

September 6, 2019

To,
The Corporate Relationship Manager
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400001

Ref : Scrip Code – 508918

Dear Sir,

Sub: Submission of Annual Report of the Company for FY 2018-19

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Annual Report for the financial year 2018-19 (comprising of Notice convening 36th Annual General Meeting, Directors Report, Auditor's Report, Audited Financial Statements, etc.). The Annual Report has also been uploaded on the website of the Company i.e. www.greycellsltd.com.

Kindly take same on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For Greycells Education Limited



Dharmesh Parekh
Company Secretary



Encl : as above



GREYCELLS EDUCATION LIMITED

**Annual Report
2018 - 2019**

CORPORATE INFORMATION

Name of the Company : Greycells Education Limited
 Registered Office : 301, 3rd Floor, Symphony,
 Durga Niwas, Nehru Road,
 Near Sathaye College Stop,
 Vile Parle (East), Mumbai – 400057
 CIN : L65910MH1983PLC030838
 Website : www.greycellsltd.com
 E-mail : companysecretary@greycellsltd.com
 Contact No. : 022-26636360

BOARD OF DIRECTORS

Mr. Ashwani Kumar Singh : Executive Director
 Ms. Bela Desai : Promoter, Non-executive Director
 Mr. Abbas Patel : Independent, Non-executive Director
 Dr. Anil Naik : Independent, Non-executive Director
 Ms. Preeta D'Souza : Chief Executive Officer
 Ms. Dhara Shah : Chief Financial Officer
 Mr. Dharmesh Parekh : Company Secretary & Compliance Officer

COMMITTEES OF BOARD

AUDIT COMMITTEE

Mr. Abbas Patel : Chairman & Member
 Dr. Anil Naik : Member
 Ms. Bela Desai : Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Abbas Patel : Chairman & Member
 Ms. Bela Desai : Member
 Dr. Anil Naik : Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Ms. Bela Desai : Chairperson & Member
 Mr. Abbas Patel : Member
 Mr. Ashwani Kumar Singh : Member

STATUTORY AUDITORS

M/s. A. T. Jain & Co.
 Chartered Accountants

INTERNAL AUDITORS

P. B. Shetty & Co.
 Chartered Accountants

BANKERS

The Federal Bank Limited
 Kotak Mahindra Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.
 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
 Makwana Road, Marol, Andheri (East), Mumbai - 400 059
 Tel : 022-62638200
 Fax : 022-62638299
 E-Mail : investor@bigshareonline.com

INDEX

Particulars	Page No.
Notice _____	1
Directors' Report _____	8
Report on Corporate Governance _____	21
Management Discussion and Analysis _____	29
Standalone Accounts	
Auditor's Report _____	34
Balance Sheet _____	38
Statement of Profit and Loss _____	39
Statement of Change in Equity _____	40
Cash Flow Statement _____	41
Notes to Account _____	42
AOC - 1 _____	59
Consolidated Accounts	
Auditor's Report _____	60
Balance Sheet _____	64
Statement of Profit and Loss _____	65
Statement of Change in Equity _____	66
Cash Flow Statement _____	67
Notes to Accounts _____	68

NOTICE

NOTICE is hereby given that the Thirty Sixth (36th) **ANNUAL GENERAL MEETING (AGM)** of the shareholders of GREYCELLS EDUCATION LIMITED will be held at the Registered office of the Company at 301, 3rd Floor, Symphony, Durga Niwas, Nehru Road, Near Sathaye College Stop, Vile Parle (East), Mumbai – 400057 on Monday, 30th September, 2019 at 3:00 p.m. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Ms. Bela Desai (DIN: 00917442), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to provision of Section 161(1) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and on recommendation of the Nomination and Remuneration Committee and Board, Mr. Ashwani Kumar Singh (DIN – 03388771) who was appointed as an Additional Director of the Company w.e.f. 13th November, 2018 by the Board of Directors at their meeting held on November 13, 2018 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any one of the Director or Mr. Dharmesh Parekh, Company Secretary of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be considered expedient and necessary in this regard.”

- To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Ashwani Kumar Singh (DIN: 03388771) as Whole-Time Director designated as ‘Executive Director’ of the Company for a period of three years with effect from November 13, 2018 to November 12, 2021 (both days inclusive) without any remuneration and on the terms and conditions of appointment set out below in the explanatory statement annexed hereto which shall be deemed to form part hereof.

RESOLVED FURTHER THAT any one of the Director or Mr. Dharmesh Parekh, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters,

things and execute all such documents, instruments and writings as may be necessary, desirable or expedient for the aforesaid purpose.”

- To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other applicable law(s), regulation(s), guideline(s), and on recommendation of the Nomination and Remuneration Committee, Mr. Abbas Patel (DIN: 00547281) who was appointed as an Independent Director by the members and who holds office of Independent Director up to 25th September, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of five years commencing from 25th September, 2019 to 24th September, 2024.”

- To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other applicable law(s), regulation(s), guideline(s) and on recommendation of the Nomination and Remuneration Committee, Dr. Anil Naik (DIN: 00002670), who was appointed as an Independent Director by the members and who holds office of Independent Director up to 25th September, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of five years commencing from 25th September, 2019 to 24th September, 2024.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the shareholders be and is hereby accorded for the aforesaid re-appointment of Dr. Anil Naik as an Independent Non-Executive Director of the Company notwithstanding that he has attained the age of 77 years.”

**By Order of the Board of Directors of
Greycells Education Limited**

**Place : Mumbai
Date : 13th August, 2019**

**Dharmesh Parekh
Company Secretary**

Registered Office :

301, 3rd Floor, Symphony, Durga Niwas,
Nehru Road, Near Sathaye College Stop,
Vile Parle (East), Mumbai – 400057
CIN No.: L65910MH1983PLC030838
E-mail : companysecretary@greycellsltd.com
Website: www.greycellsltd.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**

A person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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.

2. All documents referred to in the accompanying Notice are available for inspection at the registered office of the Company during office hours on all days except Saturdays, Sundays and public holidays up to the date of this 36th AGM.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
4. Members are requested to bring their copy of the Annual Report at the time of attending the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Only bonafide members of the Company whose names appear on the Register of Members/proxy holder in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. The Register of Members & Share Transfer Books of the Company will remain closed from 23rd September, 2019 to 30th September, 2019 (both days inclusive).
8. The details of the Director seeking appointment and re-appointment under item nos. 2 to 6 of this notice, as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Secretarial Standard (SS-2) issued by ICSI, is annexed to this notice .
9. Members desirous of asking any questions at 36th AGM are requested to send their questions so as to reach at the Company's registered office at least seven days before the date of the AGM, so that the same can be suitably replied to.
10. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the equity shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Bigshare Services Private Limited and have it duly filled and sent back to them.
11. Members are requested to intimate change of address, if any, in case of shares held in electronic form to the concerned depository participant quoting their DP Id number and in case of shares held in physical form to the Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059.
12. Corporate Members intended to attend the AGM through their authorized representative are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
13. Attendance Slip is annexed to the Proxy Form. Members are requested to fill up the particulars of the attendance slip, affix their signature in the appropriate place and hand it over to the Company's officials/Registrars at the entrance of the Meeting venue.
14. To promote green initiative, members are requested to register their email addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference to their Folio Number.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration Rules), 2014, the Annual Report for 2018-19 is being sent through the electronic mode to all the Members whose e-mail ID's are registered with the Company/Depository Participants for communication purposes, unless any member has requested for physical copy of the same. For Members who have not registered their E-mail Ids with the Company/Depository Participants, a physical copy of the Annual Report for 2018-19 is being sent by the permitted mode. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to Bigshare Services Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have requested their e-mail address for register/update, are entitled to receive such communication in physical form upon request.
16. In accordance with the amendments to Regulation 40 of Listing Regulations, to be made effective later, the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
17. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar and Share Transfer Agent.
18. In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate to the Company / Registrar and Share Transfer Agent their PAN and Bank Account details.

19. The Annual Report for FY 2018-19 of the Company is available on the Company's website www.greycellsltd.com for download.

20. E-voting

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the Annual General Meeting by electronic means and all the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The remote e-voting period for all items of business contained in this Notice shall commence from Friday, 27th September, 2019 at 9.00 a.m. and will end on Sunday, 29th September, 2019 at 5.00 p.m. During this period, members holding equity shares of the Company either in physical form or in dematerialized form as on the cut-off date i.e. 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any member, he/she shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The voting rights of members shall be in proportion to their equity shareholding in the paid-up equity share capital of the Company as on 23rd September, 2019.

21. The Board of Director has appointed Mr. Jinesh Dedhia, Practicing Company Secretaries (holding CP No. 20229), to act as Scrutinizer to conduct e-voting and voting at the AGM in fair and transparent manner.

The facility for voting through Ballot Paper shall be made available at the venue of the meeting and the members attending the meeting who have not cast their vote through remote e-voting shall be able to vote at the meeting through above voting system.

22. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and shall make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman or Whole-Time Director of the Company.

23. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Company will offer an opportunity to such Members to vote at the Meeting for all businesses specified in the accompanying Notice. For abundant clarity, please note that the Members who have exercise their right to vote by electronic means may attend the AGM but shall not be entitled to vote at the Meeting. A Member can opt for only single mode of voting i.e. either through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

24. The scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-voting, make a consolidated scrutinizers report and submit to the Chairman or Whole-Time Director. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.greycellsltd.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the BSE Limited.

25. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. 30th September, 2019.

26. Route map showing directions to reach venue of the AGM is given at the end of the Notice.

27. The instructions for shareholders voting electronically are as under:

(i) The remote e-voting period begins on 27th September, 2019 at 9.00 a.m. and ends on 29th September, 2019 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) of 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Log on to the e-voting website www.evotingindia.com

(ii) Click on Shareholders / Members

(iii) 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.

(iv) Next enter the Image Verification as displayed and Click on Login.

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.

(v) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 (Serial No. on the Address Sticker / Postal Ballot Form / Email) 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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	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. 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 (iv)

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of "Greycells Education Limited" on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take print out of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xv) If Demat account holder has forgotten the changed 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.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) Note for Non – Individual Shareholders and Custodians

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

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast vote.
- (B) The voting period begins on Friday, 27th September, 2019 at 9.00 a.m. and ends on Sunday, 29th September, 2019 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) of 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND AS PER SECRETARIAL STANDARD (SS-2) REGARDING RE-APPOINTMENT OF DIRECTOR

Ms. Bela Desai (DIN: 00917441), aged 54 years, is a Fellow member of the Institute of Company Secretaries of India and holds a Degree in Law. With a career spanning over 21 years in Corporate India, her expertise is in areas of corporate structuring, mergers and acquisitions, fund raising etc.

She is a non-independent, non-executive Director on the Company's Board. She is also a member of Audit Committee and Nomination & Remuneration Committee. She is a Chairperson of Stakeholders Relationship Committee of the Company. She holds 8,84,100 equity shares (being 11.18%) in the Company. She is also on the Board of Value Line Advisors Private Limited. She is not a relative of any other Directors, Manager and other Key Managerial Personnel.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Based on the recommendation of the Nomination & Remuneration Committee, Mr. Ashwani Kumar Singh (DIN: 03388771) was appointed as an Additional Director of the Company w.e.f. 13th November, 2018 by Board of Directors of the Company pursuant to Section 161(1) and all other applicable provisions, if any, of the Companies Act, 2013. His term as Director expires at this Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing Mr. Ashwani Kumar Singh as a candidature for the office of Director of the Company.

Mr. Ashwani Kumar Singh aged about 48 years, is a Sloan Fellow – London Business School, MBA, B.Tech (Mechanical), FSA CF-30. Mr. Ashwani Kumar Singh has 23 years plus of senior management experience in financial services – Investment Management, Private Equity, Investment Banking, and in industry, in start-up and turnaround situations. Advised and invested via structured institutional investments as growth capital in companies, microfinance lending, hospitality projects, technology sector; Cross-border M&A including public listing in India and Europe. Raised funds of over USD 2.5bn in various asset classes, managed advisory assets in excess of \$2 billion, and have board level experience as well as P&L experience. Speaker at several International financial services events.

Considering the overall experience and expertise of Mr. Ashwani Kumar Singh, his appointment on Board as Director will be in the best interest of the Company.

He does not hold any shares in the Company. He is also on the Board of Centrac Technologies Limited, Clockwork Business Solutions Private Limited, Sushen Investment Services Private Limited, Mergen Advisors Private Limited and Wits Solutions Private Limited.

Your Directors recommends the ordinary resolution for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or the relatives of Directors or KMPs, except Mr. Ashwani Kumar Singh is any way concerned or interested in the above resolution at Item No. 3 of the Notice.

Item No. 4

On recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th November, 2018, appointed Mr. Ashwani Kumar Singh as a Whole-time Director designated as 'Executive Director' of the Company for a period of three years with effect from November 13, 2018 to November 12, 2021 (both days inclusive) without any remuneration.

The principal terms and conditions of Mr. Ashwani Kumar Singh appointment as an Executive Director are as follows:

- i. Tenure of Appointment : For a period of three years commencing from November 13, 2018 to November 12, 2021 (both days inclusive).
- ii. Nature of Duties : The Executive Director shall exercise such powers and carry out such duties as may be entrusted to him by the Board from time to time, subject to superintendence, control and direction of the Board and in the best interest of the Company.
- iii. The terms & conditions of the appointment of Executive Director may be altered and varied from time to time by the Board of Directors of the Company as it may, in its absolute discretion deem fit.
- iv. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof.
- v. He shall not be liable to retire by rotation.

Your Directors recommends the ordinary resolution for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or the relatives of Directors or KMPs, except Mr. Ashwani Kumar Singh is any way concerned or interested in the above resolution at Item No. 4 of the Notice.

Item No. 5 & 6

Mr. Abbas Patel (DIN: 00547281) and Dr. Anil Naik (DIN: 00002670) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold the office as Independent Directors of the Company upto 25th September, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless it is approved by the members by passing a special resolution to that effect. Dr. Anil Naik's age is of 77 years.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee and considering their background, experience and contributions made by them during their tenure, the continued association of Mr. Abbas Patel and Dr. Anil Naik would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, it is proposed to re-appoint Mr. Abbas Patel and Dr. Anil Naik as an Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of five years commencing from 25th September, 2019 to 24th September, 2024. In the opinion of the Board, Mr. Abbas Patel and Dr. Anil Naik fulfil the conditions for re-appointment as Independent Directors as specified in the Act, rules made thereunder and the Listing Regulations

The Company has received declarations from Mr. Abbas Patel and Dr. Anil Naik that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Your Directors recommends the special resolution set out in Item No. 5 and 6 for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or the relatives of Directors or KMPs, except Mr. Abbas Patel and Dr. Anil Naik are any way concerned or interested in the above resolution at Item No. 5 and 6 of the Notice.

