



Date: 07TH December, 2020

To
The Manager
Department of Corporate Services
BSE Ltd., Dalal Street,
Fort, Mumbai – 400 001

Sub. :- Regulation 34 (1) of LODR, 2015 - Submission of Annual Report for FY- 2019-20

Ref. :- Scrip Code - 509026

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Report of **VJTF EDUSERVICES LIMITED** for FY-2019-20 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For VJTF Eduservices Limited


Dr. Vinay Jain
Managing Director
DIN - 00235276



Encl: as above

VJTF EDUSERVICES LIMITED

CIN No:L80301MH1984PLC033922

Reg. Office: B-3, Witty International School, Pawan Baug Road, Malad West, Mumbai-400064

Tel.: 022-61056800 / 01 / 02 Fax: 022- 61056803 Email: vjtfho@vjtf.com,

Website: www.vjtf.com / www.wittykidsindia.com

35th ANNUAL REPORT

OF

VJTF EDUSERVICES LIMITED

FOR

THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020

BOARD OF DIRECTORS:

Dr. (Mr.) Vinay Jain	Managing Director
Dr. (Mrs.) Raina Vinay Jain	Whole Time Director
Mr. Vishal Punjabi	Non- Executive Independent Director
CA. Shivratan Santosh Agarwal	Non- Executive Independent Director
Mr. Hitesh Gunwantlal Vakharia	Non- Executive Independent Director

KEY MANAGERIAL PERSONNEL:

Dr. (Mr.) Vinay Jain	Managing Director
Dr. (Mrs.) Raina Vinay Jain	Whole Time Director
CS. Shruti Sharma	Company Secretary & Compliance Officer

STATUTORY AUDITORS:**J. Kala & Associates**

504, Rainbow Chamber, Near Telephone Exchange,
S.V. Road, Kandivali (West), Mumbai- 400067

REGISTERED OFFICE:

B-3, Witty International School, Pawan Baug Road,
Malad West, Mumbai -400064
Tel.: 022-61056800 / 01 / 02 Fax: 022-61056803
Email: vjtfho@vjtf.com

REGISTRAR & SHARE TRANSFER AGENT:**Skyline Financial Services Private Limited**

Add: D-153A, 1st Floor, Okhla Industrial Area,
Phase-1 , New Delhi- 110020
Tel No. 011-26812682/83 Fax No. 011-26812682
Email: atul@skylinerta.com/admin@skylinerta.com

BANKERS:

Aditya Birla Finance Limited
ICICI Bank Ltd
HDFC Bank Ltd
Kotak Mahindra Bank Limited

CONTENTS:	PAGE NO.
Notice of the Annual General Meeting	3
Directors' Report and Annexures	13
Management Discussion & Analysis	36
Corporate Governance Report	41
CEO Certificate	55
Standalone Financial Statement i) Independent Auditors' Report ii) Balance Sheet iii) Statement of Profit & Loss Account iv) Cash Flow Statement v) Notes to Accounts	56 67 68 69 70
Consolidated Financial Statements i) Independent Auditors' Report ii) Balance Sheet iii) Statement of Profit & Loss Account iv) Cash Flow Statement v) Notes to Accounts	99 108 109 110 111
Form AOC-1 relating to subsidiary companies	139
Attendance Slip	140
Proxy Form	141

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Mumbai – 400 064.

Tel.: 022-61056800 / 01 / 02 Fax: 022-61056803 Email: vjtfho@vjtf.com

Website: www.vjtf.com / www.wittykidsindia.com

NOTICE

Notice is hereby given that the 35th Annual General Meeting of VJTF Eduservices Limited will be held at the Registered Office at Witty International School Building , Pawan Baug Road, Malad (West), Mumbai – 400 064 on Tuesday, 29th December, 2020 at 05:00 P.M., to transact the following businesses:

ORDINARY BUSINESS:

To receive, consider, and adopt:

1. Audited Financial Statement of the Company for the financial year ended 31st March, 2020, the Reports of the Board of Directors and the Auditors thereon; and
2. Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020.
3. **Ratification of the Statutory Auditor of M/s J. Kala & Associates (Firm Registration No. 118769W) for the Financial Year 2020-2021.**

SPECIAL BUSINESS:

1. **Appointment of Mr. Sourabh Jain (DIN: 08881097) as an Independent Director of the Company for a term of 5 years.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) for the time being in force and Regulation 25 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, Mr. Sourabh Jain (DIN: 08881097), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 15th September, 2020 as per the provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 and who holds Office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of Director, pursuant to provisions of the Companies Act, 2013, being eligible for appointment to the office of Director, be and is hereby appointed as an “Independent Director” of the Company, not liable to retire by rotation at the AGM of the Company, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 40th AGM of the Company.

2. **Re-appointment of Dr. Vinay Jain (DIN- 00235276) as the Managing Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and actions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, the consent of the members be and is hereby accorded for the appointment of Dr. Vinay Jain as the Managing Director of the Company for a period till 30th September, 2023 on the terms and conditions as specified in the agreement entered into between the Company and the said appointee inter-alia covering the following basic features:

- a. Tenure of appointment till 30th September, 2023.
- b. Functions: Dr. Vinay Jain shall be responsible for looking after the day-to-day business and affairs related to Activities of the Company.
- c. Remuneration: Remuneration shall be paid as per the Agreement entered into with Dr. Vinay Jain i.e. 5,00,000/- per month and other terms and conditions specified in the said agreement.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites with the requisite approvals as may be required.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

3. **Re-appointment of Dr. Raina Vinay Jain (DIN- 01142103) as the Whole Time Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and actions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, the consent of the Members be and is hereby accorded for the appointment of Dr. Raina Vinay Jain as the Whole Time Director of the Company for a period till 30th September, 2023 on the terms and conditions as specified in the agreement entered into between the Board of Directors of the Company and the said appointee inter-alia covering the following basic features:

- a. Tenure of appointment till 30th September, 2023.
- b. Functions: Dr. Raina Vinay Jain shall be responsible for looking after the day-to-day business and affairs related to Activities of the Company.
- c. Remuneration: Remuneration shall be paid as per the Agreement entered into with Dr. Raina Vinay Jain i.e. 5,00,000/- per month and other terms and conditions specified in the said agreement.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites with the requisite approvals as may be required.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**By Order of the Board
For VJTF Eduservices Limited**

**Place: Mumbai
Dated: 07th December, 2020**

**Sd/-
Dr. Vinay Jain
Managing Director
(DIN: 00235276)**

**Sd/-
Dr. Raina Jain
Whole Time Director
(DIN: 01142103)**

NOTES:

- 1.** The Register of Members will be closed from 23rd December, 2020 to 29th December, 2020 (both days inclusive), for the purpose of the Annual General Meeting.
- 2.** A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on his behalf and such proxy / proxies need not be a member of the Company. Person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- 3.** Proxy forms in order to be effective must be received at Registered Office of the Company situated at B-3, Witty International School building , Pawan Baug Road, Malad West, Mumbai-400064, 48 hours before the Annual General Meeting.
- 4.** During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 5.** Members are requested to bring their copies of the Report and Accounts to the Meeting.
- 6.** Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 35th Annual General Meeting. Also they are required to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agents, Skyline Financial Services Pvt Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.
- 7.** In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 8.** The route map showing directions to reach the venue of the 35th AGM is annexed to the Annual Report.
- 9.** A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except public holidays between 11.00 a.m. to 1.00 p.m. up to the date of AGM.
- 10.** Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to the Proxy Form and hand over the Slip at the entrance to the place of the Meeting.
- 11.** Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
- 12.** The Company has made necessary arrangements for the Members to hold their shares in dematerialized form. Those members who are holding shares in physical form are requested to dematerialize the same by approaching any of the Depository Participants (DPs). In case any member wishes to dematerialize his/her shares and needs any assistance, he/she may write to the Director at the registered office of the Company.
- 13.** Copies of Annual Report 2020 are being sent to the members in the permitted mode.
- 14.** The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants(s). Members holding shares in physical form shall submit their PAN details to the Company / RTA.

15. Mr. Rajvirendra Singh Rajpurohit, Practicing Company Secretary (Membership No. ACS 40228) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

16. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on or before the date of 31st December, 2020.

17. Important Communiqué to Members-Green Initiative in Corporate Governance :

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies and has issued a Circular stating that service of all documents can be sent by e-mail to its Members. Our Company believes that this is a remarkable and environment friendly initiative by MCA and requests all members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents in electronic form to the Members on the email address provided by them to the RTA/Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company / RTA while Members holding shares in demat form can intimate / update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

18. PROCEDURE FOR E-VOTING:

Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Amendments thereto, the Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) limited (CDSL). The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Saturday, 26th December, 2020 from 9.00 A.M. and ends on Monday, 28th December, 2020 at 5.00 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 (record date) i.e. 23th December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant VJTF Eduservices Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**By Order of the Board
For VJTF Eduservices Limited**

**Place: Mumbai
Dated: 07th December, 2020**

**Sd/-
Dr. Vinay Jain
Managing Director
(DIN: 00235276)**

**Sd/-
Dr. Raina Jain
Whole Time Director
(DIN: 01142103)**

NOTES:

ANNEXURE-1 TO THE NOTICE: EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACTS, 2013.

The following Explanatory Statement sets out the material facts relating to the business under item 3, 4 & 5 of the accompanying Notice:

Item No. 1:

Mr. Sourabh Jain (DIN: 08881097) was appointed as an Additional Director of the Company w.e.f. 15th September, 2020 in accordance with the provisions of Section 161 of the Companies Act, 2013, to hold office up to the date of the 35th Annual General Meeting. The Company has received a notice in writing from member proposing the candidature of Mr. Sourabh Jain (DIN: 08881097), for the office of Director pursuant to the provisions of the Companies Act, 2013. Further, as per the provisions of the Companies Act, 2013 and the rules made thereunder, Independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders.

Therefore, it is proposed to appoint Mr. Sourabh Jain (DIN: 08881097), as an Independent Director of the Company for a term of five consecutive years up to the conclusion of 40th AGM of the Company. Mr. Sourabh Jain (DIN: 08881097), is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. The Company has also received declarations from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act & SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015.

His brief profile along with other details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Annexure -2 of this Notice. The Board considers that Mr. Sourabh Jain (DIN: 08881097), will adhere to the standards & provisions laid down under Schedule IV of the Companies Act, 2013 and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution set out in the Item No. 3 of the Notice for your approval.

Item No. 2 & 3:

In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 30th May, 2019 have Re- appointed Dr. Vinay Jain as the Managing Director of the Company and Dr. Raina Vinay Jain as the Whole Time Director of the Company for a period till 30th September, 2023 on the remuneration of Rs. 5,00,000/- per month to be paid after obtaining approval of members in the coming AGM as per the requirements of Companies Act, 2013. The remuneration to be paid to Dr. Vinay Jain and Dr. Raina Vinay Jain falls under Section II of Part II of the Schedule V of the Companies Act, 2013. Accordingly the disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

A. General Information:

Nature of Industry	Education
Date or expected date of Commercial Production	N.A. since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

B. Financial performance:**(In Lakhs)**

Particulars	Financial Year Ended on March 31, 2018	Financial Year Ended on March 31, 2019	Financial Year Ended on March 31, 2020
Total Income	2318.21	1908.83	1863.66
Depreciation	108.23	119.47	392.31
Net Profit/(Loss)	135.16	(87.61)	(457.92)
Paid up Capital	1760	1760	1760
Reserves & Surplus	592.08	511.49	58.16

C. Information about the Appointees

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 Dr. Vinay Dharamchand Jain and Dr. Raina Vinay Jain the Managing Director and Whole time Director of the company respectively are re-appointed w.e.f 23rd September, 2019 up to 30th September, 2023.

Annexure 2

Name of Director	Dr. Vinay Dharamchand Jain	Dr. Raina Vinay Jain	Mr. Sourabh Jain
DIN	00235276	01142103	08881097
Fathers Name	Mr. Dharamchand Rajmal Shah	Mr. Haresh N Mehta	Mr. Sourabh Jain
Date of Birth	10/03/1976	09/09/1975	17/02/1997
Age	44 Years	45 Years	23 Years
Date of First appointment on the Board	28/02/2013	28/02/2013	15/09/2020
Qualification	BHMS	BHMS	Graduate
Experience	Dr. Vinay Jain is a merit ranker medical graduate, a successful first generation entrepreneur and a renowned educationist widely recognized for his contribution in the education sector having experience of 22 years	Dr. Raina Vinay Jain is a merit ranker medical graduate, a successful first generation entrepreneur and a renowned educationist widely recognized for her contribution in the education sector having experience of 21 years.	Nil
Terms & conditions for Appointment /reappointment	As per the Companies Act, 2013	As per the Companies Act, 2013	As per the Companies Act, 2013
Details of Remuneration	As discussed and agreed by board	As discussed and agreed by board	NA
Remuneration last drawn	Rs. 5,00,000/- per month	Rs. 5,00,000/- per month	Nil
Shareholding in the Company	34.53%	29.42%	Nil

D. Comparative remuneration profile with respect to industry, size of Company, profile of the position and person: The Education sector in India is poised at a crucial stage in its growth due to COVID-19 pandemic. India's demographic advantage of having a large population of youth, coupled with low gross enrolment ratios, presents a huge opportunity to education sector players. At the same time, the growth of the Indian economy and upward movement of income levels is boosting spend on Education, which already accounts for the second-highest share of wallet for middle-class households. Dr. Vinay Jain and Dr. Raina Vinay Jain have successfully proved their expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them are justified and commensurate with other organizations of the similar type, size and nature in the Education industry.

E. Other information:

1. Reasons of loss or inadequate profits: The Company's Planning Expansion, for which established New Schools and which Incurred heavy cost. Also Infrastructure development for Education and related activities needs a huge investment and takes time to grow, the Company is growing continuously with its new projects at various places. Your management expects that with the introduction of new projects, there will a significant improvement in profitability of the Company.

F. Other Disclosures:

The details of remuneration payable to Dr. Vinay Jain and Dr. Raina Vinay Jain and the terms and conditions of the re-appointment are given below:

1. Elements of Salary/Remuneration:

Basic Salary- Rs. 250,000/-

Other allowances- Rs. 250,000/-

2. Variable components of Remuneration: NA

3. Service Contract, Notice Period, Severance fees: Dr. Vinay Jain was appointed as the Managing Director of the Company and Dr. Raina Vinay Jain as the Whole Time Director of the Company for a term upto 30th September, 2023 on terms and conditions are as per the Agreement executed between company and the said directors.

4. Stock Option Detail: NA The above resolution for Re-appointment of Dr. Vinay Jain and Dr. Raina Vinay Jain and their managerial remuneration is being put before the members for their approval. None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution. The Board recommends the Special Resolution as set out in the Item No. 4 & 5 of the Notice for approval of the Members.

By Order of the Board of Directors

For VJTF Eduservices Limited

Place: Mumbai

Date: 07th December, 2020

Sd/-

Dr. Vinay Jain

Managing Director

DIN- 00235276

Sd/-

Dr. Raina Jain

Whole Time Director

DIN-01142103

DIRECTORS' REPORT

To the Members of the Company,

Your Directors have pleasure in presenting the 35th Annual Report on the Business and Operations of your Company with Audited Accounts for the financial year ended on 31st March 2020. The Financial Results of the Company are summarized below:

FINANCIAL RESULTS: (Rs. In Lakhs)

PARTICULARS	Standalone for the year ended 31st March, 2020	Standalone for the Year ended 31st March, 2019	Consolidated for the year ended 31st March, 2020	Consolidated for the Year ended 31st March, 2019
GROSS REVENUE	1863.66	1908.83	1964.71	5572.10
PROFIT /(LOSS) BEFORE DEPRECIATION/ AMORTIZATION EXPENSES AND TAXATION	(19.31)	33.93	81.10	3686.66
Less: Depreciation & Amortization Expenses	392.31	119.47	392.31	119.47
PROFIT /(LOSS) FOR THE YEAR BEFORE TAXATION	(411.62)	(85.53)	(311.21)	3462.94
Less: Provision for Taxation				
Current Tax	--	4.75	27.00	870.03
Deferred Tax	1.31	(8.63)	1.31	(8.63)
MAT Entitlement	38.89	(4.75)	38.89	(4.75)
Prior Period Taxation Adjustment	6.10	10.71	56.03	10.71
PROFIT/(LOSS) AFTER TAX	(457.92)	(87.61)	(434.44)	2595.57
Other Comprehensive Income	4.60	7.02	4.60	7.01
Adjustment On Account Of Disposal Of Stake In Subsidiary	-	-	-	-
Less: Minority Interest	-	-	4.13	471.70
Add: Brought forward balance from previous year	511.49	592.08	2901.72	299.12
Balance Carried to Balance Sheet	58.16	511.49	2472.35	2901.72

COMPANY AFFIRMATION OF READINESS TOWARDS COVID-19

India is going through a tough phase of a global pandemic–Novel Corona virus disease (COVID-19). The Indian government is taking all possible measures to keep a check on the spread of this disease within the country.

Accordingly, as a responsible private establishment, your Company also took part in the mission of social distancing by:

- Putting in place Work from Home Policy (WFH) for the employees of the Company;
- Conduct of meetings through VC, telephone, computerized & other electronic means;
- Strictly adhering to the “Do’s and Don’ts” advised by the Public Health Authorities;
- Only essential staff are being called on duty with staggered timings to be followed in order to minimize physical interaction in all the Offices, Schools at various locations; and
- To follow other preventive measures prescribed by the local authorities from time to time.

FINANCIAL HIGHLIGHTS AND PERFORMANCE OF THE COMPANY

On Standalone Basis, the Gross Revenue of the Company for the Financial Year 2019-20 is Rs. 1863.66 Lakhs as compared to Rs. 1908.83 Lakhs for the previous Financial Year 2018-19. Earnings before Tax, Depreciation and Amortization is Rs. (19.31) Lakhs in the Current Financial Year as compared to Rs. 33.93 Lakhs for the previous Financial Year ended 31st March 2019. Profit after Tax for the Current Financial Year is Rs. (457.92) Lakhs.

On Consolidated Basis, the Gross Revenue for the Financial Year 2019 -20 is Rs. 1964.71 Lakhs as compared to Rs. 5572.1 Lakhs for the previous financial year ended 31st March 2019. Profit before Tax, Depreciation and Amortization is Rs. 81.10 Lakhs as compared to Profit before Tax, Depreciation and Amortization of Rs. 3686.66 Lakhs for the previous Financial Year ended 31st March 2019. Loss after Tax for the Current Financial Year is Rs. (434.44) Lakhs

BUSINESS OVERVIEW:

The Company has established itself as an emerging player in the Education Services Segment. The Company provides services to Operational Education Projects at -

- (1) Pawan Baug, Malad (West), Mumbai,
- (2) Goregaon (East), Mumbai
- (3) Udaipur, Rajasthan
- (4) Bhilwara, Rajasthan
- (5) Borivali (West), Mumbai

DIVIDEND

The directors do not recommend any dividend for the financial year under review.

DEPOSITS

The Company has not accepted any deposits under the applicable provisions of the Companies Act, 2013 and rules framed there under.

RESERVES

The Directors propose to carry Rs. (457.92) Lakhs being the profit for the current year to the Balance Sheet during the financial year ended 31st March, 2020.

CAPITAL STRUCTURE

There was no change in the Authorized and Paid-up Share Capital of the Company during the year.

The Authorized Share Capital of the Company is Rs. 200 Lakh divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each.

The Paid-up & Subscribed Share Capital of the Company is Rs. 1760 Lakhs divided into 17,600,000 (One Crore Seventy Six Lakhs) Equity Shares of Rs. 10/- each.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report are enclosed as a part of this report.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Regulation 17 to 27 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as a part of this Annual Report. Certificate from the Secretarial Auditors of the Company confirming the compliance with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included as a part of this report.

LISTING

The Company's shares are listed on BSE Limited. The Company has paid listing fees of Rs. 3,54,000/- for the Financial Year 2019-20 to BSE Limited.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. CHANGES IN DIRECTORS

There are no changes in Directorship of the Company in the financial year 2019-20.

2. DECLARATION BY INDEPENDENT DIRECTORS

All of the Independent Directors have given a declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as Independent Directors during the year.

3. CHANGES IN KEY MANAGERIAL PERSONNEL

During the Year there were no changes in Key Managerial Personnel.

MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company have met Five times during the year on 30/05/2019, 14/08/2019, 30/08/2019, 14/11/2019, 14/02/2020 in respect of which proper notices were given and proceedings were properly recorded, signed and maintained in the Minutes Book kept by the Company for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The Attendance of Directors at Board Meeting is given in corporate governance report.

COMMITTEES OF THE BOARD

The Company has constituted an Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A detailed note on the Board and its Committees are provided under the corporate governance Report Section in this Annual Report. The composition of the Committees, as per the applicable provisions of the Act and Rules, are as follows:

Name of the Committee	Composition of the Committee
Audit Committee	CA Shivratan Santosh Agarwal (Chairman) Mr. Hitesh Gunwantlal Vakharia Dr. Vinay Jain
Nomination and Remuneration Committee	CA Shivratan Santosh Agarwal (Chairman) Mr. Hitesh Gunwantlal Vakharia Mr. Vishal Punjabi
Stakeholder Relationship Committee	CA Shivratan Santosh Agarwal Mr. Hitesh Gunwantlal Vakharia (Chairman) Dr. Raina Vinay Jain

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of Individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence

of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and Non Independent Directors were carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration, Stakeholder Relationship Committees. The Board of Directors expressed their satisfaction with the evaluation process.

POLICY ON DIRECTORS’ APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company’s policy on Directors’ Appointment and Remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in Management Discussion and Analysis, which forms part of this Report.

DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:-

- i. **The percentage increase in Remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:**

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Dr. Vinay Jain, Chief Executive Officer and Managing Director	Nil
Dr. Raina Vinay Jain, Whole Time Director	Nil
CA Manoj Jain, Chief Financial Officer	Nil
CS Shruti Sharma, Company Secretary	Nil

- ii. **The percentage increase in the median Remuneration of employees in the financial year: 7 %**

- iii. **The number of Permanent Employees on rolls of the Company: 154**

- iv. **Variations in the Market Capitalization of the Company, Price Earnings Ratio as at the Closing Date of the Current Financial Year and Previous Financial Year:**

Particulars	31 st March, 2020	31 st March, 2019
Market Capitalization (Rs. In Lakhs)	10120.00	10912.00
Price Earnings Ratio	(22.12)	(124.00)

v. Percentage Increase or Decrease in the Market Quotations of the Equity Shares of the Company in comparison to the rate at which the Company came out with last Public Offer:

Thus, after the listing of the new securities, the market price of the equity shares was Rs. 57.50 on 31st March, 2020 in comparison to the market price of Rs. 62.00 as on 31st March 2019.

vi. Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase for the employees of the company was around 7%. However there was no increase in the Managerial Remuneration.

vii. Comparison of each remuneration of the Key Managerial personnel against the performance of the Company:

Key Managerial Personnel	% of Revenue
Dr. Vinay Jain, Chief Executive Officer and Managing Director	3.22 %
Dr. Raina Vinay Jain, Whole Time Director	3.22 %
CA Manoj Jain, Chief Financial Officer	0.54 %
CS Shruti Sharma, Company Secretary	0.06 %

viii. The key parameters for any variable component of remuneration availed by the directors:

Minimum remuneration paid as per schedule V of the Companies Act, 2013.

ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: None.

- x. **Affirmation that the remuneration is as per the remuneration policy of the Company:**
The Company affirms that the remuneration is as per the remuneration policy of the Company. No employee of the company is falling under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURE REQUIREMENTS

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report along with Auditor's Certificate, CEO/CFO Certificate and Management Discussion and Analysis are attached herewith, which forms part of this report.

Policy for determining material subsidiaries of the Company is available on the website of the Company

(URL: <http://www.vjtf.com/investor-relations/policy-for-determining-material-subidiaries>)

Policy on dealing with related party transactions is available on the website of the Company (URL: <http://www.vjtf.com/investor-relations/related-parties-transaction-policy>).

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link:

(URL: <http://www.vjtf.com/investor-relations/whistle-blower-policy>).

The Company has adopted a Policy on Determination of 'Materiality for Disclosures' as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (URL: <http://www.vjtf.com/investor-relations>) and a 'Policy for Preservation of Documents' as per Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (URL: <http://www.vjtf.com/investor-relations>)

SUBSIDIARIES

The Company has only one Subsidiary i.e M/s. VJTF Buildcon Private Limited. There has been no material change in the nature of the business of the subsidiary.

Pursuant to the provisions of Section 136 of the Act, Financial Statements of the Company, Consolidated Financial Statements along with relevant documents and separate Audited Accounts in respect of subsidiary forms part of the Annual Report of the Company. The Company has the following one subsidiary as on 31st March 2020

VJTF Buildcon Private Limited (CIN: U45400MH2009PTC197093)

Pursuant to provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANY

VJTF BUILDCON PRIVATE LIMITED

The Net Profit for the year under review amounted to Rs. 23.48 Lakhs as compared to Rs. 2683.21 Lakhs in the previous year.

CONSOLIDATED ACCOUNTS

The Consolidated Financial Statements of the Company are prepared in accordance with the relevant Accounting Standard viz. Accounting Standard 21 & Indian Accounting Standards (IND-AS) issued by the Institute of Chartered Accountants of India and forms part of this Annual Report.

STATUTORY AUDITORS

The Company in its 33rd Annual General Meeting (AGM) held on 29th September, 2018 appointed M/s J KALA & ASSOCIATES (Firm Registration No. 118769W), Chartered Accountants, as its Statutory Auditors to hold office for the period of five consecutive years from the conclusion of the 33rd AGM until the conclusion of the 37th AGM. However, their terms of Appointment and Remuneration shall be ratified by the Members of the Company in the ensuing AGM.

AUDITOR'S REPORT

i) Statutory Auditors':

Statutory Auditors' Report is Self-Explanatory in itself.

ii) Secretarial Auditor:

According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Secretarial Auditor - Mr. Rajvirendra Singh Rajpurohit, Practicing Company Secretary is enclosed as a part of this report in **Annexure-3**. The qualification, reservation, adverse remarks or disclaimer made by the Secretarial Auditor in its report are self-explanatory. However, Management of the Company ensures to be more careful and dedicated in all of the compliances henceforth.

iii) Internal Auditor:

M/s. Anil B Jain & Associates, Chartered Accountants, Mumbai performed the duties of Internal Auditors of the company for the Financial Year 2019-20 and their report is reviewed by Audit Committee from time to time.

CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of Section 135 of the Companies Act, 2013, read with rules framed there under, every Company including its holding or subsidiary and a foreign company, which fulfills the criteria specified in sub-section (1) of section 135 of the Act, shall comply with the provisions of Section 135 of the Act and its rules.

Since the Company is not falling under any criteria specified in sub-section (1) of section 135 of the Act, your Company is not required to constitute a Corporate Social Responsibility Committee.

VIGIL MECHANISM

The Company has adopted a “Whistle Blower” Policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior as per the provisions regarding vigil mechanism as provided in Section 177(9) of the Companies Act, 2013 read with rules framed there under. The “Whistle Blower” Policy is available on the website of the Company on <http://www.vjtf.com/investor-relations/whistle-blower-policy>.

RISK MANAGEMENT POLICY

The company has been addressing various risks impacting the company, reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans, guarantees and investments as covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH THE RELATED PARTIES

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as Annexure 2 to the Director’s report.

HUMAN RESOURCE DEVELOPMENT

To ensure good human resources management, your company focuses on all aspects of the employee lifecycle. This provides a holistic experience for the employees as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs. All the while, we create effective dialogs through

our communication channels to ensure that the feedback reach the relevant teams, including the leadership. The company takes pride in the commitment, competence and dedication shown by its employees in all areas of business.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT

During the period under review, no material changes and commitments have occurred between the end of the financial year and till the date of this report which would materially affect the financial position of the Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

During the period under review, there were no significant and material orders passed by the regulators or courts or tribunals which impact the going concern status of the Company and it's operations in future.

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

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

In accordance with the provisions of Section 134 read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo, your Director's furnish hereunder the additional information as required.

A. Conservation of Energy

Information in accordance with the provisions of Section 134 (3) (m) read with the Companies (Accounts) Rules, 2014 regarding conservation of energy does not apply to your Company.

B. Technology Absorption

Your Company has no foreign collaboration, hence no particulars are offered.

C. Foreign Exchange Earning and Outgo

As required under Section 134(3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the information relating to the foreign exchange earnings and outgo are given in the Notes to the financial statements as well as hereunder for the year ended 31st March, 2020:

Expenditure in Foreign Currency : NIL

Foreign Exchange Earnings during the year : NIL

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, it is hereby confirmed:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) that the Director's had 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 at the end of the financial year and the profit or loss of the Company for the period ended 31st March, 2020;
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting any fraud and other irregularities;
- d) that the Directors' had prepared the annual accounts on a going concern basis ;
- e) that the Directors' have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and were operating effectively; and
- f) that the Directors' had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

There was no case filed during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Further, the Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and have made necessary policies for safe and secure environment for women employees.

ACKNOWLEDGEMENT

Your Directors' wishes to place on record its sincere thanks to all its Customers, Suppliers, Bankers and Central & State Government Authorities for extending support to your Company. The Board also places on record its sincere appreciation of the contribution made by all the stakeholders for placing their faith and trust on the Board.

**By Order of the Board of Directors
For VJTF Eduservices Limited**

**Place: Mumbai
Date: 31/07/2020**

Sd/-	Sd/-
Dr. Vinay Jain	Dr. Raina Jain
Managing Director	Whole Time Director
DIN- 00235276	DIN-01142103

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L80301MH1984PLC033922
2.	Registration Date	03/09/1984
3.	Name of the Company	VJTF EDUSERVICES LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
5.	Address of the Registered office & contact details	B-3, Witty International School, Pawan Baug Road, Malad West, Mumbai-400064. Tel.:022- 61056800 / 01 / 02 Fax: 022- 61056803 Email: vjtfho@vjtf.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Skyline Financial Services Private Limited Add: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020. Tel No. 011-26812682/83 Fax No. 011-26812682 Email: atul@skylinerta.com/admin@skylinerta.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	% to total turnover of the company
1	Education Services	851	100

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SR. No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	VJTF Buildcon Private Limited	U45400MH2009PTC197093	Subsidiary Company	82.42%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

A) Category-wise Share Holding		Shares Held at beginning of the Year 31/03/2019				Shares Held at the End of the Year 31/03/2020				% Change During The Year
Sr. No.	Category of Shareholders	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	Promoters									
1	Indian									
a)	Individual HUF	11303973	0	11303973	64.23	11303973	0	11303973	64.23	0.00
b)	Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Government	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
e)	Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (A)(1)	11303973	0	11303973	64.23	11303973	0	11303973	64.23	0.00
2	Foreign									
a)	NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b)	Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d)	Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
e)	Any Other	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 Shareholding of Promoters(A)	11303973	0	11303973	64.23	11303973	0	11303973	64.23	0.00
B	Public Shareholding									
1	Institutions									
a)	Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b)	Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c)	Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d)	State Government	0	0	0	0.00	0	0	0	0.00	0.00
e)	Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g)	FIIIs	0	0	0	0.00	0	0	0	0.00	0.00
h)	Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
i)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
i)	Any Other Foreign	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2	Non-Institutions									
a)	Bodies Corporate									
1)	Indian	1735368	0	1735368	9.86	1733448	0	1733448	9.85	-0.01
2)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00

b)	Individuals									
1)	Individual shares holders having nominal share capital upto Rs. 1,00,000	57143	0	57143	0.32	56527	0	56527	0.32	0.00
2)	Individual shares holders having nominal share capital Excess of Rs. 1,00,000	3977245	42500	4019745	22.84	3980086	42500	4022586	22.86	0.02
c)	Others									
a)	HUF	438721	45000	483721	2.75	438416	45000	483416	2.75	0.00
b)	Non Resident Indian	50	0	50	0.00	50	0	50	0.00	0.00
c)	Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
d)	Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
e)	Trust	0	0	0	0.00	0	0	0	0.00	0.00
e)	Foreing Bodies-DR	0	0	0	0.00	0	0	0	0.00	0.00
f)	NBFC Registered With RBI	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(2)	6208527	87500	6296027	35.77	6208527	87500	6296027	35.77	0.00
	Total Public Shareholding (B)	6208527	87500	6296027	35.77	6208527	87500	6296027	35.77	0.00
C)	Shares Held By Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
D)	IEPF	0	0	0	0.00	0	0	0	0.00	0.00
	Grand Total	17512500	87500	17600000	100.00	17512500	87500	17600000	100.00	0.00

B) Shareholding of Promoter-

Sr. 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.	Dr. Vinay Dharamchand Jain	6078122	34.53	0	6078122	34.53	0	0.00
2.	Dr. Raina Vinay Jain	5177051	29.42	0	5177051	29.42	0	0.00
3.	Dharamchand Rajmal Shah	24400	0.14	0	24400	0.14	0	0.00
4.	Bimladevi Shah	24400	0.14	0	24400	0.14	0	0.00

C) Change in Promoters' Shareholding

Sr. No	Name of Shareholder	Shareholding As on 31/03/2019		Transaction Date	Increase / Decrease	Reason	Cummulative Shareholding Holding as on 31/03/2020
		No of Shares Held	% To the Total Shares				
Promoters and Promoter Group							
1	Dr. Vinay Dharamchand Jain	6078122	34.53	-	-	-	6078122
2	Dr. Raina Vinay Jain	5177051	29.42	-	-	-	5177051
3	Dharamchand Rajmal Shah	24400	0.14	-	-	-	24400
4	Bimladevi Shah	24400	0.14	-	-	-	24400

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of Shareholder	Shareholding As on 31/03/2019		Transaction Date	Increase /Decrease	Reason	Cummulative Shareholding Holding as on 31/03/2020
		No of Shares Held	% To the Total Shares				
1	Jayant Ratilal Gathani	250000	1.42	-	-	Balance	250000
2	Mahesh Ratilal Gathani	250000	1.42	-	-	Balance	250000
3	Anilkumar Popatlal Porwal	150000	0.85	-	-	Balance	150000
4	Badri Baldawa	1084995	6.16	-	-	Balance	1084995
5	Kalawati Prithviraj Kothari	160000	0.91	-	-	Balance	160000
6	Sharda Popatlal Porwal	275000	1.56	-	-	Balance	275000
7	Sam Financial Services	1604649	9.12	-	-	Balance	1604649
8	Sachin Jayantilal Porwal	396170	2.25	-	-	Balance	396170
9	Swati Anil Porwal	212500	1.21	-	-	Balance	212500
10	Mamta Sachin Porwal	187500	1.07	-	-	Balance	187500

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name of Shareholder	Shareholding As on 31/03/2018		Transaction Date	Increase /Decrease	Reason	Cummulative Shareholding Holding as on 31/03/2019
		No of Shares Held	% To the Total Shares				
1	Dr. Vinay Dharamchand Jain	6078122	34.53	-	-	-	6078122
2	Dr. Raina Vinay Jain	5177051	29.42	-	-	-	5177051

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rs. in lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of financial year				
i) Principal Amount	858.75	105.58	-	964.33
ii) Interest due but not paid		-	-	-
iii) Interest accrued but not due	4.68	-	-	4.68
Total (i+ii+iii)	863.43	105.58	-	969.01
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Vinay Jain	Raina Jain	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60,00,000	60,00,000	120,00,000
	(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, specify...	- -	- -	- -
5	Others, please specify	-	-	-
	Total (A)	60,00,000	60,00,000	120,00,000
	Ceiling as per the Act			

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1,20,000	10,09,650	11,29,650
	(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, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	1,20,000	10,09,650	11,29,650

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**By Order of the Board
For VJTF Eduservices Limited**

Sd/-
Dr. Vinay Jain
Managing Director
DIN: 00235276

Sd/-
Dr. Raina Jain
Whole Time Director
DIN: 01142103

**Place: Mumbai
Dated: 31st July, 2020**

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

M/s. VJTF Eduservices Limited

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

Based on my verification of the **M/S VJTF Eduservices Limited'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, I, hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by VJTF Eduservices Ltd ("the Company") 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 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;
- (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, 1992;
 - (c) 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;

(vi) Other laws applicable specifically to the Company, as detailed below; Company is in process to surrender its NBFC license due to no business in the company since 2013 with the Reserve Bank of India under Reserve Bank of India Act, 1934 Rules, regulations and guidelines issued by the Reserve Bank of India as are applicable to the Non Banking Financial Company (NBFC).

I have relied on the representation made by the Company and its officers for the systems and mechanisms formed by the Company for compliances under the other applicable Acts, Laws and Regulations as mentioned by the Company in its Management Representation letter.

I have also examined compliance with the applicable clauses:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii) Listing Agreement and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 entered into by the Company with the BSE Limited.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following specific observations:

1. As per the information provided by the management this year, status of the Company is NBFC (Non-Banking Financial Company). Further, the management informed us that they are already submit the application with RBI to surrender of NBFC licence.

I further report that

- a) 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.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
- c) As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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.

I further report that during the year under report, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

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.

Place: Mumbai
Date: 31/07/2020

Sd/-
ACS Rajvirendra Singh Rajpurohit
ACS No. 40228
C P No.: 15891
UDIN : A040228B000834076

To,
The Members,
M/s. VJTF Eduservices Limited

'Annexure A'

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; my responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process 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. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. The compliance by the Company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals.
4. Where ever required, I 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. My examination was limited to the verification of procedure 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.

Place: Mumbai
Date: 31/07/2020

Sd/-
ACS Rajvirendra Singh Rajpurohit
ACS No. 40228
C P No.: 15891
UDIN: A040228B000834076

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) BUSINESS OVERVIEW

We provide a wide variety of educational services to K-12 schools which include designing curriculum, providing teaching aids, supplying methods for imparting education, organizing extra-curricular activities for students and teacher training, etc. The Company is already providing services to Witty Kids at Goregaon East, Borivali West, Udaipur and Bhilwara. The Company has now started providing services to Witty Kids, Borivali West and Witty International School, Borivali West

B) OUTLOOK

As per one of the survey, India has the world's largest population in the age bracket 5 to 24 years of about 450 million. It also has around 500 million in the 25 to 59 age bracket which constitutes the working population and is expected to continuously increase even as the world's working population ages and diminishes. This phenomenon will make India a supplier of workforce to the entire world. In the wake of this reality, the Indian education system should therefore be able to produce a workforce which is globally competitive and thus reap its demographic dividend.

The Education sector in India is poised at a crucial stage in its growth. India's demographic advantage of having a large population of youth, coupled with low gross enrolment ratios, presents a huge opportunity to education sector players. At the same time, the growth of the Indian economy and upward movement of income levels is boosting spend on Education, which already accounts for the second-highest share of wallet for middle-class households.

Current market size

The Union Budget 2017 saw mixed reactions for the budget in the Education sector, while higher education and skill developments have received more importance. The Finance Minister of the country, highlighted the government's vision for the year 2022, which focused on the need for improvement in quality of education as well as learning outcomes was also stressed upon and Objective to skill one crore youth in the next three years under the PM Kaushal Vikas Yojna.

The Finance Minister also announced to establish 100 India International centres. It will be launched across the country for the youth to seek jobs outside India. The union budget allocated Rs. 94,853.64 crore for education sector in 2019-20, an increase of nearly Rs. 10,000 crore of what 2018-19 budget estimates had pegged for the sector. of the total Rs. 94,853.64 crore education budget, Rs. 56,536.63 crore has been pegged for the school sector and rest Rs. 38,317.01 crore has been allocated to the higher education.

However, the total allocation for research and innovation has been bumped up from Rs. 350 crore last fiscal to Rs. 609 crore in the current fiscal. In fact, finance minister Ms. Nirmala Sitharaman in her Budget 2019 speech, proposed to establish National Research Foundation (NRF) to fund, coordinate and promote research in the country. NRF will assimilate the research grants being given by various ministries independent of each other.

Skills Development has the largest impact in the education sector from this Budget. It will Annual Report 2019-20 50 lead to job creation at the bottom of the pyramid. This means skills-based training to produce industry based ready work talent.100 India International Skills Centers will be established across the country. These Centers would offer advanced training and also courses in foreign languages. This will help those of our youth who seek job opportunities outside the country With the growing markets, management is expecting overall rapid growth for the company.

C) PERFORMANCE:

In the following table, please find brief of financials of the Company:

PARTICULARS	Standalone for the year ended 31st March, 2020	Standalone for the Year ended 31st March, 2019	Consolidated for the year ended 31st March, 2020	Consolidated for the Year ended 31st March, 2019
GROSS REVENUE	1863.66	1908.83	1964.71	5572.10
PROFIT /(LOSS) BEFORE DEPRECIATION/ AMORTIZATION EXPENSES AND TAXATION	(19.31)	33.93	81.10	3686.66
Less: Depreciation &	392.31	119.47	392.31	119.47

Amortization Expenses				
PROFIT /(LOSS) FOR THE YEAR BEFORE TAXATION	(411.62)	(85.53)	(311.21)	3462.94
Less: Provision for Taxation				
Current Tax	--	4.75	27.00	870.03
Deferred Tax	1.31	(8.63)	1.31	(8.63)
MAT Entitlement	38.89	(4.75)	38.89	(4.75)
Prior Period Taxation Adjustment	6.10	10.71	56.03	10.71
PROFIT/(LOSS) AFTER TAX	(457.92)	(87.61)	(434.44)	2595.57
Other Comprehensive Income	4.60	7.02	4.60	7.01
Adjustment On Account Of Disposal Of Stake In Subsidiary	-	-	-	-
Less: Minority Interest	-	-	4.13	471.70
Add: Brought forward balance from previous year	511.49	592.08	2901.72	299.12
Balance Carried to Balance Sheet	58.16	511.49	2472.35	2901.72

D) OPPORTUNITIES & THREATS

Opportunities:

- Favorable government's Policies towards education sector.
- Growing trend of corporate training programme in corporate sector.

Threats

- Entrance of foreign universities in India
- Excessive Competition

E) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

An appropriate and adequate system of internal controls exist in your company to ensure that all assets are safeguarded and protected against loss or from misuse or disposition, and that the transactions are authorized, recorded and reported suitably. Internal control systems are ensuring effectiveness of operations, accuracy and promptness of financial reporting and observance with laws & regulations.

The internal control is supplemented on an ongoing basis, by an extensive program of internal audit being implemented throughout the period. The internal audit reports along with management comments thereon are review by the Audit Committee of the Board comprising of independent and non-executive Directors, on a regular basis. Implementations of the suggestions are also monitored by the Audit Committee. The internal control is designed to ensure that the financial and other records of the company are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

F) HUMAN RESOURCES POLICIES:

It is your company's belief that people are at the heart of corporate & constitute the primary source of sustainable competitive advantage. The trust of your company's human resource development efforts therefore is to create a responsive and market driven organization. Your company continues its focus on strengthening competitiveness in all its business. Your directors look forward to the future with confidence. The company has followed a conscious policy of providing training to Management Staff through in-house and external programmes, for upgrading personal and technical skills in relevant areas of functional disciplines.

G) RISK MANAGEMENT:

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with Regulation 21 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company through Audit Committee.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business Risk, inter alia, further include financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps are taken to mitigate the same.

H) CAUTIONARY STATEMENT:

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the members updated on changes in these factors except as may be statutorily required from time to time.

**By Order of the Board of Directors
For VJTF Eduservices Limited**

**Place: Mumbai
Date: 31st July, 2020**

**Sd/-
Dr. Vinay Jain
Managing Director
DIN- 00235276**

**Sd/-
Dr. Raina Jain
Whole Time Director
DIN-01142103**

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY:

Your Company has been practicing the principal of good corporate governance over the years. It is committed to follow sound systems to support healthy business growth. The Company has complied with the recommendations of the code of corporate governance. Your Company is also committed to adherence to highest standards of corporate governance both in letter and in spirit.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

2. BOARD OF DIRECTORS:

1. As on March 31st, 2020, the Company has five directors. Out of the Five Directors, Three are non-executive and independent directors. The composition of the board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

2. None of the directors on the board is member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31st, 2018 have been made by the directors.

3. Independent directors are non-executive directors as defined under Regulation 16(1)(b) of read with 149(6) of the Companies Act, 2013 ("Act"). The maximum tenure of the independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Act.

a) Composition and Category:

The Board of Directors of the Company comprises of a fair number of Independent Professionally competent and acclaimed Non-Executive Directors as on 31st March, 2020 as per the details given as under:

Dr. Vinay Jain	-	Managing Director& Promoter
Dr. Raina Vinay Jain	-	Wholetime Director& Promoter
Mr. Vishal Punjabi	-	Non-Executive& Independent Director
CA Shivratn Santosh Agarwal	-	Non-Executive &Independent Director
Mr. Hitesh Gunwantlal Vakharia	-	Non-Executive &Independent Director

Dr. Raina Vinay Jain is the spouse of Dr. Vinay Jain. None of the other directors are related to any other director on the Board.

b) Board Meetings, Attendance & committee Memberships:

The name and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships / Chairmanships held by them in Indian Public Companies (including the Company) as at 31stMarch, 2020 are given below:

Name of Director	Category of Directorship	Attendance at		No. of Directorships in Public Companies (Including the company)	No. of committee positions held in Public Companies (Including the Company)	
		Board Meetings	Last AGM		Chairman	Member
Dr. Vinay Jain	Executive & Promoter	5	Yes	1 public limited listed company and 1 (Subsidiary Private Limited of a Listed Public Ltd Company)	-	1
Dr. Raina Vinay Jain	Executive & Promoter	5	Yes	1 public limited listed company and 1 (Subsidiary Private Limited of a Listed Public Ltd Company)	1	1
CA. Shivratan Santosh Agarwal	Non-Executive & Independent	5	Yes	1 Public Limited Listed Company	2	3
Mr. Hitesh Gunwantlal Vakharia	Non-Executive & Independent	5	Yes	1 Public Limited Listed Company	1	3
Mr. Vishal Punjabi	Non-Executive & Independent	5	Yes	1 Public Limited Listed Company	-	1

c) Number of Board Meetings held and dates on which held:

During the financial year ended 31stMarch, 2020, Five (5) Board Meetings were held and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held: 30/05/2019, 14/08/2019, 30/08/2019, 14/11/2019, 14/02/2020.

- The necessary quorum was present for all the meetings.
- The terms and conditions of appointment of the independent directors are disclosed on the website of the Company.

