venture Capital, a SEBI registered early stage venture capital fund. He has over 26 years of experience across multiple verticals and cross-functional exposure in IT consulting, Telecom, Media, Presales, Finance, Corporate Strategy and Operations. He amongst others, has been associated with companies such as Teradata India Pvt Ltd. Lead CME Consultant (SEA)/ Principal Solutions Consultant (India), Bennett Coleman and Company Limited (General Manager (Corporate), Bharti Televentures Ltd. (Deputy General Manager (Marketing), Dabur Finance Ltd. (as Fund Manager and Head of Equity Research). He joined our Board on September 30, 2018 and holds office for a period of 5 years.

MR. IMRAN JAFAR

Non-Executive Non-Independent Director

Aged 45 years, he is our Non-Executive & Non-Independent Director. He holds a post graduate diploma in business administration from the IIM-B and a master's degree in software engineering from BITS-Pilani. He is a co-founder and Managing Partner at Gaja Capital with over 19 years of experience in private equity, pharmaceuticals and technology services. Gaja Capital is a leading Indian mid-market private equity firm focused on high growth opportunities. He has co-led investments in the education and consumer clusters. He joined our Board on November 02, 2018.

MR. SANJAY TAPRIYA

Additional (Non-Executive Independent) Director

Aged 59 years, he is our Additional Director (Non-Executive Independent). He is Graduate in Commerce from Shri Ram College of Commerce (1981) and hold membership of the Institute of Chartered Accountants of India (1985) and the Institute of Company Secretaries of India (1985). He has over 30 years' of experience across multiple verticals and cross functional exposure in Finance, Business restructuring, Corporate Strategy and Operations etc. Since 2014, He is working as CEO in Uniworld Sugars Private Limited and amongst others has been associated with Simbhaoli Sugars Limited as Non-Executive Independent Director. He joined our Board on October 24, 2019 and holds office as an Additional Director (Non-Executive Independent) upto the date of the ensuing Annual General Meeting (AGM) of the Company. If approved by the Members at the ensuing AGM, he shall hold office for a consecutive period of 5 years, i.e. till October 23, 2024.

CL Educate - Management's Discussion and Analysis – Annual Report Financial Year 2019-20

Indian Education Sector – An Overview

India has 1.5 million schools, 260 million students in schools, about 800 universities, 41,000 colleges, and about 30 million students in higher education making it one of the largest education ecosystems in the world. The Indian education ecosystem is broadly classified into formal & informal segments. The formal segment consists of higher education & K-12 categories; whereas the informal segment consists of the coaching industry (Test Preparation), pre-schools, and vocational segments.

Formal education includes primary & secondary schools, graduation & postgraduation, and diploma courses. Education in India falls under the control of The National Council of Educational Research and Training (NCERT). It is an apex resource organization established by the Government of India, headquartered at New Delhi, to assist and advise the Central & State Governments on academic matters related to school education. The NCERT provides support & technical assistance to several schools in India; and oversees many aspects of enforcement of education policies. In India, the various curriculum bodies governing the school education system are: 1. National Board (CBSE), 2. State Government Boards, and 3. International Boards

The informal sector consists of the coaching industry, which includes tuition classes for students from classes VI to XII; and specialized test-preparation-coaching institutes, which prepare students for various graduate-level entrance exams: for BBA, Hotel Management, Law, IIT-JEE, NEET, and various postgraduate level entrance exams, like CAT/XAT; entrance exams for various banking institutions, like SBI, RBI, IBPS; along with entrance exams for Civil Services (UPSC). Apart from the conventional exams, the previous year has also seen a significant rise in skill training & enhancement courses, such as, Artificial Intelligence, Machine Learning, and Data Science courses. These courses upgrade the skills needed to improve the prospects for one's professional journey. The informal sector also consists of the pre-school segment and the vocational segment that is mainly focused on increasing the employability of skilled labor.

The Government allocated an expenditure budget of ₹ 39,467 crore (US$5.65 billion) for higher education and ₹ 59,845 crore (US$8.56 billion) for school education and literacy. The government also allocated ₹ 3,000 crore (US$429.25 million) under the Revitalising Infrastructure and Systems in Higher Education (RISE) scheme.

The new National Education Policy (NEP) considers education as an utmost important parameter in the country. NEP focuses on the quality of education, as well as on innovation and research in the sector. The newly released draft policy 2019 proposed the creation of many new bodies to overlook variou` facets of education. In a landmark reform, higher educational institutions in the country have been allowed certificate, diploma, and degree programs in online mode under the University Grants Commission (Online Courses) Regulations, 2018. [IBEF May 2020]

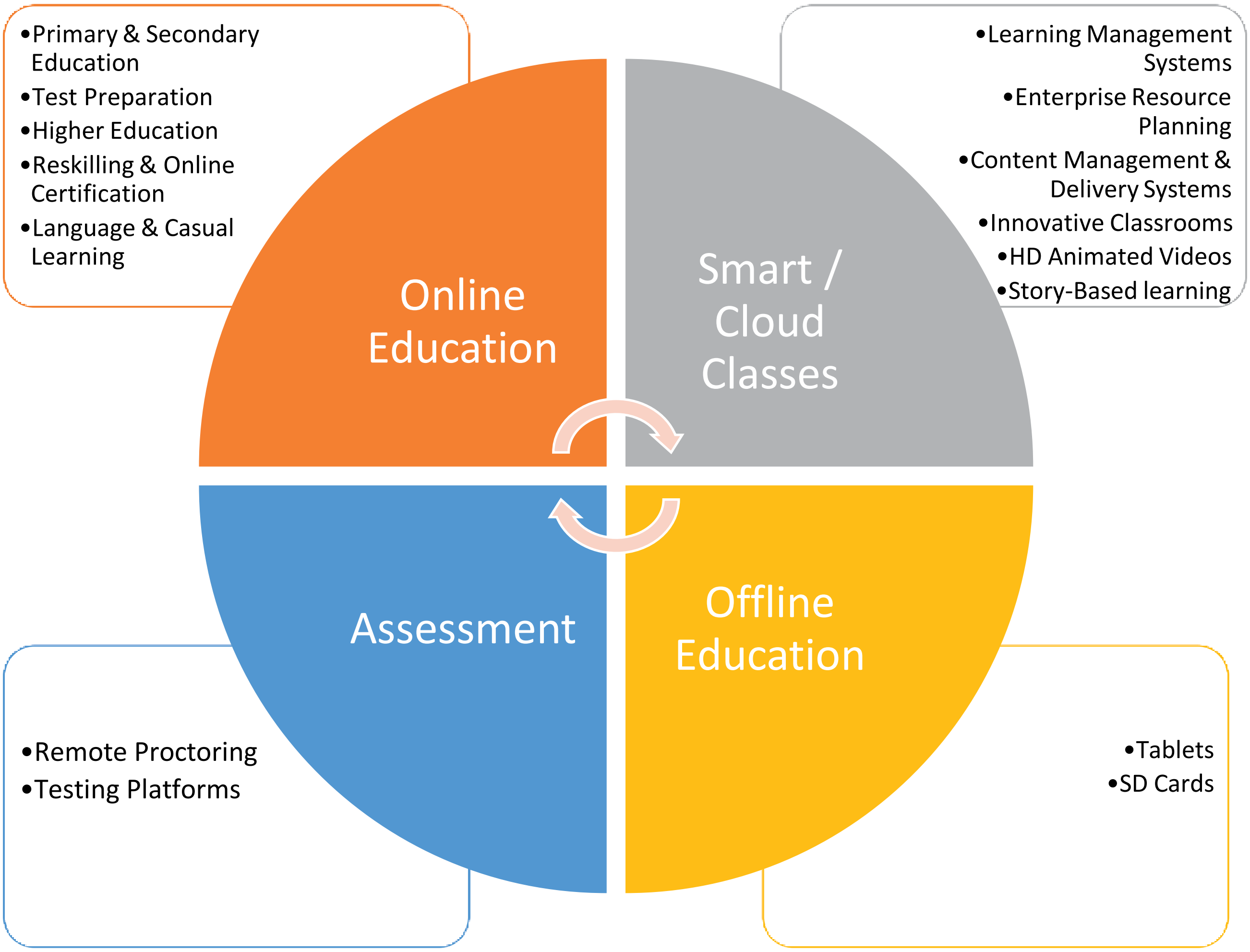
Channels of Education – Online (Digital) & Offline

Traditionally, the Indian education sector has 2 channels of delivery of content: The offline channel, consisting of the classroom-based conventional teaching; and the online/digital mode of learning, consisting of self—as well as assisted—learning mode via digital media, such as, Webinars, On Demand Classes, Cloud Classrooms, etc. The online channel of delivery has given rise to a new segment within the education sector, namely, the EdTech Segment.

EdTech is defined as the emerging sector at the intersection of Technology and Education. Technology-enabled solutions &

services that redefine how traditional education is imparted to students at all levels could largely be categorized as EdTech.

EdTech in India can be broadly classified into the following 4 categories



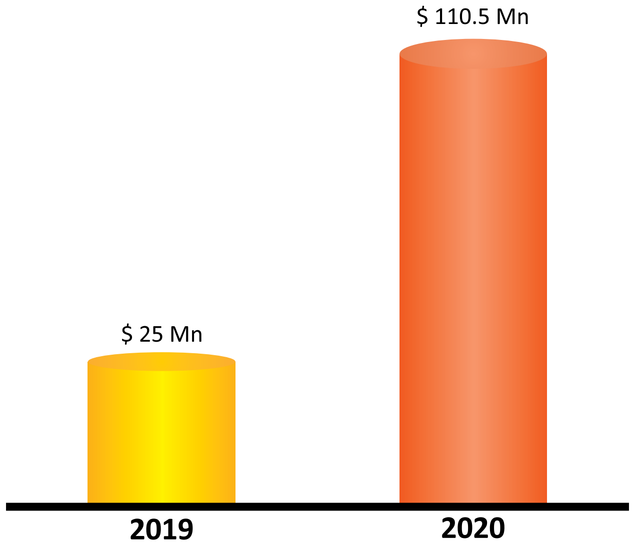
The EdTech segment has a number of product offerings, which include:

- Online Coaching
- Tutoring
- Test Preparation
- Learning Management Systems
- Higher Education Portals
- Cloud Classrooms
- Online Assessments
- AI Video Learning Platforms
- Corporate Skilling
- Certification Training

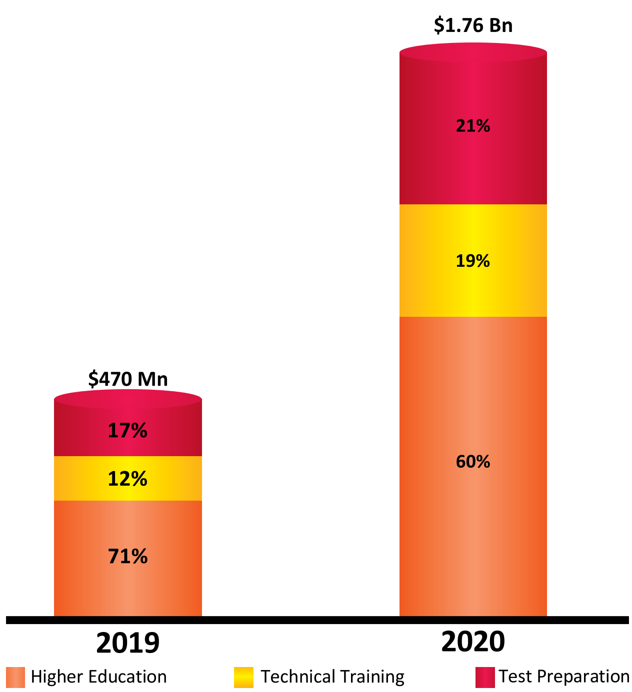
Online learning is the biggest segment under EdTech, which attracts the maximum paid customers.

[Source: NASSCOM & KPMG]

By 2022, online education offerings across grades 1 to 12 are projected to increase 6.3 times to create a $1.7 Bn market; while the post-K-12 market is set to grow 3.7 times to create a $1.8 Bn market. The K-12 EdTech market is expected to reach $1.7 Bn by 2022, growing more then six times from $265 Mn in 2019; while the offline coaching industry is expected to grow only by 8% by 2022. The EdTech K-12 students are also expected to touch $ 110.5 Mn by 2022. [RedSeer]



Other than K-12, the EdTech segment also consists of Higher Education, Technical Skilling, Test-preparation for Govt & other jobs. These are also expected to grow three times to $1.76 Bn by 2022. Much of this growth is expected to come from the Test-Preparation segment of the EdTech industry.



Source: Omidyar & RedSeer EdTech Report

K-12

- Opportunity: 260 Mn
- 1.5 Mn Schools in India
- Rise in Demand for Multiple Solutions
  - Subject Specific
  - Supplement Education
  - Gamification

College/Universities

- Opportunity: 29 Mn
- 41,000+ Institutions in India
- Rise in Demand for Multiple Solutions
  - Test Preparation
  - Online Certification
  - Assessment

Working Professionals

- Opportunity: 500 Mn
- Professional Reskilling & Technical Training
- Rise in Demand for
  - Data Scientists
  - AI Developers
  - Big Data Managers
  - On-the-Job Training
  - Communications Training

(Source: Technopak Whitepaper]

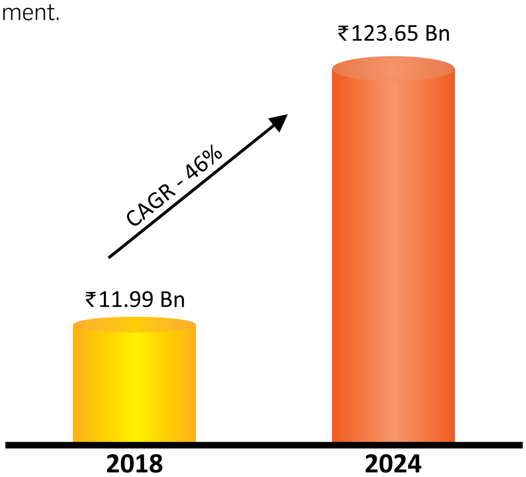
India: Opportunities Abound

- Internet Penetration
- Digital India
- Mode of Delivery
- Low Cost
- Bandwidth Increase
- Disposable Income
- Population
- Job Search

Online Education

According to a Research and Market report, the online education market in India was valued at 39 Bn in 2018; and is expected to reach ₹ 360.30 Bn by 2024, expanding at a CAGR of ~43.85% during the 2019–24 period. The industry is moving towards the adoption of AI/ML technology and Data Analytics to improve the learning experience.

The online market is divided into primary & secondary education, test preparation, reskilling, higher education, and casual learning. The online primary & secondary supplemental education segment was valued at ₹ 11.99 Bn in 2018; and is expected to reach ₹ 123.65 Bn by 2024, expanding at a CAGR of ~46.48% during the 2019–24 period. The change in consumer behavior towards detailed learning and a surge in demand from Tier-II and Tier-III cities are driving the growth of this segment.



The online test-preparation market is expected to reach ₹ 94.75 Bn by 2024, expanding at a CAGR of ~50.84% during the 2019–24 period. This segment is expected to be the fastest-growing segment in the online education market, owing to growth in career-focused population, improved internet infrastructure, and increased penetration of digital payment methods.

Approach of CL Educate towards Online Education

Education is a beacon of hope for the common man. Spends on education are largely strategic in nature, and seldom discretionary. Even in the time of a pandemic, the demand for quality education doesn't reduce. What helps distinguish products is not so much the offerings, but the brand that endorses it. Now into our 25th year, CL Educate is one such brand that stands for quality, customer service, and excellence.

Led by a technology backbone that began developing at the time of the dotcom boom, and built on a spirit of innovation that is unparalleled in the industry, CL leverages its brand and technology to emerge as a product- market leader in the test-prep segments we choose to operate in. CL focuses on enrolling students digitally — something we have been doing for the past half-a-decade, and has taken a quantum leap during the last 2 years.

Our enrolment count for digital enrolment increased from 21.8% in Q1 2018 to 49.3% in Q4 FY 2020; and given the ongoing nature of this pandemic, it would be no surprise if such growth rates continue into the immediate future. CL also focuses on online enrolment & delivery for our business partners; and we have taken every step possible to e-enable our 150+ partner network to continue to tackle the challenges of the new normal we now live in.

As a part of our overall sustainability goals, and towards further empowering our students and partners, we have also digitized our entire library of content; and mapped these to each student's online account in a secure and unexploitable format.

Studying Abroad

Education is organic, it keeps growing and evolves with time and the human mind. This is the major reason why education provided in different nations of the world is different. The principles on which education systems are formed are different for every nation. However, the aim is similar, i.e. to instill creativity within the human mind.

Every education system has its pros and cons. The Indian education system has been developed on theoretical knowledge and prepares student for some of the toughest competitive exams in the world. Whereas education systems of other developed nations are more flexible allowing students to pursue varied career opportunities other than the mainstream options.

Some of the features of education systems around the world are:

1. Option to Switch: Universities and colleges in Europe and USA allows students to switch subjects and not limit themselves to a domain.

2. Approach towards Education: While the Indian Education curriculum focuses more on theoretical aspects, foreign universities have a more practical and research-based approach towards education

3. Curriculum: Universities in the US and some other developed countries update their curriculum every few years, hence offering more advanced education.

4. Exposure: Foreign Universities have a mixed group of students coming from various countries. Therefore, a student gets better exposure.

5. Funds & ROI: Pursuing education from a foreign country is always expensive as the cost of living, food, travel, etc. gets added to the overall expenditure. The cost of studying might be expensive but studying aborad gives a kickstart to one's career.

Sector	Value in 2018 (INR bn)	CAGR	Target Value - 2024 (INR bn)
Primary and Secondary	11.99	~46.48%	123.65
Online Test Prep	8.07*	~50.84%	94.75
Online reskilling certification market	9.78*	~36.94%	93.81
Online Higher education market	5.01	~40.74%	40.63

6. Scholarships: Foreign Universities provide numerous scholarships to international students. Apart from that, students can also take part in work-study programmes.

The Indian education system has also taken steps to address some of the concerns through its New Education Policy (NEP) and hopes to make its education system more practical & research based as compared to the traditional theoretical approach.

(Source: CollegeDekho)

Admission in Foreign Universities

Pursuing education in a good foreign university or college is a dream of many a student. Foreign qualifications add value to one's resume and also provide a good environment to a true intellectual. Every year foreign universities get thousands of applications for application from self-funded and government funded students but only a few are accepted for admission.

Selecting a university depends on the choice of student. In some cases, students are awarded scholarships; however, in most cases students are unaware regarding the process of taking admission in foreign university. A good starting point to choose an appropriate university is to check its ranking.

A typical step in the process of admission include proficiency tests such as IELTS, TOEFL GMAT, GRE, etc. The modern learner though is also aware that it is increasingly possible in today's digital world to get international certification from the comfort of one's own environment, and skill enhancement in areas like Machine Learning, Finance, Artificial Intelligence, Digital Marketing, etc. are aspirational for students and professionals across geographies.

CL has had a presence in the middle East for the better part of two decades, and has expanded her footprint in Africa, Singapore and the US over recent years. With education around the globe going increasingly digital, India will potentially become just one of the markets we operate in, with the quality of teaching and educational content helping CL stand toe-to-toe with some of the best in the world.

CL Educate Limited – A Snapshot

Incorporated in 1996, CL Educate is a technology-driven, asset-light organization present across the learning chain of a student's journey from K-12 to graduation to postgraduation to the onset of her career; and further reskilling of her talent for improving her career prospects.

CL Educate has 2 major business segments : Consumer & Enterprises

1. Consumer: Test Prep & Publishing

- Present across 3 out of 5 verticals of the EdTech segment:
  - Test Preparation
  - Higher Education Preparation
  - Reskilling & Online Certification
- Market Leader in Aptitude products – MBA & Law
- One of the fastest growing segments in terms of Knowledge Products – UPSC, IIT-JEE, and Medical
- Proprietary content, complemented by experienced faculty members & trainers
- Strong presence across digital platform with ~50% enrolments through digital mode in FY 2020
- Strong hybrid pan-India presence with 211 physical study centers across 94 cities in India and the Middle East (as on March 31, 2020)
- Publisher of physical & digital test-prep books for various competitive & job exams in India
- Project aspiration: Solution to education uninterrupted
- Consumer business contributed 56% of the total revenue in FY 2020, as compared to 57% in FY 2019

2. Enterprise: Corporates & Universities

Unique, integrated, solution-driven services for corporates, comprising:

- Go-to-Market & Capacity Building: Event management, marketing, training & research, improving sales-channel efficiency, and customer loyalty programs

- Innovation: Funding, startup incubation, CSR projects, hackathons, etc.
- Solutions for institutions (Colleges & Universities):
- Student enrolments: Focused & impactful targeting for quality international & domestic students
- Capacity-building for reputation, and benchmarking of best practices
- Innovation: Ranking consultancy, incubation of startups, investments

Enterprise business contributed 44% of total revenue in FY 2020, as compared to 43% in FY 2019.

CL Educate: Key Aspects

- Strong digital presence in both Consumer and Enterprise businesses
- Pan India coverage; and growing geographical presence in the Middle East and Singapore
- Incomparable technology adoption
- Highly skilled in-house content development team, with domain & subject-matter expertise
- Corporate Segment (Kestone) has clients all over the globe, with subsidiaries operating in India, Singapore, the UAE, the USA, and Mauritius
- Virtual Events Platform (VEP): Digital platform for events
- Long-term customer relationships
- Professional & qualified entrepreneurial management team
- High standards of corporate governance.

COVID-19 Saga: The New Normal

The last quarter of FY 2020 saw the emergence of a global pandemic, which has changed the world, and predictably, the way businesses operated alongside it. It has altered the behavior of consumers at a psychological level. COVID-19 has thrust a forced experiment on all of us. It has reduced industry segments into two: Touch and Non-touch. Many industries are forced to see themselves in a new light, or face crisis—if not extinction.

With a total lockdown having been imposed in the country, the touch-side of the education sector initially came to a standstill. As a place where children congregate en masse, educational institutions are vulnerable towards the spread of the disease; and, therefore, it is no surprise that they are still in lockdown mode. Meanwhile, non-touch education is beginning to thrive. Riding on the coattails of COVID, online education players offered free access to classes, whilst traditional offline players raced to service their customers online. CL, having been in the online space for years now, was well-placed to make the transition from a mix of offline and online to pure online—within the space of a few hours when the pandemic hit.

According to a KPMG report, the following are few of the impacts of the pandemic on the education sector:

1. Low-to-Marginal Impact

- Academic Year: Would become tougher to cover the contact hours due to lockdown
- Courseware Revision: As already announced by the CBSE, there is a 30% reduction in syllabus

2. Noticeable Impact

- Uncertainty about exam dates, semester start dates
- Enrolment: Would decrease substantially
- Online Learning: Exponential take up by both students and service providers
- Need to change both content and pedagogy for changed job roles

Gradually, the system is getting accustomed to the situation. Many institutions have started distance-learning classes, using various online platforms. The education sector is going online to adapt to the new reality. Many educational institutions are developing virtual learning infrastructure; and radically transforming the way education has been offered to millennials. And to achieve their goal, they are reaching out to technology companies, such as Amazon Web Services (AWS).

Changes in the Test-Preparation Segment

The tech-driven transition, from offline to online, can also be seen in the case of coaching institutes that help prepare students for a number of competitive tests and government-entrance exams. With such a massive number of online courses available, exams such as NEET, GATE, JEE, CA, CS, CLAT, UPSC, SSC, and other public sector exams have stuck resonance with many. Since online courses don't involve any kind of travel, the amount of energy and time that a candidate is saving also sets it apart from offline learning centers.

This pandemic is proving to be an unprecedented game-changer for the education sector. The transition will most likely eliminate the redundancies of the past. The new model offers an enhanced capacity by extending a similar level and style of adaptive & application-based teaching with an added bonus.

Candidates can now access their lessons successfully; and that too from the convenience and security of their homes. This can become a major enabler in catalyzing the popular inclination in support of online learning. Thanks to a robust and well-developed EdTech industry, gaining knowledge even in the times of a pandemic has never been so straightforward and hassle-free.

[IndiaToday].

Business Environment

Consumer Segment

India has a population of 138 billion accounting for almost 18% of the global population. It is one of the youngest countries, with a median age of 27 years. India has approximately 29% of the population between uptill the age of 14 Years and with approximately 46% of India's population falling in the age group of 0–24 years, the nation's education sector provides a huge growth opportunity. The Indian education sector was estimated to be worth $101Bn in 2019. The Government of India's target of Gross Enrolment Ratio (GER) of 30% for higher education by 2020 is expected to drive investments in the education space. The Government is also planning to promote the education sector to help increase the overall contribution of the services sector in the GDP of the country.

Advantages

- Largest population in the world in the age group of 0 – 24 years
- Over 260 Mn school-going students
- Huge supply gap, with additional requirement of schools, colleges, and universities
- Large English-speaking population allows easy delivery of educational products. India was ranked 34 out of 100 countries in the English Proficiency Index, 2019
- As of September 2019, internet penetration in India reached 52.08%. Increasing internet penetration will help in education delivery
- 100% FDI (automatic route) is allowed in the Indian education sector
- To liberalize the sector, the Government has undertaken initiatives, such as the National Accreditation Regulatory Authority for Higher Educational institutions Bill and the Foreign Educational Institutions Bill [IBEF]

Segmentation of the Education Sector

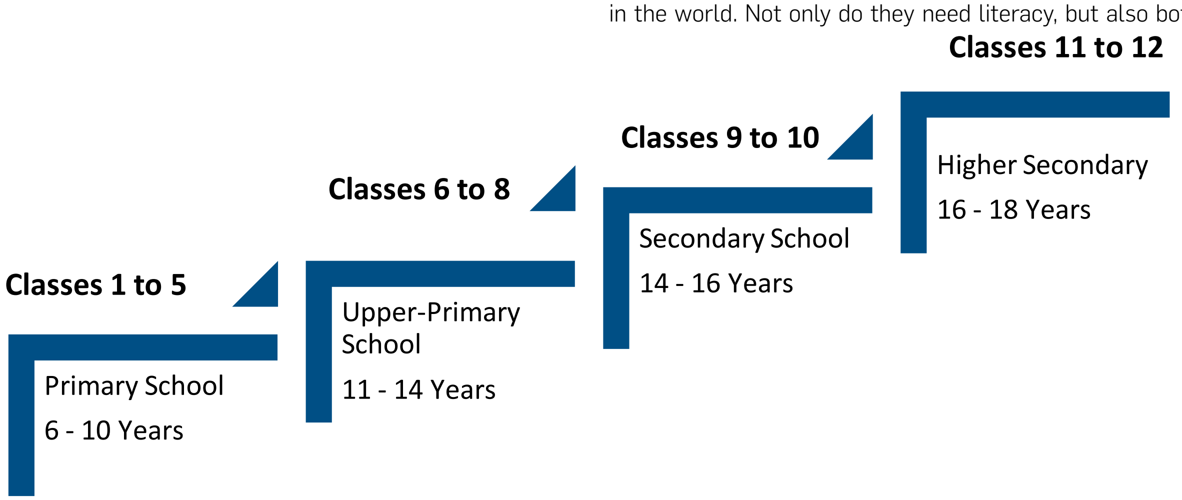
The Indian education sector is primarily divided into Formal Segment (consisting of K-12 schools & Higher educational institutions) and Informal segment (consisting of test preparation, pre-school, and vocational training).

Formal Education

The K-12 school system in India is structured as:

- Primary school: First to fifth standard/class/grade (for 6- to 10-year olds)
- Middle school/Upper-Primary school: Sixth to eighth standard/class/grade (for 11- to 14-year olds)
- Secondary school: Ninth and tenth standard/class/grade (for 14- to 16-year olds)
- Higher secondary or pre-university: 11th and 12th standard/class/grade (for 16- to 18-year olds).

99,300 crore has been allocated in thebudget for FY 2020-21 for the education sector. This is a ₹ 4,500 crore increase from last year, wherein the Government had allocated ₹ 94,800 crore focusing on improving schools and higher education. By 2030, India is set to have the largest working-age population in the world. Not only do they need literacy, but also both job



and life skills. Dialogs have been held with State Education Ministries, Members of Parliament, and other stakeholders about the New Education Policy (NEP).

In order to provide quality education to the under privileged, full-fledged online courses will be launched in India by institutions featuring in the top 100 national rankings. One-year internships for engineering students will also be introduced.

New Education Policy 2020 – Highlights

Aim

* Globalization of Education from pre-school level to secondary level, along with a 100% Gross Enrolment ratio (GER) in school education till 2030; and further raise GER in higher education to up to 50% by 2025.

* The NCERT to cultivate **National Curricular and Pedagogical Framework for Early Childhood Care and Education (NCF ECCE)** for children up to the age of 8 years.

Policy Highlights

1. 10+2 structure of the school curriculum shall be changed into 5+3+3+4 curricular structure corresponding to ages 3-8, 8-11, 11-14, and 14-18 years, respectively. It will comprise 12 years of school education, and three years of nursery and pre-schooling education.

2. A national Book Promotion Policy is to be formulated.

3. Students will take school examinations in Grades 3, 5, 8; which will be conducted under an appropriate overseeing authority. Board exams in classes 10 and 12 shall continue; but shall be redesigned with holistic development as the aim.

4. A new national assessment center, PARAKH (National Centre for Performance Assessment, Review and Analysis of Knowledge for Holistic development) will be established. Board exams will involve less stakes.

5. All students will be allowed to take Board Exams on up to two occasions during any given school year: one main examination and one for improvement, if desired.

6. The National Testing Agency will conduct a common college-entrance exam twice a year. This will be implemented from the 2022 session.

7. Bachelor's degree will be of 4 years with exit options as follows.

Exit after 1 year: Certificate

Exit after 2 years: Diploma

Mid-term drop outs will be given the option to complete the degree after a break.

viii) M.Phil. degree will be discontinued.

ix) Selected universities from among the top 100 universities in the world will be facilitated to operate in India.

x) By 2040, all higher education institutions, like the IITs, will become multidisciplinary

The Indian Test-Prep Market

The Indian test-prep market has transformed from the conventional classroom programs to a more evolved Online & Cloud Classroom network of programs, wherein the quality of teaching can be maintained across a large group of students; whilst also removing the restrictions of geographies. It has erased the boundaries of a metro city and a tier-III city. A student can now have access to all the study material from any part of the world at any time and through multiple sources (Web, Mobile, etc.). The Indian coaching segment has also evolved in terms of courses being offered. Although coaching for conventional entrance exams, like CAT, GMAT, GRE, CLAT, UPSC, IBPS, SSC, and GATE still enjoy the maximum market share, new skill-based training courses for exams like CFA, FRM, Data Science, Python, R, Artificial Intelligence & Machine Learning have also picked up pace. These courses are seen as important tools for improving employability amongst job seekers of the country.

The Conventional Test-Prep Market

The conventional test-prep market is primarily classified into:

1. Aptitude-based Test-prep Products

aAptitude-based products include the MBA test-prep market, Law test-prep segment, Graduate exams (BBA/IPM), and international exams including GRE, GMAT, TOEFL, SAT, and IELTS. On a normal growth trajectory, the aptitude-based product market is expected to grow at 21% CAGR between FY2016 and FY2021

The MBA Test-Prep Market

In 2019, the number of students who registered for CAT was up marginally to 2.44 Lakhs as compared to 2.41 lakhs in 2018. MBA test-prep is a mature market, wherein the growth is limited by number of students appearing for CAT. However, the number of students taking self-assessments, as compared to students taking premium classroom-based coaching, has seen a steady increase. Demand for online classes and online test series has also witnessed a steady growth.

The Law Test-Prep Market

Twenty-two law schools are using CLAT 2020 for their selection process, while 37 other affiliate law schools are eligible to use the CLAT score. The number of candidates is expected to increase over last year's figure of approximately 60,000. Law is one of the fastest-growing segments of the aptitude-based test-prep market; and is expected to grow at 16% CAGR in FY2021.

Graduate-Based Exams (BBA, IPM)

IPM (Integrated Program in Management) is a 5-year program launched by IIM-Indore in 2011 that has been accredited by the Association of MBAs (AMBA). IIM-Rohtak has also started batches for the same program. It is a first-of-its-kind program in India aimed at attracting students who have passed higher-secondary school.

2. Knowledge-Based Products

Knowledge based products includes:

a) Engineering (IIT-JEE, MH-CET, BITSAT, GATE)

b) Medical (NEET, JIPMER, AIIMS)

c) Accountancy (CA, CS)

d) Civil Services (UPSC, Various State Public Service Commission)

The knowledge-based products market is expected to reach ₹ 54,000 Crore in FY2021.

Engineering & Medical Test-Prep

The no. of students, who registered for JEE Main—entrance exam for engineering colleges—for 2020 was ~9.34 lakh, which is similar to 2019 where ~9.41 lakh students registered for the exam. The no. of students who registered for NEET (National Eligibility Cum Entrance Test)—entrance exam for Medical aspirants—saw a steep rise, from ~15.19 lakh in 2019 to ~16.84 lakh in 2020. With limited seats available at the graduate level, the competition is expected to get even tougher in the coming years.

Non-Test-Preparation Courses

Job-oriented courses include training for CFA, FRM, NISM, and Data Science (Python, R, machine learning, etc.).

In India, it is evident that the broad data science domain—and specifically the analytics function—has experienced significant growth over the last year itself.

Analytics services cover descriptive, predictive, and prescriptive analytics; and include data reporting, business intelligence, visualization, and analysis.

The analytics domain accounted for 19% of the total revenues of the Indian IT/ITES market. This proportion has fallen from the 21% share last year. This fall is due to the digital services segment experiencing significant revenue growth of approximately 25% Y-o-Y across the IT/ITES sector (the share of revenues from the digital domain has significantly increased across IT enterprises). The share of analytics will increase; and rise to about 30% of the IT industry by 2025. By then, the revenues of the Indian IT/ITES industry would be significantly driven by digital and analytics services.

The Banking & Financial Services, and Insurance or BFSI sector contributed approximately 10.7% of the total revenue share (the total revenues include the revenues of IT firms). Excluding the revenues of IT firms, the enterprises across the BFSI sector contributed 35.6% of revenues in the Analytics industry, which was the maximum revenue contribution.

The analytics industry is expected to grow at a CAGR of 16% by 2025, with the Indian analytics market in 2025 estimated to touch $75 Bn. The Indian IT/ITES market, on the other hand, is expected to grow at 6.1% CAGR – touching $255 Bn in 2025.

Digital services are experiencing tremendous growth across the IT sector, with digital currently accounting for approximately 29% of the revenue of the IT/ITES industry; and has experienced 25% Y-o-Y growth in revenues. Nonetheless, this growth in digital is expected to moderate to about 19% CAGR, enabling the contribution of the analytics domain to rise in terms of revenues and investments.

[Analytics India Mag]

Project aspiration-2020

Education Must Continue Uninterrupted

An initiative by the Career Launcher Education Foundation, it provided an online platform for teachers of the Delhi Government to continue delivering quality education to school students across the state.

Under the current situation, it quickly became imperative for every school in the country to move their classes online; and the Delhi government reacted quickly to meet the demands of students in Classes X and XII to ensure they don't fall behind in a Board exam year.

In early March, on account of the onset of COVID-19, all schools across all states were closed down; resulting in hundreds of thousands of students being left in the lurch. This had impacted all segments of education, especially K-12 education. However, the NCT of Delhi didn't want public-school students' education to suffer from this interruption, nor did it want teachers to be left unable to connect with, and cater to, their students. So, it engaged Career Launcher to develop an online platform that would allow students to continue learning from home; and Project aspiration 2020 was born.

Initially, aspiration.ai had been developed to be used as a platform for professional development. However, with the collaboration of Intel and AWS Cloud Services, the platform was redefined; and has unleashed the potential of new learning. It has made education more fun and entertaining. Teachers now have new tools at their disposal; they are redefining their teaching techniques; and the platform is enabling new ways to engage students and motivate them.

Reciprocation of business and acceptance of new products

COVID-19 has changed, with no warning, the way business was being conducted; and businesses were forced to revamp their structure. Career Launcher took this opportunity, and with the help of NCT-Delhi, Intel, and AWS, kickstarted the implementation of Project aspiration-2020. Teachers were identified and trained in providing online education to students. They were also certified on different techniques, like how to leverage online media resources and keeping children engaged. During the first week of implementation of aspiration-2020, it saw participation of 50,000 students. This number scaled up rapidly; and now covers over 1,65,000 students, with a high participation rate of 90%.

"It is indeed great to collaborate with tech giants such as Intel and AWS to help education stay uninterrupted in this period of crisis. We hope to take this partnership to a 100 such large projects globally; and to be seen as practitioners of the do-good-do-well philosophy."

Satya Narayanan R (Chairman, CL Educate)

Business Environment – Enterprise Segment

Digital Marketing & Social Media

	Advertising Industry	Digital Advertising
2019	₹ 68,475 Cr	13,683 Cr
2022	₹ 94,896 Cr	₹ 28,249 Cr
2025	₹ 1,33,921 Cr	₹ 58,550 Cr
CAGR	11.83%	27.42%

(Source: DAN Report)

The digital advertising industry stood at ₹ 13,683 Cr in 2019, up 26% from ₹ 10,859 Cr in 2018. Advertisement spend on Digital media is expected to grow at a CAGR of 27.42%; and is estimated to reach 58,550 Cr by 2025. Digital marketing spend contributed 20% of the total marketing spend in 2019. About 28% of the total digital spend was on Social Media (₹ 3,835 Cr), followed by 25% on paid search and 22% on online videos.

Social media has remained one of the best-performing platforms for digital spends. On an average, Indians spend 2.4 hrs a day on social media, at par with the global average. This segment has grown 24% over the last year.

Spends on mobile contributed to 47% of the total digital media spend in 2019; which is expected to increase to 64% by 2025. The growth recorded is 26% over 2018.

With other means of marketing becoming less favorable in the era of COVID-19, digital media spend is expected to increase at an even more rapid pace.

The Events Market

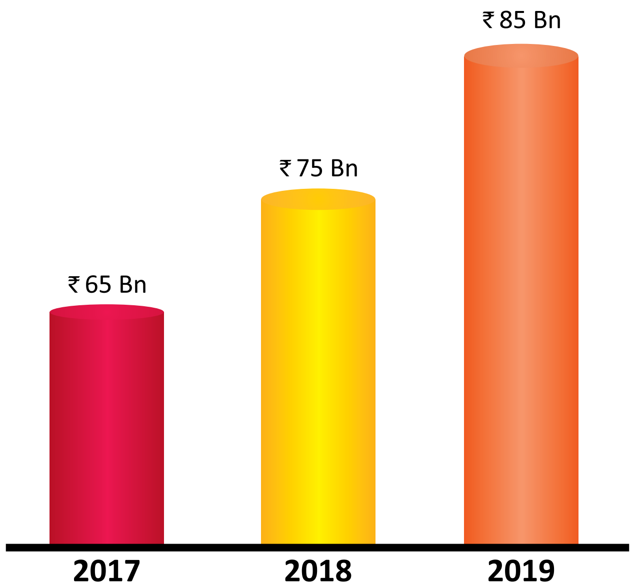
It was estimated that the events industry in India will grow at a rate of 14.6% in 2019—to ₹ 86 billion from ₹ 75 billion in 2018—led by the launch of large-format events, intellectual properties (IPs), weddings, sports, and digital activation.

However, the outbreak of COVID-19 has led to disruptions in the Indian Events industry. A survey conducted by EEMA (The Event and Entertainment Management Association) suggests that the events market is expected to take a ₹ 1 trillion hit, as several big-scale and small-scale events have been either postponed or cancelled.

Impact Across Sectors

Business Events

Corporate meetings, AGMs, product launches, tech & non-tech conferences constitute business events. The impact of COVID-19 was significant in this sector; and could be felt as early as January 2020. Several events have either been postponed to 2021, or have shifted to the digital mode.



(Source: Ey Report)

Exhibitions & Trade Fairs

These events generally observe a huge gathering of buyers and sellers across all domains; and provide heavy business to venues and convention centers. These vendors will be the most affected amongst the MICE sector due to the Coronavirus lockdown since a major portion of their earnings is through sponsorships and exhibitor participation.

Sports, Entertainment, and Tourism

Events organized to support tourism have been called off. The most significant example of the same is Expo 2020 which was scheduled to be held in Dubai in October 2020.

Sports has also seen several notable events being shifted to next year, including the Tokyo Olympics, Cricket T20 World Cup, and other international sports events.

Corporate Training

The market for corporate training in India has been a niche one that has witnessed steady growth. However, it is yet to witness its full potential; and has a huge scope for expansion in the coming years. The training methodology has seen rapid digitization of content, and migration towards online training. The Corporate Training Market is in the growth stage; with a large number of players competing in the market. The market has been growing at a double-digit rate during the period 2013–18.

(Source: Ken Research)

Research & Incubation

In 2020, India was ranked 54th in the Bloomberg Innovation Index. Germany topped the Index with a score of 88.21; taking over from South Korea (Score: 88.16) which moved to second spot; and was followed by Singapore, Switzerland Sweden, Israel, Finland, Denmark, the US, and France making up the top countries. The Innovation Index usually considers the following criteria, while rankings the countries:

a) R & D intensity

b) Manufacturing value added

c) Productivity

d) High-tech density

e) Tertiary efficiency

f) Researcher concentration

g) Patent activity

Business Overview

CL Educate Limited has established its footprint across most of the education value chain. It operates in two main segments: Consumer Services and Enterprise Services. Consumer Services includes the businesses of Test-Preparation & Training (Test-Prep), Publishing & Content Development, and Campus Recruitment Training (CRT) program; whereas Enterprise Services include integrated solutions for corporates, and educational institutions & universities.

As a part of Consumer Services :

1. The Test-Prep segment offers the following products under the well-recognized brand 'Career Launcher':
    a) Aptitude Products, such as CAT, CLAT, Bank, SSC, etc.
    b) Knowledge Products, such as Engineering exams (IIT-JEE, NATA, GATE, etc.), Medical exams (NEET, AIIMS, JIPMER, etc.), UPSC, CA, CS, etc.
    c) Non-Test Preparation job-enhancing courses, like CFA, FRM, NISM, Data Science – Python, R, Machine Learning & Artificial Intelligence.
2. The Publishing segment operates under the brand GK Publications; and distributes titles under three categories:
    a. Technical (comprising titles for GATE, technical vacancies in Central Public Works Department, etc.)
    b. Non-technical (comprising titles for CAT, Bank/SSC examinations, Civil Services examination, etc.)
    c. School Business (comprising titles relevant for students preparing for their Board exams)

Under Enterprise Services, CL Educate offers the following:

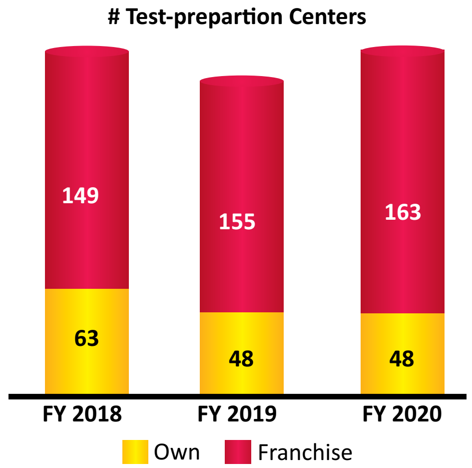
1. Integrated Solutions to Educational Institutions & Universities across India
2. Student Recruitment Services
3. Research & Incubation Services (through its brands CL Media and Accendere)
4. Career Development Center

As part of the same segment, under the brand Kestone Integrated Marketing Services, the company offers the following services to corporates:

1. Experiential Marketing and Event Management Solutions
2. Digital & MarComm. Services
3. Customized Engagement Programs (CEPs)
4. Manpower Management & Training Services
5. Strategic Business Solutions

Test-Preparation & Training

CL Educate Ltd, under its brand "Career Launcher" has been one of the leading players in the conventional test-preparation market with proven leadership in MBA, LAW, BBA-IPM test-prep markets; and is one of the fastest-growing players in the knowledge-based product market. In FY 2020, CL Educate operated 206 (43 Company-Owned Company-Operated Centers and 163 Business-Partner-Operated Centers) centers across India and 5 Owned centers in the UAE. It offers a large bouquet of 14 product categories under its conventional test-preparation segment: MBA, Law, Banking, SSC, GATE, Civil Services, International Education (SAT, GMAT, GRE), BBA, IPM, JEE & Medical, CA & CS Courses; and 5 products under its non-test-preparation segment (CFA, FRM, NISM, Python & Machine Learning).



In FY 2020, the no. of enrolments in our test-preparation segment was ~115,000 (including ICE-GATE enrolments), of which 49.3% of the enrolments were done through digital mode. The no. of test-prep centers has also increased—from 203 to 211 on a year on year basis.

The overall no. of students enrolled has seen an increase of 36% Y-o-Y. The management has estimated that the no. of enrolments could have been higher by ~10,000 if the global pandemic had not occurred in March 2020.

New Products

Virtual Events Platform

The COVID-19 era has resulted in significant business structural changes. One of the more remarkable projects undertaken by our Kestone team is to launch a Virtual Events Platform.

The objective is to give all sorts of events - product launches, seminars, training sessions, et al an online address, thus providing a new experience to how events are conducted.

We deliver:

- **Platform Design & Branding**

3D layouts for all rooms, including Lobby, Auditorium, Tracks, and Exhibitor Booths. Pick from available templates, or get a customized design. Add branding touchpoints.

- **Analytics & Reporting**

Detailed analytics at an aggregate & attendee level, such as rooms visited, average video watch time, resources downloaded, chat logs, and event feedback.

- **Platform Configuration & Technical Support**

Pick-and-drop required features at a room level. Complete technical support for configuring and scheduling videos on streaming servers.

- **Speed and Security**

With Cloud-hosted platform architecture, CDN server configuration, and GDPR-compliant attendee registration process, access speed, data security, and user privacy are inherent to the platform.

Kestone Virtual Events Platform is a one-stop solution for all kinds of events that the clients would like to organize online. This solution offers end-to-end-features: from campaign creations across different digital platforms (including, but not limited, to emails, SMS, WhatsApp, and social media invites), Audience Generation, Follow-up Alerts, Registration, Networking Connects, Creating Online Events with various Indoor & Outdoor Themes, Chat (Group Chat, Private Chat, Video & Audio Conferencing within Private Chats, Sharing of Assets within Chat Rooms), Scheduling and Streaming of pre-recorded videos, On-demand video downloads, Live Streaming and Webinar with 1,000+ audience, Sharing Screens, Polling, Quizzing, Gaming, Dashboards with Intelligent Insights around Chat Data (among Participants and Speakers and also among the Participants themselves), and Participants Scoreboard based on Participation Level.

This platform supports all the above and more features for clients to use for their internal communication for all employees across locations (and connecting from homes), host seminars, organize & manage Trade Fairs, hold board meetings with strategic partners, and conduct large-scale virtual meetings with prospective leads & partners for promoting products/ brands. In short, this solution will provide everything a client looks for in an online event.

Enterprise Segment

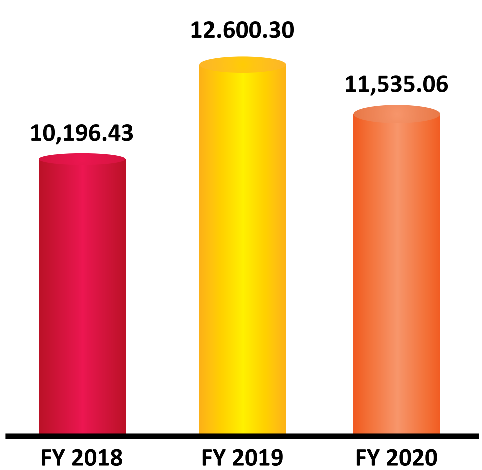
Integrated Business, Marketing, and Sales Services for Corporates

Kestone's set of offerings includes:

1. Experiential Marketing and Event Management
2. Digital & MarComm. Services
3. Customized Engagement Programs (CEPs)
4. Manpower Management & Training
5. Strategic Business Solutions

It has a strong reach, with on-ground projects executed in 250+ cities in India & abroad. Last year, Kestone served more than 80 clients across multiple locations, including industry leaders like Google, Facebook, Amazon, Dell, SAP, Britannia,

Corporate - Revenue (₹ In Lakhs)



etc.

The services provided by Kestone to its clients, include:

Experiential Marketing and Event Management

- **Product Launches:** Product launches and brand activations are about giving our clients the ideas and platform needed to showcase their products, in order to propel them into the market in an effective manner.
- **Dealer Meets/Sales Conferences/Seminars:** In addition to flawlessly-run conferences, Kestone brings vision, flair, and 20 years' experience to the designing & execution of genuinely inspiring meetings.
- **Exhibitions:** Dynamic, successful marketing events, whether in networking hubs of a client's conference, or a standalone trade fair.
- **MICE:** Tailor-made MICE (Meetings, Incentives, Conferences, and Exhibitions) strategically planned and beautifully executed, designed to build relationships, motivate, and inspire.

Digital & Marketing Communication (MarComm.) Services

- **Web design & development**

Collaboration of the best digital designs, front-end UI & CSS, and back-end programming minds in the region. Kestone designs websites that convert visitors into customers; and a user experience (UX) that is engaging enough to ensure multiple visits over time.

- **Content Marketing**

The team defends the written word to the end, crafting content that is in sync with the brand, is relevant, and that people want to share—be it in print, online, or via social media.

- **Social Media Marketing**

We put in place a pioneering combination of traditional marketing, search marketing, and social media to work for a client's brand, improve direct website traffic, generate brand buzz, and enhance search engine rankings.

- **E-Mail Marketing**

We have honed our email marketing process to ensure a results-driven approach to messaging, Call-to-Action (CTA), lead capture, and conversion metrics.

- **Digital Advertising & Media Buying**

We make sure companies get the best ROI in social advertising through strategic planning, top quality ad creatives, and ongoing campaign measurement and optimization.

Manpower Services and Sales Management

We study the business of the client, and develop a keen understanding of their business goals, talent-related needs; and deliver the best package to achieve their targets. The bouquet of services provided are as follows:

- **Enterprise Sales Program:** We provide the best manpower services to take what the client needs to newer heights.

- **Retail Sales Program:** Our manpower services offer resources who have mastered the art of sales.

- **Seller Enrollment Program:** We design exclusive enrollment programs to build relationships with vendors; and achieve sales targets of our client's businesses.

- **Direct Sales Program:** We work with organizations of all sizes to build teams that not only meet, but exceed, a company's goals.

Customized Engagement Programs (CEPs)

- **Loyalty Programs**

Designing relevant loyalty programs for a client's products & services for customer retention, taking care of registrations, and validations of the client's service offerings.

- **Rewards Programs**

Recommending an impeccable rewards program plan, especially for those customers making frequent purchases from a client; and get them hooked to the brand.

- **Audience Generation and Management**

Giving the best audience definition for a client's business plan & program, along with the optimum audience generation possible with audience management for live events.

- **Pipeline Management**

Laying down an approach, both systematic and visual, for a client to sell their products and services to the target audience, while generating the maximum ROI.

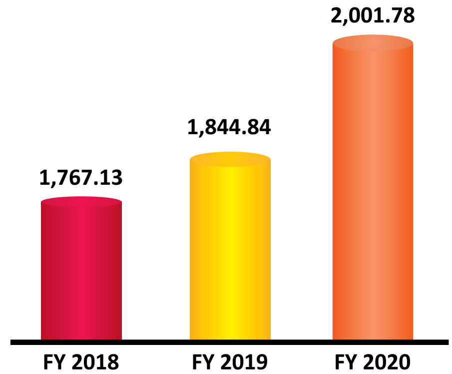
- **Lead Generation Activity**

Initiating the maximum customer interest through optimum lead generation activities; and getting the best potential leads in the market.

Integrated Solutions to Educational Institutions and Universities Under its subsidiary CL Media Private Ltd, CL Educate offers the following services to educational institutions across India:

1. Integrated Marketing solutions

Institutional Revenue (₹ In Lakhs)



2. Student enrolment services

3. Research & incubation services

4. Career Development Center

CL Media facilitates universities in reaching out to the right student set and improving their quality of intake. It offers the following services & benefits:

Research and Innovation

Under its subsidiary, Accendere Knowledge Management Services Private Ltd., CL Educate provides research and innovation services. It facilitates universities in improving their rankings through research and start-up incubation. The introduction of the NIRF Ranking framework by the MHRD,

Business Solutions	Benefits to universities
- Project Consultancy - Student Outreach Services - Digital Marketing and Social Media Campaigns - Print Media Campaigns - Events	- Attract Smart Students - Improved Research Output & Publishing - Seed Funding and CSR Projects - Attract Research Funds from Govt. & Industry - NIRF, NAAC, QS and Consultancy

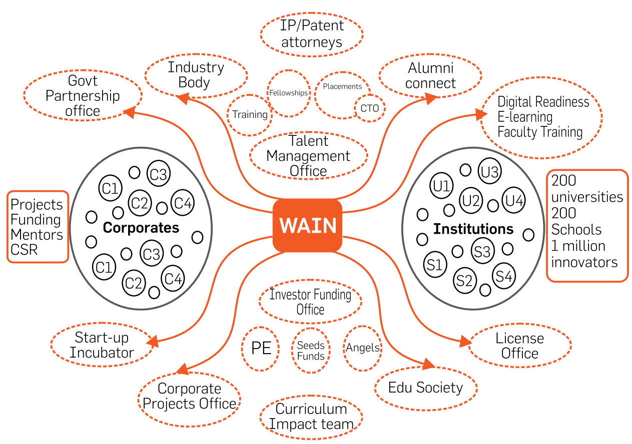
which emphasizes on innovation, has provided a huge fillip to Accendere's offerings, namely

- Research Incubation Services
- Start-up Incubation Services
- Worldwide Academia-Industry Network
- Corporate Research Incubation and

IP Management

WAINConnect Platform: Change is the only constant; and is what fuels evolution in all aspects of the economy. In the past couple of years, focus has been renewed on Research and Development, which has subsequently brought about a lot of challenges in terms of scalability. Industry and academia are two of the biggest contributors to the innovation quotient of an economy. They work in tandem to achieve the collective objective of new innovations and technological improvements.

The objective of the WAIN platform is to provide interlinked opportunities for both academic institutions and corporates to work together.



Financial Highlights

(₹ in Lakhs)

Particulars	FY 2020	FY 2019
Revenue from Ops	30,868.2	33,926.0
Total Income	32,392.2	35,249.6
EBITDA	863.8	4,012.6
PBT	(1,362.9)	2,444.4
Exceptional Items	4,150.0	-
PAT	(5,262.9)	2,012.7

Adjusted EBITDA	3,728.8	4,249.6
Adjusted EBITDA Margin	11.5%	12.1%
Adjusted PBT	1,502.1	2,681.4
Adjusted PBT Margin	4.6%	7.6%
Adjusted PAT	1,282.9	2,076.9
Adjusted PAT Margin	4.0%	5.9%

Revenue:

The revenue from operations decreased by 9.0%—from ₹ 33,926 lakh in FY 2019 to ₹ 30,868 lakh in FY 2020—primarily due to the spread of the global pandemic during the fourth quarter of the financial year. The management estimates that:

1. Consumer Test-Prep segment suffered a loss of business of ~ 10-12 Cr due to the lockdown in the second half of March 2020.

2. Consumer Publishing segment suffered a loss of ~ ₹ 5 Cr due to COVID-19 in March 2020.

3. Enterprise Corporate Segment suffered a loss of ~ ₹ 10-12 Cr during Q4 FY 2020.

The total loss of business income, as estimated by the management, is ~ ₹25-30 Cr across the segments as mentioned above.

Revenues across the segments remain impacted due to the global pandemic.

Other operating income has increased by 10.1%—from 1,903 lakh in FY 2019 to ₹ 2,096 lakh in FY 2020—primarily on the account of increase in advertisement income by 17.3% (from ₹ 1,462 lakh in FY 2019 to ₹ 1,715 lakh in FY 2020).

The other income has increased by 15.1%—from ₹ 1,323 lakh in FY 2019 to ₹ 1,523 lakh in FY 2020.

The total income consequently fell by 8.1%—from ₹ 35,249 lakh in FY 2019 to ₹ 32,392 lakh in FY 2020.

The revenue is segmented into: Consumer & Enterprise. The Consumer segment consists of business revenue from the Test-prep business and sale of books from our publishing business; whereas in the Enterprise segment, revenue flows from corporate and institutes for handling their events, digital marketing, managed manpower services, and marketing services.

The revenue break-up for the same is as follows: -

(₹ in Lakhs)

	FY 2020	FY 2019
Consumer (A)	**17,302.3**	**19,453.3**
Test-prep	17,458.6	18,208.0
Publishing	(156.3)	1,245.2
Enterprise (B)	**13,536.8**	**14,445.1**
Corporate	11,535.1	12,600.3
Institutional	2,001.8	1,844.8
Others (C)	29.2	27.6
Total Revenue (A+B+C)	**30,868.3**	**33,926.0**

- The consumer segment revenue dipped by 11.1%—from 19,453 lakh in FY 2019 to ₹ 17,302 lakh in FY 2020—primarily on account of the inability to ship out study material in March due to COVID. March is the biggest month for our publishing segment in the financial year, and typically contributes to 20% of our gross revenues.

The enterprise segment revenue dipped by 6.3%—from ₹ 14,445 lakh in FY 2019 to ₹ 13,536 lakh in FY 2020. The corporate segment was largely impacted by COVID-19 for the complete Q4 FY 2020; and the management estimates total loss in revenue due to COVID-19 to be a minimum of ₹ 10 Cr. The research incubation and advertisement services business showed positive traction; and grew by 8.5% (from ₹ 1,844 lakh in FY 2019 to 2,001 lakh in FY 2020).

The revenue mix of the company remains fairly constant.

	FY 2020	FY 2019
Consumer	56%	57%
Enterprise	44%	43%

- The company has also seen its enrolments grow by ~36%—from 85,272 enrolments in FY 2019 to 115,791 enrolments in FY 2020. This was in line with the company's strategy to increase its footprint in the market by adopting a sachetization strategy.

Exceptional Write-Off

During 2017-18, the company sold its K-12 related business to B&S Strategy Services Pvt. Ltd in a cash plus stock deal. This was done as a part of the asset-light strategy of the company. As a result, one of the subsidiaries of the company, namely, CLEIS (Career Launcher Education Infrastructure & Services) Ltd. received a 44.18% stake in B&S Strategy Services Pvt. Ltd. Over time, the admission numbers declined in the school; and with insufficient cash being generated by the business, the management does not intend to make any further investments. The situation has been accentuated by the onset of COVID-19, forcing early shutdown of schools, and the current management failing to collect final-term fees of FY 2020 and that of first quarter of the new academic year. As a result, the company, post getting the investment in B&S Strategy services valued by two independent valuers, has opted to impair its investment to the tune of 4,150 lakh.

Adjustments for Exceptional items and Extra Ordinary items done in FY 2020

DThe company has suffered a loss of ₹ 5,305 lakh in FY 2020, as compared to a profit of ₹ 1,997 lakh in FY 2019. This was primarily due to:

1. Exceptional write-off (₹ 4,150 lakh)

2. Expenses related to School Biz written off (₹ 580 lakh)

3. Prudent Vocational write-off (₹ 1,025 lakh)

4. Legacy Business Partner balances write-off (₹ 190 lakh)

The company has also presented a scenario, wherein, if the exceptional and extraordinary items were not written off, the overall picture would look as follows:

	FY 2020	FY 2019
Adjusted EBITDA	3,728.8	4,249.6
Adjusted PBT	1,502.1	2,681.4
Adjusted PAT	1,282.9	2,076.9

The Adjusted EBITDA Margins as a result would also have been 11.5% in FY 2020 as compared to 12.1% in FY 2019. The Adjusted PAT Margins adjusted for certain one-time expenses are 4.0% in FY 2020 and 5.9% in FY 2019

Expenses

Cost of Material Consumed:

The cost of material consumed decreased by 19.7%—from ₹ 1,172 lakh in FY 2019 to ₹ 941 lakhs in FY 2020. This was primarily due to a larger no. of digital enrolments (30.6% in FY 2019 vis-à-vis 49.3% in FY 2020).

Employee Benefit Expense

The employee benefit expense decreased by 8.8%—from 5,813 lakh in FY 2019 to ₹ 5,304 lakh in FY 2020—primarily due to deployment of several technological solutions, which helped in lowering the cost of delivery and increase the efficiency of people.

Finance Cost:

The finance cost increased by 34.1%—from ₹ 620 lakh in FY 2019 to ₹ 831 lakh in FY 2020. This was primarily due to introduction of IND AS 116 from FY 2020. The company chose to implement the same using a modified retrospective method. Accordingly, the comparatives of FY 2019 were not adjusted. Thus, the interest expense increased by ₹ 116 lakh in FY 2020.

Depreciation

The depreciation cost increased by 47.2%—from ₹ 948 lakh in FY 2019 to ₹ 1,396 lakh in FY 2020. This was primarily due to introduction of IND AS 116 from FY 2020. The company chose to implement the same using a modified retrospective method. Accordingly, the comparatives of FY 2019 were not adjusted. Thus, the depreciation expense increased by ₹ 432 lakh in FY 2020.

Franchise Expense:

The franchise expense has increased marginally by 2.9%—from ₹ 6,944 lakh in FY 2019 to ₹ 7,142 lakh in FY 2020—primarily on the account of increase in no. of franchises during the year.

Other Expense:

The other expenses of the company increased by 7.2%—from ₹ 17,371 lakh in FY 2019 to ₹ 18,616 lakh in FY 2020. This was primarily due to increase in Bad Debt written off by 76.2% (from ₹ 1,712 lakh in FY 2019 to ₹ 3,016 lakh in FY 2020). It mainly consists of 1,025 lakh of Vocational write-off taken by the company.

The total collection outstanding for the Vocational business as on Mar 31, 2019 was ~ ₹ 2460 lakh. The management of the company felt it was prudent to write-off ₹ 1,025 lakh. These receivables are mainly outstanding from various State Governments for projects undertaken from 2009 to 2015. The company will still be pursuing these receivables from the various governments, however, given the time period for which it has been outstanding and the lakhs of movement over the course of the financial year, it was decided to take the write-off. Alongside, the company has also taken an expected credit loss provision of ~ ₹ 600 lakh, thereby leaving an effective balance of ~ ₹ 1,167 lakh of vocational receivables outstanding.

Apart from this, the company has also written off certain old business partner balances to the tune of ₹ 190 lakh. The company has also undertaken certain exceptional write-offs related to an investment in one of its associates, B&S Strategy Services Pvt Ltd. Some of the related balances, to the tune of ~ ₹ 580 lakh, have also been written off from the books of accounts of the company.

Key Ratio Analysis

Interest Coverage Ratio

(₹ in Lakhs)

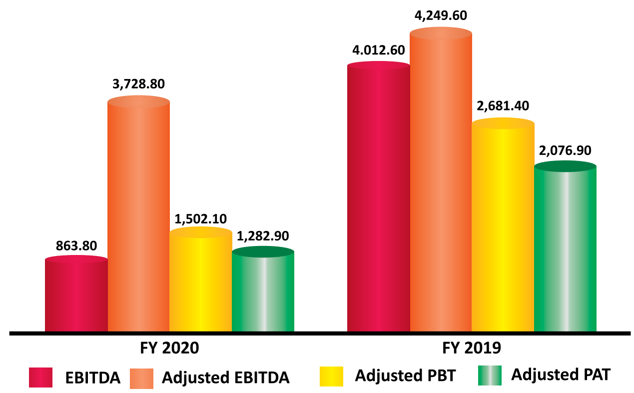
	FY 2020	FY 2019
EBITDA	863.8	4,012.6
Adjusted EBITDA	3,728.8	4,249.6
Interest	831.0	619.9
Adjusted EBIT	2,333.1	3,301.3
Adjusted Interest Coverage Ratio	**2.81**	**5.33**

As explained above, the company has incurred losses this year mainly due to several one-time write-offs undertaken, which are non-cash in nature. As a result, to get a correct picture of the company's ability to service its loans, an adjusted Interest Coverage Ratio (post removal of one-time write-offs) is 2.81 in FY 2020, as compared to a similar adjusted interest coverage ratio of 5.33 in FY 2019. The management remains confident of its ability to service the loans the company has availed of.

Profitability Ratios

The EBITDA of the company declined by 78.5%— from ₹ 4,012 lakh in FY 2019 to 864 lakh in FY 2020. This translates into an EBITDA Margin of 2.7% in FY 2020, as compared to 11.4% in FY 2019. As explained above, this was mainly due to several one-time write-offs undertaken by the company. The Adjusted EBITDA Margin, if one were to put aside the one-time and extraordinary write-offs taken this year, increased from 11.5% to 12.1%. The Adjusted PBT and Adjusted

Profitability Ratios (₹ In Lakhs)



PAT Margins also see significant growth.

Strategy and Roadmap Ahead:

Continue to develop & implement innovative business initiatives.

New Product Launches

CL Educate has always been a pioneer in developing newer products on its AI-enabled tech-driven platform for its customers. During the previous year, CL Educate further consolidated its position in the non-test-prep market, namely in Data Science courses (such as Python, Machine Learning & Artificial Intelligence).

Along with technological-skill-enhancement courses, the company has also introduced several finance-related professional courses under its "FinSchool" offering. Markets for programs, such as CFA, FRM, NISM, etc. have seen good growth in the past few years.

Virtual Events Platform

Kestone's Virtual Events Platform is a one-stop solution for all kinds of events that clients would organize online. This solution offers end-to-end-features: from campaign creations across different digital platforms, Audience Generation, Follow-up Alerts, Registration, Networking Connects, Creating Online Events with various Indoor & Outdoor Themes, Chat, Scheduling and Streaming of pre-recorded videos, On-demand video downloads, Live Streaming and Webinar with 1,000+ audiences, Sharing Screens, Polling, Quizzing, Gaming, Dashboards with Intelligent insights around chat data, and participants scoreboards.

International Expansion:

The company has successfully entered various markets; and was in a mode of rapid expansion prior to the COVID-19 pandemic. Along with establishing offices in Dubai, Singapore, and the USA, the organization has also set its eyes on Oman next, for tapping the education sector.

The company has also incorporated a new subsidiary by the name of CL Educate (Africa) Ltd. based out of Mauritius. The new company is a subsidiary of Kestone Asia Hub Pte Ltd.

Integration of Consumer and Enterprise Businesses

The company has initiated its merger process to integrate its Consumer and Enterprise businesses; and bring them under one umbrella. It is expected that this strategy will help the company in unlocking the full potential of the Enterprise Business; and bring about significant synergies that will help the business grow.

COVID-19

The spread of COVID-19 has been a threat to almost all industries, including the education sector. Closure of schools and colleges in order to stop the spread of the pandemic has hurt several players in the test-prep segment. Although, impacted by uncertainty related to opening of schools and announcement of dates of various competitive exams, CL Educate has managed to contain the threat by shifting all its classes to online mode. The company was one of the earliest players to completely shift its classroom programs to cloud classrooms and continue to not only service present customers but also acquire new customers via focused digital marketing

Government Policies & Structures

Changes in Central or State government legislations lead to disruption of functioning of business. In recent times, the decision of the Government to delay the opening of schools, colleges, and various educational institutions has proved to be a bane, as well as a boon, for CL Educate Ltd. While the schools and colleges remain closed, online classes have taken the place of the conventional classroom environment. CL Educate has also shifted its entire focus from a hybrid form of customer acquisition, to a more digital driven approach, resulting in significant cost savings.

Emergence of New Market Players

While CL Educate has been a leader in MBA & Law-related test-preparation markets, these markets have now seen rise of several local players emerging in pockets of Uttar Pradesh, Gujarat, Delhi, and South India.

The exam markets have largely been stable over the recent years, but there is always a risk that changing trends in the education industry, driven by nature of jobs, technology proliferation, etc. could affect a particular exam category.

Additionally, the immense funding made available to pure online players makes them serious challengers in the EdTech market space, be it aggregators, or app-based players, or those who provide live-classes. While many of them are yet to turn profitable, the amount of money being spent by them on student acquisition increases the competitive intensity of the sectoral landscape, making it a very challenging playing field going forward.

Internal Financial Control Systems and their Adequacy

As a diversified enterprise, CL Educate continues to focus on a systems-based approach to business risk management. The

management of risk is embedded in the corporate strategies of developing a portfolio of world-class businesses that best match organizational capabilities with market opportunities, focusing on building distributed leadership and succession planning processes, nurturing all-round skills, and enhancing organizational capabilities through timely developmental inputs. Accordingly, management of risk has always been an integral part of the Company's 'Strategy of Organization'; and straddles its planning, execution, and reporting processes and systems. The company's internal control system is commensurate with its nature, size, and complexities of operations.

The Audit Committee and the CFO actively review the risk-control mechanism, and suggest control-strengthening norms, where required. Respective business heads and the CFO are regularly apprised of Internal Audit findings; and take corrective action based on the same.

Enterprise Risk Management

The company has a robust risk-management system, which is illustrated below:

Risk Identification (Context)

Risk context sets the criterion against which risks are identified and assessed, thus defining the external and internal parameters to be considered. The risk-management policy, framework, and supporting guidance set out how to manage risks; such as, how to determine probability and impact, as well as instructions on how to translate these into an overall risk level.

Assessment

We facilitate a risk-assessment process through discussions with the leadership, senior management, and key stakeholders from each business area. For each risk identified, the risk level is rated. The adequacy of action plans to address any remaining control gaps is then assessed. We do this for both new risks identified, as well as those already being monitored. Horizon scanning also takes place throughout the year to aid in the identification of new risks.

Treatment and Mitigation

Once assessed, the most appropriate course of action for each risk is decided, taking into account the size of the gap between its current risk status as against its risk appetite target. This can include 'avoid' (i.e., not doing something); implementing mitigation or contingency plans to change the probability or reduce the impact of a risk; accepting increased risk in order to pursue an opportunity; or sharing the risk with another party or parties.

Monitoring and Review

The Board, Audit Committee, and Risk Management Committee meet on a periodic basis. This gives them the opportunity to review, challenge, and validate the ERM process and key risks. The discussions revolve around the key risks identified, mitigation plans finalized, owners of risk identified, and progress monitoring.

With company operations in many different industry segments, CL Educate Ltd Is exposed to both internal & external risks. The company has in place a structured, robust, and well-documented risk-management policy, which lists the identified risks, their impact, and the mitigation strategy. The risks faced by CL under Key Risk Categories are

a) Strategic Risks

- Significant operating revenues from a business segment; and, consequently, any failure to sustain, expand, and scale the revenues in that segment
- Limited operating history to new businesses/products; and lakhs of experience to address risks frequently encountered in these businesses
- Seasonality of different products/businesses
- Brands are important in this business; and dilution of the same

b) Industry-Related Risks

- Significant changes in test patterns and/or number of competitive exams
- Significant changes in delivery mechanism due to technology changes (or innovations)
- Significant changes in raw-material cost in publishing

c) Market and Competition

- Entry of new players with substantial financial muscle in the test-prep domain, and competition from other existing players may lead to market-share loss & lowered prices
- IPR plagiarizing/conflicts could result in loss of business
- Change in local market conditions impacting a specific product or market segment

d) Resources

- Loss of (or competition from) any key member of the management team
- Inability to attract/hire and retain new, young, and aspiring talent
- Failure to raise additional capital in future
- Success of technology-driven products being dependent on student acceptability and/or ability to prevent any disruption of the equipment (or systems) required to deliver the service

e) Operations

- Inability to effectively advertise in the market; and subsequently, attract & enroll students
- Difficulty in introducing new courses, expanding network, continuing partnerships
- Inability to obtain statutory & regulatory licenses and permits required to operate
- Cost overruns and payment delays in case of fixed-price contracts
- Inability to establish new distribution channels in the publishing industry
- Operations primarily concentrated in North India; and the inability to retain and grow subscribers in the region
- Inability to attract and retain quality business partners and faculty members

f) Regulatory Environment

- Changes in Central (or State) Government policies, or legislation
- Increase in interest rate & raw material costs may adversely impact the company's operations
- Volatility in political, economic, and social dynamics in India
- Instability in Indian financial markets
- Civil disturbances, regional conflicts, and other violent acts in India and abroad that may disrupt (or otherwise adversely affect) the Indian economy.

Report on Corporate Governance for the Financial Year ended March 31, 2020

Your Directors present the Corporate Governance Report of CL Educate Limited ("Company" or "CL") for the Financial Year ended March 31, 2020, in terms of Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure hequirements) Regulations, 2015 {"SEBI (LODR) Regulations, 2015" or "Listing Regulations"}.

I. Company's Philosophy on Corporate Governance

The Company's Corporate Governance framework is guided by its Core Values – 'ROOHI' and is based on the following principles:

- **Risk Taking:** Acting decisively based on sound judgment and intuition.
- **Ownership:** Accepting responsibility for actions and carrying the team forward in a crisis situation.
- **Openness:** Regularly sharing experiences with team members and customers and encouraging feedback and initiative from them.
- **Honesty & commitment to customers:** Communicating clearly to the customer's deliverables and expectations from them.
- **Innovation:** Creating products, systems and processes with increased effectiveness to meet customer needs.

The Board of Directors of the Company ("**Board**") is responsible for and is committed to establish sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short term and long term interests of shareholders and other stakeholders associated with the Company. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices.

The Company has a strong legacy of fair, transparent and ethical governance practices.

a. Code of Conduct

The Company has adopted a Code of Conduct - applicable to all the Directors & Senior Management Personnel which includes Code for Independent Directors which suitably incorporates the roles and duties of Independent Directors as laid down under the provisions of the Companies Act, 2013 (hereinafter referred as the "Act"). The Code of Conduct is displayed on the website of the Company (www.cleducate.com). All Directors and Senior Management Personnel of the Company have affirmed compliance with the above Code of Conduct for the Financial Year 2019-20.

A declaration signed by Mr. Gautam Puri (Vice Chairman and Managing Director) dated August 14, 2020, to this effect is given below.

To
The Board of Directors
CL Educate Limited
A-45, First Floor,
Mohan Cooperative Industrial Estate,
New Delhi-110044

Sub: Declaration confirming compliance with the Code of Conduct applicable to the Members of the Board of Directors and Senior Management Personnel of the Company

In accordance with the provision of Part D of Schedule III of the SEBI (LODR) Regulations, 2015, I, Gautam Puri, Vice Chairman and Managing Director of CL Educate Limited, hereby certify that the Board of Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct applicable to them for the financial year ended March 31, 2020.

sd/-
Name: Gautam Puri
Designation: Vice Chairman and Managing Director

Place: New Delhi
Date: August 14, 2020

b. Code of Conduct for Prevention and Prohibition of Insider Trading

In order to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "PIT Regulations") and to preserve the confidentiality and prevent misuse of Unpublished Price Sensitive Information, the Company has adopted the following:

i. Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information, containing therein:

   a. Policy for determination of legitimate purposes; and

   b. Policy and procedures for inquiry in case of leak of unpublished price sensitive information.

ii. Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons.

The copies of the aforesaid Codes/polices are available on the website of the Company (www.cleducate.com) at the web link
http://www.cleducate.com/policies/Code_of_Conduct_CLEducate.pdf,
http://www.cleducate.com/policies/code-of-conduct-to-report-trading-by-designated-person.pdf and
http://www.cleducate.com/policies/code-of-practices-and-procedures-for-fair-disclosure-of-upsi.pdf.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, as applicable, with regard to Corporate Governance.

II. Board of Directors

An active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance and to bring objectivity and transparency in the management of the Company. A quality Board, being at the core of its Corporate Governance practices, plays the most pivotal role in overseeing how the management serves and protects the long term interests of all the stakeholders. The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholders' value.

In terms of the requirements of the Act and provisions of the SEBI (LODR), Regulations, 2015, the Nomination, Remuneration and Compensation Committee has been designated to evaluate the need for change in the composition and size of the Board of the Company and to select members to fill the vacancies in the Board and nominating candidates for election by the shareholders at the Annual General Meeting.

Composition of the Board

The composition of the Board is in conformity with Regulation 17 of the SEBI (LODR), Regulations, 2015 read with Section 149 of the Act.

The Chairman of the Board, Mr. Satya Narayanan R is an Executive Director. As on March 31, 2020, the Board had 8 (Eight) Directors of which 4 (Four) Directors were Non-Executive Independent Directors (including a woman Independent Director), 1 (One) was Non-Executive Non-Independent Director and 3 (Three) were Executive Directors. None of the Directors were related to each other.