In terms of Regulation 26(4) and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) details of Directors seeking appointment/ re-appointment:

Name of the Director	Ashwani Kumar Singh	Abbas Patel	Dr. Anil Naik
Director Identification No.	03388771	00547281	00002670
Date of Birth	5 th May, 1971	14 th August, 1958	22 nd May, 1942
Nationality	Indian	Indian	Indian
Qualifications	Sloan Fellow – London Business School, MBA, B.Tech (Mechanical), FSA CF-30	Fellow member of the Institute of Chartered Accountants of India.	Gold Medalist from IIM, Calcutta and Ph.D from Mumbai University in Strategic Management.
Experience	He has 23 years plus of senior management experience in financial services – Investment Management, Private Equity, Investment Banking, and in industry, in start-up and turnaround situations.	He has wide experience encompassing all the areas of finance & accountancy.	He has more than 25 years of experience at Senior Level in Indian Corporate Sector and for the last 25 years, he has been management consultant and educator. He was awarded S.S. Nadkarni fellowship at the University of Bombay in 2001 and was adjudged Best Management Teacher by Bombay Management Association in the year 2003.
Terms and conditions of Appointment/ Reappointment	As per the resolution at Item No. 3 & 4 of the AGM Notice dated 13th August, 2019 read with explanatory statement thereto	As per the resolution at Item No. 5 of the AGM Notice dated 13th August, 2019 read with explanatory statement thereto	As per the resolution at Item No. 6 of the AGM Notice dated 13th August, 2019 read with explanatory statement thereto
Last Remuneration drawn (including sitting fees)	N.A.	Rs. 9,000 (sitting fees for attending Board meeting for F.Y. 2018-19)	Rs. 7,500 (sitting fees for attending Board meeting for F.Y. 2018-19)
Date of first appointment on the Board	13 th November, 2019	21 st July, 2006	1 st July, 2008
No. of share held	Nil	40,000 shares	Nil
Relationship with Directors, Managers & KMP	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of Board Meeting attended during FY 2018-19	3 (three) Board meetings were attended during F.Y. 2018-19	6 (six) Board meetings were attended during F.Y. 2018-19	5 (five) Board meetings were attended during F.Y. 2018-19
List of Directorships held in other companies	<ol style="list-style-type: none"> Centerac Technologies Ltd Clockwork Business Solutions Pvt Ltd Sushen Investment Services Pvt Ltd Mergen Advisors Pvt Ltd Wits Solutions Pvt Ltd Kwind Energy Pvt Ltd 	1.Ameen Mukhtar Developers Pvt. Ltd	<ol style="list-style-type: none"> Neterson Technologies Pvt Ltd Indoco Remedies Ltd Dai-Ichi Karkaria Ltd Sudit Polymers Pvt Ltd
Chairman/ Member of the Committees of Boards of other companies	N.A.	N.A.	Indoco Remedies Ltd. Chairman – Audit Committee Chairman - Nomination & Remuneration Committee Member – CSR Committee Dai-Ichi Karkaria Ltd Member – Audit Committee Member – Stakeholders Relationship Committee Member - Nomination & Remuneration Committee

*Directorships in Foreign Companies and Partnership in firms are not provided.

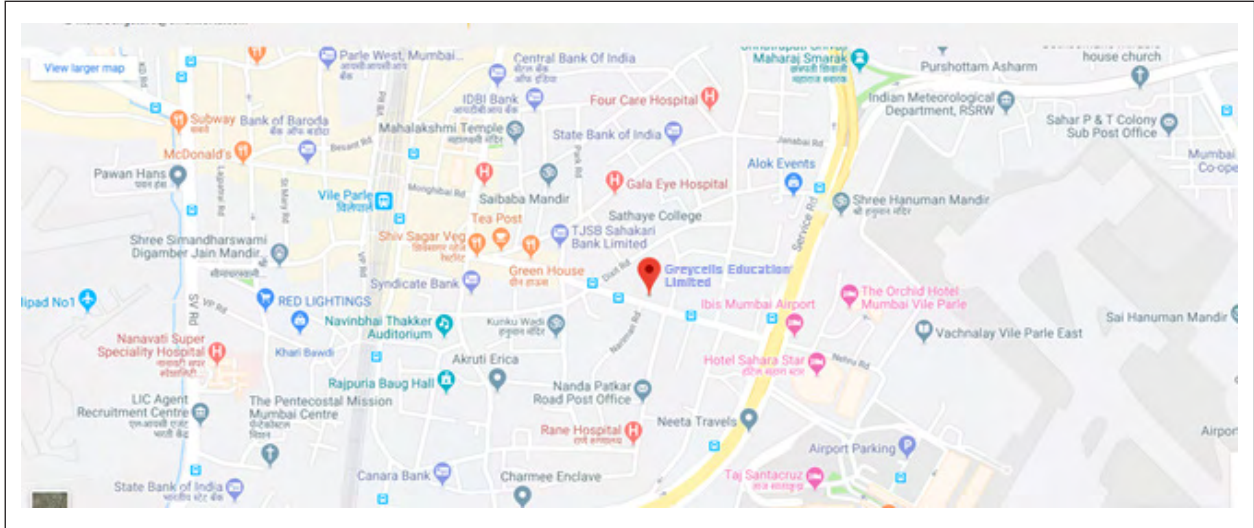
By Order of the Board of Directors of
 Greycells Education Limited

Place: Mumbai
 Date: 13th August, 2019

Dharmesh Parekh
 Company Secretary

Registered Office :
 301, 3rd Floor, Symphony, Durga Niwas,
 Nehru Road, Near Sathaye College Stop,
 Vile Parle (East), Mumbai – 400057
 CIN No.: L65910MH1983PLC030838
 E-mail : companysecretary@greycellsLtd.com
 Website: www.greycellsLtd.com

Route Map to the venue of the AGM



DIRECTORS' REPORT

Dear Shareholders,

Your Directors presents the 36th Annual Report of the Company along with the Audited Financial Statements for the financial year ended 31st March, 2019.

Financial Results/State of Company's Affairs

During the year under review, the Company earned total consolidated revenue of ₹ 604.74 lakhs for the year as against ₹ 774.47 lakhs in the previous year. Standalone revenues during the year stood at ₹ 299.41 lakhs as against ₹ 323.73 lakhs in the previous year.

The consolidated loss for the year stood at ₹ 283.86 lakhs as against the consolidated loss before tax ₹ 140.23 lakhs in the previous year. The standalone loss for the year was ₹ 74.31 lakhs as against the standalone loss before tax of ₹ 137.62 lakhs in the previous year.

Dividend

The Directors have refrained from recommending dividend for the year under review.

Transfer to Reserves

Your Company does not recommend any amount to transfer to reserves for the financial year 2018-19.

Share Capital and changes therein

During the year under review, the Authorized Share Capital of the Company is increased from ₹ 11,70,00,000/- (Rupees Eleven Crores Seventy Lacs only) divided into 1,17,00,000/- (One Crore Seventeen Lacs only) Equity Shares of ₹ 10/- (Rupees Ten) each to ₹ 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000/- (One Crore Sixty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each.

Change in the Nature of Business

During the year under review there was no change in the nature of business of the Company.

Change in Registered Office

The registered office of the Company has been shifted from Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013 to 301, 3rd Floor, Symphony, Durga Niwas, CTS 1242, Nehru Road, Near Sathaye College Stop, Vile Parle (East), Mumbai – 400057 with effect from June 1, 2019.

Operations

The Company is currently engaged in Vocational training in media and entertainment sectors under the brand name “**EMDI Institute of Media & Communication (EMDI)**” - a leader in Event Management, Advertising, PR and Journalism. This year EMDI enters its 18th year of pioneering training. The Company is currently offering courses of EMDI at Mumbai, Delhi, Bengaluru and Dubai. EMDI – Dubai courses are accredited by EDEXCEL ASSURED CENTRE, UK's largest vocational accreditation board and EMDI Dubai is probably the only Institute offering industry relevant specialised courses in Dubai.

The Company also offers industry relevant Post Graduate Diploma in Global Sports Management courses under the brand “**IRONWOOD SPORTS MANAGEMENT GLOBAL ACADEMY (ISMGA)**”. ISMGA is perhaps India's only Academy to offer a Global offering in Sports Management across India and Dubai. ISMGA aims to train candidates with the right talent that can help grow sports businesses. With a panel of experienced faculty and a rich exposure to the global sports industry through an internship abroad, ISMGA provides tailor-made courses to suit the requirements of the industry. ISMGA offers job oriented course for candidates interested in sports management.

The Company offers specialized course in Wedding Planning with an in-depth knowledge in the fields of creativity, customs & rituals, floral and stage design, venue and catering, besides other aspects such as entertainment, technology and international best practices.

The Company formed an Advisory Board with Industry stalwarts like: Mr. Ashok Advani founder publisher of the Business India Group of Publications, Mr. Ravi Shastri cricket legend and Team India Cricket Coach, Mr. Brian Tellis founder of Fountainhead Promotions & Events and Mr. Nagesh Alai, Former Group Chairman of FCB Ulka Group as member of Advisory Board.

Directors and Key Managerial Personnel

Pursuant to provisions of Section 161(1) and all other applicable provisions, if any, of the Companies Act, 2013 and on recommendation of the Nomination & Remuneration Committee, Mr. Ashwani Kumar Singh (DIN: 03388771) was appointed as an Additional Director of the Company w.e.f. 13th November, 2018 by Board of Directors of the Company at their meeting held on November 13, 2018. His term as a Director expires at the ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing Mr. Ashwani Kumar Singh as a candidature for the office of Director of the Company and he is hereby appointed as a Director of the Company. In the same meeting, Mr. Ashwani Kumar Singh has also appointed as a Whole-time Director designated as 'Executive Director' of the Company for a period of three years with effect from November 13, 2018 to November 12, 2021 (both days inclusive) without any remuneration.

In accordance with the provisions of the Companies Act, 2013 (the Act) and Articles of Association of the Company, Ms. Bela Desai will retire by rotation as Director at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

Mr. Abbas Patel (DIN: 00547281) and Dr. Anil Naik (DIN: 00002670) were appointed as an Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold the office as an Independent Directors of the Company upto 24th September, 2019. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee and considering their background, experience and contributions made by them during their tenure, the continued association of Mr. Abbas Patel and Dr. Anil Naik would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. In the opinion of the Board, Mr. Abbas Patel and Dr. Anil Naik fulfil the conditions for re-appointment as Independent Directors as specified in the Act, rules made thereunder and the Listing Regulations. Accordingly, it is proposed to re-appoint Mr. Abbas Patel and Dr. Anil Naik as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 consecutive years commencing from 25th September, 2019 to 24th September, 2024.

Brief profile of the Director offering himself/herself for appointment/re-appointment at the Annual General Meeting is provided in the annexure annexed to the notice convening the Annual General Meeting for the year 2019.

All Independent Directors have submitted declarations to the Company that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

Details of Remuneration to Directors

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended has been appended as **ANNEXURE A** to this Report

Particulars of Employees

There were no such employees of the Company for which the information required to be disclosed pursuant to Section 197 of the Companies Act read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended.

Number of Meetings of the Board

During the financial year ended on 31st March, 2019 the Board of Directors of your Company have met 6 (Six) times viz. 30th May, 2018; 13th August, 2018; 13th November, 2018; 13th February, 2019; 23rd February, 2019 and 28th March, 2019. For further details, please refer Report on Corporate Governance of this Annual Report.

Directors' Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013 in relation to financial statements for the year ended 31st March, 2019, the Board of Directors to the best of their knowledge and ability, confirm/state that:

- in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departure;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the loss of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a 'going concern' basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Details of Committees of the Board

Composition of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, number of meetings held of each Committee during the financial year 2018-19 and meetings attended by each member of the Committee as required under the Companies Act, 2013 and SEBI LODR are provided in Corporate Governance Report forming part of this report.

The Recommendation by the Audit Committee as and when made to the Board has been accepted by it.

Material Changes and Commitment affecting the Financial Position of the Company

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 31st March, 2019 and the date of this report other than those disclosed in this report.

Significant and Material Orders passed by the Regulators or Courts or Tribunals

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

Maintenance of Cost Records

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act.

Subsidiary Companies and Joint Ventures

Your Company has one subsidiary company viz., EMDI (Overseas) FZ LLC, a wholly owned subsidiary. The Company is also one of the partners in EMDI Wedding Academy LLP (50% share).

There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013. Further there has been no material change in the nature of business of the subsidiaries.

The gross revenue of subsidiary for the financial year ended March 2019 stood at AED 1,689,825/- (Previous Year: AED 2,556,780). During the year, the Subsidiary Company's Profit stood at AED (1,148,811) (Previous year profit: AED 54,342).

The gross revenue of joint venture partnership for the financial year ended March 2019 stood at ₹ 0.40 as against ₹ 10.45 lakhs in the previous year. The profit before tax for the financial year ended March 2019 was ₹ 0.04 lakhs as against loss of ₹ (0.05) lakhs in the previous year.

Performance and Financial Position of Subsidiaries, Associates and Joint Venture Companies

As required under the Companies Act, 2013 and the Listing Regulations, the Company has prepared the Consolidated Financial Statements of the Company along with its subsidiary and joint venture partnership as per Accounting Standard which form part of the Annual Report and Accounts. Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of subsidiary company and joint venture partnership for the year ended 31st March, 2019 in Form AOC – 1 is attached to the financial statements of the Company.

The Company is one of the partner in EMDI Wedding Academy LLP (50% share). The said LLP is in process of winding up and capital has been repaid and profit has been distributed among the partners as per the partnership deed.

The Annual Accounts of the subsidiary company and joint venture partnership along with related detailed information will be made available to the shareholders of the Company seeking such information. The Annual Accounts of the subsidiary company and joint venture partnership are also kept for inspection by any members at the Registered Office of the Company on all working days except Saturdays, during business hours upto the date of the meeting.

Whistle Blower Policy/Vigil Mechanism

Your Company has framed Whistle Blower Policy to deal with instances of fraud and mismanagement, if any in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The details of the policy are given in Corporate Governance Report and policy is available on the Company's website www.greycellsltd.com.

Business Risk Management

Your Company has approved Risk Management Policy wherein all material risks faced by the Company are identified and assessed. For each of the risks identified, corresponding controls are assessed, and policies and procedure are put in place for monitoring, mitigating and reporting risk on a periodic basis.

Nomination and Remuneration Policy

As required under Section 178 of the Companies Act, 2013 the Board of Directors has approved the Nomination and Remuneration Policy, which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for determining qualifications, positive attributes, independence of Directors and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013. Gist of this policy are given in **Annexure - B** to this report. The detailed policy is available on the Company's website www.greycellsltd.com

Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted the Internal Complaint Committee as per the Act, to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. Your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. The policy is available on the Company's website www.greycellsltd.com.