- During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.
- The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

d) Details of equity shares of the Company held by the Directors as on March 31st, 2020 are given below:

Name	Category	Number of Equity Shares
Dr. Vinay Jain	Managing Director	60,78,122
Dr. Raina Vinay Jain	Whole Time Director	51,77,051

3. AUDIT COMMITTEE:

A. Composition and attendance

The Audit Committee comprises of Two Non-Executive and One Executive Director, namely CA Shivratn Santosh Agarwal (Chairman), Mr. Hitesh Gunwantlal Vakharia and Dr. Vinay Jain respectively.

The Committee has met Four (4) times and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

30th May, 2019, 14th August, 2019, 14th November, 2019, and 14th February, 2020. The Statutory Auditors are Invitees to the Meeting.

Details of attendance of each Director at the Audit Committee Meetings are given below:-

Name of the Director	Position	Category	Meeting attendance
CA Shivratn Santosh Agarwal	Chairman	Non-Executive & Independent Director	4
Mr. Hitesh Gunwantlal Vakharia	Member	Non-Executive & Independent Director	4
Dr. Vinay Jain	Member	Executive Director & Promoter	4

B. Terms of Reference

The brief terms of reference of the Audit Committee include: –

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval,
- Reviewing, with the management, the quarterly financial statements 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
 - g. Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;

- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- 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;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE:

A. Composition and attendance

The Remuneration committee was reconstituted as The Nomination and Remuneration Committee according to the provisions of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The committee comprises of three Directors as on 31st March, 2020 i.e. CA. Shivratn Santosh Agarwal (Chairman of the Committee), Mr. Vishal Punjabi & Mr. Hitesh Gunwantlal Vakharia are members of the committee respectively. The Committee has met Four (4) times during the financial year ended i.e. 30th May, 2019, 14th August, 2019, 14th November, 2019, and 14th February, 2020.

Name of the Member	Position	Category	Meeting attendance
CA Shivratn Santosh Agarwal	Chairman	Non-Executive & Independent Director	4
Mr. Hitesh Gunwantlal Vakharia	Member	Non-Executive & Independent Director	4
Mr. Vishal Punjabi	Member	Non-Executive & Independent Director	4

B. Terms of Reference

The broad terms of reference of the nomination and Remuneration Committee are as Under:

- Recommend to the board the set up and composition of the board and its committees. Including the “formulation of the criteria for determining qualifications, positive attributes and independence of a director”. The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the board the appointment or reappointment of directors.
- Devise a policy on board diversity.
- Recommend to the board appointment of key managerial personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this committee).

- Carry out evaluation of every director’s performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors. This shall include “formulation of criteria for evaluation of independent directors and the board”.
- Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.
- On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- Oversee familiarization program for directors.
- Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, key managerial personnel and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the board on voting pattern for appointment and remuneration of directors on the boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

C. Remuneration Policy:

Subject to the approval of the Board of Directors and subsequent approval by the members at the General Meeting and such authorities as the case may be, remuneration of Managing Director and Whole time Directors is fixed by the Remuneration Committee. The remuneration is decided by the Remuneration Committee taking into consideration various factors such as qualifications, experience, expertise, prevailing remuneration in the competitive industries, financial position of the company etc.,

D. Details of the remuneration to the directors for the year.

During the previous year remuneration of Executive Directors was Rs. 10 lakh Per month.

No remuneration has been paid to non-executive directors of the company during the year.

E. Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

A. Composition and attendance:

One (1) meeting of the committee was held during the year i.e on 30th May, 2019, 14th August, 2019, 14th November, 2019, and 14th February, 2020.

The composition and attendance of Stakeholders Relationship Committee as on 31st March, 2020 is given below. The quorum for functioning of the committee is any two (2) directors present.

Name of the Member	Position	Category	Meeting attendance
Mr. Hitesh Gunwantlal Vakharia	Chairman	Non-Executive & Independent Director	1
CA Shivratn Santosh Agarwal	Member	Non-Executive & Independent Director	1
Dr. Raina Jain	Member	Executive Director & Promoter	1

B. Terms of Reference:

The Company has a Stakeholders Relationship Committee to look into redress of Investors Complaints and requests such as delay in transfer of shares, non-receipt of Dividend, Annual Report, revalidation of Dividend warrants etc.,

The committee deals with various matters relating to:

- Transfer / transmission of shares
- Issue of Share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced certificates.
- Consolidation / splitting of folios
- Review of shares dematerialized and all other related matters.
- Investor's grievance and redressal mechanism and recommend measures to improve the level of investor's services.

C. Information on Investor Grievances for the period from 1st April, 2019 to 31st March 2020:

There are no outstanding complaints at the close of financial year which were received from shareholders during the year. The Company has no transfers pending at the close of the financial year.

The total no. of complaints received and complied during the year were:

Opening: Nil

Complaints Received: Nil

Complied: Nil

Pending: Nil

The complaints are generally attended to within seven days from the date of receipt of the compliant, as communicated by the Registrar and Share Transfer Agent i.e Skyline Financial Services Pvt. Ltd.

The Outstanding complaints as on 31st March 2020 – Nil

D. Compliance Officer:

Ms. Shruti Sharma is the compliance officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. Risk Management Committee:

Your Company is well aware of risks associated with its business. The Company manages risk through a detailed Risk Management Policy framework which lays down guidelines in identifying, assessing and managing risks that the businesses are exposed to. Risk is managed by the Board/Risk Management Committee of the Board through appropriate structures that are in place at the Company.

7. GENERAL BODY MEETINGS:

a. The last three Annual General Meetings of the Company were held as under:

YEAR	LOCATION	DAY AND DATE	TIME
For the year ended 31 st March, 2019	4 th Floor, Witty World, Plot No: 165, Near Ayappa Temple, Bangur Nagar, Goregaon (W), Mumbai – 400104	Monday, 30 th September, 2019	2.30 P.M.
For the year ended 31 st March, 2018	4 th Floor, Witty World, Plot No: 165, Near Ayappa Temple, Bangur Nagar, Goregaon (W), Mumbai – 400104	Saturday, 29 th September, 2018	2.30 P.M.
For the year ended 31 st March, 2017	4 th Floor, Witty World, Plot No: 165, Near Ayappa Temple, Bangur Nagar, Goregaon (W), Mumbai – 400104	Friday, 29 th September, 2017	2.30 P.M.

b. Extra Ordinary General Meeting

There was No Extra Ordinary General Meeting during the financial year ended on 31st March, 2020.

c. Special Resolution

There was no special resolution passed during the year 2019 -20 under review.

d. Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern:

The Company did not passed any special through Postal Ballot during the year 2019-20 under review.

e. Whether any special resolution is proposed to be conducted through Postal Ballot:

No resolutions are proposed to be conducted.

8. DISCLOSURES

a. Related Party transactions

During the period under review, besides the transactions reported in the Notes to Accounts to the Financial Statements, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link-

<http://vjtf.com/investor-relations/related-parties-transaction-policy>

b. Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

During the year there were no penalty imposed by ant statutory and regulatory authorities.

c. Accounting treatment in preparation of Financial Statements

The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material aspects.

d. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link-

<http://www.vjtf.com/investor-relations/whistle-blower-policy>

e. Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

f. Code of Conduct

Your Company has laid down a Code of Conduct (“Code”) for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company at the following link- <http://www.vjtf.com/investor-relations/code-of-conduct>.

All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company’s Code of Conduct for the financial year ended March 31, 2020.

g. Familiarization Program imparted to Independent Director is available on the website of the Company (URL: <http://www.vjtf.com/investor-relations>)

h. Compliance with Discretionary requirements under Listing Regulations: The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

- i) Audit qualifications:** Company’s financial statements are unqualified.
- ii) Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9. SUBSIDIARY COMPANY

The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary company. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the board of directors of the Company.

The Company has a policy for determining ‘material subsidiaries’ which is disclosed on its website at the following Link- <http://www.vjtf.com/investor-relations/policy-for-determining-material-subsiidiaries>

10. MEANS OF COMMUNICATION:

Financial Result	Un-audited / Audited	News Papers
First Quarter	Un-audited	Active Times & Mumbai Lakshadeep
Second Quarter	Un-audited	Active Times & Mumbai Lakshadeep
Third Quarter	Un-audited	Active Times & Mumbai Lakshadeep
Fourth Quarter	Audited	Active Times & Mumbai Lakshadeep

The financial results are also displayed on the website of the Company www.vjtf.com.

Note: Un-audited Financial Results were intimated to Stock Exchanges within 45 days of first three quarters and Audited Financial Results for the last quarter / financial year ending within 60 days of close of financial year.

11. GENERAL SHAREHOLDER INFORMATION:

(i) Day, Date and Time: Tuesday, 29th December, 2020 at 05:00 P.M.

Venue: Witty International School building, Pawan Baug Road, Malad (West), Mumbai – 400 064

(ii) Financial Year

Year Ending : 31ST March, 2020

AGM on : Tuesday, 29th December, 2020

(iii) Financial Calendar 2019-20 (Tentative)

Results for the quarter ending 30th June 2020 : 1st/2nd week of August 2020

Results for the quarter ending 30th Sep, 2020 : 1st/2nd week of November 2020

Results for the quarter ending 31st Dec 2020 : 1st/2nd week of February 2020

Results for the quarter & year ending 31st March 2021 : 3rd / 4th week of May 2020

(iv) Book Closure Date : 23rd December, 2020 to 29th December, 2020
(Both the days inclusive)

(v) Registered Office : B-3, Witty International School, Pawan Baug Road, Malad West, Mumbai-400064.

(vi) Equity shares listed on : BSE Limited

Stock Exchanges 25th Floor, P. J. Towers, Dalal Street, Mumbai 400 001

Note: The Annual listing fees as prescribed have been already paid to the BSE Limited, Mumbai, for the year 2019-20.

(vii) Company Registration Details:

The Corporate Identity Number (CIN) : L80301MH1984PLC033922
 Trading Symbol at BSE Limited : Scrip Code: 509026
 Scrip ID : VJTFEDU
 Demat ISIN Number in NSDL & CDSL : Equity Shares INE117F01013

(viii) Bombay Stock Exchange Stock Market Data (in Rs. / per share):

Period	High (Rs.)	Low (Rs.)
April, 2019	62.00	62.00
May, 2019	62.00	62.00
June, 2019	62.00	62.00
July, 2019	65.50	64.00
August, 2019	65.50	64.00
September, 2019	68.75	65.50
October, 2019	68.75	68.75
November, 2019	65.35	65.35
December, 2019	71.00	68.60
January, 2020	71.00	67.45
February, 2020	67.50	57.10
March, 2020	67.50	57.10

ix) Distribution of Shareholdings as on 31st March, 2020:

Shares Holding of nominal value of	Shareholders		Total Number of shares	
	Rs.	Rs.	Number	% total
Up To 5,000			144	64.86
5001 To 10,000			11	4.95
10001 To 20,000			12	5.41
20001 To 30,000			3	1.35
30001 To 40,000			1	0.45
40001 To 50,000			2	0.90
50001 To 1,00,000			1	0.45
1,00,000 and Above			48	21.62
Total			235	100.00

(x) Registrars and Transfer Agents:

(Share transfer and communication regarding share certificates, dividends and change of address)	Skyline Financial Services Private Limited Add: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020. Tel No. 011-26812682/83 Fax No. 011-26812682 Email: atul@skylinerta.com/admin@skylinerta.com
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(xi) SHARE TRANSFER SYSTEM:

Presently, the share transfers in physical form are processed and the share certificates returned within a period of 15 from the date of receipt, subject to the documents being clear in all respects. The Company has, as per SEBI guidelines with effect from 11th Feb, 2004 discontinued the facility of transfer cum demat, so company dispatches the share certificates to transferee. In case, the transferee wishes to dematerialize the share, he / she can approach a Depository Participant (DP) with the share certificates. The D.P. will based on Demat Request Form (DRF) & Certificate generate a Demat request, which they will send to Company's Registrar along with DRF & share certificate on receipt of the same Company's Registrar will dematerialize the shares within 21 days of Demat request received.

(xii) SHARE HOLDING AS ON 31st MARCH 2020:

Category	No. of Shares	Percentage of Total Capital
Promoters	1,13,03,973	64.23
Private Corporate Bodies	17,39,326	9.88
Resident Individuals	40,71,717	23.14
Others	4,84,984	2.75
Total	1,76,00,000	100.00

(xiii) LIST OF TOP 10 SHAREHOLDERS OF THE COMPANY AS ON 31.03.2020

SR. NO.	Name of Shareholder	No. of Shares Held	Percentage (%)
1.	JAYANT RATILAL GATHANI	250000	1.42
2.	MAHESH RATILAL GATHANI	250000	1.42
3.	ANILKUMAR POPATLAL PORWAL	150000	0.85
4.	BADRI BALDAWA	1084995	6.16
5.	KALAWATI PRITHVIRAJ KOTHARI	160000	0.91
6.	SHARDA POPATLAL PORWAL	275000	1.56
7.	SAM FINANCIAL SERVICES	1604649	9.12
8.	SACHIN JAYANTILAL PORWAL	396170	2.25
9.	SWATI ANIL PORWAL	212500	1.21
10.	MAMTA SACHIN PORWAL	187500	1.07

(xiv) DEMATERIALISATION OF SHARES:

Approximately 99.50% the Equity Shares have been dematerialized upto 31st March, 2020.

Trading in Equity shares of the Company is permitted only in dematerialized form w.e.f. 26th June, 2000 as per notification issued by the Securities and Exchange Board of India (SEBI).

(xvi) INVESTOR CORRESPONDENCE FOR TRANSFER / DEMATERILISATION OF SHARES AND ANY OTHER QUERY RELATING TO THE SHARES OF THE COMPANY:

For Shares held in Physical form	For Shares held in Demat Form
Skyline Financial Services Limited Add: D-153A, 1 st Floor, Okhla Industrial Area, Phase-1 , New Delhi – 110020 Tel: (011) 30857575, Fax : (011) 30857562	To Depository Participant or Skyline Financial Services Limited Add: D-153A, 1st Floor, Okhla Industrial Area, Phase-1 , New Delhi- 110020 Tel: (011) 30857575, Fax : (011) 30857562

Any query on Annual Report	VJTF Eduservices Limited B-3, Witty International School, Pawan Baug Road, Malad West, Mumbai – 400 064. Email Id : vjtfo@vjtf.com
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(xvii) Address for Correspondence

B-3, Witty International School, Pawan Baug Road, Malad West, Mumbai – 400 064.

DECLARATION REGARDING COMPLIANCE WITH CODE OF CONDUCT AS PER REGULATION 17 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

In accordance with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 with the Stock Exchanges, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2020.

Date: 31st July, 2020

Place: Mumbai

**Sd/-
Dr. Vinay Jain
Managing Director
DIN- 00235276**

CEO CERTIFICATION

To,
The Board of Directors
M/s. VJTF EDUSERVICES LIMITED

Dear Sir,

- A. We have reviewed financial statements and the cash flow statement for the year ended 31stMarch 2020 and to the best of our knowledge and belief that:
- (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 listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of the knowledge and belief, no transactions entered into by the listed entity 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 they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For VJTF EduserVICES Limited

Place: Mumbai
Dated: 31st July, 2020

Sd/-
Dr. Vinay Jain
Managing Director
DIN- 00235276

INDEPENDENT AUDITORS' REPORT

To the Members of M/s. VJTF EDUSERVICES LIMITED Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of **VJTF EDUSERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and loss, changes in equity and its cash flows for the year then ended.

Basis for opinion

3. 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for opinion.

Emphasis of Matters

4. We draw Attention to note 30 to the standalone financial statements, which describe the uncertainty caused by Novel Corona virus (COVID-19). Our opinion is not modified in respect of this matter.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone 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 that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information report, but does not include the standalone financial statements and our auditor's report thereon.

INDEPENDENT AUDITORS' REPORT
To the Members of **VJTF EDUSERVICES LIMITED**
Report on the Standalone Financial Statements

7. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.
9. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

10. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
11. In preparing the standalone 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.
12. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

13. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
14. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

INDEPENDENT AUDITORS' REPORT
To the Members of **VJTF EDUSERVICES LIMITED**
Report on the Standalone Financial Statements

- 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
15. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.
16. 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.
17. 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.
18. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITORS' REPORT
To the Members of **VJTF EDUSERVICES LIMITED**
Report on the Standalone Financial Statements

Report on other legal and regulatory requirements

19. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
20. 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 Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2020 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.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 31 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2020.

INDEPENDENT AUDITORS' REPORT
To the Members of **VJTF EDUSERVICES LIMITED**
Report on the Standalone Financial Statements

21. With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197 (16) of the act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in excess of Rs.93 lakhs as compared to the limits specified in schedule V read with the provisions of Section 197 of the Act. As explained by the management, the Company is in the process of ratifying the excess Directors' remuneration in the ensuing General Meeting.

For **J. Kala & Associates**
Firm Registration Number: 118769W
Chartered Accountants

Sd/-
Vaibhav Patodi
Partner
Membership Number: 420935
UDIN: 20420935AAAADH7061

Place: Mumbai
Date: 31st July 2020

Annexure B to Independent Auditors' Report

Referred to in paragraph 20 (f) of the Independent Auditors' Report of even date to the members of **VJTF Eduservices Limited** on the standalone 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 Act.

1. We have audited the internal financial controls with reference to financial statements of **VJTF EDUSERVICES LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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

3. 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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Annexure B to Independent Auditors' Report

Referred to in paragraph 20 (f) of the Independent Auditors' Report of even date to the members of **VJTF Eduservices Limited** on the standalone financial statements for the year ended **March 31, 2020**

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls 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 controls with reference to financial statements includes those policies and procedures that
- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - b) 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
 - c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. 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 controls 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.

Annexure B to Independent Auditors' Report

Referred to in paragraph 20 (f) of the Independent Auditors' Report of even date to the members of **VJTF Eduservices Limited** on the standalone financial statements for the year ended **March 31, 2020**

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **J. Kala & Associates**

Firm Registration Number: 118769W

Chartered Accountants

Sd/-

Vaibhav Patodi

Partner

Membership Number: 420935

Place: Mumbai

Date: 31st July 2020

UDIN: 20420935AAAADH7061

Annexure A to Independent Auditors' Report

Referred to in Paragraph 19 of the Independent Auditors' Report of even date to the members of **VJTF Eduservices Limited** on the financial statements as of and for the year ended 31st March 2020

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment (fixed assets).
- (b) The Company has a regular program of physical verification of its property, plant and equipment (fixed assets) by which all assets are verified in a phased manner, over a period of three years. However, due to COVID 19 related nationwide lockdown, the Management was not able to perform year end physical verification of fixed assets as per the phased program. According to the information and explanations given to us, management does not expect any material discrepancy as an when the physical verification is carried out.
- (c) The Company does not own any immovable properties as disclosed in the financial statements. Therefore, the provisions of Clause 3(i) (c) of the said Order are not applicable to the Company.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. The company has granted unsecured loans to two companies covered in the register maintained under section 189 of the Companies Act, 2013:
 - (a) The rate of interest and other terms and conditions on which the loans have been granted are not, prima facie, prejudicial to the interest of the company.
 - (b) We have been informed that repayment of principal and payment of interests are on demand. In our opinion and based on the information and explanations provided to us, we did not notice any delay in repayment of principal and payment of interest as demanded by the company, during the year.
 - (c) There are no amounts overdue for more than ninety days in respect of the loans granted.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security in connection with any loan to any party covered under Section 185 of the Act except those mentioned in Note 34 of accompanying financial statements. In respect of loans granted and security cum guarantee given during the year, the provisions of Section 186 of the Act are to be complied with. However, the Company has not made any Investments during the year.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, there are inordinate delays in depositing the undisputed statutory dues, including Provident Fund, Income Tax, Goods & Service Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities.

Annexure A to Independent Auditors' Report

Referred to in Paragraph 19 of the Independent Auditors' Report of even date to the members of **VJTF Eduservices Limited** on the financial statements as of and for the year ended 31st March 2020

There were no undisputed amounts payable in respect of Provident Fund, Income Tax, Goods and Service Tax, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable, except for Stamp Duty of Rs. 144 lakhs and TDS of Rs.32.67 lakhs (subsequently paid Rs.0.30 lakhs).

- (c) According to the information and explanations given to us and the records of the Company examined by us, there are dues of Income Tax which have not been deposited on account of any dispute, are as follows:

(Rs in lakhs)

Name of Statute	Nature of Disputed dues	Amount under dispute	Amount paid	Period to which amount relates	Forum where dispute is pending
Income Tax Act,1961	Income tax	38.60	-	FY 2016-17	Commissioner of Income Tax (Appeals)
Income Tax Act,1961	Income tax	0.73	-	Various earlier years	Income tax Traces Portal

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings from financial institutions and banks. As the Company has not borrowed any money from Governments or issued any Debentures, the question of dues payable to them does not arise.
- ix. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which those were obtained. However, the Company has neither raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instruments).
- x. During the course of our examination of the books and records of the Company which was carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. 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 excess of Rs.93 lakhs as compared to the limits specified in schedule V read with the provisions of Section 197 of the Act. As explained by the management, the Company is in the process of ratifying the excess Directors' remuneration in the ensuing General Meeting.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act, wherever applicable and details have been disclosed in the Financial Statements (Refer Note34) as required by the applicable accounting standards.