Composition of the Board of Directors as on March 31, 2020 and the number of equity shares of the Company held by them:

Name of the Director with DIN	Designation on the Board	Category	No. of equity shares held as on March 31, 2020
Mr. Satya Narayanan R (00307326)	Chairman and Executive Director	Promoter	2,327,806
Mr. Gautam Puri (00033548)	Vice Chairman and Managing Director	Promoter	2,310,104
Mr. Nikhil Mahajan (00033404)	Executive Director and Group CEO Enterprise Business	Promoter	32,817
Mr. Viraj Tyagi (01760948)	Non-Executive Independent Director	Non-Promoter	3,200
Ms. Madhumita Ganguli (00676830)	Non-Executive Independent Director	Non-Promoter	Nil

Name of the Director with DIN	Designation on the Board	Category	No. of equity shares held as on March 31, 2020
Mr. Girish Shivani (03593974)	Non-Executive Independent Director	Non-Promoter	Nil
Mr. Imran Jafar (03485628)	Non-Executive Non-Independent Director	Non-Promoter	Nil
Mr. Sanjay Tapriya (00064703)[1]	Additional (Non-Executive Independent) Director	Non-Promoter	Nil

[1] *Mr. Sanjay Tapriya has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019*

Note:
Mr. Piyush Sharma who has appointed as an Additional (Non-Executive Independent) Director by the Board of Directors of the Company on July 17, 2020, holds office till the date of the ensuing AGM, unless appointed thereat. The proposal to appoint Mr. Piyush Sharma as a Non-Executive Independent Director forms part of the Notice of the AGM 2020.

As on March 31, 2020 and as on the date of this report, no Director(s) on the Board;

i. Held directorship in more than twenty companies; out of which public companies* were not more than ten; and listed entities were not more than seven.

ii. Served as an Independent Director in more than seven listed entities.

iii. Who is serving as a Whole Time Director/Managing Director in any listed Company, served as an Independent Director in more than three listed entities.

iv. Was a member in more than ten committees, and/or acted as Chairperson of more than five committees across all Public Limited Companies in which he/she was a Director (Private Ltd Cos, Foreign Companies and Companies under Section 8 of the Companies Act 2013 excluded. Audit Committee and Stakeholders' Relationship Committee alone have been considered for the purpose of determination of limit as per Regulation 26(1) of Listing Regulations).

v. Had attained the age of seventy five years.

vi. Was debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

* For reckoning the limit of public companies, directorships in private companies that are either holding or subsidiary company of a public company have been included.

Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, is as below:

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
CL Educate Limited

We have examined the relevant registers, records, forms, returns and disclosures relating to the Directors of **CL Educate Limited** (CIN: L74899HR1996PLC076897) having Registered Office at Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana - 121 003 (hereinafter referred to as 'the Company'), produced before us 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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our 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 us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 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 other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company#
1.	Mr. Nikhil Mahajan	00033404	October 12, 2001
2.	Mr. Gautam Puri	00033548	April 25, 1996
3.	Mr. Satya Narayanan Ramakrishnan	00307326	April 25, 1996
4.	Ms. Madhumita Ganguli	00676830	July 02, 2017
5.	Mr. Viraj Tyagi	01760948	April 28, 2008
6.	Mr. Imran Jafar	03485628	November 02, 2018
7.	Mr. Girish Shivani	03593974	September 30, 2018
8.	Mr. Sanjay Tapriya	00064703	October 24, 2019

The date of appointment is as per the MCA website.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. 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.

For S. Anantha & Ved LLP
Company Secretaries

Sd/-
Sachin Sharma
Designated Partner
ACS: A46900
CP No.: 20423
UDIN: A046900B000577397

Place: Jodhpur
Date: August 13, 2020

Other Directorships and Committee Chairmanships/ Memberships of the Directors

The number of Directorships and Committee Chairmanships / Memberships held by the Directors of your Company in other public limited companies, as on March 31, 2020, is given herein below.

Other Directorships do not include Directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership held only in the Audit Committee and Stakeholders' Relationship Committee (SRC) have been considered in accordance with Regulation 26(1)(b) of the SEBI (LODR), Regulations, 2015.

Name of the Director	Designation	No. of Directorships in other entities including CL	No. of memberships in Audit/ SRC Committee(s) including CL	No. of Chairmanship in Audit/ SRC Committee held in other entities including CL
Mr. Satya Narayanan R	Chairman and Executive Director	2	0	0
Mr. Gautam Puri	Vice Chairman and Managing Director	2	1	0
Mr. Nikhil Mahajan	Executive Director and Group CEO Enterprise Business	1	1	0
Mr. Viraj Tyagi	Non-Executive Independent Director	1	1	0
Mts. Madhumita Ganguli	Non-Executive Independent Director	4	1	0
Mr. Girish Shivani	Non-Executive Independent Director	2	0	2
Mr. Imran Jafar	Non-Executive Non-Independent Director	2	0	0
Mr. Sanjay Tapriya[1]	Additional (Non-Executive Independent) Director	3	1	0

[1]Mr. Sanjay Tapriya has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019.

Names of the listed entities where the Director of your Company is a director (including CL) and the category of directorship:

S. No.	Name of Director	Name of listed company	Category of Directorship
1	Mr. Satya Narayanan R	CL Educate Limited	Chairman and Executive Director
2	Mr. Gautam Puri	CL Educate Limited	Vice Chairman and Managing Director
3	Mr. Nikhil Mahajan	CL Educate Limited	Executive Director and Group CEO Enterprise Business
4	Mr. Viraj Tyagi	CL Educate Limited	Non-Executive Independent Director
5	Ms. Madhumita Ganguli	CL Educate Limited	Non-Executive Independent Director
		Indarprastha Medical Corporation Limited	Non-Executive Non-Independent Director
6	Mr. Girish Shivani	CL Educate Limited	Non-Executive Independent Director
7	Mr. Imran Jafar	CL Educate Limited	Non-Executive Non-Independent Director
8	Mr. Sanjay Tapriya[1]	CL Educate Limited	Additional Non-Executive Independent Director
		Simbhaoli Sugars Limited	Non-Executive Non-Independent Director

[1]Mr. Sanjay Tapriya has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019.

Independent Director(s)

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI (LODR), Regulations, 2015 read with Section 149(6) of the Act. Independent Directors play a critical role in improving the Board's effectiveness with their judgment on issues of strategy, performance, resources, standards of conduct, etc. besides providing valuable inputs to the Board. The maximum tenure of Independent Directors is in compliance with the Act and the rules made thereunder. All the Independent Directors have confirmed that:

a. They meet the criteria of independence as provided in Regulation 16(1)(b) of the SEBI (LODR), Regulations, 2015 read with Section 149(6) of the Act;

b. 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.

As on March 31, 2020, there were 4 Independent Directors on the Board out of a total strength of 8 members, i.e., one-half of the Board of Directors of the Company comprised of Non-Executive Independent Directors, including A Woman Director. In relation to such Independent Directors, it is hereby confirmed that:

i. The Independent Directors of the Company hold office for a term of up to 5 consecutive years and are eligible for re-appointment for another term of up to 5 consecutive years on passing of a special resolution by the Company. Mr. Viraj Tyagi, is serving his second term of 5 years. The notice of the 24th Annual General Meeting of the Company contains separate resolutions seeking members' approval to the regularization of the appointment of Mr. Sanjay Tapriya and Mr. Piyush Sharma for a period of 5 years.

ii. The Company has issued formal letter of appointment to all the Independent Directors in the manner provided under the Companies Act, 2013.

iii. The Nomination, Remuneration and Compensation Committee of the Board has laid down the evaluation criteria for the performance evaluation of the Independent Directors, which is based on the Guidance Note on Board Evaluation dated January 05, 2017 issued by SEBI. The procedure followed by the Company for the performance evaluation of the Board, Committees and Individual Directors is detailed in the Board's Report.

iv. During the Financial Year 2019-20, the Independent Directors of the Company held one separate meeting, on May 29, 2019, without the presence of Non- Independent Directors and members of the Management, wherein only the Independent Directors of the Company were present. At this meeting, the Independent Directors;

    a. Reviewed the performance of Non-Independent Directors and the Board as a whole for the Financial Year 2018-19;

    b. Reviewed the performance of the Chairperson of the Company for the Financial Year 2018-19, taking into account the views of Executive Directors and Non-Executive Directors;

    c. Assessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board of Directors that is necessary for the Board to effectively and reasonably perform their duties.

v. In the opinion of the Board, the Independent Directors of the Company fulfill the conditions specified in the SEBI (LODR), Regulations, 2015 and are independent of the management.

Appointment and Resignation of Independent Director(s) during the Financial Year 2019-20:

S.No.	Name of the Independent Director	Whether Appointment/ Resignation	Date of Appointment/ Resignation	Reason
1.	Mr. Sanjay Tapriya	Appointment	October 24, 2019	Not Applicable
2.	Mr. Sushil Kumar Roongta	Resignation	July 26, 2019	Personal Reasons*

**Mr. Sushil Kumar Roongta has confirmed that there are no other material reasons, apart from his own personal reasons, for his resigning as a Non-Executive Independent Director from the Board.*

Appointment and Resignation of Independent Director(s) from the end of the Financial Year i.e., March 31, 2020 till the date of this Report:

S.No.	Name of the Independent Director	Whether Appointment/ Resignation	Date of Appointment/ Resignation	Reason
1.	Mr. Piyush Sharma	Appointment	July 17, 2020	Not Applicable

Meetings of the Board

The Board met 6(Six) times during the Financial Year 2019-20 and there has not been a time gap of more than 120 days between any two meetings of the Board. Attendance of each Director at the meeting of the board of directors held during the Financial Year 2019-20 and at the previous Annual General Meeting (AGM 2019) is given here in below:

S. No	Name of Director	Designation	Q1	Q2		Q3		Q4	AGM
			May 29, 2019	August 05, 2019	September 13, 2019	October 11, 2019	November 13, 2019	February 10, 2020	AGM 2019 September 28, 2019
1	Mr. Satya Narayanan R (00307326)	Chairman and Executive Director (Promoter)	P	P	LOA	P	P	P	P
2	Mr. Gautam Puri (00033548)	Vice Chairman and Managing Director (Promoter)	LOA	P	LOA	P	P	P	P
3	Mr. Nikhil Mahajan (00033404)	Executive Director and Group CEO Enterprise Business (Promoter)	P	P	P	P	P	P	P
4	Mr. Viraj Tyagi (01760948)	Non-Executive Independent Director (Non-Promoter)	LOA	LOA	LOA	LOA	P (VC)	LOA	LOA
5	Mrs. Madhumita Ganguli (00676830)	Non-Executive Independent Director (Non-Promoter)	P	P	P	P (VC)	P	P	LOA
6	Mr. Sushil Kumar Roongta (00309302)	Non-Executive Independent Director (Non-Promoter)	P	Resigned on July 26, 2019					NA
7	Mr. Girish Shivani (03593974)	Non-Executive Independent Director (Non-Promoter)	P	P	P	P	P	P	P
8	Mr. Imran Jafar (03485628)	Non-Executive Independent Director (Non-Promoter)	P	P	LOA	LOA	LOA	LOA	LOA
9	Mr. Sanjay Tapriya (00064703)	Additional (Non-Executive Independent) Director (Non-Promoter)	NA (Appointed on October 24, 2019)				P	LOA	NA
	Board Strength	-	**8**	**7**	**7**	**7**	**8**	**8**	**7**
	Total Present	-	**6**	**6**	**3**	**5**	**7**	**5**	**4**
	Leave of Absence	-	**2**	**1**	**4**	**2**	**1**	**3**	**3**

Notes:

- *Mr. Sushil Kumar Roongta, Non-Executive Independent Director of the Company resigned from the Board of the Company with effect from July 26, 2019.*
- *Mr. Sanjay Tapriya has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019.*
- *This includes the meeting(s) attended by the Director(s) through audio-video conferencing facility as extended by the Company.*
- *The Attendance at the Board Meetings as given hereinabove does not consider/include the attendance of Directors participating in the meeting through tele-conferencing facility.*
- *The necessary quorum was present at all the meetings.*
- *P=Present, LOA=Leave of Absence, VC= Video Conferencing, NA- Not Applicable*

Disclosure of relationships between Directors inter-se

None of the Directors of the Company are related to each other.

Convertible Instrument

The Company has not issued any convertible instruments during the Financial Year under review.

Number of shares and convertible instruments held by non-executive directors as on March 31, 2020

Names of the Director with DIN	Designation on the Board	No. of equity shares held as on March 31, 2020	No. of convertible instruments held as on March 31, 2020
Mr. Viraj Tyagi (01760948)	Non-Executive Independent Director	3,200	Nil
Ms. Madhumita Ganguli (00676830)	Non-Executive Independent Director	Nil	Nil
Mr. Girish Shivani (03593974)	Non-Executive Independent Director	Nil	Nil
Mr. Imran Jafar (03485628)	Non-Executive Non Independent Director	Nil	Nil
Mr. Sanjay Tapriya (00064703) [1]	Additional (Non-Executive Independent) Director	Nil	Nil

[1]*Mr. Sanjay Tapriya has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019.*

Skills/Expertise/Competence of the Board of Directors

The Company's Board of Directors comprises of highly qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the Board and its Committees.

The core skills / expertise / competencies required in the Board in the context of the Company's Businesses and sectors functioning effectively as identified by the Board of Directors of the Company are tabulated below:

Skills/ Expertise/ Competence	Mr. Satya Narayanan R	Mr. Gautam Puri	Mr. Nikhil Mahajan	Mr. Viraj Tyagi	Ms. Madhumita Ganguli	Mr. Girish Shivani	Mr. Imran Jafar	Mr. Sanjay Tapriya	Mr. Piyush Sharma
Leadership experience in man-aging com-panies including gen-eral management.	✓	✓	✓	✓	✓	✓	✓	✓	-
Industry experience including its entire value chain and in-depth experience in corporate strategy and planning.	✓	✓	✓	✓	✓	✓	✓	✓	✓
Expertise in the field of education , Knowledge services and Technology	✓	✓	✓	-	-	✓	✓	-	✓

Skills/ Expertise/ Competence	Mr. Satya Narayanan R	Mr. Gautam Puri	Mr. Nikhil Mahajan	Mr. Viraj Tyagi	Ms. Madhumita Ganguli	Mr. Girish Shivani	Mr. Imran Jafar	Mr. Sanjay Tapriya	Mr. Piyush Sharma
Experience in finance, tax, risk management, legal, compliance and corporate Governance, human resources and communication	✓	✓	✓	✓	✓	✓	-	✓	-
Relevant experience and knowledge in the matters of Safety and Corporate Social Responsibility including environment, sustainability, community and values.	✓	✓	✓	✓	✓	✓	✓	✓	✓
Having multiple geography and cross-cultural experience	✓	✓	✓	✓	✓	✓	✓	✓	✓

The Board as a whole possesses the identified skills, expertise and competencies as are required in the context of the business of the Company.

Familiarization Programmes imparted to Independent Directors

The Board of Directors conducted regular familiarization programmes for its Independent/Non-Executive Directors during Financial Year 2019-20, in accordance with Regulation 25 of the SEBI (LODR), Regulations, 2015. The programmes aimed to provide them with an insight into the Company to enable the Independent Directors to understand the Company's business in-depth and contribute significantly to the strategic development of the Company. On a regular basis, the Company educated them regarding their roles, responsibilities and duties under the Act and the SEBI (LODR), Regulations, 2015.

During the Financial Year under review, the Company familiarized the Directors on the Company's policies and procedures on a regular basis. Presentations/briefings were made at the meetings of the Board of Directors and Committees by the senior executives of the Company, covering areas such as nature of the industry in which the Company operates, business model of the Company, Company's operating and financial performance, industrial relations status, marketing strategies, risk management etc.

The details of the familiarization programmes conducted during the financial year 2019-20 for the Independent Directors are available on the website of the Company at the web link http://www.cleducate.com/policies/Familiarization-Programme-Imparted-2019-20.pdf.

III. Audit committee

The primary objective of the Audit Committee is to act as a catalyst in helping the Company to achieve its objectives by overseeing:

- The Integrity of the Company's Financial Statements;
- Adequacy & reliability of the Internal Control Systems of the Company;
- Compliance with legal & regulatory requirements and the Company's Code of Conduct;
- Performance of the Company's Statutory & Internal Auditors.

Audit Committee monitors & supervises the financial reporting process of the Company with a view to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality.

Composition, Meetings & Attendance during the Financial Year

The Board has constituted an Audit Committee in compliance with the provisions of the SEBI (LODR), Regulations, 2015 and Section 177 of the Act. As on March 31, 2020, the Audit Committee comprised of 3 (Three) members, all being Independent Directors. The Chairman of the Audit Committee is a Non-Executive Independent Director.

During the Financial Year under review, 4 (Four) meetings of the Audit Committee were held and the time gap between any two meetings did not exceed 120 days. The details of the Audit Committee meetings held during 2019-20 are given as under:

S. No.	Name of Member	Designation on Committee	Designation on Board	Q1	Q2	Q3	Q4
				May 29, 2019	August 05, 2019	November 13, 2019	February 10, 2020
1	Mr. Girish Shivani	Chairman	Non-Executive Independent Director	P	P	P	P
2	Mr. Viraj Tyagi	Member	Non-Executive Independent Director	LOA	LOA	P (VC)	P (VC)
3	Mr. Madhumita Ganguli	Member	Non-Executive Independent Director	P	P	P	P
	Total no. of Members			**3**	**3**	**3**	**3**
	Total Present			**2**	**2**	**3**	**3**
	Leave of Absence			**1**	**1**	**0**	**0**

Notes:
- *The Audit Committee has been reconstituted with induction of Mr. Sanjay Tapriya, Additional (Non-Executive Independent) Director as a Member of the Audit Committee with effect from June 29, 2020.*
- *The necessary quorum was present for all the meetings.*
- *P=Present, LOA=Leave of Absence, VC= Video Conferencing, NA= Not Applicable*

In addition to the members of the Audit Committee, these meetings were attended by the Chief Financial Officer, Statutory Auditors, Internal Auditors, Tax Auditors and/or their representatives, with the Company Secretary in presence, wherever necessary, and by such executives of the Company as were considered necessary for providing inputs to the Committee.

Terms of Reference for the Audit Committee

"The Audit Committee is responsible for, among other things, as may be required by the Act, SEBI (LODR), Regulations, 2015, and any other law/regulations, as may be applicable, from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   b. Changes, if any, in accounting policies and practices and reasons for the same;
   c. Major accounting entries involving estimates based on the exercise of judgment by management;
   d. Significant adjustments made in the financial statements arising out of audit findings;
   e. Compliance with listing and other legal requirements relating to financial statements;
   f. Disclosure of any related party transactions; and
   g. Modified opinion(s) in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, 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;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval of any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing 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;
16. Discussion 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;
17. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
22. Reviewing the financial statements, in particular, the investments made by the unlisted subsidiary (ies).
23. Reviewing annually the compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015, and verifying that the systems for internal control under SEBI (Prohibition of Insider Trading) Regulations 2015 are adequate and are operating effectively.
24. Review the report by the Compliance Officer on the trading by the designated persons and immediate relatives of such designated persons under the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015.
25. Review of 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;
    - Appointment, removal and terms of remuneration of the Chief internal auditor.
    - Statement of Deviations:

    (i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(ii) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Company Secretary of the Company shall act as the Secretary to the Audit Committee. As required under the SEBI (LODR), Regulations, 2015, the Audit Committee shall meet at least four times in a year, and not more than 120 days shall elapse between two meetings. The quorum shall be two members present, or one third of the members, whichever is greater, provided that there should be a minimum of two Independent Directors present at the meeting."

IV. Nomination, Remuneration and Compensation Committee

Composition, Meetings & Attendance during the Financial Year

The Board has constituted a Nomination, Remuneration and Compensation Committee (hereinafter referred to as the "NRC Committee") under the SEBI (LODR), Regulations, 2015 which is in line with Section 178 of the Act. As on March 31, 2020, the NRC Committee comprised of 3 (Three) members all being Non-Executive Directors, with majority of them being Independent Directors. The Chairman of the NRC Committee is a Non-Executive Independent Director.

During the Financial Year under review, 4 (Four) meetings of the NRC Committee were held. The details of the composition of the NRC Committee and of its meetings held during the Financial Year 2019-20 are as under:

S. No.	Name of Member	Designa-tion on Committee	Designation on Board	Q1	Q2	Q3	Q4
				May 29, 2019	August 05, 2019	November 13, 2019	February 10, 2020
1	Mr. Viraj Tyagi	Chairman	Non-Executive Independent Director	Present Over Call	LOA	P (VC)	LOA
2	Mr. Girish Shivani	Member	Non-Executive Independent Director	P	P	P	P
3	Mr. Imran Jafar	Member	Non-Executive Non Independent Director	P	P	LOA	Present over call
	Total no. of Members			**3**	**3**	**3**	**3**
	Total Present			**2**	**2**	**2**	**1**
	Leave of Absence			**1**	**1**	**1**	**2**

Notes:

- *The necessary quorum was present for all the meetings except the NRC Committee meeting held on February 10, 2020, whereat Mr. Girish Shivani was present physically and Mr. Imran Jafar was present through Con-Call. The presence of Mr. Imran Jafar was not considered while determining the quorum. However, the matters discussed at the meeting had the concurrence of both the members attending the meeting. Also, the proceedings of meeting were circulated amongst all the Committee Members, for necessary information of all, and approval / ratification, wherever required, under the provisions of the Act, Rules and the Secretarial Standards, and the same were approved/ ratified by all the Committee Members.*
- *The NRC Committee has been reconstituted with induction of Mr. Sanjay Tapriya, Additional (Non Executive Independent) Director as Member of the NRC Committee with effect from June 29, 2020.*
- *P=Present, LOA=Leave of Absence, VC= Video Conferencing, NA = Not Applicable*

Terms of Reference for the NRC Committee

"The NRC Committee shall be responsible inter alia, for, the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- Devising a policy on diversity of Board of Directors;

- Implementation and administration of the Amended and Restated Career Launcher Employee Stock Options Plan 2014;
- 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; and
- Recommend to the Board, all remuneration, in whatever form, payable to the senior management personnel.

Ms. Rachna Sharma, Company Secretary, acts as the secretary to the Committee.

The NRC Committee shall meet at least once in a year and the quorum shall be either two members or one third of the members of the NRC Committee, whichever is greater, including at least one independent director in attendance."

Performance evaluation criteria for Independent Directors

The NRC Committee of the Board has laid down the evaluation criteria for performance evaluation of the Independent Directors. The performance evaluation of independent directors is carried out by the entire Board of Directors which includes:

- performance of the directors; and
- fulfillment of the independence criteria and their independence from the management.

In the above evaluation, the directors who are subject to evaluation did not participate.

V. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee has been constituted to look into various aspects of interest of shareholders and other security holders, if any. The Committee considers and resolves the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of Balance Sheet or non- receipt of declared dividends.

Composition, Meetings & Attendance during the Financial Year

The Board has constituted a Stakeholders Relationship Committee (the "SRC Committee") in accordance with the SEBI (LODR), Regulations, 2015 which is in line with Section 178 of the Act. As on March 31, 2020, the SRC Committee comprised of 3 (Three) members. Mr. Girish Shivani, Non-Executive Independent Director is the Chairman of the SRC Committee.

During the Financial Year under review, 4 (Four) meetings of the SRC Committee were held. The details of its composition and meetings held during the Financial Year 2019-20 are as under:

S. No.	Name of Member	Designation on Committee	Designation on Board	Q1	Q2	Q3	Q4
				May 29, 2019	August 05, 2019	November 13, 2019	February 10, 2020
1	Mr. Girish Shivani	Chairman	Non-Executive Independent Director	P	P	P	P
2	Mr. Gautam Puri	Member	Vice Chairman and Managing Director	LOA	P	P	P
3	Mr. Nikhil Mahajan	Member	Executive Director and Group CEO Enterprise Business	P	P	P	P
	Total no. of Members			**3**	**3**	**3**	**3**
	Total Present			**2**	**3**	**3**	**3**
	Leave of Absence			**1**	**0**	**0**	**0**

Notes:

- *P=Present, LOA=Leave of Absence*

Terms of Reference for the SRC Committee

"The SRC Committee shall be responsible inter alia, for the following:

- Resolving the grievances of the security holders of the listed entity 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 listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Ms. Rachna Sharma, Company Secretary, acts as the secretary to the Committee.

The SRC Committee shall meet at least once in a year and the quorum shall be two members present."

Details of investors' complaints received and redressed during the Financial Year 2019-20 are as follows:

Opening Balance	Received during the FY	Resolved during the FY	Closing Balance
0	6	6	0

VI. Corporate Social Responsibility

The Board has constituted a Corporate Social Responsibility Committee ("CSR Committee") to assist the Board in setting the Company's Corporate Social Responsibility Policy and assessing its Corporate Social Responsibility performance.

Composition, Meetings & Attendance during the Financial Year

The Board has constituted a CSR Committee pursuant to Section 135 of the Act. As on March 31, 2020, the CSR Committee comprised of 3 (Three) members, and the Chairman of the CSR Committee was a Non-Executive Independent Director.

During the Financial Year under review, 3 (Three) meetings of the CSR Committee were held. The details of the composition of the CSR Committee and of its meetings held during the Financial Year 2019-20 are as under:

S. No.	Name of Member	Designation on Committee	Designation on Board	Q1	Q2	Q3
				May 29, 2019	August 05, 2019	November 13, 2019
1	Mr. Girish Shivani	Chairman	Non-Executive Independent Director	P	P	P
2	Mr. Satya Narayanan R	Member	Chairman and Executive Director	P	P	P
3	Mr. Gautam Puri	Member	Vice Chairman and Managing Director	LOA	P	P
	Total no. of Members			**3**	**3**	**3**
	Total Present			**2**	**3**	**3**
	Leave of Absence			**1**	**0**	**0**

Notes:
P=Present, LOA=Leave of Absence, V.C.=Video Conferencing, NA= Not Applicable

Terms of Reference for the CSR Committee

"The CSR Committee shall be responsible for, inter alia, the following:

- Formulating and recommending to the Board, a corporate social responsibility policy which will indicate the activities to be undertaken by the Company, in accordance with Schedule VII of the Companies Act, 2013;
- Recommending the amount of expenditure to be incurred on such activities; and
- Monitoring the corporate social responsibility policy of the Company.

Ms. Rachna Sharma, Company Secretary, acts as the secretary to the Committee.

The CSR Committee shall meet as and when required. The quorum shall be two members present."

VII. Risk Management Committee of the Board

The Risk Management Committee of the Company was constituted on August 11, 2014, pursuant to and in accordance with the then applicable regulatory provisions including Sub Clause VI (c) of Clause 49 of the Listing Agreement that required every listed company to have a Risk Management Committee in place. However, the provisions had since been amended, and as per the latest provisions, the constitution of a Risk Management Committee was mandatory only for the top 500 listed entities, determined on the basis of market capitalization. On this basis, the provisions were not applicable to the Company. Moreover, the exercise of risk assessment and identification of mitigation techniques therefor are periodically carried out through the robust Internal Audit System in place, involving the Internal Auditor along with the management of the Company, as a part of the Internal Audit Function, whereby the areas of concern are directly reported to the Audit Committee, and the significant points are brought to the notice of Board. Hence, the Risk Management Committee was dissolved w.e.f. August 05, 2019.

VIII. Share Transfer Committee

The Share Transfer Committee was constituted on May 17, 2017, to look into share transfer requests and related applications received from Shareholders, with a view to accelerate the transfer procedures. The Committee comprises of 3(three) Executive Directors of the Board. The Committee inter-alia considers applications for transfer, transmission, split, consolidation of share certificates and cancellation of any share certificate in compliance with the provisions in this regard. As per Regulation 40 of Listing Regulations, as amended, shares of the Company can be transferred only in dematerialised form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. The Committee is authorised to sign, affix seal or issue any new share certificate as a result of transfer, consolidation, splitting or in lieu of share certificates lost, defaced or destroyed. During the Financial Year under review, 1 (One) meeting of the Share Transfer Committee was held on September 26, 2019. The Committee reports to the Board and the minutes of these meetings are placed before the Board for information.

IX. Management Committee

The Management Committee was constituted to oversee routine operations that arise in the normal course of the business, such as decisions on banking relations, delegation of operational powers, appointment of nominees under statutes, etc. The Committee comprises of the three Executive Directors of the Board. The Committee reports to the Board and the minutes of these meetings are placed before the Board for information.

X. Remuneration of Directors

(a) All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the listed entity:

Apart from payment of commission, sitting fees and/or out of pocket expenses incurred for attending the Meetings of the Board/Committees etc., there are no other pecuniary relationships or transactions of Non– Executive Directors of the Company vis-à-vis the Company.

During the year under review, the annual remuneration payable to a single Non-Executive Director did not exceed fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company.

The details pertaining to commission, sitting fees payable to the Non-Executive Directors for the Financial Year 2019-20 forms part of the Board's Report.

(b) Criteria of making payments to Non-Executive Directors:

Non-Executive Directors are paid sitting fees of upto ₹ 20,000/- (Rupees Twenty Thousand Only), for every meeting of the Board of Directors and Committees thereof, attended by them in person, depending upon the type of meeting. The Company also reimburses expenses incurred by the directors for attending the meetings. The remuneration by way of commission to the independent directors is decided, keeping in view the recommendations of the NRC Committee, based on number of factors including number of meetings attended by the director during the year, contribution to the Board and Committees and participation in the decision making.

(c) All elements of remuneration package of individual Directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc.

The required information for the Financial Year 2019-20 forms part of the Board's Report.

(d) The Details of fixed component and performance linked incentive, along with the performance criteria:

The required information forms part of the Board's Report.

(e) Service contracts, notice period, severance fees:

The Company does not enter into service contracts with the Directors as they are appointed/re-appointed with the approval of the shareholders for the period permissible under the applicable provisions of the Act and/or the SEBI (LODR), Regulations, 2015.

Independent Directors have been issued appointment letters which prescribe that any Independent Director may resign from Company by giving a notice in writing to the Company stating the reasons for resignation and also to the Registrar of Companies (RoC), if required. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Independent Directors in the notice, whichever is later.

The Company does not pay any severance fees or any other payment in lieu of severance to the Directors.

(f) Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable

The required information is disclosed on the company's website at the web link http://www.cleducate.com/policies/CL-Educate-ESOP-Disclosure-for-year-ended-31-03-2020.pdf.

XI. Material Subsidiaries

The Company is in compliance with the provisions in relation to its material subsidiaries, wherever applicable.The Company's Policy for determining 'material' subsidiary is available on the website of the Company at the web link http://www.cleducate.com/policies/Policy_for_Determining_Material_Subsidiary_CLEdcuate.pdf.

XII. Management

(a) Management Discussion and Analysis report:

The 'Management Discussion and Analysis Report' is given separately and forms part of this Annual Report.

(b) Disclosures on Related Party Transactions:

In compliance with the requirements of the SEBI (LODR), Regulations, 2015, the Board of Directors has adopted a 'Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions' to ensure proper approval and reporting of such transactions. The policy is available on the website of the Company at the web link http://www cleducate.com/policies/RPT_Policy_CLEdcuate.pdf.

The details of the Related Party Transactions are disclosed under Note no. 50 to the Standalone Financial Statements 2019-20, which forms part of the Annual Report.

During the year under review, there was no materially significant related party transaction that could have potential conflict with the interests of the Company at large.

(c) Disclosure of accounting treatment in preparation of financial statements:

Changes in Accounting Policies and Practices

Effective April 1, 2019 the Company has adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing as on April 1, 2019 using the modified retrospective method. Accordingly, comparatives for year ended March 31, 2019 have not been adjusted.

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Companies Act, 2013.

(d) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

The equity shares of the Company got listed on the stock exchange(s) i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") on March 31, 2017. Since the date of the listing, and till the date of this Report, there have been no instances of non–compliance by the Company on any matter related to the capital markets and no penalty has been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority.

(e) CEO/CFO certification

In terms of requirement of Regulation 17(8) of SEBI (LODR) Regulations, 2015, Mr. Gautam Puri, Vice Chairman and Managing Director and Mr. Arjun Wadhwa, Chief Financial Officer of the Company have furnished certificate to the Board in the prescribed format certifying that financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on June 29, 2020. The said certificate is given below.

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER FOR THE FINANCIAL YEAR 2019-20

To
The Members of
CL EDUCATE LIMITED
A-45, First Floor,
Mohan Co-operative Industrial Estate,
New Delhi - 110044

We, the undersigned, in our respective capacities as the "Vice Chairman & Managing Director" and "Chief Financial Officer" of CL Educate Limited (the "Company") to the best of our knowledge and belief certify that:

A. We have reviewed Financial Statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:

   (1) these Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (2) 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.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we 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 we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee

   (1) significant changes in internal control over financial reporting during the year;

   (2) significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements; and

   (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-	Sd/-
Gautam Puri	Arjun Wadhwa
Vice Chairman & Managing Director	Chief Financial Officer
DIN: 00033548	

Date: June 29, 2020

Place: New Delhi

(f) Policy on Prevention, Prohibition, Redressal of Sexual Harassment of Women at Workplace:

Your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation. In order to empower women, and protect women against sexual harassment, your Company has adopted a policy on prevention, prohibition and redressal of sexual harassment of Women at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. The Company has constituted Internal Complaints Committee and complied with provisions in this respect as applicable under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report instances of sexual harassment at the workplace. The Internal Complaints Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines. During the Financial Year 2019-20, the Company did not receive any complaint relating to sexual harassment at workplace. There is no complaint pending or outstanding for redressal as on March 31, 2020.

In order to make the employees aware of the provisions under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013, and of the Company Policy in this respect, the Company has adopted following means:

a) An abstract of the policy along with the names and email addresses of the members of the Internal Complaints Committee has been displayed at a conspicuous position in the office premises of the Company.

b) A workshop on POSH (Prevention of Sexual Harassment) at Workplace was conducted on December 23, 2019, which was streamed LIVE across all CL locations.

c) The Employees are informed of the Policy being in place, and of its salient features by way of e-mails sent by the HR Department from time to time and the Company conducts awareness programs at regular intervals.

d) Newly inducted employees are made aware of the provisions of the policy as a part of their Induction programme.

e) The policy against Sexual Harassment has been made available on the Company's intranet (CL Zone) as well as on the website of the Company at the web link http://www.cleducate.com/policies/Policy-against-Sexual-Harassment.pdf.

(g) Vigil mechanism and whistle blower policy:

The Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors, Employees, retainers, franchisees) to report instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The protected disclosures, if any, reported under this policy are to be appropriately and expeditiously investigated by the Ethics Committee. Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the Financial Year under review. The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company at the web link http://www.cleducate.com/policies/Vigil_Mechanism_Policy_CLEducate.pdf.

XIII. Compliance

a. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the applicable mandatory requirements contained in Regulation 17 to 27, and clause (b) to (i) of Regulation 46(2) of the SEBI (LODR), Regulations, 2015.

b. The Company has duly fulfilled the following discretionary requirements as prescribed in Part E of Schedule II of the SEBI (LODR), Regulations, 2015:

- Reporting of Internal Auditors: The Internal Auditor reports directly to the Audit Committee.
- The Company has appointed separate persons to the posts of Chairperson and Managing Director.

XIV. Shareholders

a. Means of communication:

Based on the recommendations of the Audit Committee, the Quarterly/Half-yearly/ Annual financial results of the Company are approved and taken on record by the Board of Directors and submitted to the Stock Exchange(s) as per the requirements of the SEBI (LODR), Regulations, 2015.

The Company's website www.cleducate.com contains a separate dedicated section "Investors" where all the information relevant to the shareholders is available. Disclosures and filings done with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) by the Company are also posted on the website of the Company. Quarterly and Annual Financial Results, as well as the Annual reports of the Company are available on the website. Press releases made by the Company from time to time are also displayed on the website.

b. Annual Report:

Annual reports are sent in electronic form via e-mail to the members and stakeholders whose e-mail IDs are registered with their Depository Participants; and physical copies of the Annual Reports are sent to the shareholders who have not registered their e-mail addresses. However, in accordance with the MCA Circulars and Circular dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditors' Report or other documents required to be attached therewith) such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Note: Members holding shares in demat form should strive to register their email addresses with their Depository Participants. Members holding shares in physical form should get their email IDs registered with KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company. This would facilitate receipt of the annual report and other Company communications through email, thereby also supporting the Company's green initiative.

c. Publication of Financial Results:

The Quarterly/Half-yearly/Annual financial results of the Company are usually published in (1) Financial Express, the leading newspaper in India and in (2) Dainik Bhaskar at regional level. The results are also displayed on the Company's website (www.cleducate.com).

d. News Releases, Presentations etc.:

Press releases, Official news releases and official media releases are submitted to the Stock Exchanges and are also posted on the website of the Company (www.cleducate.com).

e. Presentations made to Analysts / Investors:

Detailed Analysts' Conference calls are held with the financial analysts on the quarterly, half-yearly and annual results of the company and the transcripts of such conference calls are uploaded on the website of the Company (www.cleducate.com). Presentations made to the Institutional Investors/ other Analysts are uploaded on the Company's website from time to time.

f. Grievances of the Shareholders:

The Company has a dedicated e–mail ID compliance@cleducate.com for investors to register their grievances, if any. The Company has displayed the said e–mail ID on its website for the information of investors.

g. General Body Meetings:

- No Extra Ordinary General Meeting was held during the Financial Year under review.
- Annual General Meeting ("AGM"): The location of last three AGMs of the Company and the details of the special resolutions passed thereat are mentioned below.

Financial Year	Date	Time	Location	Special Resolution Passed
2016-17	August 24, 2017	11:00 AM	PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016	1. Adoption of new set of Articles of Association of the Company; 2. To ratify the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), and grant approval to the renewal of the ESOP Scheme for a period of 1 (one) year commencing from September 5, 2017; 3. Ratification of the Related Party Transactions under Section 188 of the Companies Act, 2013; 4. Change in Designation of Mr. Gopal Jain (DIN: 00032308) as a Non-Executive Non-Independent Director of the Company.
2017-18	August 07, 2018	02.30 PM	PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016	1. Approval to the renewal of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), for a period of 3 (three) years commencing from September 5, 2018; 2. Approval to the shifting of Registered office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" and consequential amendment in the Memorandum of Association of the Company.
2018-19	September 28, 2019	11.00 AM	The Aravali Golf Course, New Industrial Town, Faridabad, Haryana -121001, India	1. Re-appointment of Mr. Viraj Tyagi (DIN: 01760948) as a Non-Executive Independent Director on the Board of the Company; 2. Re-appointment of Mr. Satya Narayanan R (DIN: 00307326) as the Chairman and Executive Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him; 3. Re-appointment of Mr. Gautam Puri (DIN: 00033548) as the Vice-Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him; 4. Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404) as Executive Director& Group CEO Enterprise Business of the Company for a period of 3 (Three)years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him; 5. Grant approval for making Investments, giving Loans/ Guarantees or providing Security in accordance with Section 186 of Companies Act, 2013.

h. Resolutions passed through Postal Ballot:

During the Financial Year under review, no resolution has been passed through postal ballot. Further, no special resolution is being proposed to be passed through Postal Ballot.

i. Additional Shareholder Information

i. **Financial Year:** April 01 to March 31.

ii. **Annual General Meeting (Financial Year 2020-21):**

Date	Time	Venue
September 30, 2020	11:00 A.M.	AGM will be held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') only

iii. **Financial Calendar (Financial Year 2019-20):**

Quarterly Results for the:	Date of Results declaration
Quarter ended on June 30, 2019	August 05, 2019
Quarter ended on September 30, 2019	November 13, 2019
Quarter ended on December 31, 2019	February 10, 2020
Quarter ended on March 31, 2020	June 29, 2020

iv. **Financial Calendar (Financial Year 2020-21):**

Quarterly Results for	Tentative Schedule
Quarter ended on June 30, 2020	On or before September 15, 2020
Quarter ending on September 30, 2020	On or before November 14, 2020
Quarter ending on December 31, 2020	On or before February 14, 2021
Quarter ending on March 31, 2021	On or before May 30, 2021

v. **Dividend Payment date**

During the Financial Year under review, the Board of Directors of the Company, declared an interim dividend of 10% (Re. 1/- per equity share of face value of ₹ 10/- per share). The interim Dividend, declared on November 13, 2019, was paid on December 02, 2019.

vi. **Stock Exchanges and Stock Codes/Symbol**

The equity shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") with the following Stock Codes/Symbol:

Name of the Stock Exchange	Address of the Stock Exchange	Stock Codes/Symbol
NSE	C-1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	CLEDUCATE
BSE	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	540403

vii. **Annual Listing fees**

The Company has duly paid the Annual Listing Fee to BSE and NSE for the Financial Years 2019-20 as well as 2020-21.

viii. **Corporate Identity Number (CIN) of the Company:** L74899HR1996PLC076897

ix. **ISIN of the Company.:** INE201M01011

x. **Company's Recommendations to the Shareholders:** The Company recommends the following to the members to mitigate/avoid risks while dealing with shares and related matters:

Ensure that correct and updated particulars of your bank accounts are registered with the DPs in case of shares held in dematerialised form.

This would facilitate receiving direct credits of dividends etc. from Company and avoiding instances of postal delays and loss in transit.

c. **Encash your Dividends on time:** Members who have not registered their bank details with Company or DP are requested to encash their dividend warrants promptly in order to avoid problems of revalidation/losing their right of claim owing to the Company's obligation to transfer the unclaimed dividends to Investor Education and Protection Fund after the specified period.

d. **To support the 'Green Initiative':** Members holding shares in dematerialised form are requested to register their email addresses with their Depository Participants and members holding shares in physical form are requested to register their email addresses with KFIN Technologies Private Limited, the Registrar and Share Transfer Agent of the Company. This would facilitate receipt of the annual report and other communications from the Company through email thereby supporting the Company's green initiative.

Further, in view of the continuing restrictions on the movement of persons at several places in the country, due to COVID-19, outbreak, the Ministry of Corporate Affairs vide its circular dated May 05, 2020, has allowed the Companies to conduct their AGM through Video Conferencing or other audio visual means. Hence, in order to ensure effective participation, the members of the Company are requested to update their email addresses for receiving the link of e-AGM. Further, in accordance with the provisions of the said circular, Notice convening the 24th Annual General Meeting, Audited Financial Statements, Board's Report, Auditor's Report and other documents are being sent to the email address provided by the Shareholders with the relevant Depository Participants/ depositories. The shareholders are requested to update their email addresses with their depository participants to ensure that the Annual Report and other documents reach on their registered email Ids.

j. Book Closure

The dates of book closure are from September 24, 2020 to September 30, 2020 both days inclusive.

k. Dividend policy

The Dividend policy of the Company (voluntarily adopted by the Board of Directors) is available on the website of the Company at the web link http://www.cleducate.com/policies/Dividend-Policy.pdf.

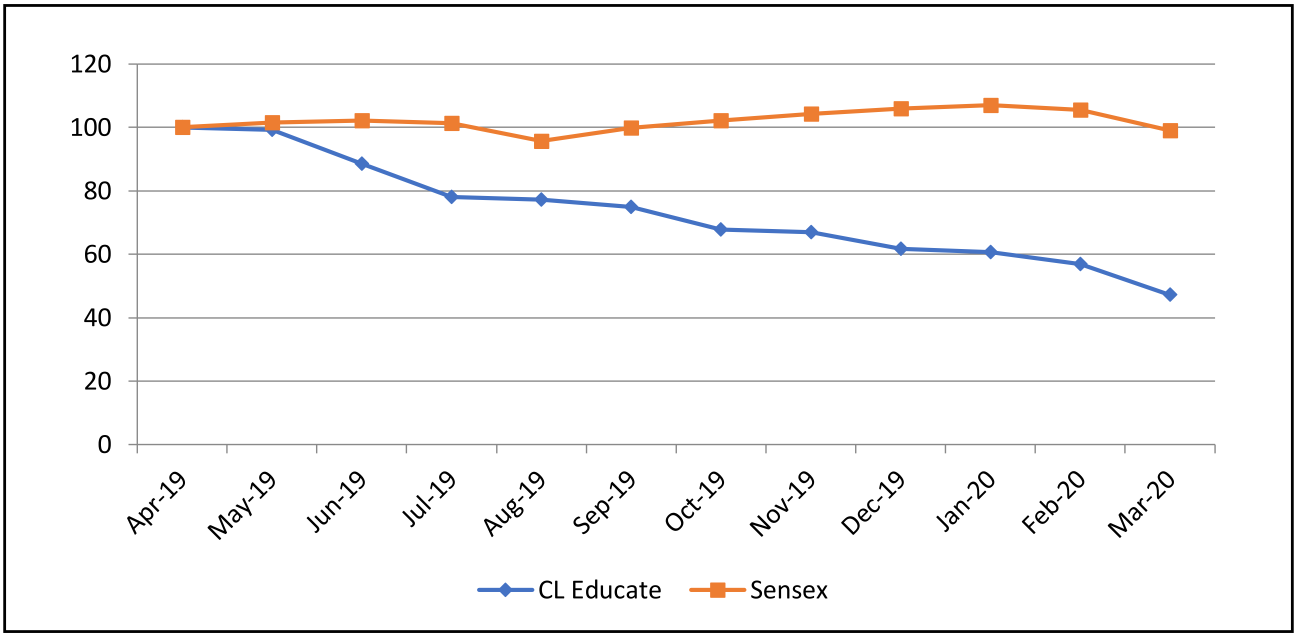
l. Market price data- high, low during each month in last Financial Year

High, Low (based on daily closing prices) and number of equity shares traded during each month in the Financial Year 2019-2020 on NSE and BSE;

Month	NSE			BSE		
	High Price (In ₹)	Low Price (In ₹)	Total Traded Quantity	High Price (In ₹)	Low Price (In ₹)	Total Traded Quantity
Apr-19	131.90	117.00	65,775	132.00	120.15	5,030
May-19	128.05	105.30	190,792	131.00	111.00	93,017
Jun-19	116.90	100.00	95,740	117.00	100.00	9,031
Jul-19	105.00	88.70	77,154	103.10	91.00	13,021
Aug-19	96.10	80.80	29,701	102.00	78.50	3,452
Sep-19	90.00	76.00	210,696	98.85	67.25	12,707
Oct-19	85.00	71.10	188,939	89.60	71.00	4,850
Nov-19	87.50	70.10	285,630	88.40	71.45	58,461
Dec-19	79.75	67.50	59,289	81.35	68.00	158,123
Jan-20	79.50	72.00	124,017	80.00	71.25	37,468
Feb-20	75.70	58.60	92,065	75.05	58.25	31,283
Mar-20	64.80	28.20	292,624	62.25	28.40	28,726

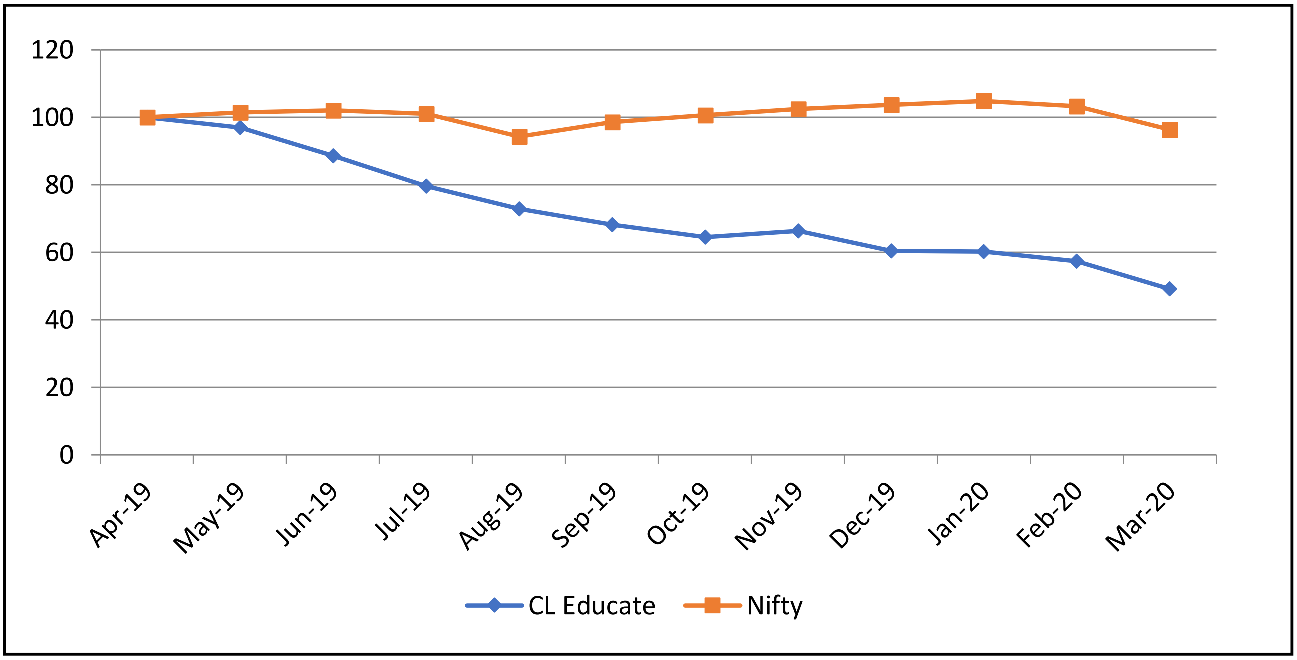
m. Performance in comparison to broad-based indices such as BSE Sensex, and Nifty:

CL Educate share performance versus the BSE Sensex



Note: The Monthly High share price of CL Educate and index value of BSE Sensex have been indexed to 100 as on April, 2019.

CL Educate share performance versus the Nifty



Note: The Monthly High share price of CL Educate and index value of NSE Nifty have been indexed to 100 as on April, 2019

n. Distribution of Shareholding:

Following is the distribution of the shareholding of the equity shares of the Company by size and by ownership class as on March 31, 2020:

Distribution by size as on March 31, 2020

S. No.	Category	No of Shareholder	% of Shareholder	No. of Shares	% of Shares
1	1 - 5000	18918	97.18	762535	5.38
2	5001 - 10000	211	1.08	157961	1.12
3	10001 - 20000	141	0.72	211603	1.49
4	20001 - 30000	54	0.28	137035	0.97
5	30001 - 40000	38	0.20	131189	0.93
6	40001 - 50000	19	0.10	86416	0.61
7	50001 - 100000	31	0.16	207346	1.46
8	100001 and above	55	0.28	12471593	88.04
	TOTAL	**19467**	**100**	**14165678**	**100**

Distribution of shareholding as on March 31, 2020

S. No.	Category of shareholder	No. of share holders	Total nos. shares held	Shareholding as a % of total no. of shares	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
					No.	As a % of total Shares held	No	As a % of total Shares held	
(A)	Promoter & Promoter Group	22	6,904,747	48.74	0	0.00	0	0.00	6,904,747
(B)	Public	19,445	7,260,931	51.26	0	0.00	0	0.00	7,193,846
(C)	Non Promoter-Non Public	0	0	0	0	0.00	0	0.00	0
(C1)	Shares underlying DRs	0	0	0	0	0.00	0	0.00	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0.00	0	0.00	0
	Total	**19,467**	**14,165,678**	**100**	**0**	**0.00**	**0**	**0.00**	**14,098,593**

STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY "PROMOTER & PROMOTER GROUP" AS ON MARCH 31, 2020:

S. No	Name of the Shareholder	Category	Total No of Shares Held	Shareho-lding (%)	Number of Locked in Shares		Number of equity shares held in dematerialized form
					No.	%	
1	Satya Narayanan R	Promoter	2,327,806	16.43	0	0.00	2,327,806
2	Gautam Puri	Promoter	2,310,104	16.31	0	0.00	2,310,104
3	Nikhil Mahajan	Promoter	32,817	0.23	0	0.00	32,817
4	Sujit Bhattacharyya	Promoter	203,062	1.43	0	0.00	203,062
5	R Sreenivasan	Promoter	353,698	2.50	0	0.00	353,698
6	R Shivakumar	Promoter	350,999	2.48	0	0.00	350,999
7	Bilakes Consulting Private Limited	Promoter	1,255,460	8.86	0	0.00	1,255,460
8	Shefali Acharya	Promoter Group	3,000	0.02	0	0.00	3,000

9	Sapna Puri	Promoter Group	1,800	0.01	0	0.00	1,800
10	Abhijit Bhattacharyya	Promoter Group	3,000	0.02	0	0.00	3,000
11	Samita Bhalla	Promoter Group	1,262	0.01	0	0.00	1,262
12	Parul Mahajan	Promoter Group	10,000	0.07	0	0.00	10,000
13	Uma Ramachandran	Promoter Group	1,800	0.01	0	0.00	1,800
14	Indira Ganesh	Promoter Group	1,800	0.01	0	0.00	1,800
15	Abhishek Bhattacharyya	Promoter Group	2,000	0.01	0	0.00	2,000
16	Seshadry Parvathy	Promoter Group	3,572	0.03	0	0.00	3,572
17	Rajlakshmi Ganesh Sonone	Promoter Group	134	0.00	0	0.00	134
18	Katyaini Mahajan	Promoter Group	13,500	0.10	0	0.00	13,500
19	Vitasta Mahajan	Promoter Group	13,500	0.10	0	0.00	13,500
20	Abhirup Bhattacharyya	Promoter Group	2,000	0.01	0	0.00	2,000
21	Sneha Krishnan	Promoter Group	2,000	0.01	0	0.00	2,000
22	Career Launcher Employees Welfare Society	Promoter Group	11,433	0.08	0	0.00	11,433
	Total	**22**	**6,904,747**	**48.74**	**0**	**0.00**	**6,904,747**

STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY "PUBLIC" AND HOLDING MORE THAN 1% OF THE TOTAL NUMBER OF SHARES" AS ON MARCH 31, 2020:

S. No	Name	No. of Shares	%	Category
1	GPE (India) Ltd	946,473	6.68	FB
2	Sundaram Mutual Fund A/C Sundaram Diversified Equity	872,526	6.16	MUT
3	Arjuna Fund Pte. Ltd	713,080	5.03	FPI
4	Housing Development Finance Corporation Limited	594,233	4.19	LTD
5	Elizabeth Mathew	428,846	3.03	PUB
6	Gaja Trustee Company Private Limited	251,409	1.77	VCF
7	BNP Paribas Arbitrage– ODI	207,000	1.46	FPI
8	Madhavan Kunniyur	225,504	1.59	PUB
9	Ashoka Pte Ltd	182,692	1.29	FPI
10	DSP Small Cap Fund	162,741	1.14	MUT

(o) Dematerialization of shares and liquidity

As on March 31, 2020, 14,098,593 equity shares of the Company equivalent to 99.53% of total shares were held in electronic form. The equity shares of the Company are traded on BSE and NSE in electronic form.

(p) Outstanding GDRs or ADRs or warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2020, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

(q) Registrar to the Issue and Share Transfer Agents

Name and Address	:	KFin Technologies Private Limited (Formerly known as "Karvy Fintech Private Limited") Selenium Building, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana, India
Telephone	:	+91 (40) 6716 2222
Fax	:	+91 (40) 2344 0674
E-mail	:	einward.ris@kfintech.com
Website	:	www.kfintech.com
Investor Grievance E-mail	:	einward.ris@kfintech.com
Contact Person	:	Mr. Mohd Mohsin Uddin
SEBI Registration Number	:	INR000000221

(r) Share Transfer System

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, effective April 01, 2019 requests for effecting transfer of securities held in physical form shall not be processed by the Company/ RTA till the time the securities are held in dematerialized form. Hence, the members who have not yet got their shares dematerialized, are requested to get their physical holding converted into dematerialised form. In this respect, the members are requested to contact any of the Depository Participants (DPs).

(s) Registered and Corporate Office address

Registered Office Address: Plot No. 9A, Sector- 27A, Mathura Road, Faridabad, Haryana-121003

Tel: +91 129-2273242

Corporate/Head/Correspondence Office Address: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044

Tel: +91 (11) 4128 1100

Fax: +91 (11) 4128 1101

E-mail for Investors: compliance@cleducate.com

Website: www.cleducate.com

(t) Plant locations

In view of the nature of the Company's business viz. Educational Services, the Company operates from various centers in India and abroad.

(u) Confirmation of Compliance with the Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46, during the financial year 2019-20:

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been ap-pointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meetings of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appoint-ments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meetings of Audit Committee	18(2)	Yes
Role of Audit Committee	18(3)	Yes
Composition & Role of Nomination, Remu-neration and Compensation Committee	19(1), (2) & (4)	Yes
Quorum of Nomination, Remuneration and Compensation Committee	19(2A)	Yes
Meeting of Nomination, Remuneration and Compensation Committee	19(3A)	Yes
Composition & Role of Stakeholders Rela-tionship Committee	20(1), (2), (2A)& (4)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and Role of Risk Management Committee	21(1),(2),(3)& (4)	Not Applicable
Meeting of Risk Management Committee	21(3A)	Not Applicable
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Com-mittee for all related party transactions	23(2)& (3)	Yes
Approval for material related party trans-actions	23(4)	Not Applicable*
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of un-listed material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4) ,(5) & (6)	Yes
Secretarial Audit and Annual Secretarial Compliance Report	24A	Yes
Alternate Directorship & Tenure of Inde-pendent Directors	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization programmes for the inde-pendent directors	25(7)	Yes
Declaration form Independent Directors	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Membership in Committees	26(1)	Yes
Affirmation of compliance with code of conduct from Board of Directors and Sen-ior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Disclosures by Senior Management on ma-terial, financial and commercial Transac-tions	26(5)	Yes
Agreement with regard to compensation or profit sharing in connection with deal-ings in securities of the Company	26(6)	Not applicable**
Maintenance of a functional Website con-taining basic information about the Com-pany	46(2) (b) to (i)	Yes

**There was no material Related Party Transaction during the Financial Year 2019-20, as no Transaction(s), individually or taken together with previous transactions during the financial year, exceeded 10% of the annual consolidated turnover of the Company as per the audited financial statements for the financial year ended March 31, 2020.*

***The Company does not have any such agreement.*

XV.Other Disclosures

(a) Name and Designation of Compliance Officer

Ms. Rachna Sharma,
Company Secretary & Compliance Officer
Tel: +91 (11) 4128 1100 Fax: +91 (11) 4128 1101
E-mail: compliance@cleducate.com

(b) Disclosure of Commodity Price risk or Foreign Exchange Risk and Hedging Activities

Commodity price risk is the possibility of impact from changes in the prices of raw materials, such as paper etc. While we seek to pass on commodity price increases to students enrolled in (all our courses offered across all group entities) our test prep courses, vocational training courses, as well as to our corporate customers, we may not be able to achieve this at all times or to the fullest extent.

The Company has limited Foreign Exchange exposures and the transactions in foreign currency are recorded at the exchange rate prevailing at the date of the transaction. Exchange differences arising on foreign currency transactions settled during the period/year are recognized in the statement of profit and loss.

(c) The Company does not have any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad. Accordingly, the requirement of credit ratings is not applicable.

(d) The Securities of the Company have never been suspended from trading.

(e) During the Financial Year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the SEBI (LODR), Regulations, 2015.

(f) The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

This information forms part of the Board's Report.

(g) Disclosures by Senior Management Personnel pursuant to Regulation 26(5) of the SEBI (LODR), Regulations, 2015

The designated senior management personnel of the Company have disclosed to the Board that they did not have personal interest in any material, financial and commercial transactions entered during the Financial Year under review, which might have a potential conflict with the interest of the Company at large.

(h) Disclosures with respect to Equity shares in suspense account/ unclaimed suspense account

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI (LODR), Regulations, 2015, the Company reports that there are no equity shares lying in the suspense account which were issued in dematerialised form pursuant to the public issue of the Company.

(i) The Company has complied with all the requirements related to the disclosures to be made in the corporate governance report as mentioned in sub-paras (2) to (10) of Para C of Schedule V of the SEBI (LODR), Regulations, 2015.

XVI. Other Disclosures and Certificates

Corporate Governance Certificate

A certificate issued by M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai (LLPIN: AAH-8229) certifying compliance with the conditions of Corporate Governance under SEBI (LODR), Regulations, 2015, for the Financial Year ended March 31, 2020 is as below:

Corporate Governance Certificate

To
The Members of
CL EDUCATE LIMITED

We have examined the compliance of conditions of Corporate Governance by CL Educate Limited (CIN: L74899HR1996PLC076897) having Registered Office at Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana – 121 003 (hereinafter referred to as 'the Company'), for the financial year ended March 31, 2020, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

The compliance of conditions of Corporate Governance is responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management of the Company 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 COVID-19 Pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance 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.

For **S. Anantha & Ved LLP.,**

Company Secretaries

sd/-
Sachin Sharma
Designated Partner
Membership No.: A46900
CP No.: 20423
UDIN: A046900B000577386

Date: August 13, 2020
Place: Jodhpur

Board's Report 2020

Dear Member(s),

The Board of Directors of your Company take pleasure in presenting the Twenty Fourth Board Report on the business and operations of CL Educate Limited (hereinafter referred to as the "**Company**" or "**CL**") together with the Company's Audited Standalone & Consolidated Financial Statements and the Independent Auditor's Report thereon for the Financial Year ended March 31, 2020.

1. Financial Summary and Highlights

(₹ in Lakhs)

S No.	Particulars	Standalone		Consolidated	
		FY 2020	**FY 2019**	**FY 2020**	**FY 2019**
I	Revenue from operations	16,334.73	17,000.96	30,868.33	33,925.95
II	Other income	1,422.07	1,510.84	1,523.94	1,323.66
III	**Total Income (I+II)**	**17,756.80**	**18,511.80**	**32,392.27**	**35,249.61**
IV	**Expenses**				
	a) Cost of material consumed	-	-	941.34	1,172.61
	b) Purchase of stock in trade	1,095.31	1,107.21	81.06	32.90
	c) Changes in inventories of stock-in-trade	(56.76)	(8.93)	(557.26)	(98.07)
	d) Employee benefit expenses	2,335.15	2,569.72	5,303.93	5,813.21
	e) Franchisee expenses	6,633.30	6,088.99	7,142.51	6,944.48
	f) Other expenses	7,248.07	6,309.84	18,616.92	17,371.88
V	Total Operating Expenses	17,255.07	16,066.83	31,528.50	31,237.01
	EBITDA (III-V)	**501.73**	**2,444.97**	**863.77**	**4,012.60**
	g) Finance costs	528.24	428.74	830.96	619.88
	h) Depreciation and amortization expenses	1,106.96	808.16	1,395.74	948.33
VI	Total Expenses	18,890.27	17,303.73	33,755.20	32,805.22
VII	**Profit Before Tax (III - VI)**	**(1,133.47)**	**1,208.07**	**(1,362.93)**	**2,444.39**
VIII	Exceptional Items	4,150.05	-	4,150.05	-
IX	**Profit Before Tax after Exceptional Items (VII+VIII)**	**(5,283.52)**	**1,208.07**	**(5,512.98)**	**2,444.39**
X	Share of net profit of associates accounted	-	-	(14.71)	4.58
XI	**Profit Before Tax from Continuing Operations (IX+X)**	**(5,283.52)**	**1,208.07**	**(5,527.69)**	**2,448.97**
XII	Tax Expenses	33.83	227.95	(102.97)	678.09
XIII	**Profit After Tax from Continuing Operations**	**(5,317.35)**	**980.12**	**(5,424.72)**	**1,770.88**
XIV	Profit Before Tax from Discontinuing Operations	-	-	118.92	226.75
XV	Tax Expenses for Discontinuing Operations	-	-	-	-
XVI	**Net Profit for the Period (XIII+XIV-XV)**	**(5,317.35)**	**980.12**	**(5,305.80)**	**1,997.63**
XVII	Other Comprehensive Income	6.50	7.10	42.90	15.03
XVIII	**Total Comprehensive Income for the Period (XVI + XVII)**	**(5,310.85)**	**987.22**	**(5,262.90)**	**2,012.66**
XIX	**Earnings per Equity Share - Continued Operations**				
	(a) Basic	(37.54)	6.92	(38.29)	12.50
	(b) Diluted	(37.54)	6.92	(38.29)	12.50
XX	**Earnings per Equity Share - Discontinued Operations**				
	Basic	-	-	0.84	1.60
	Diluted	-	-	0.84	1.60

2. Review of Market, Business and Operations

An in-depth analysis of Markets in which CL operates along with its businesses is a part of the Management, Discussion & Analysis section.

3. Segment Reporting & Operational Overview

Standalone:

Of the total revenue for the year ended March 31, 2020, on a standalone basis, approx. 92.0% came from Revenue from Operations, while the remaining 8.0% came from Other Income.

The company primarily operates in two segments: Consumer Services & Vocational Training Services. The segments have been identified based on the nature of products, the differing risks and returns, the organizational structure, and the internal financial reporting systems.

The Consumer Services division mainly consists of Test-Prep, which includes coaching for higher education entrance exams like MBA, BBA, Law, Bank, SSC, Civil Services, GATE, etc.; and Non-Test-preparation coaching, namely for technology-driven Data Science programs (Python, Machine Learning & Artificial Intelligence), and Financial skills programs like CFA, FRM & NISM.

Vocational training includes specific state and central government projects undertaken.

The revenue from operations was solely earned from the Consumer Test Prep segment. This was primarily due to the conscious decision of the company to reduce its exposure to government vocational projects due to its working capital-intensive nature and slow recovery of receivables from the government. The company at present is taking no new projects in the Vocational training space.

The segmentation of revenues by business segments on a standalone basis is as follows:

(₹ in Lakhs)

	FY 2020	% of Total	FY 2019	% of Total
Consumer test prep	16,334.73	100.0%	17,000.96	100.0%
Vocational Training	-	0.0%	-	0.0%
Total Revenue from Operations	**16,334.73**	**100.0%**	**17,000.96**	**100.0%**

Our revenue from Consumer Test Prep segment decreased by 3.9%—from ₹ 17,000.96 in FY 2019 to ₹ 16,334.73 in FY 2020 primarily due to the global pandemic in late FY 2020. The management estimates that the enrolment number could have been higher by ~10,000 had COVID-19 not disrupted the education sector.

In terms of business strategy, the company increased its focus on sachet-sized products this year, predominantly selling them online, and it has been highly successful, increasing the number of enrollments significantly:

(₹ in Lakhs)

	FY 2020	% of Total	FY 2019	% of Total
Within India	15,515.82	95.0%	16,328.48	96.0%
Overseas	818.91	5.0%	672.48	4.0%
Total Revenue from Operations	**16,334.73**	**100.0%**	**17,000.96**	**100.0%**

Consolidated:

Of the total revenues for the year ended March 31, 2020, on a consolidated basis, approx. 95.3% came from Operations while 4.7% came from Other Income.

The group has identified the following reportable business segments as primary segments:

1. Consumer Business

a. **Consumer Test Prep –** Includes coaching for higher education entrance exams like MBA, Law, BBA, RBI Grade-B, GRE, GMAT (under the brand Career Launcher), and GATE coaching under the brand ICE GATE Institute Pvt. Ltd. along with Non-Test preparation courses such as Data Science (Python, Machine Learning & Artificial Intelligence) and Financial Upskilling courses, like CFA, FRM & NISM

b. **Consumer Publishing -** Includes publishing & sale of educational books to related and third parties under the brand GK Publications.

2. Enterprise Business

a. **Enterprise Corporate -** The company provides the following services to Corporate clients under the brand Kestone Integrated Marketing Services:
   i. Experiential Marketing and Event Management
   ii. Digital & MarComm Services
   iii. Customized Engagement Programs (CEP)
   iv. Manpower Management & Training
   v. Strategic Business Solutions

b. **Enterprise Institutional –** The company provides the following services to Institutional Clients under the brand CL Media Pvt Ltd. and Accendere Knowledge Management Services Pvt. Ltd. :
   i. Integrated solutions to Universities
   ii. Student recruitment services
   iii. Research & incubation services
   iv. Career Development Center

Other business segments include; reduced Vocational training and discontinued K-12 Operations.

(₹ in Lakhs)

	FY 2020	% of Total	FY 2019	% of Total
Consumer Test-Prep	17,458.58	56.6%	18,208.02	53.7%
Consumer Publishing	(156.28)	-0.5%	1,245.24	3.7%
Enterprise Corporate	11,535.06	37.4%	12,600.30	37.1%
Enterprise Institutional	2,001.78	6.5%	1,844.84	5.4%
Others	29.19	0.1%	27.55	0.1%
Total	**30,868.33**	**100.0%**	**33,925.95**	**100.0%**

Our revenue on a consolidated basis decreased by 9.0%—from ₹ 33,925.95 lakh in FY 2019 to ₹ 30,868.33 lakhs in FY 2020 mainly due to the impact of COVID-19 in the last quarter of FY 2020. The management has estimated the following loss of business due to the global pandemic:

1.Consumer Test-Prep: The Consumer Test-Prep business saw a decline of 4.1%—from ₹ 18,208.02 lakh in FY 2019 to ₹ 17,458.58 lakh in FY 2020. A loss of ~10,000 enrolments in the test-preparation business was suffered due to COVID-19. Despite that, the company has recorded nearly 36% growth in enrollment — from 85,272 in FY 2019 to 115,791 in FY 2020. Despite COVID-19, some segments of the test-preparation business have shown exceptional growth in terms of number of students, namely Engineering & Medical, MBA, Law, GATE & IPM. The strategy of the company to focus on sachetization of products (smaller variants of available products) has worked well.

2. Consumer Publishing: The revenue from consumer publishing business was heavily impacted, primarily due to the inability to ship study material in March because of the pandemic. March is the biggest month for our publishing segment in the financial year, and typically contributes to 20% of our gross revenues. The management estimates that the loss of business due to COVID 19 is ~ 5 crore.

3. Enterprise Corporate: The revenue from Enterprise Corporate (under the brand Kestone Integrated Marketing Services Pvt Ltd) witnessed a decline of 8.5%—from 12,600.30 lakh in FY 2019 to 11,535.06 lakh in FY 2020. The impact of COVID-19 was felt earliest in this business segment; resulting in a significant impact in the last quarter of FY 2020. The management estimates the loss of business due to COVID-19 to be ~ 10-12 crore. The company was quick to respond to the new challenges; and has successfully shifted its mode of business to online servicing by introducing a Virtual Events Platform (VEP).

4. Enterprise Institutional: The revenue from this segment increased by 8.5%—from 1,844.84 lakh in FY 2019 to 2,001.78 lakh in FY 2020 on the account of signing several new clients during the previous year.

The company has identified Geographical as a Secondary Segment. The segmentation of revenues by geography on a consolidated basis is as follows: (₹ in Lakhs)

	FY 2020	% of Total	FY 2019	% of Total
Within India	28,480.59	92.3%	32,526.25	95.9%
Overseas	2,387.74	7.7%	1,399.70	4.1%
Total	**30,868.33**	**100.0%**	**33,925.95**	**100.0%**

Detailed analysis of the performance of the company and its businesses has been presented in the Management Discussion and Analysis section which forms a part of this report.

4. Change in the nature of business, if any

There was no change in the nature of business of the Company during the year under review.

5. Scheme of Amalgamation

Pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, both dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") for the proposed Amalgamation of 5 wholly owned subsidiary Companies of CL Educate Limited (CL Educate)- Career Launcher Education Infrastructure and Services Limited (CLEIS), CL Media Private Limited (CLM), Accendere Knowledge Management Services Private Limited (AKMS), G.K. Publications Private Limited (GKP) and Kestone Integrated Marketing Services Private Limited (Kestone) with CL Educate. The scheme has been approved by the NSE & BSE.

The First Motion Petition with respect to the proposed Amalgamation was filed by the Company with the Hon'ble NCLT Chandigarh on August 28, 2019. NCLT Chandigarh heard the First Motion Application filed by the Company on November 14, 2019 and issued its 1st Motion Order dated December 11, 2019.

As per the directions given by the NCLT Chandigarh in its 1st Motion Order, the meetings of Equity Shareholders of CL Educate and of the Unsecured Creditors with value of INR 1 lakh or more of Kestone were held on February 01, 2020, at 10:00 AM and 12:00 Noon, respectively.

The proposed scheme of Amalgamation was duly approved by the Shareholders of CL Educate and Unsecured Creditors of Kestone.

The 2nd Motion Petition with respect to the proposed Amalgamation was filed by the Company with the Hon'ble NCLT Chandigarh on February 14, 2020, which was heard by the NCLT on March 05, 2020. While NCLT was satisfied with the Petition, it directed the Companies, CL Educate Limited and Kestone to file respective affidavits that no objections had been received from any stakeholder against the Scheme. These Affidavits were filed by the respective Companies on March 17, 2020.

However, on account of the nationwide lockdown, and limited functioning of the NCLT Benches, the hearing of the 2nd Motion Petition of CL Educate Limited has been adjourned by the NCLT Chandigarh Bench from time to time. The NCLT Bench has provided September 11, 2020, as the next date of hearing.

6. Details of Subsidiaries/Joint Ventures/Associate Companies as on the date of this Report

As on date, CL Educate Limited has 10 (Ten) subsidiaries (including 4 (four) indirect subsidiaries) and 2 (two) associate companies to carry on its business activities such as imparting education and training programmes, publishing, digital marketing, providing research related services to Institutions and Universities etc. A brief profile of our subsidiaries and associate companies is given hereunder:

i. Kestone Integrated Marketing Services Private Limited (Kestone)

Kestone was acquired as a wholly owned subsidiary of the Company on April 01, 2008. Under our brand Kestone, we enjoy strong relationship with corporates to whom we provide our integrated business, marketing and sales services. Kestone focuses on a wide variety of Corporates, across various segments and industries.

Kestone provides integrated business, marketing and sales services to our corporate customers, including event management, marketing support (including digital marketing support in the form of online marketing initiatives, to support offline marketing campaigns), customer engagement (including audience generation, lead generation, loyalty and reward programs and contest management), managed manpower and training services.

The total income of Kestone was ₹ 10,915.74 Lakhs in FY 2020 as against ₹ 12,125.80 lakhs in FY 2019, recording a decrease by 10.0% over the previous Financial Year. The decrease is mainly attributed to spread of global pandemic during the last quarter of the FY 2020. The management estimates ~10-12 Crores of loss of business due to COVID 19

a.1. Kestone CL Asia Hub Pte. Ltd., Singapore (Kestone CL Asia)

Kestone CL Asia Hub Pte. Ltd. (Previously Known as 'Kestone Asia Hub Pte. Ltd'), Singapore is a Step-Down Subsidiary of the Company. Kestone CL Asia started doing business in Singapore from Financial Year 2016-17. It is currently engaged in providing integrated marketing solutions for products and services, to conduct educational & consulting programs, research related services etc. for and on behalf of inland and overseas clients and customers. Kestone CL Asia has also started a branch office in Dubai, inter alia, to provide integrated sales & marketing service to corporates & institutions in Middle East.

The total income of Kestone CL Asia has increased by 116.2% to ₹ 1,385.93 Lakhs in FY 2020 from ₹ 641.10 Lakhs in FY 2019.

a.2. Kestone CL US Limited, Delaware, USA (Kestone CL US)

Kestone CL Asia has incorporated a wholly owned subsidiary in USA on March 22, 2018, in the name of Kestone CL US Limited with an objective to provide integrated sales & marketing services to corporates & institutions in USA. During the year, the total income of Kestone CL US was of US$ 94,883.

a.3. CL Educate (Africa) Limited, Mauritius

Kestone CL Asia has incorporated a 90% subsidiary in Mauritius on January 13, 2020, in the name of CL Educate (Africa) Limited with an objective to provide education and test preparation training programs, content development for study material, publishing study material& books, provide sales & marketing services and research related services to Institutions and Universities and provide integrated business, marketing and sales services to corporate customers.

ii. CL Media Private Limited (CL Media)

CL Media, as a wholly owned subsidiary of CL, was incorporated on February 01, 2008. CL Media provides integrated solutions to educational institutions and universities including business advisory and outreach support services.

CL Media is currently engaged in the business of content development for study material, publishing study material and books and providing sales & marketing services and research related services to Institutions and Universities.

The total income from CL Media was ₹ 3,824.44 Lakhs in FY 2020 as compared to ₹ 4,597.86 Lakhs in FY 2019. This was primarily due to higher sales return taken in its publishing business coupled with COVID 19 which impacted the sale of books in last quarter of FY 2020.

iii. G.K. Publications Private Limited (GKP)

GKP was acquired as a subsidiary of the Company on November 12, 2011. GKP is now a wholly owned subsidiary of the Company. GKP is currently engaged in the business of distribution of test preparation guides, books and other academic material.

The total income of G K Publications decreased by 74.1% to ₹ 385.91 Lakhs in FY 2020 from ₹ 1,488.14 Lakhs in FY 2019. This was primarily due to increased sales return taken during the year coupled with decrease in sales in last quarter due to COVID 19. The Management estimates ~5 Crore of loss of business due to the global pandemic. The publishing industry has been reeling in last year also due to several policy changes done by Government with respect to Online distributors.

iv. Accendere Knowledge Management Services Private Limited (AKMS)

AKMS was incorporated under the Companies Act, 1956 on September 19, 2008. It became a wholly owned subsidiary of the Company on April 12, 2017. AKMS is currently engaged in the business of facilitating educational institutions and establishing their institutional credibility, international presence and thought leadership by improving their research output in terms of both the quality and quantity of research articles published by them.

The total income of AMKS decreased by 24.4% to ₹ 289.25 Lakhs in FY 2020 from ₹ 382.39 Lakhs in FY 2019.

v. Career Launcher Education Infrastructure and Services Limited (CLEIS)

Incorporated on June 16, 2005, CLEIS is a wholly owned subsidiary of the Company as on date. Engaged in the business of providing various infrastructure facilities, soft skills, educational and consulting programs, the business of CLEIS has since been transferred, details of which are given below.