The following is summary of sexual harassment complaints received and disposed off during the calendar year:

No. of complaints received	Nil
No. of complaints disposed off	Nil

Extract of Annual Report

The details forming part of the Extract of Annual Return in Form MGT – 9 as required under Section 92 of the Companies Act, 2013 is included in this report as **Annexure - C** and form integral part of this Report.

Auditors and Auditors' Report

Statutory Auditors

Pursuant to the provisions of Section 139 of the Act and the rules made thereunder, M/s. A. T. Jain & Co., Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Annual General Meeting (AGM) of the Company held on 29th September, 2017 till the conclusion of the AGM to be held in the year 2022.

The notes on accounts referred to in the Auditors' Report are self-explanatory and do not require further clarifications by the Board.

Secretarial Auditor

The Board has appointed M/s. A. K. Jain & Co., Company Secretaries, to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith marked as **Annexure - D** to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks or disclaimer. However the observation mentioned in the Secretarial Audit Report is self explanatory .

Instances of fraud, if any reported by the Auditors

There have been no instances of fraud reported by the Statutory Auditors or Secretarial Auditors under Section 143(12) of the Companies Act, 2013.

Adequacy of Internal Financial Control with reference to the financial statements

The Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis. The Internal Financial Control System has been routinely tested and certified by Statutory as well as Internal Auditors. Significant Audit observations and follow up actions thereon are reported to the Audit Committee.

Compliance with Secretarial Standards

The Company complies with Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Deposit from Public

The Company has not accepted any deposits from public within the purview of Chapter V of the Companies Act, 2013 and rules made thereunder. During the year under review and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Corporate Social Responsibility

In terms of Section 135 of the Companies Act, 2013, provisions of Corporate Social Responsibility are not applicable to the Company.

Particulars of Loans, Guarantees or Investments by Company

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements forms part of this report.

Related Party Transactions

All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis. No material related party transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were

entered during the year by your Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

All related party transactions are placed before the Audit Committee and also before the Board for approval on quarterly basis. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature.

The details of the related party transactions as required under Indian Accounting Standard (IND AS) 24 are set out in Note No. 32 to the standalone financial statements forming part of this Annual Report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations the Board of Directors of the Company has carried out annual evaluation of performance, Board, its Committees, individual directors and the Board as a whole after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking in to account the views of Executive Director and Non-executive Directors, performance evaluation of Independent Directors being evaluated.

Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo

a) Conservation of Energy

The Company is not involved in any manufacturing activity and hence has low energy consumption levels. Nevertheless, the Company makes all efforts to conserve and optimize the use of energy by using energy – efficient infrastructure, computers and equipments with latest technologies.

b) Technology Absorption and Research and Development

The Company's research and development focus is on developing new frameworks, processes and methodologies to improve the speed and quality of service delivery.

c) Foreign Exchange Earnings and Outgo

The earnings and expenditure in foreign exchange were as under:

Earning	₹ 2.72 lakhs
Expenditure	₹ 1.61 lakhs

Corporate Governance Report and Management's Discussion and Analysis Report

A separate section on Corporate Governance along with the Management Discussion & Analysis and certificate from the company secretary in whole time practice regarding compliance of conditions of Corporate Governance stipulated as per Part B and C of Schedule V of the Listing Regulations is annexed to and forms part of the Director's Report.

Pursuant to the provisions of the Listing Regulations, your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Regulations are complied with.

Acknowledgements

Your Directors wish to thank all Employees, Bankers, Investors, Business Associates, Advisors etc. for their continued support during the year.

By order of the Board of Directors of
Greycells Education Limited

Place : Mumbai
Date : 13th August, 2019

Abbas Patel
Chairman

Annexure – A**Details of Remuneration of Director**

Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amended Rules, 2016

- i) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under :

Sr. No.	Name of Director / KMP and Designation	% increase in Remuneration in the Financial Year 2018-19	Ratio of remuneration of each Director / to median remuneration of employees
1.	Ashwani Kumar Singh, Executive Director@	N.A.	N.A.
2.	Preeta D'Souza, Chief Executive Officer	N.A.	N.A.
4.	Dharmesh Parekh, Company Secretary	7%	N.A.
5.	Dhara Shah, Chief Financial Officer	N.A.	N.A.

@ Mr. Ashwani Kumar Singh appointed as an Executive Director of the Company w.e.f. November 13, 2018

Notes :

1. *Mr. Ashwani Kumar Singh is appointed as an Executive Director without any remuneration.*
 2. *None of the Non-Executive Directors has received any remuneration other than sitting fees during the financial year 2018-19.*
- ii) During the financial year, there was an abatement of Rs. 2,85,200/- in the median remuneration of the employees.
- iii) There were 14 permanent employees on the rolls of the Company during the financial year.
- iv) Average percentage increase made in the salaries of the employees other than the managerial personnel (Managing Director, CEO and Whole-time Director) in the FY 2018-19 is 8.21%.
- v) It is hereby affirmed that the remuneration paid during the year ended 31st March, 2019 is as per the Nomination & Remuneration Policy of the Company.

Annexure – B**Gist of Nomination and Remuneration Policy****1. Policy for appointment and removal of Director, KMP and Senior Management****(A) Appointment criteria and qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.
- c) The Committee shall devise a policy on Board diversity after reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board which will facilitate the Committee to recommend on any proposed changes to the Board to complement the Company's corporate strategy.

(B) Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

(C) Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

(D) Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

2. Policy relating to the remuneration for the Whole-time Director, KMP and Senior Management Personnel**(A) General:**

- a) The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage/ slabs/conditions laid down in the provisions of the Act.
- c) Term/Tenure of the Directors shall be as per company's policy and subject to the provisions of the Act.

- d) Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(B) Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**a) Fixed pay:**

The Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board. The breakup of the pay scale and quantum of perquisites shall be decided and approved by the Board/the Person authorized by the Board and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

(C) Remuneration to Non- Executive / Independent Director:**a) Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

b) Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be decided by the Board and subject to the limit as provided in the Act.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

Annexure - C

Form No. MGT – 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2019

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

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L65910MH1983PLC030838
ii)	Registration Date	14/09/1983
iii)	Name of the Company	Greycells Education Limited
iv)	Category / Sub – Category of the Company	Company limited by shares / Indian Non-Government Company
v)	Address of the Registered office and contact details	301, 3 rd Floor, Symphony, Durga Niwas, Nehru Road, Near Sathaye College Stop, Vile Parle (East), Mumbai - 400057 Tel : 022-2663 6360
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059 Tel : 022 62638200 Fax : 022 62638299

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main services	NIC Code of the service	% to total turnover of the company
1.	Education	85499	89.65

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	EMDI (Overseas) FZ LLC Block 15, 1 st Floor, Office F10, Dubai Knowledge Village, Dubai, UAE, PO Box 500499	N.A.	Wholly Owned Subsidiary	100%	2(87)
2	EMDI Wedding Academy LLP Forum Building, 1 st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013	AAB-7212	Joint Venture Partner	50%	-

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category – wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2018)				No. of Shares held at the end of the year (As on 31st March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1085750	0	1085750	13.73	1127750	0	1127750	14.26	0.53
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	2858841	0	2858841	36.15	2858841	0	2858841	36.15	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other..	0	0	0	0	0	0	0	0	0
Sub – total (A)(1):	3944591	0	3944591	49.88	3986591	0	3986591	50.41	0.53

(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other..	0	0	0	0	0	0	0	0	0
Sub –total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	3944591	0	3944591	49.88	3986591	0	3986591	50.41	0.53
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs/FPIs	557743	0	557743	7.05	545731	0	545731	6.90	(0.15)
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub – total (B)(1):	557743	0	557743	7.05	545731	0	545731	6.90	(0.15)
2. Non – Institutions									
a) Bodies Corp.									
i) Indian	1008472	8100	1016572	12.86	1060946	8100	1069046	13.52	0.66
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	447393	8609	456002	5.77	404658	8609	413267	5.23	(0.54)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	776716	0	776716	9.82	707331	0	707331	8.94	(0.88)
c) Others (NBFC registered with RBI)	81	0	81	0.00	81	0	81	0.00	0.00
Clearing Member	14949	0	14949	0.19	44607	0	44607	0.56	0.37
Non Resident Indians (NRI)	1141061	0	1141061	14.43	1141061	0	1141061	14.43	0.00
Sub – total (B)(2):-	3388672	16709	3405381	43.06	3358684	16709	3375393	42.68	(0.38)
Total Public Shareholding (B)=(B)(1)+(B)(2)	3946415	16709	3963124	50.12	3904415	16709	3921124	49.58	(0.53)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7891006	16709	7907715	100	7891006	16709	7907715	100	0

ii) Shareholding of Promoters

SI No	Shareholder's Name	Shareholding at the beginning of the year (As on 1 st April, 2018)			Shareholding at the end of the year (As on 31 st March, 2019)			% 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	Krisma Investments Private Limited	2613341	33.05	0	2613341	33.05	0	0
2	Bela Desai	884100	11.18	0	884100	11.18	0	0
3	Sanjiv K Chainani	41650	0.53	0	41650	0.53	0	0
4	Malka Sanjiv Chainani	160000	2.02	0	202000	2.55	0	0.53
5	Value Line Advisors Private Limited	215500	2.73	0	245500	3.10	0	0.38
	Total	3944591	49.88	0	3986591	50.41	0	0.53

iii) Change in Promoters' shareholding

SI No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Malka Sanjiv Chainani				
	At the beginning of the year	160000	2.02	160000	2.02
	Market Purchase as on March 15, 2019	42000	0.53	202000	2.55
	At the End of the year	202000	2.55		
2	Value Line Advisors Pvt Ltd@				
	At the beginning of the year	215500	2.73	215500	2.73
	shares transferred on September 14, 2018	30000	0.38	245500	3.10
	At the End of the year	245500	3.10		

@Pursuant to Scheme of Amalgamation in the matter of Value Line Advisors Pvt Ltd (Transferee Company) with Value Line Equity Pvt Ltd (Transferor Company) and Systematik Finvest Pvt Ltd (Transferor Company) approved by Honorable NCLT, Mumbai Bench

iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SI No.	Name of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Koppara Sajeev Thomas				
	As on 1 st April, 2018	784390	9.92	784390	9.92
	No Movement During the year	-	-	-	-
	As on 31 st March, 2019	784390	9.92		
2	LTS Investment Fund Limited				
	As on 1 st April, 2018	297264	3.76	297264	3.76
	Market Sale on 21.12.2018	-50000	0.63	247264	3.13
	Market Purchase on 08.03.2019	26988	0.34	274252	3.47
	Market Purchase on 15.03.2019	11000	0.14	285252	3.61
	As on 31 st March, 2019	285252	3.61		
3	Indu P Jain				
	As on 1 st April, 2018	242550	3.07	242550	3.07
	No Movement During the year	-	-	-	-
	As on 31 st March, 2019	242550	3.07		
4	Primesec Investments Limited				
	As on 1 st April, 2018	230601	2.92	230601	2.92
	No Movement During the year	-	-	-	-
	As on 31 st March, 2019	230601	2.92		

5	Keynote Fincorp Limited				
	As on 1 st April, 2018	199445	2.52	199445	2.52
	No Movement During the year	-	-	-	-
	As on 31 st March, 2019	199445	2.52		
6	India Max Investment Fund Ltd				
	As on 1 st April, 2018	160679	2.03	160679	2.03
	No Movement During the year	-	-	-	-
	As on 31 st March, 2019	160679	2.03		
7	Judith Investments Pvt Ltd				
	As on 1 st April, 2018	137000	1.73	137000	1.73
	No Movement During the year	-	-	-	-
	As on 31 st March, 2019	137000	1.73		
8	Varanium India Opportunity Ltd				
	As on 1 st April, 2018	99800	1.26	99800	1.26
	No Movement During the year	-	-	-	-
	As on 31 st March, 2019	99800	1.26		
9	Chetan Rasiklal Shah				
	As on 1 st April, 2018	81500	1.03	81500	1.03
	No Movement During the year	-	-	-	-
	As on 31 st March, 2019	81500	1.03		
10	Prime Securities Limited				
	As on 1 st April, 2018	79000	1.00	79000	1.00
	No Movement During the year	-	-	-	-
	As on 31 st March, 2019	79000	1.00		

iv) **Shareholding of Directors and Key Managerial Personnel:**

Sl No.	Name of Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Bela Desai, Non-Executive Director				
	As on 1 st April, 2018	884100	11.18	884100	11.18
	No movement during the year	-	-	-	-
	As on 31 st March, 2019	884100	11.18		
2.	Abbas Patel, Independent, Non-Executive Director				
	As on 1 st April, 2018	40000	0.51	40000	0.51
	No movement during the year	-	-	-	-
	As on 31 st March, 2019	40000	0.51		
3.	Anil Naik, Independent, Non-Executive Director				
	As on 1 st April, 2018	0	0	0	0
	No movement during the year	-	-	-	-
	As on 31 st March, 2019	0	0		
4.	Ashwani Kumar Singh, Executive Director@				
	As on 1 st April, 2018	0	0	0	0
	No movement during the year	-	-	-	-
	As on 31 st March, 2019	0	0		
5.	Dharmesh Parekh, Company Secretary				
	As on 1 st April, 2018	0	0	0	0
	No movement during the year	-	-	-	-
	As on 31 st March, 2019	0	0		

6. Preeta D'Souza, Chief Executive Officer				
As on 1 st April, 2018	0	0	0	0
No movement during the year	-	-	-	-
As on 31 st March, 2019	0	0		
7. Dhara Shah, Chief Financial Officer				
As on 1 st April, 2018	0	0	0	0
No movement during the year	-	-	-	-
As on 31 st March, 2019	0	0		

@Mr. Ashwani Kumar Singh has appointed as an Executive Director of the Company w.e.f. November 13, 2018

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
• Addition	0	70,25,000	0	0
• Reduction	0	0	0	0
Net change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	70,25,000	0	0
ii) Interest due but not paid	0	1,22,892	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	71,47,892	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Ashwani Kumar Singh - Executive Director	
1.	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- As % of profit	-	-
	- Others, specify	-	-
5.	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)	-	-

B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Bela Desai	Anil Naik	Abbas Patel	
1.	Independent Directors				
	• Fee for attending board / committee meetings	-	7,500	9,000	16,500
	• Commission	-	-	-	-
	• Others - Conveyance	-	1,000	1,000	2,000
	Total (1)	-	8,500	10,000	18,500
2.	Other Non-Executive Directors				
	• Fee for attending board / committee meetings	9,000	-	-	9,000
	• Commission	-	-	-	-
	• Others -Conveyance	1,000	-	-	1,000
	Total (2)	10,000	-	-	10,000
	Total (B) = (1+2)	10,000	8,500	10,000	28,500
	Total Managerial Remuneration	-	-	-	47,000
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)	-	-	-	-

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Dharmesh Parekh (CS)	Preeta D'Souza (CEO)	Dhara Shah (CFO)
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,68,402	20,62,700	3,26,250
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- As % of profit	-	-	-
	- Others, specify	-	-	-
5.	Others – Reimbursement of Expenses	15,000	3,93,901	-
	Total	15,83,402	24,56,601	3,26,250

D. 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	-	-	-	-	-

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2019

[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

Greycells Education Limited

301,3rd Floor, Durga Niwas, CTS 1242,
Symphony, Nr Sathaye College Stop,
Nehru Road, Vile Parle (East),
Mumbai – 400057.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Greycells Education Limited** (CIN: L65910MH1983PLC03083B) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 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) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the Audit Period**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during the Audit Period**);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**);

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable to the Company during the Audit Period**); and

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) The management has confirmed that there is/ are no sector specific laws applicable to the Company during the Audit Period.