Annexure A to Independent Auditors' Report

Referred to in Paragraph 19 of the Independent Auditors' Report of even date to the members of **VJTF Eduservices Limited** on the financial statements as of and for the year ended 31st March 2020

- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **J. Kala & Associates**
Chartered Accountants
Firm Registration Number: 118769W

Sd/-
Vaibhav Patodi
Partner
Membership Number: 420935

Place: Mumbai
Date: 31st July, 2020.
UDIN: 20420935AAAADH7061

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2020

PARTICULARS	NOTES	AS AT	AS AT
		31ST MARCH, 2020	31ST MARCH, 2019
		Rs. in Lakh	Rs. in Lakh
A ASSETS			
1 NON CURRENT ASSETS			
a) Property, Plant and Equipment	2	3,325.59	774.93
b) Goodwill on Amalgamation		936.53	936.53
c) Financial Assets			
i. Investments			
a) Investment in Subsidiary and Associate	3 (i)	795.95	795.95
b) Other Investments	3 (ii)	0.92	0.92
ii. Other Financial Assets	4	1,890.00	1,472.56
d) Deferred Tax Asset (net)	5	-	12.03
e) Income Tax Asset (net)	6	17.22	9.58
f) Other Non-Current Assets	7	-	352.94
		6,966.21	4,355.44
2 CURRENT ASSETS			
a) Financial Assets			
i. Trade Receivables	8	8.05	2.04
ii. Cash and Cash Equivalents	9	44.01	55.46
iii. Loans	10	1,309.44	1,042.88
iv. Other Financial Assets	11	314.49	313.44
b) Other Current Assets	12	10.85	142.66
		1,686.84	1,556.48
TOTAL		8,653.05	5,911.92
B EQUITY AND LIABILITIES			
1 EQUITY			
a) Equity Share Capital	13	1,760.00	1,760.00
b) Other Equity	14	58.16	511.49
2 LIABILITIES			
NON CURRENT LIABILITIES			
a) Financial Liabilities			
Borrowings	15	605.96	774.75
Other Financial Liabilities	16	2,657.95	60.79
b) Provisions	17	26.97	17.98
c) Deferred Tax Liabilities (Net)	5	29.78	-
		3,320.67	853.52
CURRENT LIABILITIES			
a) Financial Liabilities			
i. Borrowings	18	354.99	1,062.13
ii. Trade Payables	19	143.30	91.43
iii. Other Financial Liabilities	20	1,088.85	342.50
b) Other Current Liabilities	21	1,926.51	1,283.97
c) Provisions	22	0.58	6.88
		3,514.22	2,786.90
TOTAL		8,653.05	5,911.92
Summary of significant Accounting policies	1		
The accompany notes from an internal part of the Financial statements	1-45		

AS PER OUR ATTACHED REPORT OF EVEN DATE
FOR J.KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 118769W

Sd/-
VAIBHAV PATODI
PARTNER
Membership No. 420935

PLACE : MUMBAI
DATE : 31st July, 2020

FOR AND ON BEHALF OF THE BOARD

Sd/- DR. VINAY JAIN DIRECTOR DIN No. 00235276	Sd/- DR. RAINA JAIN DIRECTOR DIN No. 01142103	Sd/- SHRUTI SHARMA COMPANY SECRETARY Membership No. A52723
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VJTF EDU SERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
	Rs. in Lakh	Rs. in Lakh
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Loss before Tax	(411.62)	(85.54)
Adjustments for:		
Depreciation and Amortisation Expense	392.31	119.47
Accrued liability for Gratuity	2.70	1.92
Sundry Balances and Provisions no longer required written back	(2.42)	(23.24)
Sundry Balances written off	1.97	0.88
Profit on sale of property, plant and equipment	-	(2.76)
Profit on Lease Termination	(66.74)	-
Interest Income on Loans given	(325.22)	(252.10)
Finance Costs	696.18	398.88
Operating profit before Working Capital changes	287.16	157.51
Movements in Working Capital		
Decrease/(Increase) in Trade Receivables	(6.01)	53.21
Increase in Financials and other assets (Current & Non-Current)	(193.57)	(356.45)
Increase/(Decrease) in Trade Payables, Liabilities and Provisions	1,886.13	(13.41)
Cash flow / (used in) Operations	1,973.71	(159.14)
Income tax paid (Net)	(13.74)	(69.87)
Net cash flow/ (used in) Operating Activities	1,959.97	(229.01)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Property, Plant and Equipment (Net)	(15.80)	(285.09)
Sale of Investments	-	5.00
Loans Given	(266.55)	(533.34)
Loans given received back	-	1,274.44
Interest Received on Loans given	325.22	252.10
Net cash flow from Investing Activities	42.87	713.11
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Borrowings	400.00	940.59
Repayment of Borrowings	(1,300.12)	(1,065.97)
Payment of lease liabilities	(417.65)	-
Finance Costs paid	(696.51)	(399.61)
Net cash flow used in Financing Activities	(2,014.28)	(524.99)
Net Decrease in Cash and Cash Equivalents (A+B+C)	(11.45)	(40.89)
Add: Cash and Cash Equivalents at the beginning of the year	55.46	96.35
Cash and Cash Equivalents at the end of the year	44.01	55.46

Notes :

- The above Cash flow statement has been prepared under the indirect method set out in IndAS - 7 Statement of Cash Flows.
- Previous year's figures have been regrouped/rearranged wherever necessary to conform to this years classification.

AS PER OUR ATTACHED REPORT OF EVEN DATE FOR AND ON BEHALF OF THE BOARD
FOR J.KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 118769W

Sd/-
VAIBHAV PATODI
PARTNER
Membership No. 420935

Sd/-
DR. VINAY JAIN
DIRECTOR
DIN No. 00235276

Sd/-
DR. RAINA JAIN
DIRECTOR
DIN No. 01142103

Sd/-
SHRUTI SHARMA
COMPANY SECRETARY
Membership No. A52723

PLACE : MUMBAI
DATE : 31st July, 2020

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

2 PROPERTY, PLANT AND EQUIPMENT

Particulars	Plant and Machinery	Furniture and Fixtures	Vehicles	Buses	Office Equipments	School Equipments	Electrical Equipments	Air Conditioner	Computer	Right of use Assets	Total	(Rs. in Lakh)
Gross Carrying Amount												
Balance as at 31st March, 2018	3.79	10.82	72.71	643.15	16.36	1.86	1.67	8.77	0.58	-	759.70	
Additions	-	0.20	-	287.88	1.20	0.31	-	-	-	-	289.59	
Disposals	-	-	-	(25.00)	-	-	-	-	-	-	(25.00)	
Balance as at 31st March, 2019	3.79	11.02	72.71	906.03	17.57	2.17	1.67	8.77	0.58	-	1,024.29	
Additions	-	-	-	15.80	-	-	-	-	-	4,077.69	4,093.49	
Disposals	-	-	-	(1.95)	-	-	-	-	-	(1,201.48)	(1,203.43)	
Balance as at 31st March, 2020	3.79	11.02	72.71	919.87	17.57	2.17	1.67	8.77	0.58	2,876.22	3,914.36	
Accumulated Depreciation												
Balance as at 31st March, 2018	0.54	9.33	2.53	128.43	7.65	0.44	1.43	2.40	0.40	-	153.15	
Expense for the year	0.28	0.49	9.09	103.99	3.86	0.41	0.03	1.21	0.12	-	119.47	
Disposals	-	-	-	(23.26)	-	-	-	-	-	-	(23.26)	
Balance as at 31st March, 2019	0.82	9.82	11.61	209.17	11.51	0.85	1.46	3.61	0.52	-	249.36	
Depreciation adjusted in opening	-	-	-	-	-	-	-	-	-	-	-	
Expense for the year	0.28	0.47	9.11	127.55	3.11	0.43	0.03	1.21	0.06	250.05	392.31	
Disposals	-	-	-	(1.95)	-	-	-	-	-	(50.95)	(52.90)	
Balance as at 31st March, 2020	1.10	10.29	20.73	334.76	14.62	1.28	1.50	4.82	0.58	199.10	588.77	
Net Carrying Amount												
Balance as at 31st March, 2018	3.25	1.48	70.18	514.71	8.71	1.42	0.24	6.37	0.18	-	606.54	
Balance as at 31st March, 2019	2.97	1.20	61.09	696.86	6.06	1.32	0.21	5.16	0.06	-	774.93	
Balance as at 31st March, 2020	2.69	0.73	51.98	585.11	2.95	0.89	0.18	3.95	-	2,677.11	3,325.59	

VITE EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
STATEMENT OF CHANGES IN EQUITY FOR ENDED 31ST MARCH, 2020

A. EQUITY SHARE CAPITAL

Particulars	Rs. in Lakh
As at 31st March, 2018	1,760.00
Increase / Decrease during the year	-
As at 31st March, 2019	1,760.00
Increase / Decrease during the year	-
As at 31st March, 2020	1,760.00

B. OTHER EQUITY

(Rs. in Lakh)

Particulars	Reserves and surplus		Other Comprehensive Income	Total
	General reserve	Retained earnings	Remeasurement of net defined benefit plans	
As at 31st March, 2018	200.00	339.80	52.28	592.08
Loss for the year	-	(87.60)	-	(87.60)
Other comprehensive income for the year (net of tax)	-	-	7.01	7.01
As at 31st March, 2019	200.00	252.20	59.29	511.49
Loss for the year	-	(457.92)	-	(457.92)
Other comprehensive income for the year (net of tax)	-	-	4.60	4.60
As at 31st March, 2020	200.00	(205.72)	63.89	58.17

AS PER OUR ATTACHED REPORT OF EVEN DATE
FOR J.KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 118769W

FOR AND ON BEHALF OF THE BOARD

Sd/-
VAIBHAV PATODI
PARTNER
Membership No. 420935

Sd/-	Sd/-	Sd/-
DR. VINAY JAIN	DR. RAINA JAIN	SHRUTI SHARMA
DIRECTOR	DIRECTOR	COMPANY SECRETARY
DIN No. 00235276	DIN No. 01142103	Membership No.A52723

PLACE : MUMBAI
DATE : 31st July,2020

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

1 (A). CORPORATE INFORMATION:

VJTF Eduservices Limited (the Company) was incorporated on 03rd September, 1984 having registered office at Mumbai. The Company has established itself as an emerging player in the Education Services Segment. The Company provides services to Operational Education Projects. The Company also provides required auxiliary / support services to other companies in the Education Sector.

1 (B). SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Financial Statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- (i) Certain financial assets and liabilities
- (ii) Defined benefit employee plan

The accounting policies are applied consistently to all the periods presented in the financial statements. 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.

The financial statements are presented in INR, the functional currency of the Company.

2. Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis. The areas involving critical estimates or judgments are:

- (a) Recognition and measurement of defined benefit obligations, key actuarial assumptions
- (b) Estimation of fair value of financial instruments
- (c) Estimated credit loss of trade receivables
- (d) Estimation of current tax expenses and payable

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring 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. Subsequent expenditure Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

4. Intangible assets

Intangible assets (other than goodwill on amalgamation) are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

5. Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

6. Depreciation and Amortization

(a) Property plant and equipment (PPE) and Investment Property

Depreciation is provided on a pro-rata basis on a straight line method based on estimated useful life prescribed under Schedule II to the Act. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

Intangible assets are amortised on a straight-line basis over the period of their expected useful lives. The amortisation period and the amortisation method is reviewed at each financial year end and adjusted prospectively, if appropriate.

7. Financial Instruments:

(a) Financial assets:

I. Initial recognition:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

II. Subsequent measurement:

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the group changes its business model for managing financial assets.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

(iii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the Effective Interest Rate method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

III. Equity instruments:

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

IV. Impairment :

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

V. Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

(b) Financial Liabilities

I. Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss. The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

II. Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

III. Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

IV. Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

V. De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

VI. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

8. Fair Value Measurement

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly 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:

- (a) In the principal market for the asset or liability, or
- (b) 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 by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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.

9 Cash and Cash equivalents :

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less. Outstanding bank overdrafts are adjusted in cash and cash equivalents as they are considered an integral part of the Company's cash management.

10 Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

11 Revenue Recognition :

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue is measured based on the transaction price, which is the consideration received or receivable, adjusted for estimated customer returns, rebates and other similar allowances. Revenue also excludes taxes collected from customers. The Company earns revenue primarily from providing educational services.

Income from Services (Educational Activities)

Revenues from services rendered are recognized pro-rata on accrual basis over the period of the contract as and when services are rendered or performance obligation are satisfied.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

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. If a customer pays consideration before the Company transfers goods or services, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

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).

Rent

Rental Income is recognised on a time proportion basis as per the contractual obligations agreed with the respective tenant.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

12. Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are recognized as an expense in the period in which they are incurred.

13. Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax:

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred tax:

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

14. Employee Benefits:

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Post-employment obligations

The Company has following post-employment plans:

- (i) Defined benefit plans such a gratuity and
- (ii) Defined contribution plans such as Provident fund

(i) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements;
- (b) Net interest expense or income

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial (gains)/losses
- (b) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

(ii) Defined-contribution plan:

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

15. Leases:

Where the Company is Lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset;
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability shown under Other Financial Liabilities and right of use asset is shown in Plant property and equipment as lease Asset (Right of use asset) and lease payments have been classified as financing cash flows.

Where the Company is Lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

16. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

17. Impairment of Non-Financial Assets:

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the statement of profit or loss for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash inflows which are largely dependent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

18. Investment in Subsidiaries, Joint-ventures and Associate:

Investment in equity shares of subsidiaries, joint-venture and associate are recorded at cost and reviewed for impairment at each reporting date.

19. Earnings Per Share:

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

VJTF EDUSERVICES LIMITED

(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	Face Value Per Share	AS AT 31st MARCH, 2020		AS AT 31st MARCH, 2019	
		No. of Shares	Rs. in Lakh	No. of Shares	Rs. in Lakh
3 (i) INVESTMENTS (Non-Current)					
Investment in equity instruments (Unquoted Subsidiaries and Associate (At cost, fully paid up))					
a) Subsidiarie					
VJTF Buildcon Private Limited	10	865,000	313.70	865,000	313.70
b) Associate					
VJTF Infraschool Services (Mumbai) Private Limited (Formerly VJTF Infrastructure Private Limited)		1,638,217	482.25	1,638,217	482.25
Total (i)			795.95		795.95
3 (ii) Others (At cost, fully paid up)					
Malad Sahakari Bank Ltd.	10		0.01	100	0.01
Mangal Co-op. Bank Ltd.	50		0.91	1,810	0.91
Total (ii)			0.92		0.92
GRAND TOTAL (i + ii)			796.87		796.87
Aggregate amount of quoted investments at market value		-	-	-	-
Aggregate amount of unquoted investments at cost		-	796.87	-	796.87
Aggregate amount of impairment in the value of investments		-	-	-	-

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	AS AT 31st MARCH, 2020 Rs. in Lakh	AS AT 31st MARCH, 2019 Rs. in Lakh
4 OTHER FINANCIAL ASSETS (Non-Current) (Unsecured, Considered Good)		
Security deposits given to		
Related parties	1,830.11	1,459.29
Others	59.89	13.27
	1,890.00	1,472.56
5 DEFERRED TAX ASSETS (NET)		
Deferred tax liabilities (Refer note below for component and movement)	(75.47)	(72.55)
MAT credit entitlement	45.69	84.58
	(29.78)	12.03

Component and movement of deferred tax assets / (liabilities) :					(Rs. in Lakh)
Particulars	Deferred tax for temporary differences attributable to				Total Deferred Tax Assets / (Liabilities)
	Property, Plant and Equipment	Financial Assets / Liabilities	Unabsorbed depreciation	Others	
At 31st March, 2018	(199.28)	83.21	30.11	7.24	(78.72)
(Charged) / Credited:					
- to profit or loss	10.80	0.07	(3.92)	1.69	8.64
- to other comprehensive income	-	-	-	(2.47)	(2.47)
At 31st March, 2019	(188.48)	83.28	26.19	6.46	(72.55)
(Charged) / Credited:					
- to profit or loss	(755.58)	721.25	30.71	2.31	(1.31)
- to other comprehensive income	-	-	-	(1.61)	(1.61)
At 31st March, 2020	(944.06)	804.53	56.90	7.16	(75.47)

6 INCOME TAX ASSETS (NET)		
Income Tax Receivable (Net of provision of Rs.45.99 Lakh, As at 31st March, 2019 - Rs. 39.90 Lakhs)	17.22	9.58
	17.22	9.58
7 OTHER NON-CURRENT ASSETS		
Prepaid rent	-	352.94
	-	352.94
8 TRADE RECEIVABLES (Unsecured, Considered Good)		
Due for a period less than six months from the date they became due for payment	8.05	2.04
	8.05	2.04
9 CASH AND CASH EQUIVALENTS		
Balances with banks:		
On current accounts	23.16	37.83
Cash on hand	20.85	17.63
	44.01	55.46

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	AS AT 31st MARCH, 2020	AS AT 31st MARCH, 2019		
	Rs. in Lakh	Rs. in Lakh		
10 LOANS				
(Unsecured, Considered Good)				
Loans and advances (in the nature of Loans) to related parties	1,306.32	941.02		
Loans and advance to employees	2.12	1.86		
Loans and advances to others	1.00	100.00		
	1,309.44	1,042.88		
11 OTHER FINANCIAL ASSETS (Current)				
(Unsecured, Considered Good Unless Otherwise Stated)				
Receivable against sale of asset	306.95	306.95		
Other receivables from others*	7.54	6.49		
	314.49	313.44		
*Net of Provision for doubtful advances of Rs. 51.25 Lakhs (As at 31st March, 2018 - Rs. 51.25 Lakhs)				
12 OTHER CURRENT ASSETS				
Prepaid stamp duty	-	20.15		
Prepaid Rent	-	105.49		
Prepaid Insurance	10.77	17.02		
Prepaid Expenses	0.08	-		
	10.85	142.66		
13 EQUITY SHARE CAPITAL				
(A) Authorised				
2,00,00,000 (31st March, 2018 - 2,00,00,000) Equity Shares of Rs. 10 each	2,000.00	2,000.00		
	2,000.00	2,000.00		
(B) Issued, subscribed and paid up				
1,76,00,000 (31st March, 2018 - 1,76,00,000) Equity Shares of Rs. 10 each, fully paid up	1,760.00	1,760.00		
	1,760.00	1,760.00		
Total issued, subscribed and fully paid-up share capital	1,760.00	1,760.00		
(C) Reconciliation of shares outstanding at the beginning and at the end of the year				
	As at 31st March, 2020	As at 31st March, 2019		
	Number	Rs. in Lakh	Number	Rs. in Lakh
At the beginning of the year	17,600,000	1,760.00	17,600,000	1,760.00
Changes during the year	-	-	-	-
Outstanding at the end of the year	17,600,000	1,760.00	17,600,000	1,760.00
(D) Terms, Rights and Preferences attached to Equity Shares				
Each holder of Equity Shares is entitled to one vote per share. The Shareholders have right to receive interim dividends declared by the Board of Directors and Final dividend proposed by the Board of Directors and approved by the Shareholders.				
In the event of liquidation of the Company, the Shareholders will be entitled in proportion to the number of Equity Shares held by them to receive remaining assets of the Company, after distribution of all preferential amounts. However, presently there are no such preferential amounts.				
The Shareholders have all other rights as available to equity Shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum and Articles of Association of the Company, as applicable.				
(E) Details of shareholders holding more than 5% shares in the Company				
	As at 31st March, 2020	As at 31st March, 2019		
	Number	% of holding	Number	% of holding
Vinay Dharamchand Jain	6,078,122	34.53	6,078,122	34.53
Raina Vinay Jain	5,177,051	29.42	5,177,051	29.42
Sam Financial Services Private Limited	1,604,649	9.12	1,604,649	9.12
Badri Baldawa	1,084,995	6.16	1,084,995	6.16

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	AS AT 31st MARCH, 2020 Rs. in Lakh	AS AT 31st MARCH, 2019 Rs. in Lakh
14 OTHER EQUITY		
General reserve	200.00	200.00
Retained earnings	(205.72)	252.19
Other comprehensive income	63.89	59.30
	58.16	511.49
Nature and purpose of other equity and reserves :		
General Reserve: General Reserves are created out of profits and kept aside for general purpose and financial strengthening of the company, they don't have any special purpose to fulfill and can be used for any purpose in future.		
15 BORROWINGS (Non-Current)		
Secured		
Term Loans from		
Small Business Financial Credit (Non-banking financial institution-NBFC)	-	309.99
Aditya birla finance limited (Non-banking financial institution-NBFC)	384.13	-
Vehicle Loans from Banks and NBFCs		
(Secured by way of hypothecation of motor vehicles purchased there against)		
Kotak Bank	72.89	187.34
HDFC Bank	132.51	192.52
Daimler Financial Services India Pvt. Ltd.	16.43	24.48
Unsecured		
Term Loans from		
Kotak Bank	-	60.42
	605.96	774.75

Rate of Interest ,Details of Security and Term of Repayment of Term Loans

Small Business Financial Credit (Non - banking Financial Institution - NBFC)

Carries interest at 15.50% p.a. Previous year. The Term loan is secured by Equitable Mortgage of Immovable properties of Associates Company and personally guaranteed by the Directors. The loan is repayable in 120 monthly installments commencing from October, 2015 and ending on September, 2024, however loan has been taken over by Aditya birla finance limited in current year for which refer note below.

Aditya birla finance limited (Non-banking financial institution-NBFC)

Carries interest at 12.50% p.a.. The Term loan is secured by Equitable Mortgage of Immovable properties of Associates Company and personally guaranteed by the Directors. The loan is repayable in 120 monthly installments commencing from January, 2020 and ending on September, 2030.

Vehicle Loans

Repayable by	Rate of Interest	Bank Name		
April 20th, 2021	8.41%	Kotak Bank	32.37	101.94
January 20th, 2022	8.76%	Kotak Bank	26.10	55.01
June 20th, 2022	8.76%	Kotak Bank	14.42	30.39
February 5th, 2023	8.50%	HDFC Bank	132.51	192.52
			205.40	379.86

Vehicle Loan- Daimler Financial Services India Pvt. Ltd.

Carries interest at 7.50% p.a.. The loan is repayable in 60 monthly installments ending on January, 2023.

Kotak bank-Term loan

Carries interest at 14.00% p.a..The loan is repayable in 24 monthly installments commencing from April, 2019.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	AS AT 31st MARCH, 2020 Rs. in Lakh	AS AT 31st MARCH, 2019 Rs. in Lakh
16 OTHER NON-CURRENT FINANCIAL LIABILITIES		
Lease Obligations*:		
Lease Liabilities	3,008.40	-
Less: Rent Paid	(417.65)	-
Security Deposits from Employees	67.20	60.79
	2,657.95	60.79
*(For details - Refer Note 32)		
17 PROVISIONS (Non-Current)		
Provision for employee benefits		
Gratuity	26.97	17.98
	26.97	17.98
18 BORROWINGS (Current)		
(Unsecured, Repayable on Demand)		
Loan from bodies corporate related party* others**	-	679.98
Overdraft from Bank***	105.58	130.00
	249.41	252.15
	354.99	1,062.13
*(Rate of interest 11% p.a, Previous year 11% p.a.)		
***(Rate of interest 12% p.a, Previous year 12% p.a.)		
****(Rate of interest 11.25% p.a, Previous year 11.25% p.a.)		
19 TRADE PAYABLES		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	143.30	91.43
	143.30	91.43
20 OTHER FINANCIAL LIABILITIES (Current)		
Current Maturities of Non-Current Borrowings*	252.79	276.96
Interest Accrued but not Due	4.68	5.02
Payable to a Related Party	732.44	26.65
Lease Liabilities**	49.67	-
Due to Employees	49.27	33.87
	1,088.85	342.50
*(For details of Securities- Refer Note 15 herein above)		
***(For details - Refer Note 32)		
21 OTHERS CURRENT LIABILITIES:		
Statutory Dues	248.56	222.28
Bank Book overdraft	-	11.94
Payable to a Related Party	564.87	-
Advance received against sale of assets	15.00	-
Contract Liability* (Fees Received in advance)	1,098.08	1,049.75
	1,926.51	1,283.97
*(For details - Refer Note 40)		
22 PROVISIONS (Current)		
Provision for employee benefits		
Gratuity	0.58	6.88
	0.58	6.88

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
	Rs. in Lakh	Rs. in Lakh
NOTE 23 : REVENUE FROM OPERATIONS		
Sale of Services (Educational Activities) - Refer Note 40		
Course and Other Fees	1,452.95	1,618.41
	1,452.95	1,618.41
NOTE 24 : OTHER INCOME		
Interest Income on:		
Loans Given	165.48	142.03
Bank Fixed Deposit	0.32	0.77
Unwinding of Interest (Income)	159.42	109.30
Income Tax Refund	0.03	-
Profit on Sale of Fixed Assets	-	2.76
Profit on Lease Termination	66.74	-
Sundry Balances and Provisions no longer required written back	2.42	18.09
Gratuity provision no longer required written back	-	5.16
Miscellaneous Income	16.30	12.31
	410.71	290.42
NOTE 25 : EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	523.01	532.24
Contribution to Provident Fund	2.17	3.32
Gratuity Expense	8.90	11.40
Staff Welfare	1.37	1.47
	535.45	548.43
NOTE 26 : FINANCE COSTS		
Interest Expense on:		
Borrowings	185.65	227.07
Leased Liability	455.51	-
Delayed Payment of Statutory dues	13.39	7.10
Other Borrowing Cost:		
Loan Processing Fees	6.45	1.35
Unwinding of Interest (Expense)	35.18	163.36
	696.18	398.88

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
	Rs. in Lakh	Rs. in Lakh
NOTE 27: OTHER EXPENSES		
Auditors' Remuneration:		
Audit Fees	4.13	3.50
Advertisement and Publicity	33.36	6.66
Electricity	30.37	25.32
Events and Programmes	3.70	2.11
Filing Fees	0.03	0.19
House Keeping Expenses	21.41	21.40
Insurance	26.36	18.65
Kids Welfare Activities	76.79	39.50
Legal and Professional	40.77	28.52
Office Expenses	99.54	74.76
Postage, Telegram, Telephone and Internet	1.98	3.34
Printing and Stationery	18.09	5.79
Rates and Taxes	23.67	149.36
Rent	2.40	252.31
Repairs and Maintenance	7.84	7.07
Security Charges	24.67	16.50
Teaching Honorarium	0.28	5.14
Travelling Expenses	15.23	4.11
Vehicle Expenses	163.53	206.69
Water Charges	2.58	3.94
Bank Charges	1.57	1.48
Cafeteria Expenses	48.91	46.77
Sundry balances Written off	1.97	0.88
Miscellaneous Expenses	2.16	3.60
	651.34	927.59

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

28 **Income tax expenses**

This note provides an analysis of the Company's income tax expense and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Company's tax positions.