Pursuant to a Business Transfer Agreement dated March 16, 2017, amended on July 18, 2017, executed amongst CLEIS and B&S Strategy Services Private Limited, with CL as a confirming party, the business of running and operating pre-schools and providing school management services carried on by CLEIS has since been sold off.

During the year the management of the company has decided to write-off its investment in B&S Strategy services Pvt Ltd. to the tune of 4,150.00 Lakhs.

A.1. Career Launcher Infrastructure Private Limited (CLIP)

CLIP, a wholly owned subsidiary of CLEIS, and hence an indirect subsidiary of CL, was incorporated on February 20, 2008. CLIP is engaged in the business of providing infrastructure facilities for K-12 schools operating under the brand Indus World School and printing and publishing of education content in the form of books, periodicals, series, magazines, articles and its tests, analysis etc.

The management in the upcoming year expects to print competitive books and Test Preparation material and sell the same to GK Publications Private Limited and CL Educate Limited.

A.2. B&S Strategy Services Private Limited, (B&S), Associate Company of CLEIS

B&S was incorporated under the Companies Act, 1956 on April 09, 2009. B&S is mainly engaged in the business of rendering consulting services in the education sector and managing schools. As on March 31, 2020, CL Educate Limited, through its wholly owned subsidiary company, CLEIS, held 44.18% of the voting rights in B&S Keeping in mind Company's significant stake in B&S, an associate company of CLEIS, the details of B&S are being shared at the relevant places in this Annual Report.

Over the time the admission numbers have declined in the school and with insufficient cash being generated by the business, the Management doesn't intend to make further investments. The situation has been accentuated by COVID 19, forcing schools to shut early and the present management failing to collect final term fees for FY 2020 and for first quarter of the new academic year.

Further there are consistent delays on part of B&S management in providing required financial updates and information for consolidation. Based on the aforesaid the group has taken the following steps:

1. The Group has taken legal advice on the matter and initiated legal proceedings before the Honorable High Court, to protect its interests, including recovery of ₹ 400 Lakhs of the Cash consideration. A section 9 petition on the matter of CLEIS Vs B&S was heard by the Delhi High Court on June 22, 2020, with the judge appointing a retired High Court judge as an arbitrator to hear the dispute.

2. As there are indicators for impairment, an independent valuer was assigned to value the investment of CLEIS in B&S. As per his report the investment of the Company of 44.18% is valued at ₹ 595 lakhs. There by resulting in an impairment of ₹ 4,150 Lakhs. CLEIS has taken the write down of investment and disclosed the same as exceptional items.

3. Based on its assessment of the merits of the case, the Management is confident of recovering cash consideration and receivable from Nalanda in full and hence no provision is required.

4. Further the Holding Company has taken impact of the aforesaid impairment amounting to ₹ 4,150 Lakhs and have disclosed it as a exceptional item in the financial results.

5. As determined by the Management during the quarter and year ended March 31, 2020, CLEIS ceased to exercise a significant influence over B&S Strategy Services Private Limited (B&S), an associate company, though it continues to hold 44.18% equity share capital in B&S. Accordingly, the consolidated results for the year ended March 31, 2020 includes the Group's share in profit/loss of the associate only till the date of influence i.e. December 31, 2019.

vi. ICE GATE Educational Institute Private Limited (ICE GATE)

ICE GATE was incorporated under the Companies Act, 2013 on August 12, 2015. ICE GATE is engaged in the business of providing education for students preparing for Graduate Aptitude Test in Engineering (GATE) and related exams. Pursuant to the Share Purchase cum Shareholders Agreement entered into amongst CL, ICE GATE and its Promoters dated October 18, 2017, CL acquired 50.70% stake (5070 equity shares) in ICE GATE for an aggregate purchase consideration of 623.61 Lakhs. ICE GATE became a subsidiary of the Company with effect from October 31, 2017. The Company has agreed to acquire remaining 49.3% shareholding in ICE GATE over a period of 60 months from the date of the above Agreement. As on March 31, 2020, CL Educate Limited held 58.95% of the voting rights in ICE GATE.

The total income of ICE GATE increased by 8.3% to ₹ 1,339.26 Lakhs in FY 2020 from ₹ 1,236.20 Lakhs in FY 2019.

vii. Threesixtyone Degree Minds Consulting Private Limited (361DM), Associate Company

361DM, incorporated under the Companies Act, 1956 on July 06, 2006, delivers large scale yet effective learning and education solutions to individuals, organizations and educational institutions. Pursuant to the Investment cum Shareholders Agreement dated August 03, 2017 entered into amongst the Company, 361DM and its Promoters, the Company holds 500,000, 5% Compulsorily Convertible Preference Shares of 361DM of ₹ 10 each issued at a premium of ₹ 90/- per share. The Company also holds 909 Equity shares of 361DM aggregating to 4.41% of paid-up equity share capital of 361DM.

The total Income of 361DM decreased by 8.7% to ₹ 581.06 Lakhs in FY 2020 from ₹ 636.34 Lakhs in FY 2019.

Change in the status of subsidiaries/associate companies/joint venture during the Financial Year:

There was no change in the status of subsidiaries/associate companies/joint ventures during the Financial Year 2019-20, except as mentioned below:

S. No.	Name of the Company	Date of becoming subsidiaries/Associate	Subsidiaries/Associate
1.	CL Educate (Africa) Ltd.	January 13, 2020	Subsidiary

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the Financial Statements of the Company's Subsidiaries and Associate companies in **Form AOC-1** is attached to this report as **Annexure-I**.

Pursuant to the provisions of Section 136 of the Act, the Audited Standalone & Consolidated Financial Statements of the Company along with the Audited Financial Statements of its Subsidiaries are available on the website of the Company at the web link http://www.cleducate.com/financial.html.

Shareholding in Subsidiary Companies

As on March 31, 2020, the Company's shareholding in its direct subsidiaries was as follows:

a. 10,00,000 Equity Shares of 10 each comprising of 100% Equity Share Capital in Kestone Integrated Marketing Services Private Limited;

b. 1,90,000 Equity Shares of 10 each comprising of 100% Equity Share Capital in G. K. Publications Private Limited;

c. 10,000 Equity Shares of 10 each comprising of 100% Equity Share Capital in CL Media Private Limited;

d. 12,000 Equity shares of 10 each comprising of 100% Equity Share Capital in Accendere Knowledge Management Services Private Limited;

e. 94,47,606 Equity Shares of 10 each comprising of 100% Equity Share Capital in Career Launcher Education Infrastructure and Services Limited; and

f. 5,895 Equity Shares of 10 each comprising of 58.95% Equity Share Capital in ICE GATE Educational Institute Private Limited.

Shareholding in Associate Companies

As on March 31, 2020, the Company's holding in its Associate Companies was as follows:

a. 5,00,000, 5% Convertible Preference Shares of 10 each comprising of 80.65% of Preference Share Capital in Threesixtyone Degree Minds Consulting Private Limited;

b. 909 Equity shares of 10 each comprising of 4.41% of Equity Share Capital in Threesixtyone Degree Minds Consulting Private Limited; and

c. 44.18% of the voting rights in B&S Strategy Services Private Limited, through its wholly owned subsidiary company, Career Launcher Education Infrastructure and Services Limited (CLEIS).

7. Corporate Governance

Pursuant to the applicable provisions of the SEBI (LODR) Regulations, 2015, a detailed report on Corporate Governance forms part of this Annual Report. A certificate from M/s. S. Anantha & Ved LLP, Company Secretaries, (LLPIN: AAH-8229) confirming compliance of the conditions of Corporate Governance for the Financial Year 2019-20, as stipulated under the Listing Regulations forms part of this Report.

8. Management Discussion & Analysis

Management Discussion and Analysis (MDA) Report for the Financial Year 2019-20 on the operations and state of affairs of your Company, as stipulated under Regulation 34 of SEBI (LODR) Regulations, 2015 is given in a separate section forming part of this Annual Report.

9. Dividend

During the Year under review, the Board of Directors declared an interim dividend @ 10% (Re. 1/- per equity share of face value of ₹ 10/- each). The interim dividend, declared on November 13, 2019, was paid on December 02, 2019.

The Board of Directors does not recommend any further/final Dividend for the Financial Year 2019-20.

The Dividend policy of the Company (voluntarily adopted by the Board of Directors) is available on the website of the Company at the web link http://www.cleducate.com/policies/Dividend-Policy.pdf.

10. Transfer of unclaimed dividend to Investor Education and Protection Fund

There is no amount which is required to be transferred to the Investor Education and Protection Fund as per the provisions of Section 125(2) of the Act.

11. Transfer to Reserves

In view of the losses incurred by the Company during the Financial Year 2019-20, no amount has been transferred to reserves during the Financial Year 2019-20.

12. Capital and Finance

The paid up Equity Share Capital of the Company as on March 31, 2020 was ₹ 1416.57 Lakhs. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares, and does not have any scheme to fund its employees to purchase shares of the Company.

During the Financial Year 2019-20 the company has shifted the Banking Overdraft facilities from Kotak Mahindra Bank Limited ("Kotak Bank") to HDFC Bank Limited ("HDFC Bank"). The interest rate being charged by HDFC Bank is significantly lower as compared to rate which was being charged by Kotak Bank. In addition to offering the facility at a lower interest rate, HDFC Bank has also provided the Overdraft facility without taking any Fixed Deposits as security which was present in case of Kotak Bank.

13. Material changes and commitments

No material changes and commitments affecting the financial position of the Company have occurred between end of Financial Year and the date of this report.

14. Material and Significant Orders Passed By Regulators & Courts

There are no significant material orders passed by any Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

15. Internal Financial Control Systems

The Company has aligned its current system of Internal Financial Controls with the requirements of the Companies Act, 2013. The Internal Control Systems are intended to increase transparency and accountability in an organisation's process of designing and implementing a system of internal control. The framework requires a company to identify and analyse risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness. The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. CL has a well-defined delegation of power with authority limits for approving revenue as well as expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down. CL uses a state-of-the-art enterprise resource planning (ERP) system to record data for accounting, consolidation and management information purposes and connects to different locations for efficient exchange of information. It has continued its efforts to align all its processes and controls with best practices.

Your management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2020. The assessment involved management review, internal audit and statutory audit.

The Internal Controls over Financial Reporting are routinely tested and reported by Statutory as well as Internal Auditors, in a process that involves a review of the internal controls and risks in its operations and processes such as IT and general controls, accounting and finance, procurement, employee engagement, etc.

During the year under review, the internal audit was conducted based on the risk-based internal audit plan approved by the Audit Committee. Significant audit observations and follow up actions thereon were reported to the Audit Committee.

Pursuant to Section 143 of the Act, the Statutory Auditor has issued an attestation report on our Internal Financial Controls over financial reporting.

Qualified opinion by Statutory Auditors on adequacy and operating effectiveness of Internal Financial Controls over Financial Reporting for CL on a Standalone basis:

a. The Company's internal financial control in respect of obtaining periodic balance confirmations and preparation of reconciliations of payables were not operating effectively during the year, which may result in unwarranted disputes and over/understatement of party balances.

Management Response

The company conducted a comprehensive review of the trade payables to vendors and performed a one-time update and confirmation exercise for all legacy vendors, thereby reducing the vendor list considerably, basing it now only on active vendors for the last 18 months. The balance confirmation is now taken with every payment done to ensure that balances are regularly taken on record and an immediate reconciliation is performed with a vendor in case of dispute / discrepancies.

In addition to the above, a quarterly review of key vendors is done to ensure that balance confirmations are up to date.

Qualified opinion by Statutory Auditors on adequacy and operating effectiveness of Internal Financial Controls over Financial Reporting for CL on a Consolidated basis:

a. The Holding Company's internal financial control in respect of obtaining periodic balance confirmations and preparation of reconciliations of trade payables were not operating effectively during the year, which may result in unwarranted disputes and over/understatement of party balances.

Management Response

The company conducted a comprehensive review of the trade payables to vendors and performed a one-time update and confirmation exercise for all legacy vendors, thereby reducing the vendor list considerably, basing it now only on active vendors for the last 18 months. The balance confirmation is now taken with every payment done to ensure that balances are regularly taken on record and an immediate reconciliation is performed with a vendor in case of dispute / discrepancies.

In addition to the above, a quarterly review of key vendors is done to ensure that balance confirmations are up to date.

b. In case of one of the subsidiary, Kestone Integrated Marketing Services Private Limited, comprehensive procurement policies for purchase of goods and services have not been documented, which could potentially result in the aforesaid subsidiary procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at higher prices.

Management Response

A more comprehensive procurement policy has been documented and put into place for Kestone Integrated Management Services Private Limited, which where relevant, mirrors the policy being used by CL Educate, the parent entity. Quotations are taken from empaneled vendors before selection, and this is done by the relevant divisional head with the approval of the company President. With the merger of Kestone into the parent entity, the process will be further streamlined in the near future.

16. Public Deposits

Your Company has not invited or accepted any deposits from the public/members and there are no outstanding deposits as on March 31, 2020.

17. Auditors and Auditors' Report

Appointment of Statutory Auditor

At the 23rd Annual General Meeting held on September 28, 2019 , M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm

Registration No. – 103523W), was appointed as the Statutory Auditor 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 ensuing Annual General Meeting to be held in the Financial Year 2020-21, as it has completed the maximum permissible term for any Audit Firm under the relevant provisions of the Companies Act, 2013.

Pursuant to the recommendation of the Audit Committee, and subject to the approval of the shareholders, the Board of Directors of the Company, by way of passing resolution by circulation on May 12, 2020, has approved the appointment of Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditor of the Company, in place of the outgoing Statutory Auditor, M/s. Haribhakti & Co. LLP, Chartered Accountants, for the first term of five (5) consecutive years commencing from the Financial Year 2020-2021, i.e., to hold office from the conclusion of the 24th Annual General Meeting of the Company to be held during the Financial Year 2020-21 till the conclusion of the 29th Annual General Meeting to be held during the Financial Year 2025-26.

The Company has received written consent and a certificate from the Statutory Auditor 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 provisions of the Act and the rules made thereunder.

Walker Chandiok & Co LLP, Chartered Accountants, 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 the Peer Review Board of the ICAI.

In this respect, the Members are requested to approve the appointment of Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditor of the Company for the first term of five (5) consecutive years commencing from the Financial Year 2020-2021 till the Financial Year 2024-25 i.e., to hold office from the conclusion of the 24th Annual General Meeting to be held in the Financial Year 2020-21 till the conclusion of the 29th Annual General Meeting to be held in the Financial Year 2025-26 and to fix their remuneration in this regard.

In this connection, the attention of the members is invited to item number 5 of the Notice convening the 24th Annual General Meeting of the Company.

Fees paid/payable to Statutory Auditor

The Total Fee (Excluding other expenses and taxes, if any), for all services, paid /payable by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part, for the Financial Year 2019-20, is mentioned below:

(₹ in Lakhs)

S. No.	Particulars	CL Educate	Kestone	GKP	CL Media	CLEIS	CLIP	Total
a.	Statutory Audit Fees	23.00	9.00	4.00	4.50	1.25	1.25	43.00
b.	Audit of Consolidated Financials	4.00	-	-	-	-	-	4.00
c.	Limited Review Fees (for three quarters)	18.00	-	-	-	-	-	18.00
	Total	**45.00**	**9.00**	**4.00**	**4.50**	**1.25**	**1.25**	**65.00**

Statutory Auditor's Report

The qualification contained in the Statutory Auditor's report/CARO Report and the management's response thereon, is given below:

Qualification on Standalone Financial Statements:

a. The terms and conditions of loans granted by the Company to a party covered in the register maintained under section 189 of the Act, (total loan granted by the company during the year ₹ Nil, and balance outstanding as at balance sheet date ₹ 462.77 lakhs) are prejudicial to the Company's interest as the Company is not charging any interest on such loan.

b. The Company has complied with the provisions of sections 185 and 186 of the Act, except for the details given below:

(₹ in Lakhs)

Nature of Non-Compliance	Name of company/party	Amount Involved	Balance as at March 31, 2020	Remarks
Loan given at rate of interest lower than prescribed (Section 186)	Career Launcher Education Foundation	Nil	462.77	Interest free loan

Management Response:

The loan amount outstanding has reduced from 542.23 lakhs to 462.77 lakhs during this Financial Year. And, to ensure that the interests of the Company are protected, the outstanding loan amount has been guaranteed by our Promoter entity, Bilakes Consulting Private Limited.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (LODR) Regulations, 2015, based on the recommendation of the Audit Committee, your Directors have appointed M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai (LLPIN: AAH-8229) as the Secretarial Auditor of the Company for the Financial Year 2020-21. The Secretarial Audit Report for the Financial Year 2019-20 issued by the Secretarial Auditor does not contain any qualification, reservation, observation or adverse remark.

The same is annexed as Annexure II A.

Secretarial Audit of Material Unlisted Subsidiaries:

The Secretarial Audit of the Company's material unlisted subsidiaries, i.e., Kestone Integrated Marketing Services Private Limited (Kestone), Career Launcher Education Infrastructure and Services Limited (CLEIS) and CL Media Private Limited (CL Media), for the financial year ended March 31, 2020, has been carried out by M/s. Jain D & Co., Company Secretaries, (C.P No.: 11434). The Secretarial Audit Reports do not contain any qualification, reservation, observation or adverse remark. The same are annexed as **Annexure II B.**

Internal Auditor

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, based on the recommendation of the Audit Committee, your Directors have appointed M/s. Value Square Advisors Private Limited, Business Advisors and Chartered Accountants, as the Internal Auditor of the Company for the Financial Year 2020-21.

Cost Auditor

Pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 and the Notification dated December 31, 2014 issued by the Ministry of Corporate Affairs, your Company is required to get its cost records audited by a cost auditor.

Based on the recommendation of the Audit Committee, your Directors have appointed M/s. Sunny Chhabra & Co., Cost Accountants, as the Cost Auditor of the Company for the Financial Year 2020-21. The Cost Audit Report 2019-20 issued by the Cost Auditor does not contain any qualification, observation or adverse remark. The same shall be placed before the members at the ensuing AGM.

The remuneration payable to the cost auditor is subject to ratification/approval by the members of the Company. Accordingly a resolution seeking members' ratification/ approval for the remuneration payable to the Cost auditor is included in the Notice convening the 24thAnnual General Meeting, along with the relevant details, including the proposed remuneration.

Reporting of fraud by Auditors

During the year under review no instance of fraud has been reported by the Statutory Auditor, Cost Auditor or the Secretarial Auditor.

18. Directors and Key Managerial Personnel

a. Appointments & Cessations during the Financial Year 2019-20:

Mr. Sanjay Tapriya (DIN: 00064703) has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019. The Board recommends his appointment as an Independent Director of the Company for the first term of 5 consecutive years at the ensuing Annual General Meeting of the Company.

Mr. Sushil Kumar Roongta resigned as a Director with effect from July 26, 2019. The Board records its appreciation for the contributions made by Mr. Sushil Kumar Roongta towards the business of the Company during his tenure as a Director of the Company.

b. Appointments & Cessations after the end of Financial Year i.e., March 31, 2020 till the date of this Report:

Mr. Piyush Sharma (DIN: 08759840) has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from July 17, 2020. The Board recommends his appointment as an Independent Director of the Company for the first term of 5 consecutive years at the ensuing Annual General Meeting of the Company.

c. Retirement by Rotation:

Mr. Gautam Puri (DIN: 00033548), Vice Chairman and Managing Director and Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business, retire by rotation at the ensuing Annual General Meeting, and being eligible, offers themselves for re-appointment. Resolutions seeking Members' approval to the appointment of Mr. Gautam Puri and Mr. Nikhil Mahajan have been incorporated in the notice convening the 24th Annual General Meeting of the Company.

d. Proposed appointments at the ensuing AGM:

In the opinion of the Board, Mr. Sanjay Tapriya (DIN: 00064703) and Mr. Piyush Sharma (DIN: 08759840) possess the requisite qualifications, experience and expertise to contribute effectively to the growth of the Company. Hence, the Board recommends their appointment, at the ensuing Annual General Meeting, as Non-Executive Independent Directors of the Company for the first term of 5 consecutive years not liable to retire by rotation.

e. Declaration by Independent Directors

Pursuant to sub-section (7) of Section 149 of the Act, the Company has received declaration from the Independent Directors that they meet the criteria of independence laid down in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015, and that there was no change in their status as Independent Directors during the Financial Year 2019-20.

A brief profile of each Independent Director on Board of the Company, along with the terms and conditions of appointment of Independent Directors are available on the website of the Company at the weblink http://www.cleducate.com/advisory-board.html and http://www.cleducate.com/policies/Draft-Appointment-Letter.pdf.

f. Separate Meeting of Independent Directors

Pursuant to the requirements of Schedule IV of the Act, during the Financial Year 2019-20, the Independent Directors of the Company met separately on May 29, 2019, to inter-alia;

a. Review the performance of Non-Independent Directors and the Board as a whole;

b. Review the performance of the Chairperson of the Company; and

c. Assess the quality, quantity and timeliness of flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

g. Disclosure of Interest in other concerns:

The Company has received the Annual disclosure(s) from all the Directors, disclosing their Directorship/Interest in other concerns in the prescribed format, for the Financial Years 2019-20 and 2020-21.

The Company has received confirmation from all the Directors that as on March 31, 2020, none of the Directors were disqualified to act as Directors by virtue of the provisions of Section 164(2) of the Act, or were debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

h. Details of Board & Committee Meetings held during the Financial Year 2019-20

The Board of Directors of the Company met 6 (Six) times during the Financial Year under review. The details of the meetings of the Board including those of its Committees and of the Independent Directors are given in the Report on the Corporate Governance forming part of this Annual Report.

i. Annual Evaluation by the Board

The Nomination, Remuneration and Compensation Committee (NRC Committee) and the Board has adopted a methodology for performance evaluation of the Board, committees, independent directors and non- independent directors of the Company, which includes criteria, manner and process for performance evaluation. Criteria in this respect includes; the Board composition and structure, effectiveness of board processes, information and functioning, contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

Evaluation of Performance of the Board, its committees, every director and Chairperson, for the financial year 2019-20 has been done as per the adopted methodology which includes review, discussion and feedback from directors.

j. Key Managerial Personnel

As on March 31, 2020, the following persons were the designated Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the rules made thereunder:

i) Mr. Satya Narayanan R, Chairman & Executive Director,

ii) Mr. Gautam Puri, Vice Chairman & Managing Director,

iii) Mr. Nikhil Mahajan, Executive Director and Group CEO Enterprise Business,

iv) Ms. Rachna Sharma, Company Secretary and Compliance Officer, and

v) Mr. Arjun Wadhwa, Chief Financial Officer.

19. Composition of the Audit Committee

The Audit Committee of the Board is duly constituted in accordance with the provisions of Section177 (8) of the Act read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. The details of its composition, powers, functions, meetings held during the Financial Year 2019-20 etc. are given in the Report on Corporate Governance forming part of this Annual Report. All recommendations of the Audit Committee were accepted by the Board during the Financial Year 2019-20.

20. Vigil Mechanism / Whistle Blower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy in compliance with the provisions of Section 177(9) and (10) of the Act, read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 and Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations 2015 to enable stakeholders (including Directors, Employees, retainers, franchisees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or instances of leak of unpublished price sensitive information. The Policy provides adequate safeguards against victimization of Director(s)/ employee(s) and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any, reported under this Policy are to be appropriately and expeditiously investigated by the Ethics Committee. Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the Financial Year under review. The Vigil Mechanism/ Whistle Blower Policy is available on the website of the Company at the web link http://www.cleducate.com/policies/Vigil_Mechanism_Policy_CLEducate.pdf.

21. Corporate Social Responsibility

Pursuant to Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has constituted a Corporate Social Responsibility Committee (the "CSR Committee"). The Composition and the terms of reference of the CSR Committee are provided in the Report on Corporate Governance forming part of this Annual Report. The CSR Policy is available on the website of the Company at the web link http://www.cleducate.com/policies/CL%20Educate%20Limited_CSR%20Policy.pdf.

CSR Funds (Past & Present)

Particulars	Amount (in Lakhs)
Accumulated CSR amount pending to be spent (as on March 31, 2019)	**32.21**
Add: CSR amount required to be spent during Financial Year 2019-20	11.01
Less: CSR amount spent in the Financial Year 2019-20	(4.40)
Accumulated CSR amount pending to be spent (as on March 31, 2020)	**38.82**

CSR Spend

During the Financial Year 2019-20, the CSR spend of the Company was ₹ 4.40 Lakhs out of the amount due to be spent, calculated as per the provisions of Section 135 of the Companies Act, 2013. However, the Company has followed the practice of carrying forward the CSR funds remaining unspent in any particular year. On this basis, the cumulative amount that remained to be spent on CSR activities, as on March 31, 2020, was ₹ 38.82 Lakhs.

The Company has identified several CSR projects in the areas of Education, Skill & Development, Sustainability & Environment, Research & Incubation etc. and the same are being evaluated by the CSR Committee of the Company before recommending to the Board for its approval. The Company intends to spend the unspent CSR funds on the identified projects, over the coming years. The Board has proposed to establish a 100% wholly owned subsidiary company under Section 8 of the Companies Act, 2013 in this regard and has initiated the necessary steps in this regard.

As a socially responsible person, the Company has been building its CSR capabilities on a sustainable basis, and is committed to gradually increasing its CSR spending in the coming years with the aim of playing a larger role in India's sustainable development, and thereby fulfilling its Corporate Social Responsibility. The Annual report on CSR Activities is annexed as **Annexure- III.**

22. Directors' Nomination and Remuneration Policy

The Nomination Remuneration and Compensation Committee (NRC Committee) of the Company formulates the criteria for determining qualifications, positive attributes and independence of a director, and recommends to the Board the criteria for determining the remuneration for the Directors, key managerial personnel and/or other senior level employees of the Company.

The process of determining the Remuneration of the Directors is initiated with the general body of shareholders approving the overall maximum managerial remuneration that may be paid to the Directors, generally over a period of 3 years. Within this overall limit, the actual payout is decided by the Board, on the specific recommendation of the Nomination, Remuneration and Compensation Committee (comprising of all Non-Executive Directors, with majority of them being independent), while keeping the provisions of the Companies Act, 2013 in mind.

Details of the remuneration approved by the NRC Committee as well as the Board of Directors for Executive Directors for the Financial Year 2019-20:

(₹ in Lakhs)

S. No.	Executive Director	Fixed Compensation (Upto)	Variable Compensation (Upto)	Total Compensation (Upto)
1	Mr. Satya Narayanan R	86.00	43.05	129.05
2	Mr. Gautam Puri	86.00	43.05	129.05
3	Mr. Nikhil Mahajan	83.69	41.69	125.38

Details of the Remuneration paid/payable to Executive Directors for the Financial Year 2019-20:

(₹ in Lakhs)

S. No.	Executive Director	Fixed Compensation	Variable Compensation (Please Refer note 1 below)	Total Compensation
1	Mr. Satya Narayanan R	85.38	Nil	85.38
2	Mr. Gautam Puri	85.38	Nil	85.38
3	Mr. Nikhil Mahajan[1]	83.22	Nil	83.22

[1]Includes an amount equivalent to 120,000 AED that is the remuneration payable to Mr. Nikhil Mahajan out of Company's Dubai business operations for the Financial Year 2019-20.

Commission paid/payable to Non-Executive Directors for the Financial Year 2019-20:

(₹ in Lakhs)

S. No.	Non-Executive Independent Directors	Commission 2019-20	
		Recommended (% of Net Profits)	Amount payable (Please refer note 1 below)
1	Mr. Girish Shivani	Upto 0.15% of the net profits	Nil
2	Mr. Viraj Tyagi	Upto 0.15% of the net profits	Nil
3	Ms. Madhumita Ganguli	Upto 0.15% of the net profits	Nil
4	Mr. Sushil Kumar Roongta[1]	Upto 0.15% of the net profits	Nil
5	Mr. Sanjay Tapriya[2]	Upto 0.15% of the net profits	Nil

[1]Mr. Sushil Kumar Roongta, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from July 26, 2019.

[2]Mr. Sanjay Tapriya was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect October 24, 2019.

Note:

1. As the Company has incurred losses during the financial year 2019-20, the Non-Executive Directors of the Company are not entitled to any Commission payment for the financial year 2019-20. For the same reasons, the Executive Directors of the Company have voluntarily decided to waive off their variable payout for the Financial Year 2019-20.

The Remuneration policy (Recommendation report of NRC Committee for the financial year 2019-20) is available on the website of the Company at the web link http://www.cleducate.com/policies/recommendation-report-of-nrc-committee-2019-20.pdf. Salient features of the process of determination of the Remuneration of Directors are mentioned below:

i. Approval of the Shareholders:

The general body of shareholders approves the overall maximum managerial remuneration that may be paid to the Directors (Executive as well as Non-Executive), generally over a period of 3 years.

ii. Recommendation to the Board by the NRC Committee:

Within the overall limit approved by the shareholders, the remuneration payable for a particular year is recommended by the Nomination, Remuneration and Compensation NRC Committee (comprising of all non-executive Directors, with majority of them being independent) to the Board, taking into account the following key considerations:

a. For Executive Directors:

i) The provisions of Companies Act, 2013 and any other law for the time being in force relating to Companies;
ii) Market factors;
iii) The executive and operational responsibilities carried out by the Directors for the Company;
iv) Market salary of people with similar background/educational qualification/ experience, to ensure that Directors receive a fair compensation and there is "headroom" to pay competitive salaries to the Director's direct reports and for attracting new talent in the Company;
v) Compensation trends for the past years; and
vi) Inflation index;

The NRC Committee recommends the split between fixed and variable salaries payable to the Executive Directors of the Company for any Financial Year.

For calculating the variable compensation to be actually paid to the Executive Directors for any Financial Year, NRC Committee considers the % achievement vs. budget on two metrics- Total Revenue and Total EBIDTA, giving equal weightage (50% each) to the two metrics, according to a pre-decided formula. Audited results are used for all actual performance metrics. If audited results are not available then latest interim results are used.

b. For Non-Executive Directors:

i) The provisions of Companies Act, 2013 and any other law for the time being in force relating to Companies;
ii) number of meetings attended by the director during the year,
iii) contribution to the Board and Committees and
iv) participation in the Board matters.

iii. Approval by the Board:

Based on the recommendation of the NRC Committee, the Board approves the remuneration, in whatever form, payable to the Directors for the year.

iv. Ensuring Compliance with the Companies Act, 2013

At the year end, the Remuneration paid/payable during/for the year is checked against the provisional profitability position of the Company, in order to comply with the relevant provisions of the Companies Act, 2013 and the Rules made thereunder.

23. Particulars of Employees

People are our most valuable asset and your Company places the engagement, development and retention of talent as its highest priority, to enable achievement of organizational vision.

The relevant information required to be provided under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in **Annexure - IV.**

The relevant information required to be provided under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, the is given in **Annexure - V.**

24. Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace

The Company has a policy against sexual harassment at workplace and has constituted Internal Complaints Committee and complied with provisions in this respect as applicable under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. There was no complaint received from any employee during the year, nor is any complaint pending or outstanding for redressal as on March 31, 2020. The Company conducts regular awareness programs at regular interval / provide necessary updates / guidance through its website.

The Company's Policy on sexual harassment at workplace is available on the website of the Company at the web link http://www.cleducate.com/policies/Policy-against-Sexual-Harassment.pdf.

25. Particulars of Loans, Guarantees and Investments

Details of loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

26. Particulars of Contracts or Arrangements with Related Parties

All arrangements or transactions entered by the Company with Related Parties during the Financial Year 2019-20 were in the Ordinary Course of Business and on an Arm's Length pricing basis. As a matter of practice, all Related party transactions are placed for approval before the Audit Committee and are brought to the notice of the Board on a periodic basis.

During the year under review, the Company has not entered into any contracts/arrangements/transactions with related parties which could be considered as material in accordance with the policy of the Company on material related party transactions or under Section 188(1) of the Act. Accordingly, there are no particulars to be reported in Form AOC-2.

Details of the Related Party Transactions, as required under Listing Regulations and the relevant Accounting Standards are given in note no. 50 to the Standalone Financial Statements.

The Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is available on the website of the Company at the web link http://www.cleducate.com/policies/RPT_Policy_CLEdcuate.pdf.

27. Extract of Annual Return

Pursuant to Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in prescribed Form MGT-9 is attached as **Annexure - VI** to this Report.

The extract of Annual Return is also available on the website of the Company at the web link http://www.cleducate.com/pdf/agm/2020/CL-Educate-MGT-9-Extract-of-Annual-Report-2019-20.pdf.

28. Details of the Amended and Restated CL ESOP Plan 2014 (Formerly known as CL ESOP Plan 2008)

The Company's ESOP Plan - Career Launcher Employee Stock Options Plan 2014 ("CL ESOP Plan 2014" or "ESOP Scheme") is administered and monitored by the Nomination, Remuneration & Compensation Committee of the Board.

During the Financial Year 2019-20:

- Certain employees of the Company have surrendered the options granted to them under the erstwhile ESOP Plan of the Company at an exercise price of ₹ 430/- per option, 5-6 years back, on the basis of the then prevailing share price/ fair value. Since the current market price of the Company's share had rendered these options unattractive to them, they have, by way of letters addressed to the NRC Committee of the Company, voluntarily surrendered the options granted to them.

The options surrendered by the employees have, as per the terms of the Plan, returned to the general pool of options under the current ESOP Plan and consequently, as on the date of this report, the total no. of outstanding options under the current ESOP Plan are 1,67,525.

Total Options earmarked	2,50,000
Less: Options Exercised	(82,475)
Outstanding Options	1,67,525

Following are the details of the Options surrendered by the employees:

Name of the Employee	Category	Amount per option Pay-able (In ₹)	Grant date	Exercise Period (from the date of vesting)	No. of ESOP's Granted	No. of ESOP's already Lapsed	No. of ESOP's Surrendered
Sanjeev Srivastava	Employee	430/-	22.07.2014	36 months	5000	2500	2500
Himanshu Jain	Employee	430/-	22.07.2014	36 months	2500	1250	1250
Rachna Sharma	Employee	430/-	22.07.2014	36 months	2000	1000	1000
Piyush Gupta	Employee of Kestone	430/-	22.07.2014	36 months	2500	1250	1250
Piyush Gupta	Employee of Kestone	430/-	29.04.2016	36 months	35000	0	35000
Total					**47000**	**6000**	**41000**

- No fresh grants were made under the ESOP Scheme; and
- No material change was made to the ESOP Scheme.

The Scheme is in compliance with the SEBI (Share Based Employees Benefits) Regulations, 2014. A certificate from the Statutory Auditor of the Company with regard to the implementation of the CL ESOP Plan 2014 being in line with the SEBI (Share Based Employees Benefits) Regulations, 2014 would be placed at the ensuing Annual General Meeting.

The details as required to be disclosed under the Act and SEBI (Share Based Employee Benefits) Regulations, 2014 are available at the website of the Company at the following web http://www.cleducate.com/policies/CLEducate-ESOP-Disclosure-for-year-ended-31-03-2020.pdf.

29. Disclosure of Energy conservation, Technology Absorption & Foreign Exchange Earnings & Outgo

The Company does not carry any manufacturing activity. However, wherever possible and feasible, continuous efforts have been made for conservation of energy and to minimize energy costs and to upgrade the technology with a view to increase the efficiency and to reduce cost of operations.

At CL, our aim is to transform the way students learn. With the advent of artificial intelligence and industry 4.0 technologies which promise to transform our everyday lives, it becomes imperative for us to utilize them to significantly impact learning outcomes.

In this pursuit of transforming the way our students learn every year, we developed our AI-enabled platform christened as Aspiration.ai. This platform brings together various intuitive features that come together to make this a truly smart experience.

1. **CAT Percentile Predictor (CAT PP):** Take, for example, the CAT percentile predictor which has, over the years, correctly predicted the CAT percentiles of many students up to the second digit after the decimal point. CAT PP works on a model that takes into account a student's performance in the mocks. That coupled with the database of students we have accumulated over the years gives the model the desired accuracy.
2. **IIM Profilizer:** It is one of our most important efforts to add value to the students' preparation. IIM Profilizer helps the students by giving them a true picture of which IIMs and B-schools can they really make it to and at what percentile. This is a tool that is AI-driven and has been patented by CL a few years ago and has continued to make students more focused in their preparation since then.
3. **Support Chatbot:** In order to improve the user experience and quick resolution of queries, a chatbot is deployed in our aspiration.ai dashboard. This is currently in its Beta state and, over the course of its existence, garnered a user-rating of 3.8/5 which is a result of continuous improvements in our technological systems.
4. **Identity Stitching:** With the help of a 3rd party tool, Snowplow, today we are able to stitch the user identity and the behavior coming in from various sources. The result of this is our DMP data which gives the complete and exact picture of the user journey on our digital

property. It includes crucial things right from the user source up till the purchase and post-purchase stages.

5. **AI-driven Digital Marketing:** While the DMP data gives our marketing efforts a big boost, we utilize AI algorithms to deploy the outcomes of the user analysis. For example, we utilize the user experience (depicted through the Lead Score) to algorithmically decide which advertorial banner to show to the user on the website. This has taken our marketing to an extremely personalized level.
6. **Sales and Academic Nudges:** Basis the analysis of the user intent, we show our online e-store visitor relevant nudges. These nudges improve the users' confidence in the product. This is a result of our analysis of the user-intent so that relevant nudges can be shown to the audience.
7. **Lead activity Tracing:** With the combination of DMP data and use of third party CRM Leadsquared, we are able to track all the activities carried out by the lead on our website, via email/ sms/ chat and through telephonic conversations. These help us communicate with them regarding the product that they want and is ideal for them

These and other such efforts continue to serve students who are our paramount importance.

During the Financial Year under review, the Foreign Exchange earnings and outgo were as follows:

The foreign exchange earnings and outgo (on Standalone basis) are detailed below:

(₹ in Lakhs)

Particulars	FY 2020	FY 2019
Test preparation training services	392.09	253.41
Sale of study material	426.82	419.06
Other income	75.52	11.56
Total	**894.43**	**684.03**

Expenditure in Foreign Currency (on accrual basis) (on a Standalone basis):

(₹ in Lakhs)

Particulars	FY 2020	FY 2019
Travelling and conveyance	21.18	9.17
Bank charges	13.34	10.72
Rent	105.71	116.26
Salary and wages	30.39	75.52
Faculty expenses	233.44	84.58
Other expenses	503.02	440.32
Total	**907.09**	**736.57**

30. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)

Your Company complies with the mandatory Secretarial Standards issued by the ICSI.

31. Directors' Responsibility Statement

To the best of our knowledge and belief and according to the information and explanations obtained by us, the Board of Directors make the following statements in terms of Section 134(3)(c) of the Act:

a. In the preparation of the Annual Accounts for the Financial Year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year ended March 31, 2020 and of the Losses of the Company for that period;

c. The Directors have taken proper and sufficient care for the 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 fraud and other irregularities;

d. The Directors have prepared the Annual Financial Statements/Annual Accounts on a 'going concern' basis;

e. The Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and

f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

32. Acknowledgement

Your Directors take this opportunity to thank the Company's customers, shareholders, vendors and bankers for their support and look forward to their continued support in the future.

Your Directors also place on record their appreciation for the excellent contribution made by all employees who are committed to strong work ethics, excellence in performance and commendable teamwork and have thrived in a challenging environment.

For and on behalf of Board of Directors of
CL Educate Limited

Sd/-
Gautam Puri
Vice Chairman & Managing Director
DIN: 00033548
Address: R-90, Greater Kailash-I,
New Delhi – 110 048

Sd/-
Nikhil Mahajan
Executive Director & Group CEO Enterprise Business
DIN: 00033404
Address: House No. 457, Sector – 30,
Faridabad - 121 003, Haryana

Place: New Delhi
Date: August 22 , 2020

Annexures to Board's Report 2020

Annexure I

Form AOC – I Features of Financial Statement of Subsidiaries

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures
PART "A": Subsidiaries

(₹ in Lakhs)

S. No.	Particulars	1	2		3		4	5	6	7	8	9
1	Name of the Subsidiary	Kestone Integrated Marketing Services Private Limited	Kestone CL Asia Hub Pte. Ltd., Singapore[1]		Kestone CL US Limited[2]		G K Publications Private Limited	CL Media Private Limited	Accendere Knowledge Management Services Private Limited	Career Launcher Education Infrastructure and Services Limited	Career Launcher Infrastructure Private Limited[3]	ICE Gate Educational Institute Private Limited
2	Financial Period Ended	31.03.2020	31.03.2020		31.03.2020		31.03.2020	31.03.2020	31.03.2020	31.03.2020	31.03.2020	31.03.2020
3	Reporting Currency and Exchange Rate	INR Lakhs	SGD Lakhs	INR Lakhs	USD Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs
4	Share Capital (Nos. of Equity & Preference shares) (In No.)	1,000,000	514,001	514,001	1,000,000	1,000,000	190,000	10,000	12,000	9,447,606	248,468	10,000
5	Reserves & Surplus	3,565.95	(1.60)	(84.92)	0.11	8.24	(617.82)	5,974.54	(21.94)	2,382.24	2,043.88	64.30
6	Total Assets	7,463.15	18.45	978.07	0.90	67.59	3,854.44	8,234.43	218.00	5,511.94	4,224.20	521.77
7	Total Liabilities	3,797.20	10.59	561.19	0.78	58..60	4,453.26	2,258.89	228.26	2,184.94	2,170.47	456.47
8	Investments	478.74	0.01	0.73	-	-	-	-	-	3,982.66	-	-
9	Turnover	10,915.74	25.18	1,310.42	0.95	68.55	385.91	3,828.44	289.25	1.24	0.06	1,339.26
10	Profit / (Loss) Before Taxation (PBT)	51.48	1.16	60.44	0.28	20.23	(162.43)	820.61	(47.72)	(4,887.95)	(7.63)	39.78
11	Provisions for Taxation	14.41	-	-	-	-	(58.17)	217.14	(7.94)	133.46	(95.87)	9.75
12	Profit/ Loss from Discontinued operations	-	-	-	-	-	-	-	-	-	(46.48)	-
13	Tax expenses of Discontinued operations	-	-	-	-	-	-	-	-	-	-	-
14	Profit for the Year from discontinuing operations	-	-	-	-	-	-	-	-	-	(46.48)	-
15	Profit / (Loss) After Taxation (PAT)	37.07	1.16	60.44	0.28	20.23	(104.26)	603.47	(39.48)	(5,021.41)	41.75	30.03
16	Dividend	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
17	% of share Holding	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	58.95%

[1]Wholly owned subsidiary of Kestone Integrated Marketing Services Private Limited.
[2] Subsidiary of Kestone CL Asia Hub Pte. Ltd.
[3]Wholly owned subsidiary of Career Launcher Education Infrastructure & Services Limited

Notes:
1. Names of subsidiaries which are yet to commence operations: CL Educate (Africa) Ltd., Subsidiary of Kestone CL Asia Hub Pte. Ltd.
2. Names of subsidiaries which have been liquidated or sold during the year: None

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

NAME OF THE ASSOCIATES/JOINT VENTURES	Threesixtyone Degree Minds Consulting Private Limited		B&S Strategy Services Private Limited
1. Latest audited Balance Sheet Date	March 31, 2020		March 31, 2020
2. Shares of Associate / Joint Ventures held by the Company on the year end	**March 31, 2020**		**March 31, 2020**
No.	909 Equity shares	5,00,000 5% Compulsorily Convertible Preference Shares (CCPS)	8,817 Equity Shares
Amount of Investment in Associate/ Joint Venture	₹49,99,500	₹ 5,00,00,000	₹ 5,94,69,283 During the year company has impaired its invesment by ₹ 41,50,04,709
Extend of Holding %	4.41%	80.65%	44.18%
3. Description of how there is significant influence	361DM is an Associate Company of CL Educate. CL has representation on the board of 361DM and it also participates in all significant financial and operating decisions.		The Company through its Wholly Owned Subsidiary Company, Career Launcher Education Infrastructure and Services Limited (CLEIS) held 44.18% of the voting rights in B&S Strategy Services Private Limited (“B&S or Eduvisors”).
4. Reason why the associate/joint Venture is not consolidated	NA		During the quarter and year ended March 31, 2020, CLEIS ceased to exercise a significant influence over B&S Strategy Services Private Limited (B&S), an associate company, though it continues to hold 44.18% equity share capital in B&S. Accordingly, the consolidated results for the year ended March 31, 2020 includes the Group' share in profit/loss of the associate only till the date of influence. (December 31, 2019)
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	₹ 37.25 Lakhs		NA
6. Profit / Loss for the year	₹ 6.21 Lakhs (Profit for the year)		₹ (33.91) Lakhs (Loss for the year till Dec 31, 2019)
i. Considered in Consolidation	Yes		Only till the date of influence
ii. Not Considered in Consolidation	NA		Only till the date of influence

Notes:

1. Names of associates or joint ventures which are yet to commence operations: None
2. Names of associates or joint ventures which have been liquidated or sold during the year: None

For and on behalf of the Board of Directors of

CL Educate Limited

Sd/-
Gautam Puri
Vice Chairman and
Managing Director
DIN: 00033548

Sd/-
Nikhil Mahajan
Executive Director and
Group CEO Enterprise
Business
DIN: 00033404

Sd/-
Rachna Sharma
Company Secretary
& Compliance Officer
ICSI M. No.: A17780

Sd/-
Arjun Wadhwa
Chief Financial
Officer

Place: New Delhi
Date :June 29, 2020

Annexure II A

Form No. MR-3
SECRETARIAL AUDIT REPORT
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

To
The Members
CL Educate Limited

We have conducted the Secretarial Audit of the Compliance of Applicable Statutory provisions and the adherence to good corporate practices by **CL Educate Limited** having CIN L74899HR1996PLC076897 (hereinafter called '**the Company**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, 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:

We have examined the books, papers, minute books, forms and returns filed and other records 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;

(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 and Overseas Direct Investment; and

(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 (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable for the year under review);

  (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable for the year under review);

  (f) 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;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable for the year under review); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable for the year under review).

(vi) There are no laws that are specifically applicable to the Company based on their sector/industry except The Trade Marks Act, 1999; The Patents Act, 1970 and Indian Copyright Act, 1957.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India; and

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law, environmental laws and all other applicable laws, rules, regulations and guidelines. The Company has responded to compliance requirements, notices for demands, claims, penalties etc. levied, by statutory/regulatory authorities and initiated actions for corrective measures and compliance thereof.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Mr. Sushil Kumar Roongta (DIN: 00309302) resigned as a Director of the Company with effect from July 26, 2019. The Board of Directors of the Company has appointed Mr. Sanjay Tapriya (DIN: 00064703) as an Additional Director (Non-executive & Independent) of the Company w.e.f. October 24, 2019.

We further report that

Adequate notice is given to all directors to schedule the Board Meetings along with the agenda generally at least seven days in advance and detailed notes on agenda were sent well in advance before the meeting 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period, the following is the major event carried out by the Company and complied with the necessary requirements:

Pursuant to the recommendations/approval of the Audit Committee and the Board of Directors of the Company, both dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") for the proposed Amalgamation of 5 wholly owned subsidiary Companies of CL Educate Limited - Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited (Kestone) with CL Educate Limited. The scheme had been approved by the NSE & BSE.

Subsequently, the First Motion Petition with respect to the proposed Amalgamation was filed by the Company with the Hon'ble

NCLT Chandigarh on August 28, 2019. NCLT Chandigarh heard the First Motion Application filed by the Company on November 14, 2019 and issued its 1st Motion Order dated December 11, 2019.

As per the directions given by the NCLT Chandigarh in its 1st Motion Order, the meetings of Equity Shareholders of CL Educate and of the Unsecured Creditors with value of INR 1 lakh or more of Kestone were held on February 01, 2020, at 10:00 AM and 12:00 Noon, respectively and the Scheme of Amalgamation was duly approved by the Shareholders of CL Educate and Unsecured Creditors of Kestone.

As the next step, the 2nd Motion Petition with respect to the proposed Amalgamation was filed by the Company with the Hon'ble NCLT Chandigarh on February 14, 2020, which was heard by NCLT on March 05, 2020. While NCLT was satisfied with the Petition, it had directed the Companies, CL Educate Limited and Kestone to file respective Affidavits that no objections had been received from any stakeholder against the Scheme. These Affidavits were filed by the Companies on March 17, 2020.

However, on account of the nationwide lockdown, and limited functioning of the NCLT Benches, the hearing of the 2nd Motion Petition of CL Educate Limited had been adjourned by the NCLT Chandigarh Bench from time to time. The NCLT Bench has provided September 11, 2020, as the next date of hearing.

We further report that during the year under review, there were **no events** viz.:

i) Public/Right/Debenture/Sweat Equity Shares;

ii) Redemption/Buy-back of securities.

iii) Major decisions taken by the members pursuant to Section 180 of the Companies Act, 2013;

iv) Merger / amalgamation / reconstruction, etc., except the one mentioned above; and

v) Foreign technical collaborations; or such other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having any bearing on the Company's affairs.

For S. Anantha & Ved LLP
Company Secretaries

Sd/-
Sachin Sharma
Designated Partner
Membership No.: A46900
CP No.: 20423
UDIN: A046900B000577430

Date: 14th August, 2020
Place: Jodhpur

Note: This report should be read with letter of even date by the Secretarial Auditors.

Annexure A

To

The Members

CL Educate Limited

A-45, First Floor,

Mohan Co-operative Industrial Estate,

New Delhi - 110044

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. 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.

For S. Anantha & Ved LLP
Company Secretaries

Sd/-
Sachin Sharma
Designated Partner
Membership No.: A46900
CP No.: 20423

Date: 14th August, 2020
Place: Jodhpur

Annexure II B

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

To,

The Members,

CL MEDIA PRIVATE LIMITED

REG OFFICE:- PLOT NO. 9A, SECTOR-27A, MATHURA ROAD

FARIDABAD HARYANA 121003

I have conducted the Secretarial Audit of the compliance of all applicable statutory provisions and the adherence to good corporate practices by CL MEDIA PRIVATE LIMITED (hereinafter called 'the Company'). The Company is Material unlisted subsidiary of Listed Company (CL Educate Limited).

Based on my verification of the books, papers, minute books, forms and returns etc of CL MEDIA PRIVATE LIMITED filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives and going through them during the conduct of Secretarial Audit covering the financial year ended on 31STMarch, 2020, We hereby report that in our opinion, the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place, to the extent and in the manner and subject to the reporting made hereinafter. Other material Compliances are listed in Annexure A attached to this report.

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

(i) The Companies Act, 2013 ('the Act') and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; To the extent applicable;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; To the extent applicable

(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:- The Company is filing FLA timely.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') which may be complied to the extent applicable to the material subsidiary of listed Co. Most of the SEBI guidelines are not applicable to the Co. However, those are applicable to the Company, may be complied by the Company.

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, 1992;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

f) 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;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the followings:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the extent applicable to the Company;

I further report that;

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The Changes made in the composition of the Board of Directors of the Company are as follows:

    a. Re-Appointment of Mr. Satya Narayanan R, as Director liable to retire by rotation in the Annual General Meeting dated 28th September 2019.

2. 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, 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.

3. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

4. The Auditors of the Company has submitted financial statement with statutory Auditor's report for the FY 2019-20. The Auditors has submitted their statements accordingly.

5. 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.

6. I further report that during the audit period:

Scheme of Amalgamation

Pursuant to the recommendations/approval of the Audit Committee and the Board of Directors of the Company, both dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") for the proposed Amalgamation of 5 wholly owned subsidiary Companies of CL Educate Limited - Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited with CL Educate Limited. The scheme has been approved by the NSE & BSE.

The First Motion Petition with respect to the proposed Amalgamation was filed by the Company with the Hon'ble NCLT Chandigarh on August 28, 2019. NCLT Chandigarh heard the First Motion Application filed by the Company on November 14, 2019 and issued its 1st Motion Order dated December 11, 2019.

As per the directions given by the NCLT Chandigarh in its 1st Motion Order, the meetings of Equity Shareholders of CL Educate and of the Unsecured Creditors with value of INR 1 lakh or more of Kestone were held on February 01, 2020, at 10:00 AM and 12:00 Noon, respectively.

The proposed scheme of Amalgamation was duly approved by the Shareholders of CL Educate Limited and Unsecured Creditors of Kestone Integrated Marketing Services Private Limited.

The 2nd Motion Petition with respect to the proposed Amalgamation was filed by the Company with the Hon'ble NCLT Chandigarh on February 14, 2020, which was heard by the NCLT on March 05, 2020. While NCLT was satisfied with the Petition, it had directed the Companies, CL Educate Limited and Kestone to file respective Affidavits that no objections had been received from any stakeholder against the Scheme. These Affidavits were filed by the respective Companies on March 17, 2020.

However, on account of the nationwide lockdown, and limited functioning of the NCLT Benches, the hearing of the 2nd Motion Petition of CL Educate Limited had been adjourned by the NCLT Chandigarh Bench from time to time. The NCLT Bench has provided September 11, 2020, as the next date of hearing.

For Jain D & Co.
Company Secretaries

Sd/-
Deepak Jain
Proprietor
ACS – 24308; CP No: 11434
UDIN:-A024308B000567125

Place: New Delhi
Date: 10.08.2020

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,
CL MEDIA PRIVATE LIMITED
REG OFFICE:- PLOT NO. 9A, SECTOR-27A, MATHURA ROAD
FARIDABAD HARYANA 121003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, Regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. 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.

For Jain D & Co.
Company Secretaries

Sd/-
Deepak Jain
Proprietor
ACS – 24308; CP No: 11434
UDIN:-A024308B000567125

Place: New Delhi
Date: 10.08.2020

Annexure II B

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

To,
The Members,
CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED
REG OFFICE:- PLOT NO. 9A, SECTOR-27A, MATHURA ROAD
FARIDABAD HARYANA 121003

I have conducted the Secretarial Audit of the compliance of all applicable statutory provisions and the adherence to good corporate practices by **CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED** (hereinafter called 'the Company'). The Company is Material unlisted subsidiary of Listed Company (CL Educate Limited).

Based on my verification of the books, papers, minute books, forms and returns etc of **CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED** filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives and going through them during the conduct of Secretarial Audit covering the financial year ended on 31STMarch, 2020, We hereby report that in our opinion, the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place, to the extent and in the manner and subject to the reporting made hereinafter. Other material Compliances are listed in Annexure A attached to this report.

I have examined the books, papers, minute books, registers, forms and returns filed and other records maintained by **CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED** for the financial year ended on 31st March, 2020, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; To the extent applicable;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; To the extent applicable

(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:- The Company is filing FLA timely.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') which may be complied to the extent applicable to the material subsidiary of listed Co. Most of the SEBI guidelines are not applicable to the Co. However, those are applicable to the Company, may be complied by the Company.

   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, 1992;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure

   Requirements) Regulations, 2009;

   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

f) 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;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the followings:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the extent applicable to the Company;

I further report that;

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The Changes made in the composition of the Board of Directors of the Company are as follows:

a. Appointment of Mr. Girish Shivani as the Non-executive Independent Director of the Company in the Annual General Meeting of the Company dated 28th September 2019 (who was appointed as Additional Non-executive Independent Director in the Board Meeting of the Company dated 6th October 2018)

b. Re-Appointment of Mr. Sreenivasan Ramakrishnan and Mr. Shiva Kumar Ramachandran as Directors liable to retire by rotation in the Annual General Meeting dated 28th September 2019.

c. Resignation of Mr. Gopal Bageria, Company Secretary of the Company with effect from 30th May 2019.

d. Appointment of Mr. Lokesh Sharma as the Company Secretary of the Company with effect from 31st May 2019.

2. 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, 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.

3. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

4. The Auditors of the Company has submitted financial statement with statutory Auditor's report for the FY 2019-20. The Auditors has submitted their statements accordingly.

5. 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.

6. I further report that during the audit period:

Pursuant to the recommendations/approval of the Audit Committee and the Board of Directors of the Company, both dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") for the proposed Amalgamation of 5 wholly owned subsidiary Companies of CL Educate Limited - Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited with CL Educate Limited. The scheme has been approved by the NSE & BSE.

The First Motion Petition with respect to the proposed Amalgamation was filed by the Company with the Hon'ble NCLT Chandigarh on August 28, 2019. NCLT Chandigarh heard the First Motion Application filed by the Company on November 14, 2019 and issued its 1st Motion Order dated December 11, 2019.

As per the directions given by the NCLT Chandigarh in its 1st Motion Order, the meetings of Equity Shareholders of CL Educate and of the Unsecured Creditors with value of INR 1 lakh or more of Kestone were held on February 01, 2020, at 10:00 AM and 12:00 Noon, respectively.

The proposed scheme of Amalgamation was duly approved by the Shareholders of CL Educate Limited and Unsecured Creditors of Kestone Integrated Marketing Services Private Limited.

The 2nd Motion Petition with respect to the proposed Amalgamation was filed by the Company with the Hon'ble NCLT Chandigarh on February 14, 2020, which was heard by the NCLT on March 05, 2020. While NCLT was satisfied with the Petition, it had directed the Companies, CL Educate Limited and Kestone to file respective Affidavits that no objections had been received from any stakeholder against the Scheme. These Affidavits were filed by the respective Companies on March 17, 2020.

However, on account of the nationwide lockdown, and limited functioning of the NCLT Benches, the hearing of the 2nd Motion Petition of CL Educate Limited had been adjourned by the NCLT Chandigarh Bench from time to time. The NCLT Bench has provided September 11, 2020, as the next date of hearing.

For Jain D & Co.
Company Secretaries

Sd/-
Deepak Jain
Proprietor
ACS – 24308; CP No: 11434
UDIN: A024308B000567103

Place: New Delhi
Date: 10.08.2020

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,

CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED
REG OFFICE:- PLOT NO. 9A, SECTOR-27A, MATHURA ROAD
FARIDABAD HARYANA 121003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, Regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

For Jain D & Co.
Company Secretaries

Sd/-
Deepak Jain
Proprietor
ACS – 24308; CP No: 11434
UDIN: A024308B000567103

Place: New Delhi
Date: 10.08.2020

Annexure II B

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

To,

The Members,

KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED

REG OFFICE:- PLOT NO. 9A, SECTOR-27A, MATHURA ROAD

FARIDABAD HARYANA 121003

I have conducted the Secretarial Audit of the compliance of all applicable statutory provisions and the adherence to good corporate practices by **KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED** (hereinafter called 'the Company'). The Company is Material unlisted subsidiary of Listed Company (CL Educate Limited).

Based on my verification of the books, papers, minute books, forms and returns etc of **KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED** filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives and going through them during the conduct of Secretarial Audit covering the financial year ended on 31STMarch, 2020, We hereby report that in our opinion, the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place, to the extent and in the manner and subject to the reporting made hereinafter. Other material Compliances are listed in Annexure A attached to this report.

I have examined the books, papers, minute books, registers, forms and returns filed and other records maintained by **KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED** for the financial year ended on 31st March, 2020, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; To the extent applicable;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; To the extent applicable

(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:- The Company is filing FLA timely and also all other applicable forms

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') which may be complied to the extent applicable to the material subsidiary of listed Co. Most of the SEBI guidelines are not applicable to the Company under review. However, those are applicable to the Company, may be complied by the Company.

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,1992;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

f) 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;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the followings:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company;

I further report that;

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The Changes made in the composition of the Board of Directors of the Company are as follows:

a. Appointment of Mr. Girish Shivani as the Non-executive Independent Director of the Company in the Annual General Meeting of the Company dated 28th September 2019 (who was appointed as Additional Non-executive Independent Director in the Board Meeting of the Company dated 6th October 2018)

b. Re-Appointment of Mr. Nikhil Mahajan as Directors liable to retire by rotation in the Annual General Meeting dated 28th September 2019.

2. 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, 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.

3. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

4. The Auditors of the Company has submitted financial statement with statutory Auditor's report for the FY 2019-20. The Auditors has submitted their statements accordingly.

5. 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.

6. I further report that during the audit period:

Pursuant to the recommendations/approval of the Audit Committee and the Board of Directors of the Company, both dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") for the proposed Amalgamation of 5 wholly owned subsidiary Companies of CL Educate Limited - Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited with CL Educate Limited. The scheme has been approved by the NSE & BSE.

The First Motion Petition with respect to the proposed Amalgamation was filed by the Company with the Hon'ble NCLT Chandigarh on August 28, 2019. NCLT Chandigarh heard the First Motion Application filed by the Company on November 14, 2019 and issued its 1st Motion Order dated December 11, 2019.

As per the directions given by the NCLT Chandigarh in its 1st Motion Order, the meetings of Equity Shareholders of CL Educate and of the Unsecured Creditors with value of INR 1 lakh or more of Kestone were held on February 01, 2020, at 10:00 AM and 12:00 Noon, respectively.

The proposed scheme of Amalgamation was duly approved by the Shareholders of CL Educate Limited and Unsecured Creditors of Kestone Integrated Marketing Services Private Limited.

The 2nd Motion Petition with respect to the proposed Amalgamation was filed by the Company with the Hon'ble NCLT Chandigarh on February 14, 2020, which was heard by the NCLT on March 05, 2020. While NCLT was satisfied with the Petition, it had directed the Companies, CL Educate Limited and Kestone to file respective Affidavits that no objections had been received from any stakeholder against the Scheme. These Affidavits were filed by the respective Companies on March 17, 2020.

However, on account of the nationwide lockdown, and limited functioning of the NCLT Benches, the hearing of the 2nd Motion Petition of CL Educate Limited had been adjourned by the NCLT Chandigarh Bench from time to time. The NCLT Bench has provided September 11, 2020, as the next date of hearing.

For Jain D & Co.
Company Secretaries

Sd/-
Deepak Jain
Proprietor
ACS – 24308; CP No: 11434
UDIN:-A024308B000567171

Place: New Delhi
Date: 10.08.2020

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,
KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED
REG OFFICE:- PLOT NO. 9A, SECTOR-27A, MATHURA ROAD
FARIDABAD HARYANA 121003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, Regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

For Jain D & Co.
Company Secretaries

Sd/-
Deepak Jain
Proprietor
ACS – 24308; CP No: 11434
UDIN:-A024308B000567171

Place: New Delhi
Date: 10.08.2020

Annexure III

Annual Report on

Corporate Social Responsibility (CSR) Activities for the Financial Year 2019-20

S. No.	Particulars	Remarks
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 project or programs.**	Pursuant to Section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014, the Board of Directors has constituted a CSR Committee. The Board has framed a CSR Policy in compliance with the provisions of Section 135 of the Companies Act, 2013. The said policy is placed on the website of the Company and is available on the web link:http://www.cleducate.com/policies/CL%20Educate%20Limited_CSR%20Policy.pdf. In line with its CSR Policy and in accordance with Schedule VII to the Act, the Company has identified the following key areas to undertake CSR projects: • Education • Skill & Livelihood Development • Sustainability & Environment • Research & Incubation
2.	**The Composition of the CSR Committee.**	Members of the committee are: a) Mr. Girish Shivani, Chairman (Non-Executive Independent) Director, b) Mr. Satya Narayanan R, Member (Chairman & Executive Director) and c) Mr. Gautam Puri, Member (Vice Chairman & Managing Director)
3.	**Average net profit of the Company for last three financial years.**	₹ 550.39 Lakhs
4.	**Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above).**	₹ 11.01 Lakhs
5.	**Details of CSR spent during the financial year:** **a) Total amount spent for the financial year** **b) Amount unspent, if any;** **c) Manner in which the amount spent during the financial year is detailed below**	 a) ₹ 4.40 Lakhs b) ₹ 6.61 Lakhs c) Manner in which the amount is spent is detailed in the **Table A** below.

Table A

1	2	3	4	5	6	7	8
S. No.	**CSR Project or activity identified**	**Sector in which the project is covered**	**Projects or programmes (1) Local area or other (2) Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or program wise**	**Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Overheads**	**Cumulative expenditure upto the Reporting period**	**Amount spent Direct or through implementing agency**
1.	Scholarship program under CL Educate Scholarship of Excellence in Academics (CLESEA)	Promoting Education	University of Kerala	3,60,000	1,80,000	2,85,000	Direct implementation
2.	Donations/ grants to TYCIA Foundation	TYCIA (Non-profit organisation) working towards women empowerment, education, prisoners' rights and livelihood promotion.	-	2,60,000	2,60,000	2,60,000	Through implementing agency
	Total			**6,20,000**	**4,40,000**	**5,45,000**	

During the Financial Year 2019-20, the CSR spend of the Company was ₹ 4.40 Lakhs out of the amount due to be spent, calculated as per the provisions of Section 135 of the Companies Act, 2013. However, the Company has followed the practice of carrying forward the CSR funds remaining unspent in any particular year. On this basis, the cumulative amount that remained to be spent on CSR activities, as on March 31, 2020, was ₹ 38.82 Lakhs.

The Company has identified several CSR projects in the areas of Education, Skill & Development, Sustainability & Environment, Research & Incubation etc. and the same are being evaluated by the CSR Committee of the Company before recommending to the Board for its approval. The Company intends to spend the unspent CSR funds on the identified projects, over the coming years.

As a socially responsible person, the Company has been building its CSR capabilities on a sustainable basis, and is committed to gradually increasing its CSR spending in the coming years with the aim of playing a larger role in India's sustainable development, and thereby fulfilling its Corporate Social Responsibility.

The CSR Committee has confirmed that the implementation and monitoring of the CSR Policy has been in compliance with the CSR objectives and policy of the Company.

Sd/-
Girish Shivani
Non-Executive Independent Director
Chairman – CSR Committee
DIN: 03593974

Sd/-
Gautam Puri
Vice Chairman & Managing Director
Member – CSR Committee
DIN: 00033548

Place: New Delhi
Date: August 22, 2020

Annexure IV

Particulars of Employees and Related Disclosure

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

S. No.	Particulars	Remarks		
1.	**The ratio of the remuneration/commission of each director to the median remuneration* of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the Financial Year 2019-20**	**Name of the Directors/KMP**	**Ratio to median remuneration**	**% increase in remuneration in the Financial Year 2019-20**
		Non-Executive Directors		
		Mr. Viraj Tyagi	Nil	Nil[3]
		Ms. Madhumita Ganguli	Nil	Nil[3]
		Mr. Sushil Kumar Roongta[1]	Nil	Nil[3]
		Mr. Girish Shivani	Nil	Nil[3]
		Mr. Imran Jafar	Nil	Nil[3]
		Mr. Sanjay Tapriya[2]	Nil	Nil[3]
		Executive Directors		
		Mr. Satya Narayanan R (Chairman & Executive Director)	16.52	-26.16%
		Mr. Gautam Puri (Vice Chairman & Managing Director)	16.52	-23.71%
		Mr. Nikhil Mahajan (Executive Director & Group CEO Enterprise Business)	16.11	-28.56%
		Chief Financial Officer		
		Mr. Arjun Wadhwa	-	-15.56%
		Company Secretary and Compliance Officer		
		Ms. Rachna Sharma	-	-03.82%
2.	**The percentage increase in the median remuneration of employees in the Financial Year**	The percentage increase in the median remuneration of employees in the Financial Year as compared to the median remuneration of employees in the immediate preceding financial year was 4.79%. Median remuneration of employees in the year under review was ₹ 5.17 Lakhs approx.		
3.	**The number of permanent employees on the rolls of Company**	As on March 31, 2020, there were 291 permanent employees on the rolls of the Company.		

4.	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	Average percentile increase in the salaries of employees other than the managerial personnel in the last financial year was approx. 5.22%, whilst the percentile increase in the managerial remuneration in the last financial year was -26.14%. Note: As the Company incurred losses during the Financial Year 2019-20, the Executive Directors of the Company have voluntarily decided to waive off their variable payout for the Financial Year 2019-20. However, they are eligible to receive the variable component pertaining to the Financial Year 2018-19, which is kept in abeyance till such time as may be deemed fit by the Management of the Company.
5.	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 (Recommendation Report of NRC Committee) of the Company.

[1]Mr.. Sushil Kumar Roongta, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from July 26, 2019.

[2]Mr. Sanjay Tapriya was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019.

[3] As the Company has incurred losses during the financial year 2019-20, the Non-Executive Directors of the Company are not entitled to any Commission payment for the financial year 2019-20. For the same reasons, the Executive Directors of the Company have voluntarily decided to waive off their variable payout for the Financial Year 2019-20. Due to the prevailing COVID situation and its potential impact on the Company's Cash Flows, the management has decided not to pay out the variable component of salary pertaining to the Financial Year 2019-20 to the employees of the Company as of now. Depending on how the situation develops in the future as a result of the COVID Pandemic, the same may be paid out to employees, other than managerial personnel, in which case the above comparisons would change. The Company shall make appropriate disclosures to this effect at a later stage.

Note:

- *All the figures of Remuneration/ Commission quoted above are the 'Actually Paid Remuneration/Commission Figures pertaining to Financial Year 2019-20'. The % increase in the salaries of employees as well as Directors has also been calculated on the basis of the actually received remuneration (Fixed + Variable), pertaining to the Financial Years 2018-19 and 2019-20.*

For and on behalf of Board of Directors of

CL Educate Limited

Sd/-
Gautam Puri
Vice Chairman & Managing Director
DIN: 00033548
Address: R-90, Greater Kailash-I,
New Delhi – 110 048

Sd/-
Nikhil Mahajan
Executive Director & Group CEO Enterprise Business
DIN: 00033404
Address: House No.457, Sector–30,
Faridabad - 121 003, Haryana

Place: New Delhi
Date: August 22, 2020

Annexure V

Information as per Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Top 10 employees in terms of remuneration during the financial year 2019-20

(₹ in Lakhs)

S. No.	Name of the Employee	Designation	Remuneration for the Financial Year 2019-20 (₹ in Lakhs)	Nature of employment	Educational Qualification	Experience (in years)	Date of Joining	Age (in years)	Previous employment	Equity holding in the Company as on March 31, 2020	Name of director or manager who is the relative of Employee
1	Mr. Satya Narayanan R	Chairman and Executive Director	85.38	Whole Time Employee	B.Sc (Computer Science), St. Stephen's College- DU, PGDM, IIM (Bangalore)	22	25.04.1996 (Since Incorporation)	50	Ranbaxy Laboratories Limited	23,27,806	None
2	Mr. Gautam Puri	Vice Chairman and Managing	85.38	Whole Time Employee	B.E. (Chem.), Punjab Engineering College, Chandigarh, PGDB, IIM (Bangalore)	22	25.04.1996 (Since Incorporation)	55	Vam Organics Chemicals Limited	23,10,104	None
3	Mr. Nikhil Mahajan1	Executive Director and Group CEO Enterprise Business	83.22	Whole Time Employee	B.Tech (Elect.), IIT-BHU, PGDM, IIM (Bangalore)	21	28.12.1998	49	AF Ferguson and Modipon Limited	32,817	None
4	Mr. Akkapeddi Ramakrishna Satyasrinivas	President - BD	48.60	Whole Time Employee	B.E (E & C)- Osmania Unv, MBA, IIM (Calcutta)	21	21.07.2017	46	Vistamind Education Pvt. Ltd.	600	None
5	Mr. Arjun Wadhwa	Chief Financial Officer	46.44	Whole Time Employee	B.Sc (H). Statistics-DU, Advanced Diploma Software Technology, PGPM (MDI)	18	12.04.2017	40	Goals for Souls	627	None

6	Mr. Himanshu Jain	President & Chief Operating Officer – Network	35.54	Whole Time Employee	B.Com, DU	21	28.09.2011	47	KarROX Technologies Ltd, iProf Learning Solutions India Ltd, Sri Sidharth Industries and STG International Ltd	896	None
7	Mr. Ashish Bahri	Senior Vice President-BD	35.09	Whole Time Employee	B.Com, DU & Dip. in Management(All India Management Association)	25	07.11.2014	46	NIIT Limited	0	None
8	Mr. Sujit Bhattacharyya	Chief Digital Officer	35.00	Whole Time Employee	B.Tech (Elect.) IIT Kharagpur, PGDM, IIM (Bangalore)	18	01.04.2015	53	Wipro and Dharma Systems	2,03,062	None
9	Mr. Vivek Sinha	Senior Vice President	30.24	Whole Time Employee	B.Sc (H), VBU Hazaribagh, Diploma in Software and Quality Management – NIIT	20	19.01.2005	46	STG International Ltd	29	None
10	Mr. Sanjeev Srivastava	President-EBG	30.00	Whole Time Employee	B.A. (Economics) DU, M.A. Sociology	23	01.10.2010	59	Allahabad Bank, Bank of Punjab, The Times Bank, HDFC Bank and Kotak Mahindra Bank	34,450	None

[1] *Includes an amount equivalent to 120,000 AED that is the remuneration payable to Mr. Nikhil Mahajan out of Company's Dubai business operations.*

Notes:
- *As the Company has incurred losses during the financial year 2019-20, the Executive Directors of the Company have voluntarily decided to waive off their variable payout for the Financial Year 2019-20. Due to the prevailing COVID situation and its potential impact on the Company's Cash Flows, the management has decided not to pay out the variable component of salary pertaining to the Financial Year 2019-20 to the employees of the Company as of now. Depending on how the situation develops in the future as a result of the COVID Pandemic, the same may be paid out to employees, other than managerial personnel, in which case the above comparisons would change. The Company shall make appropriate disclosures to this effect at a later stage.*

For and on behalf of Board of Directors of CL Educate Limited

Sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548
Address: R-90, Greater Kailash-I,
New Delhi – 110 048

Sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404
Address: House No. 457, Sector – 30,
Faridabad - 121 003, Haryana

Date: August 22, 2020
Place: New Delhi

Annexure VI

FORM NO. 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 & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74899HR1996PLC076897
2.	Registration Date	April 25, 1996
3.	Name of the Company	CL Educate Limited
4.	Category/Sub-category of the Company	Listed Public Limited Company / Limited by Shares
5.	Address of the Registered office & contact details Address of the Corporate/Head office & contact details	Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003 Tel. No.: +91 129-2273242 A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044 Tel. No.: +91 11 – 4128 1100, Fax No.: +91 11 - 4128 1101
6.	Whether listed company	Yes, Listed on BSE Limited & National Stock Exchange of India Limited.
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	KFin Technologies Private Limited (Formerly known as "Karvy Fintech Private Limited") Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India, Tel. No.: +91 (40) 6716 2222, Email Id: kfinkart.support@kfintech.com, Website: www.kfintech.com

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service*	% (approximately) to total turnover of the company
1	Education	8550 - Educational Support Services	100%

*As per National Industrial Classification 2008

III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on March 31, 2020)

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1	Kestone Integrated Marketing Services Private Limited (Kestone India)	U73100HR1997PTC076900	Subsidiary	100.00%	2(87)(ii)
2	Kestone CL Asia Hub Pte. Ltd. (Singapore) (Kestone CL Asia)	Registration Number : 200715067R	Indirect Subsidiary	100.00% by Kestone India	2(87)(ii)
3	Kestone CL US Limited	File Number : 6810719	Indirect Subsidiary	100.00% by Kestone CL Asia	2(87)(ii)
4	G. K. Publications Private Limited	U22110HR2001PTC076979	Subsidiary	100.00%	2(87)(ii)
5	CL Media Private Limited	U74300HR2008PTC077265	Subsidiary	100.00%	2(87)(ii)

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
6	Accendere Knowledge Management Services Private Limited	U74900HR2008PTC077200	Subsidiary	100.00%	2(87)(ii)
7	Career Launcher Education Infrastructure and Services Limited (CLEIS)	U70101HR2005PLC076899	Subsidiary	100.00%	2(87)(ii)
8	Career Launcher Infrastructure Private Limited	U45200DL2008PTC174240	Indirect Subsidiary	100.00% by CLEIS	2(87)(ii)
9	ICE Gate Educational Institute Private Limited	U80300GJ2015PTC084170	Subsidiary	58.95%	2(87)(ii)
10	Threesixtyone Degree Minds Consulting Private Limited	U74910TN2006PTC060463	Associate	4.41% Equity shares 80.65% CCPS	2(6)
11	B&S Strategy Services Private Limited	U80904HR2009PTC038966	Associate of CLEIS	44.18% Equity shares by CLEIS	2(6)
12	CL Educate (Africa) Limited	Business Registration Number: C20169944	Indirect Subsidiary	90.00% by Kestone CL Asia	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity & Preference Share Capital Breakup as percentage of Total Equity & Preference)

(i) (a) Category-wise Equity Share Holding

CATE-GORY CODE	CATEGORY OF SHARE HOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR				NO. OF SHARES HELD AT THE END OF THE YEAR				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(A)	PROMOTER AND PROMOTER GROUP									
1	INDIAN									
(a)	Individual /HUF	5,542,573	0	5,542,573	39.13	5,637,854	0	5,637,854	39.80	0.67
(b)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	1,255,460	0	1,255,460	8.86	1,255,460	0	1,255,460	8.86	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	11,485	0	11,485	0.08	11,433	0	11,433	0.08	0.00
	Sub-Total A(1) :	**6,809,518**	**0**	**6,809,518**	**48.07**	**6,904,747**	**0**	**6,904,747**	**48.74**	**0.67**
2	FOREIGN									
(a)	Individuals (NRIs/ Foreign Indi-viduals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Total A=A(1)+A(2)	**6,809,518**	**0**	**6,809,518**	**48.07**	**6,904,747**	**0**	**6,904,747**	**48.74**	**0.67**

CATE-GORY CODE	CATEGORY OF SHARE HOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR				NO. OF SHARES HELD AT THE END OF THE YEAR				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(B)	**PUBLIC SHAREHOLDING**									
1	INSTITUTIONS									
(a)	Mutual Funds /UTI	1,870,193	0	1,870,193	13.20	1,035,267	0	1,035,267	7.31	-5.89
(b)	Financial Institutions /Banks	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	251,409	0	251,409	1.77	251,409	0	251,409	1.77	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	1,238,337	0	1,238,337	8.74	1,232,572	0	1,232,572	8.70	-0.04
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	**3,359,939**	**0**	**3,359,939**	**23.72**	**2,519,271**	**0**	**2,519,271**	**17.78**	**-5.93**
2	NON-INSTITUTIONS									
(a)	Bodies Corporate	889,689	239	889,928	6.28	732,752	239	732,991	5.17	-1.11
(b)	Individuals									
	(i) Individuals holding nominal share capital ₹ 1 lakh	1,205,521	74,913	128,0434	9.04	1,466,514	62,196	1,528,710	10.79	1.75
	(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	791,566	0	791,566	5.59	1,399,779	0	1,399,779	9.88	4.29
(c)	Others									
	CLEARING MEMBERS	8,448	0	8,448	0.06	23,095	0	23,095	0.16	0.10
	DIRECTORS	800	2,400	3,200	0.02	800	2,400	3,200	0.02	0.00
	FOREIGN BODIES	946,473	0	946,473	6.68	946,473	0	946,473	6.68	0.00
	NBFC	0	0	0	0.00	0	0	0	0.00	0.00
	NON RESIDENT INDIANS	16,801	7,643	24,444	0.17	30,849	2,250	33,099	0.23	0.06
	NRI NON-REPATRI ATION	51,728	0	51,728	0.37	74,313	0	74,313	0.52	0.16
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	**3,911,026**	**85,195**	**3,996,221**	**28.21**	**4,674,575**	**67,085**	**4,741,660**	**33.47**	**5.26**
	Total B=B(1)+B(2) :	**7,270,965**	**85,195**	**7,356,160**	**51.93**	**7,193,846**	**67,085**	**7,260,931**	**51.26**	**-0.67**
	Total (A+B) :	**14,080,483**	**85,195**	**14,165,678**	**100.00**	**14,098,593**	**67,085**	**14,165,678**	**100**	**0.00**
(C)	**Shares held by custodians, against which**									
	Depository Receipts have been issued									
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	14,080,483	85,195	14,165,678	100.00	14,098,593	67,085	14,165,678	100	

(i) (b) Category-wise Preference Share Holding

There is no preference shareholding of Company as on March 31, 2020.