We have also examined compliance with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. **subject to observation that the Company does not have an optimum combination of the Executive and Non-Executive Directors as per Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the quarter ended June and September, 2018.**

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except the above observation. 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.

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.

Decisions at the meetings of the Board of Directors were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

We 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.

We further report that during the audit period, the specific events/actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. are mentioned below:

Date of event	Details of the specific events/ actions bearing on Company's affairs pursuant to the above referred laws, rules, regulations, guidelines etc.
28.09.2018	The Company has increase its Authorised Share Capital from Rs.11.17 Crores to Rs.16 Crores at their previous Annual General Meeting.
28.09.2018	The members of the Company has authorised the Board/ its Committees to raise funds by further issue of Securities for an amount not exceeding Rs.50 Crores.
27.03.2019	The members have accorded and authorized Board to make investments/extending loans or giving guarantees or providing securities in connection with loans to persons/ body corporate(s) under Section 186 of the Companies Act, 2013 by way of Postal Ballot and the results of which were accounted on 28 th March, 2019.

For A. K. Jain & Co.
Company Secretaries

Ashish Kumar Jain
Proprietor
FCS:6058 COP: 6124

Place: Mumbai
Date: 13th August, 2019

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

ANNEXURE "A"

To

The Members

Greycells Education Limited

301, 3rd Floor, Durga Niwas, CTS 1242,

Symphony, Nr Sathaye College Stop,

Nehru Road, Vile Parle (East),

Mumbai – 400057.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For A. K. Jain & Co.
Company Secretaries

Ashish Kumar Jain
Proprietor
FCS:6058 COP: 6124

Place: Mumbai

Date: 13th August, 2019

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A brief statement on Company's Philosophy on Code of Governance

Your Company's philosophy on Corporate Governance is aimed at optimizing the balance between stakeholders' interest and corporate goals through the efficient conduct of its business and meeting their obligation in a manner that is guided by trusteeship, transparency, accountability and integrity. It provides the fundamental systems, processes and principles that promote objective decision making, performance based management and a corporate culture that is characterized integrity and fairness in all dealings.

Your Company practices the highest standards of corporate behavior towards its stakeholders, people and our business partners and society at large. Greycells endeavors its best to constantly comply with these aspects in letter and spirit, in addition to the statutory compliances as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR Regulations).

COMPLIANCE WITH SEBI CODE OF CORPORATE GOVERNANCE

1. Board of Directors

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. Six meetings of the Board of Directors were held during the year ended March 31, 2019 on 30.05.2018, 13.08.2018, 13.11.2018, 13.02.2019, 23.02.2019 and 28.03.2019 respectively. The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI LODR Regulations.

Attendance of Directors at the Board Meetings & Annual General Meeting are as under:

Sr. No.	Names of Director	Number of Meetings held whilst a Board Member	Number of Board meetings attended	Whether attended last AGM held on 28.09.2018
1	Bela Desai	6	6	Yes
2	Abbas Patel	6	6	Yes
3	Anil Naik	6	5	Yes
4	Ashwani Kumar Singh@	4	3	N.A.

@Mr. Ashwani Kumar Singh has appointed as an Additional Director w.e.f. 13th November, 2018

The Directors of the Company possess highest personal and professional ethics, integrity and values, and are committed to representing the long term interest of the stakeholders. As on 31st March, 2019, the Company's Board comprises 4 (Four) Directors with considerable experience in their respective fields and one Director is a Executive Director and all other Directors are Non-Executive Directors including one woman director and two Independent Directors. In every Board meeting, the Directors present elect chairperson to preside over the meeting. The Board has appointed Executive Director in its Board Meeting held on 13th November, 2018.

Details of Composition, Category of Directors, their other Directorships, Committee memberships:

Composition and Category of Directors						
Sr. No	Name	Designation	Category	Directorship in other companies (excluding the Company)	Board Committees on which member (including the Company)	Board Committees on which chairperson (including the Company)
1	Ashwani Kumar Singh@	Executive Director	Non-independent, Executive Director	6	1	-
2	Abbas Patel	Director	Independent, Non-Executive Director	1	1	2
3	Bela Desai	Director	Promoter, Non-Executive Director	1	2	1
4	Anil Naik	Director	Independent, Non-Executive Director	4	5	2

@Mr. Ashwani Kumar Singh has appointed as an Additional Director w.e.f. 13th November, 2018

No Director is related to any other Director on the Board in terms of the definition of relative given under the Companies Act, 2013.

A brief profile of the Director offering himself/herself for appointment/re-appointment at the Annual General Meeting is provided in the annexure annexed to the notice convening the Annual General Meeting for the year 2019.

None of the Directors is a member of more than ten (10) Board-level committees or Chairman of more than five (5) such committees as required under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further none of the Non-Executive and Independent Directors are Independent Director in more than seven listed entities as required under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Directorship of Directors in Listed Entities other than this Company as on March 31, 2019:

Name of Director	Directorship in Listed company other than this Company	Category of Directorship held in listed entities other than this Company
Mr. Abbas Patel	-	-
Ms. Bela Desai	-	-
Mr. Ashwani Kumar Singh	Centrac Technologies Ltd	Managing Director
Dr. Anil Naik	1. Indoco Remedies Ltd 2. Dai-ichi Karkaria Ltd	Independent Director Independent Director

Information placed before the Board

The Company provides the information as set out in Regulation 17(7) read with Part A of Schedule II of SEBI LODR Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Independent Directors Meeting

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI LODR Regulations, the Board has carried out the annual performance evaluation of its own performance. During the year under review, the Independent Directors met on August 13, 2019, inter alia:

- to review the performance of Non Independent Directors and the Board of Directors as a whole;
- to review the performance of the Chairperson of the Board, taking into account the views of the Executive and Non-Executive Directors;
- access the quality, quantity and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties;

The Directors expressed their satisfaction with the evaluation process.

Skills /expertise /competence matrix of the Board of Directors

Pursuant to provisions in sub-para 2(h) of Part C of Schedule V of the Listing Regulations given below is the list of core skills/expertise/competencies that the Company's Board has identified as particularly valuable to the effective oversight and functioning of the Company:

Skill / Experience/Competency	Available with Board
Board Experience: Experience as a Director of a Company	Yes
Planning Experience: Experience in business/corporate planning	Yes
Leadership Experience: Experience serving as a Chairperson of a Corporate/Committee, or in other positions of leadership	Yes
Financial and Accounting Expertise: Qualifications and experience in accounting and/or finance and the ability to comprehend company accounts, financial material presented to the board and financial reporting requirements.	Yes
Risk Assessment: Experience in the process of identifying principal corporate risks and to ensure that management has implemented the appropriate systems to manage risk.	Yes
Legal, Regulatory and Compliance: Experience in law and compliance.	Yes
Strategy: Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies for the Company.	Yes

Confirmation as regards Independence of Independent Directors

In the opinion of the Board, both the existing Independent Directors who are proposed to be re-appointed at the ensuing Annual General Meeting, fulfils the conditions specified in the SEBI Listing Regulations and are independent of the Management.

Familiarization programme for Independent Directors

The Company has familiarized its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Further, on an ongoing basis as a part of Agenda of Board/Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the company's and its subsidiaries/joint venture businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, roles, rights, responsibilities of the Independent Directors under various and other relevant matters. The details of familiarization programme and terms and conditions for appointment of Independent Directors are available on website of the Company www.greycellsitd.com

Details of Shareholdings held by Non-Executive Directors are as follows:

Name of Director	Equity Shares held
Abbas Patel	40,000
Bela Desai	8,84,100
Anil Naik	Nil

2. Audit Committee

The Company has a qualified and independent Audit Committee with all its members being Non-Executive Directors, to oversee the accounting and financial governance of the Company. The Committee acts as a link between the management, statutory auditors and the Board of Directors. The Audit Committee met 4 (four) times during the year 2018-2019 on 30.05.2018, 13.08.2018, 13.11.2018 and 13.02.2019 respectively. Details of Committee meetings held during the year ended 31st March, 2019 and attendance of members are as under:

Sr. No.	Name	Designation	Category	Number of meetings	
				Held	Attended
1	Abbas Patel	Chairman & Member	Independent, Non-Executive Director	4	4
2	Bela Desai	Member	Promoter, Non-Executive Director	4	3
3	Anil Naik	Member	Independent, Non-Executive Director	4	4

Mr. Dharmesh Parekh is a Secretary of the Audit Committee.

The recommendations of the Committee on the proposals requiring Board approval were duly accepted by the Board.

The role and terms of reference of the Audit Committee covers the areas mentioned in Part C of Schedule II read with Regulation 18 of the SEBI LODR Regulations and Section 177 of the Companies Act, 2013 as amended from time to time, which inter alia includes:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- 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;
- monitoring the end use of funds raised through public offers and related matters.

3. Nomination and Remuneration Committee

The Company has constituted Nomination and Remuneration Committee at the Board level with the powers and roles that are in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI LODR Regulations. During the year under review, the Committee met one time on 13.11.2018. Details of attendance by the Committee members are as under:

Sr. No.	Name	Designation	Category	Number of Meetings	
				Held	Attended
1	Abbas Patel	Chairman & Member	Independent, Non-Executive Director	1	1
2	Bela Desai	Member	Promoter, Non-Executive Director	1	1
3	Anil Naik	Member	Independent, Non-Executive Director	1	1

The terms of reference of the Committee:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board for their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Performance Evaluation of Independent Directors

The Performance Evaluation of Independent Directors was done by the entire Board of Directors excluding the director being evaluated. The evaluation questionnaire form in respect of each independent director was filled up by the directors. The independent directors were evaluated on the basis of criteria such as skills, knowledge, discharge of duties, level of participation in the meetings etc.

Nomination & Remuneration Policy

The Company has a credible and transparent policy in determining and accounting for the remuneration of Directors. The remuneration policy is aimed at attracting and retaining high caliber talent. Executive Director is entitled for the remuneration by way of salary and commission not to exceed limits prescribed under the Companies Act, 2013 read with Schedule V of the said Act.

On recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th November, 2018, appointed Mr. Ashwani Kumar Singh as a Whole-time Director designated as 'Executive Director' of the Company for a period of three years with effect from November 13, 2018 to November 12, 2021 (both days inclusive) without any remuneration.

Remuneration to Directors as given in Schedule V of Part C

Apart from drawing remuneration by the Whole Time Director, none of the Directors except Ms. Bela Desai, Proprietor in M/s. La Consultants which renders consultancy services to the Company, have any other materially significant related party transactions, pecuniary relationship or transaction with the Company.

No compensation is paid to Non-Executive Directors except sitting fees.

4. Stakeholders Relationship Committee

In accordance with Section 178 of Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations, the Company has constituted Stakeholders Relationship Committee to consider transfer of shares and resolve the grievances of security holders of the company including complaints related to transfer of shares, non-receipt of dividends, interest, non-receipt of balance sheet etc.

During the year under review, the Committee met four times, details of attendance by the Committee members are as under:

Sr. No.	Name	Designation	Category	Number of Meetings	
				Held	Attended
1	Bela Desai	Chairperson & Member	Promoter, Non-Executive Director	4	4
2	Abbas Patel	Member	Independent, Non-Executive Director	4	4
3	Ashwani Kumar Singh@	Member	Non - independent, Executive Director	-	-

@Mr. Ashwani Kumar Singh has appointed a member of Stakeholders of Relationship Committee w.e.f. 28th March, 2019

Mr. Dharmesh Parekh – Company Secretary is the Compliance Officer of the Company.

During the year ended March 31, 2019 the Company has not received any complaint from investors.

Status of Investor complaints received during the year under review is as follows:

Particulars	Pending as on 1st April, 2018	Received during the year	Disposed during the year	Pending as on 31st March, 2019
No. of Complaints	Nil	Nil	Nil	Nil

5. Risk Management Committee

Pursuant to Regulation 21(5) of the SEBI LODR Regulations, it is not mandatory for the Company to constitute Risk Management Committee. The Company has formulated and adopted Risk Management Policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The Risk Management Policy is available on the website of the Company www.greycellsLtd.com

6. Subsidiary Company

During the year under review, the Company has one unlisted subsidiary company namely EMDI (Overseas) FZ LLC, a wholly owned subsidiary company. The Audit Committee reviews the financial statement of the subsidiary company. The statements of all significant transactions of the unlisted subsidiary company are placed regularly placed before the Board of Directors for their review.

The Company is one of the partner in EMDI Wedding Academy LLP (50% share). The Audit Committee also reviews the financial statement of the LLP. The statements of all significant transactions

of the LLP are placed regularly before the Board of Directors for their review. The policy on determining material subsidiaries is available on website of the Company www.greycellsltd.com

7. Loans and advances in the nature of loan to subsidiaries

Information pursuant to Part A of Schedule V of the SEBI LODR Regulations

(₹ in Lakhs)

Name of the Company	Balance as at 31 st March, 2019	Maximum Outstanding during the year
EMDI (Overseas) FZ LLC	127.33	127.33

8. Disclosures

The Board reviews the risk assessment and minimization procedure from time to time. The risk management issues are discussed in detail in the report of Management Discussion and Analysis.

The Management Discussion and Analysis Report is prepared in accordance with the requirements laid out in Schedule V of the SEBI LODR Regulations.

9. Electronic Service of Documents to Members at the Registered Email Address

As a responsible corporate citizen, your Company has been continuously supporting the “Green Initiatives” taken by the Ministry of Corporate Affairs, Government of India (MCA) and Securities and Exchange Board of India (SEBI).

Accordingly, in respect of members who have registered their email addresses, the Company have been dispatching all documents vide electronic form.

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rules provides that advance opportunity should be given at least once in a financial year to the members for registering their email address and changes therein, as may be applicable.

Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository for communication purposes. As regards members whose shareholding is held in physical form, the financial statements may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors’ Report, Auditors’ Report and any other future communication (hereinafter referred as “documents”) in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter “registered email address”) and made available to us, which has been deemed to be the member’s registered email address for serving the aforesaid documents.