	YEAR ENDED 31ST MARCH, 2020	YEAR ENDED 31ST MARCH, 2019
	Rs. in lakhs	Rs. in lakhs
(a) Tax expense recognised in the Statement of Profit and Loss		
Current Tax	-	4.75
Prior Period Taxation Adjustments	6.10	10.71
MAT Credit (Entitlement)/Reversal	38.89	(4.75)
Deferred Tax	1.31	(8.65)
Total tax expense	46.30	2.06

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Profit before income tax expense	(411.62)	(85.54)
Enacted income tax rate in India applicable to the Company	26.00%	26.00%
Tax expenses on profit before tax at the enacted income tax rate (A)	(107.02)	(22.24)
Tax effects of amounts which are not deductible (taxable) in calculating taxable income (B)		
Permanent Disallowances	3.53	1.85
Prior Period Taxation Adjustments	6.10	10.71
MAT Credit (Entitlement)/Reversal	38.89	(4.75)
Deferred tax asset not recognised on unabsorbed losses	40.60	-
Others	64.20	16.50
Current tax expense recognised in profit or loss (A+B)	46.30	2.06
Effective tax rate	-11.25%	-2.41%

29 **Employee benefit obligations**

(Rs. in lakhs)

Particulars	AS AT 31ST MARCH, 2020		AS AT 31ST MARCH, 2019	
	Current	Non-current	Current	Non-current
Gratuity	0.58	26.97	6.88	17.98
Total		27.55		24.86

Gratuity (Post-employment obligations)

The Company provides for gratuity as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The Company does not fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date using Projected Unit Credit method.

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(Rs. in lakh)

Particulars	YEAR ENDED 31st MARCH, 2020			YEAR ENDED 31st MARCH, 2019		
	Present value of obligation	Fair value of plan assets	Net amount (UNFUNDED)	Present value of obligation	Fair value of plan assets	Net amount (UNFUNDED)
As at the beginning of the year	24.86	-	24.86	28.10	-	28.10
Current service cost	7.04	-	7.04	9.24	-	9.24
Past service cost	-	-	-	-	-	-

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Interest expense	1.86		1.86	2.16		2.16
Excess provision written back	-		-	-	-	-
Total amount recognized in profit or loss	8.90	-	8.90	11.40	-	11.40
Remeasurements:						
(Gain)/loss from change in assumptions	2.82	-	2.82	(0.15)	-	(0.15)
Experience gains	(9.03)	-	(9.03)	(9.34)	-	(9.34)
Total amount recognised in other comprehensive income	(6.21)	-	(6.21)	(9.48)	-	(9.48)
Benefit payments	-	-	-	(5.16)	-	(5.16)
As at end of the year	27.55	-	27.55	24.86	-	24.86

The significant actuarial assumptions were as follows:

Particulars	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
Discount rate	6.85%	7.75%
Salary growth rate	5.00%	5.00%

The sensitivity of the overall plan liabilities with respect to key assumptions

(Rs. in lakh)

Particulars	Change in assumption by	AS AT 31ST MARCH, 2020		AS AT 31ST MARCH, 2019	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.50%	25.91	29.35	23.47	26.37
Salary growth rate	0.50%	29.28	25.97	26.30	23.50

The defined benefit obligations shall mature after year end 31st March, 2020 (Rs. in lakh)

Particulars	AS AT 31st MARCH, 2020
Year 1	0.58
Year 2	0.82
Year 3	3.97
Year 4	1.05
Year 5	1.13
Thereafter	7.39

The average outstanding term of the obligations (Years) as at valuation date is 13.67 years.

30 Global Health Pandemic from COVID – 19 (“Covid – 19”)

Covid-19 have been declared as a global pandemic, the Indian Government has declared the complete lock down since March 24, 2020 and the same is continuing with minor exemptions and essential services were allowed to operate with limited capacity. The nationwide lockdown due to spread of COVID-19 and other significant restrictions had an impact on the education sector as well. The campuses were non-operational during the lockdown period. However, the students were being serviced through online mode of teaching. Based on the facts and circumstances, there is no major impact on the business of the Company. The Company is closely monitoring any material changes on a continuous basis.

31 Contingent liabilities:

	AS AT 31ST MARCH, 2020 (Rs. in lakh)	AS AT 31ST MARCH, 2019 (Rs. in lakh)
Disputed Income Tax matters	39.33	1.58
Corporate Guarantees/Securities given	25,017.35	25,017.35

There are no pending litigations against the company, except as stated above. The Company reviews all its litigations and proceedings and makes adequate provisions, wherever required and discloses the contingent liabilities, wherever applicable, in its financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

32 Leases

Effective 1st April, 2019, the Company has adopted Ind AS 116 “Leases” using modified retrospective approach, as a result of which comparative information are not required to be restated. The Company’s lease asset primarily consists of leases for buildings. These leases were classified as “Operating Leases” under Ind AS 17. On transition to Ind AS 116 “Leases”, for these leases, lease liabilities were measured at the present value of remaining lease payments, discounted at the Company’s incremental borrowing rate as at 1st April, 2019. Right to Use is measured at an amount equal to the lease liability adjusted by the amount of any prepaid or accrued lease payments.

The Company has used following practical expedient, when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17.

- (a) The Company didn’t recognise Right to Use and Lease liabilities for lease for which the lease terms ends within 12 months on the date of initial transition and low value assets
- (b) The Company excluded initial direct cost from measurement of the Right to Use assets at the date of initial application.
- (c) The Company uses hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

On transition, i.e. as on 1st April, 2019, the Company has recognized lease liability of Rs. 3,776.37 lakhs and right-of-use assets amounting to Rs. 4,077.69 lakhs (after adjusting the prepaid lease rent). The expense towards such leases is now recorded as depreciation on Right of Use Assets and finance cost on lease liability, instead of rent expense. Accordingly, there is an increase in depreciation of Rs. 250.05 lakhs, increase in finance costs of Rs. 455.51 lakhs, decrease in operating lease rent of Rs. 475.58 lakhs and decrease in the profit before tax of Rs. 229.98 lakhs for the year ended 31st March, 2020. Therefore, these expenses for the current year are not comparable to the previous years, to this extent.

The difference between the lease commitments recorded, as of 31st March 2019, under Ind AS 17 and the value of the lease liabilities as of 1st April, 2019, is on account of use of practical hindsight in determining the lease term, where the contract contained options to extend or terminate the lease in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.

The weighted average incremental borrowing rate applied to the lease liabilities on 1st April, 2019 is 12% p.a.

Following is the movement in Right of use assets during the year ended 31st March, 2020.

Particulars	(Rs. in Lakh)
Balance as on 1 st April, 2019	-
Additions	4,077.69
Deletions	(1,201.48)
Amortisation cost	(199.10)
Balance as on March 31, 2020	2,677.11

Following is the movement in lease liabilities during the year ended 31st March, 2020.

Particulars	(Rs. in Lakh)
Balance as on 1 st April, 2019	3,776.37
Additions	-
Interest accrued during the year	455.51
Deletions	(1,173.81)
Payment of lease liabilities	417.65
Balance as on March 31, 2020	2,640.42
Current Lease Liabilites	49.67
Non Current Lease Liabilites	2,590.75

(i) Break-up of the contractual maturities of lease liabilities as at 31 st March, 2020 on an undiscounted basis :

	AS AT 31ST MARCH, 2020 (Rs. in lakh)	AS AT 31ST MARCH, 2019 (Rs. in lakh)
Not later than one year	124.20	160.00
Later than one year and not later than five years	1,193.10	724.00
Later than five years	7,596.43	3,848.11
Total	8,913.73	4,732.11

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	AS AT 31st MARCH, 2020	AS AT 31st MARCH, 2019
	(Rs. in lakh)	(Rs. in lakh)
(ii) Lease expenses recognised in statement of profit and loss*	2.40	252.31

*Rental expense recorded for short-term leases was Rs. 2.4 lakh for the year ended 31 st March, 2020.

		AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
33 Earnings per share			
Loss for the year (Rs.in lakhs)	(A)	(457.92)	(87.60)
Weighted average number of equity shares outstanding during the year	(B)	17,600,000	17,600,000
Basic & Diluted EPS (Rs.)	(A/B)	(2.60)	(0.50)
Face value of equity shares		10	10

34 Related Party Disclosures as per Ind AS 24

A. List of Related Parties (As identified by the Management)

a. Enterprise where Control Exists

I. Subsidiary

VJTF Buildcon Private Limited

II. Associate

VJTF Infraschool Services (Mumbai) Private Limited (Formerly VJTF Infrastructure Private Limited)

b. Others (Enterprises where significant influence exercised by Key Managerial Personnel)

VJTF Infraschool Services (Udaipur) Private Limited (Formerly Rishi Reality Leasing Services Private Limited)

VJTF Construction Private Limited

Witty Education Private Limited

Witty Enterprises Private Limited

Witty Infratech Private Limited

Pratiksha Foundation Charitable Trust

Witty Global Education Trust

c. Key Managerial personnel and relatives

Dr. Vinay Jain, Director

Dr. Raina Jain, Director

B. Transactions during the year (at arm's length) and balances outstanding as at the year end with related parties are as follows:

I. Transactions during the year

(Rs. in lakhs)

Particulars	YEAR ENDED 31 st MARCH, 2020			YEAR ENDED 31 st MARCH, 2019		
	Subsidiary	Associate / Others	Key Management Personnel	Subsidiary	Associate / Others	Key Management Personnel
<u>Interest Income</u>						
VJTF Infraschool Services (Mumbai) Private Limited	-	56.84	-	-	67.73	-
VJTF Buildcon Private Limited	100.10	-	-	60.76	-	-
<u>Operational and Management Fees income</u>						
Pratiksha Foundation Charitable Trust	-	2.00	-	-	2.00	-

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

<u>Income Collected on our behalf by</u>						
Pratiksha Foundation Charitable Trust	-	187.10	-	-	200.51	-
Witty Education Private limited	-	133.45	-	-	80.30	-
<u>Interest Expenses</u>						
VJTF Infrschool Services (Udaipur) Private Limited	-	-	-	-	89.31	-
<u>Lease Rent Expenses</u>						
Witty Global Education Trust	-	60.00	-	-	60.00	-
Dr.Raina Jain	-	-	2.40	-	-	-
<u>Director's Remuneration Expenses</u>						
Dr. Vinay Jain	-	-	60.00	-	-	60.00
Dr. Raina Jain	-	-	60.00	-	-	60.00
<u>Reimbursement of Expenses given</u>						
Pratiksha Foundation Charitable Trust	-	124.91	-	-	63.45	-
Witty Education Private limited	-	17.04	-	-	12.71	-
VJTF Infrschool Services (Udaipur) Private Limited	-	-	-	-	29.64	-
<u>Loans Given</u>						
VJTF Infrschool Services (Mumbai) Private Limited	-	58.76	-	-	256.28	-
VJTF Buildcon Private Limited	306.54	-	-	276.83	-	-
<u>Loans Given Received Back</u>						
VJTF Infrschool Services (Mumbai) Private Limited	-	-	-	-	1,068.12	-
VJTF Buildcon Private Limited	-	-	-	206.32	-	-
<u>Operation & Managment Deposits given</u>						
Pratiksha Foundation Charitable Trust	-	-	-	-	734.64	-
<u>Lease Deposit Given</u>						
Witty Global Education Trust	-	146.65	-	-	174.49	-

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

<u>Other Receivable- Repaid</u>						
Witty Enterprises Private Limited	-	-	-	-	0.06	-
<u>Loans Taken</u>						
VJTF Infrschool Services (Udaipur) Private Limited	-	-	-	-	136.51	-
<u>Loans Taken repaid</u>						
VJTF Infrschool Services (Udaipur) Private Limited	-	679.98	-	-	483.04	-
<u>Payments made on behalf of:</u>						
Pratiksha Foundation Charitable Trust	-	2,896.36	-	-	4,978.52	-
Witty Global Education Trust	-	269.44	-	-	442.15	-
<u>Payments made on behalf of - received back:</u>						
Pratiksha Foundation Charitable Trust	-	2,896.36	-	-	4,986.29	-
Witty Global Education Trust	-	122.79	-	-	442.15	-
<u>Payments received on behalf of:</u>						
Pratiksha Foundation Charitable Trust	-	418.14	-	-	18.23	-
Witty Education Private Limited	-	1,154.17	-	-	1,995.87	-
Witty Global Education Trust	-	106.67	-	-	63.62	-
VJTF Infrschool Services (Udaipur) Private Limited	-	697.98	-	-	-	-
<u>Payments received on behalf of - repaid:</u>						
Pratiksha Foundation Charitable Trust	-	321.66	-	-	-	-
Witty Education Private Limited	-	544.86	-	-	1,969.38	-

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Witty Global Education Trust	-	106.67	-	-	63.62	-
VJTF Infrschool Services (Udaipur) Private Limited	-	133.11	-	-	-	-
<u>Security cum Guarantee Taken (Amount reduced)</u>						
VJTF Constructions Private Limited	-	25.00	-	-	-	-
Dr Raina Jain Dr Vinay Jain	-	-	25.00	-	-	-
<u>Security cum Guarantee Given</u>						
Witty Enterprises Private Limited	-	-	-	-	10,000.00	-
Witty Infratech Private Limited	-	-	-	-	1,100.00	-
VJTF Infrschool Services (Mumbai) Private Limited	-	-	-	-	1,000.00	-
Dr Raina Jain	-	-	-	-	-	500.00

II. Outstanding balances as at the year end

(Rs. in lakhs)

Particulars	YEAR ENDED 31 st MARCH, 2020			YEAR ENDED 31 st MARCH, 2019		
	Subsidiary	Associate/ Others	Key Management Personnel	Subsidiary	Associate/Others	Key Management Personnel
<u>Loan Given</u>						
VJTF Infrschool Services (Mumbai) Private Limited	-	507.24	-	-	448.48	-
VJTF Buildcon Private Limited	799.08	-	-	492.54	-	-
<u>Lease Deposit Given</u>						
Witty Global Education Trust	-	479.19	-	-	332.54	-
Dr.Raina Jain	-	-	411.17	-	-	411.17
<u>Operation & Managment Deposits</u>						
Pratiksha Foundation Charitable Trust	-	1,400.14	-	-	1,400.14	-
<u>Investment in Shares of an subsidiary and associate</u>						
VJTF Buildcon Private Limited	313.70	-	-	313.70	-	-
VJTF Infrschool Services (Mumbai) Private Limited	-	482.25	-	-	482.25	-
<u>Rent Payables</u>						
Witty Global Education Trust	-	15.90	-	-	-	-
Dr.Raina Jain	-	-	2.40	-	-	-
<u>Loans Taken</u>						
VJTF Infrschool Services (Udaipur) Private Limited	-	-	-	-	679.98	-

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

<u>Other Current Liability</u>						
VJTF Infrschool Services (Udaipur) Private Limited	-	564.87	-	-	-	-
<u>Payable to associates</u>						
Pratiksha Foundation Charitable Trust	-	114.70	-	-	18.23	-
Witty Education Private Limited	-	617.73	-	-	8.43	-
<u>Director's Remuneration Payable</u>						
Dr. Vinay Jain	-	-	7.56	-	-	-
Dr. Raina Jain	-	-	6.51	-	-	-
<u>Security cum Guarantee taken</u>						
VJTF Construction Private Limited	-	400.00	-	-	425.00	-
Dr Raina Jain Dr Vinay Jain	-	-	400.00	-	-	425.00
<u>Security cum Guarantee Given</u>						
VJTF Infrschool Services (Mumbai) Private Limited	-	10,357.35	-	-	10,357.35	-
VJTF Infrschool Services (Udaipur) Private Limited	-	3,060.00	-	-	3,060.00	-
Witty Enterprises Private Limited	-	10,000.00	-	-	10,000.00	-
Witty Infratech Private Limited	-	1,100.00	-	-	1,100.00	-
Dr Raina Jain	-	-	500.00	-	-	500.00

notes :

1. Above disclosed amounts represent transaction values only, without considering the impact of GST and IND AS .
2. No amounts pertaining to related parties have been written off / back or provided for.
3. Related party relationship have been identified by the management and relied upon by the Auditors.

35

A Loans and advances

(Rs. in lakhs)

Name of the Party	YEAR ENDED 31st MARCH, 2020		YEAR ENDED 31st MARCH, 2019	
	Outstanding Balances as at the year end	Maximum Amount Outstanding During the year	Outstanding Balances as at the year end	Maximum Amount Outstanding During the year
VJTF Infrschool Services (Mumbai) Private Limited	507.24	507.24	448.48	1,323.06
VJTF Buildcon Private Limited	799.08	799.08	492.54	492.54
Total	1,306.32	1,306.32	1,682.36	1,932.82

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

B Premises Lease Deposit and Operation and Management Deposit (Rs. in lakhs)

Name of the Party	YEAR ENDED 31st MARCH, 2020		YEAR ENDED 31st MARCH, 2019	
	Outstanding Balances as at the year end	Maximum Amount Outstanding During the year	Outstanding Balances as at the year end	Maximum Amount Outstanding During the year
Pratiksha Foundation Charitable trust	1,400.14	1,400.14	1,400.14	1,400.14
Witty Global Education Trust	479.19	479.19	332.54	332.53
Dr. Raina Jain	411.17	411.17	411.17	411.17
Total	2,290.50	2,290.50	1,234.72	4,360.88

36 Disclosure as required under Section 186 (4) of the Companies Act, 2013:

Refer note 3 and 34 above with respect to Loans, Guarantees and Securities given as well as investments made – for business purpose.

37 Fair value measurements and accounting classification

The following tables shows the carrying amount of all financial assets and liabilities. In all cases of financial assets and liabilities, carrying amount (amortised cost) is a reasonable estimate of fair value, therefore, defining levels of fair value hierarchy is not applicable.

	AS AT 31ST MARCH, 2020 (Rs. in lakhs)	AS AT 31ST MARCH, 2019 (Rs. in lakhs)
Financial assets carried at amortised cost (Carrying amount)		
Non-Current		
Investments (Subsidiaries, Associates)	795.95	795.95
Other Investments	0.92	0.92
Other Financial Assets		
	1,890.00	1,472.56
Current		
Trade Receivables	8.05	2.04
Cash and Cash		
Equivalents	44.01	55.46
Loans	1,309.44	1,042.88
Other Financial Assets	314.49	313.44
	4,362.85	3,683.25
Financial liabilities carried at amortised cost (Carrying amount)		
Non-Current		
Borrowings	605.96	774.75
Other Financial Liabilities	2,657.95	60.79
Current		
Borrowings	354.99	1,062.13
Trade Payables	143.30	91.43
Other Financial	1,088.85	342.50
	4,851.05	2,331.60

38 Financial risk management

The Company's activities expose it to business risk, interest rate risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance, the Company's risk management is carried out by a corporate finance team under policies approved by the board of directors and top management. Company's treasury identifies, evaluates and mitigates financial risks in close cooperation with the Company's operating units. The board provides guidance for overall risk management, as well as policies covering specific areas.

(A) Credit Risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through out each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

Credit risk is managed at segment as well as Company level. For banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the Company assesses and manages credit risk based on internal control and credit management system. Internal credit control and management is performed on a Company basis for each class of financial instruments with different characteristics.

The company considers whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. It considers available reasonable and supportive forward-looking information. Macroeconomic information (such as regulatory changes, market interest rate or growth rates) are also considered as part of the internal credit management system. A default on a financial asset is when the counterparty fails to make payments as per contract. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Ageing of Account receivables :

(Rs. in lakhs)

Particulars	AS AT	AS AT
	31ST MARCH, 2020	31st MARCH, 2019
0-3 months	-	-
3-6 months	-	2.04
6 months to 12 months	7.16	-
beyond 12 months	0.89	-
Total	8.05	2.04

(B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations when due. Due to the dynamic nature of the underlying businesses, Company's treasury maintains flexibility in funding by maintaining sufficient cash and bank balances available to meet the working capital requirements. Management monitors rolling forecasts of the group's liquidity position (comprising the unused cash and bank balances along with liquid investments) on the basis of expected cash flows. This is generally carried out at Company level in accordance with practice and limits set by the group. These limits vary to take into account the liquidity of the market in which the Company operates.

(i) Maturities of financial liabilities

The tables below analyse the group's financial liabilities into relevant maturity groupings based on their contractual maturities for:

Amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Rs. in lakhs)

Contractual maturities of financial liabilities As at 31st March, 2020	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	More than 2 years	Total
Non-derivatives						
Borrowings						
Term Loans	-	-	70.28	22.83	361.30	454.41
Vehicle Loans	-	-	182.52	-	221.82	404.34
Loan from bodies corpor	-	-	105.58	-	-	105.58
Overdraft from bank	-	-	249.41	-	-	249.41
Trade payables	22.48	90.41	30.41	-	-	143.30
Security deposits	-	-	-	-	67.20	67.20
Interest accrued but not due on borrowings	4.68	-	-	-	-	4.68
Lease Liabilites	-	-	49.67	-	2,590.75	2,640.42
Payable to a Related Party	-	-	732.44	-	-	732.44
Other payables	49.27	-	-	-	-	49.27
Total non-derivative liabilities	76.44	90.41	1,420.30	22.83	3,241.07	4,851.05

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

(Rs. in lakhs)

Contractual maturities of financial liabilities As at 31st March, 2019	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	More than 2 years	Total
Non-derivatives						
Borrowings						
Term Loans	-	-	110.48	-	370.41	480.88
Vehicle Loans	-	-	166.48	125.04	279.30	570.82
Loan from Body Corpora	-	-	809.98	-	-	809.98
Overdraft from bank	-	-	252.15	-	-	252.15
Trade payables	12.99	45.66	32.78	-	-	91.44
Security deposits	-	-	60.79	-	-	60.79
Interest accrued but not due on borrowings	5.02	-	-	-	-	5.02
Payable to a Related Party	-	-	26.65	-	-	26.65
Other payables	33.87	-	-	-	-	33.87
Total non-derivative liabilities	51.88	45.66	1,459.31	125.04	649.71	2,331.60

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As on the balance-sheet date, the Company does not have foreign currency receivables or payables and is therefore not exposed to foreign exchange risk.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the Company, interest rate risk exposure is only for floating rate borrowings. The Company is not significantly exposed to the interest rate risk, since the borrowings of the Company are on Fixed interest rate basis.