(ii) Shareholding of Promoter-

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Mr. Satya Narayanan R	2,280,579	16.10	0.00	2,327,806	16.43	0.00	0.33
2	Mr. Gautam Puri	2,270,351	16.03	0.00	2,310,104	16.31	0.00	0.28
3	Mr. Sreenivasan R	349,698	2.47	0.00	353,698	2.50	0.00	0.03
4	Mr. Shiva Kumar Ramachandran	349,698	2.47	0.00	350,999	2.48	0.00	0.01
5	Mr. Sujit Bhattacharyya	203,062	1.43	0.00	203,062	1.43	0.00	0.00
6	Mr. Nikhil Mahajan	29,817	0.21	0.00	32,817	0.23	0.00	0.02
7	Bilakes Consulting Private Limited	1,255,460	8.86	0.00	1,255,460	8.86	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

S.No.	Particulars	Shareholding		Date	Increase / Decrease In Share Holding	Reason	Cumulative Shareholding During The Year	
		No. of shares at the beginning	% of total shares of the company				No. of shares	% of total shares of the company
1	Mr. Satya Narayanan R	2,280,579	16.10	06.09.2019	1,000	Purchase from open market	2,281,579	16.11
				13.09.2019	1,000		2,282,579	16.11
				20.09.2019	10,000		2,292,579	16.18
				04.10.2019	5,000		2,297,579	16.22
				06.03.2020	3,000		2,300,579	16.24
				13.03.2020	3,030		2,303,609	16.26
				20.03.2020	7,697		2,311,306	16.32
				27.03.2020	8,000		2,319,306	16.37
				31.03.2020	8,500		2,327,806	16.43
2	Mr. Gautam Puri			04.10.2019	6,400	Purchase from open market	2,276,751	16.07
				06.03.2020	2,577		2,279,328	16.09
				13.03.2020	2,000		2,281,328	16.10
				20.03.2020	6,500		2,287,828	16.15
				27.03.2020	8,296		2,296,124	16.21
				31.03.2020	13,980		2,310,104	16.31

S.No.	Particulars	Shareholding		Date	Increase / Decrease In Share Holding	Reason	Cumulative Shareholding During The Year	
		No. of shares at the beginning	% of total shares of the company				No. of shares	% of total shares of the company
4	Mr. Shiva Kumar Ramachandran	349,698	2.47	27.03.2020	301	Purchase from open market	349,699	2.47
				31.03.2020	1,000		350,999	2.48
5	Mr. Sujit Bhattacharyya	203,062	1.43	-	-	-	203,062	1.43
6	Mr. Nikhil Mahajan	29,817	0.21	13.03.2020	2000	Purchase from open market	31,817	0.22
				20.03.2020	1000		32,817	0.23
7	Bilakes Consulting Private Limited	1,255,460	8.86	-	-	-	1,255,460	8.86

(iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	Particulars	Shareholding		Date	Increase / Decrease in Shareholding
		No. of shares at the beginning /end of the year	% of total shares of the company		
1	GPE (India) Ltd	946,473	6.68	01.04.2019	-
		946,473	6.68	31.03.2020	
2	Sundaram Mutual Fund A/C Sundaram Diversified Equity	921,623	6.51	01.04.2019	-49,097
		872,526	6.16	31.03.2020	
3	Arjuna Fund Pte. Ltd	709,780	5.01	01.04.2019	3,300
		713,080	5.03	31.03.2020	
4	Housing Development Finance Corporation Limited	594,233	4.19	01.04.2019	-
		594,233	4.19	31.03.2020	
5	Elizabeth Mathew	0	0.00	01.04.2019	428846
		428,846	3.03	31.03.2020	
6	Gaja Trustee Company Private Limited	251,409	1.77	01.04.2019	-
		251,409	1.77	31.03.2020	
7	BNP Paribas Arbitrage	247,800	1.75	01.04.2019	-40,800
		207,000	1.46	31.03.2020	
8	Madhavan Kunniyur	225,504	1.59	01.04.2019	-
		225,504	1.59	31.03.2020	
9	Ashoka Pte Ltd	188,457	1.33	01.04.2019	-5,765
		182,692	1.29	31.03.2020	
10	DSP Small Cap Fund	521,692	3.68	01.04.2019	-358,951
		162,741	1.15	31.03.2020	

(v) Shareholding of Directors and Key Managerial Personnel (as on March 31, 2020):

S.No.	Particulars	Shareholding		Date	Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning /end of the year	% of total shares of the company				No. of shares at the beginning /end of the year	% of total shares of the company
1	Mr. Satya Narayanan R	2,280,579	16.10	01.04.2019	47,227	Purchase from open market	2,280,579	16.10
		2,327,806	16.43	31.03.2020			2,327,806	16.43
2	Mr. Gautam Puri	2,270,351	16.03	01.04.2019	39,753	Purchase from open market	2,270,351	16.03
		2,310,104	16.31	31.03.2020			2,310,104	16.31
3	Mr. Nikhil Mahajan	29,817	0.21	01.04.2019	3,000	Purchase from open market	29,817	0.21
		32,817	0.23	31.03.2020			32,817	0.23
4	Mr. Viraj Tyagi	3,200	0.03	01.04.2019	-	-	3,200	0.03
		3,200	0.03	31.03.2020			3,200	0.03
5	Ms. Madhumita Ganguli	0	0.00	01.04.2019	-	-	0	0.00
		0	0.00	31.03.2020				0.00
6	Mr. Girish Shivani	0	0.00	01.04.2019	-	-	0	0.00
		0	0.00	31.03.2020			0	0.00
7	Mr. Imran Jafar	0	0.00	01.04.2019	-	-	0	0.00
		0	0.00	31.03.2020			0	0.00
8	Mr. Sanjay Tapriya[1]	NA	NA	01.04.2019	-	-	NA	NA
		0	0.00	31.03.2020			0	0.00
9	Mr. Arjun Wadhwa, CFO, KMP	627	0.00	01.04.2019	-	-	627	0.00
		627	0.00	31.03.2020			627	0.00
10	Ms. Rachna Sharma, (Company Secretary, KMP)	29	0.00	01.04.2019	-	-	29	0.00
		29	0.00	31.03.2020			29	0.00

[1] Mr. Sanjay Tapriya was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019.

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in Lakhs)

S. No.	Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the Financial Year (01.04.2019)				
	i) Principal Amount	490.98	-	-	490.98
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	0.18	-	-	0.18

S. No.	Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
	Total (i+ii+iii)	491.15	-	-	491.15
	Change in Indebtedness during the Financial Year				
	* Addition	0.16	-	-	0.16
	* Reduction	(166.26)	-	-	(166.26)
	Net Change	(166.10)	-	-	(166.10)
2	Indebtedness at the end of the Financial Year (31.03.2020)				
	i) Principal Amount	324.71	-	-	324.71
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	0.34	-	-	0.34
	Total (i+ii+iii)	**325.05**	**-**	**-**	**325.05**

The above details do not include the amount of OD limit of ₹ 3,433.39 Lakhs availed by the Company as on March 31, 2020.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration of Managing Director, Whole-time Directors and/or Manager for the Financial Year 2019-20:

(₹ in Lakhs)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Satya Narayanan R	Mr. Gautam Puri	Mr. Nikhil Mahajan	
1	Gross salary*				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	52.26	47.20	46.71	146.17
	(b) Value of perquisites u/s 17(2) Income- tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
-	- as % of profit	-	-	-	-
-	- others, please specify	-	-	-	-
5	Others[1]	-	-	21.60	21.60
6	Arrears for the Financial Year 2019-20[2]	33.34	37.79	14.70	85.83
7	Variable Compensation*	**-**	**-**	**-**	**-**
	Total (A)[3]	**85.60**	**84.99**	**83.01**	**253.60**
	Ceiling as per the Act	₹ 120.00 Lakhs per person may be paid with the approval of the NRC Committee, Board and the members (by way of an Ordinary Resolution). Remuneration in excess of ₹ 120 lakhs per person may be paid if the resolution passed by the shareholders is a special resolution. (as per Part A of Section II of Schedule V of the Companies Act, 2013)			

[1] Includes an amount equivalent to 120,000 AED that is the remuneration payable to Mr. Nikhil Mahajan out of Company's Dubai business operations for the Financial Year 2019-20.

[2] The Arrears pertain to the Financial Year 2019-20 and shall be paid to the Executive Directors in the coming years.

[3] The difference between these totals and those on Page no. 77 and 102 are on account of LTA and Perquisites.

B. Remuneration of other directors

(₹ in Lakhs)

S. No.	Particulars of Remuneretion	Name of Directors						Total Amount
		Mr. Viraj Tyagi	Ms. Madhumita Ganguli	Mr. Sushil Kumar Roongta[1]	Mr. Girish Shivani	Mr. Imran Jafar	Mr. Sanjay Tapriya[2]	
1	Independent Directors							
	Fee for attending board & committee meetings	0.00	1.80	0.20	3.10	NA	0.20	5.30
	Commission*	0.00	0.00	0.00	0.00	NA	0.00	0.00
	Others, please specify	-	-	-	-	NA	-	-
	Total (1)	0.00	1.80	0.20	3.10	NA	0.20	5.30
2	Other Non-Executive Directors							
	Fee for attending board & committee meetings	NA	NA	NA	NA	0.60	NA	0.60
	Commission	NA	NA	NA	NA	NA	NA	-
	Others, please specify							
	Total (2)	NA	NA	NA	NA	0.60	NA	0.60
	Total (B)=(1+2)	0.00	1.80	0.20	3.10	0.60	0.20	5.90
	Total Managerial Remuneration (A+B)							**259.50**
	Overall Ceiling as per the Act	1. Sitting fees - ₹ 100,000 per Board Meeting or Committee thereof. 2. Commission - 1% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013.						

[1] Mr. Sushil Kumar Roongta, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from July 26, 2019.
[2] Mr. Sanjay Tapriya was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

(₹ in Lakhs)

S. No.	Particulars of Remuneration	CFO (Mr. Arjun Wadhwa)	CS (Ms. Rachna Sharma)	Total
1	Gross salary			
	(a) Salary as per provisions contained in sec-tion 17(1) of the Income-tax Act, 1961	52.16	25.22	77.38
	(b) Value of perquisites u/s 17(2) Income- tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-

S. No.	Particulars of Remuneration	CFO (Mr. Arjun Wadhwa)	CS (Ms. Rachna Sharma)	Total
2	Stock Option (Exercised)	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit			
	Others, please specify			
5	Others	-	-	-
6	Variable Compensation*	0.00	0.00	0.00
	Total	**52.16**	**25.22**	**77.38**

**As the Company has incurred losses during the financial year 2019-20, the Non-Executive Directors of the Company are not entitled to any Commission payment for the financial year 2019-20. For the same reasons, the Executive Directors of the Company have voluntarily decided to waive off their variable payout for the Financial Year 2019-20. Due to the prevailing COVID situation and its potential impact on the Company's Cash Flows, the management has decided not to pay out the variable component of salary pertaining to the Financial Year 2019-20 to the employees of the Company as of now. Depending on how the situation develops in the future as a result of the COVID Pandemic, the same may be paid out to employees, other than managerial personnel, in which case the above figures might change. The Company shall make appropriate disclosures to this effect at a later stage.*

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES.

There were no penalties / punishment / compounding of offences under any sections of the Companies Act, 2013 against the Company or its Directors or other Officers in default, if any, during the year.

For and on behalf of Board of Directors of
CL Educate Limited

Sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548
Address: R-90, Greater Kailash-I,
New Delhi – 110 048

Sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404
Address: House No. 457, Sector – 30,
Faridabad - 121 003, Haryana

Date: August 22, 2020
Place: New Delhi

(All figures in ₹ Lakhs unless stated otherwise)

Standalone Financial Statements

Independent Auditor's Report

To the Members of CL Educate Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of CL Educate Limited ("the Company"), which comprise the Balance Sheet as at March 31, 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 Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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, of the state of affairs of the Company as at March 31, 2020, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) specified 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 Ind AS 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 Ind AS financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current year. These matters were addressed in the context of our audit of the standalone Ind AS 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.

Key Audit Matter	How our audit addressed the key audit matter
Revenue Recognition (Refer Note 2(i) and Note 37 to the accompanying standalone Ind AS financial statements)	
Revenue is one of the key profit driver and is therefore susceptible to misstatement. Cut off is the key assertion in so far as revenue recognition is concerned. The revenue is also deferred for part of services which have not been rendered. Revenue from the sale of services and products is measured at the fair value of the consideration received or receivable, net of discounts and taxes.	Our audit procedures included the following: • Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers'. • Understood, evaluated and tested the key controls implemented by the Company in relation to revenue recognition and discounts. • Performed sample tests of individual service transaction and verified services invoices and other related documents of such samples. Further, in respect of such samples checked that the revenue has been recognized as per the accounting policy.

Considering the significant risk and judgment involved in revenue recognition and estimating accruals relating to discounts recognised in relation to services provided during the year, it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.	• Performed cut off procedures on sample basis for revenue transactions made to ensure correctness of period of revenue recognition. • Tested the calculations related to discounts and other supporting documents on test check basis. • Verified the relevant disclosures made in the standalone Ind AS financial statements in accordance with Ind AS 115.
Impairment testing of Trade Receivables (Refer Note 2(viii)(v) and Note 17 to the accompanying standalone Ind AS financial statements)	
For the purpose of impairment assessment of trade receivables, significant judgments and assumptions, including the timing and amount of realization of these receivables, are required for the determination of the impairment charge. We have identified valuation of trade receivables as a key audit matter on account of the significant management judgment involved with respect to the realisation of trade receivables and the provisions for impairment of receivables.	Our audit procedures included the following: • Understanding the trade receivables process with regards to valuation and evaluation of controls designed and implemented by the management. • Testing the accuracy of ageing of trade receivables at year end on sample basis. • Obtained a list of outstanding receivables, identified significant long outstanding receivables and discussed plan of recovery with management. • Verified the appropriateness of judgments regarding provisions for trade receivables and assess as to whether these provisions were calculated in accordance with the Company's provisioning policies. • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, as applicable.
Recoverability of carrying value of investment(Refer Note 9 to the accompanying standalone Ind AS financial statements)	
The Company has investments in subsidiaries and associates as at March 31, 2020. The management assesses annually the existence of impairment indicators of each shareholdings in such subsidiaries and associates The processes for assessing and determining the recoverable amount of each investments are based on certain assumptions that by their nature imply the use of the management's judgment, in particular with reference to identification of impairment indicators, forecast of future cash flows, long-term growth and discount rates applied to such forecasted cash flows. Considering the judgment required for estimating the cash flows and the assumptions used, this is considered as a key audit matter.	Our audit procedures included the following: • We obtained understanding of the Company's policy on assessment of impairment of investment in subsidiaries & associates including design and implementation of controls. • We assessed the process used by management to estimate the recoverable value of each investment and consistency with accounting standards. • We compared the carrying values of the Company's investment in these subsidiaries and associates with their respective net asset values. • With respect to cases where indicators of impairments were identified by management, we obtained and read the projections / future cash flows along with sensitivity analysis thereof with respect to the relevant investments. • We evaluated valuer's / management's methodology, assumptions and estimates used in the calculations. • We evaluated the accounting and disclosure of investment impairments in the financial statements of the Company.

Emphasis of Matter

WeWe draw attention to the following matters in the notes to the standalone Ind AS financial statements:

1. Note 54, wherein the management has described the reasons for considering old vocational outstanding trade receivables as recoverable.

2. Note 63, which explains the management's evaluation of the financial impact on the Company due to lockdown and other restrictions imposed on account of COVID-19 pandemic situation. The assessment of the impact in the subsequent period is highly subjective and is dependent upon circumstances as they evolve.

Our opinion is not modified in respect of these matters.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone Ind AS financial statements, consolidated Ind AS financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance(including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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 Ind AS financial statements, 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.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS 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 this standalone Ind AS 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 Ind AS 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 control 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 with reference to financial statements 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the standalone Ind AS 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 Ind AS financial statements of the current year 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.

Other Matter

Due to COVID-19 related lockdown restrictions imposed by the government, management was able to perform physical verification of cash and inventory at the yearend, close to yearend and /or subsequent to year end. However, we were unable to physically observe the verification of cash and inventory that was carried out by the management. Consequently, we have performed alternate audit procedures and relied upon internal controls to obtain comfort over the existence and condition of cash and inventory at year end, as per the guidance provided in SA 501 "Audit Evidence – Specific Considerations for Selected Items", and have obtained sufficient appropriate audit evidence to issue our unmodified opinion on this standalone Ind AS financial statements.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

(1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(2) As required by section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;

d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

e. The matters described under the Emphasis of Matter section above, in our opinion, may have an adverse effect on the functioning of the Company;

f. On the basis of the written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2";

h. With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act:

   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 Ind AS financial statements – Refer Note 47 on Contingent Liabilities and Contingent Assets to the standalone Ind AS financial statements;

   (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise; and

   (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.103523W/W100048

sd/-
Manoj Daga
Partner

Membership No. 048253
UDIN:20048523AAAAAK5924

Place: Mumbai
Date: June 29, 2020

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section in the Independent Auditor's Report of even date to the members of CL Educate Limited on the standalone Ind AS financial statements for the year ended March 31, 2020]

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone Ind AS financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

(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) It was informed to us that the title deeds of immovable properties recorded as fixed assets in the books of account of the Company are mortgaged with the banks/ financial institutions for availing the secured loan. Hence, we are unable to verify the original deed of immovable property 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) The Company has granted unsecured loans to companies and other parties covered in the register maintained under Section 189 of the Act.

(a) The terms and conditions of loans granted by the Company to a party covered in the register maintained under section 189 of the Act, (total loan granted by the company during the year ₹ Nil, and balance outstanding as at balance sheet date ₹ 462.77 lakhs) are prejudicial to the Company's interest as the Company is not charging any interest on such loan.

(b) The schedule of repayment of principal and payment of interest in respect of such loans has not been stipulated thus we are unable to comment whether the repayments or receipts are regular and report amounts overdue for more than ninety days, if any, as required under clause 3(iii)(b) of the Order.

(c) In respect of the aforesaid loans, as the schedule of repayment of principal has not been stipulated, we are unable to comment whether there is any overdue amount of loans granted to a party listed in the register maintained under section 189 of the Act.

(iv) The Company has complied with the provisions of sections 185 and 186 of the Act, except for the details given below:

Nature of non-compliance	Name of Company/party	Amount Involved	Balance as at March 31, 2020	Remarks
Loan given at rate of interest lower than prescribed (Section 186)	Career Launcher Education Foundation	Nil	462.77 lakhs	Interest free loan

(v) In our opinion, the Company has not accepted any deposits from the public within the provisions of sections 73 to 76 of the Act and the rules framed there under. Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(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) (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, however, there have been slight delays in few cases.

According to the information and explanations given to us, no undisputed dues in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which were outstanding, at the year end for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, the dues outstanding with respect to, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount ₹(in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service tax	166.36	October 2010 to September 2011	Commissioner of Service Tax, New Delhi
Finance Act, 1994	Service tax	125.53	October 2011 to June 2012	Commissioner of Service Tax, New Delhi
Finance Act, 1994	Cenvat Credit reversal	46.54	September 2004 to March 2007	Central Excise and Service Tax Appellate Tribunal, New Delhi
Finance Act, 1994	Cenvat Credit reversal	15.69	October 2007 to March 2008	Commissioner of Service Tax, New Delhi
Finance Act, 1994	Cenvat Credit reversal	400.97	April 2008 to March 2012	Commissioner of Service Tax, New Delhi
Income Tax Act, 1961	Income Tax	607.96	AY 2013-14	Commissioner of Income tax (Appeals), New Delhi
Income Tax Act, 1961	Income Tax	49.39	AY 2014-15	Income tax Appellate Tribunal, New Delhi
Income Tax Act, 1961	Income Tax	258.47	AY 2017-18	Commissioner of Income Tax (Appeals), New Delhi
Income Tax Act, 1961	Income Tax	49.39	AY 2014-15	Income tax Appellate Tribunal, New Delhi

(viii) During the year, the Company has not defaulted in repayment of loans or borrowings to banks. The Company has neither taken any loans or borrowings from financial institutions and government nor has it issued any debentures.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion, the term loans were applied for the purposes for which the loans were obtained.

(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 fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.

(xi) (xi) Managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, clause 3(xii) of the Order is not applicable to the Company.

(xiii) All transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of Act, where applicable, and the details have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, clause 3(xiv) of the Order is not applicable to the Company.

(xv) The Company has not entered into any non-cash transactions with directors or persons connected with them during the year and hence provisions of section 192 of the Act are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W / W100048

Sd/-
Manoj Daga
Partner
Membership No. 048523
UDIN: 20048523AAAAAK5924

Place: Mumbai
Date: June 29, 2020

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section in our Independent Auditor's Report of even date to the members of CL Educate Limited on the standalone Ind AS financial statements for the year ended March 31, 2020

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 ofsection 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of CL Educate Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone Ind AS 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 with reference to financial statements 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit toobtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of thefinancial 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements 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 with reference to financial statements 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 thefinancial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statementsto future periods are subject to the risk that the internal financial controlswith reference to financial statementsmay become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2020:

a) The Company's internal financial control in respect of obtaining periodic balance confirmations and preparation of reconciliations of payables were not operating effectively during the year, which may result in unwarranted disputes and over/understatement of party balances.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Company has in all material aspects maintained adequate internal financial controls with reference to financial statements as of March 31, 2020, based on the internal control with refernce to financial statments criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI, and except for the possible effects of material weakness described above on the achievement of the obejctives of the control criteria, the Company's internal financial controls with reference to financial statements were operating effectively as of March 31, 2020.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2020 standalone Ind AS financial statements of the Company, and these material weaknesses do not affect our opinion on the standalone Ind AS financial statements of the Company.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Sd/-
Manoj Daga
Partner
Membership No.048523
UDIN : 20048523AAAAAK5924

Place: Mumbai
Date:June 29, 2020

(All figures in ₹ Lakhs unless stated otherwise)

Balance Sheet as at March 31, 2020

	Notes	As at March 31, 2020	As at March 31, 2019
Assets			
Non-current assets			
Property, plant and equipment	3	3,121.73	3,434.27
Right of use assets	4	755.92	-
Investment property	5	299.91	305.67
Goodwill	6	212.38	212.38
Other intangible assets	7	1,997.78	1,950.77
Intangible assets under development	8	102.81	174.45
Investments	9	15,696.22	19,655.87
Financial assets			
(i) Loans	10	116.42	100.80
(ii) Other financial assets	11	401.92	1,476.47
Deferred tax assets (net)	12	290.30	376.69
Non-current tax assets (net)	13	900.59	1,151.01
Other non-current assets	14	45.79	55.43
Total non-current assets		**23,941.77**	**28,893.81**
Current assets			
Inventories	15	540.69	493.99
Financial assets			
(i) Investment	16	3,716.34	2,743.09
(ii) Trade receivables	17	3,553.85	4,835.88
(iii) Cash and cash equivalents	18	434.79	691.03
(iv) Bank balances other than (iii) above	19	19.20	30.55
(v) Loans	20	4,957.00	4,923.43
(vi) Other financial assets	21	519.66	284.51
Other current assets	22	2,468.47	1,843.81
Total current assets		**16,210.00**	**15,846.29**
Total assets		**40,151.77**	**44,740.10**
Equity and liabilities			
Equity			
Equity share capital	23	1,416.57	1,416.57
Other equity	24	28,310.18	33,786.56
Total equity		**29,726.75**	**35,203.13**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	25	83.58	278.86
(ii) Lease Liability	26	391.54	-
Provisions	27	317.88	258.00
Other non-current liabilities	28	37.25	208.88
Total non-current liabilities		**830.25**	**745.74**
Current liabilities			
Financial liabilities			
(i) Borrowings	29	3,433.39	3,041.45
(ii) Trade payables	30		
- total outstanding dues of micro enterprise and small enterprises; and		636.77	787.97
- total outstanding dues of creditors other than micro enterprise and small enterprises		2,901.93	2,938.72
(iii)Lease Liability	31	286.92	-
(iv) Other financial liabilities	32	898.65	1,009.08
Other current liabilities	33	1,428.84	551.94
Provisions	34	8.27	15.34
Current tax liabilities (net)	35	-	446.73
Total current liabilities		**9,594.77**	**8,791.23**
Total liabilities		**10,425.02**	**9,536.97**
Total equity and liabilities		**40,151.77**	**44,740.10**

Summary of significant accounting policies 2

The accompanying notes 1 to 64 are an integral part of these financial statements.

As per report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration
No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

Sd/-
Manoj Daga
Partner
Membership No.:048523
Place: Mumbai

Sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548

Sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

Sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSI M. No.: A17780
Place: New Delhi
Date: June 29 , 2020

Sd/-
Arjun Wadhwa
Chief Financial Officer

Statement of Profit and Loss for the year ended March 31, 2020

Particulars	Notes	Year Ended March 31, 2020	Year Ended March 31, 2019
Income			
Revenue from operations	37	16,334.73	17,000.96
Other income	38	1,422.07	1,510.84
Total income		**17,756.80**	**18,511.80**
Expenses			
Purchases of stock in trade	39	1,095.31	1,107.21
Changes in inventories of stock in trade	40	(56.76)	(8.93)
Employee benefit expense	41	2,335.15	2,569.72
Finance costs	42	528.24	428.74
Depreciation and amortisation expense	43	1,106.96	808.16
Franchisee expenses		6,633.30	6,088.99
Other expenses	44	7,248.07	6,309.84
Total expenses		**18,890.27**	**17,303.73**
(Loss)/Profit before exceptional items and tax		**(1,133.47)**	**1,208.07**
Exceptional Items	**45**	**4,150.05**	**-**
(Loss)/Profit before tax after exceptional items		**(5,283.52)**	**1,208.07**
Tax expense/(benefit)	**36**		
- Current tax		-	122.14
- Deferred tax		83.88	105.81
- Tax related to prior years		(50.05)	-
Total tax expense		**33.83**	**227.95**
(Loss)/Profit for the year		**(5,317.35)**	**980.12**
Other comprehensive income			
Items that will not be reclassified to statement of profit and loss			
Remeasurement of defined benefit plans		9.01	9.84
Income tax relating to these items		(2.51)	(2.74)
Total other comprehensive income for the year		**6.50**	**7.10**
Total comprehensive (loss)/income for the year		**(5,310.85)**	**987.22**
Earnings/Loss per equity share (in ₹)	46		
Basic		(37.54)	6.92
Diluted		(37.54)	6.92

Summary of significant accounting policies 2

The accompanying notes 1 to 64 are an integral part of these financial statements.

As per report of even date.
For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration
No.:103523W/W100048

Sd/-
Manoj Daga
Partner
Membership No.:048523
Place: Mumbai
Date: June 29, 2020

For and on behalf of the Board of Directors of
CL Educate Limited

Sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548

Sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

Sd/-
Arjun Wadhwa
Chief Financial Officer

Sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSI M. No.: A17780
Place: New Delhi
Date: June 29 , 2020

(All figures in ₹ Lakhs unless stated otherwise)

Statement of Cash Flow for the year ended March 31, 2020

	Year Ended March 31, 2020	Year Ended March 31, 2019
A. Cash flow from operating activities		
Net Profit/(Loss) before tax	(5,283.52)	1,208.07
Adjustment For:		
Depreciation and amortisation	1,106.96	808.16
Depreciation on investment property	5.76	5.96
Gain on sale of property, plant and equipment	-	(8.08)
Provision for obsolescence of inventory	-	(22.15)
Finance cost	528.24	428.74
Rent income on investments property	(26.49)	(18.66)
Advances written off	418.32	153.53
Liability no longer required written back	(126.78)	(214.87)
Unwinding of interest on security deposits	(19.16)	(20.42)
Transfer to stock options outstanding	-	(5.26)
Employee share-based payment expenses	2.16	-
Unrealised foreign exchange gain (net)	(57.67)	(16.39)
Commission income on financial guarantee	(1.65)	(4.76)
Interest income	(499.61)	(564.52)
Bad debts written off	2,397.94	1,119.18
Gain on mutual fund	(225.23)	(211.09)
Net gain on fair value change	(112.42)	(124.56)
Exceptional items	4,150.05	-
Operating profit before working capital changes	**2,256.89**	**2,512.88**
Adjustment for (increase)/decrease in assets		
-Inventories	(46.70)	(8.93)
-Trade receivables	(1,115.91)	(12.08)
-Current and non current loans	(18.27)	(47.66)
-Other current financial assets	(195.86)	490.90
-Other non current and current assets	(620.98)	(625.98)
Adjustment for increase/(decrease) in liabilities		
-Non-current and current provisions	61.83	(5.51)
-Other non current and current liabilities	705.27	(785.32)
-Trade payables	(61.22)	21.02
-Other current financial liabilities	(84.43)	(163.03)
Cash Generated from operations	**880.61**	**1,376.29**
Less: Income tax paid (net of refunds)	(146.26)	(219.83)
Net cash generated from operating activities (A)	**734.36**	**1,156.46**
B. Cash flow from investing activities		
Purchase of property, plant and equipment	(65.45)	(253.43)
Purchase/development of other intangible assets	(496.31)	(519.60)
Intangibles under development	(102.81)	(56.72)
Proceeds from Sale of property, plant & equipment	-	17.93
Purchase of investment of in subsidiaries/associates and businesses	(76.32)	(107.97)
Purchase of investment (mutual fund)	(1,905.00)	(3,902.00)
Sale of Investment (mutual fund)	931.75	1,158.91
Gain on mutual fund	225.23	211.09
Rent income on investments property	26.49	18.66
Loans given to subsidiaries	(184.54)	(657.14)
Proceeds from realisation of loan given to subsidiaries	175.66	246.18
Term deposits not considered as cash and cash equivalents	1,085.90	2,582.95
Interest received	96.81	672.72
Net cash used in investing activities (B)	**(288.59)**	**(588.42)**
C. Cash Flow from Financing Activities		
Proceeds from long-term borrowings	-	31.39
Repayment of long-term borrowings	(159.89)	(365.29)
Net decrease/(increase) in working capital borrowings	391.94	(107.46)
Payment of lease liabilities	(243.23)	-
Net increase in finance lease liabilities	-	6.38
Interest expense Paid	(520.06)	(430.18)
Dividend paid	(170.77)	(170.77)
Net cash used in financing activities (C)	**(702.01)**	**(1,035.93)**

	Year Ended March 31, 2020	Year Ended March 31, 2019
Net decrease in cash and cash equivalents (A+B+C)	**(256.24)**	**(467.89)**
Balance at the beginning of the year		
Cash and cash equivalents at the beginning of the year	691.03	1,158.92
Balance at the end of the year	**434.79**	**691.03**
Notes to cash flow statement		
i) Components of cash and cash equivalents (refer note 18 & 25)		
Balances with banks		
Current account	340.14	555.49
Cheques/drafts in hand	2.33	27.92
Cash in hand	92.32	107.62
	434.79	**691.03**

(ii) Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities:

Particulars	Non-current borrowings (including current maturities)	Current borrowings	Interest on borrowings
For the year ended 31st March, 2020			
Balance as at April 1, 2019	**491.17**	**3,041.45**	**0.19**
Loan drawals (in cash)/interest accured during the year	-	391.94	513.85
Loan repayment/interest accrued during the year	(166.27)	-	(528.09)
Other non-cash charges	0.16	-	14.39
Balance as at March 31, 2020	**325.06**	**3,433.39**	**0.34**
For the year ended 31st March, 2019			
Balance as at April 1, 2018	826.51	3,148.91	1.62
Loan drawals (in cash)/interest accrued during the year	31.39	-	412.34
Loan repayment/interest accrued during the year	(365.29)	(107.46)	(430.18)
Other non-cash charges	(1.44)	-	16.41
Balance as at March 31, 2019	**491.17**	**3,041.45**	**0.19**

There are no non-cash charges on account of effect of changes in foreign-exchange rates and fair values.

(iii) 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" specified under Section 133 of the Companies Act, 2013 as applicable.

(iv) The above statement of cash flows should be read in conjuction with the accomplying notes 1 to 64.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

Sd/-
Manoj Daga
Partner
Membership No.:048523
Place: Mumbai
Date: June 29, 2020

Sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548

Sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

Sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSI M. No.: A17780

Sd/-
Arjun Wadhwa
Chief Financial Officer

Place: New Delhi
Date: June 29, 2020

(All figures in ₹ Lakhs unless stated otherwise)

Statement of changes in Equity for the year ended March 31, 2020

(a) Equity share capital

Particulars	Amount
Balance as at March 31, 2018	1,416.57
Change in equity share capital during the year	-
Balance as at March 31, 2019	1,416.57
Change in equity share capital during the year	-
Balance as at March 31, 2020	1,416.57

(b) Other equity

	Attributable to owners of the company							
	Reserves and surplus						Items of OCI	
Particluars	Retained earnings	Security premium	Employee Stcok options outstanding amount	General reserve	Deemed equity contribution	Capital reserve	Remeasurement of defined benefit plans	Total
Balance as at April 1, 2018	2,807.22	29,853.46	176.73	64.69	51.48	0.20	17.82	32,971.60
Profit/(loss) for the year	980.12	-	-		-	-	-	980.12
Addition during the year	-	-	-	-	3.77	-	-	3.77
Interim Dividend paid during the year				(170.77)				(170.77)
Gross compensation for the year	-	-	(5.26)	-	-	-	-	(5.26)
Transfer to general reserve			(136.67)	136.67				-
Other comprehensive income for the year	-	-	-	-	-	-	7.10	**7.10**
Total comprehensive income(Loss) for the year	**980.12**	**-**	**(141.93)**	**(34.10)**	**3.77**	**-**	**7.10**	**814.96**
Balance as at March 31, 2019	**3,787.34**	**29,853.46**	**34.80**	**30.59**	**55.25**	**0.20**	**24.92**	**33,786.56**
loss for the year	(5,317.35)	-	-	-	-	-	-	(5,317.35)
Addition during the year	-	-	-	-	3.09	-	-	3.09
Interim dividend paid during the year	-		-	(170.77)	-	-	-	(170.77)
Gross compensation for options for the year	-	-	2.15	-	-	-	-	2.15
Transfer to general reserve	(140.18)	-	(36.95)	177.14				-
Other comprehensive income for the year	-	-	-	-	-	-	6.50	6.50
Total comprehensive income/(loss) for the year	**(5,457.53)**	**-**	**(34.80)**	**6.37**	**3.09**	**-**	**6.50**	**(5,476.38)**
Balance as at March 31, 2020	**(1,670.19)**	**29,853.46**	**-**	**36.96**	**58.34**	**0.20**	**31.42**	**28,310.18**

The accompanying notes 1 to 64 are an integral part of these financial statements.

As per our report of even date.

For and on behalf of the Board of Directors of
CL Educate Limited

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048
Sd/-
Manoj Daga
Partner
Membership No.048523
Place: Mumbai
Date : June 29, 2020

sd/-
Gautam Puri
Vice Chairman and
Managing Director
DIN: 00033548

sd/-
Nikhil Mahajan
Executive Director and
Group CEO Enterprise
Business
DIN: 00033404

sd/-
Rachna Sharma
Company Secretary
and Compliance
Officer
ICSIM. No.: A17780

sd/-
Arjun Wadhwa
Chief Financial
Officer

Place: New Delhi
Date :June 29, 2020

Notes to the Standalone Financial Statements for the year ended March 31, 2020

Reporting Entity

CL Educate Limited ('the Company') is a company domiciled in India, with its registered office situated at Plot No.9A, Sector 27A, Mathura Road, Faridabad, Haryana -121003 and corporate office at A-45, Mohan Cooperative Industrial Area, Mathura Road, New Delhi - 110044. The Company was incorporated in India on April 25, 1996 to conduct various educational and consulting programmes. The Company is providing education and test preparation training programmes which include tuitions to school students and coaching to aspirants for a variety of entrance examinations both at the school and graduate / post graduate levels.

The company's equity shares are listed with Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE) in India.

1. Basis of preparation.

(i) Statement of compliance:

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These standalone IND AS financial statements were authorised for issue by the Company's Board of Directors on June 29, 2020.

The significant accounting policies adopted in the preparation of these financial statements are included in note 2. These policies have been consistently applied to all the years presented, unless otherwise stated.

(ii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

Based on the nature of services, the operating cycle of the Company cannot be ascertained as it typically ranges from 1 month to 2 years given the wide range of various tuitions and test preparation coaching programmes being offered by the Company. In absence of any ascertainable operating cycle, the same has been taken as 12 months for the purpose of current and non-current classification of assets and liabilities except in case of trade receivables, unearned revenue, trade payables related to franchisee fees and prepaid franchisee fees which in view of the management are directly linked to revenue from coaching and hence have been treated as current for the purpose of classification.

(iii) Functional and presentation currency

These standalone financial statements are presented in Indian Rupees ( ), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

(iv) Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations.
Contingent consideration in business combination	Fair value
Share based payments	Fair value
Assets held for sale	Lower of carrying amount and fair value less cost to sell.

v. Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

- Note no 48: leases: whether an arrangement contains a lease;
- Note no 48: lease classification;

- Note no 60: classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.;

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2020 is included in the following note:

- Note no 3 and 2(ii): measurement of useful lives and residual values to property, plant and equipment;
- Note no 6 and 7: impairment test of non-financial assets: key assumptions underlying recoverable amounts including the recoverability of expenditure on internally-generated intangible assets;
- Note no 6: impairment of goodwill.
- Note no 7 and 2(iii): measurement of useful lives of intangible assets;
- Note 9: acquisition of subsidiary and associates: fair value of the consideration transferred (including contingent consideration) and fair value of the assets acquired and liabilities assumed, measured on a provisional basis;
- Note no 36: recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- Note no 47: recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of outflow of resources;
- Note no 49: measurement of defined benefit obligations and plan assets: key actuarial assumptions;
- Note no 60: Fair value measurement of financial instruments and impairment of financial assets.

vi. Measurement of fair value

A number of accounting policies and disclosures require measurement of fair value for both financial and non-financial assets and liabilities.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either –

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the standalone 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) 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

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Company measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date. The same are disclosed in Note 56.

2. Significant accounting policies

(i) Revenue

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflect the consideration which the company expects to receive in exchange for those product or services at the fair value of the consideration received or receivable, which is generally the transaction price, net of any taxes/duties and discounts.

The company earns revenue from Educational and training business and sales of text books.

Revenue from related parties is recognized based on transaction price which is at arm's length.

The Company disaggregates revenue from contracts with customers by industry verticals, geography and nature of services.

Revenue from services

Revenue in respect of educational and training programme received from students is recognised in profit and loss over the period of contract in proportion to the stage of completion of the services at the reporting date. The stage of completion is assessed by reference to the curriculum. Fee is recorded at invoice value, net of discounts and taxes, if any.
Revenue in respect of vocational training is recognised over the period of the training duration, after taking into account the uncertainty involved in conditions to be fulfilled under the terms of the contract.

Revenue from sale of text books

Revenue from Sale of Textbooks is recognized at the point of time upon transfer of control of promised goods to the customer in an amount that reflects the consideration the Company expects to receive in exchange for those goods i.e. when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be reliably measured. Revenue is recognized at the fair value of the consideration received or receivable, which is generally the contracted price, net of any taxes/duties and discounts considering the impact of variable consideration.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

In case of test preparation services, sale of text books is recognised at the time of receipt of payment on account of education and training program provided by the Company and is recorded net of discounts and taxes, if any.

Other operating income

Revenue in respect of start-up fees from franchisees is recognised on performing a contractually agreed assignment over a period of time, whether during a single period or over more than one period as per agreed terms of the franchise agreement.

Contract Balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e.only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section ix in Financial instruments

Contract Liabilities (Unearned Revenue)

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Amounts billed and received or recoverable prior to the reporting date for services and such services or part of such services are to be performed after the reporting date are recorded as contract liabilities as per the provisions of the Ind AS-115 and shown in other current liabilities.

Use of significant judgements in revenue recognition:

- The performance obligation is satisfied upon delivery of the books and study material.
- At the time of entering into the agreement / raising an invoice, performance obligations in the contract are identified. The Company delivers services as per the tenure and terms & condition of the contract. Contracts are of differing natures and sometimes have one specific performance obligation, and on other occasions have multiple performance obligations. Contract Liability has been created towards unsatisfied or partially satisfied performance obligations.
- Contract fulfilment costs are generally expensed as incurred except for certain incentive costs which meet the criteria for capitalisation. Such costs are amortised over the contractual period or useful life of contract whichever is less. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Other income

- Income from advertising is recognised on stage of completion basis as per the terms of the agreement.
- Income from infrastructure fees is recognised on straight line basis over the period of contract.
- Rental income from investment property is recognised as part of revenue from operations in profit or loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

Interest income

Interest income on time deposits and inter corporate loans is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Dividend

Dividend income is recognised in profit and loss on the date on which the company's right to receive payment is established.

(ii) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, net of recoverable taxes (wherever applicable), which includes capitalised borrowing costs less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, if any, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the statement of profit and loss.

Subsequent expenditure

Subsequent expenditure are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only if it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.

All other repairs and maintenance are charged to the statement of profit and loss during the reporting year in which they are incurred.

Depreciation methods, estimated useful lives and residual values

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value over their useful life using straight line method, and is recognised in the statement of profit and loss.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as under and the same are equal to lives specified as per schedule II of the Act.

Particulars	Useful lives (inyears)
Tangible assets:	
Leasehold land	90 (period of lease)
Building	60
Furniture and fixtures	8-10
Plant & Machinery	15
Office equipment	5
Vehicle	8-10
Computer equipment	3
Computer servers and networks	6
Leasehold improvements	Lesser of 3 years or period of lease

Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation on sale/discard from property, plant and equipment is provided for up to the date of sale, deduction or discard of property, plant and equipment as the case may be.

Depreciation method, useful lives and residual values are reviewed at each financial year-end, and changes, if any, are accounted for prospectively.

Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

(iii) Goodwill and other intangible assets

Goodwill

For measurement of goodwill that arises on a business combination (see Note 5). Subsequent measurement is at cost less any accumulated impairment losses.

Other intangible assets

An intangible asset is recognised when it is probable that the future economic benefits attributable to the asset will flow to the company and where its cost can be reliably measured.

Intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Internally generated intangible assets.

Expenditure on research activities is recognised in the statement of profit and loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in the statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

Others

Other intangible assets including those acquired by the Company in a business combination are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the statement of profit and loss as incurred.

Amortisation

Goodwill is not amortised and is tested for impairment annually.

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the statement of profit and loss.

The useful lives of intangible assets are as follows:

Intangible assets:	Useful lives (in years)
Brand	10
Software	5
Website	5
Content development	5
Non-compete fees	3-4
Intellectual property rights	5-10
CAT online module	1-3
Melting POT	10
IQM	10
Aspiration AI	5
Online Video Content	5
Vain Connect	5

Amortisation method, useful lives and residual values are reviewed at each financial year-end, and changes, if any, are accounted for prospectively.

Losses arising from the retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognised as income or expense in the statement of profit and loss.

(iv) Business combinations

In accordance with Ind AS 103, the Company accounts for these business combinations using the acquisition method when control is transferred to the Company. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in other comprehensive income ("OCI") and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred except to the extent of issue of debt or equity securities.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured subsequently and settlement is accounted for within equity. Other contingent consideration is re-measured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

(v) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's or CGU's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

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

(vi) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The fair value of investment property is disclosed in the notes. Fair value is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the relevant location and category of the investment property being valued.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management, which are equal to useful lives specified as per Schedule II to the Act.

Particulars	Useful lives (in years)
Building	60

Any gain or loss on disposal of an investment property is recognised in the statement of profit and loss.

(vii) Borrowing costs: Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

The Ministry of Corporate Affairs issued amendments to Ind AS 23, 'Borrowing Costs', which clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. There is no impact on the financial statement due to this amendment.

(vii) Financial instruments:

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, transaction costs that are directly attributable to its acquisition or issue, except for an item recognised at fair value through profit and loss. Transaction cost of financial assets carried at fair value through profit and loss is expensed in the statement of profit and loss.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- Amortised cost;
- Fair value through other comprehensive income (OCI), or
- Fair value through profit and loss (FVTPL)

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is to hold assets 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.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; 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.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified to be measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- How the performance of the portfolio is evaluated and reported to the Company's management;
- The risks that affect the performance of the business

model (and the financial assets held within that business model) and how those risks are managed;

- How managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features; prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the statement of profit and loss. Any gain or loss o derecognition is recognised in statement of profit and loss.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the statement of profit and loss.

Debts investments at FVOCI: These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On Derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

<u>Financial liabilities: classification, subsequent measurement & gain and loss</u>

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement of profit and loss.

iii. Offsetting

Financial assets and monetary liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

iv. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the statement of profit and loss.

v. Impairment of financial instruments:

The Company recognises loss allowances for expected credit losses on:-

- Financial assets measured at amortised cost; and
- Financial assets measured at FVOCI- debt investments

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for agreed credit period;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Expected credit loss:

Loss allowances for trade receivables 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 all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than agreed credit period.

The Company considers a financial asset to be in default when:

- The borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- The financial asset is past due and not recovered within agreed credit period.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive). Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets disclosed in the Balance Sheet.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ix) Ind AS-116 Leases

The Company has adopted the new accounting standard Ind AS 116 "Leases" w.e.f April 1, 2019 as per Companies (Indian Accounting Standards) amendment Rules, 2019, notified by MCA on March 30, 2019. Ind AS 116 is a single lessee accounting model and sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-of-use assets (ROU), and finance cost for interest accrued on lease liability.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

As a lessee

At the commencement date of the lease the Company recognizes a lease liability measured at the present value of the lease payments that are not paid at that date. The lease payments included in the measurement of the lease liability consist of the payments for the right of use the underlying assets during the lease term that are not paid at the commencement date of the lease.

The payments included in the measurement of the lease liability include fixed payments less any lease incentives receivable variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

The Company recognizes a right-of-use asset from a lease contract at the commencement date of the lease, which is the date that the underlying asset is made available for use.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any initial direct costs incurred and any lease payments made at or before the commencement date of the lease less any lease incentives received. Subsequently, the rightof- use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any and adjusted for any re measurement of the lease liability.

The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. It also considers possible asset retirement obligations in the cost of the right-of-use asset.

Right-of-use assets are subject to impairment testing in future periods. On date of transition, the Company has applied the standard to its leases, retrospectively, with the cumulative effect of initially applying the Standard and accordingly not restated comparative information, instead, the cumulative effect of initially applying this standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1,2019.

The Company has also applied the following practical expedient provided by the standard when applying Ind AS 116.

a) By measuring the assets at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payment recognized immediately before the date of initial applications.

b) The Company has applied a single discount rate to a portfolio of leases of similar assets in similar economic environment, consequently, the Company has recorded the lease liability at the present value of remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

c) Not to reassess whether a contract is or contains a lease, accordingly the definition of lease in accordance with Ind AS 17 will continue to be applied to those leases entered or modified before April 1, 2019.

d) excluded the initial direct costs from measurement of the ROU asset.

e) Not to recognize ROU assets and lease liabilities for leases with less than twelve months of lease term and low-value assets on the date of initial application.

This first time adoption of Ind AS 116 has resulted in recognizing a Right-of-Use asset and a corresponding Lease Liability of INR 856.62 Lakhs as at April 01, 2019 and a corresponding impact on total expenses of INR 44.44 Lakhs in current year.

As a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(x) Inventories

Inventories comprising of traded goods are measured at the lower of cost and net realisable value. The cost of inventories is based on the first in, first out formula.

The Cost comprises all costs of purchases and other costs incurred in bringing the inventory to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item by item basis.

(xi) Employee Benefits

Finance lease

Short term employee benefits:

Short term employee benefit obligations are measured on an undiscounted basis and are expenses off as the related services are provided. Benefits such as salaries, wages, and bonus etc. are recognised in the statement of profit and loss in the year in which the employee renders the related service. The liabilities are presented as current employee benefit obligation in the balance sheet.

Long term employee benefits

Defined contribution plan: Provident fund

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the Government of India. The Company has no further obligations under the plan beyond its monthly contributions. Obligation for contribution to defined contribution plan are recognised as an employee benefit expenses in statement of profit and loss in the period during which the related services are rendered by the employees.

Defined Benefit Plan: Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Company provides for retirement benefits in the form of Gratuity, which provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. Benefits payable to eligible employees of the company with respect to gratuity is accounted for on the basis of an actuarial valuation as at the balance sheet date.

The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the other comprehensive income. The Company's obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Company's determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The Plan assets of the Company are managed by Life Insurance Corporation of India through a trust managed by the Company in terms of an insurance policy taken on fund obligations with respect to its gratuity plan.

Other long-term benefits: Compensated absences

Benefits under the Company's compensated absences scheme constitute other employee benefits. The liability in respect of compensated absences is provided on the basis of an actuarial valuation using the Projected Unit Credit Method. done by an independent actuary as at the balance sheet date. Actuarial gain and losses are recognised immediately in the statement of profit and loss.

Share based payments

The Employee Stock Option Scheme ('the Scheme') provides for the grant of equity shares of the Company to its employees. The Scheme provides that employees are granted an option to acquire equity shares of the Company that vests in a graded manner. The options may be exercised within a specified period. The Company uses the grant date fair value to account for its equity settled share based payment plans granted to employee, with a corresponding increase in equity over the period that the employees unconditionally become entitled to the awards. Compensation cost is measured using independent valuation by Black-Scholes model. Compensation cost, if any is amortised over the vesting period.

The Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements requiring an entity to determine the current service costs and the net interest for the period after the remeasurement using the assumptions used for the remeasurement; and determine the net interest for the remaining period based on the remeasured net defined benefit liability or asset. There is no impact on the financial statement due to this amendment.

(xii) Foreign exchange transactions and translations

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying the foreign currency amount of exchange rate between the reporting currency and foreign currency at the date of transaction.

Conversion

Foreign currency monetary assets and liabilities outstanding as at balance sheet date are restated/ translated using the exchange rate prevailing at the reporting date. Non-monetary assets and liabilities which are measured in terms of historical cost denomination in foreign currency, are reported using the exchange rate at the date of transaction except for non-monetary item measured at fair value which are translated using the exchange rates at the date when fair value is determined.

Exchange difference arising on the settlement of monetary items or on restatement of the Company's monetary items at rates different from those at which they initially recorded during the year or reported in previous financials statement (other than those relating to fixed assets and other long term monetary assets) are recognised as income or expenses in the year in which they arise.

Foreign operations:

The assets and liabilities of foreign operations are translated into INR the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transaction or an average rate if the average rate approximates the actual rate at the date of the transaction.

(xiii) Income tax

Income tax comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be real.

On March 30, 2019, Ministry of Corporate Affairs has notified, Appendix C to Ind AS 12 which clarifies the accounting for uncertainties in income taxes. The interpretation is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. The company has adopted this amendment and there is no impact on financial statement due to adoption of Appendix C to Ind AS 12.

The Company has also adopted the other amendments to "Ind AS 12" Income Tax w.e.f April 01, 2019, in connection with accounting for dividend distribution tax and there is no impact on financial statement due to this amendment.

Minimum Alternate Tax

Minimum Alternative Tax ('MAT') credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.

(xiv) Contingent Liability, Contingent Asset and Provisions

Contingent liability

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets

Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Provisions

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(xv) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current financial liabilities in the balance sheet.

(xvi) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events such as bonus issue, share split or consolidation of shares.

For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted into equity shares as at the beginning of the period, unless they have been issued at a later date.

(xvii) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

In accordance with Ind AS 108 – Operating Segments, the operating segments used to present segment information are identified on the basis of internal reports used by the Company's Management to allocate resources to the segments and assess their performance.

Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

The operating segments have been identified on the basis of the nature of products/services. Further:

1. Segment revenue includes sales and other income directly identifiable with / allocable to the segment.
2. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under unallowable expenditure.
3. Income which relates to the Company as a whole and not allocable to segments is included in unallowable income.
4. Segment assets and liabilities include those directly identifiable with the respective segments. Unallowable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

The Board of Director(s) are collectively the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108. Refer Note 58 for segment information.

(xviii) Dividends paid

Dividend to shareholders is recognised as a liability and deducted from equity, in the year in which the dividends are approved by the shareholders. However, interim dividends, if any, declared by the Board of directors, which does not need shareholder's approval, are recognised as a liability and deducted from retained earnings, in the year in which the dividends are so declared.

3. Property, plant and equipment

Reconciliation of carrying amount	Freehold land	Leasehold land (refer note vi)	Buildings (refer note vii)	Plant and equipment	Leasehold improvement	Furniture and fixtures	Office equipment	Computers	Vehicles	Total
Balance as at April 1, 2018	**518.65**	**196.78**	**2,736.50**	**31.23**	**205.31**	**64.14**	**168.98**	**319.09**	**44.59**	**4,285.27**
Additions during the year	-	-	-	-	20.17	20.38	21.20	6.41	30.48	98.64
Reclassified to investment property	-	-	210.63	-	-	-	-	-	-	210.63
Disposals during the year	-	-	-	0.65	2.94	0.40	6.69	1.06	10.86	22.60
Balance as at March 31, 2019	**518.65**	**196.78**	**2,525.87**	**30.58**	**222.54**	**84.12**	**183.49**	**324.44**	**64.21**	**4,150.68**
Balance as at April 1, 2019	**518.65**	**196.78**	**2,525.87**	**30.58**	**222.54**	**84.12**	**183.49**	**324.44**	**64.21**	**4,150.68**
Additions during the year	-	-	-	2.69	15.61	1.85	7.72	24.46	17.65	69.98
Reclassification on account of IND AS 116	-	(196.78)	-	-	-	-	-	-	-	(196.78)
Balance as at March 31, 2020	**518.65**	**-**	**2,525.87**	**33.27**	**238.15**	**85.97**	**191.21**	**348.90**	**81.86**	**4,023.88**
Accumulated depreciation										
Balance at April 1, 2018	**-**	**5.02**	**95.98**	**9.45**	**106.96**	**16.12**	**56.11**	**171.00**	**21.33**	**481.97**
Depreciation for the year	-	2.51	43.58	2.97	55.90	11.98	46.13	82.95	8.95	254.97
Transfer to investment property	-	-	7.78	-	-	-	-	-	-	7.78
Disposals during the year	-	-	-	0.43	2.28	0.12	2.76	0.72	6.44	12.75
Balance as at March 31, 2019	**-**	**7.53**	**131.78**	**11.99**	**160.58**	**27.98**	**99.48**	**253.23**	**23.84**	**716.41**
Balance as at April 1, 2019	**-**	**7.53**	**131.78**	**11.99**	**160.58**	**27.98**	**99.48**	**253.23**	**23.84**	**716.41**
Depreciation for the year	-	2.27	44.31	2.75	40.15	12.29	45.37	40.44	7.96	195.54
Disposals during the year	-	-	-	-	-	-	-	-	-	-
Reclassification on account of IND AS 116	-	(9.80)	-	-	-	-	-	-	-	(9.80)
Balance as at March 31, 2020	**-**	**-**	**176.09**	**14.74**	**200.73**	**40.27**	**144.85**	**293.67**	**31.80**	**902.15**
Carrying amount (net)										
Balance as at March 31, 2019	**518.65**	**189.25**	**2,394.09**	**18.59**	**61.96**	**56.14**	**84.01**	**71.21**	**40.37**	**3,434.27**
Balance as at March 31, 2020	**518.65**	**-**	**2,349.78**	**18.53**	**37.42**	**45.70**	**46.36**	**55.23**	**50.06**	**3,121.73**

Notes:

i. Please refer note 47 for capital

ii. Please refer note 48 for details of assets held under lease.

iii. The company has not carried out any revaluation of property, plant and equipment for the year ended March 31, 2020 and March 31, 2019.

iv. All property,plant and equipment, are subject to charge against secured borrowings of the company referred in notes as secured term loans from others and secured term loans from banks and bank overdrafts.(refer note 25 and 29).

v. There are no impairment losses recognised during the year.

vi. There are no exchange differences adjusted in property,plant & equipment.

vii. During the year Leasehold land at Greater Noida have been reclassified from PPE to Right of Use Assets in accordance with IND AS- 116: Leases (refer note 4).

viii. During the previous year, building at pune have been reclassified from PPE to investment property (refer note 5).

(All figures in ₹ Lakhs unless stated otherwise)

4. Right of Use Assets

Particulars	As at March 31, 2020
Gross carrying amount	
Opening Gross carrying amount	856.62
Additon during the year	-
Reclassification from Leasehold Land	186.97
Balance as at March 31, 2020	**1,043.59**
Accumulated Depreciation	
Balance as at April 1, 2019	-
Depreciation for the year	287.67
Balance as at March 31, 2020	**287.67**
Net Carrying amount as at March 31, 2020	**755.92**

Note: During the year, the Company recognised right of use assets as per Ind AS 116 "Leases" (Refer note 48)

5. Investment property

A. Reconciliation of carrying amount	As at March 31, 2020	As at March 31, 2019
Cost or deemed cost		
Opening balance	323.54	112.91
Additions during the year	-	210.63
Total	**323.54**	**323.54**
Accumulated depreciation		
Opening balance	17.87	4.13
Additions during the year	-	7.78
Depreciation for the year	5.76	5.96
Total	**23.63**	**17.87**
Carrying amounts		
Balance at date	**299.91**	**305.67**
B. Amounts recognised in Statement of profit and loss for investment property		
Rental income	26.49	24.62
Profit from investment properties before depreciation	**26.49**	**24.62**
Depreciation expense	(5.76)	(5.96)
Profit from investment property	**20.73**	**18.66**
C. Measurement of fair value	**As at March 31, 2020**	**As at March 31, 2019**
Investment property	770.00	755.00
	770.00	**755.00**

D. Estimation of fair values

The Company obtains independent valuations for each of its investment property by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Fair market value is the amount expressed in terms of money that may be reasonably be expected to be exchanged between a willing buyer and a willing seller, with equity or both. The valuation by the valuer assumes that Company shall continue to operate and run the assets to have economic utility.

Valuation technique:

Under the market comparable method (or market comparable approach), a property's fair value is estimated based on comparable transactions. The market comparable approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold. The unit of comparison applied by the Company is the price per square metre (sqm).

Fair value hierarchy

The fair value measurement for the investment property has been categorised as a Level 2 fair value based on the inputs to the valuation technique used.

The valuation techniques and the inputs used in the fair value measurement categorised within Level 2 of the fair value hierarchy is as follows:

Valuation technique	Obesrvable inputs
Market method	Guideline rate (Per sq. m.) Similar piece of land rate (Per sq.m.)

Investment property mainly consists of buildings in Mumbai & Pune. During the year, Company has made valuation of investment property and fair value of investment property as at March 31, 2020 is in accordance with valuation report.

E. Leasing arrangements

The Company has given its premises on cancellable operating lease to its franchisee. Lease receipts recognized in the Statement of profit and loss (including of depreciation of ₹ 5.76 lakhs (March 31, 2019: ₹ 5.96 lakhs) during the year amounts to ₹ 26.49 lakhs (March 31, 2019: ₹ 24.62 lakhs). Further information about these leases is included in Note 48.

6. Goodwill

Reconciliation of carrying amount

	As at March 31, 2020	As at March 31, 2019
Cost or deemed cost		
Opening balance	212.38	212.38
Total	**212.38**	**212.38**

6.1 Impairment tests for Goodwill

Goodwill is monitored by Management at the level of operating segments identified in note 58.

For the purpose of impairment testing, goodwill is allocated to the Company's operating divisions which represent the lowest level within the Company at which goodwill is monitored for internal management purposes, which is not higher than the Company's operating segments. The aggregate carrying amounts of goodwill allocated to segments are as follows:

	As at March 31, 2020	As at March 31, 2019
Consumer test prep	212.38	212.38

6.2 Significant estimate: key assumptions used for value-in-use calculations

The Company tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates. The following table sets out the key assumptions for those CGUs that have significant goodwill allocated to them. The values assigned to the key assumptions represent mangement's assessment of future trends in the relevant industries and have been on historical data from both external and internal sources.

	As at March 31, 2020	As at March 31, 2019
Sales volume (% annual growth rate)	15.00%	15.00%
Long term growth rate (%)	6.00%	6.00%
Pre-tax discount rate (%)	16.00%	16.00%

Management has determined the values assigned to each of the above key assumptions as follows:

Assumption Approach used to determining values	
Sales volume :	Average annual growth rate over the five-year forecast period; based on past performance and management's expectations of market development.
Long-term growth rate:	This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.
Pre-tax discount rates:	Reflect specific risks relating to the relevant segments and the countries in which they operate.

(All figures in ₹ Lakhs unless stated otherwise)

7. Other intangible assets

Reconciliation of carrying amount	Intellectual property rights and trademarks	Softwares	Content development (refer note i)	CAT online module	Non compete fees (refer note ii)	Brand (refer note iii)	Wain Connect	IQM (refer note iv)	Melting Pot (refer note v)	Online Video content	Aspiration. AI (refer note vi)	Total
Balance as at April 1, 2018	739.08	78.09	1,165.02	26.97	79.00	330.00	**22.50**	118.40	112.69	-	-	2,671.75
Additions – internally developed (refer note a below)	-	-	165.60	-	-	-	-	-	-	-	-	**165.60**
Additions during the year	-	64.29	219.14	-	15.00	-	-	-	12.08	43.50	-	**354.01**
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	**739.08**	**142.38**	**1,549.76**	**26.97**	**94.00**	**330.00**	**22.50**	**118.40**	**124.77**	**43.50**	-	**3,191.36**
Balance as at April 1, 2019	**739.08**	**142.38**	**1,549.76**	**26.97**	**94.00**	**330.00**	**22.50**	**118.40**	**124.77**	**43.50**	-	**3,191.36**
Additions – internally developed	-	-	190.44	-	-	-	-	-	-	-	81.40	271.84
Additions during the year	-	12.40	202.07	-	10.00	-	-	-	-	-	174.45	398.92
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2020	**739.08**	**154.78**	**1,942.27**	**26.97**	**104.00**	**330.00**	**22.50**	**118.40**	**124.77**	**43.50**	**255.85**	**3,862.12**
Accumulated amortisation												
Balance as at April 1, 2018	**278.80**	**27.00**	**309.31**	**9.79**	**22.57**	**33.00**	**1.13**	**2.98**	**2.84**	-	-	**687.42**
Amortisation for the year	138.63	22.48	281.90	5.79	39.42	33.00	4.50	11.84	11.26	4.35	-	553.17
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	**417.43**	**49.48**	**591.21**	**15.58**	**61.99**	**66.00**	**5.63**	**14.82**	**14.10**	**4.35**	-	**1,240.59**
Balance as at April 1, 2019	**417.43**	**49.48**	**591.21**	**15.58**	**61.99**	**66.00**	**5.63**	**14.82**	**14.10**	**4.35**	-	**1,240.59**
Amortisation for the year	125.91	28.38	324.10	5.81	32.63	33.09	4.51	11.87	13.72	8.72	34.99	623.75
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2020	**543.34**	**77.86**	**915.31**	**21.39**	**94.62**	**99.09**	**10.14**	**26.69**	**27.82**	**13.07**	**34.99**	**1,864.34**
Carrying amount												
As at March 31, 2019	**321.65**	**92.90**	**958.55**	**11.39**	**32.01**	**264.00**	**16.87**	**103.58**	**110.67**	**39.15**	-	**1,950.77**
Balance as at March 31, 2020	**195.74**	**76.92**	**1,026.96**	**5.58**	**9.38**	**230.91**	**12.36**	**91.71**	**96.95**	**30.43**	**220.86**	**1,997.78**

Refer note 'a' below for internally generated intangible assets.
Refer note 8 below for intangible assets under devlopment.
i. Content is at the core of the offering of the test preparation product and is an intellectual property. It includes content in form of books, questions and solutions, mock tests, vdeo lectures and analysis of test papers. Amortisation is calculated to write off the cost of content over their estimated useful life (range 1 to 5 years) using the straight-line method.
ii. A non-compete fee is the outcome of an agreement entered between company and IndiaCan for on-going business should be protected from competition by the outgoing entity. Amortisation is calculated to write off the cost of non compete fees over its useful life of 5 years using the straight-line method. During the year company has paid consideration against the non compete agreement.
iii. Brand is recognised separately for ETEN acquisition, ETEN was a business division of IndiaCan, engaged in the test preparation business for chartered accountancy courses and civil services entrance examination supported by VSAT (very small aperture terminal) network in India, and was acquired by the Company via Business Transfer Agreement. Amortisation is calculated to write off the cost of brand over its useful life of 10 years using the straight-line method.
iv. Inquizitive Minds (IQM) is India's biggest quiz challenge at school and college level. It is an endeavour to encourage young India to learn through contests and know more about what's happening around the world. Amortisation is calculated to write off the cost of 'IQM' over its useful life of 10 years using the straight-line method.
v. Melting Pot 2020 Innovation Summit is the platform for enabling collaboration, networking and knowledge sharing between the various stakeholders in the innovation eco-system to catalyse the transformation of the region into a global innovation hub. Amortisation is calculated to write off the cost of 'Melting Pot' over its useful life of 10 years using the straight-line method.
vi. Aspiration.AI is a next generation product which is focused on providing on serving all education needs of a family from a unified portal of information, built on a foundation of leading edge technologies. Amortisation is calculated to write off the cost of 'Aspiration.AI' over its useful life of 5 years using the straight-line method.
vii. The Company has not carried out any revaluation of intangible assets for the year ended March 31, 2020 and March 31, 2019.
viii.The company does not have acquired intangible assets free of charge, or for nominal consideration, by way of a government grant.
ix. There are no other restriction on title of intangible assets other than as already disclosed.
x. There are no exchange differences adjusted in intangible assets.

(a) Details of internally generated intangible assets

Reconciliation of carrying amount	Content (refer note i)	Aspiration. AI (refer note ii)	Total
Balance as at April 1, 2018	184.60	-	184.60
Additions during the year	165.60	-	165.60
Disposals during the year	-		-
Balance as at March 31, 2019	**350.20**	**-**	**350.20**
Balance as at April 1, 2019	350.20	-	350.20
Additions during the year	190.44	81.40	271.84
Disposals during the year	-		-
Balance as at March 31, 2020	**540.64**	**81.40**	**622.04**
Accumulated amortisation			
Balance as at April 1, 2018	53.67	-	53.67
Amortisation for the year	15.30	-	15.30
Disposals during the year	-		-
Balance as at March 31, 2019	**68.97**	**-**	**68.97**
Balance as at April 1, 2019	**68.97**	**-**	**68.97**
Amortisation for the year	17.70	16.32	34.02
Disposals during the year	-		-
Balance as at March 31, 2020	**86.67**	**16.32**	**103.00**
Net Carrying amount			
As at March 31, 2019	**281.23**	**-**	**281.23**
As at March 31, 2020	**453.97**	**65.08**	**519.05**

i. Content is at core of the offering of the test preparation product and is an intellectual property. It includes content in form of books, questions and solutions, mock test, video lectures and analysis of test papers. Amortisation is calculated to write off the cost of content over their estimated useful life 5 years using the straight-line method.

ii. Aspiration.AI is a next generation product which is focused on providing on serving all education needs of a family from a unified portal of information, built on a foundation of leading edge technologies. Amortisation is calculated to write off the cost of 'Aspiration.AI' over its useful life of 5 years using the straight-line method.

8. Intangibles assets under development

Particulars	As at March 31, 2020	As at March 31, 2019
Opening Balance	174.45	117.74
Add: Addition during the year	102.81	140.49
Less: Capitalized during the year	(174.45)	(63.50)
Less: Expensed Off during the year	-	(20.28)
Closing Balance	**102.81**	**174.45**

(All figures in ₹ Lakhs unless stated otherwise)

9. Investments

	As at March 31, 2020	As at March 31, 2019
(a) Investment in equity shares		
Unquoted, at cost		
9,447,606 (March 31, 2019: 9,447,606) fully paid up equity shares of ₹ 10 each of Career Launcher Education Infrastructure and Services Limited	13,528.43	13,528.43
Less: Provision for investment impairment (Refer Note 45)	4,150.05	-
	9,378.38	13,528.43
10,000 (March 31, 2019: 10,000) fully paid up equity shares of ₹ 10 each of CL Media Private Limited	1.00	1.00
1,000,000 (March 31, 2019: 1,000,000) fully paid up equity shares of ₹ 10 each of Kestone Integrated Marketing services Private Limited.	691.00	691.00
190,000 (March 31, 2019: 190,000) fully paid up equity shares of ₹ 10 each of G.K. Publications Private Limited	1,433.89	1,433.89
12,000 (March 31, 2019:12,000) fully paid of equity shares of ₹ 10 each of Accendere Knowledge Management Services Private Limited	2,669.40	2,669.40
909 (March 31, 2019: 909) fully paid up equity shares of ₹ 10 each of Threesixtyone Degree Minds Consulting Private Limited (refer note 8)	50.00	50.00
5,895 (March 31, 2019 :5070) fully paid up equity shares of ₹ 10 each of Ice Gate Educational Institute Private Ltd	699.93	623.61
(b) Investment in preference shares (at fair value through profit and loss [FVTPL])		
500,000 (March 31, 2019: 500,000) Compulsory convertible preference share (CCPS) of ₹ 100 each (face value ₹ 10 each) of Threesixtyone Degree Minds Consulting Private Limited	736.98	624.55
Deemed investment on account of financial guarantee issued for:		
- Career Launcher Infrastructure Private Limited	20.32	20.32
- Career Launcher Education Infrastructure and Services Limited	6.45	6.45
- Kestone Integrated Marketing services Private Limited	8.87	7.21
	15,696.22	**19,655.87**
Aggregate amount of unquoted investments	15,696.22	19,655.87
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of impairment in value of investments (Refer Note 45)	4,150.05	-

Note:

i. There are no significant restrictions on the right of ownership, realisability of investments or the remittance of income and proceeds of disposal.

Name of entities	Relationship	Place of business	% of ownership interest	Accounting method
Career Launcher Education Infrastructure and Services Limited	Subsidiary	India	100%	Cost
CL Media Private Limited	Subsidiary	India	100%	Cost
Kestone Integrated Marketing Services Private Limited.	Subsidiary	India	100%	Cost
G.K. Publications Private Limited	Subsidiary	India	100%	Cost
Accendere Knowledge Management Services Private Limited	Subsidiary	India	100%	Cost
ICE GATE Educational Institute Private Limited	Subsidiary	India	58.95%	Cost
Threesixtyone Degree Minds Consulting Private Limited	Associate	India	4.41%	FVTPL

Note:

i.Threesixtyone Degree Minds Consulting Private Limited became an associate company on August 3, 2017, due to compulsory representation in board of directors by the director nominated by the company.

10. Non-current financial assets - loans

	As at March 31, 2020	As at March 31, 2019
Security deposits	116.42	100.80
	116.42	**100.80**
The Company's exposure to credit and currency risks are disclosed in Note 60.		

11. Other non-current financial assets

	As at March 31, 2020	As at March 31, 2019
Non-current bank balances (Deposits with maturity for more than 12 months from reporting date) (refer note i)	401.92	1,476.47
	401.92	**1,476.47**

Note (i):

("(i) Non-current bank balance include:
- Deposits of ₹ 0.75 Lakhs (March 31,2019 ₹ 1.01 lakhs) for issue of guarantees in favor of value added tax authorities.
- Deposits of ₹ 2.00 (March 31,2019 ₹ 3.18 lakhs) for issue of guarantees in favor of The Directorate of Employment Training, Gandhi Nagar-TDD.
- Deposits of ₹ 0.99Lakhs (March 31,2019 ₹ 0.93 lakhs) submitted in bank against consumer court case appeal.
- Deposits of ₹ 398.18 Lakhs(March 31,2019 ₹ 371.35 lakhs) pledged with RBL Banks for term loan facility (Refer note 25(b)).
- Deposits of ₹ Nil (March 31,2019 ₹ 1,100 lakhs) pledged with Banks for certain loan facility.

(ii) The Company's exposure to credit and currency risks are disclosed in Note 60."

12. Deferred tax assets (net)

	As at March 31, 2020	As at March 31, 2019
Deferred tax assets (net) (refer note 36)	290.30	376.69
	290.30	**376.69**

13. Non-current tax assets (net)

	As at March 31, 2020	As at March 31, 2019
Advance tax [net of provisions of ₹ 162.43 lakhs (March 31, 2019: ₹ 436.63 lakhs)]	900.59	1,151.01
	900.59	**1,151.01**

14. Other Non-Current assets

	As at March 31, 2020	As at March 31, 2019
Capital advances	-	1.02
Prepaid expenses		
- financial guarantee commission	0.59	3.14
- prepaid rent	10.47	14.13
- franchisee recurring payments	34.73	37.14
	45.79	**55.43**

15. Inventories

	As at March 31, 2020	As at March 31, 2019
Valued at lower of cost and Net Realisable value unless otherwise stated		
Stock in trade (text books)	546.70	500.00
Less: Provision for loss allowance	(6.01)	(6.01)
	540.69	**493.99**

Note: Inventories are pledged as securities for borrowings taken from banks (refer note 25)

(All figures in ₹ Lakhs unless stated otherwise)

16. Current Investment

	As at March 31, 2020	As at March 31, 2019
Quoted at fair value through profit and loss		
Investment in mutual funds	3,716.34	2,743.09
	3,716.34	**2,743.09**
Aggregate amount of quoted investments and market value thereof	3,716.34	2,743.09
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in value of investments	-	-

Details of Investment in liquid mutual und units

The balances held in liquid mutual fund as at March 31, 2020 and March 31, 2019 are as follows:

Particulars	As at March 31, 2020		As at March 31, 2019	
	Units	Amount	Units	Amount
ICICI Prudential MF Collection	3,02,450.94	888.55	1,88,371.90	520.69
HDFC Mutual Fund	21,935.48	856.93	11,262.17	414.25
UTI Mutual Fund	17,226.08	559.45	22,882.51	700.38
Birla SunLife MF	2,83,000.23	904.35	1,90,627.42	572.71
DSP Mutual Fund	17,849.66	507.06	20,014.32	535.06
Total	**6,42,462.39**	**3,716.34**	**4,33,158.32**	**2,743.09**

Note:

i. There are no significant restrictions on the right of ownership, realisability of investments or the remittance of income and proceeds of disposal.