To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/updated from time to time. We wish to reiterate

that members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and members holding shares in physical form have to write to our RTA, M/s Bigshare Services Private Limited at their specified address, so as to update their registered email address from time to time.

Please note that the Annual Report of the Company will also be available on the Company’s website www.greycellsltd.com for viewing/downloading. However, in case you do desire to receive the Annual Report in physical form, you are requested to inform us by sending an email to companysecretary@greycellsltd.com indicating your decision. You will be entitled to receive a copy of the annual report at free of cost. Physical copies of the Annual Report will also be available at our Registered Office in Mumbai for inspection during office hours. Physical copies will be sent to those shareholders who do not have valid e-mail address.

10. Chief Executive Officer and CFO Certification

Certificate on Financial Statements from Mr. Ashwani Kumar Singh, Executive Director and Ms. Dhara Shah, Chief Financial Officer of the Company in terms of Regulation 17(8) of the SEBI LODR Regulations was placed before the Board of Directors of the Company at their meeting held on 24th May, 2019.

11. Company Secretary’s Certificate on Corporate Governance

Certificate from M/s. A. K. Jain & Co., Company Secretaries in terms of Part E of Schedule V of the SEBI LODR Regulations is attached and forms part of this report.

12. Other Disclosures

Materially significant related party transactions

All transactions entered with related parties for the year under review were on arm’s length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. A comprehensive list of related party transactions as required by Indian Accounting Standard (Ind AS) 24 issued by the Institute of Chartered Accountants of India, forms part of Note no. 32 of Notes to Financial Statements in the Annual Report.

There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. There are no material pecuniary transactions with any Non-Executive as well as Independent Directors of the Company that requires a separate disclosure.

Pursuant to Regulation 23 of the SEBI LODR Regulations the Company has formulated policy on Materiality of Related Party Transactions and the same is available on website of the Company www.greycellsltd.com.

Details of Non-compliance

The Company has complied with the requirements of the SEBI LODR Regulations as well as the regulations/guidelines prescribed by the Securities and Exchange Board of India. There has been no instance of non-compliance by the Company or no penalties were imposed on the Company by the BSE Limited or SEBI or any other statutory authority on any matter related to capital market during the last three years.

Whistle Blower Policy/Vigil Mechanism

Your Company's Whistle Blower Policy is in line with the provisions of the sub-section 9 and 10 of Section 177 of the Companies Act and Regulation 22 of the SEBI LODR Regulations. The Company has adopted a Whistle Blower Policy to provide appropriate avenues to the employees to bring to the attention of the management any issue which is perceived to be in violation of illegal, unethical behavior or in conflict with the fundamental business principles of the Company. The employees are encouraged to raise any of their concerns by way of whistle blowing and none of the employees have been denied access to the Audit Committee. All cases registered under the Code of Business Principles and the Whistle Blower Policy of the Company, are reported to the members of Audit Committee for their review. The Whistle Blower Policy is available on the website of the Company www.greycellsltd.com

Audit Fees

The fees paid by the Company and its subsidiaries (on a consolidated basis) to the statutory auditors and its network firm during the financial year 2018-19 are as under:

Sr. No.	Services provided	Amount in Rs.
1	Audit Fees	5,32,830
2	Audit Under Other Statutes	54,000
3	Certification	65,000
4	Reimbursement of Expenses	--
	Total	6,51,830

Note: The audit fees paid by the subsidiaries to the statutory auditor has been clubbed and shown under the head Legal and Professional Fees in the Consolidated Financial Statement.

Disclosures with respect to Demat Suspense Account / Unclaimed Suspense Account

The Company does not have any shares lying in its Demat Suspense Account / Unclaimed Suspense Account.

All mandatory requirements as per Chapter IV of the Listing Regulations have been complied with by the Company.

13. General Body Meetings**Location and time of last three AGMs held**

Year ended 31 st March	Date of AGM	Time of AGM	Venue
2018	September 28, 2018	3.00 p.m.	Forum Building, 1 st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013
2017	September 29, 2017	3.00 p.m.	Forum Building, 1 st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013
2016	September 30, 2016	4.00 p.m.	Forum Building, 1 st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013

Special Resolution(s) passed in the last three Annual General Meetings:

- Adoption of new set of Articles of Association of the Company – Annual General Meeting held on 29th September, 2017.

- Raising of funds by Issue of Securities – Annual General Meeting held on 28th September, 2018.

During the year under review, the following special resolution was passed by the Company's shareholders through postal ballot under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014:

- Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / body corporate(s).

The Company has appointed Mr. Ashish Kumar Jain, Proprietor of A. K. Jain & Co., Company Secretaries (holding CP No. 6124) as Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. Postal Ballot Forms received upto the close of working hours on March 27, 2019 had been considered and the result of Postal Ballot was announced on March 28, 2019 at the Registered Office of the Company. The details of results of Postal Ballot are as under:

		Votes in favour of the Resolutions	Votes against the Resolutions	Invalid Votes	Total
Resolution for Increase in the limits applicable for making investments / extending loans	E-voting	37,97,654	1	0	37,97,655
	Poll	0	0	0	0
	Ballot	55	6	0	61

Further, no resolution proposed at the ensuing Annual General Meeting needs to be passed through Postal Ballot.

14. Means of communications

Quarterly/annual results are published in Free Press Journal & Nav Shakti. All vital information relating to the Company viz. financial results, annual reports, shareholding patterns, press releases, information on new developments and business opportunities are available on the Company's website www.greycellsltd.com and the copies of the same are also sent to BSE Ltd. Shareholders information forms part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time and Venue	Monday, September 30, 2019 at 3.00 p.m. at 301, 3 rd Floor, Symphony, Durga Niwas, Nehru Road, Near Sathaye College Stop, Vile Parle (East), Mumbai – 400057
Financial Year 1 st April – 31 st March	
- Financial reporting for the quarter ending June 30, 2019	On or before August 14, 2019
- Financial reporting for the quarter ending September 30, 2019	On or before November 14, 2019
- Financial reporting for the quarter ending December 31, 2019	On or before February 14, 2020
- Financial reporting for the year ending March 31, 2020	On or before May 30, 2020
Date of Book Closure	23 rd September, 2019 to 30 th September, 2019 (both days inclusive)
Dividend Payment Date	N.A.

Listing on Stock Exchanges and Address	BSE Limited PJ Towers, Dalal Street, Mumbai 400 001
Stock Code	Code – 508918
Listing Fees	The Listing fees paid to the BSE for the financial year 2018-19
Market price data	The Company's shares are non-frequently traded
Registrar and Share Transfer Agents	Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059 Tel : 022 62638200 Fax : 022 62638299 Email: investor@bigshareonline.com
Share Transfer System	Shares transfers in physical form are registered and returned within 15 days of lodgment, if documents are clear in all respects and demat request are normally confirmed within prescribed time from date of the receipt. During the year, the Company has not received any transfer of shares in physical form.
SEBI Complaints Redress System (SCORES)	The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralized data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.
Dematerialization of shares and liquidity	The Company's equity shares have been admitted in electronic/dematerialized mode by both Central Depository Services (India) Limited and National Securities Depository Limited under the International Securities Identification Number (ISIN) INE791H01011. This number is required to be mentioned in each correspondence relating to the dematerialization of shares of the Company. As on 31st March, 2019, 78,91,006 equity shares representing 99.79% of the company's total number of shares have been dematerialized.
E-Voting facility to members	In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide members the facility to exercise their right to vote at the 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).

Plant Locations	N.A.
Registered Office and Address for correspondence	GREYCELLS EDUCATION LTD. 301, 3 rd Floor, Symphony, Durga Niwas, Nehru Road, Near Sathaye College Stop, Vile Parle (East), Mumbai – 400057
Outstanding GDRs/ ADRs / Warrants or any convertible instruments	N.A.

The Company has not received any complaint during the financial year ended 31st March, 2019 relating to sexual harassment at workplace. Further following is a summary of sexual harassment complaints received and disposed off during the year:

No. of Complaints filed during the year	Nil
No. of Complaints disposed off during the year	Nil
No. of Complaints pending as on the end of the financial year	Nil

Stock Market Data

The Monthly High and Low quotation of equity shares traded on BSE are as under:

Month	BSE	
	High (₹)	Low (₹)
April' 18	--	--
May' 18	42.00	34.00
June' 18	36.00	34.25
July' 18	38.50	31.95
August' 18	36.00	34.20
September' 18	37.00	34.00
October' 18	35.15	32.75
November' 18	31.15	29.60
December' 18	32.00	26.75
January' 19	40.00	28.90
February' 19	40.00	36.10
March' 19	38.00	29.80



• **Distribution of Shareholding as on March 31, 2019**

Distribution – As on March 31, 2019				
Range	Shareholders		Shares	
No. of Shares	Numbers	% to Total	Numbers	% to Total
1 – 500	592	75.22	71683	0.91
501 – 1000	47	5.97	38885	0.49
1001 – 2000	41	5.21	67015	0.85
2001 – 3000	15	1.91	38869	0.49
3001 – 4000	10	1.27	36152	0.46
4001 – 5000	9	1.14	42401	0.53
5001 – 10000	24	3.05	181959	2.30
10001 and above	49	6.23	7430751	93.97
Total	787	100.00	79,07,715	100.00

• **Shareholding Pattern as on March 31, 2019**

Category	No. of shares held	Percentage of shareholding
Promoter's holding		
- Indian Promoters	39,86,591	50.41%
- Foreign Promoters	--	--
Non-Promoters Holding		
Foreign Portfolio Investors	3,85,052	4.87%
Foreign Institutional Investors	1,60,679	2.03%
Bodies Corporate	10,69,046	13.52%
Indian Public	11,20,598	14.18%
NBFCs registered with RBI	81	0.00%
Clearing Member	44,607	0.56%
Non-Resident Indians	11,41,061	14.43%
Total	79,07,715	100.00%

Disclosure of Compliance with Corporate Governance requirement specified in Regulation 17 to 27 and Clause (b) to (i) of Sub-regulation(2) of Regulation 46 is mentioned below:

The Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015 except that the Company does not have optimum combination of the Executive and Non Executive Directors as per Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th November, 2018, appointed Mr. Ashwani Kumar Singh as a Whole-time Director designated as 'Executive Director' of the Company for a period of three years with effect from November 13, 2018 to November 12, 2021 (both days inclusive) without any remuneration.

Regulation No.	Particulars	Compliance Status
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	N.A.
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Subsidiary Company	Yes
25	Independent Directors	Yes
26	Directors and Senior Management	Yes
27	Other Corporate Governance Requirements	Yes
46(2)(b) to (i)	Website	Yes

Discretionary Disclosures

The Company is in compliance with all mandatory requirements of Listing Regulations except those mentioned in the above point. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

- Shareholders' Rights: As the quarterly and half yearly financial results are published in the newspaper and are also posted on the Company's website, the same are not being separately to the shareholders.
- Audit Qualifications: The notes on accounts referred to in the Auditors' Report are self-explanatory and do not require further clarifications by the Board.
- Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.
- The Policy on dealing with related party transactions is disclosed on website of the Company and the same may be accessed at www.greycellsltd.com

Commodity Price risk or foreign exchange risk and hedging activities

Commodity Price Risk / Foreign Exchange Risk and Hedging is not applicable to the company.

Auditors Certificate on Corporate Governance

The Company has obtained a Certificate from the auditors of the Company, certifying the Compliance with the requirements of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and same is annexed to the report.

Certificate of Non-disqualification of Directors

The Company has obtained a Certificate from the Practicing Company Secretaries certifying that the none of the directors on the board of the Company as on 31st March, 2019 have being debarred or disqualified from being appointed or continue as a director of the Companies by the SEBI/ Ministry of Corporate Affairs (MCA) or any other Statutory authority and same is annexed to the report.

Declaration

I, Ashwani Kumar Singh, Executive Director of Greycells Education Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2019.

For Greycells Education Limited

Place: Mumbai
Date: May 24, 2019

Ashwani Kumar Singh
Executive Director

CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Greycells Education Limited
301, 3rd Floor, Durga Niwas, CTS 1242,
Symphony, Nr Sathaye College Stop,
Nehru Road, Vile Parle (East),
Mumbai - 400057.

We have examined the compliance of conditions of Corporate Governance by Greycells Education Limited ('the Company') for the year ended 31st March, 2019, as stipulated in Regulations 17 to 27, 46 (2) (b) to (i) and Para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

We state that the compliance of conditions of Corporate Governance is the responsibility of the management and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the management, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under the Listing Regulations, **except that the Company does not have an optimum combination of the Executive and Non-Executive Directors as per Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the quarter ended June and September, 2018.**

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For A. K. Jain & Co.
Company Secretaries

Ashish Kumar Jain
Proprietor
FCS:6058 COP: 6124

Place: Mumbai
Date: 13th August, 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
GREYCELLS EDUCATION Limited
301, 3rd Floor, Durga Niwas, CTS 1242,
Symphony, Nr Sathaye College Stop,
Nehru Road, Vile Parle (East),
Mumbai -400057.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Greycells Education Limited (CIN:L65910MH1983PLC030838) and having registered office at 301, 3rd Floor, Durga Niwas, CTS 1242, Symphony, Nr Sathaye College Stop, Nehru Road, Vile Parle (East), Mumbai -400057 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10(i) of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment
1	Mr. Anil Mahadeo Naik	00002670	01/07/2008
2	Mr. Abbas Abdulali Patel	00547281	30/08/2006
3	Ms. Bela Naishadh Desai	00917442	31/10/2005
4	Mr. Ashwani Kumar Singh	03388771	13/11/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A. K. Jain & Co.
Company Secretaries

Ashish Kumar Jain
Proprietor
FCS:6058 COP: 6124

Place: Mumbai
Date: 13th August, 2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Education Industry

India has the largest population in the world in the age bracket of 5-24 years which presents a large number of opportunities in the education space. There is a high demand supply gap in the sector in India. India holds an important place in the global education industry. India has one of the largest networks of higher education institutions in the world. However, there is still a lot of potential for further development in the education system. India's higher education segment is expected to increase to US\$ 35.03 billion by 2025. As of December 2018, internet penetration in India had reached 46.13 per cent. Increasing internet penetration will help in education delivery.

The Indian Government has placed great importance on education and has supported this sector with various initiatives to increase enrolment, reduce drop-out rates and ensure that children regardless of their location within the country can take advantage of the education system, be that run by the government or the private sector. Education plays a vital role in shaping young minds that will eventually make up the Indian workforce and is thus instrumental in the sustained growth of the country. Education sector drives the Indian economy in an inclusive and equitable manner. Industry relevant skill training is the need of the hour. This has been at the heart of the Skill India and Make in India initiatives that require the mainstreaming of vocational education, practical knowledge, hands-on projects and courses oriented towards meeting the needs of industry and employment.