39 Capital Management

The Company's objectives when managing capital are to :

1. safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
2. Maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, reduce debt or sell assets.

The gearing ratios were as follows:

(Rs. in lakhs)

Particulars	AS AT 31ST MARCH, 2020	AS AT 31st MARCH, 2019
Net debt (Total borrowings, including current maturities less cash & cash equivalent excluding Lease Liability under Ind AS 116)	1,169.72	2,058.38
Total equity	1,818.16	2,271.49
Net debt to equity ratio	64.34%	90.62%

Loan covenants : The company intends to manage optimal gearing ratios.

40 Revenue from contracts with customers

A Reconciliation of revenue recognised with the contracted price:

(Rs. in lakhs)

	YEAR ENDED 31st MARCH, 2020	YEAR ENDED 31st MARCH, 2019
Contracted price	1,465.55	1,630.56
Less: Returns, rebates, incentive and other similar allowances	12.60	12.15
Revenue recognised	1,452.95	1,618.41

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

- B** While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied or partially satisfied performance obligations, along with the broad time band for the expected time to recognise those revenues, the Company has applied the practical expedient in Ind AS 115. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unsatisfied or partially satisfied performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time based and event based contracts.

The aggregate value of transaction price allocated to unsatisfied or partially satisfied performance obligations is Rs.1,098.08 lakhs, which is expected to be recognised as revenue in the next year.

- C** **Changes in contract liabilities (fees received in advance) are as follows:** (Rs. in lakhs)

	YEAR ENDED 31st MARCH, 2020	YEAR ENDED 31ST MARCH, 2019
Balance at the beginning of the year	1,049.75	1,287.00
Revenue recognised that was included in the balance at the beginning of the year	(1,049.75)	(922.84)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	1,098.08	685.59
Balance at the end of the year	1,098.08	1,049.75

- 41** Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company's Directors are identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators, however the Company is primarily engaged in only one segment viz., 'Educational Services' and that all operations are in India. Hence the Company does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".
- 42** **Recent Accounting Pronouncements - Standards issued but not yet effective**
Ministry of Corporate affairs (MCA) notifies new standards or amendment to the existing standards. There is no such notification which would have been applicable from April 01, 2020.
- 43** There is no interest paid during the year and no principle and interest is outstanding to Micro, Small and Medium Enterprises as on Balance sheet date.
- 44** The accounts of certain trade receivables, trade payables, loans and advances and banks are, however, subject to formal confirmations or reconciliations and consequent adjustments, if any. However, there is no indication of dispute on these accounts, other than those mentioned in the financial statements. The management does not expect any material difference affecting the current year's financial statements on such reconciliation/adjustments.
- 45** Previous years' figures have been re-grouped / re-arranged wherever necessary so as to make them comparable with those of the current year.

AS PER OUR ATTACHED REPORT OF EVEN DATE
FOR J. KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No.: 118769W

FOR AND ON BEHALF OF THE BOARD

Sd/-
VAIBHAV PATODI
PARTNER
Membership No. 420935

Sd/- DR. VINAY JAIN DIRECTOR DIN No. 00235276	Sd/- DR. RAINA JAIN DIRECTOR DIN No. 01142103	Sd/- SHRUTI SHARMA COMPANY SECRETARY Membership No.A52723
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PLACE : MUMBAI
DATE : 31st July, 2020

INDEPENDENT AUDITOR'S REPORT

To the Members of VJTF EDUSERVICES LIMITED Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of **VJTF EDUSERVICES LIMITED** (hereinafter referred to as the 'Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), its associate which comprise the consolidated Balance Sheet as at March 31, 2020, and the consolidated Statement of Profit and Loss, (including Other Comprehensive Income), the consolidated statement of changes in equity and the consolidated Cash Flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information. (herein after referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2020, of consolidated loss (including other comprehensive income), their consolidated cash flows and consolidated statement of changes in equity for the year then ended.

Basis for Opinion

3. 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 Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matters

4. We draw Attention to note 33 to the consolidated financial statements, which describe the uncertainty caused by Novel Corona virus (COVID-19). Our opinion is not modified in respect of this matter.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

INDEPENDENT AUDITORS' REPORT
To the Members of **VJTF EDUSERVICES LIMITED**
Report on the Consolidated Financial Statements

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.
7. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

9. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows and consolidated changes in equity, of the Group including its Associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
10. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
11. The respective Board of Directors of the companies included in the Group and of its associate is responsible for overseeing the financial reporting process of the Group and of its associate.

INDEPENDENT AUDITORS' REPORT
To the Members of **VJTF EDUSERVICES LIMITED**
Report on the Consolidated Financial Statements

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

12. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
13. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and of its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and of its associate to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and of its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities

INDEPENDENT AUDITORS' REPORT
To the Members of **VJTF EDUSERVICES LIMITED**
Report on the Consolidated Financial Statements

included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

14. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.
15. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
16. 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.
17. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

18. The financial information of a subsidiary company, whose financial information reflects total assets as at 31st March, 2020 of Rs. 4026.63 lakhs, total revenues of Rs.201.15 lakhs for the year ended 31st March, 2020, net cash outflow of Rs.0.04 lakhs, total profit after tax of Rs.23.48 lakhs and total comprehensive income Rs. nil for the year ended 31st March, 2020 considered in the consolidated financial statement, have not been audited either by us or by the other auditor. The consolidated financial statements also include the company's share of profit of Rs.nil and total comprehensive income of Rs.nil for the year ended 31st March, 2020 as considered in the consolidated financial statement, in respect of associate whose financial statements have not been audited by us or by other auditors. These unaudited financial information have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of the subsidiary and associate company, and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiary and associate, is based solely on such unaudited financial information.

INDEPENDENT AUDITORS' REPORT
To the Members of **VJTF EDUSERVICES LIMITED**
Report on the Consolidated Financial Statements

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

19. As required by Section 143(3) of the Act, 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 financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated 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), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) 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 and the reports of the statutory auditors of its subsidiary company and associate company 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.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate- Refer Note 34.
 - ii. The Group, its associate did not have any material foreseeable losses on long-term contracts including derivative contracts as at March 31, 2020.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the

INDEPENDENT AUDITORS' REPORT
To the Members of **VJTF EDUSERVICES LIMITED**
Report on the Consolidated Financial Statements

Investor Education and Protection Fund by the Holding Company, its subsidiary company and associate incorporated in India.

20. With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197 (16) of the act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in excess of Rs.93 lakhs as per the limit specified in schedule V read with the provisions of Section 197 of the Act, As explained by the management, the Company is in the process of ratifying the excess Directors' remuneration in the ensuing General Meeting.

For **J. Kala & Associate**
Firm Registration Number: 118769W
Chartered Accountants

Sd/-
Vaibhav Patodi
Partner
Membership Number: 420935

Place: Mumbai
Date: 31st July 2020
UDIN: 20420935AAAADI9176

Annexure B to Independent Auditors' Report

Referred to in paragraph 20 (f) of the Independent Auditors' Report of even date to the members of **VJTF Eduservices Limited** on the standalone 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 Act.

1. We have audited the internal financial controls with reference to financial statements of **VJTF EDUSERVICES LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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

3. 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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Annexure B to Independent Auditors' Report

Referred to in paragraph 20 (f) of the Independent Auditors' Report of even date to the members of **VJTF Eduservices Limited** on the standalone financial statements for the year ended **March 31, 2020**

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls 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 controls with reference to financial statements includes those policies and procedures that
- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - b) 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
 - c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. 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 controls 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.

Annexure B to Independent Auditors' Report

Referred to in paragraph 20 (f) of the Independent Auditors' Report of even date to the members of **VJTF Eduservices Limited** on the standalone financial statements for the year ended **March 31, 2020**

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **J. Kala & Associates**

Firm Registration Number: 118769W

Chartered Accountants

Sd/-

Vaibhav Patodi

Partner

Membership Number: 420935

Place: Mumbai

Date: 31st July 2020

UDIN: 20420935AAAADH7061

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2020

PARTICULARS	NOTES	AS AT	AS AT
		31ST MARCH, 2020	31ST MARCH, 2019
		(Rs. in lakh)	(Rs. in lakh)
A ASSETS			
1 NON CURRENT ASSETS			
a) Property, Plant and Equipment	2	3,325.59	774.93
b) Goodwill on Amalgamation		936.53	936.53
c) Investment Accounted for Using the Equity Method	3	-	-
d) Financial Assets			
i. Investments	4	0.92	0.92
ii. Other Financial Assets	5	5,915.31	3,472.56
e) Deferred Tax Assets (Net)	6	-	12.03
f) Income Tax Assets (Net)	7	17.22	9.58
g) Other Non-Current Assets	8	-	352.94
		10,195.57	5,559.49
2 CURRENT ASSETS			
a) Financial Assets			
i. Trade Receivables	9	8.05	2.04
ii. Cash and Cash Equivalents	10	45.33	56.82
iii. Loans	11	510.36	550.34
iv. Other Financial Assets	12	314.49	2,812.71
b) Other Current Assets	13	10.85	142.66
		889.08	3,564.57
TOTAL		11,084.65	9,124.06
B EQUITY AND LIABILITIES			
1 EQUITY			
a) Equity Share Capital	14	1,760.00	1,760.00
b) Other Equity	15	1,907.63	2,341.60
Equity attributable to owners of the company		3,667.63	4,101.60
c) Non-Controlling Interest		564.26	560.13
		4,231.89	4,661.73
2 LIABILITIES			
NON CURRENT LIABILITIES			
a) Financial Liabilities			
i) Borrowings	16	605.96	774.75
ii) Other Financial Liabilities	17	2,657.95	60.80
b) Provisions	18	26.97	17.98
c) Deferred Tax Assets (Net)	6	29.78	-
		3,320.66	853.53
CURRENT LIABILITIES			
a) Financial Liabilities			
i. Borrowings	19	354.99	1,062.14
ii. Trade Payables	20	143.99	91.79
iii. Other Financial Liabilities	21	1,088.86	342.49
b) Other Current Liabilities	22	1,936.80	1,290.15
c) Provisions	23	0.58	6.88
d) Current Tax Liabilities (Net)	24	6.88	815.36
		3,532.10	3,608.80
TOTAL		11,084.65	9,124.06
Summary of Significant Accounting Policies	1		
The accompanying notes from an integral part of the Financial Statements	1-50		
AS PER OUR ATTACHED REPORT OF EVEN DATE FOR JKALA & ASSOCIATES CHARTERED ACCOUNTANTS Firm Registration No. 118769W		FOR AND ON BEHALF OF THE BOARD	
Sd/- VAIBHAV PATODI PARTNER Membership No. 420935 PLACE : MUMBAI DATE : 31 st July, 2020	Sd/- DR. VINAY JAIN DIRECTOR DIN No.00235276	Sd/- DR. RAINA JAIN DIRECTOR DIN No.01142103	Sd/- SHRUTI SHARMA COMPANY SECRETARY Membership No.A52723

VJTF EDUSERVICES LIMITED (CIN No. L80301MH1984PLC033922)			
CONSOLIDATED STATEMENT OF OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020			
PARTICULARS	NOTES	FOR THE YEAR ENDED 31ST MARCH , 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
		(Rs. in lakh)	(Rs. in lakh)
I REVENUE			
Revenue from Operations	25	1,452.95	1,618.41
Other Income	26	511.76	3,953.69
Total		1,964.71	5,572.10
II EXPENSES			
Employee Benefits Expense	27	535.45	548.43
Finance Costs	28	696.42	399.48
Depreciation and Amortisation Expense	2	392.31	119.47
Other Expenses	29	651.74	937.53
Total		2,275.92	2,004.91
Profit before share of profits / (loss) of an associate		(311.21)	3,567.19
Add: Share of loss of an associate		-	(104.25)
Profit/ (Loss) before tax		(311.21)	3,462.94
Tax Expense :			
Current Tax		27.00	870.03
Short provision for taxation of earlier years		56.03	10.71
MAT Credit Entitlement		38.89	(4.75)
Deferred Tax		1.31	(8.63)
Profit / (Loss) for the year (A)		(434.44)	2,595.59
Other Comprehensive Income			
a) (i) Items that will not be reclassified to Profit and Loss			
Re-measurement Gain on defined benefit plans		6.21	9.48
(ii) Income tax relating to above items		(1.61)	(2.47)
b) (i) Items that will be reclassified to Profit and Loss		-	-
(ii) Income tax relating to above items		-	-
Other Comprehensive Income for the year (B)		4.60	7.01
Total Comprehensive Income/ (Loss) for the year (A+B)		(429.84)	2,602.60
Profit/(Loss) attributable to:			
Equity holders of the parent		(438.57)	2,123.88
Non - controlling interests		4.13	471.70
Total comprehensive income/(Loss) attributable to:			
Equity holders of the parent		(433.97)	2,130.89
Non - controlling interests		4.13	471.70
Basic and Diluted Earnings per share (Face value of Rs.10 per equity share)		(2.47)	14.75
Summary of Significant Accounting Policies	1		
The accompanying notes from an integral part of the Financial Statements	1-50		
AS PER OUR ATTACHED REPORT OF EVEN DATE FOR J.KALA & ASSOCIATES CHARTERED ACCOUNTANTS Firm Registration No. 118769W Sd/- VAIBHAV PATODI PARTNER Membership No. 420935 PLACE : MUMBAI DATE : 31st July, 2020		FOR AND ON BEHALF OF THE BOARD Sd/- DR. VINAY JAIN DIRECTOR DIN No.00235276 Sd/- DR. RAINA JAIN DIRECTOR DIN No.01142103 Sd/- SHRUTI SHARMA COMPANY SECRETARY Membership No.A52723	

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

		FOR THE YEAR ENDED 31ST MARCH, 2020 (Rs. in lakhs)	FOR THE YEAR ENDED 31ST MARCH, 2019 (Rs. in lakhs)
A.	CASH FLOW FROM OPERATING ACTIVITIES :		
	Net Profit/ (Loss) before tax:	(311.21)	3,567.19
	Adjustments for :		
	Depreciation and Amortisation Expense	392.31	119.47
	Accrued liability for Gratuity	2.70	-
	Sundry Balances and Provisions no longer required written back	(2.42)	(23.46)
	Sundry irrecoverable balances written off	1.97	0.88
	Interest Income on Fixed deposit with bank	(201.47)	(49.96)
	Profit on sale of property, plant and equipment	-	(3,677.39)
	Profit on Lease Termination	(66.74)	-
	Interest Income on Loans given	(426.27)	(240.53)
	Finance Costs	696.42	399.48
	Operating profit before Working Capital changes	85.29	95.68
	Movements in Working Capital:		
	Decrease/(Increase) in Trade Receivables	(6.01)	53.21
	Increase in Financials and other assets (Current and Non Current)	(2,174.61)	(400.42)
	Increase\ (Decrease) in Trade Payable, Other Liabilities and Provisions	3,915.54	(11.92)
	Cash flow/ (used) in Operations	1,820.21	(263.45)
	Direct taxes paid	(899.15)	(119.79)
	Net cash flow from/ (used in) Operating Activities	921.06	(383.24)
B.	CASH FLOW FROM INVESTING ACTIVITIES :		
	Sale of Property, Plant and Equipment	2,439.20	1,759.88
	Receipt against loan given	39.98	811.60
	Investment in Fixed Deposit	-	(2,000.00)
	Proceeds from maturity of fixed deposit	2,000.00	-
	Interest on fixed deposit received	201.47	49.96
	Advance given against Share application money	(4,025.31)	-
	Sale of Investments	-	4.99
	Interest received on loan given	426.27	240.53
	Net cash flow from Investing Activities	1,081.61	866.96
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Proceeds from Borrowings	400.00	940.56
	Repayment of Borrowings	(1,300.10)	(1,065.97)
	Payment of lease liabilities	(417.65)	-
	Finance Costs paid	(696.42)	(399.48)
	Net cash used in from Financing Activities	(2,014.17)	(524.89)
	Net Decrease in Cash and Cash Equivalents (A+B+C)	(11.49)	(41.17)
	Cash and Bank Balances at the beginning of the year	56.82	97.99
	Cash and Cash Equivalents at the end of the year	45.33	56.82

Notes :

- The above Cash flow statement has been prepared under the indirect method set out in IndAS - 7 Statement of Cash Flows.
- Previous year's figures have been regrouped/rearranged wherever necessary to conform to this years classification.

AS PER OUR ATTACHED REPORT OF EVEN DATE
FOR J.KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 118769W

FOR AND ON BEHALF OF THE BOARD

Sd/-
VAIBHAV PATODI
PARTNER
Membership No. 420935

Sd/-	Sd/-	Sd/-
DR. VINAY JAIN	DR. RAINA JAIN	SHRUTI SHARMA
DIRECTOR	DIRECTOR	COMPANY SECRETARY
DIN No.00235276	DIN No.01142103	Membership No.A52723

PLACE : MUMBAI
DATE : 31st July, 2020

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

2 PROPERTY, PLANT AND EQUIPMENT

Particulars	Plant and Machinery	Furniture and Fixtures	Vehicles	Buses	Office Equipments	School Equipments	Electrical Equipments	Air Conditioner	Computer	Right of use Assets	Total	(Rs. in Lakh)
Gross Carrying Amount												
Balance as at 31st March, 2019	3.79	11.02	72.71	906.03	17.57	2.17	1.67	8.77	0.58	-	1,024.29	
Additions	-	-	-	15.80	-	-	-	-	-	4,077.69	4,093.49	
Disposals	-	-	-	(1.95)	-	-	-	-	-	(1,201.48)	(1,203.43)	
Balance as at 31st March, 2020	3.79	11.02	72.71	919.87	17.57	2.17	1.67	8.77	0.58	2,876.22	3,914.36	
Accumulated Depreciation												
Balance as at 31st March, 2018	0.54	9.33	2.53	128.43	7.65	0.44	1.43	2.40	0.40	-	153.15	
Expense for the year	0.28	0.49	9.09	103.99	3.86	0.41	0.03	1.21	0.12	-	119.47	
Disposals	-	-	-	(23.26)	-	-	-	-	-	-	(23.26)	
Balance as at 31st March, 2019	0.82	9.82	11.61	209.16	11.51	0.85	1.46	3.61	0.52	-	249.36	
Depreciation adjusted in opening	-	-	-	-	-	-	-	-	-	-	-	
Expense for the year	0.28	0.47	9.11	127.55	3.11	0.43	0.03	1.21	0.06	250.05	392.31	
Disposals	-	-	-	(1.95)	-	-	-	-	-	(50.95)	(52.90)	
Balance as at 31st March, 2020	1.10	10.29	20.73	334.76	14.62	1.28	1.50	4.82	0.58	199.10	588.76	
Net Carrying Amount												
Balance as at 31st March, 2019	2.97	1.20	61.09	696.87	6.06	1.32	0.21	5.16	0.06	-	774.94	
Balance as at 31st March, 2020	2.69	0.73	51.98	585.11	2.95	0.89	0.17	3.95	0.00	2,677.11	3,325.59	

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

A. EQUITY SHARE CAPITAL

Particulars	Rs. in Lakh
As at 31st March, 2018	1,760.00
Increase / Decrease during the year	-
As at 31st March, 2019	1,760.00
Increase / Decrease during the year	-
As at 31st March, 2020	1,760.00

B. OTHER EQUITY

Particulars	Reserves and surplus			Other Comprehensive Income - Remeasurement of net defined benefit plans	Total other equity attributable to owners of the company	Non-Controlling Interest	Total
	General reserve	Capital Reserve on Consolidation	Retained earnings				
As at 31st March, 2018	200.00	152.44	(194.02)	52.28	210.70	88.42	299.12
Profit for the year	-	-	2,123.89	-	2,123.89	471.70	2,595.59
Other comprehensive income for the year (net of tax)	-	-	-	7.01	7.01	-	7.01
As at 31st March, 2019	200.00	152.44	1,929.87	59.29	2,341.60	560.12	2,901.72
Loss for the year	-	-	(438.57)	4.60	(438.57)	4.13	(433.97)
Other comprehensive income for the year (net of tax)	-	-	-	63.89	63.89	564.25	4.60
As at 31st March, 2020	200.00	152.44	1,491.30	63.89	1,907.63	564.25	2,472.35

(Rs. in Lakh)

AS PER OUR ATTACHED REPORT OF EVEN DATE

FOR J. KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 118769W

FOR AND ON BEHALF OF THE BOARD

Sd/-

VAIBHAV PATODI
PARTNER

Membership No. 420935
PLACE : MUMBAI

DATE : 31st July, 2020

Sd/-

DR. VINAY JAIN

DIRECTOR

DIN No.00235276

DIN No.01142103

Sd/-

DR. RAINA JAIN

DIRECTOR

DIN No.01142103

Membership No.A52723

Sd/-

SHRUTI SHARMA

COMPANY SECRETARY

Membership No.A52723

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

1 (A). CORPORATE INFORMATION:

The consolidated financial statements comprises financial statements of VJTF EduserVICES Limited (the Parent company), its subsidiary -VJTF Buildcon Private Limited and its associate -VJTF Infraschool Services (Mumbai) Private Limited (Formerly VJTF Infrastructure Private limited) (hereinafter to be referred as the Group) for the year ended March 31, 2020.

The Parent company was incorporated on 03rd September, 1984 having registered office at Mumbai. The Group has established itself as an emerging player in the Education Services Segment. The Group provides services to Operational Education Projects. The Group also provides required auxiliary / support services to other companies in the Education Sector.

1 (B). SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of consolidated financial statements :

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The Group had prepared its consolidated financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The consolidated financial statements of the Group are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- (i) Certain financial assets and liabilities
- (ii) Defined benefit employee plan

The accounting policies are applied consistently to all the periods presented in the consolidated financial statements. 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.

The consolidated financial statements are presented in INR, the functional currency of the Group.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent company and its subsidiary as at March 31, 2020.

Subsidiaries

Subsidiaries are all entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has

- (a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- (b) Exposure, or rights, to variable returns from its involvement with the investee
- (c) The ability to use its power over the investee to affect its returns

Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the Group losses control of the subsidiary.

Consolidation Procedure

Subsidiaries

(a) Combine, on line by line basis like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and Cash flows relating to transactions between entities of the group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant and equipment (PPE), are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

Changes in the Group's ownership interest in existing subsidiaries:

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the group.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the Associates

Associates are the entities over which the Group has significant influence. Investment in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

2. Use of Estimates and judgments:

The preparation of the consolidated financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the consolidated financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the consolidated financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis. The areas involving critical estimates or judgments are:

- (a) Recognition and measurement of defined benefit obligations, key actuarial assumptions
- (b) Estimation of fair value of financial instruments
- (c) Estimated credit loss of trade receivables
- (d) Estimation of current tax expenses and payable

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring 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. Subsequent expenditure is included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Group and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

4. Intangible assets

Intangible assets (other than goodwill on amalgamation) are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

5. Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

6. Depreciation and Amortization

(a) Property plant and equipment (PPE) and Investment Property

Depreciation is provided on a pro-rata basis on a straight line method based on estimated useful life prescribed under Schedule II to the Act. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

Intangible assets are amortised on a straight-line basis over the period of their expected useful lives. The amortisation period and the amortisation method is reviewed at each financial year end and adjusted prospectively, if appropriate.

7. Financial Instruments:

(a) Financial assets:

I. Initial recognition:

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

II. Subsequent measurement:

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the group changes its business model for managing financial assets.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

(iii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the Effective Interest Rate method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss

III. Equity instruments:

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

IV. Impairment :

The Group recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Group's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Group does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Group recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

V. Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement.