17. Trade receivables

	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good, unless otherwise stated		
Unsecured- considered good	3,553.85	4,835.88
Credit impaired	515.23	675.00
Less: Allowance for Bad and Doubtful Debts	(515.23)	(675.00)
	3,553.85	**4,835.88**

Note:

(i) Trade receivable are non interest bearing and are normally received in normal operating cycle.

(ii) The Company's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in Note 60.

(iii) Trade receivable are pledged as securities for borrowings taken from banks (refer note 25)

18. Cash and cash equivalents

	As at March 31, 2020	As at March 31, 2019
Balances with banks		
On Current account	340.14	555.48
Cheques/ drafts on hand	2.33	27.93
Cash on hand	92.32	107.62
	434.79	**691.03**

Note:

(i) The Company's exposure to liquidity risks are disclosed in Note 60

19. Bank balances other than cash and cash equivalents

	As at March 31, 2020	As at March 31, 2019
Unpaid dividend account- bank balance (refer note (i)	2.56	1.57
Deposits with original maturity for more than three months but less than twelve months	16.64	28.98
	19.20	**30.55**

Note :

(i) During the year company had declared an interim dividend as on November 11, 2019 , out of which ₹ 2.56 Lakhas not claimed by the shareholder till March 31, 2020 (March 31, 2019: ₹1.57 Lakhas).

(ii)The Company's exposure to liquidity risks are disclosed in Note 60.

20. Current loans

	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Loans to employees	25.59	26.15
Security deposits	155.50	286.95
Loans to related parties	4,775.91	4,387.96
Loans to others	-	222.37
Unsecured, considered doubtful		
Loans to CL USA	399.49	399.49
Less: Provision for loss allowance	(399.49)	(399.49)
Security deposits	28.05	28.05
Less: Provision for loss allowance	(28.05)	(28.05)
	4,957.00	**4,923.43**

Note:

(i) Refer note 50 for transactions with related party

(ii) The Company's exposure to credit and currency risks are disclosed in Note 60.

The Company has given unsecured loan to their group companies/parties for meeting their working capital requirement. Details of the same are as below:

	Amount given during the years*	Rate of interest	March 31, 2020	March 31, 2019
Company Name				
Accendere Knowledge Management Services Pvt. Ltd.	11.42	9.95% : 11.55%	120.97	109.55
Career Launcher Education Infrastructure and Services Limited	197.39	9.95% : 11.55%	1,990.75	1,798.36
Career Launcher Infrastructure Private Limited	192.46	9.95% : 11.55%	1,690.22	1,509.11
GK Publications Private Limited	40.87	9.95% : 11.55%	462.13	421.26
ICE Gate Educational Institute Private Limited	46.89	10.5% : 11.55%	49.08	7.26
Career Launcher Education Foundation	14.80	Nil	462.76	542.43
Total	**503.83**		**4,775.91**	**4,387.96**

* Includes conversion of interest into loans.

21. Other current financial assets

	As at March 31, 2020	As at March 31, 2019
Interest accrued on fixed deposits	4.54	22.92
Other receivables from related parties	514.92	261.59
Other receivables from other parties	0.20	-
	519.66	**284.51**

Note:

(i) Refer note 50 for transactions with related party

(ii) The Company's exposure to credit and currency risks are disclosed in Note 60.

(All figures in ₹ Lakhs unless stated otherwise)

22. Other current assets

	As at March 31, 2020	As at March 31, 2019
Prepaid		
-Prepaid expenses	1,761.86	1,433.19
-Prepaid financial guarantee commission	2.55	4.95
-Prepaid rent	45.18	23.40
Advances		
-Advances to suppliers	286.15	233.11
-Advances to employees	54.18	42.52
-Advances to related parties	60.82	80.42
Deferred contract cost	-	6.13
Balance with Government Authority	257.73	20.09
	2,468.47	**1,843.81**

Note: (i) Refer note 50 for transactions with related party

23. Share capital

	As at March 31, 2020	As at March 31, 2019
Authorised		
'16,000,000 (March 31, 2019: 16,000,000) equity shares of ₹ 10 each	1,600.00	1,600.00
Issued, subscribed and fully paid-up		
'14,165,678 (March 31, 2019: 14,165,678) equity shares of ₹ 10 each fully paid up	1,416.57	1,416.57
	1,416.57	**1,416.57**

a. Terms and rights attached to equity shares

Voting

Each holder of equity shares is entitled to one vote per share held.

Dividends

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed.

	As at March 31, 2020	As at March 31, 2019
(ii) During the year, the company has distributed interim dividend as follows:	Re.1.00 per share	Re.1.00 per share

Liquidation

In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

b. Reconciliation of number of shares outstanding at the beginning and end of the year:

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	**Amount**	**No. of shares**	**Amount**
At the beginning of year	1,41,65,678	1,416.57	1,41,65,678	1,416.57
Outstanding at the end of the year	**1,41,65,678**	**1,416.57**	**1,41,65,678**	**1,416.57**

Note:

(i) During the current year the company has not issued any fresh equity share on account of ESOP (Previous year : Nil)

c. Details of shareholders holding more than 5% shares in the Company:

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Percentage	No. of shares	Percentage
Promoters' Holding				
Mr. Gautum Puri	23,10,104	16.31%	22,70,351	16.03%
Mr. Satya Narayanan R	23,27,806	16.43%	22,80,579	16.10%
Bilakes Consulting Private Limited	12,55,460	8.86%	12,55,460	8.86%
GPE (India) Limited	9,46,473	6.68%	9,46,473	6.68%
Sundaram Assets Management Company Limited	8,72,526	6.15%	9,21,623	6.51%
Flowering Tree Investment Management Pte. Ltd. (along with its Persons Acting in Concern i.e. Arjuna Fund Pte. Ltd and Ashoka Pte. Ltd.)	8,95,772	6.32%	8,98,237	6.34%
	86,08,141	**60.75%**	**85,72,723**	**60.52%**

d. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

i. The company has issued 265,604 equity shares as fully paid without payment being received in cash during the financial years 2015-16 to 2019-20, all of which were issued in financial year 2015-16.

ii. The Company has issued equity shares aggregating 74,800 (March 31, 2019: 77,700) of ₹ 10 each fully paid up during the financial years 2015-16 to 2019-20, on exercise of options granted under the employee stock option plans wherein part consideration was received in form of employee services.

iii. Nil equity shares has been issued by way of bonus shares during the financial years 2015-16 to 2019-20.

iv. Nil equity shares bought back pursuant to Section 68, 69 and 70 of the Companies Act, 2013 during the financial years 2015-16 to 2019-20.

e. No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

f. Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option of the Company (refer to Note 57)

(All figures in ₹ Lakhs unless stated otherwise)

24. Other equity

	As at March 31, 2020	As at March 31, 2019
24.1. Securities premium		
Balance at the beginning of the year	29,853.46	29,853.46
Closing balance (A)	**29,853.46**	**29,853.46**
24.2. Capital reserves (B)	0.20	0.20
	0.20	**0.20**
24.3. General reserves		
Opening balance	30.59	64.69
Add: Transfer from surplus/(deficit) in Profit and loss account	140.18	-
Add: Transfer from Employee stock option outstanding	36.95	136.67
Less: Interim Dividend paid during the year	(170.77)	(170.77)
Closing balance (C)	**36.95**	**30.59**
24.4. Employee stock option outstanding		
Gross employee stock compensation for options granted in earlier years	34.80	176.73
Add: Gross compensation for options for the year	2.15	(5.26)
Less:Transfer to General reserve	(36.95)	(136.67)
Closing balance (D)	**-**	**34.80**
24.5. Surplus in the Statement of Profit and Loss		
Opening balance	3,812.26	2,825.04
Less: Transfer to General Reserve	(140.18)	-
Add: Net profit/(loss) for the year	**(5,317.35)**	**980.12**
Other comprehensive income		
Remeasurement of defined benefit plans	6.50	7.10
	(1,638.77)	**3,812.26**
24.6. Deemed equity		
Opening balance	55.25	51.48
Add: Addition during the year	3.09	3.77
Closing balance (F)	**58.34**	**55.25**
Total reserves and surplus (A+B+C+D+E+F)	**28,310.18**	**33,786.56**

Nature and purpose of other reserves

(i) General reserve

The Company appropriates a portion to general reserves out of the profits either as per the requirements of the Companies Act 2013 ('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Companies Act, 2013.

(ii) Secutities premium reserve

Securities premium has been created upon issue of shares at premium. The reserve shall be utilised in accordance with the provisions of the Companies Act, 2013.

(iii) Employee stock options outstanding amount

The Company has an equity-settled share-based payment plans for certain categories of employees of the Company. Refer to Note 57 for further details on these plans.

(iv) Capital reserve

The capital reserve was generated on account of acquisition of erstwhile Paragon classes in the FY 2001-02.

(v) Deemed equity

The Company have received financial guarantee from its promoters.

25. Non-current borrowings

	As at March 31, 2020	As at March 31, 2019
Secured loan		
Vehicle loan from banks (refer note i)	31.73	27.87
Term loan from banks (refer note ii)	293.32	463.29
Unsecured loans		
Long term maturities of finance lease obligation	-	58.69
Total non-current borrowings	**325.05**	**549.85**
Less: Current maturities of non-current borrowings (included in note 32)	241.13	238.92
Less: Current maturities of finance lease obligation (included in note 32)	-	31.89
Less: Interest accrued but not due on borrowings (included in note 32)	0.34	0.18
Non-current borrowings	**83.58**	**278.86**

The Company's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 60.

Notes:

i. Vehicle loans from banks are secured against hypothecation of concerned vehicles. Amount outstanding shown below are excluding accrued interest amount.

The terms of the vehicle loans are as follows:

For amount outstanding as at March 31, 2020

Loan	Outstanding Amount	Rate of Interest	Equal monthly installment (EMI)	Date of Last EMI
	Amount		Amount	
Loan 1	16.70	8.25%	0.49	05-Jun-23
Loan 2	5.41	9.18%	0.15	01-Aug-23
Loan 3	9.28	8.87%	0.21	01-Oct-24
	31.39		**0.85**	

For amount outstanding as at March 31, 2019

Loan	Outstanding Amount	Rate of Interest	Equal monthly installment (EMI)	Date of Last EMI
	Amount		Amount	
Loan 1	21.00	8.25%	0.49	05-Jun-23
Loan 2	6.69	9.18%	0.15	01-Aug-23
	27.69		**0.64**	

(ii) Secured term loans from bank-other term loans

The Company had taken a term loan from Ratnakar Bank Limited (RBL). Year end balances of the loan is ₹ 293.32 lakhs (March 31, 2019: ₹ 463.29 lakhs). The Company has availed the moratirioum facility provided by the RBI on account of Covid 19.

a) These loans carry interest at 10.50% per annum (March 31, 2019 : 10.50% p.a.)

Repayment schedule:

a) The loan is repayable in 12 equal quarterly installments of ₹. 58.33 lakhs (exclusive of interest). The repayment of installments has commence from June 30, 2018 and the last installment will be due on March 31, 2021.

Primary security:

a) These loans together with current borrowings are secured by subrevient charge by way of hypothication on all present and future current assets inclusive of stock and book debts and moveable fixed assets of the Company.

b) Lein on fixed deposit of ₹ 371.35 Lakhs (March 31, 2019 ₹ 371.35 lakhs) to be kept with Bank during the tenure of Loan.

Collateral security:

The loan is secured by personal guarantees of the promoter and directors (Satyanarayan R, Gautam Puri and Nikhil Mahajan) of the Company.

(iii) Aggregate amount of loans guaranteed by the directors of the Company are ₹ 2,891.62 lakhs (March 31, 2019: ₹ 3,504.74 lakhs) includes amount of ₹ 59.99 lakhs (March 31, 2019: ₹ 229.96 lakhs) disclosed under non-current borrowings and ₹ 233.33 lakhs (March 31, 2019: ₹ 233.33 lakhs (Refer note 29)) disclosed under current maturities of non-current borrowings and current borrowings amounting ₹ 2,598.30 lakhs (March 31, 2019: ₹ 3,041.45 lakhs) (Refer note 29).

26. Non-Current Lease Liability

	As at March 31, 2020	As at March 31, 2019
Lease Liablity (Refer Note 48)	391.54	-
	391.54	**-**

27. Non-Current provisions

	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits (refer note 49)		
Gratuity	158.11	132.07
Compensated absences	159.77	125.93
	317.88	**258.00**

Note: Refer note 30 for current portion of provision.

28. Other Non-Current liabilities

	As at March 31, 2020	As at March 31, 2019
Unearned revenue	37.25	208.88
	37.25	**208.88**

29. Current borrowings

	As at March 31, 2020	As at March 31, 2019
Secured		
-From banks		
-Cash credit from bank (Refer note below)	3,433.39	3,041.45
Total current borrowings	**3,433.39**	**3,041.45**

Note:

(i) Details of these loans are as follows:

During the year, Cash credit represents overdrafts from HDFC and ICICI Bank which are repayable on demand. During the previous year, Cash credit represents overdrafts from Kotak Bank which was repayable on demand , During the year the facility puts to an end from Kotak Bank.

(a) Kotak Bank

a. It carries interest rate of 11.05% - 11.45% (March 31, 2019: 10.95% - 13.45%) calculated on monthly basis on the actual amount utilised.

b. Security provided against such loans.

Primary security

These loans together with current borrowings are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

Collateral security

a. Lien over fixed deposits of ₹ 1,100.00 lakhs

b. The loans are further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai

c. The loans were further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

(b) HDFC Bank

During the year, the Company had entered into a finance facility agreement with limit amounting ₹ 3,000.00 lakhs (March 31, 2019 : NIL) with HDFC Bank Limited comprising of ₹ 750.00 lakhs as an overdraft facility & ₹ 2,250.00 lakhs as a dropline overdraft facility.

Interest rate

These loans carry interest at bank's base rate + 3.75% (March 31, 2019: Nil) per annum ranging from 9.95%.

Repayment schedule

The overdraft facility of ₹ 750.00 lakhs is only for 1 year tenure period and dropline overdraft facility of ₹ 2,250.00 lakhs in 16 equal quaterly installments of ₹ 140.63 lakhs (exclusive of interest). One installment has been repaid during the year in the month of February 2020.

Security

These borrowings are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

The Borrowing are further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi

The Borrowings are further secured by personal guarantees of the promoter and directors (Satyanarayanan R, Gautam Puri and Nikhil Mahajan) of the Company.

(b) ICICI Bank

During the year, the Company had entered into a overdraft facility for LAS account with limit amounting ₹ 1,000.00 lakhs (March 31, 2019 :NIL) with ICICI Bank Limited.

Interest rate

These facility carry interest at bank's base rate + 0.20% (March 31, 2019: Nil) per annum ranging from 8.80%.

Repayment schedule

The overdraft facilitys is only for 1 year tenure period.

Security

The facility is secured by the Mutual Funds Invested by the Company.

(ii) The Company's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 60.

30. Trade payables

	As at March 31, 2020	As at March 31, 2019
Trade payables		
- total outstanding dues of micro enterprises and small enterprises; (Refer note 56)	636.77	787.97
- total outstanding dues of creditors other than micro enterprises and small enterprises	2,901.93	2,938.72
	3,538.70	**3,726.69**

Note:

i. For trade payables to related parties please refer note 50.

ii. Other creditor are non interest bearing and are normally settled in normal trade cycle.

iii. The Company's exposure to currency and liquidity risks related to trade payables are disclosed in Note 60.

31. Other Lease liabilities

	As at March 31, 2020	As at March 31, 2019
Lease Liablity (Refer Note 48)	286.92	-
	286.92	**-**

32. Other current financial liabilities

	As at March 31, 2020	As at March 31, 2019
Current maturities of non-current term loan from banks	233.33	233.33
Current maturities of non-current vehicle loan	7.80	5.59
Interest accrued but not due on borrowings	0.34	0.18
Current maturity of finance lease obligations	-	31.89
Refundable Security Deposit	5.00	-
Unpaid dividends	2.56	1.57
Payable for property, plant and equipment		
-to related parties (refer note 50)	148.55	133.29
-to others	-	11.76
Employee related payables	473.01	369.60
Payable to selling shareholders	28.06	28.06
Payable towards business combination (refer note 59)	-	143.81
Contingent consideration (refer note 59)	-	50.00
	898.65	**1,009.08**

Note:

i. refer note 50 for payable to related parties

ii. The Company's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 60.

33. Other current liabilities

	As at March 31, 2020	As at March 31, 2019
Unearned revenue	1,314.71	396.60
Statutory dues payable	99.19	103.84
Employee imprest	14.94	51.50
	1,428.84	**551.94**

34. Current provisions

	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits (refer note 49)		
Gratuity	2.72	9.20
Compensated absences	5.55	6.14
	8.27	**15.34**

35. Current tax liabilities

	As at March 31, 2020	As at March 31, 2019
Provision for income tax [net of advance tax of ₹ Nil (March 31, 2019: ₹ 1,250.95 lakhs)]	-	446.73
	-	**446.73**

36. Income tax

			Year Ended March 31, 2020	Year Ended March 31, 2019
A.	**Amounts recognised in profit or loss**			
	Current year			
	Related to prior years		-	122.14
	Total Current Tax Expense	(A)	(50.05)	-
			(50.05)	122.14
	Deferred tax expense			
	Current year		(269.28)	-
	Related to prior years		353.16	105.81
	Total Deferred Tax Expense	(B)	**83.88**	**105.81**
	Total Tax Expense	**(A+B)**	**33.83**	**227.95**

B. Amounts recognised in Other Comprehensive Income

	Income tax relating to items that will not be reclassified to profit or loss		
	- Income tax relating to remeasurement of defined benefit plans	(2.51)	(2.74)
		(2.51)	**(2.74)**

C. Reconciliation of effective tax rate

	Year ended March 31, 2020		Year ended March 31, 2019	
	Rate	Amount	Rate	Amount
Profit before taxs	27.82%	(5,283.52)	27.82%	1,208.07
Tax using the Company's domestic tax rate (A)		(1,469.88)		336.08
Tax effect of:				
Non-deductible expenses		1,284.15		(88.65)
Non-taxable income		(92.61)		(94.70)
Set off of carried forward Business Loss		-		(47.54)
Deductible expenses		-		24.95
Recognition of Timing Differences		9.06		108.55
Tax pertaining to earlier years		303.11		-
Others		**-**		(10.74)
		1,503.71		**(108.14)**
Tax expense recognise in statement of profit and loss (A)+(B)		**33.83**		**227.95**

d. Movement in deferred tax balances

	As at March 31, 2019	Recognized in P&L	Recognized in OCI	As at March 31, 2020
For the year ended March 31, 2020				
Deferred Tax Assets				
Provision for employee benefit	76.05	(17.19)	2.51	90.73
Provision for Obsolescence of Inventory	1.67	0.00	-	1.67
Provision for Doubtful Current Loan	118.94	0.00	-	118.94
Provision for expected credit loss	187.79	44.45	-	143.34
Provision for Incentive	55.64	10.17		45.47
Deferred Revenue- Franchise Fees	124.11	124.11	-	-
Deferred Revenue- Admission Fees	261.51	261.51	-	-
Impact of Discontinuing of Security Deposits	87.63	75.72	-	11.91
Lease Liability	16.33	(172.42)	-	188.75
MAT Credit Entitlement	-	(32.45)	-	32.45
Unabsorbed depreciation allowance and business loss carried forward	-	(317.83)	-	317.83
Sub-total (a)	**929.67**	**(23.93)**	**2.51**	**951.09**

(All figures in ₹ Lakhs unless stated otherwise)

Deferred Tax Liabilities				
Property, plant and equipment	(307.85)	11.09	-	(318.94)
Right to use of Assets	-	158.32	-	(158.28)
Investment in subsidiaries and associates	(34.65)	41.19	-	(75.84)
Amortisation of prepaid rent	(10.44)	5.16	-	(15.60)
Impact for EIR adjustment on Borrowings	(0.94)	(0.66)	-	(0.28)
Intangibles	(111.45)	(36.74)	-	(74.71)
Loans	(87.65)	(87.65)	-	-
Impact on other current assets- Financial Guarantee	-	0.87	-	(0.87)
Other Equity- Deemed Equity Contribution	-	16.23		(16.23)
Sub-total (b)	**(552.98)**	**107.81**	**-**	**(660.75)**
Net Deferred Tax Asset (a)+(b)	**376.69**	**83.88**	**2.51**	**290.30**
For the Year Ended March 31, 2019	**As at March 31, 2018**	**Recognized in P & L**	**Recognized in OCI**	**As at March 31, 2019**
Deferred Tax Assets				
Provision for employee benefit	94.29	15.50	2.74	76.05
Provision for Obsolescene of Inventory	9.75	8.08	-	1.67
Provision for Doubtful Current Loan	150.85	31.91	-	118.94
Amortisation of prepaid rent	18.62	29.06	-	(10.44)
Finance Lease Adjustment	17.12	0.79	-	16.33
Deferred Revenue- Franchise Fees	124.11	-	-	124.11
Deferred Revenue- Admission Fees	261.51	-	-	261.51
Impact of Discontinuing of Security Deposits	22.33	(65.30)		87.63
Provision for expected credit loss	459.55	271.76	-	187.79
Provision for Incentive	31.29	(24.35)	-	55.64
Sub-total (a)	**1,189.42**	**267.45**	**2.74**	**919.23**
Deferred Tax Liabilities				
Property, plant and equipment (including investment property)	(542.30)	(234.45)	-	(307.85)
Prepaid FRP expenses	(20.24)	(20.24)	-	-
Investment in subsidiaries and associates	-	34.65	-	(34.65)
Impact for EIR adj on Borrowings	(0.09)	0.85	-	(0.94)
Intangibles	(141.55)	(30.10)	-	(111.45)
Loans	-	87.63	-	(87.63)
Sub-total (b)	**(704.18)**	**(161.66)**	**-**	**(542.53)**
Net Deferred Tax Asset (a)+(b)	**485.24**	**105.81**	**(2.74)**	**376.69**

37. Revenue from operations

	Year ended March 31, 2020	**Year ended March 31, 2019**
Sale of products		
- Text books	2,838.99	3,031.64
Sale of services:		
- Education and training programmes	13,152.69	13,564.86
Other operating revenue		
- Start up fees from franchisees	343.05	404.46
	16,334.73	**17,000.96**

	For the year ended March 31, 2020		
	Geographical markets		
Disaggregated revenue information as per geographical markets	**India**	**Overseas**	**Total**
Education and training programmes	12,760.60	392.09	13,152.69
Sale of Education Material	2,412.17	426.82	2,838.99

Start up fees from franchisees	343.05	-	343.05
	15,515.82	**818.91**	**16,334.73**

	For the year ended March 31, 2019		
	Geographical markets		
Disaggregated revenue information as per geographical markets	**India**	**Overseas**	**Total**
Education and training programmes	13,311.44	253.42	13,564.86
Sale of Education Material	2,612.58	419.06	3,031.64
Start up fees from franchisees	404.46	-	404.46
	16,328.48	**672.48**	**17,000.96**

Changes in contract liablity are as follows:	**Year ended March 31, 2020**	**Year ended March 31, 2019**
Balance at the beginning of the year	605.48	1,981.26
Revenue recognised that was deducted from trade receivables as unearned revenue balance at the beginning of the year	(324.81)	((1,641.04)
Increase due to invoicing during the year,excluding amount recognised as revenue during the year	1,180.26	1,685.43
Gross Unearned revenue	1,460.93	2,025.65
Reclassification of unearned revenue that is not yet collected in cash from trade receivables	(108.96)	(1,420.17)
Balance at the end of the year	**1,351.97**	**605.48**

Note:

Opening balance of contract liability is inclusive of unearned revenue not yet collected in cash from trade receivable.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied)	**Year ended March 31, 2020**	**Year ended March 31, 2019**
Within one year	1,423.68	1,721.32
More than one year	37.25	304.33

38. Other income

	Year ended March 31, 2020	**Year ended March 31, 2019**
Interest income from financial assets measured at amortised cost		
-Security deposits	19.16	20.42
Interest income on		
-Fixed deposits	78.43	139.57
-Loan to related parties (refer note 50)	421.18	424.95
Gain on fair value change of Investment	112.42	124.56
Gain on mutual funds	225.23	211.09
Liabilities no longer required written back	126.78	237.01
Advertising income	132.03	103.21
Infrastructure fees	61.90	49.45
Manpower cost sharing	131.55	131.47
Rent income on investment property net of depreciation (refer note 5)	20.73	18.66
Net gain on foreign currency transactions and translation	57.67	16.39
Gain on sale of property, plant and equipment	-	8.08
Finance income on financial guarantees	1.65	4.76
Income on employee stock option (ESOP) scheme (refer note 57)	-	5.26
Miscellaneous income	33.34	15.96
	1,422.07	**1,510.84**

39. Purchases of stock in trade

	Year ended March 31, 2020	**Year ended March 31, 2019**
Text books	1,095.31	1,107.21
	1,095.31	**1,107.21**

(All figures in ₹ Lakhs unless stated otherwise)

40. Changes in inventories of stock in trade

	Year ended March 31, 2020	Year ended March 31, 2019
Inventories at the end of the year	546.70	489.94
Inventories at the beginning of the year	489.94	481.01
Net decrease/(increase) in inventories of stock in trade	**(56.76)**	**(8.93)**

41. Employee benefit expense

	Year ended March 31, 2020	Year ended March 31, 2019
Salaries and Wages	2,084.73	2,372.72
Contribution to provident and other funds	101.18	91.39
Expenses related to post-employment defined benefit plans (refer note 49)	35.81	31.22
Expenses related to compensated absences (refer note 49)	38.48	17.58
Staff welfare expenses	72.79	56.81
Share-based payment to employees(refer note 57)	2.16	-
	2,335.15	**2,569.72**

42. Finance costs

	Year ended March 31, 2020	Year ended March 31, 2019
Interest expense on financial liabilities measured at amortised cost	2.61	2.17
Interest expense on term loans	76.73	75.27
Interest expense on overdraft	347.99	334.90
Interest expense on lease liabilities (refer note 48)	92.89	6.38
Finance cost on financial guarantees	8.02	10.03
	528.24	**428.75**

43. Depreciation and amortisation

	Year ended March 31, 2020	Year ended March 31, 2019
Depreciation on property, plant and equipment (refer note 3)	195.54	254.99
Amortisation of intangible assets (refer note 7)	623.75	553.17
Depreciation on Right of use assets (refer note 4)	287.67	-
	1,106.96	**808.16**

44. Other expenses

	Year ended March 31, 2020	Year ended March 31, 2019
Faculty expenses	804.24	881.04
Rent (refer note 48)	372.56	670.45
Advertisement, publicity and sales promotion	316.58	379.89
Business promotion	178.24	301.12
Digital marketing expenses	279.47	209.88
Digital Learning support expenses	119.83	299.71
Legal and professional charges (refer note i below)	443.04	247.58
Travelling and Transport expenses	212.71	289.65
Communication expenses	98.36	166.98
Material printing cost	300.93	309.12
Office expenses	604.98	563.74
Equipment hire expenses	127.10	116.21
Rates and taxes	76.56	30.31
Sales incentive	66.48	91.07

Repairs to:		
-Buildings	68.69	90.94
-Others	50.85	32.05
Insurance	41.12	29.83
Vocational Business Servicing Costs	74.49	121.05
Loans & Advances written-off	418.32	153.53
Bad Debts Written Off	2,397.94	1,119.18
Research and Development expenses	10.69	-
Commission to non executive directors	10.22	10.83
Corporate Social Responsibility (refer note 51)	4.40	21.05
Miscellaneous expenses	170.27	174.62
Amount Written off:		
Bad Debts Written Off	159.77	454.98
Less: Provision made in earlier years	159.77	454.98
	-	-
	7,248.07	**6,309.84**

Note:

(i) Remuneration to Auditor (excluding GST)

	Year ended March 31, 2020	**Year ended March 31, 2019**
Statutory audit fee	23.00	23.00
Limited reviews fee	18.00	18.00
Consolidation audit fee	4.00	4.00
Out of pocket expenses	2.37	2.38
	47.37	**47.38**

45. Exceptional Items

Particulars	**Year ended March 31, 2020**	**Year ended March 31, 2019**
Investment Impairment		
Career Launcher Education & Infrastructure Ltd. (Refer footnote i)	4,150.05	-
	4,150.05	**-**

Note :

1.The Company has an investment in Career Launcher Education Infrastructure and Services Limited, a wholly owned subsidiary (hereinafter referred as 'CLEIS' or the 'Wholly Owned Subsidiary'). The Wholly owned Subsidiary was set up to provide various infrastructure facilities, soft skills, educational and consulting programs. During the FY 2017-18, CLEIS entered into an agreement with B&S Services Private Limited (B&S), an Associate, to manage its School Business vertical (K 12 Business). CLEIS holds a 44.18% in equity share of B&S at an investment amounting to ₹ 4,745 lakhs. Further, an overdue amount of ₹ 400 lakhs is recoverable by CLEIS from B&S towards cash consideration as per aforesaid agreement.

Over the period, the numbers of admissions have declined in the school and with insufficient cash being generated by the business, the Management did not intend to make further investments. The situation has been accentuated by the onset of COVID-19, forcing schools to shut early and the present management failing to collect final term fees of FY'20 and for the first quarter of the new Academic Year. In view of the aforesaid factors and based on an independent valuers' report, CLEIS fair valued its investment in B&S at ₹ 595 lakhs as at March 31, 2020 thereby resulting in an impairment of ₹ 4,150.05 Lakhs.

In view of the above, The Company also performed an impairment testing of its investments in CLEIS as at the year end. Based on the impairment testing performed, the Company has recognised impairment loss of ₹ 4,150.05 Lakhs on its investment in CLIES and has disclosed it as an exceptional item.

(All figures in ₹ Lakhs unless stated otherwise)

46. Earning per share

	Year ended March 31, 2020	Year ended March 31, 2019
(a) Basic earnings/(loss) per share (In ₹)		
Attributable to the equity holders of the company	(37.54)	6.92
(b) Diluted earnings/(loss) per share (In ₹)		
Attributable to the equity holders of the company	(37.54)	6.92
(c) Reconciliations of earnings used in calculating earnings per share		
Basic earnings per share		
Profit/(loss) attributable to the equity holders of the company used in calculating basic earnings per share:	(5,317.35)	980.12
	(5,317.35)	**980.12**
Diluted earnings per share		
Profit/(loss) attributable to the equity share holders	(5,317.35)	980.12
Profit/(loss) attributable to the equity holders of the company used in calculating diluted earnings per share	**(5,317.35)**	**980.12**

	No of shares	No of shares
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	1,41,65,678	1,41,65,678
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	1,41,65,678	1,41,65,678

(e) Information concerning the classification of securities

Options: Options granted to employees are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share.

47. Contingent liabilities, contingent assets and commitments

		As at March 31, 2020	As at March 31, 2019
A.	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for		
	- to related party [Net of advances of ₹ Nil (March 31, 2019: Nil)] (Refer Note 50)	190.44	165.60
	Total capital commitments (A)	**190.44**	**165.60**
	Other material commitments		
	Commitment for maintenance of contents for related party (Refer Note 50)	126.96	110.40
	Total other material commitments (B)	**126.96**	**110.40**
	Total commitments (A+B)	**317.40**	**276.00**
B.	**Contingent liabilities**		
	Corporate guarantee given to bank/ financial institutions for loan taken by subsidiary (refer note 50)	1,850.00	1,450.00
	b. Claims against the Company not acknowledged as debts (refer note i)	1,770.99	1,509.89
	Note i: Details of claims against the Company not acknowledged as debt		

Particulars	**Year pertaining**		
Service Tax and CENVAT	Matters in dispute/under appeal for various years	755.09	755.09
Income Tax	Matters in dispute/under appeal for various years	915.82	657.35
Other cases (a)	Matters in dispute/under appeal	100.08	97.45
Total		**1,770.99**	**1,509.89**

Amount above includes:

i. The management is of the opinion that, based on issues decided in the earlier year and the legal advice that the ultimate outcome of the legal proceedings in respect to tax matters, as given above, will not have material adverse effect to the financial position of the Company.

ii. The Company received demands of income tax amounting ₹ 718.32 lakhs and ₹ 501.44 lakhs pertaining to AY 2011-12 and 2012-13 respectively. Although the same is a disputed and appeals have been filed with the Appellate Authority and are pending for disposal, the management of the Company is of the view that since the disputed demand pertains to a specific issue which has been consistently decided in the favour of the Company, in earlier years, by the ITAT and Honourable High Court and there being no appeal filed by the department with Supreme Court, the issue is considered to be in favour of the company and therefore there cannot be any contingent liability on the company on this specific issue for these years. Accordingly, the same not included in contingent liability. Further, in AY 2013-14 and 2014-15, the department itself has not raised any demand on this issue, which further strengthen the view of the Company.

Other cases

i) Triangle Education, a franchisee of the Company in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Company has filed a statement of claim before the sole Arbitrator amounting ₹ 190.00 lakhs (March 31, 2019: ₹ 190.00 lakhs) against Triangle Education. Triangle Education also filed a counter claim against the Company amounting ₹ 32.06 lakhs (March 31, 2019: ₹ 32.06 lakhs). The Sole arbitrator has passed the final order partially in favour of the Company. The Company is planning to challenge the said orders to next appellate authority .

ii) A student, has filled a case against the Company for refund of fees amounting ₹ 6.20 lakhs (March 31, 2019: ₹ 6.20 lakhs) on the ground that he paid fees to Brilliant Tutorials considering the fact that the Company had a tie-up with Brilliant Tutorial which was subsequently called off by the Company. The matter was fixed for final argument on April 20, 2020 but due to Covid 19, date of argument shifted to next available slot.

iii) The Director of Industries and Commerce cum Chairman MSE- Chandigarh has sent a notice amounting ₹ 12.31 lakhs (March 31, 2019: ₹ 12.31 lakhs including interest of ₹ 3.30 lakhs) on behalf of Reivera Fabricators regarding non payment of dues on account of uniforms supplied to Indus World Schools. The Company has preferred an appeal against the same and the matter was fixed for final argument on May 14, 2020 but due to Covid-19 date of argument is shifted to next available slot.

iv) Bawadia kala shikisha samiti, a lessor has filed a case against the company for recovery of rent /arrears amounting ₹ 46.88 Lakhs for non payment of rent, company engaged a local lawyer who will file necessary application to transfer the case to New Delhi as the rent agreement has arbitration clause, which will be decided in New Delhi. The matter was fixed for final argument on April 17, 2020 but due to Covid-19 date of argument shifted to next available slot.

48. Leases

Operating leases

The company has applied Ind AS 116 with the date of initial application of April 01, 2019. As a result, the Company has changed its accounting policy for lease contracts (Refer note 2(ix)).

A. Company as a lessee

The Company has significant leasing agreements in respect of leases for its various office premises & godwons. These lease arrangements are for a period between 12 months to 60 months and include both cancellable and non-cancellable leases.

Also, company has short term leases that have a lease term of twelve months or less. The company elected not to apply the requirement of Ind AS 116 to such leases

Lease liabilities

"The movement in lease liabilities during the year ended March 31, 2020 is as follows :"

Particulars	As at March 31, 2020
Balance as at April 01, 2019	856.62
Reclassified on account of adoption of Ind AS 116	58.69
Finance cost accrued during the year	92.89
Payment of lease liabilities*	(329.74)
Balance as at March 31, 2020	**678.46**
Non-current Lease liabilities	391.54
Current Lease liabilities	286.92

*Payment of lease liabilities includes payment of principal of lease liabilities amounting of ₹ 236.85 Lakhs and interest of lease liabilities amounting of ₹ 92.89 Lakhs.

The details of the contractual maturities of lease liabilities as at March 31, 2020 on undiscounted basis are as follows :

Particulars	As at March 31, 2020
Not later than one year	232.34
later than one year and not later than five years	331.91
later than five years	446.41
Total	1,010.66

Right-of-use assets (ROU)

The changes in the carrying value of ROU assets for the year ended March 31, 2020 are as follows :

Particulars	Land	Building
Balance as at April 01, 2019		856.62
Reclassified on account of adoption of Ind AS 116	186.97	-
Depreciation	(2.27)	(285.40)
Balance as at March 31, 2020	**184.70**	**571.22**

Rental expense recorded for short-term leases was ₹ 372. 56 Lakhs for the year ended March 31, 2020

B. Company as a lessor

Rental income on assets given on operating lease was ₹ 61.90 Lakhs for the year ended March 31, 2020. (Previous years: ₹ 49.95 lakhs)

49. Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Employers contribution to provident fund	97.42	86.15

(ii) Defined benefit plan:

Gratuity

The Company operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive half month's salary for each year of completed service at the time of retirement/exit. The Company contributes to a trust set up by the Company which further contributes to a policy taken from the Life Insurance Corporation of India.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each period of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	As at March 31, 2020	As at March 31, 2019
Net defined benefit (asset)/liability		
Gratuity (funded)	160.83	141.27
Total employee benefit liabilities	**160.83**	**141.27**
Non-current	158.11	132.07
Current	2.72	9.20

B. Movement in net defined benefit (asset)/liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/ liability and its components:

	Year ended March 31, 2020			Year ended March 31, 2019		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset) / liability
Balance at the beginning of the year	142.86	1.60	141.27	150.85	8.16	142.69
Included in profit or loss						
Current service cost	24.99	-	24.99	20.09	-	20.09
Interest cost (income)	10.94	0.12	10.82	11.77	0.64	11.13
	35.93	**0.12**	**35.81**	**31.86**	**0.64**	**31.22**
Included in OCI						
Remeasurements loss (gain)						
– Actuarial loss (gain) arising from:						
- financial assumptions	(15.79)	-	(15.79)	2.11	-	2.11
- experience adjustment	5.88	-	5.88	(12.25)	-	(12.25)
Return on plan assets	-	0.04	(0.04)	-	(0.30)	0.30
	(9.91)	**0.04**	**(9.95)**	**(10.14)**	**(0.30)**	**(9.84)**

(All figures in ₹ Lakhs unless stated otherwise)

Other						
Contributions paid by the employer	-	7.23	(7.23)	-	23.40	(23.40)
Acquisition adjustment	-	-	-	(0.30)	-	(0.30)
Fund management charges	-	(0.93)	0.93	-	(0.90)	0.90
Benefits paid	(6.34)	(6.34)	0.00	(29.40)	(29.40)	-
	(6.34)	**(0.04)**	**(6.30)**	**(29.70)**	**(6.90)**	**(22.80)**
Balance at the end of the year	**162.54**	**1.72**	**160.83**	**142.86**	**1.60**	**141.27**

Expenses recognised in the Statement of profit and loss	Year ended March 31, 2020	Year ended March 31, 2019
Service cost	24.99	20.09
Net interest cost	10.82	11.13
	35.81	**31.22**

C. Plan assets

The plan assets of the Company are managed by Life Insurance Corporation of India through a trust managed by the Company in terms of an insurance policy taken to fund obligations of the Company with respect to its gratuity plan. The categories of plan assets as a percentage of total plan assets is based on information provided by Life Insurance Corporation of India with respect to its investment pattern for group gratuity fund for investments managed in total for several other companies.

Particulars	As at March 31, 2020	As at March 31, 2019
Funds Managed by Insurer (investment with insurer)	100%	100%

On an annual basis, an asset-liability matching study is done by the Company whereby the Company contributes the net increase in the actuarial liability to the plan manager in order to manage the liability risk. The Company's policy and objective for plan assets management is to maximise return on plan assets to meet future benefit payment requirements while at the same time accepting a low level of risk.

D. Actuarial assumptions

a. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation aaumptions are as follows which have been selected by the company.

Particulars	As at March 31, 2020	As at March 31, 2019
Discount rate	6.76%	7.66%
Expected rate of future salary increase	6.00%	8.00%

b. Demographic assumptions

	Particulars	As at March 31, 2020	As at March 31, 2019
i.	Retirement age (years)	58	58.00
ii.	Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2006-08)
iii.	Ages	Withdrawal rate (%)	Withdrawal rate (%)
	Upto 30 years	3%	3%
	From 31 to 44 years	2%	2%
	Above 44 years	1%	1%

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Sensitivity due to mortality and withdrawls are not material and hence impact of change not calculated. Sensitivity as to rate of inflation, rate of increase of pensions in payament, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Particulars	As at March 31, 2020		As at March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(9.05)	9.89	(7.61)	8.28
Expected rate of future salary increase (0.5% movement)	8.47	(7.75)	6.76	(6.21)

Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

A) Salary increases - Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) Investment risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount rate - Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

F. Expected maturity analysis of the defined benefit plans in future years

Particulars	As at March 31, 2020	As at March 31, 2019
Duration of defined benefit obligation		
Less than 1 year	2.73	9.20
Between 1-2 years	2.49	2.03
Between 2-5 years	36.68	6.43
Over 5 years	120.63	125.20
Total	**162.53**	**142.86**

Expected contributions to post-employment benefit plans for the year ending March 31, 2021 is ₹ 45.89 lakhs.

The weighted average duration of the defined benefit plan obligation at the end of the reporting year is 19.45 years (March 31, 2019: 19.47 years).

(ii) Other long-term employee benefits:

The company provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a logn term employee benefits. The present value obligation in respect of earned leave 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 obligations. The summarised positions of various defined benefits are as under:

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the compensated absences and the amounts recognised in the Company's financial statements as at balance sheet date:

(All figures in ₹ Lakhs unless stated otherwise)

Particulars	As at March 31, 2020	As at March 31, 2019
Net defined benefit liability		
Earned Leave (unfunded)	165.32	132.07
Total employee benefit liabilities	**165.32**	**132.07**
Non-current	159.77	125.93
Current	5.55	6.14

B. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Particulars	As at March 31, 2020	As at March 31, 2019
	Defined benefit obligation	
Net defined benefit liability at the beginning of the year	132.07	145.99
Included in profit or loss		
Current service cost	22.69	16.59
Interest cost (income)	10.12	11.39
	32.81	**27.98**
Included in OCI		
Remeasurements loss (gain)		
– Actuarial loss (gain) arising from:	(0.01)	-
-Demographic Assumption	(17.97)	1.74
- financial assumptions	23.65	(12.14)
- Experience adjustment	**5.67**	**(10.40)**
Other		
Contributions paid by the employer	-	(0.11)
Acquisition adjustment	(5.23)	(31.39)
Benefits paid	**(5.23)**	**(31.50)**
Net defined benefit liability at the end of the year	**165.32**	**132.07**

Expenses recognised in the Statement of profit and loss	Year ended March 31, 2020	Year ended March 31, 2019
Service cost	22.69	16.59
Net interest cost	10.12	11.39
Actuarial (Gain)/Loss on obligation	5.67	(10.40)
	38.48	**17.58**

C. Actuarial assumptions

a) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation asumptions are as follows which have been selected by the company.

Particulars	As at March 31, 2020	As at March 31, 2019
Discount rate	6.76%	7.66%
Expected rate of future salary increase	6.00%	8.00%

b) Demographic assumptions

	Particulars	As at March 31, 2020	As at March 31, 2019
i.	Retirement age (years)	58.00	58
ii.	Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2006 - 08)
iii.	Ages	Withdrawal rate (%)	Withdrawal rate (%)

	Upto 30 years	3%	3%
	From 31 to 44 years	2%	2%
	Above 44 years	1%	1%

Expected contributions to post-employment benefit plans for the year ending March 31, 2021 is ₹ 42.28 lakhs.

The weighted average duration of the defined benefit plan obligation at the end of the reporting year is 19.45 years (March 31, 2019: 19.49 years).

D. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the obligation by the amounts shown below.

Sensitivity due to mortality and withdrawls are not material and hence impact of change not calculated. Sensitivity as to rate of inflation, rate of increase of pensions in payament, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Particulars	As at March 31, 2020		As at March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(7.29)	7.82	(6.07)	6.53
Expected rate of future salary increase (0.5% movement)	7.85	(7.34)	6.47	(6.07)

Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

A) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

E. Expected maturity analysis of the defined benefit plans in future years

Particulars	As at March 31, 2020	As at March 31, 2019
Duration of defined benefit obligation		
Less than 1 year	5.55	6.14
Between 1-2 years	2.96	2.20
Between 2-5 years	51.63	27.07
Over 5 years	105.18	96.66
Total	**165.32**	**132.07**

(All figures in ₹ Lakhs unless stated otherwise)

50. Related party

The related parties as per the terms of Ind AS-24,"Related Party Disclosures", (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) are disclosed below:-

(A) Names of related parties and description of relationship:

List of the Related parties with whom transaction have taken place and relationship

	Name of the Company	Country of Incorporation	% of Holding as at March 31, 2020	% of Holding as at March 31, 2019
Direct Subsidiaries	Kestone Integrated Marketing Services Private Limited	India	100%	100%
	CL Media Private Limited	India	100%	100%
	G K Publications Private Limited	India	100%	100%
	Career Launcher Education Infrastructure and Services Limited	India	100%	100%
	Accendere Knowledge Management Services Private Limited	India	100%	100%
	ICE Gate Educational Institute Private Limited	India	58.95%	50.70%
Indirect Subsidiaries	**Name of the Company**	**Country of Incorporation**	**% of Holding as at March 31, 2020**	**% of Holding as at March 31, 2019**
	Subsidiaries of Kestone Integrated Marketing Services Private Limited			
	Kestone CL Asia Hub Pte. Limited	Singapore	100%	100%
	Kestone CL US Limited (w.e.f March 22, 2018)	USA	100%	100%
	CL Educate (Africa) Ltd (w.e.f. January 13, 2020)	Mauritius	90%	-
	Subsidiaries of Career launcher Education Infrastructure and Services Limited			
	Career Launcher Infrastructure Private Limited	India	100%	100%
Associate Company	Three Sixty One Degree Minds Consulting Private Limited			
Enterprises in which key management personnel or their relatives are able to exercise significant influence	Bilakes Consulting Private Limited, India			
	Career launcher Education Foundation, India			
Key management personnel (KMP)	Mr. Satya Narayanan R (Chairman and Executive Director)			
	Mr. Gautam Puri (Vice Chairman and Managing Director)			
	Mr. Nikhil Mahajan (Executive Director and Group CEO Enterprise Business)			
Close family member	Mr. R Sreenivasan			
	Mr. R Shivakumar			

(B)	Transactions during the year:	Year ended March 31, 2020	Year ended March 31, 2019
i	**Other Income**		
	a. Interest on loans		
	Subsidiary Companies		
	- Career Launcher Education Infrastructure and Services Limited	195.60	200.64
	- G K Publications Private Limited	45.41	47.55
	- Career Launcher Infrastructure Private Limited	165.39	161.85
	-Accendere Knowledge Management Services Private Limited	12.69	12.86
	-Ice Gate Educational Institute Private Limited	2.10	2.05

		421.19	**424.95**
	b. Advertising income		
	Subsidiary Companies		
	- CL Media Private Limited	132.03	103.21
		132.03	**103.21**
	c. Infrastructure fees		
	Subsidiary Companies		
	- CL Media Private Limited	18.60	12.90
	-Accendere Knowledge Management Services Private Limited	4.20	3.00
	- G.K. Publications Private Limited	7.20	6.00
	- Kestone Integrated Marketing Services Private Limited	1.20	-
	- Career Launcher Education Infrastructure and Services Limited	1.20	-
	- Career Launcher Infrastructure Private Limited	0.30	-
		32.70	**21.90**

(B)	**Transactions during the year:**	**Year ended March 31, 2020**	**Year ended March 31, 2019**
ii	**Purchase of traded goods**		
	Subsidiary Companies		
	- CL Media Private Limited	1,009.81	1,052.66
	- G.K. Publications Private Limited	72.21	35.98
		1,082.02	**1,088.64**
iii	**Other expenses**		
	Subsidiary Companies		
	a. Material development and printing expenses		
	- CL Media Private Limited	166.98	110.40
	- Threesixtyone Degree Minds Consultancy Pvt. Ltd.	-	26.98
	b. Franchisee expenses		
	- CL Media Private Limited	102.92	-
	c. Marketing research		
	- Kestone Integrated Marketing Services Private Limited	30.33	71.41
	d. Legal and professional charges		
	- Kestone Integrated Marketing Services Private Limited	**17.49**	**8.00**
	e. Rent		
	-Ice Gate Educational Institute Private Limited	**-**	**2.00**
	f. Franchisee share		
	-Ice Gate Educational Institute Private Limited	**-**	**1.00**
		317.72	**219.79**
iv	**Employee benefits expenses**		
	Key management personnel		
	Short term employee benefits:		
	- Mr.Gautam Puri	46.81	111.91
	- Mr. Satya Narayanan R	51.87	115.63
	- Mr. Nikhil Mahajan	69.47	116.49
	Post employment benefits:		
	- Mr.Gautam Puri	1.37	1.18
	- Mr. Satya Narayanan R	1.16	1.01
	- Mr. Nikhil Mahajan	1.13	0.96
	Other long term benefits		
	- Mr.Gautam Puri	10.57	0.07
	- Mr. Satya Narayanan R	9.32	1.37
	- Mr. Nikhil Mahajan	1.32	0.24
v	**Reimbursement of expense from related parties**		
	Subsidiary Companies		
	- Career Launcher Education Infrastructure and Services Limited	-	0.08
	- Kestone Integrated Marketing Services Private Limited	57.56	79.55
	- CL Media Private Limited	71.48	311.07

(All figures in ₹ Lakhs unless stated otherwise)

		129.04	**390.70**
vi	**Reimbursement of expense to related parties**		
	Subsidiary Companies		
	- CL Media Private Limited	268.10	-
	- Career Launcher Infrastructure Private Limited		-
vii	**Loans given to related party**	**268.10**	**-**
	Subsidiary Companies		
	- Career Launcher Education Infrastructure and Services Limited	21.35	140.20
	- Career Launcher Infrastructure Private Limited	43.61	80.12
	- ICE Gate Educational Institute Private Limited	46.00	10.00
	- Accendere Knowledge Management Services Private Limited	-	32.24
	Enterprises in which KMP and their relative can excerise the significant influence		
	- Career Launcher Education Foundation	14.80	12.13
		125.76	**274.69**
vii	**Conversion of interest into loan**		
	Subsidiary Companies		
	- Career Launcher Education Infrastructure and Services Limited	176.04	180.57
	- G K Publications Private Limited	40.87	42.79
	- Career Launcher Infrastructure Private Limited	148.85	145.66
	-Accendere Knowledge Management Services Private Limited	11.42	11.58
	-ICE Gate Educational Institute Private Limited	0.89	1.84
		378.07	**382.44**

(B)	**Transactions during the year**	**Year ended March 31, 2020**	**Year ended March 31, 2019**
viii	**Repayment of loan given**		
	Subsidiary Companies		
	- G K Publications Private Limited	-	26.50
	- Career Launcher Infrastructure Private Limited	11.35	3.00
	- Career Launcher Education Infrastructure and Services Limited	5.00	129.56
	-Accendere Knowledge Management Services Pvt. Ltd.	-	30.80
	-ICE Gate Educational Institute Pvt.Ltd	7.06	56.32
	-Career Launcher Education Foundation	210.02	-
		233.43	**246.18**
ix	**Commission to non-executive Directors**	**10.22**	**10.83**
x	**Purchase of assets from related party**		
	Subsidiary Companies		
	- CL Media Private Limited	190.44	183.10
	- Kestone Integrated Marketing Services Private Limited	81.40	37.08
xi	**Interim Dividend Paid**		
	- Bilakes Consulting Private Limited	12.55	12.53
	- Mr. Satya Narayanan R	22.98	22.75
	- Mr. Gautam Puri	22.76	22.70
	- Mr. Nikhil Mahajan	0.30	0.30
	- Mr. R Sreenivasan	3.50	3.50
	- Mr. R Shivakumar	3.50	3.50

(C) Related party balances as at the year end:	**As at March 31, 2020**	**As at March 31, 2019**
Subsidiary Companies		
Current Loans		
- Career Launcher Education Foundation	462.76	542.43
- GK Publications Private Limited	462.13	421.26
- Career Launcher Education Infrastructure and Services Limited	1,990.75	1,798.36
- Career Launcher Infrastructure Private Limited	1,690.22	1,509.11
- Accendere Knowledge Management Services Private Limited	120.97	109.55
- Ice Gate Educational Institute Private Limited	49.08	7.26

Other receivables from related parties:		
- Career Launcher Education Infrastructure and Services Limited	91.67	90.25
- GK Publications Private Limited	16.21	5.33
- Kestone Integrated Marketing Services Private Limited	0.38	59.33
- CL Media Private Limited	352.88	57.14
-Accendere Knowledge Management Services Private Limited	53.72	49.54
-Ice Gate Educational Iinstitute Private Limited	0.06	-
Trade payables		
- CL Media Private Limited	1,334.82	816.10
- GK Publications Private Limited	245.46	176.11
- Kestone Integrated Marketing Services Private Limited	609.42	734.64
- Kestone Asia Hub Private Limited	3.69	-
Payable for expenses		
-Accendere Knowledge Management Services Private Limited	-	0.27
- Career Launcher Infrastructure Private Limited	-	5.71
- Threesixtyone Degree Minds Consulting Private Limited	-	29.13
Payable for property, plant and equipment		
- Kestone Integrated Marketing Services Private Limited	148.55	133.29
Guarantees given for loan taken by subsidiary companies		
- Kestone Integrated Marketing Services Private Limited	1,850.00	1,450.00
Enterprises in which KMP and their relatives are able to exercise significant influence		
Other Advances		
- Bilakes Consulting Private Limited	60.82	80.42
Guarantee given:		
- Bilakes Consulting Private Limited	457.58	457.58
Key management personnels		
Short term employee benefits:		
- Mr.Gautam Puri	43.28	52.30
- Mr. Satya Narayanan R	45.74	53.45
- Mr. Nikhil Mahajan	42.96	44.27
Post employment benefits:		
- Mr.Gautam Puri	17.74	16.37
- Mr. Satya Narayanan R	15.10	13.95
- Mr. Nikhil Mahajan	14.46	13.33
Other long term benefits		
- Mr.Gautam Puri	33.33	22.77
- Mr. Satya Narayanan R	32.14	22.82
- Mr. Nikhil Mahajan	23.49	22.16

Terms and conditions

i. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and are at market value.

ii. Current loans are repayable on demand. The aforesaid loan bears interest rate ranges from 9.95% to 11.55% (Previous year : from 11.55% to 12.50%). The accured interest on loan is added to the loan amount at the end of every financial year, when it comes due.

iii. Short term employee benefits includes the board recommended performance incentive of KMP's for current financial year as follows:

- Mr.Gautam Puri	-	41.00

- Mr. Satya Narayanan R	-	41.00
- Mr. Nikhil Mahajan	-	39.70

51 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013 read with guidelines issued by DPE, the Company is required to spend, in every financial year, at least two per cent of the average net profits of the Company made during the three immediately preceding financial years in accordance with its CSR Policy. The details of CSR expenses for the year are as under:

	Particulars	March 31, 2020	March 31, 2019
i	A. Amount required to be spent during the year	11.01	7.10
	B. Shortfall amount of previous year	32.21	46.31
	C. Total (A+B)	**43.22**	**53.41**
	D. Amount spent during the year on-		
	- On other purposes		
	- from identified activities	4.40	21.20
	Total	**4.40**	**21.20**
	Shortfall amount carried forward to next year	**38.82**	**32.21**

52. In the financial year 2009-10, the Company had given a franchisee to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute to provide test preparation services in Dubai (UAE). In the financial year 2012-13, the Company had terminated the franchise agreement on account of non-recovery of fees collected by the franchisee from students. At the time of the cancellation of agreement the total amount of receivables from and payable to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute were AED 1,019,842 (₹ 150.88 lakhs) and AED 261,318 (₹ 38.66 lakhs) respectively. The details of the amount recoverable are as follows:

1. An amount of AED 625,775 on account of short deposit of fee collected by Monica Oli in the name of the Company from the students;
2. An amount of AED 1,392,200 on account of fee collected by Monica Oli against the installment due as on January 31, 2013 and not deposited in the bank account of the Company.
3. An amount of AED 18,120 on account of settlement of wage account and cancellation of visa of Mr. Yogeshwar Singh Batyal by the Company;
4. An amount of AED 4,300 on account of payment of outstanding dues of bill in respect of communication expenses of Mr. Akhilesh Jha, an employee and erstwhile center manager of Dubai office of the Company.

In the financial year 2012-13, the Company had adjusted/squared off traded receivables of AED 261,318 (₹ 38.66 lakhs) against the amounts payable to AED 261,318 (₹ 38.66 lakhs) on account of its share in the books of account.

In the financial year 2013-14, the Company had initiated legal actions against Monica Oli to recover the said amounts. The Company had sent legal notice dated November 6, 2013 to Monica Oli asking her to pay the following amounts to the Company.

1) An amount of AED 2,040,395 as mentioned above;
2) An amount of AED 50,000 on account of losses suffered by the Company due to non-communication by Monica Oli regarding termination of agreement;
3) An amount of AED 1,000,000 on account of damages for starting a same/similar business in violation of terms of the agreement and unauthorizedly using data/information, manuals etc. pertaining to the Company;

The Company had preferred arbitration in the matter and the Hon'ble Arbitrator had issued notices to parties for appearance. During the financial year 2014-15, on March 16, 2015 the Hon'ble Arbritrator has passed an award amounting AED 2,063,267 (equivalent to ₹ 351.37 lakhs) in favour of the Company.

During the year 2015-16, the Company has filed execution petition to Delhi High Court for execution of award passed by Hon'ble Arbritrator and matter is listed for further proceedings.

The Company had obtained the necessary documents from the Delhi High Court and these were submitted to the Ministry of Law in 2017. These documents had been sent to the UAE through the Indian Embassy for depositing in the Dubai Courts for execution. The Company is taking up the matter in the Dubai court, however, due to the onset of the global pandemic COVID-19, courts in Dubai have been shut since the middle of February. This has caused a temporary delay in proceedings with the matter to be taken up once the courts reopen. The Company understands that these documents have been sent to UAE through Indian Embassy for depositing in Dubai Courts for execution. On receipt of submission detail the Company will follow up the case in Dubai court.

53. The Company has filed legal cases against certain debtors for recovery of outstanding receivables amounting ₹ 136.34 lakhs (March 31, 2019: ₹ 136.34 lakhs). The Company is of the view that all such balances are fully recoverable and no provision is required. Further, the Company has also filed cases against certain parties for recovery of damages arising from fraudulent use of Company's brand name, violation of terms and conditions of employment etc, amounting ₹ 728.12 lakhs (March 31, 2019: ₹ 728.12). The amount likely to be realised, in all these cases, is currently not ascertainable but the Company, based on discussion with concerned lawyers and the proceedings of the cases is hopeful that there would not be any adverse impact on the financial position, and the realisation would be more than the outstanding amount. The Company has recorded all expenses pertaining to legal and professional charges in respect of all such cases.

54. The company has in the past undertaken various Central and State Government / Agencies, projects in the education / skill development sector. Most of these projects are complete, however the dues from the concerned department / agency has not been realized mainly on account of delays and long process. The details of such vocational trade receivables which are outstanding for a considerable period of time are given below. In the opinion of the management it has made the necessary provision, wherever required and such balances are fully recoverable. The details of amount recoverable are as under and refer note 60 for expected credit loss.

Vocational trade receivables	Total Oustanding Amount	Amount O/s. for more than 3 years (out of total amount O/s)	Expected Credit Loss (ECL) Provision on outstanding amount	Amount of write off
March 31, 2020	1,807.59	1,807.59	381.15	1,025.00
March 31, 2019	2,832.59	2,594.66	449.1	658.55

55 Standards issued and effective in current year

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

56 In terms of the clause 22 of chapter V Micro, Small and Medium Enterprises Development Act 2006 (MSMED act 2006), the disclosure of payments due to any supplier are as follows:

Particulars	As at March 31, 2020	As at March 31, 2019
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting period included in		
Principal amount due to micro and small enterprises	636.77	787.97
Interest due on above	0.49	5.21
	637.26	**793.18**
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the period) but without adding the interest specified under the MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting period	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006.`	-	-

Pursuant to the resolution passed by the Board of Directors at its meeting on March 6, 2008 and the Special Resolution passed by the members in the EGM held on March 31, 2008, the Company introduced "Career Launcher Employee Stock Options Plan 2008" which provides for the issue of 250,000 equity shares to employees of the Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 3 years from the date of respective grants, unless otherwise stated in the grant letter. As on March 31, 2020 and March 31, 2019 the Company had 167,525 and 123,525 number of options that can be granted under the scheme respectively

Pursuant to the resolution passed by the Board of Directors at its meeting held on January 28, 2014 and special resolution passed by the members in the Extraordinary general meeting held on May 29, 2014, the Company renewed "Career Launcher Employee Stock Options Plan 2008" for a further period of one year i.e. from April 1, 2014 upto March 31, 2015 by Board and from May 30, 2014 upto May 29, 2015 by shareholders respectively. Further, pursuant to resolution passed by Board of Directors at its meeting held on August 11, 2014 and special resolution passed by the members in its Annual General Meeting held on September 5, 2014 adopted the amended and extended "Amended Career Launcher Employee Stock Options Plan 2008" the same is valid for further period of 3 years. Further, pursuant to resolution passed by Board of Directors at its meeting held on January 29, 2016 and special resolution passed by the members in its Extraordinary General Meeting held on March 22, 2016 adopted "Amended and Restated Career Launcher Employee Stock Options Plan 2014". Further, pursuant to resolution passed by the Members in the Annual General Meeting held on August 24, 2017, the Company ratified and renewed the "Amended and Restated Career Launcher Employee Stock Options Plan 2014" for further period of 1 year i.e. from September 5, 2017 upto September 4, 2018. The Company in it's 22nd Annual General Meeting held on August 7, 2018, has ratified and renewed the "Amended and Restated Career Launcher Employee Stock Options Plan 2014" for further period of 3 year i.e. from September 5, 2018 To September 5, 2021.

The Company has "Amended and Restated Career Launcher Employee Stock Options Plan 2014 (CL ESOP -2014)" which provides for the issue of 250,000 stock options to directors and employees of the Company and its subsidiary companies. The plan entitles directors and employees to purchase equity shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. The vesting period for the share options is 3 years from the grant date, unless otherwise stated in the grant letter. All exercised options shall be settled by physical/demat delivery of equity shares. As per the plan holders of vesting options are entitle to purchase one equity share for each option. Till date 312,468 (March 31, 2019: 312,468) stock options have been granted under this scheme.

(All figures in ₹ Lakhs unless stated otherwise)

Note: Although a total of 250,000 options were available to be granted, these include grants that had been forfeited/lapsed, and pooled back, and granted again. At no point of time did the total number of options granted under the plan exceed 250,000. During the current year employees have voluntory surrender their stock option.

No options were granted during the year

Details of options outstanding at the year end with the range of exercise price and weighted average remaining contractual life:

Employees entitled	No. of options	Vesting conditions	Weighted Contractual life of options (in years)
March 31, 2020	Nil	3 years' service from the grant date	-
March 31, 2019	44,000	3 years' service from the grant date	2.31

Reconciliation of outstanding share options:

The number and weightd-average exercise prices of share options under the share option plans are as follows:

ESOP to directors of the Company

	Year ended March 31, 2020		Year ended March 31, 2019	
	Weighted Average exercise price per share option	Number of options	Weighted Average exercise price per share option	Number of options
Outstanding at the beginning of the year	430.00	44,000	387.89	1,06,750
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	-	-	430.00	6,875
Expired during the year*	430.00	44,000	387.14	55,875
Outstanding at the end of the year	**-**	**-**	**430.00**	**44,000**
Vested during the year	430.00	8,750	430.00	11,750
Exercisable during the year	430.00	3,000	387.14	26,500

*includes 41,000 options voluntarily surrendered during the year (Previous year : Nil)

Fair value of options granted:

No options were granted during the year. The fair value at grant date is determined using the Black Scholes Model. Expected volatility has been determined using historical fluctuation in share issue prices of the Company.

Particulars	As at March 31, 2020	As at March 31, 2019
Dividend yield (%)	-	-
Expected volatility (%)	0.00%	0.00%
Risk-free interest rate (%)	7.69%	7.69%
Weighted average share price (in ₹)	590.00	590.00
Exercise price (in ₹)	210-430	210-430
Carrying amount of liability-included in employee benefit obligations		

Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Share based payment expenses/(Income)	**As at March 31, 2020**	**As at March 31, 2019**
Employee option plan	2.16	(5.26)
Total employee share-based payment expense/(Income)	2.16	(5.26)

Note: During the year, employee stock option included expense of ₹ 2.15 Lakhs (₹ 4.70 Lakhs in March 31, 2019) on account of stock option to employee of Subsidiary of the company.

58 Segment information

a Basis for Segmentation

Segment information is presented in respect of the company's key operating segments. The operating segments are based on the company's management and internal reporting structure. The chief operating decision maker identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly. All operating segments' operating results are reviewed regularly by the board of directors to make decisions about resources to be allocated to the segments and assess their performance.

The 'Board of Directors' have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any facility.

The Company's board examines the Company's performance both from a product and geographic perspective and have identified the following reportable segments of its business:

Reportable segments	Operations
a) Consumer test prep	This mainly includes coaching for higher education entrance exams.
b) Vocational	This includes specific projects undertaken (including government projects)

The Company's board reviews the results of each segment on a quarterly basis. The Company's board of directors uses Profit before tax to assess the performance of the operating segments.

B. Information about reportable segments

Segment assets, segment liabilities and Segment profit and loss are measured in the same way as in the financial statements. Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Company's Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing, if any, is determined on an arm's length basis.

Year ended March 31, 2020	**Reportable segment**		
	Consumer test prep	**Vocational**	**Total**
Segment revenue			
- External revenues	16,334.73	-	16,334.73
- Inter segment revenue	-	-	-
Total segment revenue	**16,334.73**	-	**16,334.73**
Segment results	1,092.30	(1,378.93)	(286.63)
Segment profit before income tax includes:			
Depreciation and amortisation expense	1,001.69	3.28	1,004.97
Interest revenue	**9,445.77**	**1,613.92**	**11,059.69**
Segment assets include:			
Capital expenditure during the year	721.91	0.29	722.20
Segment liabilities	**5,396.21**	**1,015.52**	**6,411.73**

(All figures in ₹ Lakhs unless stated otherwise)

Year ended March 31, 2019	Reportable segment		
	Consumer test prep	Vocational	Total
Segment revenue			
- External revenues	17,000.96	-	17,000.96
- Inter segment revenue	-	-	-
Total segment revenue	**17,000.96**	-	**17,000.96**
Segment results	2,406.86	(830.67)	1,576.19
Segment profit before income tax includes:			
Depreciation and amortisation expense	644.93	34.72	679.65
Interest revenue	-	-	-
Segment assets	**8,920.30**	**2,827.31**	**11,747.61**
Segment assets include:			
Capital expenditure during the year	577.34	-	577.34
Segment liabilities	**3,812.78**	**1,329.44**	**5,142.21**

C. Reconciliations of information on reportable segments

Share based payment expenses/(Income)	Year ended March 31, 2020	Year ended March 31, 2019
i. Revenues		
Total revenue for reportable segments		
Consumer test prep	16,334.73	17,000.96
Vocational	-	-
Unallocated amounts	-	-
Total revenue	**16,334.73**	**17,000.96**
Profit before tax		
Total profit before tax for reportable segments	(286.63)	1,576.19
Unallocated income:		
Other income	1,422.07	1,510.84
Unallocated expenses:		
Finance cost	528.24	428.74
Other expenses	1,740.67	1,450.20
Profit/(Loss) before tax	**(1,133.47)**	**1,208.07**
Less:Exceptional Items	4,150.05	-
Profit/(Loss) before tax after exceptional items	**(5,283.52)**	**1,208.07**
Tax expense	33.83	227.95
Profit/(loss) after tax	**(5,317.35)**	**980.12**
Other comprehensive income		
Items that will not be reclassified to profit or loss	6.50	7.10
Total comprehensive income/(expense)	**(5,310.85)**	**987.22**

	As at March 31, 2020	As at March 31, 2019
iii) Assets		
Total assets for reportable segments		
Consumer test prep	9,445.77	8,920.30
Vocational	1,613.92	2,827.31
Unallocated amounts		
Investments in subsidiaries and associate	15,696.22	19,032.26

Deferred tax assets	290.30	376.69
Other corporate assets	13,105.56	13,583.54
Total assets	**40,151.77**	**44,740.10**
iv. Liabilities		
Total liabilities for reportable segments		
Consumer test prep	5,396.21	3,812.78
Vocational	1,015.52	1,329.44
Unallocated amounts		
Lease Liability/Finance lease obligation	-	58.69
Other corporate liabilities	4,013.29	4,336.06
Total liabilities	**10,425.02**	**9,536.97**

v. Other material items

Year ended March 31, 2020	Reportable segment total	Others	Total
Interest revenue	-	499.61	499.61
Interest expense	-	528.24	528.24
Capital expenditure during the year	722.20	121.93	844.13
Depreciation and amortisation expense	1,004.97	102.00	1,106.97
Other significant non cash items	**-**	**-**	**-**

Year ended March 31, 2019	Reportable segment total	Others	Total
Interest revenue	-	584.94	584.94
Interest expense	-	428.74	428.74
Capital expenditure during the year	577.34	40.95	618.29
Depreciation and amortisation expense	679.65	128.52	808.17
Other significant non cash items	**-**	**-**	**-**

D. Geographic information

The geographic information analyses the Company's revenue and non-current assets by the Company's country of domicile in other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers and segment assets were based on the geographic location of the assets.

The Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown below;

a) Revenues from different geographies

	Year ended March 31, 2020	Year ended March 31, 2019
Within India	15,515.82	16,328.48
Outside India	818.91	672.48
	16,334.73	**17,000.96**

b) Non-current assets

	As at March 31, 2020	As at March 31, 2019
Within India	23,126.91	26,934.82
Outside India	6.23	5.04
	23,133.14	**26,939.86**

Non-current assets other than financial instruments & deferred tax assets and post-employment benefit assets.

E. Major customers

During the years ended March 31, 2020 and March 31, 2019 no single customer represents 10% or more of the Company's total revenue.

59 Business combinations

Pursuant to the term sheet dated December 23, 2016 with IndiaCan Education Private Limited (IndiaCan), all the assets and liabilities of ETEN, a business division of IndiaCan, engaged in the test preparation business for chartered accountancy courses and civil services entrance examination supported by VSAT (very small aperture terminal) network in India, were acquired by the Company via Business Transfer Agreement signed on April 19, 2017 and is effective from April 1, 2017. This acquisition will enable the Company to make its presence in the commercial coaching of prestigious courses like Civil Services and Chartered Accountancy in India. It will also enable the Company to connect with the students through the Digital VSAT network

As per para 18 of Ind AS 103 (Business Combinations), all identifiable assets and liabilities were assumed by the Company at its fair value.

A. Consideration transferred

The following table summarises the details of the purchase consideration and the net assets acquired are as follows:

	Amount
Consideration committed in cash and equivalents	593.81
Contingent consideration	50.00
Total purchase consideration	**643.81**

B. Acquisition-related costs

The Company incurred acquisition-related costs of ₹ 1 lakh on professional and other costs. These costs were included in 'Miscellaneous expenses' in year of acquistion.

C. Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition.

	Amount
Property, plant and equipment (refer note 3)	157.05
Intangible assets (refer note 7)	409.00
Financial assets	93.58
Non financial assets	11.11
Deferred tax liabilities	(141.55)
Financial liabilities	(29.79)
Non Financial liabilities	(30.62)
Provisions	(37.35)
Total identifiable net assets acquired	**431.43**

D. Calculation of Goodwill

	Amount
Consideration transferred (A)	643.81
Less: Net identifiable assets acquired (B)	431.43
Goodwill (A-B)	**212.38**

E. Contingent consideration

The Company had agreed to pay to the seller in each of the 3 years starting from FY 2017-18 consideration @ 4% per annum of the revenue generated from Chartered Accountancy and Civil Services business. Further, if cumulative revenues exceeds ₹ 15,000.00 lakhs in 3 years starting FY 2017-18 an additional consideration @ 1% shall be payable to seller. The Company has included ₹ 50.00 lakhs as contingent consideration related to the additional consideration, which represents its fair value at the date of acquisition. During the year based on the performance and achivement of enrollment the condition for contingent consideration has not met hence amount related to contingent consideration has written back in to the books as at March 31, 2020.

F. Revenue and profit contribution

The acquired business contributed revenues of ₹ 117.44 lakhs (March 31, 2019 ₹ 235.05 lakhs) and loss of ₹ 34.97 lakhs (March 31, 2019 ₹ 176.57 lakhs) to the Company for the year ended March 31, 2020.

G. Descriptive note on goodwill (explaining payment of goodwill)

This acquisition will enable the Company to launch CA product and also add General Studies product offering for the Civil Services entrance examination leading to strengthening and enhancing penetration of its test prep business. The Company had acquired the brand name ETEN, the studios at various locations including alliances/partnerships for academic delivery, franchise relationships at about 25 locations.

H. During the year, CL Educate had sent a legal notice to Indiacan Education Private Limited regarding the recoverability of Debtors related to the ETEN business that was transferred to the Company in 2018. Arbitration proceedings on the same were subsequently initiated by the Company, and are currently in progress, with the next hearing date scheduled for August 20, 2020.

60. Fair value measurement and financial instruments

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

i. As at March 31, 2020

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
Loans	-	-	116.42	116.42	-	-	116.42
Other financial assets	-	-	401.92	401.92	-	-	-
Current							
Investment	3,716.34	-	-	3,716.34	3,716.34	-	-
Trade receivables	-	-	3,553.85	3,553.85	-	-	-
Cash and cash equivalents	-	-	434.79	434.79	-	-	-
Bank Balances other than cash and cash equivalents	-	-	19.20	19.20	-	-	-
Loans	-	-	4,957.00	4,957.00	-	-	-
Other financial assets	-	-	519.66	519.66	-	-	-
Total	**3,716.34**	**-**	**10,002.84**	**13,719.18**	**3,716.34**	**-**	**116.42**
Financial liabilities							
Non-current							
Borrowings	-	-	83.58	83.58	-	-	83.58
Lease Liability	**-**	**-**	**391.54**	**391.54**	**-**	**-**	**-**
Current							
Borrowings	-	-	3,433.39	3,433.39	-	-	-
Lease Liability	-	-	286.92	286.92	-	-	-
Trade payables	-	-	3,538.70	3,538.70	-	-	-
Other financial liabilities	-	-	898.65	898.65	-	-	-
Total	**-**	**-**	**8,632.78**	**8,632.78**	**-**	**-**	**83.58**

(All figures in ₹ Lakhs unless stated otherwise)

ii. As at March 31, 2019

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
Loans	-	-	100.80	100.80	-	-	100.80
Other financial assets	-	-	1,476.47	1,476.47	-	-	-
Current							
Investments	2,743.09	-	-	2,743.09	2,743.09		
Trade receivables	-	-	4,835.88	4,835.88	-	-	-
Cash and cash equivalents	-	-	691.03	691.03	-	-	-
Bank Balances other than cash and cash equivalents	-	-	30.55	30.55	-	-	-
Loans	-	-	4,923.43	4,923.43	-	-	-
Other financial assets	-	-	284.51	284.51	-	-	-
Total	**2,743.09**	**-**	**12,342.67**	**15,085.76**	**2,743.09**	**-**	**100.80**
Financial liabilities							
Non-current							
Borrowings	-	-	278.86	278.86	-	-	278.86
Current							
Borrowings	-	-	3,041.45	3,041.45	-	-	-
Trade payables	-	-	3,726.69	3,726.69	-	-	-
Other financial liabilities	-	-	1,009.08	1,009.08	-	-	-
Total	**-**	**-**	**8,056.08**	**8,056.08**	**-**	**-**	**278.86**

The Company's borrowings have been contracted at floating rates of interest, which resets at short intervals. Accordingly, the carrying value of such borrowings (including interest accrued but not due) approximates fair value.
The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. Fair value of non-current financial assets which includes bank deposits (due for maturity after twelve months from the reporting date) and security deposits is similar to the carrying value as there is no significant differences between carrying value and fair value.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2020 and March 31, 2019.

Valuation technique used to determine fair value

Specific valuation techniques used to value non current financial assets and liabilities for whom the fair values have been determined based on present values and the appropriate discount rates of the Company at each balance sheet date. The discount rate is based on the weighted average cost of borrowings of the Company at each balance sheet date.

b. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

— Credit risk ;

— Liquidity risk ; and

— Market risk

Risk Management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the company.
The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities.

b. Financial risk management (Continued)

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at March 31, 2020	As at March 31, 2019
Trade receivables	3,553.85	4,835.88
Cash and cash equivalents	434.79	691.03
Bank Balances other than cash and cash equivalents	19.20	30.55
Loans	5,073.42	5,024.23
Other financial assets	921.58	1,760.98

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. The carrying amount of financial assets represents the maximum credit exposure.

The Company's credit risk is primarily to the amount due from customers. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an on-going basis.

i. Credit risk on loans is limited as the loans are given to subsidiaries and other related parties.

ii. Credit risk on cash and cash equivalents is limited as the Company invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies."