India is expected to be the fastest growing economy by touching a GDP of USD 10 trillion by 2030 and one of the youngest nations in the world with a median age of 27.6 years. Projections show that our country would require a gross incremental workforce of 250 million by 2030. The greying developed world is expected to face a skilled talent shortage of approximately 56 million by 2030 and India alone would provide 47 million skilled talent. Given its large workforce and projected labour surplus, India is well-positioned to cater to the changes in labour market requirements. India is a potential market for global players with 144 million young population in age bracket of 18-23 years. By 2020, 90% of India's GDP and 75% of employment is expected to be contributed by the services and manufacturing sectors. The private sector plays a huge role in the addressing the growing need for quality education. The share of private sector institutions and enrolments has increased to 63.9% and 58.9% in 2012 as compared to 42.6% and 32.9% in 2001. *Reference FICCI Report*

Higher education system in India has undergone rapid expansion. During the last couple of decades the young talent are increasing but they are not able to judge their future because of many opportunities in front of them. This is making them go wherever they feel like but not in a correct direction. The large part of the employable and willing population is likely to be engaged in skill-intensive areas. However, it will require a breakthrough-like involvement by the government, as well as the private sector, to ensure that these masses are adequately skilled to meet the requirements of the employing sectors. With human resource increasingly gaining significance in the overall development of the country, development of education infrastructure is expected to remain the key focus in the current decade. In this scenario, infrastructure investment in the education sector is likely to see a considerable increase in the current decade.

The union budget allocated ₹ 94,853.64 crore for education sector in 2019-20, an increase of nearly ₹ 10,000 crore of what 2018-19 budget estimates had pegged for the sector. Of the total ₹ 94,853.64 crore education budget, ₹ 56,536.63 crore has been pegged for the school sector and rest ₹ 38,317.01 crore has been allocated to the higher education. However, the total allocation for research and innovation has been bumped up from ₹ 350 crore last fiscal to ₹ 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.

Vocational Training in India

Generally, vocation and career are used interchangeably. Vocational education might be classified as teaching procedural knowledge. The objective of the Vocational Training Improvement Project of India is to improve the employment outcomes of graduates from the vocational training system, by making the design and delivery of training more demand responsive. The sixth edition of the India Skills Report (2019) provides insight into emerging trends and changes in the Indian jobs and skills marketplace from both demand and supply sides in skill capabilities in the country. The report states findings from over 3 lakh students across 29 States and 7 Union Territories, and over 1,000 companies across all major sectors. Such reports are useful in sparking debate and action given that by 2020 almost 60% of India's population of 1.3 billion will be in the working age group of 15-59 years, of which 144 million will be in the 18-23 age bracket. These figures indicating a chasm between skills and job readiness from two major sources of vocational and technical skills training in the country should be picked up urgently by the government and industry stakeholders to explore the reasons and take necessary action.

Vocational training provides the trade specific skills that are imparted at different levels, such as- secondary level, senior secondary level and the higher education level (post school). The main objective of vocational training is to fill in the gap between the demand for skilled manpower and the actual number of skilled manpower in the country. The vocational training market in India has been rapidly growing in the past few years driven by the Government initiatives with respect to skill development and the increase in the public as well as private investments in education.

Economic growth is a reflection of jobs created and skills and knowledge are evident requirements for any job. Both developed and developing countries are focusing on skilling people and India is no different. Our aim is to become the future skill capital of the world and government is not leaving a single stone unturned. India today is grappling with twin challenge of skilling millions of youth and employment generation for engaging them in gainful employment.

Our vision is to connect people with skills by facilitating interaction between the key stakeholders – industry, training partners, academia, trainees/ students and government. The website presents news, stories, events, skilling best practices, case studies, researched reports that bring out the challenges of engaging, enabling and empowering people through education and training.

The end result of vocational education is to enable an individual to attain self-employment. Every opportunity needs to be provided to young persons to get good quality education and acquire skills that lead to employment and entrepreneurship.

We are one of the very few companies providing integrated vocational training in media and entertainment space in India and Dubai. Our Company attempts to bridge the widening gap between academia and industry requirements by catering to the students base at vocational level and making them industry ready. The mission of the Company is to create a global conglomerate that sets new standards of excellence in Education, Entertainment, Media and Sports grows future leaders of the industry. After finishing the courses, students are often offered placements in jobs. Vocational trainings in a way give students some work-related experiences that many employers look for.

Media and Entertainment (M&E) Industry and Developments

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people. The Indian advertising industry is projected to be the second fastest growing advertising market in Asia after China. At present, advertising revenue accounts for around 0.38 per cent of India's gross domestic product.

Indian media and entertainment (M&E) industry grew at a CAGR of 10.90 per cent from FY17-18; and is expected to grow at a CAGR of 13.10 per cent to touch Rs 2,660.20 billion (US\$ 39.68 billion) by FY23 from Rs 1,436.00 billion (US\$ 22.28 billion) in FY18. India's media consumption has grown at a CAGR of 9 per cent during 2012-18, almost nine times that of US and two times that of China.

However, in an environment of volatility and dynamism, this industry has continued to grow at a rapid pace year-on-year. The sector today generates millions of jobs directly and indirectly, contributes to economic growth with a rate almost twice the GDP and provides an immeasurable ancillary contribution by serving a platform for the growth of several other industries.

Event Industry

Event management is a dynamic realm fusing conventional project management concepts with technological innovation. It requires constant up-gradation and originality to organise successful events. India is fast growing with new industries coming up. Industries and brands conduct events for interactive experiences and gaining popularity. Large-scale events build an image and reputation. This raises the demand for finer event managers to cater to the needs of the companies. The event management sector in India is a sunrise industry. The concept of 'event management' has multiplied vastly and in depth. From private activities to public events, everything needs management. The past years have seen a drastic re-defining of the aspects of an event. The advent of social media has also contributed majorly towards this sector. According to recent trends, the top-most branch of event management in India is wedding planning. We are a country of vast and variable customs and traditions. A wedding is a lifetime affair. After education, parents spend most of their investments on their child's marriage.

The Events and Activations industry has grown at 16% in FY2016-17 and is expected cross INR 10,000 crore by FY2020-21. The industry, which was at Rs. 5,631 crore in 2016-17 overall, has been growing at a 16% CAGR, even overtaking the Indian media and entertainment (M&E) industry, which is growing at 11-13% CAGR, according to EY – EEMA (Event and Entertainment Management Association) report titled 'Experience Next'.

The industry grew at 15.6% in 2018 led by the launch of many large format events, intellectual properties (IPs), weddings, sports and digital activation. The number of events grew by 9% over 2017, led by digital events which grew 35% and activations, which grew 21%. This value represents the revenue of "organized" events and activation agencies and does not include the multitude of "unorganized" event companies spread across the country. Survey respondents felt on average that just 52% of the Indian events and activation segment was organized. The size estimate also does not include the value of telecast rights of events (unless owned by an events and activation management company), the value of meetings, incentives, conferencing and exhibitions (MICE) conducted by pure travel companies, value of IPs not owned by event companies and the value of properties managed by in-house activation teams of advertisers.

Auto, tech and FMCG were the key spenders on events and activations. The regional markets will continue to drive growth 66% of our event survey

respondents felt that events revenues in tier-II and III cities grew at the same rate or faster than events in larger cities. India's GDP growth over the next few years is expected to be higher in smaller cities. This will result in increased spending on entertainment in those cities, and a chance for Indian event companies to create low-cost and high-volume properties for these markets. Concerts, sports and personal events will drive this growth.

Key growth drivers for growth are digital activation, sports leagues, rural expansion and government initiatives followed by IPs, personal events, product launches, expansion of minimetros and below the line spends, the report, based on a survey of 64 event management companies and 31 marketers, said. "Events & activation industry is expected to grow exponentially due to its ability to adapt and grow with innovative technology," said Ashish Pherwani, media & entertainment advisor.

Your Company is offering vocational training to under graduates and post graduates in Event Management, Advertising and PR through its brand "EMDI Institute of Media and Communication". Event Management has cropped up as one of the most profitable and best career opportunities. This gives rise to great employment and earning chances. Event management is catching up as a bright career option due to element of style, flamboyance, glamour and glitz associated with pertinent corporate and social events because of the increasing trend in marketing and retail sector. With a panel of experienced faculty and a rich exposure to the global industry through an internship abroad, EMDI provides industry relevant courses to suit the requirements of the industry.

Sports Industry

The Youth represent the most dynamic and vibrant segment of the population. India is one of the youngest nations in the World, with about 65% of the population under 35 years of age. The youth in the age group of 15-29 years comprise 27.5% of the population. India is expected to become the 4th largest economy by 2025, only after the United States, China and Japan, contributing about 5.5%-6% to the world GDP. The Government of India makes significant investment on programmes for the youth, through various Ministries/Departments. In addition, the State Governments and a number of other stakeholders are also working to support youth development and to enable productive youth participation.

The industry grew 19% in 2018 to reach INR185 billion. Growth was driven by increased media spends on sports (2018 boasted of BCCI tournaments, IPL, Olympics and FIFA), franchisee fees for new teams and endorsements, where a larger non-cricketing base earned brand deals. Indian media earned INR59 billion on sports in 2018, an increase of 24%, with television accounting for around 85% of the spend. Media's increasing interest in sports makes the market more conducive to investment.

The Indian government has turned its attention to developing the sports sector as a strategy to create jobs, generate revenue, and attract investment into the country, aside from nurturing sports talent. A national committee to study sports governance was set up as well. The Ministry of Youth Affairs and Sports (MYAS) has the mandate of developing sports facilities and encouraging sporting talent in India. The ministry has been allocated INR22 billion in 2018-19. This is a 13% increase over the revised estimates of 2017-18.

The Government also implemented a central sector scheme, namely Khelo India, in January 2018. The scheme has a dedicated vertical "Talent Identification and Development" which provides for financial assistance to identified talented players at various levels through different avenues and annual financial assistance, at the rate of INR0.5 million per annum, for a period of eight years under a long-term athlete development program. Further, under the program, the central government allocates 100% of the project cost for building sports infrastructure by states or municipalities. The sector skill council of FICCI suggests that there will be 4.3 million job opportunities generated by the sports sector by 2022.

Over the years, sports has evolved as a noticeable sector for all economies, presenting myriad career as well as business opportunities. The scope of this sector varies globally. It includes various segments: sports infrastructure, sports events, training, goods manufacturing and retail. Moreover, the business of sports is not just limited to the mentioned avenues, it has far reaching implications on the global economy due to its close association with other sectors, including education, real estate, health care and tourism.

Over the past 10 years, Sports as an Industry especially in India has changed fundamentally. The sports sub-sector in India is slowly changing from being cricket-focused to supporting multiple professional sports leagues. On the back of the Indian Premier League (IPL), the country witnessed the emergence of over 10 leagues such as the Hockey India League (HIL), the Pro Kabaddi League (PKL), the Indian Super League (ISL) and the Premier Badminton League (BPL). Sports is inspiring, engaging, immersive, emotion evoking, and a rapidly growing industry worldwide. With modern sports being highly competitive, the use of modern infrastructure, equipment and advanced scientific support has changed the scenario of sports at the international level.

Ironwood Sports Management Global Academy is a leading institute in grooming young leaders for the Sports Management industry. With increasing interest in sports as a profession, especially in India over the last few years, the demand for sports management professionals has also increased by leaps and bounds. ISMGA aims to train candidates with the right talent that can help grow sports businesses. With a panel of experienced faculty and a rich exposure to the global sports industry through an internship abroad, ISMGA offers job-oriented course for candidates interested in sports management.

Company Overview

With an Advisory Panel comprising of Industry stalwarts like Mr. Ashok Advani, Mr. Ravi Shastri, Mr. Brian Tellis and Mr. Nagesh Alai amongst others your Company is well poised to deliver the best in vocational training to the youth of today.

Your Company's vision is to be 'A Leading Global Education Company'. Greycells has been a leading presence in the global education industry for over a decade. Greycells is a pioneer in facilitating education using breakthrough technologies with dedicated teams of business and academic experts. Greycells is an umbrella brand for various education verticals across India and Dubai. The Company is offering vocational training in the field of event management, advertising, public relations, wedding planning, and sports management.

Outlook

The Company plans to continue to expand its brand and product portfolios and its service and distribution networks in India and abroad in the near future, both organically and inorganically via strategic acquisitions and associations. The Company believes that growth is planned & focused and based on efficient use of available resources to grow the business and we plan to retain and strengthen our leadership position in the marketplace.

Opportunities and Threats

Opportunities

Being a largely under-penetrated field, the education industry in India holds enormous opportunities for growth. While the entry barriers are likely to stay high for new companies in the near future, those that have already established themselves are likely to see tremendous growth. In areas of services, expertise and knowledge, your Company with its team of professionals is expected to tap the potential opportunities for growth. The Company will look at presence both domestic and internationally as

in locations, collaboration with leading universities/education institutions to deliver courses to their existing students and resource/research opportunities globally.

The Company plans to continue to expand its brand, scalability and distribution networks through franchisee/business associates in India and abroad. The Company will continue to tap opportunity to grow its business both organically and inorganically via strategic acquisitions in India and abroad.

The growing acceptance of vocational institutes and the focus on the media and entertainment sector as a serious career option in the minds of parents, key decision makers, students alike – will ensure that courses presented by Greycells are readily accepted in the market.

Threats

One of the related challenges is to attract talented people to work with the Company and also retaining the pool of this talent. The management continuously reviews its talent pool for upgradation. The Company is focused on ensuring and has implemented employee friendly policies to retain talent.

The Company operates in a highly competitive environment that is subject to innovations, changes and varying levels of resources available to each player. This can be a matter of concern if the company does not adapt to the changing face of the Industry. The company has been keeping itself abreast with the latest changes in the industry to implement the same in its operation to keep itself ahead of competition.

The key management is responsible for the day-to-day operations and they are indeed the key force in driving the business growth because of their experience and knowledge of industry. There is always a risk that we may lose our key management team. If key management unable or unwilling to continue with us, we may find it difficult to replace such people and our business may be adversely affected.

Our success is mainly attributable to our reach, experience and quality processes. We recognize that we can only grow and prosper if we can:

- acquire and retain top quality talent on a continual basis
- creating employability-oriented courses
- deliver relevant and innovative content to the students
- on the job training
- placement opportunities
- reorientation of vocational courses
- Establishing industry linkages at the central and zonal levels
- Connecting with alumni for better industry linkages as they move up the ranks

Segment-wise Performance

The Company operates in one primary segment but through its subsidiary it operates in geographical segment they are India and International.

Subsidiaries

EMDI (Overseas) FZ LLC is a wholly owned subsidiary of the Company caters into vocation of education, including teaching graduates, undergraduate and working professionals in the field of Event Management & Innovative Marketing, Advertising & Design, Wedding Planning, Sports Management, Print Journalism, Broadcast Media, Public Relations & New Media in the form of class room training and workshops.