In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

(b) Financial Liabilities

I. Initial Recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss. The Group's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

II. Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

III. Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

IV. Financial Guarantee Contracts

Financial guarantee contracts issued by the Group are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

V. De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

VI. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

8. Fair Value Measurement

The Group measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly 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:

- (a) In the principal market for the asset or liability, or
- (b) 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 by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. 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:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

9. Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less. Outstanding bank overdrafts are adjusted in cash and cash equivalents as they are considered an integral part of the Group's cash management.

10. Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Group are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

11. Revenue Recognition:

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue is measured based on the transaction price, which is the consideration received or receivable, adjusted for estimated customer returns, rebates and other similar allowances. Revenue also excludes taxes collected from customers. The Company earns revenue primarily from providing educational services.

Income from Services (Educational Activities)

Revenues from services rendered are recognized pro-rata on accrual basis over the period of the contract as and when services are rendered or performance obligation are satisfied.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

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. If a customer pays consideration before the Company transfers goods or services, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

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).

Rent

Rental Income is recognised on a time proportion basis as per the contractual obligations agreed with the respective tenant.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

12. Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are recognized as an expense in the period in which they are incurred.

13. Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax:

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Group offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred tax:

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in consolidated financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income-tax during the specified period. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal income-tax during the specified period.

14. Employee Benefits:

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Post-employment obligations

The Group has following post-employment plans:

- (i) Defined benefit plans such a gratuity and
- (ii) Defined contribution plans such as Provident fund

(i) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements;
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial (gains)/losses
- (b) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Group determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

(ii) Defined-contribution plan:

Under defined contribution plans, provident fund, the Group pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Group's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

15. Leases:

Where the Group is Lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) The contract involves the use of an identified asset;
- (ii) The Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- (iii) The Company has the right to direct the use of the asset.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability shown under Other Financial Liabilities and right of use asset is shown in Plant property and equipment as lease Asset (Right of use) and lease payments have been classified as financing cash flows.

Where the Group is Lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

16. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements .

17. Impairment of Non-Financial Assets:

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the statement of profit or loss for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash inflows which are largely dependent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

18. Investment in Subsidiaries, Joint-ventures and Associate:

Investment in equity shares of subsidiaries, joint-venture and associate are recorded at cost and reviewed for impairment at each reporting date.

19. Earnings Per Share:

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

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

20. Business combinations:

The Group accounts for its business combinations under acquisition method of accounting. The acquirer's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date. The difference between the fair value of the purchase consideration paid together with non-controlling interest on acquisition date and the fair value of net assets acquired is recognised as goodwill or capital reserve on acquisition. The excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed is recognised as goodwill. Any shortfall is recognised as capital reserve on consolidation.

In case of a bargain purchase, before recognising gain in respect thereof, the Group determines whether there exists clear evidence of underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional asset or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it in other comprehensive income and accumulates the same in equity as capital reserve. This gain is attributed to the acquirer. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Group recognises the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

The interest in non-controlling interest is initially measured at fair value or at the proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition by acquisition basis. Subsequent to initial acquisition, the carrying amount of non-controlling interest is the amount of those interest in initial recognition plus the non-controlling interest's share of subsequent changes in equity of subsidiaries.

When the consideration transferred by the Group in business combination includes assets or liabilities resulting in a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as a part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments, are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve as the case may be.

Measurement period adjustments are adjustments that arise from additional information during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as the measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amount for the items for which the accounting is incomplete. Those provisional amount are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amount recognised at that date.

Business combination under common control

Business Combination under common control are accounted as per Appendix C in IND AS 103 - Business combinations, at carrying amount of assets and liabilities acquired and any excess of consideration issued over the net assets acquired is recognized as capital reserve on common control business combination.

Acquisition of interest in associate and joint venture

Acquisition of interest in an associate or a joint venture, is initially recognised at cost. Any excess of the cost of the investment over the Group's share of the fair value of the identifiable assets and liabilities of the investee is regarded as goodwill, which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised in equity as capital reserve in the period in which the investment is acquired.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

		As at 31st March, 2020 (Rs. in lakh)	As at 31st March, 2019 (Rs. in lakh)
3 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD			
Investment in Equity Instruments (Unquoted)	No. of Shares		
	As at 31st March, 2020	As at 31st March, 2019	
In an Associate			
VJTF Infrashool Services (Mumbai) Private Limited Formerly known as VJTF Infrastructure Private Limited. (Face value of share Rs. 10)	1,638,217	1,638,217	-
Add: Share of profit / (loss) for the year			104.25 (104.25)
			-
4 INVESTMENTS (NON-CURRENT)			
Investment in Equity Instruments (Unquoted)	No. of Shares		
(At cost, fully paid up)	As at 31st March, 2020	As at 31st March, 2019	
Malad Sahakari Bank Ltd. (Face value of share Rs. 10)	100	100	0.01
Mangal Co-op. Bank Ltd. (Face value of share Rs. 50)	1,810	1,810	0.91
			0.92
5 OTHER FINANCIAL ASSETS (NON-CURRENT)			
(Unsecured, considered good)			
Security deposits given to			
Related Parties			1,830.11
Others			59.89
Bank deposit with maturity period of more than 12 months*			-
Advance given against share application money (Related Party)			4,025.31
			5,915.31
			3,472.56
*Lien marked in favour of bankers against fund based limits.			
6 DEFERRED TAX ASSETS/ LIABILITY (NET)			
Deferred Tax Liability(Refer note below for component and movement)		(75.47)	(72.55)
MAT Credit Entitlement		45.69	84.58
		(29.78)	1.11

Component and movement of deferred tax assets / (liabilities) :

(Rs. in lakh)

Particulars	Deferred tax for temporary differences attributable to				Total Deferred Tax Assets / (Liabilities)
	Property, Plant and Equipment	Financial Assets / Liabilities	Unabsorbed tax losses and depreciation	Others	
At 31st March, 2018	(199.28)	83.21	30.11	7.24	(78.72)
(Charged) / Credited:					
- to profit or loss	10.80	0.07	(3.92)	1.69	8.64
- to other comprehensive income	-	-	-	(2.47)	(2.47)
At 31st March, 2019	(188.48)	83.28	26.19	6.46	(72.55)
(Charged) / Credited:					
- to profit or loss	(755.58)	721.25	30.71	2.31	(1.31)
- to other comprehensive income	-	-	-	(1.61)	(1.61)
At 31st March, 2020	(944.06)	804.53	56.90	7.16	(75.47)

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	As at 31st March, 2020	As at 31st March, 2019
	(Rs. in lakh)	(Rs. in lakh)
7 INCOME TAX ASSETS (NET)		
Income Tax Receivable ((Net of provision of Rs.45.99 Lakh, As at 31st March, 2019 - Rs. 39.90 Lakhs)	17.22	9.58
	17.22	9.58
8 OTHER NON-CURRENT ASSETS		
Prepaid rent	-	352.94
	-	352.94
9 TRADE RECEIVABLES (Unsecured, Considered Good)		
Outstanding for a period exceeding six months from the date they became due for payment	-	-
Others :	8.05	2.04
	8.05	2.04
10 CASH AND CASH EQUIVALENTS		
Cash and Cash Equivalents		
Balances with Banks:		
On Current Accounts	23.30	38.01
Cash on Hand	22.03	18.81
	45.33	56.82
11 LOANS (Unsecured, Considered Good)		
Loans to related party:		
Associate where significant influence exercised	507.24	448.48
Loans and Advances to Employees	2.12	1.86
Loans and Advances to Others	1.00	100.00
	510.36	550.34
12 OTHER FINANCIAL ASSETS (CURRENT) (Unsecured, Considered Good)		
Receivable against sale of asset	306.95	2,761.95
Other receivables		
Other than related parties*	7.54	50.76
	314.49	2,812.71
*Net of Provision for doubtful advances of Rs. 51.25 Lakhs (As at 31st March, 2018 - Rs. 51.25 Lakhs)		
13 OTHER CURRENT ASSETS		
Prepaid Expenses	1.84	20.15
Prepaid Rent	-	105.49
Prepaid Insurance	9.01	17.02
	10.85	142.66

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	As at 31st March, 2020 (Rs. in lakh)	As at 31st March, 2019 (Rs. in lakh)
14 EQUITY SHARE CAPITAL		
AUTHORISED		
2,00,00,000 (31st March, 2019- 2,00,00,000) Equity Shares of Rs. 10 each	2,000.00	2,000.00
	2,000.00	2,000.00
ISSUED, SUBSCRIBED AND PAID UP		
1,76,00,000 (31st March, 2019 - 1,76,00,000) Equity Shares of Rs. 10 each, fully paid up	1,760.00	1,760.00
Total issued, subscribed and fully paid-up share capital	1,760.00	1,760.00

(A) Reconciliation of shares outstanding at the beginning and at the end of the year

	As at 31st March, 2020		As at 31st March, 2019	
	Number	Rs. in Lakh	Rs. in Lakh	Number
At the beginning of the year	17,600,000	1,760.00	17,600,000	1,760.00
Changes during the year	-	-	-	-
Outstanding at the end of the year	17,600,000	1,760.00	17,600,000	1,760.00

(B) Terms, Rights and Preferences attached to Equity shares:

Each holder of equity shares is entitled to one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and Final dividend proposed by the Board of Directors and approved by the shareholders.

In the event of liquidation of the Company, the shareholders will be entitled in proportion to the number of equity shares held by them receive remaining assets of the Company, after distribution of all preferential amounts. However, presently there are no such preferential amounts.

The shareholders have all other rights as available to equity shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum and Articles of Association of the Company, as applicable.

(C) Details of shareholders holding more than 5% shares in the Company:

	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares	Percentage of holding	Number of shares	Percentage of holding
Equity shares of Rs. 10 each fully paid :				
Vinay Dharamchand Jain	6,078,122	34.53	6,078,122	34.53
Raina Vinay Jain	5,177,051	29.42	5,177,051	29.42
Sam Financial Services Private Limited	1,604,649	9.12	1,604,649	9.12
Badri Baldawa	1,084,995	6.16	1,084,995	6.16

15 OTHER EQUITY

General reserve	200.00	200.00
Capital reserves on consolidation	152.44	152.44
Retained earnings	1,491.30	1,929.87
Other comprehensive income	63.89	59.29
	1,907.63	2,341.60

Nature & purpose of other equity and reserves :

General Reserve: General Reserves are created out of profits and kept aside for general purpose and financial strengthening of the company, they don't have any special purpose to fulfill and can be used for any purpose in future.

Capital Reserve on Consolidation : Capital reserve is created out of capital profits and is usually not distributed as dividend to shareholders.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	As at 31st March, 2020	As at 31st March, 2019
	(Rs. in lakh)	(Rs. in lakh)
16 BORROWINGS (NON-CURRENT)		
SECURED		
Term Loans		
Small Business Financial Credit (Non-banking financial institution-NBFC)	-	309.99
Aditya birla finance limited (Non-banking financial institution-NBFC)	384.13	-
Vehicle Loans from Banks and NBFCs		
(Secured by way of hypothecation of motor vehicles purchased there against)		
Kotak Mahindra Bank	72.89	187.34
HDFC Bank	132.51	192.52
Daimler Financial Services India Pvt. Ltd.	16.43	24.48
	605.96	714.33
UNSECURED		
Term Loans from		
Kotak Mahindra bank	-	60.42
	605.96	774.75
<u>Rate of Interest, Details of Security and Term of Repayment of Term Loans :</u>		
<u>Small Business Financial Credit (Non - banking Financial Institution - NBFC)</u>		
Carries interest at 15.50% p.a. Previous year. The Term loan is secured by Equitable Mortgage of Immovable properties of Associates Company and personally guaranteed by the Directors. The loan is repayable in 120 monthly installments commencing from October, 2015 and ending on September, 2024, however loan has been taken over by Aditya birla finance limited in current year for which refer note below.		
<u>Aditya birla finance limited (Non-banking financial institution-NBFC)</u>		
Carries interest at 12.50% p.a.. The Term loan is secured by Equitable Mortgage of Immovable properties of Associates Company and personally guaranteed by the Directors. The loan is repayable in 120 monthly installments commencing from January, 2020 and ending on September, 2030.		
<u>Vehicle Loans</u>		
Repayable by	Rate of Interest	Bank Name
April 20th, 2021	8.41%	Kotak Bank
January 20th, 2022	8.76%	Kotak Bank
June 20th, 2022	8.76%	Kotak Bank
February 5th, 2023	8.50%	HDFC Bank
		32.37
		26.10
		14.42
		132.51
		101.94
		55.01
		30.39
		192.52
		205.40
		379.86
<u>Vehicle Loans-Daimler Financial Services India Pvt. Ltd.</u>		
Carries interest at 7.50% p.a.. The loan is repayable in 60 monthly installments ending on January, 2023.		
<u>Terms loan- Kotak bank</u>		
Carries interest at 14.00% p.a..The loan is repayable in 24 monthly installments commencing from April, 2019.		
17 OTHER NON-CURRENT FINANCIAL LIABILITIES		
Lease Obligations*:		
Lease Liabilities	3,008.40	-
Less: Rent Paid	(417.65)	-
Security Deposits from Employees/Others	67.20	60.80
	2,657.95	60.80
*(For details - Refer Note 35)		
18 PROVISIONS (NON-CURRENT)		
Provision for employee benefits		
Gratuity	26.97	17.98
	26.97	17.98

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	As at 31st March, 2020 (Rs. in lakh)	As at 31st March, 2019 (Rs. in lakh)
19 BORROWINGS (CURRENT)		
(Unsecured, Repayable on demand)		
Loan from bodies corporate related party*	-	679.98
others**	105.58	130.00
Overdraft from Bank***	249.41	252.16
	354.99	1,062.14
* (Rate of interest 11% p.a, Previous year 11% p.a.)		
** (Rate of interest 12% p.a, Previous year 12% p.a.)		
*** (Rate of interest 11.25% p.a, Previous year 11.25% p.a.)		
20 TRADE PAYABLES		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	143.99	91.79
	143.99	91.79
21 OTHER FINANCIAL LIABILITIES (CURRENT)		
Current Maturities of Non-Current Borrowings*	252.79	276.94
Interest Accrued but not Due	4.68	5.02
Payables to a Related Party	732.44	26.65
Lease Liabilities**	49.67	-
Due to Employees	49.28	33.87
	1,088.86	342.49
* (For details of Securities- Refer Note 17 herein above)		
** (For details - Refer Note 35)		
22 OTHER CURRENT LIABILITIES		
Statutory dues	258.85	228.46
Payables to a Related Party	564.87	-
Advance received against sale of Fixed Assets	15.00	-
Bank Book Overdraft	-	11.94
Contract Liability* (Fees Received in advance)	1,098.07	1,049.75
	1,936.80	1,290.15
*(For details - Refer Note 43)		
23 PROVISIONS (CURRENT)		
Provision for employee benefits		
Gratuity	0.58	6.88
	0.58	6.88
24 CURRENT TAX LAIBILITY (NET)		
Provision For Tax	27.00	865.28
Less: Tax payments	(20.12)	(49.92)
	6.88	815.36

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2020

	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
	(Rs. in lakh)	(Rs. in lakh)
25 REVENUE FROM OPERATIONS		
Sale of Services (Educational Activities):		
Course and other fees	1,452.95	1,618.41
	1,452.95	1,618.41
26 OTHER INCOME		
Interest Income on:		
Loans Given	65.38	81.27
Bank Fixed Deposit	201.47	49.96
Unwinding of Interest (Income)	159.42	109.30
Income Tax Refund	0.03	-
Profit on sale of Property Plant and Equipment	-	3,677.39
Profit on Lease Termination	66.74	-
Sundry Balances and Provisions no longer required written back	2.42	18.30
Gratuity provision no longer required written back	-	5.16
Miscellaneous Income	16.30	12.31
	511.76	3,953.69
27 EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	523.01	532.24
Gratuity Expense	8.90	11.40
Contribution to Provident and Other funds	2.17	3.32
Staff Welfare	1.37	1.47
	535.45	548.43
28 FINANCE COSTS		
Interest Expense on:		
Borrowings	185.89	227.67
Leased Liability	455.51	-
Delayed Payment of Statutory dues	13.39	7.10
Other Borrowing Cost:		
Loan Processing Fees	6.45	164.71
Unwinding of interest (Expenses)	35.18	-
	696.42	399.48

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
	(Rs. in lakh)	(Rs. in lakh)
29 OTHER EXPENSES		
Advertisement and Publicity	33.36	6.66
Auditors' Remuneration:		
Audit Fees	4.33	3.70
Reimbursement of goods and service tax	0.04	0.04
Electricity	30.37	26.03
Events and Programmes	3.70	2.11
Filing Fees	0.04	0.34
Housekeeping Charges	21.41	21.40
Insurance	26.36	18.65
Kids Welfare Activities	76.79	39.50
Legal and Professional	40.83	28.57
Custodial Fees	-	0.43
Office Expenses	99.54	74.76
Postage, Telegram, Telephone and Internet	1.98	3.34
Printing and Stationery	18.09	5.79
Rates and Taxes	23.71	157.70
Rent	2.40	252.31
Repairs and Maintenance	7.84	7.07
Security Charges	24.67	16.50
Teaching Honorarium	0.28	5.14
Travelling Expenses	15.23	4.11
Vehicle Expenses	163.53	206.69
Water Charges	2.58	3.94
Cafeteria Expenses	48.91	46.77
Bank Charges	1.62	1.50
Sundry irrecoverable balances written off	1.97	0.88
Miscellaneous Expenses	2.16	3.60
	651.74	937.54

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

30 Income tax expense

This note provides an analysis of the Company's income tax expense and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Company's tax positions.

	YEAR ENDED 31st MARCH, 2020 Rs. in lakhs	YEAR ENDED 31st MARCH, 2019 Rs. in lakhs
(a) Tax expense recognised in the Statement of Profit and Loss		
Current Tax	27.00	870.03
Short provision for taxation of earlier years	56.03	10.71
MAT Credit Entitlement	38.89	(4.75)
Deferred Tax	1.31	(8.63)
Total tax expense	123.23	867.36
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
Profit/ (Loss) before income tax expense	(311.21)	3,462.94
Enacted income tax rate in	26.00%	29.12%
Tax expenses/ (benefits) on profit/ (Loss) before tax at the enacted income tax rate (A)	(80.91)	1,008.41
Tax effects of amounts which are not deductible (taxable) in calculating taxable income (B)		
Income taxable at lower rate of tax		(228.83)
Interest on income tax	1.57	60.79
Permanent Disallowances	3.69	1.85
Short provision for taxation of earlier years	56.03	10.71
MAT Credit Entitlement	38.89	(4.75)
Deferred tax asset not recognised on unabsorbed losses	40.60	
Share of loss of an associate		30.36
Others	63.36	(11.18)
Current tax expense recognised in profit or loss (A+B)	123.23	867.36
Effective tax rate	-39.60%	25.05%

31 Employee benefit obligations

(Rs. in lakhs)

Particulars	AS AT 31st MARCH, 2020		AS AT 31st MARCH, 2019	
	Current	Non-current	Current	Non-current
Gratuity	0.58	26.97	6.88	17.98
Total		27.55		24.86

Gratuity (Post-employment obligations)

The Company provides for gratuity as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The Company does not fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date using Projected Unit Credit method.

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(Rs. in lakh)

Particulars	YEAR ENDED 31st MARCH, 2020			YEAR ENDED 31st MARCH, 2019		
	Present value of obligation	Fair value of plan assets	Net amount (UNFUNDED)	Present value of obligation	Fair value of plan assets	Net amount (UNFUNDED)
As at the beginning of the year	24.86	-	24.86	28.10	-	28.10
Current service cost	7.04	-	7.04	9.24	-	9.24
Past service cost	-	-	-	-	-	-
Interest expense	1.86	-	1.86	2.16	-	2.16
Excess provision written back	-	-	-	-	-	-
Total amount recognised in profit or loss	8.90	-	8.90	11.40	-	11.40
Remeasurements:						
(Gain)/loss from change in assumptions	2.82	-	2.82	(0.15)	-	(0.15)
Experience gains	(9.03)	-	(9.03)	(9.34)	-	-
Total amount recognised in other comprehensive income	(6.21)	-	(6.21)	(9.49)	-	(9.49)
Benefit payments	-	-	-	(5.16)	-	(5.16)
As at end of the year	27.55	-	27.55	24.86	-	24.86

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

The significant actuarial assumptions were as follows:

Particulars	AS AT 31st MARCH, 2020	AS AT 31st MARCH, 2019
Discount rate	6.85%	7.75%
Salary growth rate	5.00%	5.00%

The sensitivity of the overall plan liabilities with respect to key assumptions

Particulars	Change in assumption by	AS AT 31st MARCH, 2020		AS AT 31st MARCH, 2019	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.50%	25.91	29.35	23.47	26.37
Salary growth rate	0.50%	29.28	25.97	26.30	23.50

The defined benefit obligations shall mature after year end 31st March, 2020 as follows (Rs. in lakh)

Particulars	AS AT 31st MARCH, 2020
Year 1	0.58
Year 2	0.82
Year 3	3.97
Year 4	1.05
Year 5	1.13
Thereafter	7.39

The average outstanding term of the obligations (Years) as at valuation date is 13.67 years.

33 Global Health Pandemic from COVID – 19 (“Covid – 19”)

Covid-19 have been declared as a global pandemic, the Indian Government has declared the complete lock down since March 24, 2020 and the same is continuing with minor exemptions and essential services were allowed to operate with limited capacity. The nationwide lockdown due to spread of COVID-19 and other significant restrictions had an impact on the education sector as well. The campuses were non-operational during the lockdown period. However, the students were being serviced through online mode of teaching. Based on the facts and circumstances, there is no major impact on the business of the Company. The Company is closely monitoring any material changes on a continuous basis.

34 Contingent liabilities:

	AS AT 31st MARCH, 2020 (Rs. in lakh)	AS AT 31st MARCH, 2019 (Rs. in lakh)
Disputed Income Tax matters	39.33	1.58
Corporate Guarantees/Securities given	25,017.35	25,017.35

There are no pending litigations against the company, except as stated above. The Company reviews all its litigations and proceedings and makes adequate provisions, wherever required and discloses the contingent liabilities, wherever applicable, in its financial statements.

35 Leases

Effective 1st April, 2019, the Company has adopted Ind AS 116 “Leases” using modified retrospective approach, as a result of which comparative information are not required

The Company has used following practical expedient, when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17.

- (a) The Company didn't recognise Right to Use and Lease liabilities for lease for which the lease terms ends within 12 months on the date of initial transition and low value
- (b) The Company excluded initial direct cost from measurement of the Right to Use assets at the date of initial application.
- (c) The Company uses hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

On transition, i.e. as on 1st April, 2019, the Company has recognized lease liability of Rs. 3,776.37 lakhs and right-of-use assets amounting to Rs. 4,077.69 lakhs (after

The difference between the lease commitments recorded, as of 31st March 2019, under Ind AS 17 and the value of the lease liabilities as of 1st April, 2019, is on account of use

The weighted average incremental borrowing rate applied to the lease liabilities on 1st April, 2019 is 12% p.a.

Following is the movement in Right of use assets during the year ended 31st March, 2020.