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Company does monitor the economic environment in which it operates and the Company manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

On adoption of Ind AS 109, the Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivable and other financial assets. The management uses a simplified approach (i.e. based on lifetime ECL) for the purpose of impairment loss allowance, the company estimates amounts based on the business environment in which the Company operates, and management considers that the trade receivables are in default (credit impaired) when counterparty fails to make payments for receivable within the credit period allowed. However the Company based upon historical experience determine an impairment allowance for loss on receivables.

The gross carrying amount of trade receivables is ₹ 4,069.08 lakhs (March 31, 2019 ₹ 5,510.88 lakhs). Trade receivables are generally realised within the credit period.(refer note 54)

The Company believes that the unimpaired amounts that are past due by more than the credit period allowed are still collectible in full, based on historical payment behaviour.

The Company's exposure to credit risk for trade receivables are as follows:

Particulars	Gross carrying amount	
	As at March 31, 2020	As at March 31, 2019
Not Due	179.86	-
0-90 days past due	768.62	846.72
90 to 180 days past due	329.08	152.27
180-365 days	564.58	629.38
365-730 days	228.01	811.17
More than 730 days	1,998.93	3,071.34
	4,069.08	**5,510.88**

Movement in the allowance for impairment in respect of trade receivables:

Particulars	As at March 31, 2020	As at March 31, 2019
Balance at the beginning	675.00	1,129.98
Impairment loss reversed	159.77	454.98
Balance at the end	**515.23**	**675.00**

(All figures in ₹ Lakhs unless stated otherwise)

b. Financial risk management (continued)

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that its liquidity position, including total cash (including bank deposits under lien and the anticipated future internally generated funds from operations will enable it to meet its future known obligations in the ordinary course of business).

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies to meet its liquidity requirements in the short and long term.

The Company's liquidity management process as monitored by management, includes the following:
- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.

As at March 31, 2020	Carrying Value	Contractual cash flows			
		Total	Less than one year	Between one year and five years	More than 5 years
Borrowings					
-From banks					
a) Vehicle loans	31.73	36.75	10.20	26.55	-
b) Other term loans	293.32	309.56	309.56	-	-
Current borrowings					
-Cash credit from banks	3,433.39	3,433.39	3,433.39	-	-
Trade payables	3,538.70	3,538.70	3,538.70	-	-
Lease Liability (current & non current)	678.46	1,010.66	232.34	331.91	446.41
Other financial liabilities					
Unpaid Dividend	2.56	2.56	2.56	-	-
Payable for property, plant and equipment	148.55	148.55	148.55	-	-
Payable for selling shareholders	28.06	28.06	28.06	-	-
Payable towards business combination (refer note 59)	-	-	-	-	
Contingent consideration (refer note 59)	-	-	-	-	-
Employee related payables	473.01	473.01	473.01	-	-
Total	**8,627.78**	**8,981.24**	**8,176.37**	**358.46**	**446.41**

As at March 31, 2019	Carrying Value	Contractual cash flows			
		Total	Less than one year	Between one year and five years	More than 5 years
Borrowings					
-From banks					
a) Vehicle loans	27.87	27.87	5.59	22.28	-
b) Other term loans	463.29	463.29	233.33	229.96	-
Current borrowings					
-Cash credit from banks	3,041.45	3,041.45	3,041.45	-	-
Trade payables	3,726.69	3,726.69	3,726.69	-	-
Other financial liabilities					
Unpaid Dividend	1.57	1.57	1.57	-	-
Payable for property, plant and equipment	145.04	145.05	145.05	-	-
Finance lease obligation	58.69	491.05	12.75	25.51	452.79
Payable for selling shareholders	28.06	28.06	28.06	-	-
Payable towards business combination (refer note 59)	143.81	143.81	143.81	-	-
Contingent consideration (refer note 59)	50.00	50.00	-	50.00	-
Employee related payables	**369.60**	369.60	369.60	-	-
Total	**8,056.08**	**8,488.44**	**7,707.90**	**327.75**	**452.79**

The above amounts reflects the contractual undiscounted cash flows except Lease liabilities/finance lease obligation , which may differ from the carrying value of the liabilities at the reporting date.

B. Financial risk management (continued)

iii. **Market risk**

Market risk is the risk that the 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, currency risk and other price risk, the Company mainly has exposure to two type of market risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows to the extent of earnings and expenses in foreign currencies. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating, investing and financing activities

There are no derivative contracts entered by the Company. Hence, there is no associated risk.

Exposure to currency risk

The summary of quantitative data about the Company's exposure to currency risk, as expressed in Indian Rupees, as at March 31, 2020 and March 31, 2019 are as below:

Particulars	As at March 31, 2020			
	AED	Amount	USD	Amount
Financial assets				
Trade receivables	30.31	615.63	-	-
Other financial asset	0.53	10.59	7.69	399.49
Other bank balances	5.03	103.35	-	-
	35.87	**729.57**	**7.69**	**399.49**
Financial liabilities				
Trade payables and other Liabilities	2.58	52.95	-	-
	2.58	**52.95**	**-**	**-**
Net exposure in respect of recognised assets and liabilities	**33.29**	**676.62**	**7.69**	**399.49**

Particulars	As at March 31, 2019			
	AED	Amount	USD	Amount
Financial assets				
Trade receivables	31.39	587.32	-	-
Other financial asset	(1.50)	(28.30)	7.69	399.49
Other bank balances	5.41	102.11	-	-
	35.30	**661.13**	**7.69**	**399.49**
Financial liabilities				
Trade payables and other liabilites	6.09	114.87	-	-
	6.09	**114.87**	**-**	**-**
Net exposure in respect of recognised assets and liabilities	**29.21**	**546.27**	**7.69**	**399.49**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at March 31, 2020 and March 31, 2019 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	Profit or loss (in ₹ Lakhs)		Equity, net of tax (in ₹ Lakhs)	
	Strengthening	Weakening	Strengthening	Weakening
1% depreciation / appreciation in Indian Rupees against following foreign currencies:				
For the year ended March 31, 2020				
AED	6.77	(6.77)	4.88	(4.88)
USD	3.99	(3.99)	2.88	(2.88)
Total	**10.76**	**(10.76)**	**7.76**	**(7.76)**
For the year ended March 31, 2019				
AED	5.46	(5.46)	3.94	(3.94)
USD	3.99	(3.99)	2.88	(2.88)
Total	**9.46**	**(9.46)**	**6.83**	**(6.83)**

AED: United Arab Emirates Dirham and USD: United States Dollar.

B. Financial risk management (continued)

(iii) Market risk

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term and short term borrowings with variable interest rates, which expose the Company to cash flow interest rate risk.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting year are as follows:

Particulars	As at March 31, 2020	As at March 31, 2019
Term loans from banks	293.32	463.29
Vehicle loans from banks	31.73	27.87
Cash credit from banks	3,433.39	3,041.45
Total	**3,758.44**	**3,532.61**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points (bps) in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		Equity, net of tax	
Particulars	**50 bps increase**	**50 bps decrease**	**50 bps increase**	**50 bps decrease**
Interest on loans from banks				
For the year ended March 31, 2020	16.58	(16.58)	(11.97)	11.97
For the year ended March 31, 2019	14.84	(14.84)	(10.71)	(10.71)

61. Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares.

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings	3,758.44	3,591.13
Less : Cash and cash equivalent	434.79	691.03
Adjusted net debt (A)	3,323.65	2,900.10
Total equity (B)	29,726.75	35,203.14
Adjusted net debt to adjusted equity ratio (A/B)	**11.18%**	**8.24%**

b. Dividends

Particulars	As at March 31, 2020	As at March 31, 2019
Interim dividend for the year ended on March 31, 2020 of ₹ 1 (March 31, 2019 : ₹ 1) per fully paid share	141.66	141.66
Dividend Distribution Tax on interim dividend	29.11	29.11
Total	**170.77**	**170.77**

62. The Board of Directors of the Company has approved a scheme of arrangement for amalgamation of its subsidiary companies into the Company ("the Scheme") in its meeting held on November 27, 2018. The Scheme has been approved by National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). During the year, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Company Law Tribunal (NCLT), for the proposed amalgamation of Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited ("Amalgamating Company") with CL Educate Limited ("Amalgamated Company"). The Scheme will be effective upon approval from NCLT, which is pending as on date. The appointed date as proposed by the Company is April 1, 2019. In current update hearing of the 2nd Motion Petition of CL Educate scheduled for 14th May, 2020 has now been adjourned to June 19, 2020 , as the Bench is still closed on account of Covid-19 so we are trying to get next hearing date.

63. Due to spread of 'COVID-19' pandemic the Government imposed a nationwide lockdown and other restrictions on movement with effect from March 25, 2020. Consequently, the Company's offices were closed and operations temporarily suspended since then.

The Company has drawn projected cash flow for the next one year, based on certain assumptions and has concluded that the Company will have sufficient liquidity to continue its operations. There are possibilities of delays in case of customers which are taken care by Expected Credit Loss Model (ECL).

In assessing the recoverability of its current assets including trade receivables, loan and advances, the Company has considered internal and external information up to the date of approval of these financial statements, has performed sensitivity analysis on the assumptions based on current indicators of the future economic conditions and considered the same in preparing these financial results. The Company is confident of recovering the carrying amount of these assets.

(All figures in ₹ Lakhs unless stated otherwise)

However, the impact of the pandemic may be different from that estimated as at the date of approval of these financial statements and the management will continue to closely monitor any material changes to future economic conditions.

64. Previous year's notes / figures have been regrouped / rearranged as per the current year's presentation for the purpose of comparability.

As per report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

Sd/-	**Sd/-**	**Sd/-**	**Sd/-**	**Sd/-**
Manoj Daga	**Gautam Puri**	**Nikhil Mahajan**	**Rachna Sharma**	**Arjun Wadhwa**
Partner	Vice Chairman and Managing Director	Executive Director and Group CEO Enterprise Business	Company Secretary and Compliance Officer	Chief Financial Officer
Membership No.:048523	DIN: 00033548	DIN: 00033404	ICSIM. No.: A17780	
Place: Mumbai				
Date : June 29, 2020				

Place: New Delhi
Date : June 29, 2020

Consolidated Financial Statements

Independent Auditor's Report

To the Members of CL Educate Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of CL Educate Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising of the Consolidated Balance Sheet as at March 31, 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 Ind AS financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated Ind AS 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 other auditors on separate Ind AS financial statements and on the other financial information of the subsidiaries and associates, the aforesaid consolidated Ind AS 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, of the consolidated state of affairs of the Group and its associates as at March 31, 2020, their consolidated loss (including other comprehensive income), their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified 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 Ind AS Financial Statements section of our report. We are independent of the Group and its associates 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 Ind AS financial statements under the provisions of the Act and Rules thereunder,and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current year. These matters were addressed in the context of our audit of the consolidated Ind AS 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.

Key Audit Matter	How our audit addressed the key audit matter
Revenue Recognition – Holding Company (Refer Note 2(ii) and Note 38 to the accompanying consolidated Ind AS financial statements)	
Revenue is one of the key profit driver and is therefore susceptible to misstatement. Cut off is the key assertion in so far as revenue recognition is concerned. The revenue is also deferred for part of services which have not been rendered. Revenue from the sale of services and products is measured at the fair value of the consideration received or receivable, net of discounts and taxes.	Our audit procedures included the following: • Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers'. • Understood, evaluated and tested the key controls implemented by the Company in relation to revenue recognition and discounts.

Considering the significant risk and judgment involved in revenue recognition and estimating accruals relating to discounts recognised in relation to services provided during the year, it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.	• Performed sample tests of individual service transaction and verified services invoices and other related documents of such samples. Further, in respect of such samples checked that the revenue has been recognized as per the accounting policy. • Performed cut off procedures on sample basis for revenue transactions made to ensure correctness of period of revenue recognition. • Tested the calculations related to discounts and other supporting documents on test check basis. • Verified the relevant disclosures made in the standalone Ind AS financial statements in accordance with Ind AS 115.
Impairment testing of Trade Receivables – Holding Company (Refer Note 2(x)(v) and Note 17 to the accompanying consolidated Ind AS financial statements)	
For the purpose of impairment assessment of trade receivables, significant judgments and assumptions, including the timing and amount of realization of these receivables, are required for the determination of the impairment charge. We have identified valuation of trade receivables as a key audit matter on account of the significant management judgment involved with respect to the realisation of trade receivables and the provisions for impairment of receivables.	Our audit procedures included the following: • Understanding the trade receivables process with regards to valuation and evaluation of controls designed and implemented by the management. • Testing the accuracy of ageing of trade receivables at year end on sample basis. • Obtained a list of outstanding receivables, identified significant long outstanding receivables and discussed plan of recovery with management. • Verified the appropriateness of judgments regarding provisions for trade receivables and assess as to whether these provisions were calculated in accordance with the Company's provisioning policies. • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, as applicable.
Recoverability of carrying value of investments (Refer Note 64(b) to the accompanying consolidated Ind AS financial statements)	
The Group has investments in associates as at March 31, 2020. The management assesses annually the existence of impairment indicators of each shareholdings in such associates. The processes for assessing and determining the recoverable amount of each investments are based on certain assumptions that by their nature imply the use of the management's judgment, in particular with reference to identification of impairment indicators, forecast of future cash flows, long-term growth and discount rates applied to such forecasted cash flows. Considering the judgment required for estimating the cash flows and the assumptions used, this is considered as a key audit matter	Our audit procedures included the following: • We obtained understanding of the Group's policy on assessment of impairment of investment in associates including design and implementation of controls. • We assessed the process used by management to estimate the recoverable value of each investment and consistency with accounting standards. • We compared the carrying values of the Group's investment in these associates with their respective net asset values. • With respect to cases where indicators of impairments were identified by management, we obtained and read the projections / future cash flows along with sensitivity analysis thereof with respect to the relevant investments. • We evaluated valuer's / management's methodology, assumptions and estimates used in the calculations. • We evaluated the accounting and disclosure of investment impairments in the financial statements of the Group.

Emphasis of Matter

We draw attention to the following matters in the notes to the consolidated Ind AS financial statements:

(a) Note 58, wherein the Management has described the reasons for considering old vocational outstanding trade receivables as recoverable.

(b) Note 59, with regard to Business Transfer Agreement with I-Take Care Private Limited (the 'Buyer') for sale of infrastructure services business (the 'Assets'), carried on by Career Launcher Infrastructure Private Limited ("CLIP") a step down subsidiary of the Holding Company, on a slump sale basis. As on reporting date, the transaction is pending closure as the Buyer has not been able to arrange the requisite funds to close the transactions. As detailed in said note, the Management is also in parallel discussions with other parties to locate an alternate buyer to give effect to disposal of the Assets.

As further stated in the said Note, the delay is caused by the events and circumstances beyond CLIP's control and that the Management remains committed to its plan to sell the Asset. As a result, CLIP continues to disclose such Assets as "Disposal group-Assets held for sale' as on the Balance sheet date.

(c) Note 70(a), which describes that the Group has initiated a legal action against B&S Strategy Services Private Limited before the Honourable High Court of Delhi and an arbitrator has been appointed. Further as stated in said note, based on its assessment of the merits of the case, the Management is confident of recovering the outstanding cash consideration of ₹ 400 lakhs and receivables from Nalanda Foundation amounting ₹ 500 lakhs in full and hence, no provision is required or made.

(d) Note 70(e), wherein the Management has described that during the quarter and year ended March 31, 2020, Career Launcher Education Infrastructure and Services Limited (CLEIS), a subsidiary of the Holding Company, ceased to exercise significant influence over B&S Strategy Services Private Limited (B&S), though it continues to hold 44.18% equity share capital in B&S. On account of the reason mentioned in the aforesaid note, cessation of significant influence from December 31, 2019 and in absence of the required financial information from B&S for the quarter ended March 31, 2020, the Holding Company has consolidated the Group's share of profit/ loss from the said associate in terms of Ind AS 28 only till the date of influence i.e. December 31, 2019.

(e) Note 72, which explains the Management's evaluation of the financial impact on the Group and its associates due to lockdown and other restrictions imposed on account of COVID-19 pandemic situation. The assessment of the impact in the subsequent period is highly subjective and is dependent upon circumstances as they evolve.

(f) Note 69, regarding preparation of the financial statements by Career Launcher Infrastructure Private Limited (CLIP), a step-down subsidiary on a going concern basis. As detailed in the said note, CLIP has not generated any revenue (except from the discontinued business) during the year ended March 31, 2020 and, as of that date, CLIP's current liabilities exceeded its current assets by ₹ 1,640.79 lakhs. These events or conditions, along with other matters as set forth in the said note, indicate that a material uncertainty exists that may cast significant doubt on its ability to continue as a going concern. However, the Management has stated that the publishing business already running in one of the fellow subsidiary will hence forth be part of CLIP's business and the same will generate profit and cash flows to sustain the operations in the near future together with the other particulars in the said note. Accordingly, the Management has prepared the financial statements of CLIP on a going concern basis.

Our opinion is not modified in respect of these matters.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the standalone Ind AS financial statements, consolidated Ind AS financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of auditor's report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements 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 including its associates in accordance with the accounting principles generally accepted in India, including 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 and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associates and for preventing and detecting frauds and other irregularities; the 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 Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates 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 and 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 and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 Ind AS 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 Ind AS 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 control 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 Holding Company, its subsidiary companies andassociate companies, which are companies incorporated in India, have adequate internal financial controls with reference to financial statements 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 and its associates 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 Ind AS 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 and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS 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 and its associates of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS 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 Ind AS 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 Ind AS financial statements of the current year 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.

Other Matters

(a) Due to COVID-19 related lockdown restrictions imposed by the government, Management was able to perform physical verification of cash and inventory at the yearend, close to yearend and /or subsequent to year end. However, we were unable to physically observe the verification of cash and inventory that was carried out by the Management. Consequently, we have performed alternate audit procedures and relied upon internal controls to obtain comfort over the existence and condition of cash and inventory at year end, as per the guidance provided in SA 501 "Audit Evidence – Specific Considerations for Selected Items", and have obtained sufficient appropriate audit evidence to issue our unmodified opinion on this consolidated Ind AS financial statements.

(b) We did not audit the Ind AS financial statements of two subsidiaries, whose Ind AS financial statements reflects total assets of ₹ 739.78 lakhs and net assets of ₹ 44.56 Lakhs as at March 31, 2020, total revenues of ₹ 1628.52 lakhs, total net loss after tax of ₹ (9.74) Lakhs and net cash inflows amounting to ₹ 11.53 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These Ind AS financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated Ind AS 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 the aforesaid subsidiaries, is based solely on the reports of the other auditors.

(c) We did not audit the Ind AS financial statements of two subsidiaries, whose Ind AS financial statements reflects total assets of ₹ 1,029.92 Lakhs and net assets of ₹ 421.74 Lakhs as at March 31, 2020, total revenues of ₹ 1,385.93 Lakhs, total net profit after tax of ₹ 81.73 Lakhs and net cash inflows amounting to ₹ 465.58 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial statements also include Group's share of net loss of ₹ (14.71) Lakhs for the year ended March 31, 2020, as considered in the consolidated Ind AS financial statements, in respect of two associates, whose Ind AS financial statements have not been audited by us. These Ind AS financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on such unaudited Ind AS financial statements. In our opinion and according to the information and explanations given to us by the management, these Ind AS financial statements are not material to the Group including its associates (Also refer para (d) under Emphasis of Matter paragraph above).

Our opinion on the consolidated Ind AS financial statements 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 and the Ind AS financial statements and financial information certified by the management.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditor(s) on separate Ind AS financial statements and the other financial information of subsidiaries and an associate, as noted in the Other Matters section above we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

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 Ind AS financial statements;

d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

e. The matters described in the Emphasis of Matter section above, in our opinion, may have an adverse effect on the functioning of the Group including its associates;

f. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company, the reports of the statutory auditors of its subsidiary companies, and information provided by the management of Holding Company in respect of an associate, incorporated in India, none of the directors of the Group companies and its associate company incorporated in India, is disqualified as on March 31, 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 with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure";

h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us by the Holding Company and the reports of the statutory auditors of its subsidiary companies and the information provided by the management of Holding Company in respect of an associate company incorporated in India, the remuneration paid/ provided to their directors during the year by the Holding Company, subsidiary companies and an associate company incorporated in India 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 consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates– Refer Note 49 to the consolidated Ind AS financial statements;

   (ii) The Group and its associates did not have any long term contracts including derivative contracts. Hence the question of any material foreseeable losses does not arise; and

   (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate companies, incorporated in India.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Sd/-
Manoj Daga
Partner
Membership No. 048523
UDIN:20048523AAAAAL8871

Place: Mumbai
Date : June 29, 2020

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section in our Independent Auditor's Report of even date to the members of CL Educate Limited on the consolidated Ind AS financial statements for the year ended March 31, 2020]

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of CL Educate Limited ("Holding Company") as of and for the year ended March 31, 2020, we have audited the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding 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 the 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 with reference to financial statements of Holding Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained 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 audit opinion on the internal financial controls with reference to financial statements of Holding Company and its subsidiary companies.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements 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 with reference to financial statements 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 with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified opinion

According to the information and explanations given to us and based on our audit and the report issued by other auditors, the following material weaknesses have been identified as at March 31, 2020:

a) The Holding Company's internal financial control in respect of obtaining periodic balance confirmations and preparation of reconciliations of trade payables were not operating effectively during the year, which may result in unwarranted disputes and over/understatement of party balances.

b) In case of one of the subsidiary, Kestone Intgerated Marketing Services Private Limited, comprehensive procurement policies for purchase of goods and services have not been documented, which could potentially result in the aforesaid subsidiary procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at higher prices.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weakness described in (b) above on the achievement of the objectives of the control criteria, the Holding Company and its subsidiary companies , which are companies incorporated in India, have maintained, in all material respects, adequate internal financial controls with reference to financial statements as at March 31, 2020, and except for the possible effects of the material weakness described in (a) above on the achievement of the objectives of the control criteria, such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2020 consolidated Ind AS financial statements of the Company, and these material weaknesses do not affect our opinion on the consolidated Ind AS 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 with reference to financial statements in so far as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Sd/-
Manoj Daga
Partner
Membership No. 048523
UDIN:20048523AAAAAL8871

Place: Mumbai
Date : June 29, 2020

Consolidated Balance Sheet as at March 31, 2020

	Note	As at March 31, 2020	As at March 31, 2019
Assets			
Non-current assets			
Property, plant and equipment	3	3,977.03	4,326.27
Right to use assets	4	947.85	-
Investment property	5	299.91	305.67
Goodwill	6	3,273.42	3,345.05
Other intangible assets	7	2,263.17	2,089.88
Intangible assets under development	9	342.64	174.45
Investment in associates accounted by using equity method	64	1,378.34	5,430.68
Financial assets			
(i) Loans	10	167.66	175.88
(ii) Other financial assets	11	956.61	1,651.47
Non-current tax assets (net)	12	2,748.95	3,166.04
Deferred tax assets (net)	13	1,325.88	1,179.44
Other non-current assets	14	69.60	202.95
Total non-current assets		**17,751.07**	**22,047.78**
Current assets			
Inventories	15	1,450.24	980.64
Financial assets			
(i) Investments	16	3,716.34	2,743.09
(ii) Trade receivables	17	9,470.01	12,992.13
(iii) Cash and cash equivalents	18	1,159.28	1,041.10
(iv) Bank balances other than (iii) above	19	260.02	980.20
(v) Loans	20	1,550.20	2,117.88
(vi) Other financial assets	21	732.92	1,238.13
Other current assets	22	3,132.49	2,328.94
		21,471.50	**24,422.11**
Assets classified as held for sale	23	2,923.31	2,923.21
Total Current assets		**24,394.81**	**27,345.10**
Total assets		**42,145.87**	**49,393.10**
Equity and liabilities			
Equity			
Equity share capital	24	1,416.57	1,416.57
Other equity	25	26,922.30	32,410.73
Equity attributable to owners of the company		**28,338.87**	**33,827.30**
Non-controlling interest	64c	26.90	15.42
Total equity		**28,365.77**	**33,842.72**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	26	358.37	804.73
(ii) Lease liability	27	448.25	-
Provisions	28	562.36	482.71
Deferred tax liabilities (net)	29	3.36	71.62
Other non-current liabilities	30	71.29	373.08
Total non-current liabilities		**1,443.63**	**1,732.14**
Current liabilities			
Financial liabilities			
(i) Borrowings	31	3,918.08	4,450.30
(ii) Lease liability	32	435.74	-
(ii) Trade payables	33		
- total outstanding dues of micro enterpises and small enterprises; and		802.68	787.97
- total outstanding dues of creditors other than micro enterprises and small enterprises		3,263.66	4,020.68
(iii) Other financial liabilities	34	1,361.84	1,898.73
Other current liabilities	35	2,530.08	1,848.59
Provisions	36	12.21	18.21
Current tax liabilities (net)	37	12.18	793.76
Total current liabilities		**12,336.47**	**13,818.24**
Total liabilities		**13,780.10**	**15,550.38**
Total equity and liabilities		**42,145.87**	**49,393.10**

Summary of significant accounting policies 2

The accompanying notes 1 to 73 are an integral part of these financial statements.

As per report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

Sd/
Manoj Daga
Partner
Membership No.:048523
Place: New Delhi
Date : June 29, 2020

Sd/-
Gautam Puri
Director
DIN: 00033548

Sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

Sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSI M. No.: A17780

Sd/-
Arjun Wadhwa
Chief Financial Officer

Place: New Delhi
Date : June 29, 2020

(All figures in ₹ Lakhs unless stated otherwise)

Consolidated statement of profit and loss for the year ended March 31, 2020

Particulars	Notes	Year ended March 31, 2020	Year ended March 31, 2019
Continuing Operations			
Income			
Revenue from operations	38	30,868.33	33,925.95
Other income	39	1,523.94	1,323.66
Total Income		**32,392.27**	**35,249.61**
Expenses			
Cost of material consumed	40	941.34	1,172.61
Purchase of stock in trade	41	81.06	32.90
Changes in inventories of stock-in-trade	42	(557.26)	(98.07)
Employee benefit expense	43	5,303.93	5,813.21
Finance costs	44	830.96	619.88
Depreciation and amortisation expense	45	1,395.74	948.33
Franchisee expenses		7,142.51	6,944.48
Other expenses	46	18,616.91	17,371.88
Total expenses		**33,755.19**	**32,805.22**
(Loss)/Profit before tax before exceptional expenses		(1,362.92)	2,444.39
Exceptional Expenses	47	4,150.05	-
(Loss)/Profit from continuing operation before share of net profits of investments accounted for using equity method and tax		**(5,512.97)**	**2,444.39**
Share of net (loss)/profit of associates accounted for using the equity method	64	(14.71)	4.58
(Loss)/Profit before tax from continuing operations		**(5,527.68)**	**2,448.97**
Tax expense:			
Current Tax		164.30	637.86
Deferred Tax	65	(168.44)	40.23
Tax related to prior years		(98.82)	-
(Loss) / Profit from Continuing Operations		**(5,424.72)**	**1,770.88**
Discontinuing Operations			
Profit from discontinued operation before tax	59	118.92	226.75
Tax expense:	65		
Current tax		-	-
Deferred tax		-	-
Profit from discontinued operation		**118.92**	**226.75**
(Loss)/Profit for the year		**(5,305.80)**	**1,997.63**
Other comprehensive (loss)/income			
Items that may be subsequently reclassified to statement of profit and loss			
Exchange difference on translation of foreign operation			
Income tax relating to above		9.75	(5.30)
Items that will not be reclassified to statement of profit and loss		**(2.47)**	**1.47**
Remeasurement of defined benefit plans		47.93	26.07
Income tax relating to these items		(12.32)	(7.21)
Other comprehensive income for the year, net of tax		42.89	15.03
Total comprehensive (loss)/income for the year		**(5,262.91)**	**2,012.66**
(Loss)/Profit attributable from continuing operations to:			
Owners of the company		(5,434.99)	1,767.91

Non-controlling interests		10.27	2.97
		(5,424.72)	**1,770.88**
Profit attributable from discontinuing operations to:			
Owners of the company		118.92	226.75
Non-controlling interests		-	-
		118.92	226.75
Other comprehensive income attributable to:			
Owners of the company		41.68	15.03
Non-controlling interests		1.21	-
		42.89	**15.02**
Total comprehensive (loss)/income attributable to:			
Owners of the company		(5,274.39)	2,009.69
Non-controlling interests		11.48	2.97
		(5,262.91)	**2,012.66**
(Loss)/Earnings Per Share - continuing operations	48		
Basic		(38.29)	12.50
Diluted		(38.29)	12.50
Earnings Per Share - discontinuing operations			
Basic		0.84	1.60
Diluted		0.84	1.60
(Loss)/Earnings Per Share - continued & discontinuing operations			
Basic		(37.45)	14.10
Diluted		(37.45)	14.10

Summary of significant accounting policies 2

The accompanying notes 1 to 73 are an integral part of these financial statements.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

Sd/-
Manoj Daga
Partner
Membership No.:048523

Place: New Delhi
Date : June 29, 2020

Sd/-
Gautam Puri
Director
DIN: 00033548

Sd/-
Nikhil Mahajan
Executive Director
and Group CEO Enterprise Business
DIN: 00033404
Place: New Delhi
Date : June 29, 2020

Sd/-
Rachna Sharma
Company Secretary
ICSI M. No.: A17780

Sd/-
Arjun Wadhwa
Chief Financial Officer

(All figures in ₹ Lakhs unless stated otherwise)

Consolidated Statement of Cash Flow for the year ended March 31, 2020

		Year ended March 31, 2020	Year ended March 31, 2019
A.	**Cash flow from operating activities**		
	Net Profit before tax from:		
	Continuing operation	(5,527.68)	2,448.98
	Discontinued operation	118.92	226.75
	Profit before income tax including discontinued operation	**(5,408.76)**	**2,675.73**
	Adjustment for:		
	Depreciation and amortisation	1,395.74	948.33
	Depreciation on investment property	5.76	5.96
	(Gain) on sale of property, plant and equipment	(14.82)	(8.15)
	Provision for slow moving inventory	85.64	-
	Finance cost	830.96	619.88
	Lease equalisation reserve	-	4.84
	(Gain) on fair value changes in investments	(116.31)	(124.56)
	Share of profits / (loss) of associates	14.71	(4.58)
	Advances written off	499.19	187.23
	Rent income on investment property	(26.49)	(24.62)
	Liability no longer required written back	(374.56)	(332.25)
	Unwinding of interest on security deposits	(27.20)	(27.47)
	Transfer to stock options outstanding	-	(5.26)
	Employee share based payment expense	2.16	-
	Unrealised foreign exchange (gain) / loss (net)	(63.24)	(9.90)
	(Gain) on Mutual fund	(225.23)	(211.09)
	Movement in financial guarantee	0.67	3.14
	Other comprehensive income	42.89	15.03
	Interest Income	(174.85)	(216.95)
	Reversal of goodwill	71.63	-
	Provision / (Reversal) of loss allowance on doubtful debtors	235.00	(267.02)
	Loss allowance on advances	176.31	75.00
	Exceptional expense	4,150.05	-
	Bad debts written off	3,016.35	1,445.29
	Operating profit before working capital changes	**4,095.60**	**4,748.58**
	Movements in working capital		
	- (Increase)/Decrease in trade receivables	276.34	(2,684.47)
	- (Increase)/Decrease in inventories	(558.84)	(180.97)
	- (Increase)/Decrease in loans	523.43	7.96
	- (Increase)/Decrease in financial assets	(143.36)	244.00
	- (Increase)/Decrease in current & non current assets	(671.91)	208.47
	- Increase/(Decrease) in other current & non-current liabilities	767.17	(72.79)
	- Increase/(Decrease) in Trade payables	(742.31)	166.80
	- Increase/(Decrease) in Provisions	73.65	25.25
	- Increase/(Decrease) in current & non current financial liabilities	(284.58)	147.96

	Cash Generated from operations	**3,338.55**	**2,610.79**
	Less: Income Tax Paid (net of refunds)	(476.23)	(955.97)
	Net Cash generated from operating activities (A)	**2,862.31**	**1,654.82**
B.	**Cash flow from investing activities**		
	Purchase of property, plant and equipment	(143.07)	(178.64)
	Purchase of other intangible assets	(696.08)	(488.74)
	Intangible assets under development	(424.04)	(174.45)
	Disposal of intangible asset under development	81.40	86.05
	Purchase of investment in subsidiaries & associates	(65.68)	(248.05)
	Purchase from sale of Mutual fund	1,156.98	1,370.00
	Purchase of investment of in mutual funds	(1,905.00)	(3,902.00)
	Assets classified as held for sale	(0.10)	0.03
	Loan given to related parties	(72.58)	(26.95)
	Proceeds from realisation of loan given	152.24	17.50
	Term deposits not considered as cash and cash equivalents	1,415.04	1,927.70
	Non controlling interest	11.48	(345.98)
	Interest received	205.60	294.31
	Rent income on investment property	26.49	24.62
	Net Cash (Used in) Investing Activities (B)	**(257.32)**	**(1,644.60)**
C.	**Cash Flow from Financing Activities**		
	Proceeds from long-term borrowings	-	750.00
	Repayment of long-term borrowings	(437.43)	(509.65)
	Net increase in working capital borrowings	(532.22)	213.51
	Payment of lease liabilities (net)	(611.43)	-
	Interest Expense Paid	(734.97)	(618.11)
	Dividend paid including tax	(170.77)	(170.77)
	Net Cash (used in) Financing Activities (C)	**(2,486.82)**	**(335.02)**
	Net (Decrease) in Cash and Cash Equivalents (A+B+C)	**118.18**	**(324.80)**
	Balance at the beginning of the year		
	Cash and cash equivalents at the beginning of the year	1,041.10	1,365.90
	Balance at the end of the year	**1,159.28**	**1,041.10**
	Components of cash & cash equivalent		
	Balances with banks		
	- on current account	1,040.27	791.85
	Cheques/ drafts on hand	2.33	74.38
	Cash on hand	116.68	174.87
		1,159.28	**1,041.10**

(ii) Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities:

Particulars	**Non-current borrowings (Including current maturities)**	**Current borrowings**	**Interest on borrowings**
For the year ended March 31, 2020			
Balance as at April 1, 2019	1,291.98	4,450.30	(73.08)
Loan drawals (in cash) /interest accrued during the year	-	-	356.60
Loan repayments/interest payment during the year	(437.43)	(532.22)	(734.97)

(All figures in ₹ Lakhs unless stated otherwise)

Other non cash changes	-	-	(2.65)
Balance as at March 31, 2020	**854.55**	**3,918.08**	**(454.10)**

Particulars	Non-current borrowings (Including current maturities)	Current borrowings	Interest on borrowings
For the year ended March 31, 2019			
Balance as at April 1, 2018	1,028.78	4,236.79	3.96
Loan drawals (in cash) /interest accrued during the year	750.00	213.51	519.57
Adjustment for processing fee	(3.02)	-	-
Loan repayments/interest payment during the year	(509.65)	-	(593.07)
Other non cash changes	25.87	-	(3.53)
Balance as at March 31, 2019	**1,291.98**	**4,450.30**	**(73.08)**

There are no non-cash changes on account of effect of changes in foreign exchange rates and fair values.

(iii) 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" specified under Section 133 of the Companies Act, 2013, as applicable.

(iv) The above statement of cash flows should be read in conjuction with the accompanying notes 1 to 73.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

Sd/-
Manoj Daga
Partner
Membership No.:048523
Place: New Delhi
Date : June 29, 2020

Sd/-
Gautam Puri
Director
DIN: 00033548

Sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

Sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSI M. No.: A17780

Sd/-
Arjun Wadhwa
Chief Financial Officer

Place: New Delhi
Date : June 29, 2020

Statement of Changes in Equity for year ended March 31, 2020

(a) Equity share capital

Particulars	Amount
Balance as at April 1, 2018	1,416.57
Change in equity share capital during the year	-
Balance as at March 31, 2019	**1,416.57**
Change in equity share capital during the year	-
Balance as at March 31, 2020	**1,416.57**

(b) Other equity

Particluars	Attributable to owners of the company										Non-controlling interests	Total
	Reserves and Surplus							Items of OCI		Total attributable to owners of the company		
	Retained earnings	Security premium reserve	Share options outsta-nding amount	General reserve	Equity component of compound financial instruments	Deemed equity	Capital reserve	Exchange differences on translation of foreign operation	Remeasu-rement of defined benefit plans			
Adjusted balance as at April 1, 2018	**2,746.30**	**29,853.45**	**176.73**	**64.70**	**4.85**	**32.78**	**0.20**	**(3.13)**	**43.57**	**32,919.45**	**(1,984.44)**	**30,935.01**
							-					
Profit for the year	1,994.66	-	-	-	-	-	-	-	-	1,994.66	2.97	1,997.63
Addition during the year	-	-	-	-	-	0.49	-	-	-	0.49	-	0.49
Gross compensation for the year	-	-	(5.26)	-	-	-	-	-	-	(5.26)	-	(5.26)
Transfer to general reserve	-	-	(136.67)	136.67	-	-	-	-	-	-	-	-
Dividend & tax on dividend paid during the year	-	-	-	(170.77)	-	-	-	-	-	(170.77)	-	(170.77)
Transaction with NCI	-	-	-	-	-	-	-	-	-	-	(345.98)	(345.98)
Other comprehensive income for the year	-	-	-	-	-	-	-	(3.82)	18.85	15.03	-	15.03
Total comprehensive income for the year	**1,994.66**	**-**	**(141.93)**	**(34.10)**	**-**	**0.49**	**-**	**(3.82)**	**18.85**	**1,834.15**	**(343.01)**	**1,491.14**
Balance as at March 31, 2019	**4,740.96**	**29,853.45**	**34.80**	**30.60**	**4.85**	**33.27**	**0.20**	**(6.95)**	**62.42**	**34,753.60**	**(2,327.45)**	**32,426.15**
Profit for the year	(5,305.80)	-	-	-	-	-	-	-	-	(5,305.80)	10.27	(5,295.53)
Addition during the year	-	-	-	-	-	18.24	-	-	-	18.24	-	18.24
Gross compensation for the year	-	-	2.15	-	-	-	-	-	-	2.15	-	2.15
Transfer to general reserve	(140.18)	-	(36.95)	177.13	-	-	-	-	-	-	-	-
Dividend & tax on dividend paid during the year	-	-	-	(170.77)	-	-	-	-	-	(170.77)	-	-
Transaction with NCI	(86.57)	-	-	-	-	-	-	-	-	(86.57)	-	(86.57)
Lease adjustment	12.66	-	-	-	-	-	-	-	-	12.66	-	12.66
Other comprehensive income for the year	-	-	-	-	-	-	-	7.27	35.61	42.88	-	42.88
Total comprehensive income for the year	**(5,519.89)**	**-**	**(34.80)**	**6.36**	**-**	**18.24**	**-**	**7.27**	**35.61**	**(5,487.21)**	**10.27**	**(5,476.94)**
Balance as at March 31, 2020	**(778.93)**	**29,853.45**	**-**	**36.96**	**4.85**	**51.51**	**0.20**	**0.32**	**98.03**	**29,266.39**	**(2,317.18)**	**26,949.20**

The accompanying notes 1 to 73 an integral part of these financial statements.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048
Sd/-
Manoj Daga
Partner
Membership No.:048523
Place: Mumbai
Date : June 29, 2020

For and on behalf of the Board of Directors of CL Educate Limited

Sd/-
Gautam Puri
Director
DIN: 00033548

Sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

Sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSI M No.A17780

Sd/-
Arjun Wadhwa
Chief Financial Officer

Place: New Delhi
Date : June 29, 2020

Notes to the Consolidated Financial Statements for the year ended March 31, 2019

Reporting Entity

CL Educate Limited ('the Company') is a company domiciled in India, with its registered office situated at Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003. The Company was incorporated in India on April 25, 1996 to conduct various educational and consulting programmes. The Company is providing education and test preparation training programmes which include tuitions to school students and coaching to aspirants for a variety of entrance examinations both at the school i.e. 10+2 level and graduate / post graduate levels, education infrastructure service, event management, manpower resourcing and publication of books through formation/acquisition of various subsidiaries.

The company's equity shares are listed with Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE) in India.

The Company along with its subsidiaries its associates and its joint venture has been collectively hereinafter referred to as "the Group".

1. Basis of preparation.

(i) Statement of compliance:

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These consolidated financial statements were authorised for issue by the Board of Directors on June 29, 2020.

The significant accounting policies adopted in the preparation of these consolidated financial statements are included in note 2. These policies have been consistently applied to all the years presented, unless otherwise stated.

(ii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act.

Based on the nature of services, the operating cycle of the Group cannot be ascertained as it typically ranges from 1 month to 2 years given the wide range of various tuitions and test preparation coaching programmes being offered by the Group. In absence of any ascertainable operating cycle, the same has been taken as 12 months for the purpose of current and non-current classification of assets and liabilities except in case of trade receivables, unearned revenue, trade payables related to franchisee fees and prepaid franchisee fees which in view of the management are directly linked to revenue from coaching and hence have been treated as current for the purpose of classification.

(iii) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

(iv) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations
Contingent consideration in business combination	Fair value
Share based payments	Fair value
Assets held for sale	Lower of carrying amount and fair value less cost to sell.

(v) Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- Note no 45: leases: whether an arrangement contains a lease;
- Note no 45: lease classification.
- Note no 58: classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.;
- Note no 55: assets held for sale: availability of the asset for immediate sale, management's commitment for the sale and probability of sale to conclude if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2020 is included in the following notes:

- Note no 46: measurement of defined benefit obligations and plan assets: key actuarial assumptions;
- Note no 3: measurement of useful lives and residual values to property, plant and equipment;
- Note no 6: measurement of useful lives of intangible assets;
- Note no 58: fair value measurement of financial instruments;
- Note no 44: recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of outflow of resources;
- Note no 61: recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- Note no 5 and 6: impairment test of non-financial assets: key assumptions underlying recoverable amounts including the recoverability of expenditure on internally- generated intangible assets;
- Note no 58: impairment of financial assets.
- Note no 5: impairment of goodwill.
- Note 57: acquisition of subsidiary and associates: fair value of the consideration transferred (including contingent consideration) and fair value of the assets acquired and liabilities assumed, measured on a provisional basis; and

(vi) Measurement of fair value

A number of accounting policies and disclosures require measurement of fair value for both financial and non-financial assets and liabilities. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either –

• In the principal market for the asset or liability, or

• In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Group.

All assets and liabilities for which fair value is measured or disclosed in the consolidated 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) 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

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Group measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date. The same are disclosed in Note 58.

2. Significant accounting policies

(i) Basis of consolidation:

a) Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-Group transactions, balances and unrealised gain on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests (NCI) in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively. NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

b) Associates:

The Group's interests in equity accounted investees comprise interests in associates. An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interests in associates are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity-accounted investees until the date on which significant influence ceases.

c) Loss of control:

The Group treats transactions with non-controlling interests that do not result in a loss of control as transaction with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control or significant influence, any retained interest in the equity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purpose of subsequently accounting for the retained interest as an associate or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(ii) Revenue

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflect the consideration which the Group expects to receive in exchange for those product or services at the fair value of the consideration received or receivable, which is generally the transaction price, net of any taxes/duties and discounts.

Educational and training business of the Group includes revenue from services and sales of text books.

Revenue from services

Revenue in respect of educational and training programme received from students is recognised in profit and loss over the period of contract in proportion to the stage of completion of the services at the reporting date. The stage of completion is assessed by reference to the curriculum. Fee is recorded at invoice value, net of discounts and taxes, if any.

Revenue in respect of vocational training is recognised over the period of the training duration, after taking into account the uncertainty involved in conditions to be fulfilled under the terms of the contract.

Revenue for marketing & sales service, online marketing support services is recognised in profit & loss statement over the period of time in proportion to stage of completion of the service at the reporting date. The stage of completion is assessed as per terms of respective agreement.

Revenue for manpower management services is recognised at the point in time on an accrual basis, in accordance with the terms of the respective contract.

Revenue from advertising income is recognized on stage of completion basis as per the terms of the agreement over period of time.

The billing schedules agreed with customers include periodic performance-based payments and / or milestone-based progress payments. Invoices are payable within contractually agreed credit period.

Revenue as an agent

The Group derives its revenue from event & managed manpower services. When the Group determines that the nature of its promise, is a performance obligation to provide the specified goods or services itself (i.e. entity is the principal), then it recognises the revenue earned as the gross amount of consideration. However, where the Group promise, is to arrange, for the customer to provide goods/services as an agent then revenue is recognised only to extent of commission/markup/charges earned by it. In such cases the Group does not control the goods and services provided to a customer. The indicators evaluated by the Group to conclude if it is an agent are the following:

(a) That another party is primarily responsible for fulfilling the contract;

(b) The Group does not have any inventory risk

(c) The Group does not have discretion in establishing prices for the other party's goods or services and, therefore, the benefit that the Company can receive from those goods or services is limited;

(d) The Group's consideration is in the form of a commission / service charge or markup; and

(e) The Group is not exposed to credit risk for the amount receivable from a customer in exchange for the other party's goods or services.

Revenue from sale of text -books

Revenue from Sale of Textbooks is recognized at the point of time upon transfer of control of promised goods to the customer in an amount that reflects the consideration the Group expects to receive in exchange for those goods i.e. when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be reliably measured. Revenue is recognized at the fair value of the consideration received or receivable, which is generally the contracted price, net of any taxes/duties and discounts considering the impact of variable consideration.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

In case of test preparation services, sale of text books is recognised at the time of receipt of payment on account of education and training program provided by the Company and is recorded net of discounts and taxes, if any.

Variable Consideration

If the consideration in a contract includes a variable amount, estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer.

The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company recognizes changes in the estimated amount of variable consideration in the period in which change occurs. Some contracts for the sale of goods provide customers with volume rebates and right to returns which give rise to variable consideration.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer

Other operating income

- Revenue in respect of start-up fees from franchisees is recognised on performing a contractually agreed assignment over a period of time, whether during a single period or over more than one period as per agreed terms of the franchise agreement.
- Income from content development is recognized as and when services are rendered, as specified in the agreement entered or any amendments thereto.
- Revenue from advertising income is recognized on stage of completion basis as per the terms of the agreement over period of time. The billing schedules agreed with customers include periodic performance-based payments and / or milestone-based progress payments. Invoices are payable within contractually agreed credit period.

Contract Balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (x) in financial instruments.

Contract Liabilities (Unearned Revenue)

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Amounts billed and received or recoverable prior to the reporting date for services and such services or part of such services are to be performed after the reporting date are recorded as contract liabilities as per the provisions of the Ind AS-115 and shown in other current liabilities.

Contract Assets (Unbilled Revenue)

Contract Assets is an entity's right to consideration in exchange of goods or service that the entity has transferred to a customer when that right is conditioned on something other than the passage of time. This is recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Use of significant judgements in revenue recognition: -

- The performance obligation is satisfied upon delivery of the books and study material. Some contracts provide customers with a right of return and volume rebates which give rise to variable consideration subject to constraint. Accordingly, refund liability towards expected return has been created.
- At the time of entering into the agreement / raising an invoice, performance obligations in the contract are identified. The Company delivers services as per the tenure and terms & condition of the contract. Contracts are of differing natures and sometimes have one specific performance obligation, and on other occasions have multiple performance obligations. Contract Liability has been created towards unsatisfied or partially satisfied performance obligations.
- Contract fulfilment costs are generally expensed as incurred except for certain incentive costs which meet the criteria for capitalisation. Such costs are amortised over the contractual period or useful life of contract whichever is less. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Other income

- Rental income from investment property is recognised as part of revenue from operations in profit or loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.
- Income from infrastructure fees is recognised on straight line basis over the period of contract.

Interest income

Interest income on time deposits and inter corporate loans is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Dividend

Dividend income is recognised in profit and loss on the date on which the company's right to receive payment is established.

(iii) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost net of recoverable taxes (wherever applicable), which includes capitalised borrowing costs less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, if any, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the statement of profit and loss.

Subsequent expenditure

Subsequent expenditure are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only if it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.

All other repairs and maintenance are charged to the statement of profit and loss during the reporting year in which they are incurred.

Depreciation methods, estimated useful lives and residual values

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value over their useful life using straight line method, and is recognised in the statement of profit and loss.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as under and the same are equal to lives specified as per schedule II of the Act.

The useful lives of the assets are as under:

Particulars	Useful life (years)
Tangible assets:	
Leasehold land	90 (period of lease)
Building	60
Furniture and fixtures	8-10
Plant & Machinery	10-15
Office equipment	5
Vehicle	8-10
Computer equipment, Computer server and networks	3-5 6
Leasehold improvements	Lesser of 3 years or period of lease

Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation on sale/ discard from property, plant and equipment is provided for up to the date of sale, deduction or discard of property, plant and equipment as the case may be.

Depreciation method, useful lives and residual values are reviewed at each financial year-end, and changes, if any, are accounted for prospectively.

Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

(iv) Goodwill and other intangible assets

Goodwill

For measurement of goodwill that arises on a business combination see Note 5 and 56. Subsequent measurement is at cost less any accumulated impairment losses.

Other intangible assets

An intangible asset is recognised when it is probable that the future economic benefits attributable to the asset will flow to the Group and where its cost can be reliably measured.

Intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Internally generated intangible assets

Expenditure on research activities is recognised in the statement of profit and loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in the statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

Others

Other intangible assets including those acquired by the Group in a business combination are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the statement of profit and loss as incurred.

Amortisation

Goodwill is not amortised and is tested for impairment annually.

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the statement of profit and loss.

The useful lives of intangible assets are as follows:

Intangible assets:	Useful life (in years)
Brand	10
Software	5
Non-compete fee	3-4
Content development	5
License fees	Over the period of license
Website	5
Intellectual property rights	5-10
CAT online module	1-3
Melting Pot	10
IQM	10

Amortisation method, useful lives and residual values are reviewed at each financial year-end, and changes, if any, are accounted for prospectively.

Losses arising from the retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognised as income or expense in the statement of profit and loss.

(v) Business combinations

In accordance with Ind AS 103, the Group accounts for these business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in other comprehensive income ("OCI") and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred except to the extent of issue of debt or equity securities.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured subsequently and settlement is accounted for within equity. Other contingent consideration is re-measured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in the statement of profit and loss or OCI, as appropriate.

(vi) Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's or CGU's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

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

(vii) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The fair value of investment property is disclosed in the notes. Fair value is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the relevant location and category of the investment property being valued.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management, which are equal to useful lives specified as per Schedule II to the Act.

Particulars	Useful lives (in years)
Building	60

Any gain or loss on disposal of an investment property is recognised in the statement of profit and loss.

(viii) Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(ix) Investment in associates

Investment is associates are accounted for using equity method of accounting, after initially being recognised at cost less impairment, if any.

(x) Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, transaction costs that are directly attributable to its acquisition or issue, except for an item recognised at fair value through profit and loss. Transaction cost of financial assets carried at fair value through profit and loss is expensed in the statement of profit and loss.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through other comprehensive income (OCI), or
- Fair value through profit and loss (FVTPL)

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at

FVTPL:

- the asset is held within a business model whose objective is to hold assets 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.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; 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.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified to be measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features; prepayment and extension features; and

- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the statement of profit and loss. Any gain or loss o derecognition is recognised in statement of profit and loss.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the statement of profit and loss.

Debts investments at FVOCI: These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On Derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities : classification, subsequent measurement & gain and loss

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement of profit and loss.

iii. Offsetting

Financial assets and monetary liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

iv. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the statement of profit and loss.

v. Impairment of financial instruments:

The Group recognises loss allowances for expected credit losses on:-

- Financial assets measured at amortised cost; and
- Financial assets measured at FVOCI- debt investments

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit- impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for agreed credit period;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Expected credit loss:

Loss allowances for trade receivables 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 all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than agreed credit period.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is past due and not recovered within agreed credit period.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets disclosed in the Balance Sheet.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(xi) Discontinued operation

A discontinued operation is a sub-component of the group's business, the operations and cash flows of which can be clearly distinguished from those of the rest of the sub-component of group and which represents a separate major line of business or geographical area of operations; and:

- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
- Is a subsidiary acquired exclusively with a view to re-sale.

Classification as a discontinued operation occurs upon disposal or when operations meet the criteria to be classified as held for sale, if earlier.

When an operation is classified as a discontinued operation, the comparative statement of profit and loss is re-presented as if the operation had been discontinued from the start of the comparative period.

(xii) Non-current assets held for sale

Non-current assets or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that the carrying value will be recovered primarily through sale rather than through continuing use.

Such assets or disposal group are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in the statement of profit and loss.

Once classified as held-for-sale the related assets are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

The gain or loss arising from de-recognition of an item of property, plant and equipment, classified as held for sale, shall be included in profit or loss when the item is derecognised; which is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

(xiii) Leases:

The Group has adopted the new accounting standard Ind AS 116 "Leases" w.e.f April 1, 2019 as per Companies (Indian Accounting Standards) amendment Rules, 2019, notified by MCA on March 30, 2019. Ind AS 116 is a single lessee accounting model and sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-of-use assets (ROU), and finance cost for interest accrued on lease liability.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

As a lessee

At the commencement date of the lease the Group recognizes a lease liability measured at the present value of the lease payments that are not paid at that date. The lease payments included in the measurement of the lease liability consist of the payments for the right of use the underlying assets during the lease term that are not paid at the commencement date of the lease.

The payments included in the measurement of the lease liability include fixed payments less any lease incentives receivable variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

The Group recognizes a right-of-use asset from a lease contract at the commencement date of the lease, which is the date that the underlying asset is made available for use.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any initial direct costs incurred and any lease payments made at or before the commencement date of the lease less any lease incentives received. Subsequently, the right of- use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any and adjusted for any re measurement of the lease liability.

The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. It also considers possible asset retirement obligations in the cost of the right-of-use asset.

Right-of-use assets are subject to impairment testing in future periods. On date of transition, the Company has applied the standard to its leases, retrospectively, with the cumulative effect of initially applying the Standard and accordingly not restated comparative information, instead, the cumulative effect of initially applying this standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1,2019.

The Group has also applied the following practical expedient provided by the standard when applying Ind AS 116.

a) By measuring the assets at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payment recognized immediately before the date of initial applications.

b) The Company has applied a single discount rate to a portfolio of leases of similar assets in similar economic environment, consequently, the Company has recorded the lease liability at the present value of remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

c) not to reassess whether a contract is or contains a lease, accordingly the definition of lease in accordance with Ind AS 17 will continue to be applied to those leases entered or modified before April 1, 2019.

d) excluded the initial direct costs from measurement of the ROU asset.

e) Not to recognize ROU assets and lease liabilities for leases with less than twelve months of lease term and low-value assets on the date of initial application.

This first time adoption of Ind AS 116 has resulted in recognizing a Right-of-Use asset and a corresponding Lease Liability of INR 1,192.79 Lakhs as at March 31, 2020 increase in retained earnings by ₹ 12.66 Lakhs (net of tax) as at April 01, 2019 and a corresponding impact on total expenses of INR 58.04 Lakhs during the year ended March 31, 2020.

As a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(xiv) Inventories

Raw materials are valued at lower of cost and net realisable value. The cost of inventories is based on the first in, first out formula.

The comparison of cost and net realisable value is made on an item by item basis. Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. Inventories comprising of traded goods are measured at the lower of cost and net realisable value.

Work in progress, manufactured finished goods and traded goods are valued at the lower of cost and net realisable value. The comparison of cost and net realisable value is made on an item by item basis. Cost of work in progress and manufactured finished goods is determined on the first in first out basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition. Cost of traded goods is determined on a first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item by item basis.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

(xv) Employee Benefits

<u>Short term employee benefits:</u>

Short term employee benefit obligations are measured on an undiscounted basis and are expenses off as the related services are provided. Benefits such as salaries, wages, and bonus etc. are recognised in the statement of profit and loss in the year in which the employee renders the related service. The liabilities are presented as current employee benefit obligation in the balance sheet.

<u>Long term employee benefits</u>

Defined contribution plan: Provident fund

All employees of the Group are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the Government of India. The Group has no further obligations under the plan beyond its monthly contributions. Obligation for contribution to defined contribution plan are recognised as an employee benefit expenses in statement of profit and loss in the period during which the related services are rendered by the employees.

Defined Benefit Plan: Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Group provides for retirement benefits in the form of Gratuity, which provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. Benefits payable to eligible employees of the Group with respect to gratuity is accounted for on the basis of an actuarial valuation as at the balance sheet date.

The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the other comprehensive income. The Group's obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Group's determines the net interest expense/(income) on the net defined benefit liability/(asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability/(asset), taking into account any changes in the net defined benefit liability/(asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The Plan assets of the Group are managed by Life Insurance Corporation of India and others insurance companies.

Other long-term benefits: Compensated absences

Benefits under the Group's compensated absences scheme constitute other employee benefits. The liability in respect of compensated absences is provided on the basis of an actuarial valuation using the Projected Unit Credit Method done by an independent actuary as at the balance sheet date. Actuarial gain and losses are recognised immediately in the statement of profit and loss.

Share based payments

The Employee Stock Option Scheme ('the Scheme') provides for the grant of equity shares of the Group to its employees. The Scheme provides that employees are granted an option to acquire equity shares of the Group that vests in a graded manner. The options may be exercised within a specified period. The Group uses the grant date fair value to account for its equity settled share based payment plans granted to employee, with a corresponding increase in equity over the period that the employees unconditionally become entitled to the awards. Compensation cost is measured using independent valuation by Black-Scholes model. Compensation cost, if any is amortised over the vesting period.

The Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements requiring an entity to determine the current service costs and the net interest for the period after the remeasurement using the assumptions used for the remeasurement; and determine the net interest for the remaining period based on the remeasured net defined benefit liability or asset. There is no impact on these consolidated Ind AS financial statement due to this amendment.

(xvi) Foreign exchange transactions and translations

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying the foreign currency amount of exchange rate between the reporting currency and foreign currency at the date of transaction.

Conversion

Foreign currency monetary assets and liabilities outstanding as at balance sheet date are restated/translated using the exchange rate prevailing at the reporting date. Non-monetary assets and liabilities which are measured in terms of historical cost denomination in foreign currency, are reported using the exchange rate at the date of transaction except for non-monetary item measured at fair value which are translated using the exchange rates at the date when fair value is determined.

Exchange difference arising on the settlement of monetary items or on restatement of the Group's monetary items at rates different from those at which they initially recorded during the year or reported in previous financials statement (other than those relating to fixed assets and other long term monetary assets) are recognised as income or expenses in the year in which they arise.

Foreign operations:

The assets and liabilities of foreign operations are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transaction or an average rate if the average rate approximates the actual rate at the date of the transaction.

(xvii) Income tax

Income tax comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

<u>Current tax</u>

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be real.

On March 30, 2019, Ministry of Corporate Affairs has notified, Appendix C to Ind AS 12 which clarifies the accounting for uncertainties in income taxes. The interpretation is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. The Group has adopted this amendment and there is no impact on financial statement due to adoption of Appendix C to Ind AS 12.

The Group has also adopted the other amendments to "Ind AS 12" Income Tax w.e.f April 01, 2019, in connection with accounting for dividend distribution tax and there is no impact on consolidated Ind AS financial statement due to this amendment.

Minimum alternate tax

Minimum Alternative Tax ('MAT') credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Group and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Group becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.

(xviii) Contingent Liability, Contingent Asset and Provisions

Contingent liability

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets

Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Provisions

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(xix) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(xx) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events such as bonus issue, share split or consolidation of shares.

For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted into equity shares as at the beginning of the period, unless they have been issued at a later date.

(xxi) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

In accordance with Ind AS 108 – Operating Segments, the operating segments used to present segment information are identified on the basis of internal reports used by the Group's Management to allocate resources to the segments and assess their performance.

Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

The operating segments have been identified on the basis of the nature of products/services. Further:

1. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter-segment revenue.

2. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.

3. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.

4. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.

The Board of Directors are collectively the Group's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108. Refer Note 55 for segment information.

(xxii) Dividends paid

Dividend to shareholders is recognised as a liability and deducted from equity, in the year in which the dividends are approved by the shareholders. However, interim dividends, if any, declared by the Board of directors, which does not need shareholder's approval, are recognised as a liability and deducted from retained earnings, in the year in which the dividends are so declared.

(All figures in ₹ Lakhs unless stated otherwise)

3. Property, plant and equipment

Reconciliation of carrying amount	Freehold land	Leasehold land (refer note iii)	Buildings	Building improve-ments	Plant and machinery	Leasehold improvement	Furni-ture and fixtures	Office equip-ments	Comput-ers	Vehi-cles	Printing Negative Films	Total
Cost or deemed cost (Gross carrying amount)												
Balance as at 1 April 2018	1,072.39	196.78	2,736.50	7.89	51.00	205.32	223.51	335.16	546.16	113.31	-	5,488.02
Additions during the year	-	-	-	-	-	20.16	30.49	38.09	46.11	30.48	9.44	174.77
Transfer to investment property	-	-	210.63	-	-	-	-	-	-	-	-	210.63
Disposals during the year					0.66	2.94	0.40	6.69	1.37	10.86		22.92
Balance as at March 31, 2019	**1,072.39**	**196.78**	**2,525.87**	**7.89**	**50.34**	**222.54**	**253.60**	**366.56**	**590.90**	**132.93**	**9.44**	**5,429.24**
Balance as at 1 April 2019	1,072.39	196.78	2,525.87	7.89	50.34	222.54	253.60	366.56	590.90	132.93	9.44	5,429.24
Additions during the year	-	-	-	-	2.69	15.65	10.15	15.34	61.60	17.65	12.03	135.11
Reclassification on account of IND AS 116	-	196.78	-	-	-	-	-	-	-	-	-	196.78
Disposals during the year					-	-	-	-	(0.89)	-		(0.89)
Balance as at March 31, 2020	**1,072.39**	-	**2,525.87**	**7.89**	**53.03**	**238.19**	**263.75**	**381.90**	**651.61**	**150.56**	**21.47**	**5,366.68**
Accumulated depreciation and impairment losses												
Balance as at April 1, 2018	-	5.02	95.98	1.02	12.43	106.96	47.48	127.84	334.73	36.80	-	768.26
Depreciation for the year	-	2.53	43.57	1.50	4.48	55.90	29.00	80.13	119.25	18.52	0.70	355.58
Transfer to investment property	-	-	7.78	-	-	-	-	-	-	-	-	7.78
Disposals during the year	-	-	-	-	0.46	2.28	0.12	2.76	1.03	6.44	-	13.09
Balance as at March 31, 2019	**-**	**7.55**	**131.77**	**2.52**	**16.45**	**160.58**	**76.36**	**205.21**	**452.95**	**48.88**	**0.70**	**1,102.97**
Balance at 1 April 2019	-	7.55	131.77	2.52	16.45	160.58	76.36	205.21	452.95	48.88	0.70	1,102.97
Depreciation for the year	-	2.27	44.31	1.51	4.27	40.15	31.00	77.94	73.70	16.57	5.60	297.30
Disposals during the year	-	-	-	-	-	-	-	-	(0.81)	-	-	(0.81)
Reclassification on account of IND AS 116		9.81										9.81
Balance as at March 31, 2020	**-**	**-**	**176.06**	**4.03**	**20.72**	**200.73**	**107.37**	**283.15**	**525.84**	**65.45**	**6.30**	**1,389.65**
Carrying amount (net) **As at March 31, 2019**	**1,072.39**	**189.23**	**2,394.10**	**5.37**	**33.89**	**61.96**	**177.24**	**161.35**	**137.95**	**84.05**	**8.74**	**4,326.27**
As at March 31, 2020	**1,072.39**	-	**2,349.81**	**3.86**	**32.31**	**37.46**	**156.39**	**98.75**	**125.77**	**85.13**	**15.17**	**3,977.03**

Notes:
i. For details related to assets identified for slump sale (discontinued operations) (Refer note 59)
ii. Please refer note 50 for details of assets held under finance lease
iii. Please refer note 49 for capital commitments.
iv. The Group has not carried out any revaluation of property, plant and equipment for the year ended March 31, 2020 and March 31, 2019.
v. Certain property, plant and equipment, are subject to charge against secured borrowings of group companies referred in notes as secured term loans from others and secured term loans from banks and bank overdrafts. (Refer note 24 and 28).
vi. There are no impairment losses recognised during the year.
vii. There are no exchange differences adjusted in property, plant & equipment.
viii. During the year Leasehold land at Greater Noida have been reclassified from PPE to Right of Use Assets in accordance with IND AS- 116: Leases (refer note 4).
ix.During the previous year, building at pune have been reclassified from PPE to investment property (refer note 5)

4. Right of Use Assets

Particulars	As at March 31, 2020
Gross carrying amount	
Opening Gross carrying amount	1,192.79
Additon during the year	-
Reclassification from Leasehold Land	186.97
Balance as at March 31, 2020	**1,379.76**
Accumulated Depreciation	
Balance as at April 1, 2019	-
Depreciation for the year	431.91
Balance as at March 31, 2020	**431.91**
Net Carrying amount as at March 31, 2020	**947.85**

Note:

During the year, the Company recognised right of use assets as per Ind AS 116 "Leases" (Refer note 50).

5. Investment property

A. Reconciliation of carrying amount	Amount
Cost or deemed cost	
Balance as at April 1, 2018	112.91
Additions during the year	210.63
Balance as at March 31, 2019	323.54
Additions/reclassification from property, plant & equipment during the year	-
Balance as at March 31, 2020	**323.54**
Accumulated depreciation	
Balance as at April 1, 2018	(4.13)
Additions / Reclassfication from PPE during the year	(7.78)
Depreciation for the year ended March 31, 2019	(5.96)
Balance as at March 31, 2019	(17.87)
Additions / Reclassfication from PPE during the year	-
Depreciation for the year ended March 31, 2020	(5.76)
Balance as at March 31, 2020	**(23.63)**
Carrying amounts	
As at March 31, 2019	**305.67**
As at March 31, 2020	**299.91**

B. Amounts recognised in statement of profit or loss for investment property	As at March 31, 2020	As at March 31, 2019
Rental income	26.49	24.62
Profit from investment properties before depreciation	**26.49**	**24.62**
Depreciation expense	(5.76)	(5.96)
Profit from investment property	**20.73**	**18.66**

	As at March 31, 2020	As at March 31, 2019
C. Measurement of fair value		
Investment property	770.00	755.00
	770.00	**755.00**

D. Estimation of fair values

The Group obtains independent valuations for each of its investment property by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Fair market value is the amount expressed in terms of money that may be reasonably be expected to be exchanged between a willing buyer and a willing seller, with equity or both. The valuation by the valuer assumes that Group shall continue to operate and run the assets to have economic utility.

Valuation technique:

Under the market comparable method (or market comparable approach), a property's fair value is estimated based on comparable transactions. The market comparable approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold. The unit of comparison applied by the Group is the price per square metre (sqm).

Fair value hierarchy:

The fair value measurement for the investment property has been categorised as a Level 2 fair value based on the inputs to the valuation technique used.

Valuation technique	**Obesrvable inputs**
Market method	Guideline rate (Per sq. m.) Similar piece of land rate (Per sq. m.)

Investment property mainly consists of buildings in Mumbai & Pune. During the year, Company has made valuation of investment property and fair value of investment property as at March 31, 2020 is in accordance with valuation report.

E. Leasing arrangements

The Group has given its premises on cancellable operating lease to one of its franchise. Lease receipts recognized in the Statement of profit and loss (including of depreciation of ₹ 5.76 lakhs (March 31, 2019: ₹ 5.96 lakhs) during the year amounts to ₹ 26.49 lakhs (March 31, 2019: ₹ 24.62 lakhs). Further information about these leases is included in Note 50.

6. Goodwill

Reconciliation of carrying amount	Amount
Cost or deemed cost	
Opening Balance as at April 1, 2018	**3,345.05**
Acquisitions through business combinations	-
Balance as at March 31, 2019	**3,345.05**
Reversal of goodwill created on intangibles	(71.63)
Balance as at March 31, 2020	**3,273.42**

6.1 Impairment tests for Goodwill

Goodwill is monitored by management at the level of the five operating segments identified in note 60.

For the purpose of impairment testing, goodwill is allocated to the Group's operating divisions which represent the lowest level within the Group at which goodwill is monitored for internal management purposes, which is not higher than the Group's operating segments. The aggregate carrying amounts of goodwill allocated to segments are as follows:

	As at March 31, 2020	As at March 31, 2019
a) Consumer test prep	826.60	826.60
b) Consumer publishing	538.81	610.44
c) Enterprise corporate	488.20	488.20
d) Enterprise institutional	1,351.33	1,351.33
e) Others	68.48	68.48
	3,273.42	**3,345.05**

6.2 Significant estimate: key assumptions used for value-in-use calculations

The group tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

The following table sets out the key assumptions for those CGUs that have significant goodwill allocated to them. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been on historical data from both external and internal sources.

March 31, 2020	Consumer test prep	Consumer publishing	Enterprise corporate	Enterprise institutional	Others
Sales volume (% annual growth rate)	10.00%	10.00%	10.00%	15.00%	2.00%
Long term growth rate (%)	6.00%	6.00%	6.00%	6.00%	6.00%
Pre-tax discount rate (%)	11.55%	11.55%	12.00%	12.00%	10.70%

March 31, 2019	Consumer test prep	Consumer publishing	Enterprise corporate	Enterprise institutional	Others
Sales volume (% annual growth rate)	15.00%	12.00%	15.00%	25.00%	5.00%
Long term growth rate (%)	6.00%	6.00%	6.00%	6.00%	6.00%
Pre-tax discount rate (%)	16.00%	17.00%	16.00%	13.50%	10.70%

Management has determined the values assigned to each of the above key assumptions as follows:

Assumption Approach used to determining values

Sales volume :	Average annual growth rate over the five-year forecast period; based on past performance and management's expectations of market development.
Long-term growth rate:	This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.
Pre-tax discount rates:	Reflect specific risks relating to the relevant segments and the countries in which they operate.

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

(All figures in ₹ Lakhs unless stated otherwise)

7. Other intangible assets

Reconciliation of carrying amount	Brand	Intellectual property rights and trademarks	Computer softwares	License fees	Content development	Web Site	Distribution network	Non-compete fees	CAT Online Module	Wain Connect	IQM	Melting Pot	Online video content	Gate flix	Aspiration. Ai	Total
Cost or deemed cost (Gross carrying amount)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Balance as at 1 April 2018	330.00	739.08	87.04	87.29	1,149.61	22.04	28.56	84.00	26.98	22.50	118.40	112.69	-	-	-	2,808.19
Additions during the year	-	-	113.46	-	219.18	-	-	15.00	-	-	-	-	-	-	-	347.63
Additions – internally developed (refer note a below)	-	-	-	-	220.78	-	-	-	-	-	-	12.08	43.50	-	-	276.36
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	**330.00**	**739.08**	**200.49**	**87.29**	**1,589.57**	**22.04**	**28.56**	**99.00**	**26.98**	**22.50**	**118.40**	**124.77**	**43.50**	**-**	**-**	**3,432.18**
Balance as at 1 April 2019	330.00	739.08	200.49	87.29	1,589.57	22.04	28.56	99.00	26.98	22.50	118.40	124.77	43.50	-	-	3,432.18
Other additions during the year	-	-	34.04	-	202.07	-	-	10.00	-	-	-	-	-		174.45	420.56
Additions – internally developed (refer note a below)	-	-	-	-	276.79	-	-	-	-	-	-	-	-	61.08	81.40	419.27
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-	-			-
Balance as at March 31, 2020	**330.00**	**739.08**	**234.53**	**87.29**	**2,068.43**	**22.04**	**28.56**	**109.00**	**26.98**	**22.50**	**118.40**	**124.77**	**43.50**	**61.08**	**255.85**	**4,272.00**
Accumulated amortisation and impairment losses																
Balance as at 1 April 2018	33.00	278.83	33.58	52.84	271.05	7.38	28.56	27.57	9.79	1.13	2.98	2.84	-			749.55
Amortisation for the year	33.00	138.63	26.27	26.32	284.02	7.35	-	39.42	5.79	4.50	11.84	11.26	4.35			592.75
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-	-			-
Balance as at March 31, 2019	**66.00**	**417.46**	**59.85**	**79.16**	**555.07**	**14.73**	**28.56**	**66.99**	**15.58**	**5.63**	**14.82**	**14.10**	**4.35**	**-**	**-**	**1,342.30**
Balance as at 1 April 2019	66.00	417.46	59.85	79.16	555.07	14.73	28.56	66.99	15.58	5.63	14.82	14.10	4.35	-	-	1,342.30
Amortisation for the year	33.09	125.91	39.91	8.13	339.93	7.31	-	32.63	5.81	4.51	11.87	13.72	8.72	-	34.99	666.53
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-	-			-
Balance as at March 31, 2020	**99.09**	**543.37**	**99.76**	**87.29**	**895.00**	**22.04**	**28.56**	**99.62**	**21.39**	**10.14**	**26.69**	**27.82**	**13.07**	**-**	**34.99**	**2,008.83**
Carrying amount (net)																
As at March 31, 2019	**264.00**	**321.62**	**140.64**	**8.13**	**1,034.50**	**7.31**	**-**	**32.01**	**11.40**	**16.87**	**103.58**	**110.66**	**39.15**	**-**	**-**	**2,089.88**
As at March 31, 2020	**230.91**	**195.71**	**134.78**	**-**	**1,173.43**	**-**	**-**	**9.38**	**5.59**	**12.36**	**91.71**	**96.95**	**30.43**	**61.08**	**220.85**	**2,263.17**

Refer note 'b' below for internally generated intangble assets.

Note:

i. Intangible assets are subject to first pari passu charge to secure the Group's borrowings referred in notes as secured term loan from banks and bank overdrafts. (Refer note 26 and 31)

ii. For details related to assets identified for slump sale (discontinued operations) (Refer note 59)

iii. Content is at the core of the offering of the test preparation product and is a intellectual property. It includes content in form of books, questions and solutions, mock tests, video lectures and analysis of test papers. Amortisation is calculated to write off the cost of content over their estimated useful life (range 1 to 5 years) using the straight-line method.

iv. A non-compete fee is the outcome of an agreement entered between company and IndiaCan for on-going business should be protected from competition by the outgoing entity. Amortisation is calculated to write off the cost of non compete fees over its useful life of 5 years using the straight-line method. During the year company has paid consideration against the non compete agreement.

v. Brand is recognised separately for ETEN acquisition, ETEN was a business division of IndiaCan, engaged in the test preparation business for chartered accountancy courses and civil services entrance examination supported by VSAT (very small aperture terminal) network in India, were acquired by the Group via Business Transfer Agreement. Amortisation is calculated to write off the cost of brand over its useful life of 10 years using the straight-line method.

vi. Inquizitive Minds (IQM) is India's biggest quiz challenge at school and college level. It is an endeavour to encourage young India to learn through contests and know more about what's happening around the world. Amortisation is calculated to write off the cost of 'IQM' over its useful life of 10 years using the straight-line method.

vii. Melting Pot 2020 Innovation Summit is the platform for enabling collaboration, networking and knowledge sharing between the various stakeholders in the innovation eco-system to catalyze the transformation of the region into a global innovation hub. Amortisation is calculated to write off the cost of 'Melting Pot' over its useful life of 10 years using the straight-line method.

vi. Aspiration.Ai is a next generation product which is focused on providing on serving all education needs of a family from a unified portal of information, built on a foundation of leading edge technologies. Amortisation is calculated to write off the cost of 'Aspiration.AI' over its useful life of 5 years using the straight-line method.

viii. The Group has not carried out any revaluation of intangible assets for the year ended March 31, 2020 and March 31, 2019.

ix. The Group does not have acquired intangible assets free of charge, or for nominal consideration, by way of a government grant.

x. There are no other restriction on title of intangible assets other than as already disclosed.

xi. There are no exchange differences adjusted in intangible assets.

xii. Refer note 45 for amortisation.