Risks

Risk is an integral part of corporate world today for any going concern and our endeavor has been to maximize stakeholder value by achieving an appropriate balance between risks and return. Since risk taking is intrinsic to business growth, all business entities face risks either from external environment or from internal operations.

Further any change in tax law in India, particularly income tax and GST might be to increase tax liability of the company thereby putting pressure on profitability.

To mitigate the same, the Company has constantly endeavored to broaden the charter of risk management to include opportunities as well as threats. It uses an integrated risk management approach, based on a number of techniques to cover the full range of risks in the framework.

Apart from the regular operational & business risks, the other major risks faced by the Company are:

a) **Business Concentration**

The Company's business today is largely concentrated in vocational training primarily in few verticals of media and entertainment.

The poor performance of our Business Associates leads to downfall in projected revenues, which is out of our control. Further low quality services rendered by Business Associates to students may also one of the risk areas for the Company. To mitigate this risk, our senior officers frequently visit the centers and ensure that courses shall be conducted according to the Operational Manual established by the Company. The Company can also take corrective measures to keep up the requisite academic standards.

To mitigate the risk arising from this concentration, the Company will strive towards expanding the Company's' business in additional areas of related service offerings.

b) **Core Faculty**

The faculty plays a pivotal role in the system of education. Further majority of our faculty members are visiting faculties from various industries and are in other occupation besides teaching at our centres. Failure to attract / retain experienced faculty members who have the necessary domain expertise to effectively deliver the course may affect the pace of our growth and teaching quality across all our learning centres in different locations.

To overcome, the Company taps professionals from relevant industry. All faculty members lecture on subjects of their expertise, resulting in experience sharing, interaction and networking of these professional with the students. The faculty members contribute to our overall performance by providing good quality training to the students and thus enable us to maintain our brand and reputation.

c) **Entry of other players**

The lack of an entry barrier with respect to a private setup offering similar certificate courses is a threat. Centres offering similar courses are the first level of competition, however competition which enters the market, offers a poor product and then is forced to shut down later on is even worse as it spoils the education market and trust towards the other credible players.

d) **Enrollment of students**

The Company's ability to attract students to enroll for courses depend on several factors such as to offer new courses, enhancing existing courses in response to changing industry needs, student's demands, expanding our geographic reach, effectively marketing courses to a broader base of prospective students and responding to competitive pressures.

Social Responsibility

Your Company believes in being a responsible part of the community and contributing back to it in every possible manner. SWAT (Students Working Against Tobacco) is a youth initiative initiated by EMDI and its students against tobacco, operating at an awareness platform. The objective of SWAT is to urge India's youth to stay away from the ravages and dangers of smoking. The purpose is to persuade young people to never try smoking and to encourage those who are trying to get rid of the habit of smoking. The SWAT team has taken various initiatives in the form of events to spread this message over the years by organizing Smoke Free Bike Rally, College Festival Activities, Candle Walk, Loud and Proud Smoke Free Rock Concert etc.

Internal Control Systems

The Company has appointed a firm of Chartered Accountants as Internal Auditors to review and report on internal controls system. The report of the Internal Auditors is reviewed by the Audit Committee. The Audit Committee formulates a detailed plan to the Internal Auditors for the year and the same is reviewed at the Audit Committee meetings. The Internal Auditors submit their recommendations to the Audit Committee and provides road map for future action.

The Company recognizes the importance of internal controls and has suitable internal control systems and processes in place for the smooth conduct of the business. Company's internal controls are commensurate with its size and nature of its business. The management continuously reviews the internal control systems and procedures to ensure orderly and efficient conduct of business. The management duly considers and takes appropriate action on the recommendations made by the statutory auditors and independent Audit Committee.

Discussion on Financial Performance with respect to Operational Performance

The financial performance of the year ending March 31, 2019 reflects the steps have been initiated to become a more focused company, moving into areas where we have huge opportunities and greater long term potential.

The authorized share capital of the Company is Rs. 117,000,000/- divided into 11,700,000 equity shares of Rs. 10/- each. The paid up share capital of the Company is Rs. 79,077,150/- divided into 7,907,715 equity shares of par value of Rs. 10/- each.

Highlights of the Company's standalone financial performance are as under :

(₹ in thousand)

Particulars	2018-19	2017-18
Revenues	29941.22	32372.78
PBDIT	(7061.69)	(13321.53)
PBT and Exceptional Items	(7431.44)	(13672.44)
PBT	(7431.44)	(13672.44)
PAT	(7525.33)	(14313.36)
EPS :- Basic	(0.95)	(1.81)
Diluted	(0.95)	(1.81)

Human Resources

The Company firmly believes that its human resources are its true assets and constitute the most vital force in moving the organization forward. The key management is responsible for the day-to-day operations and they are indeed the key force in driving the business growth. The Company has strong management team with experience and expertise and focus in the areas of media and entertainment education. The management team effectively plans and oversees implementation of growth strategies. To reduce attrition levels, the Company has initiated a number of programs that include an empowered work environment, learning opportunities, employee friendly policies and competitive compensation packages.

FORWARD LOOKING STATEMENT

Forward-looking statement in this Annual Report should be read in conjunction with the following cautionary statements. Certain expectations and projections regarding future performance of the Company referenced in this Annual Report are forward – looking statements. These expectations and projections are based on currently available competitive, financial and economic data along with the Company's operating plans and are subject to certain future events and uncertainties, that could cause actual results to differ materially from those that may be indicated by such statements. The Company undertakes no obligations to publicly update or revise any forward-looking statements, whether as a new information, future events or otherwise.

Key Financial Ratios (Consolidated)

In accordance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the details of significant changes (change of 25% or more as compared to the immediately previous financial year) are given below:

<u>Sr. No</u>	<u>Particulars</u>	<u>2018-19</u>	<u>2017-18</u>	<u>Definition</u>	<u>Explanation</u>
1	Debtors Turnover Ratio	10.67	13.29	Revenue From Operations/Average Trade Receivables	Decrease in Debtors turnover as most of the revenue amount is collected before end of the Financial Year.
2	Inventory Turnover Ratio	-	-	N.A.	As company is into the service industry this ratio is not applicable to us
3	Interest Coverage Ratio	-53.42	N.A.	Profit before exceptional items, interest and tax/Interest Expenses	During the year company has incurred losses due to this Interest coverage ratio has been decreased during the year.
4	Current Ratio	0.75	1.40	Current Assets/Current Liabilities	N.A.
5	Debt Equity Ratio	0.04	N.A.	Debt/Shareholders Equity	Increase in Debt Equity ratio as Company has taken loan in this Financial Year.
6	Operating Profit Margin	0.69	0.80	Operating Profit/Revenue from Operations	Decrease in the Operating profit margin is due to the decrease in the Operating revenue.
7	Net Profit Margin*	-0.47	-0.19	Net Profit/Total Income	Decrease in net profit margin is due to decrease in net profit.
8	Return on Net Worth*	-0.15	-0.07	Net Profit/Shareholders Equity	Return on net worth is decreased due to decrease in net profit for the year.

* Net Profit Margin & Return on Net Worth ratios are negative as the company has incurred losses during the current financial year.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GREYCELLS EDUCATION LIMITED

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of **Greycells Education Limited ("the Company")**, which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 ("Ind AS") prescribed under Section 133 of the act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, and its loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note no 31 to standalone financial statements, which states that no impairment of the cost of investment in the wholly owned subsidiary-EMDI (Overseas) FZ LLC, Dubai, has been provided in the financial statements for the reason stated in the note.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Board's Report including Annexures to Board's Report, and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The above mentioned reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the above mentioned reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as per the applicable laws and regulations.

Responsibilities of Management and those charged with Governance

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, cash flows and changes in equity of the Company in accordance with the IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, 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.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report On Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government of India in terms of 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.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 Cash Flow Statement and the statement of changes in equity 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 Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended).
 - e. On the basis of the written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, 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 the requirements of section 197(16) of the Act, as amended:
 In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h. 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 does not have any pending litigations which would impact its financial position.
 - (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.

For A.T. Jain & Co.
Chartered Accountants
(Firm Registration No. 103886W)

Place: Mumbai
 Date: 24th May, 2019

Sushil Jain
Partner
Membership No.: 033809

“Annexure A” to the Independent Auditors’ Report of even date on the Standalone Financial Statement of Greycells Education Limited

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) The Company has no immovable properties. Accordingly, the provisions of clause 3(1)(c) of the Order are not applicable.
- 2) The Company did not hold any inventories during the year. Therefore the provisions of paragraph 3(ii) (a) and (b) of the Order are not applicable to the Company.
- 3) The Company has granted unsecured loan to a wholly owned subsidiary, covered in the register maintained under Section 189 of the Act.
- a) In our opinion and on the basis of explanation given to us, the terms and conditions on which the loans had been granted to the party were not prima facie prejudicial to the interest of the Company.
- b) The loan is repayable on demand and there is no overdue.
- 4) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect to the loans given and investment made.
- 5) According to the information and explanation given to us, the Company has not accepted any deposits from the public during the year. Therefore the provisions of paragraph 3(v) of the Order are not applicable to the Company.
- 6) According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013.
- 7) (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employee’s State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities.
- According to the information and explanations given to us no undisputed amounts payable in respect of aforesaid dues were outstanding as at March 31, 2019 for a period of more than six months from the date they became payable
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of duty of custom, sales tax, service tax, income tax, duty of excise, value added tax and Goods and Service Tax which have not been deposited on account of any dispute
- 8) In our opinion and according to the information and explanations given to us the Company does not have any loans or borrowings from banks, financial institutions or government and has not issued any debentures.
- 9) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- 10) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- 11) According to the information and explanation given to us and based on the examination of the records of the company, the Company has not paid any managerial remuneration.
- 12) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly the provision of Clause 3(xii) of the Order is not applicable.
- 13) According to the information and explanation given to us and based on our examination of records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) 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 is not applicable to the Company.
- 15) In our opinion and according to the information and explanations given to us, 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 is not applicable to the Company.
- 16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For A.T. Jain & Co.
Chartered Accountants
(Firm Registration No. 103886W)

Sushil Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 24th May, 2019

Annexure B to the Independent Auditor's Report of even date on the Financial Statements of Greycells Education Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Greycells Education Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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 A.T. Jain & Co.
Chartered Accountants
(Firm Registration No. 103886W)

Place: Mumbai
Date: 24th May, 2019

Sushil Jain
Partner
Membership No.: 033809

Balance Sheet as at 31st March 2019

		(Amount in ₹)	
Particulars	Notes	As at 31.03.2019	As at 31.03.2018
I ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2	163,803	189,175
(b) Intangible assets		103,913	139,669
(c) Non-current financial assets			
(i) Investments	3	180,995,129	171,102,810
(ii) Long-term loans	4	15,000,000	31,608,249
(d) Deferred tax Assets (Net)	5	2,270,271	2,349,095
(e) Other non-current tax assets	6	589,859	1,256,885
(f) Other non-current assets	7	-	175,959
		<u>199,122,975</u>	<u>206,821,842</u>
(2) Current assets			
(a) Financial Assets			
(i) Investments	8	928,383	3,729,749
(ii) Trade receivables	9	232,906	26,281
(iii) Cash and cash equivalents	10	1,626,729	748,728
(iv) Short-term loans and advances	11	14,392,893	446,058
(v) Other current financial assets	12	172,553	2,455,798
(b) Other current assets	13	4,209,089	5,065,750
		<u>21,562,553</u>	<u>12,472,364</u>
Total Assets		<u>220,685,528</u>	<u>219,294,206</u>
II EQUITY AND LIABILITIES			
(a) Equity Share capital	14	79,081,025	79,081,025
(b) Other Equity	15	122,509,606	129,962,426
		<u>201,590,631</u>	<u>209,043,451</u>
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	7,147,892	-
(b) Long-term provisions	17	1,049,705	834,294
(c) Other Non-current liabilities	18	175,000	975,000
		<u>8,372,597</u>	<u>1,809,294</u>
(2) Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	19	1,935,600	2,014,225
(ii) Other current financial liabilities	20	7,955,468	5,601,682
(b) Short-term provisions	21	31,232	25,554
(c) Other current liabilities	22	800,000	800,000
		<u>10,722,300</u>	<u>8,441,461</u>
Total Equity and Liabilities		<u>220,685,528</u>	<u>219,294,206</u>

Notes 1 to 38 form an integral part of the financial statements

As per our report of even date

For A.T.Jain & Co
 Chartered Accountants
 Firm's Registration No.: 103886W

Sushil Jain
 Partner
 Membership No.: 033809

Place: Mumbai
 Date: 24th May, 2019

For and on behalf of the Board of Directors

Ashwani Kumar Singh
 Executive Director
 (DIN : 03388771)

Preeta D'Souza
 Chief Executive Officer

Place: Mumbai
 Date: 24th May, 2019

Bela Desai
 Director
 (DIN:00917442)

Dhara Shah
 Chief Financial Officer

Dharmesh Parekh
 Company Secretary

Statement of Profit & Loss for the year ended 31st March, 2019

(Amount in ₹)

Particulars	Notes	As at 31.03.2019	As at 31.03.2018
Revenue from operations	23	26,841,351	28,328,488
Other income	24	3,099,868	4,044,295
Total income		29,941,219	32,372,783
Expenses			
Cost of Services Rendered (direct)	25	9,574,964	9,637,070
Employee benefits expense	26	10,367,024	9,751,213
Depreciation and amortisation expense		183,394	440,908
Finance Cost	27	186,352	-
Other expenses	28	17,060,925	26,306,028
Total expenses		37,372,659	46,135,219
Profit before exceptional items and tax		(7,431,440)	(13,762,436)
Exceptional items		-	-
Profit before tax		(7,431,440)	(13,762,436)
Tax expense			
(1) Current tax		-	-
(2) Deferred tax asset / (liability)		(93,889)	(550,928)
Profit / (Loss) for the year		(7,525,329)	(14,313,364)
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit liability Gain/(Loss)		57,944	58,915
Changes in fair values of investment in equity carried at fair value through OCI		-	(40,400,000)
Income tax relating to items not reclassified		15,065	15,318
Total comprehensive income for the year - net of tax		(7,452,320)	(54,639,131)
Earnings per share			
Basic earnings / (loss) per share	29	(0.95)	(1.81)
Diluted earnings / (loss) per share		(0.95)	(1.81)

Notes 1 to 38 form an integral part of the financial statements

As per our report of even date

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Sushil Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 24th May, 2019

For and on behalf of the Board of Directors

Ashwani Kumar Singh
Executive Director
(DIN : 03388771)

Preeta D'Souza
Chief Executive Officer

Place: Mumbai
Date: 24th May, 2019

Bela Desai
Director
(DIN:00917442)