Particulars	(Rs. in Lakh)
Balance as on 1 st April, 2019	-
Additions	4,077.69
Deletions	(1,201.48)
Amortisation cost	(199.10)
Balance as on March 31, 2020	2,677.11

Following is the movement in lease liabilities during the year ended 31st March, 2020.

Particulars	(Rs. in Lakh)
Balance as on 1 st April, 2019	3,776.37
Additions	-
Interest accrued during the year	455.51
Deletions	(1,173.81)
Payment of lease liabilities	417.65
Balance as on March 31, 2020	2,640.42
Current Lease Liabilities	49.67
Non Current Lease Liabilities	2,590.75

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

(i) Break-up of the contractual maturities of lease liabilities as at 31 st March, 2020 on an undiscounted basis :

	31ST MARCH, 2020 (Rs. in lakh)	31ST MARCH, 2019 (Rs. in lakh)
Not later than one year	124.20	160.00
Later than one year and not later than five years	1,193.10	724.00
Later than five years	7,596.43	3,848.11
Total	8,913.73	4,732.11

	AS AT 31st MARCH, 2020 (Rs. in lakh)	AS AT 31st MARCH, 2019 (Rs. in lakh)
(ii) Lease expenses recognised in statement of profit and loss*	2.40	252.31

*Rental expense recorded for short-term leases was Rs. 2.4 lakh for the year ended 31 st March, 2020.

36 Earnings per share		AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
Profit/ (Loss) for the year (Rs. in lakhs)	(A)	(434.44)	2,595.59
Weighted average number of equity shares outstanding during the year	(B)	17,600,000	17,600,000
Basic & Diluted EPS (Rs.)	(A/B)	(2.47)	14.75
Face value of equity shares		10	10

37 Related Party Disclosures as per Ind AS 24

a. Enterprise where Control Exists

Associate

VJTF Infraschool Services (Mumbai) Private Limited (Formerly VJTF Infrastructure Private Limited)

b. Others (Enterprises where significant influence exercised by Key Managerial Personnel)

VJTF Infraschool Services (Udaipur) Private Limited (Formerly Rishi Reality Leasing Services Private Limited)

VJTF Constructions Private Limited

Witty Education Private Limited

Witty Enterprises Private Limited

Witty Infratech Private Limited

Pratiksha Foundation Charitable Trust

Witty Global Education Trust

c. Key Managerial personnel and relatives

Dr. Vinay Jain, Director

Dr. Raina Jain, Director

B. Transactions during the year (at arm's length) and balances outstanding as at the year end with related parties are as follows:

I. Transactions during the year

(Rs. in lakhs)

Particulars	YEAR ENDED 31 st MARCH, 2020		YEAR ENDED 31 st MARCH, 2019	
	Associate / Others	Key Management Personnel	Associate / Others	Key Management Personnel
Interest Income		-		
VJTF Infraschool Services (Mumbai) Private Limited	56.84	-	67.73	-
Operational and Management Fees income				
Pratiksha Foundation Charitable Trust	2.00	-	2.00	-
Income Collected on our behalf by				
Pratiksha Foundation Charitable Trust	187.10	-	200.51	-
Witty Education Private limited	133.45	-	80.30	-
Interest Expenses				
VJTF Infraschool Services (Udaipur) Private Limited	-	-	89.31	-
Lease Rent Expenses				
Witty Global Education Trust	60.00	-	60.00	-
Dr.Raina Jain	-	2.40	-	-

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

<u>Directors' Remuneration Expenses</u>				
Dr.Vinay Jain	-	60.00	-	60.00
Dr.Raina Jain	-	60.00	-	60.00
<u>Reimbursement of Expenses given</u>				
Pratiksha Foundation Charitable Trust	124.91	-	63.45	-
Witty Education Private limited	17.04	-	12.71	-
VJTF Infraschool Services (Udaipur) Private Limited	-	-	29.64	-
<u>Loans Given</u>				
VJTF Infraschool Services (Mumbai) Private Limited	58.76	-	256.28	-
<u>Loans Given Received Back</u>				
VJTF Infraschool Services (Mumbai) Private Limited	-	-	1,068.12	-
<u>Operation & Managment Deposits given</u>				
Pratiksha Foundation Charitable Trust	-	-	734.64	-
<u>Lease Deposit Given</u>				
Witty Global Education Trust	146.65	-	174.49	-
<u>Advance given against Share application money</u>				
Witty Enterprises Private Limited	4,025.31	-	-	-
<u>Other Receivable- Repaid</u>				
Witty Enterprises Private Limited	-	-	0.06	-
<u>Loans Taken</u>				
VJTF Infraschool Services (Udaipur) Private Limited	-	-	136.51	-
<u>Loans Taken repaid</u>				
VJTF Infraschool Services (Udaipur) Private Limited	679.98	-	483.04	-
<u>Payments made on behalf of:</u>				
Pratiksha Foundation Charitable Trust	2,896.36	-	4,978.52	-
Witty Global Education Trust	269.44	-	442.15	-
<u>Payments made on behalf of - received back:</u>				
Pratiksha Foundation Charitable Trust	2,896.36	-	4,986.29	-
Witty Global Education Trust	122.79	-	442.15	-
<u>Payments received on behalf of:</u>				
Pratiksha Foundation Charitable Trust	418.14	-	18.23	-
Witty Education Private Limited	1,154.17	-	1,995.87	-
Witty Global Education Trust	106.67	-	63.62	-
VJTF Infraschool Services (Udaipur) Private Limited	697.98	-	-	-

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

<u>Payments received on behalf of - repaid:</u>				
Pratiksha Foundation Charitable Trust	321.66	-	-	-
Witty Education Private Limited	544.86	-	1,969.38	-
Witty Global Education Trust	106.67	-	63.62	-
VJTF Infraschool Services (Udaipur) Private Limited	133.11	-	-	-
<u>Security cum Guarantee Taken (Amount reduced)</u>				
VJTF Constructions Private Limited	25.00	-	-	-
Dr Raina Jain Dr Vinay Jain	-	25.00	-	-
<u>Security cum Guarantee Given</u>				
VJTF Infraschool Services (Mumbai) Private Limited	-	-	1,000.00	-
Witty Enterprises Private Limited	-	-	10,000.00	-
Witty Infratech Private Limited	-	-	1,100.00	-
Dr Raina Jain	-	-	-	500.00

II. Outstanding balances as at the year end

(Rs. in lakhs)

Particulars	YEAR ENDED 31 st MARCH, 2020		YEAR ENDED 31 st MARCH, 2019	
	Associate / Others	Key Management Personnel	Associate / Others	Key Management Personnel
<u>Loan Given</u>				
VJTF Infraschool Services (Mumbai) Private Limited	507.24	-	448.48	-
VJTF Buildcon Private Limited	-	-	-	-
<u>Lease Deposit Given</u>				
Witty Global Education Trust	479.19	-	332.54	-
Dr.Raina Jain	-	411.17	-	411.17
<u>Operation & Management Deposits</u>				
Pratiksha Foundation Charitable Trust	1,400.14	-	1,400.14	-
<u>Investment in Shares of an associate</u>				
VJTF Buildcon Private Limited	-	-	-	-
VJTF Infraschool Services (Mumbai) Private Limited	482.25	-	482.25	-
<u>Advance given against Share application money</u>				
Witty Enterprises Private Limited	4,025.31	-	-	-

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

<u>Rent Payables</u>				
Witty Global Education Trust	15.90	-	-	-
Dr.Raina Jain	-	2.40	-	-
<u>Loans Taken</u>				
VJTF Infraschool Services (Udaipur) Private Limited	-	-	679.98	-
<u>Other Current Liability</u>				
VJTF Infraschool Services (Udaipur) Private Limited	564.87	-	-	-
<u>Payable to associates</u>				
Pratiksha Foundation Charitable Trust	114.70	-	18.23	-
Witty Education Private Limited	617.73	-	8.43	-
<u>Directors' Remuneration Payable</u>				
Dr.Vinay Jain	-	7.56	-	-
Dr.Raina Jain	-	6.51	-	-
<u>Security cum Guarantee Taken</u>				
VJTF Constructions Private Limited	400.00	-	425.00	-
Dr Raina Jain Dr Vinay Jain	-	400.00	-	425.00
<u>Security cum Guarantee Given</u>				
VJTF Infraschool Services (Mumbai) Private Limited	10,357.35	-	10,357.35	-
VJTF Infraschool Services (Udaipur) Private Limited	3,060.00	-	3,060.00	-
Witty Enterprises Private Limited	10,000.00	-	10,000.00	-
Witty Infratech Private Limited	1,100.00	-	1,100.00	-
Dr Raina Jain	-	500.00	-	500.00

notes :

1. Above disclosed amounts represent transaction values only, without considering the impact of GST and IND AS .
2. No amounts pertaining to related parties have been written off / back or provided for.
3. Related party relationship have been identified by the management and relied upon by the Auditors.

38 Disclosure as per requirement of regulation 34(3) and 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

A Loans and advances

(Rs. in lakhs)

Name of the Party	AS AT 31st MARCH, 2020		AS AT 31st MARCH, 2019	
	Outstanding Balances as at the year end	Maximum Amount Outstanding During the year	Outstanding Balances as at the year end	Maximum Amount Outstanding During the year
VJTF Infraschool Services (Mumbai) Private Limited	507.24	507.24	448.48	1,323.06
Total	507.24	507.24	448.48	1,323.06

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

B Premises Lease Deposit and Operation and Management Deposits (Rs. in lakhs)

Name of the Party	AS AT 31st MARCH, 2020		AS AT 31st MARCH, 2019	
	Outstanding Balances as at the year end	Maximum Amount Outstanding During the year	Outstanding Balances as at the year end	Maximum Amount Outstanding During the year
Pratiksha Foundation Charitable trust	1,400.14	1,400.14	1,400.14	1,400.14
Witty Global Education Trust	479.19	479.19	332.53	332.53
Dr. Raina Jain	411.17	411.17	411.17	411.17
Total	2,290.50	2,290.50	2,143.84	2,143.84

39 Disclosure as required under Section 186 (4) of the Companies Act, 2013:

Refer note 4 and 37 above with respect to Loans, Guarantees and Securities given as well as investments made – for business purpose.

40 Fair value measurements and accounting classification

The following tables shows the carrying amount of all financial assets and liabilities. In all cases of financial assets and liabilities, carrying amount (amortised cost) is a reasonable estimate of fair value, therefore, defining levels of fair value hierarchy is not applicable.

	AS AT 31st MARCH, 2020 (Rs. in lakhs)	AS AT 31st MARCH, 2019 (Rs. in lakhs)
Financial assets carried at amortised cost (Carrying amount)		
Non-Current		
Other Financial Assets	5,915.31	3,472.56
Other Investments	0.92	0.92
Current		
Trade Receivables	8.05	2.04
Cash and Cash Equivalents		
	45.33	56.82
Loans	510.36	550.34
Other Financial Assets	314.49	2,812.71
	6,794.46	6,895.38
Financial liabilities carried at amortised cost (Carrying amount)		
Non-Current		
Borrowings	605.96	774.75
Other Financial Liabilities	2,657.95	60.80
Current		
Borrowings	354.99	1,062.14
Trade Payables	143.99	91.79
Other Financial Liabilities	1,088.86	342.49
	4,851.75	2,331.96

41 Financial risk management

The Company's activities expose it to business risk, interest rate risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance, the Company's risk management is carried out by a corporate finance team under policies approved by the board of directors and top management. Company's treasury identifies, evaluates and mitigates financial risks in close cooperation with the Company's operating units. The board provides guidance for overall risk management, as well as policies covering specific areas.

(A) Credit Risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through out each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forward-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

Credit risk is managed at segment as well as Company level. For banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the Company assesses and manages credit risk based on internal control and credit management system. Internal credit control and management is performed on a Company basis for each class of financial instruments with different characteristics.

The company considers whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. It considers available reasonable and supportive forward-looking information. Macroeconomic information (such as regulatory changes, market interest rate or growth rates) are also considered as part of the internal credit management system. A default on a financial asset is when the counterparty fails to make payments as per contract. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Ageing of Account receivables :

(Rs. in lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
0-3 months	-	-
3-6 months	-	2.04
6 months to 12 months	7.16	-
beyond 12 months	0.89	-
Total	8.05	2.04

(B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations when due. Due to the dynamic nature of the underlying businesses, Company's treasury maintains flexibility in funding by maintaining sufficient cash and bank balances available to meet the working capital requirements. Management monitors rolling forecasts of the group's liquidity position (comprising the unused cash and bank balances along with liquid investments) on the basis of expected cash flows. This is generally carried out at Company level in accordance with practice and limits set by the group. These limits vary to take into account the liquidity of the market in which the Company operates.

(i) Maturities of financial liabilities

The tables below analyse the group's financial liabilities into relevant maturity groupings based on their contractual maturities for:

Amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Rs. in lakhs)

Contractual maturities of financial liabilities As at 31st March, 2020	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	More than 2 years	Total
Non-derivatives						
Borrowings						
Term Loans	-	-	70.28	22.83	361.30	454.41
Vehicle Loans	-	-	182.52	-	221.82	404.34
Loan from bodies corporate	-	-	105.58	-	-	105.58
Overdraft from bank	-	-	249.41	-	-	249.41
Trade payables	22.48	90.41	31.10	-	-	143.99
Security deposits	-	-	-	-	67.20	67.20
Interest accrued but not due on borrowings	4.68	-	-	-	-	4.68
Lease Liabilities	-	-	49.67	-	2,590.75	2,640.42
Payable to related party	-	-	732.44	-	-	732.44
Other payables	49.27	-	-	-	-	49.27
Total non-derivative liabilities	76.43	90.41	1,421.00	22.83	3,241.07	4,851.75

(Rs. in lakhs)

Contractual maturities of financial liabilities As at 31st March, 2019	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	More than 2 years	Total
Non-derivatives						
Borrowings						
Term Loans	-	-	110.48	-	370.41	480.88
Vehicle Loans	-	-	166.48	125.04	279.30	570.82
Loan from Body Corporate	-	-	809.98	-	-	809.98
Overdraft from bank	-	-	252.15	-	-	252.15
Trade payables	12.99	46.02	32.78	-	-	91.80
Security deposits	-	-	60.79	-	-	60.79
Interest accrued but not due on borrowings	5.02	-	-	-	-	5.02
Payable to a Related Party	-	-	26.65	-	-	26.65
Other payables	33.87	-	-	-	-	33.87
Total non-derivative liabilities	51.88	46.02	1,459.31	125.04	649.71	2,331.96

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As on the balance-sheet date, the Company does not have foreign currency receivables or payables and is therefore not exposed to foreign exchange risk.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the Company, interest rate risk exposure is only for floating rate borrowings. The Company is not significantly exposed to the interest rate risk, since the borrowings of the Company are on Fixed interest rate basis.

42 Capital management

The Company's objectives when managing capital are to :

1. safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
2. Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, reduce debt or sell assets.

The gearing ratios were as follows:

(Rs. in lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Net debt (Total borrowings, including current maturities less cash & cash equivalent excluding Lease Liability under Ind AS 116)	1,168.41	2,057.02
Total equity	4,231.89	4,661.73
Net debt to equity ratio	27.61%	44.13%

Loan covenants : The company intends to manage optimal gearing ratios.

43 Revenue from contracts with customers

A Reconciliation of revenue recognised with the contracted price:

(Rs. in lakhs)

	YEAR ENDED 31ST MARCH, 2020	YEAR ENDED 31ST MARCH, 2019
Contracted price	1,465.55	1,630.56
Less: Returns, rebates, incentive and other similar allowances	12.60	12.15
Revenue recognised	1,452.95	1,618.41

- B** While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied or partially satisfied performance obligations, along with the broad time band for the expected time to recognise those revenues, the Company has applied the practical expedient in Ind AS 115. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unsatisfied or partially satisfied performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time based and event based contracts.

The aggregate value of transaction price allocated to unsatisfied or partially satisfied performance obligations is Rs. 1,098.08 lakhs, which is expected to be recognised as revenue in the next year.

C Changes in contract liabilities (fees received in advance) are as follows:

(Rs. in lakhs)

	YEAR ENDED 31ST MARCH, 2020	YEAR ENDED 31ST MARCH, 2019
Balance at the beginning of the year	1,049.75	1,287.00
Revenue recognised that was included in the balance at the beginning of the year	(1,049.75)	(922.84)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	1,098.09	685.59
Balance at the end of the year	1,098.08	1,049.75

- 44** Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Company's Directors are identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators, however the Company is primarily engaged in only one segment viz., 'Educational Services' and that all operations are in India. Hence the Company does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".

45 Recent Accounting Pronouncements - Standards issued but not yet effective

Ministry of Corporate affairs (MCA) notifies new standards or amendment to the existing standards. There is no such notification which would have been applicable from April 01, 2020.

- 46** There is no interest paid during the year and no principle and interest is outstanding to Micro, Small and Medium Enterprises as on Balance sheet date.

- 47** The accounts of certain trade receivables, trade payables, loans and advances and banks are, however, subject to formal confirmations or reconciliations and consequent adjustments, if any. However, there is no indication of dispute on these accounts, other than those mentioned in the financial statements. The management does not expect any material difference affecting the current year's financial statements on such reconciliation/adjustments.

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

48 Interest in other entities

(a) Subsidiaries

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group (%)	
		As at 31st March, 2020	As at 31st March, 2019
VJTF Buildcon Private Limited	India	82.42%	82.42%

(b) Associate

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group (%)	
		As at 31st March, 2020	As at 31st March, 2019
VJTF Infraschool Services (Mumbai) Private Limited (formerly VJTF Infrastructure Private Limited)	India	46.03%	46.03%

49 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates.

Name of the Enterprises	Net Assets i.e. Total assets minus Total liabilities		Share in Profit/(loss) after Taxation and before other comprehensive income	
	As % of Consolidated net assets	Amount (Rs. In Lakh)	As % of Consolidated profit/(loss) after tax	Amount (Rs. In Lakh)
As at 31st March, 2020				
(a) Parent VJTF EDUSERVICES LIMITED	5.27%	223.12	128.45%	(558.02)
(b) Subsidiary - Indian VJTF BUILDCON PRIVATE LIMITED	94.73%	4,008.77	-28.45%	123.58
(b) Associate VJTF INFRASCHOOL SERVICES (Mumbai) PRIVATE LIMITED (formerly VJTF Infrastructure Private Limited)	-	-	-	-
Total	100.00%	4,231.89	100.00%	(434.44)
As at 31st March, 2019				
(a) Parent VJTF EDUSERVICES LIMITED	21.09%	982.98	-1.70%	-44.11
(b) Subsidiary - Indian VJTF BUILDCON PRIVATE LIMITED	78.91%	3678.75	105.72%	2743.97
(b) Associate VJTF INFRASCHOOL SERVICES (Mumbai) PRIVATE LIMITED (formerly VJTF Infrastructure Private Limited)	-	-	-4.02%	(104.25)
Total	100.00%	4661.73	100.00%	2595.61

VJTF EDUSERVICES LIMITED
(CIN No. L80301MH1984PLC033922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

50 Previous years' figures have been re-grouped / re-arranged wherever necessary so as to make them comparable with those of the current year.

AS PER OUR ATTACHED REPORT OF EVEN DATE
FOR J. KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No.: 118769W

FOR AND ON BEHALF OF THE BOARD

Sd/-
VAIBHAV PATODI
PARTNER
Membership No. 420935

Sd/-
DR. VINAY JAIN
DIRECTOR
DIN No.00235276

Sd/-
DR. RAINA JAIN
DIRECTOR
DIN No.01142103

Sd/-
SHRUTI SHARMA
COMPANY SECRETARY
Membership No.A52723

PLACE : MUMBAI
DATE : 31st July, 2020

Form - AOC-1
(Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statements of the subsidiaries/joint ventures/associate companies
Part 'A' - Summary of Financial Information of Subsidiary Companies

Name of Subsidiary company	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting Currency	Issued and subscribed share capital	Reserves	Total Assets	Total Liabilities	Investment including in Total Assets	Turnover	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after taxation	Proposed dividend	% of shareholding
VITE Buildcon Private Limited	-	INR	104.95	3,104.74	4,026.63	816.94	-	201.15	100.41	27.00	23.47	-	82.42%

Sl.No.	Names of Subsidiaries which have been sold during the year	Name of the Companies
NIL		

Part 'B' - Joint Ventures and Associates

Name of the Entity	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)		(11)
										Considered in consolidation	Not considered in consolidation	
VITE INFASCHOOL SERVICES (MUMBAI) PRIVATE LIMITED	INR	1,638,217	482.25	46.03								

FOR J. KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 118769W

Sd/-
VAIBHAV PATODI
PARTNER
Membership No. 420935

PLACE : MUMBAI
DATE : 31st July, 2020

FOR AND ON BEHALF OF THE BOARD

Sd/-
DR. VINAY JAIN
DIRECTOR
DIN No.: 0028276

Sd/-
DR. RAJNA JAIN
DIRECTOR
DIN No.: 01142103

Sd/-
Shradha Sharma
COMPANY SECRETARY
MEM.NO.:A52723

VJTF Eduservices Limited

CIN: L80301MH1984PLC033922

Reg. Off.: B-3, Witty International School, Pawan Baug Road, Malad West, Mumbai-400064.

Ph- 022-61056800/01/02, Email: vjtfho@vjtf.com, Website: www.vjtf.com

ATTENDANCE SLIP

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

DPID _____

CLIENT

ID _____

Regd. Folio No. _____

I hereby record my presence at the 35th ANNUAL GENERAL MEETING of the Company to be held on Tuesday, 29th December, 2020 at 5.00.P.M. at Registered Office at Witty International School building , Pawan Baug Road, Malad (West), Mumbai 400 064

Name of Shareholder/Proxy _____

Signature of Shareholder/Proxy _____

-----Cut here-----

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

VJTF Eduservices Limited

CIN: L80301MH1984PLC033922

Reg. Off.: B-3, Witty International School, PawanBaug Road, Malad West, Mumbai-400064.

Ph- 022-61056800/01/02, Email: vjtfho@vjtf.com, Website: www.vjtf.com

PROXY FORM

Name of the member(s): Registered Address: E-mail Id: Folio No/ Client Id: DP ID:

I/We, being the member(s) of ----- shares of the above named Company, hereby appoint

1. Name:-----
 Address: -----
 E-mail Id: ----- Signature: ----- or failing him/her

2. Name:-----
 Address: -----
 E-mail Id: ----- Signature: ----- or failing him/her

3. Name:-----
 Address: -----
 E-mail Id: ----- Signature: ----- or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 35th Annual General Meeting of the Company to be held on Tuesday, 29th December, 2020 at 5.00.P.M. at Registered Office at Witty International School Building, Pawan Baug Road, Malad (West), Mumbai 400 064 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1.	(a)Adoption of Financial statements for the year ended 31 st March, 2020, the Reports of the Board of Directors and the Auditor's thereon; and (b) Adoption of the Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2020 (c) To Re-appointment of Auditor's		
Special Business			
1.	Appointment of Mr. Sourabh Jain (DIN: 08881097) as an Independent Director of the Company for a term of 5 years		
2.	Re-appointment of Dr. Vinay Jain (DIN- 00235276) as the Managing Director of the Company		
3.	Re-appointment of Dr. Raina Vinay Jain (DIN- 01142103) as the Whole Time Director of the Company		

As witness my / our hand(s) this _____ day of _____ 2020

Signature of Shareholder:

Signature of Proxy:

Affix 1Rupee Revenue Stamp

Note:

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.