8. Details of internally generated intangible assets

Reconciliation of carrying amount	Content (refer note i)	Aspiration. Ai (refer note ii)	GATE Flix (refer note iii)	Recruitment software (Sofi) (refer note iv)	Total
Cost or deemed cost (Gross carrying amount)					
Balance as at April 1, 2018	396.43	-	-		396.43
Additions during the year	220.78	-	-	49.17	269.95
Disposals during the year	-	-	-		-
Balance as at March 31, 2019	**617.21**	**-**	**-**	**49.17**	**666.38**
Balance as at April 1, 2019	617.21	-	-	49.17	666.38
Additions during the year	276.79	81.40	61.08	-	419.27
Disposals during the year	-		-	-	-
Balance as at March 31, 2020	**894.00**	**81.40**	**61.08**	**49.17**	**1,085.65**
Accumulated amortisation and impairment losses					
Balance as at April 1, 2018	63.67	-	-	-	63.67
Amortisation for the year	33.13	-	-	2.45	35.58
Disposals during the year	-	-	-	-	-
Balance as at March 31, 2019	**96.80**	**-**	**-**	**2.45**	**99.25**
Balance as at April 1, 2019	96.80	-	-	2.45	99.25
Amortisation for the year	49.14	16.32	-	9.86	75.32
Disposals during the year					-
Balance as at March 31, 2020	**145.94**	**16.32**	**-**	**12.31**	**174.57**
Carrying amount (net)					
As at March 31, 2019	**520.41**	**-**	**-**	**46.72**	**567.13**
As at March 31, 2020	**748.06**	**65.08**	**61.08**	**36.86**	**911.08**

i. Content is at core of the offering of the test preparation product and is an intellectual property. It includes content in form of books, questions and solutions, mock test, video lectures and analysis of test papers. Amortisation is calculated to write off the cost of content over their estimated useful life 5 years using the straight-line method.

ii. Aspiration.Ai is a next generation product which is focused on providing on serving all education needs of a family from a unified portal of information, built on a foundation of leading edge technologies. Amortisation is calculated to write off the cost of 'Aspiration.Ai' over its useful life of 5 years using the straight-line method.

iii. GATEFlix is a next-gen product being developed by ICE GATE Educational Institute Private Limited to facilitate easy learning techniques amongst students pursuing GATE (General Apptitute Test in Engineering). It is being developed as a comprehensive platform wherein students would be able to attend live classes of all the subjects and also be able to access all the lectures, notes, Test series and other study materials online.

iv. Sofi is a recruitment software and is capitalized on December 31, 2018 and it is a high-end resource matching solution for any company looking to hire technical & IT manpower that immediately analyses high volumes of IT personnel's CVs, evaluates, filters and sorts the most suitable candidates.

The cost of Sofi is the employee cost incurred in respect of the development of the software.

a) Using customer requirements as the basis for filtering through an unlimited number of CVs

b) Sorting through the CVs and suggesting the most relevant candidates

c) Contacting the best applicants & track applications

9. Details of Intangibles under development

Particulars	As at March 31, 2020	As at March 31, 2019
Opening Balance	174.45	135.24
Add: Addition during the year	342.64	140.49
Less: Capitalized during the year	(174.45)	(63.50)
Less: Expensed off during the year	-	(37.78)
Closing Balance	**342.64**	**174.45**

10.Non-current financial assets - loans

	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Security deposits	167.66	175.88
	167.66	**175.88**

Note:

i. The Group's exposure to credit and currency risks are disclosed in Note 62.

11. Other non-current financial assets

	As at March 31, 2020	As at March 31, 2019
Non-current bank balances (Deposits with maturity for more than 12 months from reporting date) (Refer note i)	956.61	1,651.47
	956.61	**1,651.47**

Note (i):

i. Non-current bank balance include:

- Deposits of ₹ 0.75 lakhs (March 31, 2019: ₹ 1.01 lakhs) for issue of guarantees in favor of value added tax authorities,
- Deposits of ₹ 2.00 lakhs (March 31, 2019: ₹ 3.18 lakhs) for issue of guarantees in favor of The Directorate of Employment Training, Gandhi Nagar-TDD,
- Deposits aggregating to ₹ Nil (March 31, 2019: ₹ 1100.00 lakhs) pledged with banks for certain loan facility (Refer note 26),
- Deposits of ₹ 0.99 lakhs (March 31, 2019: ₹ 0.93 lakhs) submitted in bank against consumer court case appeal,
- Deposits of ₹ 398.18 lakhs (March 31, 2019 ₹ 371.35 lakhs) pledged with RBL Bank for term loan facility (Refer note 26),
- Deposits of ₹ 375 Lakhs (March 31, 2019 ₹ 175 Lakhs) are under lien towards Term Loan from Tata Capital Financial Services Ltd
- Deposits of ₹ 150 Lakhs (March 31, 2019 ₹ Nil) are under lien towards cash credit facility from IndusInd Bank.

ii. The Group's exposure to credit and currency risks are disclosed in Note 62.

12. Non-current tax assets (net)

	As at March 31, 2020	As at March 31, 2019
Advance tax (Net of provision for income tax of ₹ 300.70 lakhs) [March 31, 2019 - ₹ 1,886.88 lakhs])	2,748.95	3,166.04
	2,748.95	**3,166.04**

13. Deferred tax assets (net)

	As at March 31, 2020	As at March 31, 2019
Deferred tax assets (net) (refer note 65)	1,325.88	1,179.44
	1,325.88	**1,179.44**

14. Other non-current assets

	As at March 31, 2020	As at March 31, 2019
Capital advances (refer note 52)	16.00	17.04
Prepaid expenses		
- Prepaid rent	13.57	23.11
- Prepaid franchisee recurring payments	34.73	158.36
- Financial guarantee commission	3.81	3.14
Gratuity fund (refer note 51)	1.49	1.30
	69.60	**202.95**

15. Inventories

	As at March 31, 2020	As at March 31, 2019
Valued at lower of cost and Net Realisable value unless otherwise stated		
Raw materials (refer note i)	27.66	19.61
Work-in-progress (refer note ii)	6.39	6.69
Finished goods produced	1,384.61	777.51
Less: Provision for slow moving inventory	(99.41)	(13.76)
Right to return assets (refer note v)	130.99	190.59
	1,450.24	**980.64**

Note:

i. Includes raw materials lying with third parties ₹ 27.66 lakhs (March 31, 2019: ₹ 19.61 lakhs).
ii. Includes work-in-progress lying with third parties ₹ 6.39 lakhs (March 31, 2019: ₹ 6.69 lakhs).
iii. Inventories are pledged as securities for borrowings taken from banks (refer note 24)
iv. All inventories categories represent text books and paper.
v. For explaination regarding right to return asset. Refer note 34(i)

16. Current Investments

	As at March 31, 2020	As at March 31, 2020
Investment in mutual funds		
Unquoted at fair value thorugh profit and loss	3,716.34	2,743.09
	3,716.34	**2,743.09**
Aggregate amount of quoted investments and market value thereof	3,716.34	2,743.09
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in value of investments	-	-

Details of Investment in liquid mutual und units

The balances held in liquid mutual fund as at March 31, 2020 and March 31, 2019 are as follows:

	As at March 31, 2020		As at March 31, 2019	
	Unit	Amount	Unit	Amount
ICICI Prudential MF Collection	3,02,450.94	888.55	1,88,371.90	520.69
HDFC Mutual Fund	21,935.48	856.93	11,262.17	414.25
UTI Mutual Fund	17,226.08	559.45	22,882.51	700.38
Birla SunLife MF	2,83,000.23	904.35	1,90,627.42	572.71
DSP Mutual Fund	17,849.66	507.06	20,014.32	535.06
Total	**6,42,462.39**	**3,716.34**	**4,33,158.32**	**2,743.09**

Note:

i. There are no significant restrictions on the right of ownership, realisability of investments or the remittance of income and proceeds of disposal.

17. Trade receivables

	As at March 31, 2020	As at March 31, 2019
Unsecured		
Considered good	9,470.01	12,992.13
Credit impaired	790.77	1,572.83
Less: Allowances for bad and doubtful debts	(790.77)	(1,572.83)
	9,470.01	**12,992.13**
Of the above, trade receivables from related parties are as below		
Total trade receivables from related parties	-	75.28
	-	**75.28**

Note:

i. The Group's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in Note 62.
ii. Trade receivables are non interest bearing and are normally received in normal operating cycle.
iii. No Trade or other receivables are due from director or other officer of the Group and firms or private companies in which any director is a partner, a director or a member either jointly or severally with other persons except as stated above.
iv. Trade receivables are pledged as securities for borrowings taken from banks (refer note 26).

18. Cash and cash equivalents

	As at March 31, 2020	As at March 31, 2019
Balances with banks:		
- on current account	1,040.27	791.85
Cheques/ drafts on hand	2.33	74.38
Cash on hand	116.68	174.87
	1,159.28	**1,041.10**

Note:
i. The Group's exposure to liquidity risks are disclosed in Note 62.

19. Bank balances other than cash and cash equivalent

	As at March 31, 2020	As at March 31, 2019
Unpaid dividend account- bank balance (refer note (v))	2.56	1.57
'Deposits with original maturity for more than three months but less than twelve months from the reporting date	257.46	978.63
	260.02	**980.20**

Note :

(i) Deposits of ₹ 220.00 lakhs (March 31, 2019 ₹ 440.00 lakhs) are under lien towards cash credit facility from IndusInd Bank.

(ii) Fixed deposits amounting ₹ Nil (March 31, 2019 ₹ 200.00 lakhs) are under lien towards term loan facility from Tata Capital Financial Servcies Limited.

(iii) Fixed deposits amounting ₹ Nil (March 31, 2019 ₹ 300.00 lakhs) are under lien towards overdraft facility taken from ICICI Bank.

(iv) Deposits of ₹ Nil (March 31, 2019: ₹ 15.50 lakhs) for issue of guarantees in favor of Northern Eastern Council Secretariat, Shillong.

(v) During the year company had declared an interim dividend as on November 11, 2019 , out of which ₹ 2.56 lakhs not claimed by the shareholder as on March 31, 2020 (March 31, 2019: ₹ 1.57 lakhs).

(vi) The Group's exposure to liquidity risks are disclosed in Note 62.

20. Current financial assets - loans

	As at March 31, 2020	As at March 31, 2019
Secured, considered good		
Security deposits	242.31	33.75
Unsecured, considered good		
Loan to employees	45.20	45.37
Advance to employees	-	2.96
Loans to related parties	1,262.69	1,498.95
Credit impaired	-	75.00
Less: Allowance for Credit Impaired	-	(75.00)
Loans to others	-	249.90
Unsecured, considered doubtful		
Loans to CL USA	**399.49**	**399.49**
Less: Provision for loss allowance	(399.49)	(399.49)
Security deposits	28.05	315.00
Less: Provision for loss allowance	(28.05)	(28.05)
	1,550.20	**2,117.88**

Note:
i. Refer note 52 for transactions with related party.
ii. The Group's exposure to credit and currency risks are disclosed in Note 62.

The Company has given unsecured loan to their group companies/parties for meeting their working capital requirement. Details of the same are as below:

Company Name	**Amount Given during the year**	**Rate of interest**	**March 31, 2020**	**March 31, 2019**
- Career Launcher Education Foundation	14.80	Nil	1,219.77	1,322.64
- CLEF – AP	Nil	Nil	40.70	251.31
Total	**14.80**		**1,260.47**	**1,573.95**

21. Other current financial assets

	As at March 31, 2020	As at March 31, 2019
Unbilled Revenue	-	36.28
Contract assets (refer note 38 (i))	216.50	697.51
Less: Provision for other doubtful loans and advances	(0.23)	-
	216.27	**697.51**
Interest accrued but not due on deposits	25.76	55.31
Interest accrued but not due on loans		
- related parties	34.79	34.63
- others	-	1.35
Other receivables from	-	5.80
- related parties		
- others	384.13	62.55
Less: Provision for doubtful debts	(328.03)	-
Receivable on account of sale of business from	-	344.70
- related party (refer footnote i)	400.00	-
- others	**732.92**	**1,238.13**

Note:
i. Refer note 52 for transactions with related party.
ii. The Group's exposure to credit and currency risks are disclosed in Note 62.

22. Other current assets

	As at March 31, 2020	As at March 31, 2019
Prepaid		
- Prepaid expenses	1,878.71	1,548.70
-Prepaid financial guarantee commission	2.55	4.95
-Prepaid rent	52.16	31.09
Advances		
- Advances to related parties	60.82	80.42
- Advances to employees	65.32	48.46
- Advances to suppliers	530.97	505.55
- Other	0.17	0.13
Balances recoverable from government authorities	541.79	94.85
Right to return asset	-	14.79
	3,132.49	**2,328.94**

Note:

i. Refer note 52 for transactions with related party.

23. Assets classified as held for sale

	As at March 31, 2020	As at March 31, 2019
Disposal group held for sale (note 59)	2,923.31	2,923.21
	2,923.31	**2,923.21**

Note:

Fair value measurements

i. The fair value of asset classified as held for sale is higher than its carrying value as at March 31, 2020.

(All figures in ₹ Lakhs unless stated otherwise)

24. Share capital

	As at March 31, 2020	As at March 31, 2019
Authorised shares		
16,000,000 (March 31, 2019: 16,000,000;) equity shares of ₹ 10 each fully paid up	1,600.00	1,600.00
Issued, subscribed and paid-up shares		
14,165,678 (March 31, 2019: 14,165,678;) equity shares of ₹ 10 each fully paid up	1,416.57	1,416.57
	1,416.57	**1,416.57**

a. Terms and rights attached to equity shares

Voting

Each holder of equity shares is entitled to one vote per share held.

Dividends

The Group declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed**.**

	As at March 31, 2020	As at March 31, 2021
During the year, the company has distributed interim dividend as follows:	Re.1.00 per share	Re.1.00 per share

Liquidation

In the event of liquidation of the Group, the holders of equity shares shall be entitled to receive all of the remaining assets of the Group, after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

b. Reconciliation of number of shares outstanding at the beginning and end of the year :

	Year ended March 31, 2020		Year ended March 31, 2019	
	No. of shares	Amount	No. of shares	Amount
At the beginning of year	1,41,65,678	1,416.57	1,41,65,678	1,416.57
Outstanding at the end of the year	**1,41,65,678**	**1,416.57**	**1,41,65,678**	**1,416.57**

c. Details of shareholders holding more than 5% shares in the Company:

	Year ended March 31, 2020		Year ended March 31, 2019	
	No. of shares	Percentage	No. of shares	Percentage
Promoters' Holding				
Mr. Gautam Puri	23,10,104	16.31%	22,70,351	16.03%
Mr. Satya Narayanan R	23,27,806	16.43%	22,80,579	16.10%
Bilakes Consulting Private Limited	12,55,460	8.86%	12,55,460	8.86%
GPE (India) Limited	9,46,473	6.68%	9,46,473	6.68%
Sundaram Assest Management Company Limited (along with its Persons Acting in Concern)	8,72,526	6.15%	9,21,623	6.51%
Flowering Tree Investment Management Pte. Ltd. (along with its Persons Acting in Concern)	8,95,772	6.32%	8,98,237	6.34%
	86,08,141	**60.75%**	**85,72,723**	**60.52%**

d. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

i. The company has issued 265,604 equity shares as fully paid without payment being received in cash during the financial years 2015-16 to 2019-20, all of which issued in financial year 2015-16.

ii. The Company has issued equity shares aggregating 74,800 (March 31, 2019: 77,700) of ₹ 10 each fully paid up during the financial years 2015-16 to 2019-20, on exercise of options granted under the employee stock option plans wherein part consideration was received in form of employee services.

iii. Nil equity shares has been issued by way of bonus shares during the financial years 2015-16 to 2019-20.

iv. Nil equity shares bought back pursuant to Section 68, 69 and 70 of the Companies Act, 2013 during the financial years 2015-16 to 2019-20.

e. No class of shares have been bought back by the Group during the period of five years immediately preceding the reporting date.

f. Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option of the Group (refer to Note 57)

25. Other equity

	As at March 31, 2020	As at March 31, 2019
Other equity		
a. Securities premium		
Opening balance	29,853.45	29,853.45
Closing balance (A)	**29,853.45**	**29,853.45**
b. Capital reserves (B)	**0.20**	**0.20**
	0.20	**0.20**
c. General reserves		
Opening balance	30.60	64.70
Add: Transfer from Surplus / (defiicit) in Profit and Loss Account	140.18	-
Add: Transferred from ESOP reserves	36.95	136.67
Less: Interim dividend paid duirng the year	(170.77)	(170.77)
Closing balance (C)	**36.96**	**30.60**
d. Employee stock option outstanding		
Gross employee stock compensation for options granted in earlier years	34.80	176.73
Add: Gross compensation for options for the year	**2.15**	**(5.26)**
Less: Transferred to general reserve	**(36.95)**	**(136.67)**
Closing balance (D)	**-**	**34.80**
e. (Deficit)/Surplus in the Statement of Profit and Loss		
Opening balance	4,740.96	2,746.30
Add: Lease adjustment on transition to IND AS 116	12.66	-
Add: Net (loss)/profit for the year	(5,305.80)	1,997.63
Less: Transfer to General Reserve	(140.88)	-
Less: Transactions with NCI	(15.79)	(2.97)
Less: Excess of consideration paid in transactions woth NCI	(70.78)	-
	(778.93)	**4,740.96**
Other comprehensive income		
Opening	62.42	43.57
Remeasurement of defined benefit obligation	35.61	18.85
	98.03	**62.42**

(All figures in ₹ Lakhs unless stated otherwise)

Closing balance (E)	**(680.90)**	**4,803.38**
f. Foreign currency translation reserve		
Opening balance	(6.95)	(3.13)
Addition during the year	7.27	(3.82)
Closing balance (F)	**0.32**	**(6.95)**
g. Deemed equity		
Opening balance	33.27	32.78
Addition during the year	18.24	0.49
Closing balance (G)	**51.51**	**33.27**
h. Equity component of compound financial instruments	**4.85**	**4.85**
Closing balance (H)	**4.85**	**4.85**
i. Non-controlling interest reserve		
Opening balance	(2,327.45)	(1,984.44)
Transaction during the year	15.79	(343.01)
Less: Utilised / transferred during the year	(5.52)	-
Closing balance (I)	**(2,317.18)**	**(2,327.45)**
Total reserves and surplus (A+B+C+D+E+F+G+H+I)	**26,949.21**	**32,426.15**

Nature and purpose of other reserves/ other equity

(i) General reserve

The Group appropriates a portion to general reserves out of the profits either as per the requirements of the Companies Act 2013 ('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Act

(ii) Secutities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(iii) Employee stock options outstanding amount

The Group appropriates a portion to general reserves out of the profits either as per the requirements of the Companies Act 2013 ('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Act. Refer to note 57 for further details on these plans.('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Act. Refer to note 53 for further details on these plans.

(iv) Foreign currency translation reserve

The Group appropriates a portion to general reserves out of the profits either as per the requirements of the Companies Act 2013 ('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Act

(v) Deemed equity

Deemed equity arising out of financial guarantee received from its Promoters.

(vi) Capital reserve

The capital reserve was generated on account of acquisition of erstwhile Paragon classes in the FY 2001-02.

26. Non-current borrowings

	As at March 31, 2020	As at March 31, 2019
Secured loans		
From banks		
-Term loans (refer note ii)	293.33	463.29
-Vehicle loans (refer note i)	44.31	45.11
From financial institutions		
-Term loans (refer note iii)	522.64	757.74
Finance lease obligations	-	58.69
Total non-current borrowings	**860.28**	**1,324.83**
Less: Current maturities of non-current borrowing (included in note 34)	496.18	487.26
Less: Current maturities of finance lease obligations (included in note 34)	-	31.89
Less: Interest accrued but not due on borrowings (included in note 34)	5.73	0.96
Non-current borrowings (as per balance sheet)	**358.37**	**804.73**

The Group's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 62.

Notes:

i. Vehicle loans from banks are secured against hypothecation of concerned vehicles. Amount outstanding shown below are excluding accrued interest amount.

The terms of the vehicle loans are as follows:

For amount outstanding as at March 31, 2020

Loan	Outstanding Amount	Equal monthly instalment (EMI)	Equal monthly installment (EMI)	Date of Last EMI
	Amount	Amount		
Loan A	16.70	0.49	8.25%	05-Jun-23
Loan B	5.41	0.15	9.18%	01-Aug-23
Loan C	6.25	0.25	8.76%	07-Jul-22
Loan D	6.25	0.25	8.76%	07-Jul-22
Loan E	9.29	0.21	8.87%	01-Oct-24
	43.90			

For amount outstanding as at March 31, 2019

Loan	Outstanding Amount	Equal monthly instalment (EMI)	Equal monthly installment (EMI)	Date of Last EMI
	Amount	Amount		
Loan A	21.00	0.49	8.25%	05-Jun-23
Loan B	6.69	0.15	9.18%	01-Aug-23
Loan C	8.57	0.25	8.76%	07-Jul-22
Loan D	8.57	0.25	8.76%	07-Jul-22
	44.83			

i. Secured term loans from Bank-other term loans

i) The Group has taken a term loan taken from Ratnakar Bank Limited (RBL). Year end balances of these loans are ₹ 293.33 lakhs (March 31, 2019: 459.67 lakhs) the Group has availed the moratirioum facility provided by the RBI on account of Covid 19.

Interest rate

a) These loans carry interest at 10.50% per annum (March 31, 2019 : 10.50% p.a.)

Repayment schedule:

a) The loan is repayable in 12 equal quarterly installments of ₹ 58.33 lakhs (exclusive of interest). The repayment of installments has commence from June 30, 2018 and the last installment will be due on March 31, 2021.

Primary security:

(a) These loans together with current borrowings are secured by subservient charge by way of hypothecation on all present and future current assets inclusive of stock and book debts and moveable fixed assets of the Group.

b) Lien on fixed deposit of ₹ 398.18 lakhs (March 31, 2019: ₹ 371.35 lakhs) to be kept with Bank during the tenure of Loan.

Collateral security

The loan is secured by personal guarantees of the promoter and directors (Satyanarayan R, Gautam Puri and Nikhil Mahajan) of the Group.

ii. Secured term loans- from financial institutions

During the year ended March 31, 2020, the Group has taken the long term loan amounting to ₹ 750 lakhs from Tata Capital.

Name of the Lender	Outstanding amount March 31, 2020	Outstanding amount March 31, 2019	Equal monthly Principal (EMP)	Rate of interest	Date of last EMP
Tata Capital	520.76	750.00	20.83	12.00%	01-Apr-22

Collateral security - Lien on Fixed Deposits amounting ₹ 375.00 lakhs (March 31, 2019: ₹ 375.00 lakhs)

Guarantees

a. The Loan from Tata Capital is further secured by personal guarantees of directors of the company i.e. by, Mr. Gautam Puri and Mr. Nikhil Mahajan.

(iii) Aggregate amount of loans guaranteed by the directors of the Group are ₹ 3,891.43 lakhs (March 31, 2019: ₹ 4,664.69 lakhs))includes amount of ₹ 327.32 lakhs (March 31, 2019: ₹ 233.33 lakhs) disclosed under non-current borrowings and ₹ 483.34 lakhs (March 31, 2019: ₹ 233.34 lakhs (Refer note 34)) disclosed under current maturities of non-current borrowings and current borrowings amounting ₹ 3,080.77 lakhs (March 31, 2019: ₹ 4,612.93 lakhs) (Refer note 34).

27. Non-Current lease liability

	As at March 31, 2020	As at March 31, 2019
Lease liability (refer note 50)	448.25	-
	448.25	**-**

28. Non-Current provisions

	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits (refer note 51)		
Gratuity	354.73	314.67
Compensated absences	207.63	168.04
	562.36	**482.71**

29. Deferred tax liabilities (net)

	As at March 31, 2020	As at March 31, 2019
Deferred tax liabilities (refer note 65)	3.36	71.62
	3.36	**71.62**

30. Other Non-Current liabilities

	As at March 31, 2020	As at March 31, 2019
Unearned revenue	71.29	355.53
Lease equalisation reserve	-	17.55
	71.29	**373.08**

31. Current borrowings

	As at March 31, 2020	As at March 31, 2019
Secured		
-From banks		
-Cash credit from bank (Refer note i)	3,915.87	4,307.67
Unsecured		
-loan from NBFC (Refer note ii)	-	142.13
From others	2.21	0.50
	3,918.08	**4,450.30**

Notes:

Details of these loans are as follows:

i. During the year, cash credit represents overdrafts from HDFC & ICICI Bank taken by CL Educate & by Kestone Integrated Marketing Services Private Limited from Indus Ind Bank which are repayable on demand. In the previous year, cash credit represents two loans from Kotak Mahindra Bank by CL Educate & G.K. Publications Private Limited and one loan from Indus Ind Bank and one loan from ICICI Bank taken by Kestone Integrated Marketing Services Private Limited which are repayable on demand.

As at March 31, 2020

Cash credit from HDFC Bank- loan 1

During the year, the Company had entered into a finance facility agreement with limit amounting ₹ 3,000.00 lakhs with HDFC Bank Limited comprising of ₹ 750.00 lakhs as an overdraft facility & ₹ 2,250.00 lakhs as a dropline overdraft facility.

Interest Rate

These loans carry interest at bank's base rate + 3.75% (March 31, 2019: bank's base rate + 2.35%) per annum ranging from 9.95%.

Repayment schedule

The overdraft facility of ₹ 750.00 lakhs is only for 1 year tenure period and dropline overdraft facility of ₹ 2,250.00 lakhs repayable in 16 equal quaterly installments of ₹ 140.63 lakhs (exclusive of interest). One installment has been repaid during the year in the month of February'2020.

Security details:

These borrowings are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

The Overdarft are further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi

Cash credit from ICICI Bank- loan 2

During the year, the Company had entered into a overdraft facility for LAS account with limit amounting ₹ 1,000.00 lakhs with ICICI Bank Limited.

Interest rate

These facility carry interest at bank's base rate + 0.20% per annum ranging from 8.80%.

Security

The facility is secured by the Mutual Funds Invested by the Company.

Cash credit from Indus Ind Bank- loan 3

Primary security

First and exclusive charge on entire current assets of the Company both present and future for Cash credit from Indusind Bank.z

Collateral security

a. Corporate guarantee of CL Educate Limited (Holding Company) amounting ₹ 1,850.00 lakhs (March 31, 2019 : ₹ 1,450.00 lakhs)

b. The facility is also secured by personal guarantees of directors of the company i.e. by, Mr. Gautam Puri and Mr. Nikhil Mahajan.

b. Lien on fixed deposits amounting ₹ 370.00 lakhs (March 31, 2019: ₹ 290.00 lakhs) (Refer Note 11 & 19)

c. First and exclusive charge on movable fixed assets of the Company both present and future.

Interest rates

11.50% p.a

As at March 31, 2019

Cash credit from Kotak Mahindra Bank- loan 1

1. It carries interest rate of bank's base rate plus 3.75 % ranging from 11.00% to 12.25% calculated on monthly basis on the actual amount utilised.
2. Refer note 24 for detail of security provided against such loans.

Cash credit from Kotak Mahindra Bank- loan 2

1. This loan represents the limit availed out of the total fund limit of ₹ 150.00 lakhs. The loan is secured by the following:
2. Security details:

Primary security

First and exclusive charge on all present and future current and movable assets including movable fixed assets of the G.K. Publications Private Limited.

Collateral Security

Lien over the fixed deposit of ₹ 15,000,000.

The loan is further secured by personal guarantees of Mr. Satya Narayanan R, Mr. Gautam Puri and Mr. Nikhil Mahajan.

The facility carries an interest rate ranging between 11.05% p.a. and 12.40% p.a. payable on monthly basis.

This loan is repayable on demand.

Cash credit from Indus Ind Bank - Loan 3

1. It carried interest rate as follows:

a. 13.55% p.a till September 25, 2017 on CC Limit from Indusind Bank.

b. 11.50% p.a from September 26, 2017 on CC Limit & Loan from Indusind Bank.

2. Security security

Primary Security

First and exclusive charge on entire current assets of Kestone Integrated Marketing Services Private Limited both present and future for Cash credit from Indusind Bank.

Collateral Security (Indus Ind Bank)

a. First and exclusive charge on movable fixed assets of Kestone both present and future.

b. Corporate guarantee of CL Educate Limited (Holding Group) amounting ₹ 1450.00 lakhs (March 31, 2018 : ₹ 1,450.00 lakhs)

c. Lien on fixed deposits amounting ₹ 290.00 lakhs (March 31, 2018: ₹ 290.00 lakhs).

d. Personal guarantee of directors, Mr Nikhil Mahajan and Mr. Gautam Puri.

Collateral security (to ICICI bank)- Loan 4

Interest Rate

0.75% p.a over and above the FD interest rate on OD facility from ICICI Bank.

a. Lien on fixed deposits amounting ₹ 300.00 lakhs

ii During the year, The Group has taken a working capital loan from Northern Arc

Terms and condition of the loans are as follows:

For the Year ended March 31, 2019

Name of Lender	Outstanding amount	Equal monthly instalment (EMI)	Rate of interest	Date of last EMI
Loan from Northern Arc	142.13	29.48	14.50%	13-Aug-19
	142.13			

32. Current lease liability

	As at March 31, 2020	As at March 31, 2019
Lease liability (refer note 50)	435.74	-
	435.74	**-**

33. Trade payables

	As at March 31, 2020	As at March 31, 2019
Trade payables		
- total outstanding dues of micro enterprises and small enterprises;	802.68	787.97
- total outstanding dues of creditors other than micro enterprises and small enterprises	3,263.66	4,020.68
	4,066.34	**4,808.65**

Note:

i. For trade payables to related parties please refer note 52.

ii. Refer note 56 for dues to micro and small enterprises.

iii. The Group's exposure to currency and liquidity risks related to trade payables are disclosed in Note 62.

iv. Other creditors are non interest bearing and are normally settled in normal trade cycle.

34. Other current financial Liabilities

	As at March 31, 2020	As at March 31, 2019
Current maturities of non-current loan from bank	233.33	241.91
Current maturities of non-current loan- vehicle loan from bank	12.85	10.22
Current maturities of non-current loan from others	250.01	235.13
Current maturity of finance lease obligations	-	31.89
Interest accrued but not due on borrowings	8.55	2.19
Unpaid dividend	2.56	1.57
Refundable Security Deposit	5.00	-
Payable to selling shareholders	28.06	28.06
Payable for property, plant and equipment		
-to related parties (refer note 52)	-	229.82
-to others	-	11.76
Other payables		
Employee related payables	808.58	636.73
Receipt on behalf of clients	12.90	275.64
Payable towards business combination (refer note 61)	-	143.81
Contingent consideration (refer note 61)	-	50.00
	1,361.84	**1,898.73**

Note:

i. The Group's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 62.

ii. Refer note 52 for related party transactions.

35. Other current Liabilities

	As at March 31, 2020	As at March 31, 2019
Unearned revenue	1,909.72	1,136.63
Statutory dues payable	244.63	376.39
Employee imprest	70.23	51.50
Advance against sale of business undertaking (Slump Sale)*	110.38	13.85
Refund Liablity created against right to return	195.12	270.22
	2,530.08	**1,848.59**

*The amount represents advance received from I-Take Care against slump (Refer note 59 with regards to sale of company's K-12 infrastructure services business).

36. Current provisions

	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits (refer note 51)		
Gratuity	5.82	11.32
Compensated absences	6.39	6.89
	12.21	**18.21**

37. Current tax liabilities (net)

	As at March 31, 2020	As at March 31, 2019
Provision for income tax (Net of advance tax of ₹ 131.14 lakhs [March 31, 2019 ₹ 2153.49 lakhs])	12.18	793.76
	12.18	**793.76**

38. Revenue from operations

	Year ended March 31, 2020	Year ended March 31, 2019
Sale of products		
- Text books	2,840.09	4,396.88
Sale of services		
- Manpower services income	-	1,449.45
- Event management Services income	11,535.06	11,150.85
- Education and training programmes	14,396.83	15,025.40
Other operating revenue		
Start up fees from franchisees	344.32	413.36
Sale of Scrap	6.93	-
Advertising Income	1,715.90	1,462.46
Infrastructure fees	29.20	27.55
	30,868.33	**33,925.95**

i. Disaggregated revenue information as per geographical markets

Particulars	For the year ended 31st March, 2020		
	Geographical markets		
	India	Overseas	Total
Educational & Training Programme	14,004.74	392.09	14,396.83
Sale of Education Material	2,413.28	426.82	2,840.09
Income from advertisement services	1,715.90	-	1,715.90
Events	5,729.69	1,508.12	7,237.81
Digital	2,800.70	60.71	2,861.41
MMS	1,435.84	-	1,435.84
Start up fee	344.32	-	344.32
Scrap Sale	6.93	-	6.94

Infrastructure fee	29.20	-	29.20
Total	**28,480.59**	**2,387.74**	**30,868.33**

Particulars	For the year ended 31st March, 2019		
	Geographical markets		
	India	Overseas	Total
Educational Training	14,771.98	253.42	15,025.40
Sale of Education Material	3,977.82	419.06	4,396.88
Income from advertisement services	1,462.46	-	1,462.46
Events	10,218.75	620.30	10,839.05
Digital	250.79	61.01	311.80
MMS	1,403.54	45.91	1,449.45
Start up fee	413.36	-	413.36
Infrastructure fees	27.55	-	27.55
Total	**32,526.25**	**1,399.70**	**33,925.95**

Changes in contract liablity are as follows:

Particulars	As at March 31, 2020	As at March 31, 2019
Balance at the beginning of the year	1,492.16	2,717.63
Revenue recognised that was deducted from trade receivables as unearned revenue balance at the beginning of the year	(1,211.50)	(2,314.99)
Increase due to invoicing during the year,excluding amount recognised as revenue during the year	1,809.31	2,509.70
Revenue not recognised and shown as contract liabilities arising out of unearned revenue at the end of the year	(108.96)	(1,420.18)
Balance at the end of the year	**1,981.01**	**1,492.16**

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied)

Particulars	As at March 31, 2020	Year ended March 31, 2019
Within one year	2,018.68	2,461.35
More than one year	71.29	450.98
	2,089.97	**2,912.33**

Changes in contract assets are as follows:-

Particulars	As at March 31, 2020	As at March 31, 2019
Balance at the beginning of the year	697.51	1,221.15
Revenue recognised that was deducted from trade receivables as unearned revenue balance at the beginning of the year	(697.51)	(1,162.58)
Increase due to invoicing during the year,excluding amount recognised as revenue during the year	216.50	638.94
Credit impaired	(0.23)	-
Revenue not recognised and shown as contract liabilities arising out of unearned revenue at the end of the year		**-**
Balance at the end of the year	**216.27**	**697.51**

Reconciliation of Revenue Recognised with the Contracted Price is as follows.

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Contracted Price	2,720.46	2,541.30
Reduction towards variable consideration components	(131.36)	-

-on account of volume discount	(6.64)	-
-on account of returns	(1,158.98)	(1,242.91)
Revenue Recognised	**1,423.48**	**1,298.39**

*Reduction towards variable consideration components on account of returns includes ₹ 195.12 lakhs (March 31, 2019: ₹ 270.22 lakhs) towards expected returns against which refund liability has been created. The cost component of expected returns has been shown as right to return assets under inventory.

ii Revenue as an agent

The Company is involved in marketing and sales services. Such activities interalia involves, working at times, as an agent of the customers for certain events or for certain activities in an event. For example the customer at times request for collection of registration fees for the event, which is collected by the Company and paid to the customers. In such cases normally there are, either the related event revenue or normal fees/commission. In such case the revenue disclosed in the financials includes only the amount of the fees/commission in accordance with para 34 to 38 of Ind As 115. During the financial year 2019-20 the details of the collectable amount on behalf of the customers are detailed as under. Such amount is generally paid as and when collected and balance if any is disclosed under "Receipts on behalf of clients" as other current financial liability.

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Amount collected/collectable on behalf of various customers	334.77	1,386.43
Amount of fees/commission/related charges forming part of the revenue for the year	29.21	90.11

The Company is involved in marketing and sales services. Such activities interalia involves, working at times, as agent of the customers for certain events or for certain activities in an event. For example the customer at times request for payment to various vendors for the services rendered to them, which is paid by the Company to various vendors and collected from customers. In such cases normally there are, either the related event revenue or normal fees/commission. In such case the revenue disclosed in the financials includes only the amount of the fees/commission in accordance with para 34 to 38 of Ind As 115. During the financial year 2019-20 the details of the amount paid/ payable on behalf of the customers are detailed as under. Such amount is generally collected from client as and when paid and balance if any is disclosed under "Trade Receivable" as current financial assets.

Particulars	March 31, 2020	March 31, 2019
Amount paid/payable on behalf of various customers during the year	592.28	503.44
Amount of fees/commission/related charges forming part of the revenue for the year	63.43	35.85

39. Other Income

	As at March 31, 2020	As at March 31, 2019
Interest income from financial assets measured at amortised cost		
-Security deposits	27.20	22.09
Interest income on		
-Fixed deposits	146.81	196.87
-Income tax refund	75.84	-
-Loan to related parties (refer note 52)	9.42	20.08
-Loan to others	18.62	-
Gain on mutual funds	225.23	211.09
Gain on fair value changes of Investment	116.31	124.56
Liabilities no longer required written back	374.56	332.25
Excess provision written back	3.63	91.55
Rent income on investment property net of expenses	20.73	19.41
Discount income	-	5.57

Reversal of loss allowance on doubtful debtors	340.96	33.92
Gratuity expense written back	-	0.02
Income on employee stock option (ESOP) scheme (refer note 57)	-	133.47
Net gain on foreign currency transactions and translations	57.67	17.99
Faculty service charge income	11.36	22.78
Profit on sale of property, plant and equipment	14.82	8.15
Miscellaneous income	80.78	78.48
	1,523.94	**1,323.66**

40. Cost of materials consumed

	Year ended March 31, 2020	Year ended March 31, 2019
Inventory at the beginning of the year	19.61	35.09
Add: Purchases during the year	392.73	569.19
Sub-total (A)	**412.34**	**604.28**
Less: Impact of right to return of asset	-	50.23
Less: Inventory at the end of the year	27.66	19.61
Sub-total (B)	**27.66**	**69.84**
Printing cost	551.01	627.49
Content editing and typing charges	1.22	2.04
Binding and cover pasting charges	3.73	8.64
Packing material	0.70	-
Sub-total (C)	**556.66**	**638.17**
Cost of raw material and components consumed (A-B+C)	**941.34**	**1,172.61**

Notes:

Details of purchases are as follows:

	Year ended March 31, 2020	Year ended March 31, 2019
Paper	391.18	567.10
Lamination material	1.55	2.09
	392.73	**569.19**

41. Purchases of stock in trade

	Year ended March 31, 2020	Year ended March 31, 2019
Text books	81.06	32.90
	81.06	**32.90**

42. Changes in inventories of stock in trade

	As at March 31, 2020	As at March 31, 2019
Inventories at the beginning of the year		
Finished goods	767.45	816.43
Work-in-progress	6.69	-
Right to return the asset	140.36	-
	914.50	**816.43**
Inventories at the end of the year		
Finished goods	1,384.61	767.45
Work-in-progress	6.39	6.69
Right to return the asset	80.76	140.36
	1,471.76	**914.50**
Net decrease/(increase) in inventories of stock in trade	**(557.26)**	**(98.07)**

(All figures in ₹ Lakhs unless stated otherwise)

Note:

Right to return assets indicates the cost component of expected returns recognised. (Refer note 38(iv))

43. Employee benefit expense

	Year ended March 31, 2020	Year ended March 31, 2019
Salaries, wages and bonus	4,770.57	5,285.71
Contribution to provident and other funds	225.22	179.71
Expenses related to post-employment defined benefit plans (refer note 51)	100.54	102.10
Expenses related to compensated absences (refer note 51)	47.16	28.17
Staff welfare expenses	158.28	217.52
Employee share-based payment expense (refer note 57)	2.15	-
	5,303.93	**5,813.21**

44. Finance cost

	Year ended March 31, 2020	Year ended March 31, 2019
Interest expense on financial liabilities measured at amortised cost	2.65	3.53
Interest expense on term loans	302.29	75.27
Interest expense on overdraft	356.60	519.57
Interest on delayed payment of statutory dues	9.25	5.39
Interest expense on lease liabilities (refer note 50)	122.03	6.38
Finance cost on financial guarantees	14.84	6.72
Other borrowing costs	23.30	3.02
	830.96	**619.88**

45. Depreciation and amortization expense

	Year ended March 31, 2020	Year ended March 31, 2019
Depreciation on property, plant and equipment (refer note 3)	297.30	355.58
Amortisation of intangible assets (refer note 7)	666.53	592.75
Depreciation on Right of use assets (refer note 4)	431.91	-
	1,395.74	**948.33**

46. Other expenses

	Year ended March 31, 2020	Year ended March 31, 2018
Giveaways	1,887.65	1,589.04
Event consultancy	2,251.04	1,979.44
Banquet and hotel charges	1,368.12	1,512.63
Rent (refer note 50)	455.05	878.07
Business promotion	757.75	1,524.48
Travelling and conveyance	977.27	1,034.55
Faculty expenses	860.11	937.19
Equipment hire charges	1,098.55	1,291.57
Communication	308.95	455.97
Legal and professional (Refer note i below)	565.67	387.29
CSR Expenses	4.40	68.84
Temporary manpower resources	653.88	609.00
Advertisement, publicity and sales promotion	880.96	910.89
Digital marketing expenses	279.47	209.88
Digital Learning support expenses	119.83	299.71
Office expenses	787.17	751.65

Sales incentive	89.45	101.65
Material printing cost	173.97	143.52
Sponsorship fee	95.30	141.25
Repairs to:		
-Buildings	68.69	90.94
-Others	150.62	100.02
Freight and cartage expenses	95.50	102.45
Bank charges	0.53	0.16
Rates & taxes	118.09	30.80
Provision for slow moving inventory	85.64	-
Insurance	95.14	66.53
Advances written-off	499.19	187.23
Vocational Business Servicing Costs	74.49	121.05
Commission to non executive directors	13.45	11.20
Recruitment, training and development expenses	56.25	47.41
Loss allowance on advances	176.31	75.00
Miscellaneous expenses	317.07	267.19
	15,365.56	**15,926.57**
Amount Written off:		
Bad Debts written off	4,033.41	1,883.32
Less: Provision made in earlier years	(782.06)	(438.03)
	3,251.35	**1,445.29**
	18,616.91	**17,371.88**

Note:

i. Remuneration to auditors (excluding taxes)

	Year ended March 31, 2020	**Year ended March 31, 2019**
Statutory audit fee	50.25	48.50
Limited review fee	18.00	21.25
Consolidation audit fee	4.00	4.00
Fee for other services	0.75	4.34
Out of pocket expenses	3.36	3.76
	76.36	**81.85**

47. Exceptional Items

Particulars	**Year ended March 31, 2020**	**Year ended March 31, 2019**
Investment Impairment		
B&S Strategy Services Private Limited (Refer footnote i & note 73)	4,150.05	-
	4,150.05	**-**

Note:

1. During the FY 2017-18, the Group entered into an agreement with B&S Strategy Services Private Limited (B&S), an associate, to manage its School Business vertical (K 12 Business). The Group holds a 44.18% in equity share of B&S at an investment amounting to ₹ 4,745 lakhs. Further, an overdue amount of ₹ 400.00 lakhs is recoverable by Group from B&S towards cash consideration as per aforesaid agreement.

   Over the period, the numbers of admissions have declined in the school and with insufficient cash being generated by the business, the Management did not intend to make further investments. The situation has been accentuated by the onset of COVID-19, forcing schools to shut early and the present management failing to collect final term fees of FY'20 and for the first quarter of the new Academic Year. In view of the aforesaid factors and based on an independent valuers' report, Group fair valued its investment in B&S at ₹ 595.00 lakhs as at March 31, 2020 thereby resulting in an impairment of ₹ 4,150.05 lakhs.

   Based on the impairment testing performed, the Group has recognised impairment loss of ₹ 4,150.05 lakhs on its investment in B&S and has disclosed it as an exceptional item.

(All figures in ₹ Lakhs unless stated otherwise)

48. Earning per share

		Year ended March 31, 2020	Year ended March 31, 2019
(a)	**Basic (loss)/earnings per share**		
	From continuing operations (a)/(e)	(38.29)	12.50
	From discontinuing operations (b)/(e)	0.84	1.60
	Total basic (loss)/earnings per share attributable to the equity holders of the company	**(37.45)**	**14.10**
(b)	**Diluted (loss)/earnings per share**		
	From continuing operations '(c)/(f)	(38.29)	12.50
	From discontinuing operations (d)/(f)	0.84	1.60
	Total basic (loss)/earnings per share attributable to the equity holders of the company	**(37.45)**	**14.10**
(c)	**Reconciliations of (loss)/earnings used in calculating (loss)/earnings per share**		
	Basic (loss)/earnings per share		
	(Loss)/Profit attributable to the equity holders of the company used in calculating basic earnings per share:		
	From continuing operations (a)	(5,424.72)	1,770.88
	From discontinuing operations (b)	118.92	226.75
		(5,305.80)	**1,997.63**
	Diluted (loss)/earnings per share		
	(Loss)/Profit attributable to the equity holders of the company used in calculating diluted (loss)/earnings per share:		
	From continuing operations (c)		
	From discontinuing operations (d)	(5,424.72)	1,770.88
	(Loss)/Profit attributable to the equity holders of the company used in calculating diluted (loss)/earnings per share	118.92	226.75
		(5,305.80)	**1,997.63**
		No of shares	**No of shares**
(d)	**Weighted average number of shares used as the denominator**		
	Weighted average number of equity shares used as the denominator in calculating basic earnings per share (e)	1,41,65,678	1,41,65,678
	Adjustments for calculation of diluted earnings per share:		
	Stock Options Plan	-	-
	Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted (loss)/earnings per share (f)	**1,41,65,678**	**1,41,65,678**
(e)	**Information concerning the classification of securities** **Share options :** Options granted to employees are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share.		

49. Contingent liabilities, contingent assets and commitments

A.	Commitments	As at March 31, 2020	As at March 31, 2019
a.	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
b.	Contingent liabilities		
	Claims against the Group not acknowledged as debts (refer note i)	1,788.48	1,509.89
	Corporate guarantees given to bank for loan taken by the related party [refer note 52]	-	-
		1,788.48	**1,509.89**

Service tax and CENVAT	Matters in dispute under appeal for various years	755.09	755.09
Income Tax	Matters in dispute under appeal for various years	933.31	657.35
Other cases (a)	Matters in dispute under appeal for various years	100.08	97.45
Total		**1,788.48**	**1,509.89**

Amount above includes:

i. The management is of the opinion that, based on issues decided in the earlier year and the legal advice that the ultimate outcome of the legal proceedings in respect to tax matters, as given above, will not have material adverse effect to the financial position of the Group.

ii. The Group received demand of income tax amounting to ₹ 718.32 lakhs and ₹ 501.44 lakhs pertaining to AY 2011-12 and 2012-13 respectively. Although the same is a disputed and appeals have been filed with the Appellate Authority and are pending for disposal, the management of the Group is of the view that since the disputed demand pertains to a specific issue which has been consistently decided in the favour of the Group, in earlier years, by the ITAT and Honourable High Court and there being no appeal filed by the department with Supreme Court, the issue is considered to be in favour of the Group and therefore there cannot be any contingent liability on the Group on this specific issue for these years. Accordingly, the same not included in contingent liability. Further, in AY 2013-14 and 2014-15, the department itself has not raised any demand on this issue, which further strengthen the view of the Group. During the year, the case has been decided in favour of the company by ITAT.

a. Other cases

Triangle Education, a franchisee of the Group in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Group has filed a statement of claim before the sole Arbitrator amounting ₹ 190.00 lakhs (March 31, 2019: ₹ 190.00 lakhs) against Triangle Education. Triangle Education also filed a counter claim against the Group amounting ₹ 32.06 lakhs (March 31, 2019: ₹ 32.06 lakhs) and the matter is fixed for final argument on August 27, 2019. The Sole arbitrator has passed the final order partially in favour of the Group. The Group is planning to challenge the said orders to next appellate authority.

A student, has filled a case against the Group for refund of fees amounting ₹ 6.20 lakhs (March 31, 2019: ₹ 6.20 lakhs) on the ground that he paid fees to Brilliant Tutorials considering the fact that the Group has a tie-up with Brilliant Tutorial which was subsequently called off by the Group The matter was fixed for final argument on April 20, 2020 but due to Covid 19, date of argument shifted to next available slot.

The Director of Industries and Commerce cum Chairman MSE- Chandigarh has sent a notice amounting ₹ 12.31 lakhs (March 31, 2019: ₹ 12.31 lakhs including interest of ₹ 3.30 lakhs) on behalf of Reivera Fabricators regarding non payment of dues on account of uniforms supplied to Indus World Schools. The Group has preferred an appeal against the same and the matter was fixed for final argument on May 14, 2020 but due to Covid-19 date of argument is shifted to next available slot.

Bawadia Kala Shiksha Samiti, a lessor has filled a case against the Group for recovery of rent /arrears amounting ₹ 46.88 lakhs (March 31, 2019: ₹ 46.88 lakhs) for non payment of rent, Group engaged a local lawyer who will file necessary application to transfer the case to New Delhi as the rent agreement have arbitration clause, which will be decided in New delhi. The matter was fixed for final argument on April 17, 2020 but due to Covid-19 date of argument shifted to next available slot.

50. Leases

The company has applied Ind AS 116 with the date of initial application of 1st April, 2019. As a result, the company has changed its accounting policy for lease contracts as per Ind AS 116 the accounting policy para 2(xiii).

A. Group as "Lessee"

The Group has significant leasing agreements in respect of operating leases for its various office premises & godowns. These lease arrangements are for a period between 12 months to 60 months and include both cancellable and non-cancellable leases.

Also, the Group has short term leases that have a lease term of twelve months or less. The Group elected not to apply the requirements of IND AS 116 to such leases

(a) Lease

The movement in lease liabilities during the year ended

		As at March 31, 2020
i	**Balance as at April 01, 2019**	1,139.56
	Reclassified on account of adoption of Ind AS 116	111.92
	Finance cost accrued during the period	122.04
	Payment of lease liabilities*	(489.53)
	Balance as at March 31, 2020	**883.99**
	Non-current Lease liabilities	**448.25**
	Current Lease liabilities	**435.74**

*Payment of lease liabilities includes payment of principal of lease liabilities amounting of INR 367.49 Lakhs and interest of lease liabilities amounting of INR 112.04 Lakhs.

ii The details of the contractual maturities of lease liabilities as at March 31, 2020 on undiscounted basis are as follows :

	Particulars	As at March 31, 2020
	Not later then one year	394.11
	later than one year and not later than five years	393.21
	later than five years	446.41
	Total	**1,233.73**

(b) Right-of-use assets (ROU)

The changes in the carrying value of ROU assets for the year ended March 31, 2020 are as follows :

		As at March 31, 2020	As at March 31, 2019
i.	Balance as at April 01, 2019		
	Reclassified on account of adoption of Ind AS 116	-	1,192.79
	Depreciation	186.97	-
	Balance as at March 31, 2020	**(2.27)**	**(429.64)**
		184.70	**763.15**

(c) Rental expense recorded for short-term leases was ₹ 455. 05 Lakhs for the year ended March 31, 2020

B. Group as a lessor

The Group has given its premises on cancellable operating lease to one of its franchisees.

Rental Income recognized in the statement of profit and loss during the year amounting ₹ 55.69 lakhs (March 31, 2019: ₹ 52.17 lakhs).

51. Employee benefits

The Group contributes to the following post-employment defined benefit plans in India.

(i). Defined Contribution Plans:

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and EDLI, which are defined contribution plans. The Group has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

	As at March 31, 2020	As at March 31, 2019
Employers contribution to provident fund	215.79	198.35

(ii). Defined Benefit Plan:

Gratuity

The Group operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive half month's salary for each year of completed service at the time of retirement/exit. The Group contributes to a trust set up by the Group which further contributes to a policy taken from the Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each period of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Group's financial statements as at balance sheet date:

	As at March 31, 2020	As at March 31, 2019
Net defined benefit (asset)/liability		
Gratuity (partly funded)	360.55	325.85
Total employee benefit liabilities	**360.55**	**325.85**
Non-Current	354.73	314.52
Current	5.82	11.32

	As at March 31, 2020	As at March 31, 2019
Net defined benefit (asset)/liability		
Gratuity (funded)	1.30	1.30
Total employee benefit liabilities	**1.30**	**1.30**
Non-current	1.30	1.30
Current	-	-

B. Movement in net defined benefit (asset)/liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

	Year ended March 31, 2020			Year ended March 31, 2019		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset) / liability
Balance at the beginning of the year	339.95	15.40	324.55	303.57	27.45	276.12
Included in profit or loss						
Current service cost	75.73	-	75.73	79.17	-	79.17
Interest cost (income)	25.33	0.37	24.96	15.08	0.74	14.34
Past Service Cost including curtailment Gains/Losses	-	0.15	(0.15)	8.60	0.31	8.29
Adjustment acquisition Out			-	(0.27)		(0.27)

(All figures in ₹ Lakhs unless stated otherwise)

Adjustment acquisition In			-	0.57		0.57
	101.06	**0.52**	**100.54**	**103.15**	**1.05**	**102.10**
Included in OCI						
Remeasurements loss (gain)						
– Actuarial loss (gain) arising from:						
- financial assumptions	(46.44)	-	(46.44)	5.98	-	5.98
- demographic adjustment	(0.22)	-	(0.22)	0.01	-	0.01
- experience adjustment	(0.92)	-	(0.92)	(31.76)	-	(31.76)
Return on plan assets	-	0.35	(0.35)	-	0.31	(0.31)
	(47.58)	**0.35**	**(47.93)**	**(25.77)**	**0.31**	**(26.08)**
Other						
Not consoidered in last year		-	-		-	-
Contributions paid by the employer	-	17.85	(17.85)	-	29.46	(29.46)
Fund management charges	-	(2.03)	2.03	-	(2.05)	2.05
Admin charges	-	(0.05)	0.05	-	(0.11)	0.11
Received from LIC against provision	-	-	-	-	-	-
Acquisition adjustment IN	-	-	-	-	-	-
Acquisition adjustment Out	-	-	-	(0.29)	-	(0.29)
Benefits paid	(17.19)	(16.35)	(0.84)	(40.71)	(40.71)	-
	(17.19)	**(0.57)**	**(16.61)**	**(41.00)**	**(13.41)**	**(27.59)**
Balance at the end of the year	**376.24**	**15.69**	**360.55**	**339.95**	**15.40**	**324.55**

Expenses recognised in the Statement of profit and loss	**Year ended March 31, 2020**	**Year ended March 31, 2019**
Service cost	75.73	78.52
Net interest cost	24.81	23.58
	100.54	**102.10**

C. Plan assets

The plan assets of the Group are managed by Life Insurance Corporation of India through a trust managed by the Group in terms of an insurance policy taken to fund obligations of the Group with respect to its gratuity plan. The categories of plan assets as a percentage of total plan assets is based on information provided by Life Insurance Corporation of India with respect to its investment pattern for group gratuity fund for investments managed in total for several other companies.

	As at March 31, 2020	**As at March 31, 2019**
Funds Managed by Insurer (investment with insurer)	100%	100%

D. Actuarial assumptions

a. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation aaumptions are as follows which have been selected by the group.

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Discount rate	6.76%	7.66-7.69%
Expected rate of future salary increase	6-8%	8.00%

The discount rate has been assumed at (March 31, 2017: 7.50% -7.69% ; April 1, 2016: 8.00%- 8.13%) which is determined by reference to market yield at the balance sheet date on government securities. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

b. Demographic assumptions

	Particulars	As at March 31, 2020	As at March 31, 2019
i.	Retirement age (years)	58.00	58.00
ii.	Mortality rates inclusive of provision for disability	100% of IALM (2006-08)	
iii.	Ages	Withdrawal rate (%)	Withdrawal rate (%)
	Upto 30 years	2.32-1.22	2.32-1.22
	From 31 to 44 years	2.00-0.90	2.00-0.90
	Above 44 years	1.00-0.06	1.00-0.06

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Sensitivity due to mortality and withdrawls are not material and hence impact of change not calculated. Sensitivity as to rate of inflation, rate of increase of pensions in payament, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Particulars	As at March 31, 2020		As at March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(25.67)	28.33	(22.83)	24.24
Expected rate of future salary increase (0.5% movement)	26.92	(24.53)	22.31	(21.24)

Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follow -

A) Salary increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) Investment risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

F. Expected maturity analysis of the defined benefit plans in future years

Particulars	As at March 31, 2020	As at March 31, 2019
Duration of defined benefit obligation		
Less than 1 year	5.89	11.54
Between 1-2 years	6.31	4.10

Between 2-5 years	55.98	15.29
Over 5 years	308.06	309.02
Total	**376.24**	**339.95**

Expected contributions to post-employment benefit plans for the year ending 31 March 2021 is ₹ 123.71 lakhs.

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 17.74-30.88 years (March 31, 2019: 29.36-18.50 years).

(ii) Other long-term employee benefits:

The Group provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit.

The present value obligation in respect of earned leave 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 obligations. The summarised positions of various defined benefits are as under:

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the compensated absences and the amounts recognised in the Group's financial statements as at balance sheet date:

Particulars	As at March 31, 2020	As at March 31, 2019
Net defined benefit liability		
Earned Leave (unfunded)	214.02	174.93
Total employee benefit liabilities	**214.02**	**174.93**
Non-current	207.63	168.04
Current	6.39	6.89

B. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

	Year ended March 31, 2020			Year ended March 31, 2019		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset) / liability
Balance at the beginning of the year	174.93	-	174.93	182.77	-	182.77
Included in profit or loss						
Acquisition adjustment Out	-	-	-	(0.18)	-	(0.18)
Acquisition adjustment In	-	-	-	0.31	-	0.31
Current service cost	33.97	-	33.97	27.13	-	27.13
Interest cost (income)	13.19	-	13.19	14.12	-	14.12
Past Service Cost including curtailment Gains/Losses	-	-	-	0.13	-	0.13
	47.16		**47.16**	**41.51**		**41.51**
Included in OCI						
Remeasurements loss (gain)						
– Actuarial loss (gain) arising from:						
- financial assumptions	(21.58)	-	(21.58)	2.34	-	2.34

- demographic adjustment	(0.01)	-	(0.01)	(0.01)	-	(0.01)
- experience adjustment	21.44	-	21.44	(3.54)	-	(3.54)
Return on plan assets	-	-	-	(12.14)		(12.14)
	(0.15)	**-**	**(0.15)**	**(13.34)**	**-**	**(13.34)**
Other						
Acquisition adjustment IN	-	-	-	-	-	-
Acquisition adjustment Out	-	-	-	(0.01)	-	(0.01)
Benefits paid	(7.91)	-	(7.91)	(36.00)	-	(36.00)
	(7.91)	-	**(7.91)**	**(36.01)**		**(36.01)**
	214.02		**214.02**	**174.93**	**-**	**174.93**

Expenses recognised in the Statement of profit and loss	Year ended March 31, 2020	Year ended March 31, 2019
Service cost	33.97	27.39
Net interest cost	13.19	14.12
Actuarial (Gain)/Loss on obligation	-	(13.34)
	47.16	**28.17**

C. Actuarial assumptions

a. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation aaumptions are as follows which have been selected by the group.

Particulars	As at March 31, 2020	As at March 31, 2019
Discount rate	6.76%	7.66-7.80%
Expected rate of future salary increase	6-8%	8.00%

b. Demographic assumptions

	Particulars	As at March 31, 2020	As at March 31, 2019
i.	Retirement age (years)	58.00	58.00
ii.	Mortality rates inclusive of provision for disability	100% of IALM (2006-08)	
iii.	Ages	Withdrawal rate	Withdrawal rate
	Upto 30 years	3.00-0.0	3.00-0.0
	From 31 to 44 years	2.23-2.00	2.23-2.00
	Above 44 years	1.00-0.0	1.00-0.0

D. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the obligation by the amounts shown below.

Sensitivity due to mortality and withdrawls are not material and hence impact of change not calculated. Sensitivity as to rate of inflation, rate of increase of pensions in payament, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Particulars	As at March 31, 2020		As at March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(9.72)	10.46	(8.11)	8.74
Expected rate of future salary increase (0.5% movement)	10.48	(9.16)	8.66	(8.16)

Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follow -

A) Salary increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) Investment risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

E. Expected maturity analysis of the defined benefit plans in future years

Particulars	As at March 31, 2019	As at March 31, 2019
Duration of defined benefit obligation		
Less than 1 year	6.41	6.78
Between 1-2 years	4.36	2.96
Between 2-5 years	67.98	29.63
Over 5 years	135.27	135.56
Total	**214.02**	**174.93**

Expected contributions to post-employment benefit plans for the year ending 31 March 2021 is ₹ 17.97 lakhs (March 31, 2020 : ₹ 16.16 lakhs)

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 17.74-30.88 (March 31, 2019: 29.36-18.08 years).

52. Related party

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are:

(A) Name and description of relationship of the related party

	Nature of relationship	Name of related party
i.	Associate companies	Three Sixty One Degree Minds Consulting Private Ltd
		B&S Strategy Services Private Limited*
		** Not an associate as at March 31, 2020 (refer note 70)*
ii.	Employees' benefit trusts, where control exists	Career Launcher Education Infrastructure & Services Limited Employee Group Gratuity Trust
		Career Launcher Employee Group Gratuity Trust
		CL Media Employee Gratuity Trust
		Career Launcher Infrastructure Private Limited Employee Group Gratuity Trust

iii	**Names of other related parties with whom transactions have taken place during the year**	
	'Enterprises in which KMP and their relatives are able to exercise significant influence	Career Launcher Education Foundation, India
		CLEF – AP, India
		Bilakes Consulting Private Limited, India
		Phoenix Academy
		Phoenix Education
		Phoenix Institute
		Zenith Learning Services Private Limited
		Zest Learning Services
	Key management personnel (KMP)	Mr. Satya Narayanan R (Chairman and Executive Director)
		Mr. Gautam Puri (Vice Chairman and Managing Director)
		Mr. Nikhil Mahajan (Executive Director and Group CEO Enterprise Business)
		Mr. Rohan Garg (Director)
		Mr. Sujit Bhattacharya (Director)
	Close family member of key management personal	'Mr. R Sreenivasan
		Mr. R Shivakumar
		Ms. Rajrani Garg (Mother of Mr Rohan Garg)

(B) Transactions during the year:

		For the year ended March 31, 2020	For the year ended March 31, 2019
a	**Enterprises in which KMP and their relatives are able to exercise significant influence**		
i	**Other Income**		
	Faculty service charge income		
	- Phoenix Education	-	7.88
	- Zenith Learning Services Private Limited	-	1.21
	- Zest Learning Services	-	0.27
	Online education services		
	- Zenith Learning Services Private Limited	-	0.03
	- Phoenix Education	-	0.03
	- Phoenix Institute	-	0.01
ii	**Repayment of loans**		
	- Career Launcher Education Foundation	210.02	17.50
	- Phoenix Academy	9.00	-
iii	Tution Expenses		
	Phoenix Institute	-	55.23
	Phoenix Education	-	141.35
	Zenith Learning Services Private Limited	101.10	153.20
	Courier Service charges		
	Zenith Learning Services Private Limited	0.42	0.50
	Phoenix Institute	-	0.24
	Phoenix Education	-	0.01
	Interest on loans		
	- Phoenix Academy	0.30	-
b	**Employees' benefit trusts, where control exists**		
i	**Other Income**		
	a. Interest on loans		
	- Career launcher education foundation	-	5.09
	- CLEF AP Trust	-	14.82
	b. Interest income on gratuity fund		
	- CL Media Employee Gratuity Trust	0.72	0.65

(All figures in ₹ Lakhs unless stated otherwise)

ii	Loan given		
	-Career Launcher Education Foundation	14.80	12.13
	Other expenses		
	Material development and printing expenses		
	- Three Sixty One Degree Minds Consulting Private Ltd	-	26.98
	Payment received on behalf of		
	- B&S Strategy Services Private Limited	-	148.53
iii	Conversion of interest accrued into unsecured loan		
	- CLEF – AP	-	14.82
c	**Key management personnel (KMP)**		
	Short term employee benefits:		
	- Mr. Gautam Puri	46.81	111.91
	- Mr. Satya Narayanan R.	51.87	115.63
	- Mr. Nikhil Mahajan	69.47	116.49
	- Rohan Garg	30.75	3.37
	- Sujit Bhattacharyya	-	34.50
	- Mr. R Sreenivasan	21.83	32.23
	- Mr. R Shivakumar	21.83	30.81
	Post employment benefits:		
	- Mr.Gautam Puri	1.37	1.18
	- Mr. Satya Narayanan R	1.16	1.01
	- Mr. Nikhil Mahajan	1.13	0.96
	Other long term benefits		
	- Mr.Gautam Puri	10.57	0.07
	- Mr. Satya Narayanan R	9.32	1.37
	- Mr. Nikhil Mahajan	1.32	0.24
	Commission to non-executive Directors	10.22	10.83
d	**Relatives of key management personnels**		
	Rent Expenses		
	Rajrani Garg	15.00	15.00
e	**Related party balances as at the year end:**		
	Enterprises in which KMP and their relatives are able to exercise significant influence		
	Current Loans		
	- Career Launcher Education Foundation	1,219.77	1,322.64
	- CLEF – AP	40.70	251.31
	- Phoenix Academy	2.22	-
	Other non current assets		
	-Bilakes Consulting Private Limited	16.00	16.00
	Other financial assets		
	Interest accrued on loans		
	- Career Launcher Education Foundation	34.79	34.63

		As at March 31, 2020	As at March 31, 2019
	Other receivables		
	Other non current assets		
	- Bilakes Consulting Private Limited	60.82	80.42
	Other non current financial assets		
	- B&S Strategy Services Private Limited	-	344.70
	Trade receivables		
	- Career Launcher Education Foundation	-	75.28
	Trade payable		
	- Rajrani Garg	9.00	-

	- Career Launcher Education Foundation	-	3.92
	- Zenith Learning Services Private Limited	-	12.33
	- Phoenix Institute	-	1.03
	- Phoenix Education	-	1.03
	Non current financial assets		
	-CL Media Employee Gratuity Trust	10.59	10.35
	Payable for expenses		
	- Three Sixty One Degree Minds Consulting Private Ltd	-	29.13
	Guarantees given to Group:		
	- Bilakes Consulting Private Limited (Guarantee against loans given to Career Launcher Education Foundation)	457.58	457.58
	Remuneration payable to KMPs		
	Short term employee benefits:		
	- Mr. Gautam Puri	43.28	52.30
	- Mr. Satya Narayanan R	45.74	53.45
	- Mr. Nikhil Mahajan	42.96	44.27
	- Mr. Sujit Bhattacharya	4.75	14.75
	- Mr. Rohan Garg	11.51	3.78
	Post employment benefits:		
	- Mr.Gautam Puri	17.74	16.37
	- Mr. Satya Narayanan R	15.10	13.95
	- Mr. Nikhil Mahajan	14.46	13.33
	Other long term benefits		
	- Mr.Gautam Puri	33.33	22.77
	- Mr. Satya Narayanan R	32.14	22.82
	- Mr. Nikhil Mahajan	23.49	22.16
	Interim Dividend Paid		
	- Mr. Satya Narayanan R	22.98	22.75
	- Mr.Gautam Puri	22.76	22.70
	- Mr. Nikhil Mahajan	0.30	0.30
	- Mr. Sujit Bhattacharya	2.03	-
	- Bilakes Consulting Private Limited	12.55	12.53
	- Mr. R Sreenivasan	3.50	3.50
	- Mr. R Shivakumar	3.50	3.50

D. Terms and conditions of transactions with the related parties

i. During the year ended March 31, 2020 the Group has written-off Loans and Advances to CLEF AP Trust of ₹ 251.31 Lakhs (FY 2018-19: Provision created for ₹ 75 lakhs). Further, during the year no interest was charged in respect of loans due from CLEF

ii. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and are at market value

iii. Outstanding balances at the year-end, except as above, are unsecured, repayable on demand and interest of 9.95% to 11.55% (Previous year : from 11.55% to 12.50%) is charged and settlement occurs in cash.

iv. Short term employee benefits includes the board recommended performance incentive of KMPs for current financial year as follows:

- Mr.Gautam Puri	-	41.00
- Mr. Satya Narayanan R	-	41.00
- Mr. Nikhil Mahajan	-	39.70

53. Corporate Social Responsibility

In accordance with the provisions of Section 135 of the Companies Act, 2013, the Group was required to spend ₹ 31.47 lakhs during the financial year 2019-20. However, the Group has followed the practice of carrying forward the CSR funds remaining unspent in any particular year. On this basis, the cumulative amount that remained to be spent on CSR activities, as on March 31, 2020, was ₹ 160.94 lakhs. The Group spent on the expenditure related to the corporate social responsibility as per the Section 135 of the Act, read with Schedule VII thereof during the year ending March 31, 2020 ₹ 4.40 out of ₹ 160.94 lakhs on prescribed CSR activities. Further, in accordance with the guidance provided by the Institute of Chartered Accountants of India, no provision has been recorded in the books of account towards such unspent expenditure.

54. In the financial year 2009-10, the Group had given a franchisee to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute to provide test preparation services in Dubai (UAE). In the financial year 2012-13, the Group had terminated the franchise agreement on account of non-recovery of fees collected by the franchisee from students. At the time of the cancellation of agreement the total amount of receivables from and payable to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute were AED 1,019,842 (₹ 150.88 lakhs) and AED 261,318 (₹ 38.66 lakhs) respectively. The details of the amount recoverable are as follows:

1. An amount of AED 625,775 on account of short deposit of fee collected by Monica Oli in the name of the Group from the students;

2. An amount of AED 1,392,200 on account of fee collected by Monika Oli against the installment due as on 31 January 2013 and not deposited in the bank account of the Group.

3. An amount of AED 18,120 on account of settlement of wage account and cancellation of visa of Mr. Yogeshwar Singh Batyal by the Group;

4. An amount of AED 4,300 on account of payment of outstanding dues of bill in respect of communication expenses of Mr. Akhilesh Jha, an employee and erstwhile center manager of Dubai office of the Group.

In the financial year 2012-13, the Group had adjusted/squared off traded receivables of AED 261,318 (₹ 38.66 lakhs) against the amounts payable to AED 261,318 (₹ 38.66 lakhs) on account of its share in the books of account.

In the financial year 2013-14, the Group had initiated legal actions against Monika Oli to recover the said amounts. The Group had sent legal notice dated 6 November 2013 to Monica Oli asking her to pay the following amounts to the Group.

1) An amount of AED 2,040,395 as mentioned above;

2) An amount of AED 50,000 on account of losses suffered by the Group due to non-communication by Monika Oli regarding termination of agreement;

3) An amount of AED 1,000,000 on account of damages for starting a same/similar business in violation of terms of the agreement and unauthorizedly using data/information, manuals etc. pertaining to the Group;

The Group had preferred arbitration in the matter and the Hon'ble Arbitrator had issued notices to parties for appearance.

During the financial year 2014-15, on March 16, 2015 the Hon'ble Arbritrator has passed an award amounting AED 2,063,267 (equivalent to ₹ 351.37 lakhs) in favour of the Group.

During the year 2015-16, the Company has filed execution petition to Delhi High Court for execution of award passed by Hon'ble Arbritrator and matter is listed for further proceedings.

During the year 2017-18, the Company had obtained necessary documents from Delhi High Court and were submitted to Ministry of Law on 13 April 2017. The Company understands that these documents have been sent to UAE through Indian Embassy for depositing in Dubai Courts for execution.The case is in progress in Dubai court.

The Group had obtained the necessary documents from the Delhi High Court and these were submitted to the Ministry of Law in 2017. These documents had been sent to the UAE through the Indian Embassy for depositing in the Dubai Courts for execution. The Group is taking up the matter in the Dubai court, however, due to the onset of the global pandemic COVID-19, courts in Dubai have been shut since the middle of February. This has caused a temporary delay in proceedings with the matter to be taken up once the courts reopen. During the year, the Group has obtained necessary documents from Delhi High Court and were submitted to Ministry of Law on 13 April 2017. The Group understands that these documents have been sent to UAE through Indian Embassy for depositing in Dubai Courts for execution. On receipt of submission detail the Group will follow up the case in Dubai court.

55. The Group has filed legal cases against certain debtors for recovery of outstanding receivables amounting ₹ 136.34 lakhs (March 31, 2019: ₹ 136.34 lakhs). The Group is of the view that all such balances are fully recoverable and no provision is required. Further, the Group has also filed cases against certain parties for recovery of damages arising from fraudulent use of Group's brand name, violation of terms and conditions of employment etc, amounting ₹ 728.12 lakhs (March 31, 2019: ₹ 728.12 lakhs). The amount likely to be realised, in all these cases, is currently not ascertainable but the Group, based on discussion with concerned lawyers and the proceedings of the cases is hopeful that there would not be any adverse impact on the financial position, and the realisation would be more than the outstanding amount. The Group has recorded all expenses pertaining to legal and professional charges in respect of all such cases.

56. In terms of the clause 22 of chapter V micro, small and Medium enterprises development Act 2006 (MSMED act 2006), the disclosure of payments due to any supplier are as follows:

	As at March 31, 2020	As at March 31, 2019
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting period included in		
Principal amount due to micro and small enterprises	25.77	1,006.75
Interest due on above	0.49	5.21
	26.26	**1,011.96**
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond the appointment day during each accounting period	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the period) but without adding the interest specified under the MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting period	-	-
The aamount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006.	-	-

57. Share based payments

Description of share-based payment arrangements

Pursuant to the resolution passed by the Board of Directors at its meeting on March 6, 2008 and the Special Resolution passed by the members in the EGM held on March 31, 2008, the Company introduced "Career Launcher Employee Stock Options Plan 2008" which provides for the issue of 250,000 equity shares to employees of the Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 3 years from the date of respective grants, unless otherwise stated in the grant letter. As on March 31, 2020 and March 31, 2019 the Company had 123,525 and 123,525 number of options that can be granted under the scheme respectively.

Pursuant to the resolution passed by the Board of Directors at its meeting held on January 28, 2014 and special resolution passed by the members in the Extraordinary general meeting held on May 29, 2014, the Company renewed "Career Launcher Employee Stock Options Plan 2008" for a further period of one year i.e. from April 1, 2014 upto March 31, 2015 by Board and from May 30, 2014 upto May 29, 2015 by shareholders respectively. Further, pursuant to resolution passed by Board of Directors at its meeting held on August 11, 2014 and special resolution passed by the members in its Annual General Meeting held on September 5, 2014 adopted the amended and extended "Amended Career Launcher Employee Stock Options Plan 2008" the same is valid for further period of 3 years. Further, pursuant to resolution passed by Board of Directors at its meeting held on January 29, 2016 and special resolution passed by the members in its Extraordinary General Meeting held on March 22, 2016 adopted "Amended and Restated Career Launcher Employee Stock Options Plan 2014". Further, pursuant to resolution passed by the Members in the Annual General Meeting held on August 24, 2017, the Company ratified and renewed the "Amended and Restated Career Launcher Employee Stock Options Plan 2014" for further period of 1 year i.e. from September 5, 2017 upto September 4, 2018. The Company in it's 22nd Annual General Meeting held on August 7, 2018, has ratified and renewed the "Amended and Restated Career Launcher Employee Stock Options Plan 2014" for further period of 3 year i.e. from September 5, 2018 To September 5, 2021.

(All figures in ₹ Lakhs unless stated otherwise)

The Company has "Amended and Restated Career Launcher Employee Stock Options Plan 2014 (CL ESOP -2014)" which provides for the issue of 250,000 stock options to directors and employees of the Company and its subsidiary companies. The plan entitles directors and employees to purchase equity shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. The vesting period for the share options is 3 years from the grant date, unless otherwise stated in the grant letter. All exercised options shall be settled by physical/demat delivery of equity shares. As per the plan holders of vesting options are entitle to purchase one equity share for each option. Till date 312,468 (March 31, 2019: 312,468) stock options have been granted under this scheme.

Note: Although a total of 250,000 options were available to be granted, these include grants that had been forfeited/lapsed, and pooled back, and granted again. At no point of time did the total number of options granted under the plan exceed 250,000. During the current year employees have voluntory surrender their stock option.

No options were granted during the year.

(a) Details of options outstanding at the year end with the range of exercise price and weighted average remaining contractual life:

Employees entitled	No. of options	Vesting conditions	Weighted Contractual life of options (in year)
March 31, 2020	NIL	3 years' service from the grant date	-
March 31, 2019	44,000	3 years' service from the grant date	2.31

(b) Reconciliation of outstanding share options:

The number and weighetd-average exercise prices of share options under the share option plans are as follows:

ESOP to person other than directors of the Group

	Year ended March 31, 2020		Year ended March 31, 2019	
	Weighted Average exercise price per share option	Number of options	Weighted Average exercise price per share option	Number of options
Outstanding at the beginning of the year	430.00	44,000	387.89	1,06,750
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	-	-	430.00	6,875
Expired during the year*	430.00	44,000	387.14	55,875
Outstanding at the end of the year	430.00	-	430.00	44,000
Vested during the year	430.00	8,750	430.00	11,750
Exercisable during the year	430.00	3,000	387.14	26,500

*includes 41,000 shares options voluntarily surrendered during the year (Previous year : Nil)

(c) Fair value of options granted:

No options were granted during the year. The fair value at grant date is determined using the Black Scholes Model. Expected volatility has been determined using historical fluctuation in share issue prices of the Company.

Particulars	As at March 31, 2020	'As at March 31, 2019
Dividend yield	-	-

Expected volatility (%)*	0.00%	-
Risk-free interest rate (%)	7.69%	7.69%
Weighted average share price (in ₹)	590.00	590.00
Exercise price (in ₹)	210-430	210-430
Carrying amount of liability-included in employee benefit obligations		

(d) Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Share based payment (income)/expenses	For the year ended March 31, 2020	For the year ended March 31, 2019
Employee option plan	2.15	(5.26)
Total employee share-based payment (income)/expenses	**2.15**	**(5.26)**

58. The Group has in the past undertaken various Central and State Government / Agencies, projects in the education / skill development sector. Most of these projects are complete, however the dues from the concerned department / agency has not been realized mainly on account of delays and long process. The details of such vocational trade receivables which are outstanding for a considerable period of time are given below. In the opinion of the management it has made the necessary provision, wherever required and such balances are fully recoverable. The details of amount recoverable are as under and refer note 62 for expected credit loss.

Vocational trade receivables	Total Amount	Amount O/s. for more than 3 years (out of total amount)	Expected Credit Loss (ECL) Provision on outstanding amount	Amount of write off
As at March 31, 2020	1,807.59	1,807.59	381.15	1,025.00
As at March 31, 2019	2,832.59	2,594.66	449.10	658.55

59. On March 16, 2017, the Step-subcidiay's entered into a Business Transfer Agreement (BTA) with I-Take Care Private Limited (the 'Buyer') to sale its Infrastructure Services business (the 'Assets') on a slump sale basis. The proposed sale of business is consistent with the Group's long term strategy to discontinue its K-12 business. As on date, the transaction is pending for closure as the Buyer has not been able to arrange the requisite funds to close the transaction. The Management is taking appropriate action to ensure that its right and interests are protected. Also, the Management is in parallel discussions with other parties to locate an alternate buyer to give effect to disposal of the Assets.

As the delay is caused by the events and circumstances beyond the Step-subcidiay's control and that the Management remains committed to its plan to sell the Asset, the Step-subcidiay's continues to disclose such Assets as "Disposal group-Assets held for sale' in accordance with Ind AS 105 "Non-Current assets held for Sale and Discontinued Operations".

The following statement shows the revenue and expenses of the business subject to slump sale:

	Year ended March 31, 2020	Year ended March 31, 2019
Revenue	112.50	300.00
Other Income	13.37	-
Finance cost	-	-
Depreciation and amortisation expenses	-	-
Other expenses	6.96	73.25
Profit/(loss) from discontinued operations before tax	118.92	226.75
Income tax expenses	-	-
Profit/(loss) from discontinued operations after tax	118.92	226.75

As at March 31, 2020, the carrying value of the fixed assets and other assets are listed below.The process of selling the said listed assets expected to be completed by March 31, 2021.

(All figures in ₹ Lakhs unless stated otherwise)

Particular	As at March 31, 2020	As at March 31, 2019
Property, plant and Equipment	2,922.29	2,922.29
Other Current Assets	1.02	0.93
Total	**2,923.31**	**2,923.21**

The net cash flows attributable to the business subject to slump sale are stated below:

	As at March 31, 2020	As at March 31, 2019
Operating activities	14.50	129.58
Investing activities	-	-
Financing activities	-	-

60. Operating segments

A. Basis for Segmentation

Segment information is presented in respect of the Group's key operating segments. The operating segments are based on the Group's management and internal reporting structure. The chief operating decision maker identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly. All operating segments' operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The 'Board of Directors' have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any facility.

The Board of Directors examines the Group's performance both from a product and geographic perspective and have identified the following reportable segments of its business:

The following summary describes the operations in each of the Group's reportable segments:

Reportable segments	Operations
a) Consumer test prep	This mainly includes coaching for higher education entrance exams.
b) Consumer publishing	This mainly includes publishing and sale of educational books related and third parties.
c) Enterprise corporate	The Group provides integrated business marketing and sales service like managed manpower, training, event management, customer engagement, marketing communication and digital marketing services for corporates to conduct very large conferences and exhibitions.
d) Enterprise institutional	The Group offers integrated business advisory, research incubation and outreach support services to educational institutes and universities across India
e) Others (Incl Vocational and K12)	The Group provides soft skills, infrastructure facilities and other support services to schools and senior secondary studies and specific projects undertaken (including government projects)

B. Information about reportable segments

Segment assets, segment liabilities and Segment profit and loss are measured in the same way as in the financial statements..

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing, if any, is determined on an arm's length basis.

For the year ended March 31, 2020

	Reportable segment					
	Consumer test prep	**Consumer publishing**	**Enterprise corporate**	**Enterprise institutional**	**Other segment**	**Total**
- Segment revenue	17,458.58	(156.28)	11,535.06	2,001.78	29.19	30,868.33
Revenue from external customers	**17,458.58**	**(156.28)**	**11,535.06**	**2,001.78**	**29.19**	**30,868.33**
Segment results	925.67	(67.57)	170.98	540.02	(1,736.50)	(167.40)
Segment assets	**8,486.84**	**5,382.97**	**7,121.86**	**3,005.69**	**4,537.08**	**28,534.44**
Segment liabilities	**3,702.17**	**579.27**	**3,108.37**	**1,035.78**	**1,402.66**	**9,828.25**

For the year ended March 31, 2019

	Reportable segment					
	Consumer test prep	**Consumer publishing**	**Enterprise corporate**	**Enterprise institutional**	**Other segment**	**Total**
- Segment revenue	18,208.02	1,245.24	12,600.30	1,844.84	27.55	33,925.94
Revenue from external customers	**18,208.02**	**1,245.24**	**12,600.30**	**1,844.84**	**27.55**	**33,925.95**
Segment results	2,386.51	593.58	479.82	651.04	(768.83)	3,342.13
Segment assets	**8,801.15**	**5,012.44**	**8,291.54**	**2,954.00**	**10,494.63**	**35,553.76**
Segment liabilities	**3,028.27**	**850.55**	**4,458.37**	**1,070.37**	**1,579.12**	**10,986.67**

C. Reconciliations of information on reportable segments

		For the year ended March 31, 2020	**For the year ended March 31, 2019**
i.	Revenues		
	Total revenue for reportable segments		
	Consumer test prep	17,458.58	18,208.02
	Consumer publishing	(156.28)	1,245.24
	Enterprise corporate	11,535.06	12,600.30
	Enterprise institutional	2,001.78	1,844.84
	Other segment	29.19	27.55
		30,868.33	**33,925.95**
ii.	**Profit before tax**		
	Total profit before tax for reportable segments	(167.40)	3,342.12
	Other income	1,523.94	1,323.66
	Unallocated expenses:		
	Finance cost	830.96	619.88
	Other expenses	1,888.50	1,601.51
	Profit/(Loss) before share of profit/(loss) of equity accounted investees, exceptional items and tax	**(1,362.92)**	**2,444.39**
	Less: Exceptional items	4,150.05	-
	Profit/(Loss) before share of profit/(loss) of equity accounted investees and tax	**(5,512.97)**	**2,444.39**
	Share of net profit of associates accounted for using the equity method	(14.71)	4.58
	Profit before tax	**(5,527.68)**	**2,448.97**
	Tax expense	(102.96)	678.09
	Profit after tax	**(5,424.72)**	**1,770.88**
	Discontinued Operations		

(All figures in ₹ Lakhs unless stated otherwise)

	Profit from discontinued operation before tax	**118.92**	**226.75**
	Tax expense:		
	Current tax	-	-
	Deferred tax (Benefit)/Charge	-	-
	Profit from discontinued operation	118.92	226.75
	Other comprehensive income		
	Items that may be reclassified to profit or loss		
	Exchange difference on translation of foreign operation	9.75	(5.30)
	Income tax relating to above	(2.47)	1.47
	Items that will not be reclassified to profit or loss		
	Remeasurement of defined benefit plans	47.93	26.07
	Income tax relating to these items	(12.32)	(7.21)
	Total comprehensive income for the year	**(5,262.91)**	**2,012.66**

		As at March 31, 2020	**As at March 31, 2019**
iii.	**Assets**		
	Total assets for reportable segments		
	Consumer test prep	8,486.84	8,801.15
	Consumer publishing	5,382.97	5,012.44
	Enterprise corporate	7,121.86	8,291.54
	Enterprise institutional	3,005.69	2,954.00
	Other segment	4,537.08	10,494.63
	Assets held for sale	2,923.31	2,923.21
	Unallocated amounts	10,688.12	10,916.13
	Investments in associates accounted using equity method	1,378.34	5,430.68
	Other corporate assets	9,309.78	5,485.45
	Total assets	**42,145.87**	**49,393.10**

		As at March 31, 2020	**As at March 31, 2019**
iv.	**Liabilities**		
	Total liabilities for reportable segments		
	Consumer test prep	3,702.17	3,028.27
	Consumer publishing	579.27	850.55
	Enterprise corporate	3,108.37	4,458.37
	Enterprise institutional	1,035.78	1,070.37
	Other segment	1,402.66	1,579.12
	Unallocated amounts	3,951.85	4,563.70
		13,780.10	**15,550.38**

v. Other material items

	For the year ended March 31, 2020	**Interest revenue**	**Interest expense**	**Depreciation and amortisation**	**Capital expenditure during the year**
	Consumer test prep	19.17	-	1,149.59	730.52
	Consumer publishing	4.53	-	8.34	17.26
	Enterprise corporate	-	-	7.31	43.18
	Enterprise institutional	8.03	-	220.18	40.44

	Other segment	-	-	10.32	-
	Unallocable	142.28	830.96	-	143.48
		174.01	**830.96**	**1,395.74**	**974.88**

	For the year ended March 31, 2019	Interest revenue	Interest expense	Depreciation and amortisation expense	Capital expenditure during the year
	Consumer test prep	-	-	617.98	684.45
	Consumer publishing	10.76	-	26.63	27.30
	Enterprise corporate	6.61	-	91.53	81.45
	Enterprise institutional	-	-	7.35	-
	Other segment	-	-	64.15	-
	Unallocable	163.02	619.88	140.69	5.57
		180.39	**619.88**	**948.33**	**798.77**

D. Geographic information

The geographic information analyses the Group's revenue and non-current assets by the Group's country of domicile in other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers and segment assets were based on the geographic location of the assets.

The Group is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown below:

a. Revenues from different geographies

	For the year ended March 31, 2020	For the year ended March 31, 2019
Within India	28,480.59	32,526.25
Outside India	2,387.74	1,399.70
	30,868.33	**33,925.95**

b. Non-current assets

	As at March 31, 2020	As at March 31, 2019
Within India	15,235.80	19,035.12
Outside India	65.11	5.87
	15,300.92	**19,040.99**

*Non-current assets other than financial instruments, deferred tax assets, post-employment benefit assets

E. Major customer

Revenue from transactions with external customer amounting to 10 per cent or more of the Company's revenue is as follows:

Client Name	For the year ended March 31, 2020	For the year ended March 31, 2019
Customer 1	3,357.71	-

There are no major customers which contribute more than 10% of the Groups's total revenues in the previous financial year

61. Business combinations

Acquisiton of IndiaCan Education Private Limited

Pursuant to the term sheet dated December 23, 2016 with IndiaCan Education Private Limited (IndiaCan), all the assets and liabilities of ETEN, a business division of IndiaCan, engaged in the test preparation business for chartered accountancy courses and civil services entrance examination supported by VSAT (very small aperture terminal) network in India, were acquired by the Group via Business Transfer Agreement signed on April 19, 2017 and is effective from April 1, 2017. This acquisition will enable the Group to make its presence in the commercial coaching of prestigious courses like Civil Services and Chartered Accountancy in India. It will also enable the Group to connect with the students through the Digital VSAT network.

As per para 18 of Ind AS 103 (Business Combinations), all identifiable assets and liabilities were assumed by the Group at its fair value.

A. Consideration transferred

The following table summarises the acquisition date fair values of each major class of consideration transferred:

Purchase consideration	Amount
Consideration committed in cash and equivalents	593.81
Contingent consideration	50.00
Total purchase consideration	**643.81**

B. Acquisition-related costs

The Group incurred acquisition-related costs of ₹ 1 lakh on professional and other costs. These costs were included in 'Miscellaneous expenses' in year of acquistion.

C. Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition.

	Amount
Property, plant and equipment	157.05
Intangible assets	409.00
Financial assets	93.58
Non financial assets	11.11
Deferred tax liabilities	(141.55)
Financial liabilities	(29.79)
Non Financial liabilities	(30.62)
Provisions	(37.35)
Total identifiable net assets acquired	**431.43**

D. Calculation of Goodwill

	Amount
Consideration transferred (A)	643.81
Less: Net identifiable assets acquired (B)	431.43
Goodwill (A-B)	**212.38**

E. Contingent consideration

The Group had agreed to pay to the seller in each of the 3 years starting from FY 2017-18 consideration @ 4% per annum of the revenue generated from Chartered Accountancy and Civil Services business. Further, if cumulative revenues exceeds ₹ 15,000.00 lakhs in 3 years starting FY 2017-18 an additional consideration @ 1% shall be payable to seller. The Group has included ₹ 50.00 lakhs as contingent consideration related to the additional consideration, which represents its fair value at the date of acquisition. During the year based on the performance and achivement of enrollment the condition for contingent consideration has not met so these amount related to contingent consideration has written back in to the books as at March 31, 2020.

F. Revenue and profit contribution

The acquired business contributed revenues of ₹ 117.44 lakhs (March 31, 2019 ₹ 235.05 lakhs) and loss of ₹ 34.97 lakhs (March 31, 2019 ₹ 176.57 lakhs) to the Company for the year ended March 31, 2020.

G. Descriptive note on goodwill (explaining payment of goodwill)

This acquisition will enable the Group to launch CA product and also add General Studies product offering for the Civil Services entrance examination leading to strengthening and enhancing penetration of its test prep business. The Group had acquired the brand name ETEN, the studios at various locations including alliances/partnerships for academic delivery, franchise relationships at about 25 locations.

H. During the previous year, the Group had sent a legal notice to Indiacan Education Private Limited regarding the recoverability of Debtors related to the ETEN business that was transferred to the Group in 2018. Arbitration proceedings on the same was subsequently initiated by the Group, and are currently in progress, with the next hearing date scheduled for August 20, 2020.

62 Fair value measurement and financial instruments

(a) Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilties, including their levels in the fair value hierarchy.

As at March 31, 2020

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
Investments	-	-	-	-	-	-	-
Loans	-	-	167.66	167.66	-	-	167.66
Other financial assets	-	-	956.61	956.61	-	-	-
Current							
Investments	-	-	3,716.34	3,716.34	-	-	-
Trade receivables	-	-	9,470.01	9,470.01	-	-	-
Cash and cash equivalents	-	-	1,159.28	1,159.28	-	-	-
Bank balances other than cash and cash equivalents	-	-	260.02	260.02	-	-	-
Loans	-	-	1,550.20	1,550.20	-	-	-
Other financial assets	-	-	732.92	732.92	-	-	-
Total	-	-	**18,013.04**	**18,013.04**	-	-	**167.66**
Financial liabilities							
Non-current							
Borrowings	-	-	358.37	358.37	-	-	358.37
Lease liability	-	-	448.25	448.25	-	-	-
Current							
Borrowings	-	-	3,918.08	3,918.08	-	-	-
Lease liability			435.74	435.74	-	-	-
Trade payables	-	-	4,066.34	4,066.34	-	-	-

(All figures in ₹ Lakhs unless stated otherwise)

Other financial liabilities	-	-	1,361.84	1,361.84	-	-	-
Total	-	-	**10,588.62**	**10,588.62**	-	-	**358.37**

As at March 31, 2019

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
Investments	-	-	-	-	-	-	-
Loans	-	-	175.88	175.88	-	-	175.88
Other financial assets	-	-	1,651.47	1,651.47	-	-	-
Current							
Trade receivables	-	-	12,992.13	12,992.13	-	-	-
Investments	-	-	2,743.09	2,743.09	-	-	-
Cash and cash equivalents	-	-	1,041.10	1,041.10	-	-	-
Bank balances other than cash and cash equivalents	-	-	980.20	980.20	-	-	-
Loans	-	-	2,117.88	2,117.88	-	-	-
Other financial assets	-	-	1,238.13	1,238.13	-	-	-
Total	-	-	**22,939.88**	**22,939.88**	-	-	175.88
Financial liabilities							
Non-current							
Borrowings	-	-	804.73	804.73	-	-	804.73
Current							
Borrowings	-	-	4,450.30	4,450.30	-	-	-
Trade payables	-	-	4,808.65	4,808.65	-	-	-
Other financial liabilities	-	-	1,898.73	1,898.73	-	-	-
Total	-	-	**11,962.41**	**11,962.41**	-	-	**804.73**

The Group's borrowings have been contracted at floating rates of interest, which resets at short intervals. Accordingly, the carrying value of such borrowings (including interest accrued but not due) approximates fair value.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. Fair value of non-current financial assets which includes bank deposits (due for maturity after twelve months from the reporting date) and security deposits is smiliar to the carrying value as there is no significant differences between carrying value and fair value.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2020 and March 31, 2019.

Valuation technique used to determine fair value

Specific valuation techniques used to value non current financial assets and liabilities for whom the fair values have been determined based on present values and the appropriate discount rates of the Group at each balance sheet date. The discount rate is based on the weighted average cost of borrowings of the Group at each balance sheet date.

Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Currency rate risk
- Interest rate risk

Risk management framework

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the group.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risks limits and controls, to monitors risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions

.**(b) Financial risk management (continued)**

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet

Particulars	As at March 31, 2020	As at March 31, 2019
Trade receivables	9,470.01	12,992.13
Cash and cash equivalents	1,159.28	1,041.10
Balances other than cash and cash equivalents	260.02	980.20
Loans	1,717.86	2,293.76
Investments	3,716.34	2,743.09
Other financial assets	1,689.53	2,889.60

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. The carrying amount of financial assets represents the maximum credit exposure.

The Group's credit risk is primarily to the amount due from customers. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis.

i. Credit risk on loans is limited as the loans are given to susbisidaries and other related parties.

ii. Credit risk on cash and cash equivalents is limited as the Company invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies."

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Group does monitor the economic enviorment in which it operates and the Group manages its Credit risk through credit approvals, establishing credit limits and continously monitoring credit worthiness of customers to which the Group grants credit terms in the normal course of business.

On adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group establishes an allowance for impairment that represents its expected credit losses in respect of trade receivable. The management uses a simplified approach (i.e. based on lifetime ECL) for the purpose of impairment loss allowance, the

Group estimates amounts based on the business environment in which the Group operates, and management considers that the trade receivables are in default (credit impaired) when counter party fails to make payments as per terms of sale/ service agreements. However the Group based upon historical experience determine an impairment allowance for loss on receivables.

The gross carrying amount of trade receivables is ₹ 10,260.78 lakhs (March 31, 2019: ₹ 14,564.96 lakhs). Trade receivables are generally realised within the credit period.

The Group believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour.

The Group's exposure to credit risk for trade receivables are as follows:

	Gross carrying amount	
Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Not Due	1,077.71	2,437.19
0-90 days past due	3,973.76	4,462.47
90 to 180 days past due	1,058.17	1,033.23
180-365 days	1,601.60	1,785.64
365-730 days	550.61	1,364.12
More than 730 days	1,998.93	3,482.31
Total	**10,260.78**	**14,564.96**

Movement in the allowance for impairment in respect of trade receivables:

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Balance at the beginning	1,572.83	2,010.86
Impairment loss recognised / (reversed)	(782.06)	(438.03)
Balance at the end	**790.77**	**1,572.83**

B. Financial risk management (Continued)

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation.

The Group believes that its liquidity position, including total cash (including bank deposits under lien and the anticipated future internally generated funds from operations) will enable it to meet its future known obligations in the ordinary course of business.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies to meet its liquidity requirements in the short and long term.

The Group's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Group's liquidity position on the basis of expected cash flows

Exposure to liquity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

As at March 31, 2020	Carrying Amount	Contractual cash flows			
		Total	Less than one year	Between one year and five years	More than 5 years
Borrowings					
Secured					
- From banks					
a) Vehicle loans	44.31	50.63	16.14	34.49	-
b) Term loans	293.33	309.56	309.56	-	-
- From others/financial institution					
a) Term loan	522.64	588.71	298.84	289.87	-
Current borrowings					
Secured					
- Cash credit from banks	3,915.87	3,915.87	3,915.87	-	-
Unsecured					
- from related parties	2.21	2.21	2.21	-	-
Trade payables	4,066.34	4,066.34	4,066.34	-	-
Lease Liability (current & non current)	883.99	1,233.74	394.11	393.22	446.41
Other financial liabilities					
Unpaid dividend	2.56	2.56	2.56	-	-
Refundable security deposit	5.00	5.00	5.00	-	-
Payable for selling shareholders	28.06	28.06	28.06	-	-
Employee related payables	808.58	808.58	808.58	-	-
Receipt on behalf of clients	12.90	12.90	12.90	-	-
Total	**10,586.79**	**11,024.17**	**9,860.18**	**717.58**	**446.41**

(All figures in ₹ Lakhs unless stated otherwise)

As at March 31, 2019	Carrying Amount	Contractual cash flows			
		Total	Less than one year	Between one year and five years	More than 5 years
Borrowings					
Secured					
- From banks					
a) Vehicle loans	45.11	45.11	10.22	34.89	–
b) term loans	463.29	463.29	241.91	221.37	
- From others/financial institution					
a) Term loan	757.54	757.74	235.13	522.61	–
Current borrowings					
Secured					
- Cash credit from banks	4,307.67	4,307.67	4,307.67	–	–
Unsecured					
- Loan form NBFC	142.13	142.13	142.13	–	–
- From related parties	0.50	0.50	0.50	–	–
Trade payables	4,808.65	4,808.65	4,808.65	–	–
Other financial liabilities					
Payables for purchase of investments	241.57	241.57	241.57	–	–
Unpaid dividend	1.57	1.57	1.57	–	–
Finance lease obligation	58.69	58.69	31.89	26.80	–
Payable for selling shareholders	28.06	28.06	28.06	–	–
Payable towards business combination (refer note 61)	143.81	143.81	143.81		
Contingent consideration (refer note 61)	50.00	50.00	50.00	–	–
Employee related payables	636.73	636.73	636.73	–	–
Receipt on behalf of clients	275.64	275.64	275.64	–	–
Total	**11,961.16**	**11,961.16**	**11,155.48**	**805.67**	**–**

The above amounts reflects the contractual undiscounted cash flows which may differ from the carrying value of the liabilities at the reporting date.

B. Financial risk management

iii. Market risk

Market risk is the risk that the 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, currency risk and other price risk, the Group mainly has exposure to two type of market risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows to the extent of earnings and expenses in foreign currencies. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Group's operating, investing and financing activities.

There are no derivative contracts entered by the Company. Hence, there is no associated risk.

Exposure to currency risk

The summary of quantitative data about the Group's exposure to currency risk, as expressed in Indian Rupees, as at March 31, 2020 and March 31, 2019 are as below:

Particulars	As at March 31, 2020									
	AED	Amount in ₹	SGD	Amount in ₹	USD	Amount in ₹	AUD	Amount in ₹	GBP	Amount in ₹
Financial assets										
Trade receivables	30.31	615.63	0.36	18.88	1.03	77.49	3.16	63.76	-	-
Other financial asset	0.53	10.59	1.56	80.37	7.69	399.49	-	-	-	-
Other bank balances	5.03	103.35	-	-	-	-	-	-	-	-
Loan	-	-	-	-	-	-	-	-	-	-
	35.87	**729.57**	**1.92**	**99.25**	**8.72**	**476.98**	**3.16**	**63.76**	**-**	**-**
Financial liabilities										
Trade payables	2.58	52.95	0.06	3.01	0.07	5.02	-	-	-	-
	2.58	**52.95**	**0.06**	**3.01**	**0.07**	**5.02**	-	-	-	-
Net exposure in respect of recognised assets and liabilities	**33.29**	**676.62**	**1.86**	**96.24**	**8.65**	**471.96**	**3.16**	**63.76**	**-**	**-**

Particulars	As at March 31, 2019									
	AED	Amount in ₹	SGD	Amount in ₹	USD	Amount in ₹	AUD	Amount in ₹	GBP	Amount in ₹
Financial assets										
Trade receivables	31.39	587.32	0.38	19.15	0.54	37.23	-	-	-	-
Other financial asset	(1.50)	(28.30)	-	-	7.69	399.49	-	-	-	-
Other bank balances	5.41	102.11	-	-	-	-	-	-	-	-
Loan	-	-	5.70	289.10	-	-	-	-	-	-
	35.30	**661.13**	**6.08**	**308.25**	**8.23**	**436.72**	**-**	**-**	**-**	**-**
Financial liabilities										
Trade payables	6.09	114.87	-	-	0.54	37.57	0.05	2.66	0.07	5.96
	6.09	**114.87**	**-**	**-**	**0.54**	**37.57**	**0.05**	**2.66**	**0.07**	**5.96**
Net exposure in respect of recognised assets and liabilities	**29.21**	**546.26**	**6.08**	**308.25**	**7.69**	**399.15**	**(0.05)**	**(2.66)**	**(0.07)**	**(5.96)**

(All figures in ₹ Lakhs unless stated otherwise)

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at March 31, 2020 and March 31, 2019 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
1% depreciation/appreciation in Indian Rupees against following foreign currencies:				
For the year ended March 31, 2020				
AED	6.77	(6.77)	4.88	(4.88)
SGD	0.96	(0.96)	0.69	(0.69)
USD	4.72	(4.72)	3.41	(3.41)
AUD	0.64	(0.64)	0.47	(0.47)
GBP	-	-	-	-
Total	**13.09**	**(13.09)**	**9.45**	**(9.45)**
For the year ended March 31, 2019				
AED	5.46	(5.46)	3.94	(3.94)
SGD	3.08	(3.08)	2.22	(2.22)
USD	3.99	(3.99)	2.88	(2.88)
AUD	(0.03)	0.03	(0.02)	0.02
GBP	(0.06)	0.06	(0.04)	0.04
Total	**12.44**	**(12.44)**	**8.98**	**(8.98)**

AED: United Arab Emirates Dirham, SGD: Singapore Dollar and USD: United States Dollar, AUD: Australian Dollar, GBP: Great Britain Pound

B. Financial risk management (continued)

iii. Market risk

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's main interest rate risk arises from long-term and short term borrowings with variable interest rates, which expose the Group to cash flow interest rate risk.

Exposure to interest rate risk

The Group's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Group to cash flow interest rate risk. The exposure of the Group's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Variable-rate instruments	As at March 31, 2020	As at March 31, 2019
Term loans from banks and others	815.97	1,278.77
Vehicle loans	44.31	45.11
Cash credit from banks	3,915.87	4,307.67
Total	**4,776.14**	**5,631.55**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points (bps) in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

Particulars	Profit or loss		Equity, net of tax	
	50 bps increase	50 bps decrease	50 bps increase	50 bps decrease
Interest on loans from banks				
For the year ended March 31, 2020	(31.11)	31.11	(22.46)	22.46
For the year ended March 31, 2019	9.90	(9.90)	6.96	(5.95)
Interest on loans from others				
For the year ended March 31, 2020	3.93	(3.93)	(2.83)	2.83
For the year ended March 31, 2019	(5.93)	5.93	(6.15)	6.15

63 Capital Management

(a) For the purpose of the group's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Group.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust the capital structure, the Group may return capital to shareholders, raise new debt or issue new shares.

The Group monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings	4,772.64	5,774.17
Less : Cash and cash equivalent	1,159.28	1,041.10
Adjusted net debt (A)	**3,613.36**	**4,733.07**
Total equity (B)	**28,365.77**	**33,842.72**
Adjusted net debt to adjusted equity ratio (A/B)	**12.74%**	**13.99%**

(b) Dividends

Particulars	As at March 31, 2020	As at March 31, 2019
Interim dividend for the year ended on March 31, 2020 of ₹ 1 (March 31, 2019 : ₹ 1) per fully paid share	141.66	141.66
Dividend Distribution Tax on interim dividend	29.11	29.11
Total	**170.77**	**170.77**

(All figures in ₹ Lakhs unless stated otherwise)

64 Interests in other entities

(a) Subsidiaries

The Group's subsidiaries at March 31, 2020 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of the Entity	Place of business/ country of incorporation	Ownership interest held by the group as at		Ownership interest held by non-controlling interests as at	
		March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Kestone Integrated Management Services Private Limited	India	100%	100%	-	-
G.K. Publications Private Limited	India	100%	100%	-	-
CL Media Private Limited	India	100%	100%	-	-
Career Launcher Education Infrastructure Services Private Limited	India	100%	100%	-	-
Career Launcher Infrastructure Private Limited	India	100%	100%	-	-
Kestone Asia Hub Pte Ltd	Singapore	100%	100%	-	-
Accendere Knowledge Management Services Private Limited	India	100%	100%	-	-
ICE Gate Educational Institute Private Limited	India	58.95%	50.70%	41.05%	49.30%
Kestone CL US Limited	India	100%	100%	-	-
CL Educate (Africa) Limited	Mauritius	90%	-	10%	-

Principal activities of group companies

Kestone Integrated Management Services Private Limited and Kestone Asia Hub Pte Ltd

Kestone provides integrated business, marketing and sales services to our corporate customers, including event management, marketing support (including digital marketing support in the form of online marketing initiatives, to support offline marketing campaigns), customer engagement (including audience generation, lead generation, loyalty and reward programs and contest management), managed manpower and training services.

G.K. Publications Private Limited

GKP is currently engaged in the business of distribution of test preparation guides, books and other academic material.

CL Media Private Limited

CL Media is currently engaged in the business of content development for study material, publishing study material and books and providing sales & marketing services and research related services to Institutions and Universities.

Career Launcher Education Infrastructure Services Private Limited and Career Launcher Infrastructure Private Limited

The Group provides soft skills, infrastructure facilities and other support services to schools and senior secondary studies and specific projects undertaken (including govt projects).

Accendere Knowledge Management Services Private Limited (AKMS)

Accendere is currently engaged in the business of facilitating educational institutions and establishing their institutional credibility, international presence and thought leadership by improving their research output in terms of both the quality and quantity of research articles published by them.

ICE Gate Educational Institute Private Limited

This mainly includes test prep coaching examinations like Graduate Aptitude Test in Engineering/Indian Engineering Services.

Kestone CL US

Ketonte CL Asia Hub Pte. Ltd has incorporated a wholly owned subsidiary in USA on March 22, 2018 in the name of Kestone CL US Limited with an objective to provide Integrated sales and marketing services to the corporate and institutions in USA.

(b) Associate Companies

Setout below are the associates of the group as at March 31, 2020 which, in the opinion of the directors, are material to the group.

		% of ownership interest			Carrying amount	
Name of entity	Place of business	As at March 31, 2020	As at March 31, 2019	Accounting method	As at March 31, 2020	As at March 31, 2019
Threesixtyone Degree Minds Consulting Private Limited	Chennai	4.41% of equity shares	4.41% of equity shares	Equity	789.63	676.92
B & S Strategy Services Private Limited	New Delhi	44.18% of equity shares	44.18% of equity shares	Equity	588.71	4,753.76
Total equity accounted investments					**1,378.34**	**5,430.68**

Principal activities of each associate entity

(i) Threesixtyone Degree Minds Consulting Private Limited- The Company provides learning and education solutions for corporations, colleges and universities, academic service providers, and government bodies in India and internationally. The Group offers graduation/diploma programs, as well as leadership programs to corporate managers.

(ii) B & S Strategy Services Private Limited: The Company is mainly engaged in rendering consulting services in the education sector and managing schools.

i. Significant judgement: existence of significant influence

(i) Threesixtyone Degree Minds Consulting Private Limited- CL Educate have representation on the board of Threesixtyone Degree Minds Consulting Private Limited and right to nominate one Director on the Board, it also participates in all significant financial and operating decisions. The group has therefore determined that it has significant influence over this entity, even though it only holds 4.41% of the voting rights.

(ii) B&S Strategy Services Private Limited: Through the shareholder agreement, CL Educate through its wholly owned subsidiary CLEIS holds 44.18% of the voting rights in B&S Strategy Services Private Limited and is guaranteed two seats on the board of the entity. The group had therefore determined that it had significant influence over this entity. As determined by the Management during the quarter and year ended March 31, 2020, the Group ceased to exercise a significant influence over B&S Strategy Services Private Limited (B&S), an associate company, though it continues to hold 44.18% equity share capital in B&S. Accordingly, the consolidated financial statements for the year ended March 31, 2020 include the Group's share in profit/loss of the associate only till the date of influence. (Refer note 70)

ii. Summarised financial information for associates

The tables below provide summarised financial information for the associates. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and not CL Educate Limited's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method and modifications for differences in accounting policies, if any.

(All figures in ₹ Lakhs unless stated otherwise)

		Three Sixty One Degree Minds Consulting Private Limited		B& S Strategy Services Private Limited	
	Summarised balance sheet	**As at March 31, 2020**	**As at March 31, 2019**	**As at March 31, 2020**	**As at March 31, 2019**
	Total current assets	1,149.36	882.13	-	1,095.69
	Total non-current assets	256.72	260.96	-	4,573.13
	Total assets	**1,406.08**	**1,143.09**	**-**	**5,668.82**
	Total current liabilities	375.13	130.96	-	566.90
	Total non-current liabilities	186.20	166.67	-	60.32
	Total liabilities	**561.33**	**297.63**	**-**	**627.22**
	Net assets	**844.75**	**845.46**	**-**	**5,041.60**
	Summarised statement of profit and loss	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**	**For theperiod ended December 31, 2019 (till the date of influence)**	**For the year ended March 31, 2019**
	Revenue	577.72	631.41	76.32	297.46
	Other income	3.34	4.93	0.05	4.69
	Depreciation and amortisation	106.85	96.09	21.05	28.07
	Profit before tax	6.21	43.28	(33.91)	14.26
	Tax expense	-	8.25	-	7.41
	Profit for the year	**6.21**	**35.03**	**(33.91)**	**6.85**
	Other comprehensive income	**-**		**-**	
	Total comprehensive income/ (loss)	**6.21**	**35.03**	**(33.91)**	**6.85**
	Dividends received				-
iii.	**Reconciliation to carrying amount of investments**	**As at March 31, 2020**	**As at March 31, 2019**	**As at March 31, 2020**	**As at March 31, 2019**
	Investment in associates	674.57	450.00	4,744.74	4,596.20
	Investment during the year	-	100.00	-	148.54
	Gain on fair valuation	112.43	124.57	-	-
	Profit after the period of acquisition	59.30	53.10	(13.25)	20.66
	Group's share in the profit	2.63	2.35	(5.98)	9.02
	Impairment (refer note 47)			(4,150.05)	
	Carrying amount of investment in the associate	**789.63**	**676.92**	**588.71**	**4,753.76**
iv.	**Calculation of Goodwill**				
	Fair value of identifiable net assets of the associate as at acquisiton date	61.48	61.48	3,139.78	3,139.78
	Purchase consideration paid	450.00	450.00	4,050.00	4,050.00
	Goodwill	**388.52**	**388.52**	**910.22**	**910.22**

(c) Non-controlling interest (NCI)

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-Group eliminations.

(i) ICE Gate Educational Institute Private Limited

Summarised balance sheet	As at March 31, 2020	As at March 31, 2019
Current assets	292.95	534.08
Non-current assets	228.82	219.76
Total assets	**521.77**	**753.84**
Current liabilities	413.73	567.98
Non-current liabilities	42.74	154.58
Total liabilities	**456.47**	**722.56**
Net assets	**65.30**	**31.28**
% of Non controlling interest	41.05%	49.30%
Accumulated NCI	**26.90**	**15.42**

Summarised statement of profit and loss A/c	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue	1,123.85	1,207.06
Profit for the year	30.03	6.01
Other comprehensive income	3.99	-
Total comprehensive income	**34.02**	**6.01**
Profit allocated to NCI	11.48	2.96
Dividends paid to NCI	-	-

Summarised cash flow	For the year ended March 31, 2020	For the year ended March 31, 2019
Cash flows from operating activities	85.13	94.52
Cash flows from investing activities	(120.33)	(66.13)
Cash flows from financing activities	41.14	(44.73)
Net increase/ (decrease) in cash and cash equivalents	**5.93**	**(16.34)**

iii. Transactions with non-controlling interest

The group had acquired 50.70% stake in Ice Gate Educational Institute Private Limited on March 31, 2017. On 13 August 2019, the group acquired an additional 7.15% stake & 1.10% on 2 March 2020 for ₹ 76.32 Lakhs. Immediately prior to the purchase, the carrying amount of the non-controlling interests acquired i.e. 8.25% NCI was (₹ 5.54 lakhs). The effect on the equity attributable to the owners of the Group during the year is summarised as follows:

	For the year ended March 31, 2020	For the year ended March 31, 2019
Carrying amount of non-controlling interests acquired	5.54	-
Consideration paid to non-controlling interests	76.32	-
Excess of consideration paid recognised in retained earnings within equity	(70.78)	-

(All figures in ₹ Lakhs unless stated otherwise)

65. Income Tax

A. Amounts recognised in profit or loss

	For the year ended March 31, 2020	For the year ended March 31, 2019
Current tax expense		
Current year	164.30	637.86
Reversal of tax related to prior years	(98.82)	-
	65.48	**637.86**
Deferred tax expense		
Current year	(168.44)	40.23
	(168.44)	**40.23**
Total Tax (reversal) / expense	**(102.96)**	**678.09**

B. Amounts recognised in Other Comprehensive Income

	Year ended March 31, 2020	Year ended March 31, 2019
Items that may be subsequently reclassified to statement of profit and loss		
Income tax relating to exchange difference on translation of foreign operation	(2.47)	1.47
Items that will not be reclassified to statement of profit and loss		
Income tax relating to remeasurement of defined benefit plans	(12.32)	(7.21)
	(14.79)	**(5.74)**

C. Reconciliation of effective tax rate

	Year ended March 31, 2020		Year ended March 31, 2019	
	Rate	**Amount**	**Rate**	**Amount**
Profit before tax from continuing operations	27.82%	(5,408.76)	27.82%	2,675.72
Tax using the Company's domestic tax rate		(1,504.72)		744.39
Tax effect of:				
Non-deductible expenses		1,286.74		(40.79)
Non-taxable expenses		(92.61)		(94.70)
Tax incentives		-		(0.74)
Deductible expenses		4.36		24.95
Non-taxable income		-		(8.82)
Impact of rate changes		198.04		83.88
Tax adjustments relating to earlier years		(98.82)		-
Business loss of March 2018		-		(47.54)
Carried forward business losses on which deferred tax not considered		4.97		(3.17)
MAT credit entitlement		-		(11.46)
Recognition of Timing Differences		100.84		22.81
Reversal of deferred tax		-		21.64
Others		(1.76)		(12.36)
		(102.96)		**678.09**

D. Movement in deferred tax balances

	Year ended March 31, 2020			
	As at March 31, 2019	Recognized in P&L	Recognized in OCI	As at March 31, 2020
Deferred Tax Assets				
Unabsorbed Losses	72.23	(1,058.13)	-	1,130.36
Elimination of inventory profit	159.89	(28.86)	-	188.75
Provision for employee benefit	142.09	(25.73)	(12.32)	155.50
Provision for Obsolescene of Inventory		(1.67)	-	1.67
Provision for bonus	11.34	11.34	-	-
Provision for sales Incentive	55.64	3.20	-	52.44
Loss allowance for doubtful debtors	418.46	183.51	-	234.95
FCTR Impact	2.90	-	(2.47)	0.43
Impact of Discontinuing of Secuirty Deposits	-	(14.61)	-	14.61
Deferred tax on equity adjutsment of associate profit	-	(0.23)	-	0.23
Lease equalisation reserve**	4.88	-	-	-
Trade payable	-	(0.56)	-	0.56
Current loans	118.94	-	-	118.94
Lease liability	16.33	(224.43)	-	240.76
Deferred revenue - franchisee fees	124.11	124.11	-	-
Deferred revenue - admission fees	261.51	261.51	-	-
Other current financial liabilities	68.81	5.55	-	63.26
MAT credit entitlement	543.23	240.50	-	302.73
Sub - Total (a)	**2,000.36**	**(524.50)**	**(14.79)**	**2,505.18**
Deferred Tax Liabilities				
Bussiness combination-GKP*	71.62	5.67	-	-
Property, plant and equipment and intangibles	304.65	(478.84)	-	783.49
Goodwill	111.45	36.74	-	74.71
Right of use	-	(206.92)	-	206.92
Other consol adjustment	320.47	320.47	-	-
Investment in subsidiary and associates	34.65	(41.19)	-	75.84
Impact for EIR adjustment on Borrowings	3.02	1.86	-	1.16
Other current asset - Prepaid financial guarantee	-	(2.97)	-	2.97
Other equity- Deemed equity contribution	-	(10.19)	-	10.19
Provision for obsolescence of inventory	36.83	27.31	-	9.52
Amortisation of prepaid rent	9.85	(8.01)	-	17.86
Sub - Total (b)	**892.54**	**(356.07)**	**-**	**1,182.66**
Net Deferred Tax Asset (a)-(b)	**1,107.82**	**168.43**	**(14.79)**	**1,322.52**

* Deferred tax liability on Goodwill has been adjusted with Goodwill during the year.

** Deferred tax assets on lease equalisation reserve has been adjusted with other equity.

(All figures in ₹ Lakhs unless stated otherwise)

Deferred Tax Assets

	Year ended March 31, 2020			
	March 31, 2018	**Recognized in P&L**	**Recognized in OCI**	**March 31, 2019**
Unabsorbed Losses	42.07	30.16	-	72.23
Elimination of inventory profit	168.83	8.94	-	159.89
Provision for employee benefit	147.42	1.89	(7.21)	142.09
Provision for bonus	25.11	(13.77)	-	11.34
Provision for sales Incentive	2.31	53.33	-	55.64
Property, plant and equipment and intangibles	1.82	12.78	-	14.60
Provision for impairment on investment	1.60	(1.60)	-	-
Allowance for doubtful debtors	720.85	(302.39)	-	418.46
Provision for loss allowance on doubtful advances	0.13	(0.13)	-	-
Provision for slow moving inventory	8.78	(8.78)	-	-
Provision for obsolescence of inventory	9.75	(46.58)	-	(36.83)
Provision for sales return	4.02	(4.02)	-	-
Lease equalisation reserve	4.32	0.56	-	4.88
Fair valuation of financial guarantee	0.12	(0.12)	-	-
Amortisation of deferred rent	26.24	(31.46)	-	(5.22)
Others	0.37	(0.37)	-	-
Current loans	150.82	(31.88)	-	118.94
Finance lease obligations	17.12	(0.79)	-	16.33
Deferred revenue - franchisee fees	124.11	0.00	-	124.11
Deferred revenue - admission fees	261.51	-	-	261.51
Other current liabilities	31.29	(31.29)	-	-
Other current financial liabilities	-	68.81		68.81
Prepaid FRP expenses	18.60	(18.60)	-	-
MAT credit entitlement	533.89	9.34	-	543.23
Sub- Total (a)	**2,301.08**	**(305.97)**	**(7.21)**	**1,970.01**
Deferred Tax Liabilities				
Bussiness combination-GKP	71.62	-	-	71.62
Other consol adjustment		-		320.47
Non current borrowings		(2.08)		2.08
Property, plant and equipment and intangibles	470.50	151.25	-	319.25
FCTR Impact	2.85	4.28	1.47	(2.90)
Deferred tax on equity accounting	-	-	-	-
Deemed capital contribution on corporate guarantee	6.50	6.50	-	-
Fair valuation of financial guarantee	1.69	1.69	-	-
Amortisation of securtiy deposits		-		-
Amortisation of prepaid rent		(4.63)		4.63
Investment in subsidiary and associates	36.65	2.00	-	34.65
Investment property		-		-
Impact for EIR adjustment on Borrowings	6.66	5.72	-	0.94
Goodwill	-	(111.45)		111.45
MAT credit entitlement	-	0.79	-	-
Sub- Total (b)	**596.47**	**54.07**	**1.47**	**862.19**
Net Deferred Tax Asset (a)-(b)	**1,704.62**	**(251.90)**	**(5.74)**	**1,107.82**

			March 31, 2020	March 31, 2019
Total deferred tax assets of net deferred tax assets			1,325.88	1,179.44
Total deferred tax liabilities of net deferred tax assets			3.36	71.62
			1,322.52	**1,107.82**

E. Tax losses carried forward

Unused tax losses for which no deferred tax asset has been recognised

	March 31, 2020	Expiry date	March 31, 2019	Expiry date
Expire	-	March 31, 2020	170.65	March 31, 2020
Expire	-	March 31, 2021	188.98	March 31, 2021
Expire	-	March 31, 2022	86.10	March 31, 2022
Expire	-	March 31, 2023	93.82	March 31, 2023
Expire	-	March 31, 2024	35.31	March 31, 2024
Expire	-	March 31, 2025	101.70	March 31, 2025
Expire	77.37	March 31, 2026	-	March 31, 2026
Expire	-	March 31, 2027	-	March 31, 2027
Expire	45.71	March 31, 2028	-	March 31, 2028
Never Expire	0.91	-	-	-
Total	**123.99**		**676.56**	

In respect of one subsidiary, the deferred tax on unused losses disclosed in the previous year are recognized during the year.

(All figures in ₹ Lakhs unless stated otherwise)

66. Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary and Associates.

As at March 31, 2020

Name of Enterprise	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Holding								
CL Educate Limited	105.52%	29,930.44	93.63%	(4,967.78)	15.17%	6.51	94.27%	(4,961.28)
Subsidiaries								
Kestone Integrated Marketing Services Private Limited (refer footnote i)	11.99%	3,400.23	-2.24%	118.83	81.06%	34.76	-2.92%	153.59
CL Media Private Limited	18.50%	5,247.68	-11.88%	630.26	-0.20%	(0.09)	-11.97%	630.18
G.K. Publications Private Limited	-5.31%	(1,506.38)	4.43%	(234.91)	-7.42%	(3.18)	4.52%	(238.08)
Accendere Knowledge Management Services Private Limited	-4.72%	(1,338.81)	0.75%	(39.78)	1.76%	0.76	0.74%	(39.02)
Career Launcher Education Infrastructure and Services Limited (refer footnote ii)	-25.85%	(7,332.27)	15.88%	(842.74)	0.35%	0.15	16.01%	(842.59)
ICEGATE Educational Institute Private Limited	-0.17%	(47.31)	-0.38%	20.05	6.43%	2.76	-0.43%	22.81
NCI in all subsidiaries	0.09%	26.90	-0.19%	10.27	0.00%	1.21	-0.22%	11.48
Associates (Investments as per Equity Method)	-0.05%	(14.71)	0.00%	-	0.00%	-	0.00%	-
	100.00%	**28,365.77**	**100.00%**	**(5,305.80)**	**97.16%**	**42.88**	**100.00%**	**(5,262.91)**

Footnote:

i. Kestone comprises two step down subsidairies namely Kestone Asia Hub Pte Ltd & Kestone CL US Limited.

ii. CLEIS comprises step down subsidairy namely Career Launcher Infrastructure Private Limited.

As at March 31, 2019

Name of Enterprise	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Holding								
CL Educate Limited	104.01%	35,200.13	49.14%	981.67	47.28%	7.10	49.13%	988.77
Subsidiaries								
Kestone Integrated Marketing Services Private Limited (refer footnote i)	9.51%	3,218.80	16.41%	327.80	45.29%	6.81	16.63%	334.61
CL Media Private Limited	13.80%	4,671.67	40.11%	801.28	-2.49%	(0.37)	39.79%	800.91
G.K. Publications Private Limited	-4.38%	(1,482.25)	-9.68%	(193.37)	7.03%	1.06	-9.55%	(192.31)
Accendere Knowledge Management Services Private Limited	-3.84%	(1,299.78)	3.49%	69.78	2.88%	0.43	3.49%	70.21
Career Launcher Education Infrastructure and Services Limited (refer footnote ii)	-19.18%	(6,492.32)	0.22%	4.45	0.00%	-	0.22%	4.45
ICEGATE Educational Institute Private Limited	0.02%	6.47	0.14%	2.71	0.00%	-	0.13%	2.71
NCI in all subsidiaries	0.05%	15.42	0.17%	3.31	-	-	0.16%	3.31
Associates (Investments as per Equity Method)	0.01%	4.58	0.00%	-	0.00%	-	0.00%	-
	100.00%	**33,842.72**	**100.00%**	**1,997.63**	**100.00%**	**15.03**	**100.00%**	**2,012.66**

Footnote:

i. Kestone comprises two step down subsidairies namely Kestone Asia Hub Pte Ltd & Kestone CL US Limited.

ii. CLEIS comprises step down subsidairy namely Career Launcher Infrastructure Private Limited.

67. Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

68. The Board of Directors of the Holding Company has approved a scheme of arrangement for amalgamation of its subsidiary companies into the Holding Company ("the Scheme") in its meeting held on November 27, 2018. The Scheme has been approved by National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). During the year, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Company Law Tribunal (NCLT), for the proposed amalgamation of Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited ("Amalgamating Company") with CL Educate Limited ("Amalgamated Company"). The Scheme will be effective upon approval from NCLT which is pending as on date. The appointed date as proposed by the Company is April 1, 2019.

69. Career Launcher Infrastructure Private imited, one of the Subsidiary ('CLIP' or the 'Subsidiary') has not generated revenue (except from the discontinued business) during the year ending March 31, 2020 and, as of that date; the Subsidiary's current liabilities exceeded its total assets by ₹ 1,641 Lakhs. The Management has now decided that the publishing business already running in another subsidiary will hence forth be run in CLIP and the same will generate sufficient profit and cash flow to sustain the operations in the near future. Further the post conclusion of the scheme of amalgamation of the group the Subsidiary will become a whole owned subsidy of Cl Educate Limited, the Holding Company. Further current outstanding loan of ₹ 1,956 Lakhs, due to which the current liabilities are in excess of current assets, are from the Holding Company and the ultimate holding Company and the group will support the same in terms of repayments. Accordingly, the Management has prepared the Financial Statements on a going concern basis.

70. During the financial year 2017-18, Career Launcher Education Infrastructure and Services Limited, a wholly owned subsidiary ('CLEIS' or the 'Wholly Owned Subsidiary/ WOS') entered into an agreement to sell its School Business vertical (K-12 Business) to B&S Strategy Services Private Limited (B&S) for a total consideration of ₹ 4,650.00 Lakhs comprising ₹ 600.00 Lakhs payable in cash and remaining ₹ 4,050 Lakhs by way of equity shares in B&S. Presently the shareholding in B&S, is 8,817 equity shares of ₹ 10 each, being 44.18% of total equity of B&S. Thus B&S is an associate and the present investment of CLEIS is ₹ 4,745.00 Lakhs. Further, there an overdue amount of ₹ 400.00 Lakhs is recoverable from B&S towards cash consideration as per the aforesaid agreement.

Nalanda Foundation (Nalanda) is the Trust that runs the K-12 school business. Trusteeship of the Nalanda was transferred together with the aforesaid sale of school business. Over time the admission numbers have declined in the school and with insufficient cash being generated by the business, the Management does not intend to make further investments. The situation has been accentuated by the onset of COVID-19, forcing schools to shut early and the present management failing to collect final term fees of FY'20 and for the first quarter of the new Academic Year.

Further there are consistent delays on part of B&S management in providing required financial updates and information for consolidation.

Based on the aforesaid situation, the Group has taken the following steps:

a. The Group have taken legal advice on the matter and initiated legal proceedings before the Honorable High Court, to protect its interests, including recovery of ₹ 400.00 Lakhs of the Cash consideration. A section 9 petition on the matter of CLEIS Vs B&S was heard by the Delhi High Court on June 22, 2020, with the judge appointing a retired High Court judge as an arbitrator to hear the dispute.

b. As there are indicators for impairment, an independent valuer was assigned to value the investment of CLEIS in B&S. As per his report the investment of the Company of 44.18% is valued at ₹ 595.00 lakhs. There by resulting in an impairment of ₹ 4,150.00 Lakhs. CLEIS has taken the write down of investment and disclosed as exceptional items.

c. Based on its assessment of the merits of the case, the Management is confident of recovering cash consideration and receivable from Nalanda in full and hence no provision is required.

d. Further the Holding Company has taken impact of the aforesaid impairment amounting to ₹ 4,150.00 Lakhs and have disclosed it as a exceptional item in the financial statements.

e. As determined by the Management during the quarter and year ended March 31, 2020, CLEIS ceased to exercise a significant influence over B&S Strategy Services Private Limited (B&S), an associate company, though it continues to hold 44.18% equity share capital in B&S. Accordingly, the consolidated results for the year ended March 31, 2020 include the Group's share in profit/loss of the associate only till the date of influence.

71. The Group has an overdue trade receivables of ₹ 49.00 Lakhs as at March 31, 2020 recoverable from Indian Book House Private Limited ('the Party'), one of the customer of the Group. The Group, based on the merits of the case, has initiated legal proceedings against the Party. Management is confident of recovering the amount in full from the party including costs. The Management on its best estimate have created Expected credit loss for the same and is of the view that it will be able to recover the amount in full.

There are no borrowing cost have been capitalised for the year ended March 31, 2020 and March 31, 2019.

72. Due to spread of 'COVID-19' pandemic the Government imposed a nationwide lockdown and other restrictions on movement with effect from March 25, 2020. Consequently, the Group's offices were closed and operations temporarily suspended since then.

The Group has drawn projected cash flow for the next one year, based on certain assumptions and has concluded that the Group will have sufficient liquidity to continue its operations. There are possibilities of delays in case of customers which are taken care by Expected Credit Loss Model (ECL).

In assessing the recoverability of its current assets including trade receivables, loan and advances, the Group has considered internal and external information up to the date of approval of these financial statements, has performed sensitivity analysis on the assumptions based on current indicators of the future economic conditions and considered the same in preparing these financial results. The Group is confident of recovering the carrying amount of these assets.

However, the impact of the pandemic may be different from that estimated as at the date of approval of these financial statements, and the management will continue to closely monitor any material changes to future economic conditions.

73. Previous year's figures have been regrouped / rearranged as per the current year's presentation for the purpose of comparability.

As per report of even date.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration
No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

Sd/-
Manoj Daga
Partner
Membership No.:048523
Place: Mumbai
Date: June 29, 2020

Sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548

Sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

Sd/-
Arjun Wadhwa
Chief Financial Officer

Sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSI M. No.: A17780
Place: New Delhi
Date: June 29 , 2020

CL EDUCATE LIMITED

ANNUAL GENERAL MEETING 2020

CIN: L74899HR1996PLC076897
Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003, India
Tel.: 0129-2273242
Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044, India
Tel.: 011–4128 1100, Fax: 011-4128 1101
Website: www.cleducate.com, E-mail: compliance@cleducate.com

AGM Notice 2020

NOTICE is hereby given that the **24TH ANNUAL GENERAL MEETING** of the Members of CL Educate Limited {formerly known as Career Launcher (India) Limited} will be held through two-way Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on **Wednesday, September 30, 2020 at 11:00 A.M.**, to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2020

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, along with the reports of the Board of Directors and Auditor thereon.

2. Confirmation of the payment of Interim Dividend on Equity Shares, already paid during the Financial Year 2019-20

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the interim dividend of Re.1/- per Equity Share of face value of ₹ 10/- each, paid to the Shareholders of the Company during the Financial Year 2019-20, pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on November 13, 2019, be and is hereby noted, ratified and confirmed."

3. Retirement by Rotation

To appoint a Director in place of Mr. Gautam Puri (DIN: 00033548), Vice Chairman and Managing Director, of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

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, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam Puri (DIN: 00033548), Vice Chairman and Managing Director, of the Company, who retires by rotation and being eligible, offers himself for re-appointment."

4. Retirement by Rotation

To appoint a Director in place of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business, of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re- appointment.

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, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business, of the Company, who retires by rotation and being eligible, offers himself for re-appointment."

5. Appointment of the Statutory Auditor of the Company for a period of 5 (Five) years and to fix their remuneration in this regard

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory amendment(s) or reenactment(s) thereof for the time being in force, read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the appointment of Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013), as Statutory Auditors of the Company in place of the outgoing Auditor of the Company, for an initial term of five (5) consecutive years, commencing from the Financial Year 2020-2021 and they shall hold office from the conclusion of the 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held in the Financial Year 2025-26, at professional fees as detailed below (plus out of pocket expenses on actual basis and applicable taxes), as may be mutually agreed to between the Board of Directors of the Company and Walker Chandiok & Co LLP, with liberty to revise the said terms and conditions and remuneration."

SPECIAL BUSINESS:

6. Appointment of Mr. Sanjay Tapriya (DIN: 00064703) as a Non-Executive Independent Director on the Board of the Company

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, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sanjay Tapriya (DIN: 00064703), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from October 24, 2019, be and is hereby appointed as a Non-Executive Independent Director of the Company for an initial term of 5 years commencing from October 24, 2019 i.e. upto October 23, 2024, with his period of office not liable to be determined by retirement by rotation."

7. Appointment of Mr. Piyush Sharma (DIN: 08759840) as a Non-Executive Independent Director on the Board of the Company

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, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Piyush Sharma (DIN: 08759840), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from July 17, 2020, be and is hereby appointed as a Non-Executive Independent Director of the Company for an initial term of 5 years commencing from July 17, 2020 i.e. upto July 16, 2025, with his period of office not liable to be determined by retirement by rotation."

8. Ratification of remuneration payable to the Cost Auditors for the Financial Year 2020-21

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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the Company hereby ratifies a remuneration of upto ₹ 1,35,000/- (Rupees One Lakh Thirty Five Thousand Only) plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No.101544), the Cost Auditor of the Company, to conduct the audit of cost records maintained by the Company as prescribed under The Companies (Cost Records and Audit) Rules , 2014, as may be amended from time to time, for the Financial Year ending March 31, 2021".

By Order of the Board
For CL Educate Limited

Sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548

Address: R-90, Greater Kailash-I,
New Delhi – 110 048

Date: August 22, 2020
Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Businesses mentioned under Item Nos. 5 to 8 above, to be transacted at the 24th Annual General Meeting, is annexed hereto.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC, without the physical presence of the Members at a common venue. In compliance with the provisions of Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and MCA Circulars, the AGM of the Company is being held through VC. KFin Technologies Private Limited ('KFin'), the Registrar and Transfer Agent of the Company ('RTA'), will be providing remote e-voting facility for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No. 20 below and is also available on the website of the Company at www.cleducate.com.

3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice. However, the Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.

4. Corporate Members are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to gains108@yahoo.com with a copy marked to mohsin.mohd@kfintech.com and compliance@cleducate.com.

5. In accordance with the MCA Circulars and Circular dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditors' Report or other documents required to be attached therewith) such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s).

6. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.cleducate.com, on the website of Stock Exchanges - www.bseindia.com & www.nseindia.com and on the website of KFin at www.kfintech.com.

7. Members are requested to send all communication relating to shares to the Company's Registrar & Transfer Agent - KFin Technologies Private Limited, Unit : CL Educate Limited, Selenium, Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

8. Nomination facility for shares is available for Members. The prescribed format, in this regard, can be obtained from KFin.

9. Pursuant to Section 101 and Section 136 of the Act read with Rules made thereunder, and MCA Circulars, copies of the Annual Report, Notice of the AGM and instructions for e-voting are being sent by electronic mode only, to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. Members holding shares in physical form can send their email address for registration to https://ris.kfintech.com/email_registration/ quoting the Folio Number and Name of the Company. The Notice of the AGM and the Annual Report will also be available on the Company's website www.cleducate.com for Members to download. Members who have not registered their email address so far are requested to register their email address for receiving all communications including Annual Report, Notices, etc., from the Company electronically.

10. Members are requested to note that, dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The details of the unpaid/unclaimed amounts lying with the Company are available on the website of the Company www.cleducate.com and on the website of IEPF Authority. Members whose dividend/shares are transferred to the IEPF Authority can claim their dividend/shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority. Members are requested to approach the Company/KFin for claiming unpaid dividends yet to be transferred to IEPF as early as possible.

11. SEBI has mandated the submission of the Permanent

Account Number (PAN), proof of identity, address and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their Depository Participant(s). Members holding shares in physical form shall submit the documents to KFin.

12. SEBI has amended the Regulation 40 of the SEBI LODR pursuant to which after March 31, 2019, transfer of securities cannot be processed unless the securities are held in dematerialised form with a depository except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to dematerialise their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.

13. Members are requested to note that KFin has launched a mobile application 'KPRISM' and website https://kprism.kfintech.com for online service to shareholders. Members can download the mobile application, register themselves (onetime) for availing host of services viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of Address, change/ update Bank Mandate. Through the Mobile app, members can download Annual Reports, standard forms and keep track of upcoming General Meetings and dividend disbursements.

14. Members who need technical assistance before or during the AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 345 4001.

15. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.

16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection through the VC facility of KFin, to the Members attending the AGM.

17. Cut-off Date

The Company has fixed Wednesday, September 23, 2020 as the "Cut-Off Date" for voting. The remote e-voting / voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-Off Date i.e. Wednesday, September 23, 2020 only. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only.

18. Members desiring any additional information with regard to Accounts/Annual Report or have any question or query are requested to write to the Company Secretary on the Company's compliance email-id compliance@cleducate.com from September 23, 2020 (9.00 A.M.) upto September 25, 2020 (5.00 P.M.) so as to enable the Management to keep the information ready. Members are advised to visit Help & FAQ section available at the website of KFin at www.kfintech.com. Please note that, Members' questions will be answered only if they continue to hold the shares as of Wednesday, September 23, 2020, i.e. the 'cut-off' date for e-voting.

19. Procedure for registering the email address and obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form) :

i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below :

a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.

b. Members holding shares in physical form may register their email address and mobile number with KFin by sending email to einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for receiving the Annual report, Notice of the AGM and the e-voting instructions or register their e-mail address with KFin by clicking on https://ris.kfintech.com/email_registration/.

ii. Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of AGM, may temporarily get themselves registered with KFin, by clicking the link : https://ris.kfintech.com/email_registration/ for sending the same.

Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through email going forward.

iii. With a view to help us serve better, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/RTA to consolidate their holdings in one folio.

iv. Members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin, in case the shares are held in physical form.

20. Instructions for e-voting and joining the AGM are as follows:

A. Voting through electronic means

a) In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended, SS-2 and Regulation 44 of the SEBI LODR, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the Meeting ('remote e-voting') through the e-voting platform provided by KFin or to vote at the AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

b) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means.

c) The facility for voting through electronic voting system will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.

d) Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

e) The details of the process and manner for remote e-voting are given below:

i. Initial password is provided in the body of the email.

ii. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

iv. After entering the details appropriately, click on LOGIN.

v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the EVENT i.e. CL Educate Limited.

viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at gains108@yahoo.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLEDUCATE_EVENT No.'

xi. Members can cast their vote online from Sunday, September 27, 2020 at 9.00 A.M. till Tuesday, September 29, 2020 at 05.00 P.M. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1800 345 4001 (toll free).

B. Voting at the AGM

i. Only those Members, who will be present in the AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting in the AGM.

ii. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

iii. Upon declaration by the Chairman about the commencement of e-voting at AGM, members shall click on the thumb sign on the left hand bottom corner of the video screen for voting at the AGM.

C. Instructions for Members for Attending the AGM

i. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility of participation at the AGM through VC will be made available for 1,000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

ii. Members will be able to attend the AGM through VC by using their remote e-voting login credentials. The link for AGM will be available in Members login where the EVENT and the name of the Company can be selected. Members who do not have 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 under heading A above.

iii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.

iv. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.

v. While all efforts would be made to make the VC meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

vi. Speaker Registration before AGM :

a) Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL https://emeetings.kfintech.com and clicking on the tab 'Speaker Registration' during the period starting from September 23, 2020 (9.00 A.M.) upto September 25, 2020 (5.00 P.M.).

b) Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

c) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that only questions of the Members holding the shares as on cut-off date will be considered.

vii. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL https://emeetings.kfintech.com.

viii. Members who need technical assistance before or during the AGM can contact KFin at emeetings@kfintech.com or Helpline : 1800 345 4001.

D. General Instructions

i. The Board of Directors has appointed Mr. Sachin Sharma, or failing him Mr. Dinesh Trivedi, Designated Partners of M/s. S. Anantha & Ved LLP (LLPIN: AAH 8229), Company Secretaries, as Scrutiniser to scrutinise the the entire e-voting process, in a fair and transparent manner.

ii. Subject to the receipt of requisite number of votes, the resolutions shall be deemed as passed on the date of the Meeting.

iii. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.cleducate.

com and on KFin's website www.evoting.kfintech.com and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.

21. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the register of members and the share transfer books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive) for the purpose of 24th Annual General Meeting of the Company.

22. A Certificate issued by the Statutory Auditor of the Company, certifying that the current ESOP Scheme of the Company is being implemented in accordance with Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection at the 24th Annual General Meeting.

23. Any person who acquires shares of the Company and becomes member of the Company post-sending of Notice of 24th Annual General Meeting along with the Annual Report of 2019-20 but before the Cut-Off Date may obtain the login ID and password by sending a request at evoting@kfintech.com.

24. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the Cut-Off Date, being Wednesday, September 23, 2020.

25. The Scrutiniser shall, after conclusion of voting at the 24th Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of the conclusion of the 24th Annual General Meeting, make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised who shall countersign the same and declare the result of voting forthwith.

26. The resolutions will be deemed to be passed on the 24th Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results will be declared by posting the same at the website of the Company (www.cleducate.com), website of the agency viz. Kfin's website (https://evoting.kfintech.com) and by filing with the stock exchanges and shall also be displayed on the notice board at the Registered Office and Corporate Office of the Company.

27. Information required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Directors seeking appointment/re-appointment is as under:

Particulars	**Mr. Gautam Puri (DIN: 00033548) (Re-appointment pursuant to Retirement by Rotation)**	**Mr. Nikhil Mahajan (DIN: 00033404) (Re-appointment pursuant to Retirement by Rotation)**	**Mr. Sanjay Tapriya (DIN: 00064703) (Regularisation of Appointment made by Board of Directors)**	**Mr. Piyush Sharma (DIN: 08759840) (Regularisation of Appointment made by Board of Directors)**
Date of Birth (Age)	January 13, 1965 (55 Years)	July 06, 1971 (49 Years)	June 27, 1961 (59 Years)	September 11, 1966 (53 Years)
Date of Appointment/ re-appointment	April 01, 2020	April 01, 2020	October 24, 2019	July 17, 2020
Qualifications	B.E. (Chem.), Punjab Engineering College, Chandigarh and PGDB, IIM (Bangalore)	B.Tech (Elect.), IIT-BHU and PGDM, IIM (Bangalore)	Graduate in Commerce from Shri Ram College of Commerce, University of Delhi, Chartered Accountant and Company Secretary	B.Tech (Elect.), University of Delhi, PGPM, IIM (Bangalore) and PhD in Marketing from Nanyang Technological University, Singapore

Expertise in specific functional areas	He has over 22 years' of experience in the education sector.	He has over 21 years' of experience in the field of finance and the education sector.	He has over 30 years' of experience across multiple verticals and cross functional exposure in Finance, Business restructuring, Corporate Strategy and Operations etc.	He has over 18 years' of experience in academia
Directorships held in listed Companies	• CL Educate Limited	• CL Educate Limited	• CL Educate Limited • Simbhaoli Sugars Limited	• CL Educate Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Member – • Stakeholders relationship Committee (CL Educate Limited)	Member – • Stakeholders relationship Committee (CL Educate Limited)	Member – • Audit Committee (CL Educate Limited) • Stakeholders relationship Committee (Simbhaoli Sugars Limited)	None
Number of shares held in the Company as on March 31, 2020	23,10,104	32,817	Nil	Nil
Disclosure of relationships between directors inter-se	None	None	None	None

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of the above Directors, please refer to the Board's Report and the Corporate Governance Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

Section 139(2) of the Companies Act, 2013 states that no listed company or a company belonging to such class or classes of companies as may be prescribed, shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Provided that an audit firm which has completed its two terms, shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term. Rule 6(3)(i) of Companies (Audit and Auditors) Rules, 2014 inter alia reads “for the purpose of the rotation of auditors- (i) in case of an auditor (whether an individual or audit firm), the period for which the individual or the firm has held office as auditor prior to the commencement of the Act shall be taken into account for calculating the period of five consecutive years or ten consecutive years, as the case may be”.

M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W) has been serving as the Statutory Auditor of the Company since Financial Year 2010-11 and at the 23rd Annual General Meeting of the Company held on September 28, 2019, M/s Haribhakti& 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 Annual General Meeting to be held in 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, by way of a circulation resolution passed on May 12, 2020, has approved the appointment of Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013), as the Statutory Auditor of the Company, in place of the outgoing Statutory Auditor, M/s. Haribhakti & Co. LLP, for the first term of five (5) consecutive years commencing from the Financial Year 2020-2021, i.e., to hold office from the conclusion of the 24th Annual General Meeting of the Company to be held during the Financial Year 2020-21 till the conclusion of the 29th Annual General Meeting to be held during the Financial Year 2025-26.

The Company has received written consent and a 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 provisions of the Act and the rules made thereunder.

Walker Chandiok & Co LLP, Chartered Accountants, 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 the Peer Review Board of the ICAI.

In this respect, the Members are requested to approve the appointment of Walker Chandiok & 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 2020-2021 till the Financial Year 2024-25 i.e., to hold office from the conclusion of the 24th Annual General Meeting to be held in the Finacial Year 2020-21 till the conclusion of the 29th Annual General Meeting to be held in the Finacial Year 2025-26 and to fix their remuneration in this regard.

Pursuant to Rule 36(5) of SEBI (LODR), Regulations, 2015, the details of the Statutory Auditor proposed to be appointed at

Particulars	Details
Category of the Auditor	Statutory Auditor (Auditor's Firm)
Name of Auditor or Auditor's Firm	Walker Chandiok & Co LLP, Chartered Accountants
ICAI Firm Registration No.	001076N / N500013
Address	L-41, Connaught Circus, New Delhi 110001, India
Number of Financial Year(s) to which appointment relates	5 (Five)
Period of account for which appointed	April 01, 2020 to March 31, 2025
Date of appointment made by Board of Directors	May 12, 2020

Proposed fees payable to the statutory auditor(s) along with terms of appointment	The fees / remuneration of the Statutory Auditor shall be ₹ 46 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 service relating thereto, audit of internal financial control relating to financial reporting and reports or certificates to be issued as a Statutory Auditor, with liberty to revise the said terms and conditions and remuneration as may be mutually agreed to between the Board of Directors of the Company and Statutory Auditor. Aforesaid audits and reports shall include standalone and consolidated financial statements.
In case of a 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	The fees payable to the new Auditor are similar to those that were paid to the outgoing auditors.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	All the applicants, who applied for selection as the Statutory Auditors of the Company went through multiple rounds of interaction with the CFO, followed by an interview with the Managing Director, Executive Director and CFO, and the top 3 shortlisted firms were invited to make a presentation before the Audit Committee. Walker Chandiok & Co LLP was selected after a comprehensive recruitment process. The appointment of Walker Chandiok & Co LLP has been approved and recommended by the Audit Committee and the Board of Directors of the Company. Credentials: Walker Chandiok & Co LLP - Firm Registration No.: 001076N/N500013 (WCC LLP) was set up in the year 1935 and is registered with the Institute of Chartered Accountants of India as well as the PCAOB (US Public Company Accounting Oversight Board). WCC LLP licenses audit software as well as audit methodology from Grant Thornton. For multinational companies and other organisations with international operations or interests, WCC LLP has access to Grant Thornton member firms in other countries that adopt the same rigorous standards, and utilise the same tools and methodologies. Recently ranked amongst the top firms providing audit services in India, WCC LLP audits more than 100 companies listed in India.

None of the Directors, Key Managerial Personnel and/or their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Board of Directors of your Company recommends that this resolution be passed as an Ordinary Resolution by the Members.

the ensuing Annual General Meeting are as follows:

ITEM NO. 6

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination Remuneration and Compensation Committee of the Company, the Board of Directors of the Company appointed Mr. Sanjay Tapriya (DIN: 00064703) as an Additional Director (Non-Executive Independent) on Board of the Company vide a circular resolution dated October 24, 2019. In terms of the provisions of Section 161(1) of the Act, Mr. Sanjay Tapriya holds office up to the date of the ensuing Annual General Meeting of the Company.

A brief profile of Mr. Sanjay Tapriya is given hereunder:

Aged about 59 years, he is a Graduate in Commerce from Shri Ram College of Commerce (1981) and holds membership of the Institute of Chartered Accountants of India (1985) and the Institute of Company Secretaries of India (1985). He has over 30 years of experience across multiple verticals and cross functional exposure in Finance, Business restructuring, Corporate Strategy and Operations etc. Since 2014, he is working as CEO with Uniworld Sugars Private Limited and amongst others has been associated with Simbhaoli Sugars Limited as Non-Executive Independent Director.

In terms of Section 149 and other applicable provisions of the Act, Mr. Sanjay Tapriya, being eligible, has offered himself for appointment, and it is proposed to appoint him as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years, i.e. up to October 23, 2024.

The Company has received the consent letter from Mr. Sanjay Tapriya expressing his consent to act as a Director on the Board of CL Educate Limited, and certifying that he is not disqualified to become a Director under the Companies Act, 2013.

The Company has received a declaration from Mr. Sanjay Tapriya that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that he is not aware of any circumstance or situation, which exists or which may reasonably be anticipated, that could impair or impact his ability to discharge his duties as an Independent Director on the Board of CL Educate Limited with an objective and independent judgment and without any external influence.

The Company has also received a declaration from Mr. Sanjay Tapriya that he is not disqualified to act as a Director by virtue of the provisions of Section 164(2) of the Act, and that he has not been debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

The Board believes that it is desirable to avail services of Mr. Sanjay Tapriya as a Non-Executive Independent Director of the Company, and considers that his experience and expertise, especially in the field of finance, would be of immense benefit to the Company.

The Board of Directors of your Company recommends that this resolution be passed as an Ordinary Resolution by the members.

Except for Mr. Sanjay Tapriya, none of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution (Item No. 6).

ITEM NO. 7

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination Remuneration and Compensation Committee of the Company, the Board of Directors of the Company appointed Mr. Piyush Sharma (DIN: 08759840) as an Additional Director (Non-Executive Independent) on Board of the Company vide a circular resolution dated July 17, 2020. In terms of the provisions of Section 161(1) of the Act, Mr. Piyush Sharma holds office up to the date of the ensuing Annual General Meeting of the Company.

A brief profile of Mr. Piyush Sharma is given hereunder:

Aged about 53 years, he holds a PhD in Marketing from Nanyang Technological University, Singapore (2006), is a Post Graduate in Marketing from the IIM-B, India (1993) and is a Bachelor of Engineering (Electrical), University of Delhi, India (1987). He is presently working as a Professor of Marketing in School of Marketing, Curtin Business School, Curtin University, Australia and has over 18 years of experience in academia. Amongst others, he has been associated with companies such as Hometrade Limited (as Vice President - Sales and Marketing), Becton Dickinson (as Marketing Manager - South Asia), Dabur India Limited (as Senior Product Manager), ITC Limited (as Brand Manager) and Bharat Heavy Electricals Limited (as Quality Control Engineer).

In terms of Section 149 and other applicable provisions of the Act, Mr. Piyush Sharma, being eligible, has offered himself for appointment, and it is proposed to appoint him as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years i.e. up to July 16, 2025.

The Company has received a consent letter from Mr. Piyush Sharma expressing his consent to act as a Director on the Board of CL Educate Limited, and certifying that he is not disqualified to become a Director under the Companies Act 2013.

The Company has received a declaration from Mr. Piyush Sharma that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that he is not aware of any circumstance or situation, which exists or which may reasonably be anticipated, that could impair or impact his ability to discharge his duties as an Independent Director on the Board of CL Educate Limited with an objective and independent judgment and without any external influence.

The Company has also received a declaration from Mr. Piyush Sharma that he is not disqualified to act as a Director by virtue of the provisions of Section 164(2) of the Act, and that he has not been debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

The Board believes that it is desirable to avail services of Mr. Piyush Sharma as a Non-Executive Independent Director of the Company, and considers that his experience and expertise, especially in the field of academia, would be of immense benefit to the Company.

The Board of Directors of your Company recommends that this resolution be passed as an Ordinary Resolution by the Members.

Except for Mr. Piyush Sharma, none of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives is, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution (Item No. 7).

Item No.8

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications thereof, for the time being in force), the Board has, on the recommendation of the Audit Committee, appointed M/s. Sunny Chhabra and Co., Cost Accountants (Firm registration No. 101544) as the Cost Auditor, to conduct an audit of the Cost Records of the Company for the Financial Year 2020-21. The Remuneration payable to the Cost Auditors for the Financial Year 2020-21, as fixed by the Board of Directors is stated hereunder:

Name of the Cost Auditor	Financial Year	Remuneration for the Financial Year 2020-21 (in Rupees) (Excluding out of pocket expenses & applicable taxes)
M/s. Sunny Chhabra & Co.	2020-2021	Upto 1,35,000

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Remuneration of the Cost Auditors is required to be approved and/or ratified by the shareholders of the Company.

The Board of Directors of your Company recommends that this resolution be passed as an Ordinary Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution (Item No.8) of the Notice.

By Order of the Board
For CL Educate Limited

Sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548
Address: R-90, Greater Kailash-I,
New Delhi – 110 048

Date: August 22, 2020
Place: New Delhi

CL Educate Limited

A-45, First Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044, India

T: +91 11 41281100
F: +91 11 41281101

E: compliance@cleducate.com

www.cleducate.com