Dhara Shah
Chief Financial Officer

Dharmesh Parekh
Company Secretary

Statement of Changes in Equity for the year ended 31st March, 2019
A. Equity share capital

Particulars	Number of equity shares	Amount in ₹	Particulars	Number of equity shares	Amount in ₹
Equity shares of INR 10 each			Equity shares of INR 10 each		
As at 01 April 2018	7,907,715	79,077,150	As at 01 April 2017	7,907,715	79,077,150
Increase/(decrease) during the year	-	-	Increase/(decrease) during the year	-	-
As at 31 March 2019	7,907,715	79,077,150	As at 31 March 2018	7,907,715	79,077,150
Equity shares of INR 10 each 2.5 paidup (forfeited)			Equity shares of INR 10 each 2.5 paidup (forfeited)		
As at 01 April 2018	1,550	3,875	As at 01 April 2017	1,550	3,875
Increase/(decrease) during the year	-	-	Increase/(decrease) during the year	-	-
As at 31 March 2019	1,550	3,875	As at 31 March 2018	1,550	3,875
Total as at 31 March 2019	7,909,265	79,081,025	Total as at 31 March 2018	7,909,265	79,081,025

B. Other equity

Particulars	Reserves and surplus						Total equity
	Capital Reserve	Share Premium	General Reserve	Retained Earnings	Profit and loss account	Other Comprehensive Income	
Balance as at 1 April 2018	26,275,000	285,579,100	880,566	(549,518)	(141,803,635)	(40,419,587)	129,961,926
Profit for the year	-	-	-	-	(7,525,329)	-	(7,525,329)
Other comprehensive income	-	-	-	-	-	73,009	73,009
Total comprehensive income for the year	-	-	-	-	(7,525,329)	73,009	(7,452,320)
Balance as at 31 March 2019	26,275,000	285,579,100	880,566	(549,518)	(149,328,964)	(40,346,578)	122,509,606
Balance as at 1 April 2017	26,275,000	285,579,100	880,566	(549,018)	(127,490,271)	(93,820)	184,601,557
Profit for the year	-	-	-	-	(14,313,364)	-	(14,313,364)
Other comprehensive income	-	-	-	-	-	(40,325,767)	(40,325,767)
Total comprehensive income for the year	-	-	-	-	(14,313,364)	(40,325,767)	(54,639,131)
Balance as at 31 March 2018	26,275,000	285,579,100	880,566	(549,018)	(141,803,635)	(40,419,587)	129,962,426

Notes 1 to 38 form an integral part of the financial statements

As per our report of even date
For A.T.Jain & Co
 Chartered Accountants
 Firm's Registration No.: 103886W

Sushil Jain
 Partner
 Membership No.: 033809

 Place: Mumbai
 Date: 24th May, 2019

For and on behalf of the Board of Directors
Ashwani Kumar Singh
 Executive Director
 (DIN : 03388771)

Preeta D'Souza
 Chief Executive Officer

 Place: Mumbai
 Date: 24th May, 2019

Bela Desai
 Director
 (DIN:00917442)

Dhara Shah
 Chief Financial Officer

Dharmesh Parekh
 Company Secretary

Statement of Cash Flows for the year ended 31st March, 2019

(Amount in ₹)

Particulars	31st March 2019	31st March 2018
Cash flow from operating activities		
Net Profit/ (Loss) before Tax	(7,431,440)	(13,762,436)
Adjustments for:		
Depreciation, amortisation, impairment and obsolescence (net)	183,394	440,908
Interest Income	2,897,476	(2,965,288)
Interest on Loan Taken	136,547	-
Profit on sale of investment (including fair valuation)	147,090	(980,036)
Payables written back	13,734	(13,439)
Effects of exchange fluctuations (net)	658,651	(4,819)
Operating profit before working capital changes	(3,394,548)	(17,285,110)
Adjustments for:		
(Increase)/decrease in trade and other receivables	198,030	(888,429)
Increase/(decrease) in trade payables and customer advances	1,753,694	(2,965,133)
	1,951,724	(3,853,562)
Cash generated / (used in) operations	(1,442,824)	(21,138,672)
Direct taxes refund/(paid) [net]	667,026	464,407
Net Cash from Operating Activities	A	
	(775,798)	(20,674,265)
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(122,266)	(108,042)
(Purchase) / Sale of Investements	(9,962,986)	16,000,000
Interest received	2,724,943	509,490
Deposits/Loan (given) - Subsidiary, associates, joint ventures & third parties	2,002,763	(6,513)
Net Cash Used in Investing Activities	B	
	(5,357,546)	16,394,935
Cash Flow from Financing Activities		
Loan Taken	7,011,345	-
Net Cash from Financing Activities	C	
	7,011,345	-
Net (decrease)/increase in cash and cash equivalents	(A + B + C)	
	878,001	(4,279,330)
Cash and cash equivalents at beginning of the year	748,728	5,028,058
Cash and cash equivalents at end of the year	1,626,729	748,728
Components of Cash and Cash Equivalents:		
Cash on Hand	117,724	246,406
Balance with bank	1,509,005	502,322
Other bank balances	-	-
	1,626,729	748,728

Notes :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (Ind AS) 7 - "Cash Flow Statement".
 - Previous year figures has been re-grouped and rearranged wherever necessary.
- Notes 1 to 38 form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For A.T.Jain & Co
 Chartered Accountants
 Firm's Registration No.: 103886W

Ashwani Kumar Singh
 Executive Director
 (DIN : 03388771)

Bela Desai
 Director
 (DIN:00917442)

Sushil Jain
 Partner
 Membership No.: 033809

Preeta D'Souza
 Chief Executive Officer

Dhara Shah
 Chief Financial Officer

Place: Mumbai
 Date: 24th May, 2019

Place: Mumbai
 Date: 24th May, 2019

Dharmesh Parekh
 Company Secretary

Notes to Standalone Financial Statements for the year ended 31st March, 2019

Company Information

Greycells Education Limited incorporated and domiciled in India. Its registered office at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai, Maharashtra – 400 013, India. The Company's shares are listed on the Bombay Stock Exchange, Mumbai (BSE). The Company is engaged in Vocational education in Media, Entertainment and Sports Management.

BASIS OF PREPARATION

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

These financial statements have been prepared on a historical cost and accrual basis, except for certain financial assets and liabilities and defined benefit plan assets and liabilities, that are measured at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS - I 'Presentation of Financial Statement' and Schedule III to the Companies Act, 2013. Based on the nature of Company's business and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current non-current classification of assets and liabilities. The Financial Statement are presented in Indian Rupee (INR) and all values are rounded to nearest rupee, except otherwise indicates.

1 SIGNIFICANT ACCOUNTING POLICIES:

a. Recent Pronouncements

i. Ind AS 116 – Leases

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116 – Leases. Ind AS 116 will replace the existing Standard i.e. Ind AS 17 – Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or

- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the methods

The Company is currently evaluating the effect of this amendment on the financial statements.

ii. Ind AS 12 Appendix C – Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C – Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition –

- Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the financial statements.

iii. Amendment to Ind AS 19 – Plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the financial statements.

Notes to Standalone Financial Statements for the year ended 31st March, 2019

b. Property, plant and equipment

Property, plant and equipment is recognised when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. Property, plant and equipment is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any.

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

Depreciation is provided on the assets on their original costs up to their net residual value estimated at 1% of the original cost, pro-rata to the period of use on the written down value method, over their estimated useful life as per Schedule II to the Companies Act, 2013. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

Based on above, the estimated useful lives of assets for the period are as follows:

Assets	Useful Lives (estimated by the management)
Furniture and Fixtures	8 years
Office Equipment	5 years
Computer System	3 years
Office Improvements (Initial Lease Period)	3 years

c. Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

A summary of amortisation policies applied to the Company's intangible assets to the extent of depreciable amount is, as follows:

- I. Goodwill over the period of five years.
- II. Trade Mark over the period of ten years.
- III. Website Development over the period of five years.

d. Impairment of Assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. An asset's recoverable amount is the higher of the asset's or cash-generating unit's fair value less cost of disposal and its value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

e. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of discounts and taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

- i) Revenue from Course fees is recognised in accordance with the Proportionate Completion Method and recognised proportionately over the period of courses.
- ii) Non-refundable premier relationship fees receivable under business association agreements are taken to income over the period of agreement.
- iii) Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

Other income

- i) Dividend income is accounted in the period in which the right to receive the same is established.
- ii) Interest income is accrued on a time basis by reference to the principal outstanding and the effective interest rate.
- iii) Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

f. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1) Financial assets - Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost

Financial assets - Subsequent measurement:

For the purpose of subsequent measurement of financial assets are classified in two broad categories:-

- i) Financial assets at fair value
- ii) Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- i) **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.

Notes to Standalone Financial Statements for the year ended 31st March, 2019

- ii) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

- i) **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
- ii) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

Financial assets - Equity Investment in subsidiaries, associates and joint venture:

The Company has accounted for its equity investment in subsidiaries, associates and joint venture at cost.

Other Investment in equity instruments:

Equity instruments which are held for trading are classified as at fair value through profit or loss. All other equity instruments are classified as fair value through other comprehensive income. Fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income.

Investment in debt instruments:

A debt instrument is measured at amortised cost or at fair value through profit or loss. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as fair value through other comprehensive income, is classified as at fair value through profit or loss. Debt instruments included within the fair value through profit or loss category are measured at fair value with all changes recognised in the Statement of profit and loss.

Financial assets - Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flow from the asset.

II) Financial liabilities - Initial recognition and measurement:

The financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities - Subsequent measurement:

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet

date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial Liabilities - Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

Financial Liabilities - Derecognition:

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 recognised in the statement of profit and loss.

g. Employee Benefits

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 recognised 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.

Post-employment obligations

Gratuity is a post employment defined benefit plan. The Company provides for gratuity benefits to its employees as per the provisions of The Payment of Gratuity Act, 1972. The gratuity benefit scheme is unfunded and the Company's liability is actuarially determined (using the projected unit credit method) at the end of each year.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

h. Foreign Currency Translation

The functional currency and presentation currency of the company is Indian Rupee. Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss of the year.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year end are translated at the year end at the closing exchange rate and resultant exchange difference are recognized in the statement of profit and loss.

Non-monetary assets and non-monetary liabilities denomination in foreign currency are measured at historical cost and are translated at exchange rate prevailing at the date of transaction.

Notes to Standalone Financial Statements for the year ended 31st March, 2019
i. Provision for current & deferred tax

Income tax expense represents the sum of current tax, deferred tax and adjustments for tax provisions of previous years. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current income tax:

Current tax comprises of the expected tax payable on the taxable income for the year. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax:

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilised. Deferred tax relating to items recognised in other comprehensive income and directly in equity is recognised in correlation to the underlying transaction.

Deferred tax assets and liabilities are offset only if Entity has a legally enforceable right to set off current tax assets against current tax liabilities and deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

j. Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the balance sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

k. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with financial institutions, other short-term highly liquid investments with

original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdraft.

l. Provisions and Contingent Liabilities

A provision is recognised as a result of a past event the Company 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. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are not recognised but disclosed in the Financial Statements when economic inflow is probable.

m. Use of judgements, estimates and assumptions

The preparation of these financial statements is in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect application of accounting policies and the reported amount of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of income and expenses for the periods presented.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Accounting estimates could change from period to period. Any revision to accounting estimates is recognised prospectively in the current and future periods, and if material, their effects are disclosed in the financial statements. Actual results could differ from the estimates. Any difference between the actual results and estimates are recognised in the period in which the results are known/materialize.

In particular information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- Valuation of financial instruments;
- Evaluation of recoverability of deferred tax assets.
- Useful lives of property, plant and equipment and intangible assets;
- Measurement of recoverable amounts of cash-generating units;
- Obligations relating to employee benefits;
- Provisions and Contingencies and;
- Provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

n. Earnings Per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Notes to Standalone Financial Statements for the year ended 31st March, 2019
2 Property Plant & Equipment

(Amount in ₹)

Particulars	Gross block				Depreciation/ Amortisation				Net block
	As at 1 April 2018	Additions	Adjustments/ Deductions	As at 31st March, 2019	As at 1 April 2018	Additions	Adjustments/ Deductions	As at 31st March, 2019	As at 31st March, 2019
Tangible assets									
Furniture And Fixtures	757,339	-	-	757,339	750,500	1,836	-	752,336	5,003
Office Equipments	2,175,370	122,266	-	2,297,636	2,072,721	94,434	-	2,167,155	130,481
Computer System	2,369,658	-	-	2,369,658	2,289,971	51,368	-	2,341,339	28,319
Office Improvements	788,336	-	-	788,336	788,336	-	-	788,336	-
Total (A)	6,090,703	122,266	-	6,212,969	5,901,528	147,638	-	6,049,166	163,803
Intangible assets									
Goodwill	7,635,920	-	-	7,635,920	7,635,920	-	-	7,635,920	-
Trade Marks	2,082,760	-	-	2,082,760	2,016,010	8,276	-	2,024,286	58,474
Computer Software	350,000	-	-	350,000	350,000	-	-	350,000	-
Website Development	151,000	-	-	151,000	78,081	27,480	-	105,561	45,439
Total (B)	10,219,680	-	-	10,219,680	10,080,011	35,756	-	10,115,767	103,913
Grand Total (A+B)	16,310,383	122,266	-	16,432,649	15,981,539	183,394	-	16,164,933	267,716

Particulars	Gross block				Depreciation/ Amortisation				Net block
	As at 1 April 2017	Additions	Adjustments/ Deductions	As at 31st March, 2018	As at 1 April 2017	For the year	Adjustments/ Deductions	As at 31st March, 2018	As at 31st March, 2018
Tangible assets									
Furniture And Fixtures	757,339	-	-	757,339	741,390	9,110	-	750,500	6,839
Office Equipments	2,113,817	61,553	-	2,175,370	1,992,614	80,107	-	2,072,721	102,649
Computer System	2,323,169	46,489	-	2,369,658	2,176,756	113,215	-	2,289,971	79,687
Office Improvements	788,336	-	-	788,336	788,336	-	-	788,336	-
Total (A)	5,982,661	108,042	-	6,090,703	5,699,096	202,432	-	5,901,528	189,175
Intangible assets									
Goodwill	7,635,920	-	-	7,635,920	7,635,920	-	-	7,635,920	-
Trade Marks	2,082,760	-	-	2,082,760	1,807,734	208,276	-	2,016,010	66,750
Computer Software	350,000	-	-	350,000	350,000	-	-	350,000	-
Website Development	151,000	-	-	151,000	47,881	30,200	-	78,081	72,919
Total (B)	10,219,680	-	-	10,219,680	9,841,535	238,476	-	10,080,011	139,669
Grand Total (A+B)	16,202,341	108,042	-	16,310,383	15,540,631	440,908	-	15,981,539	328,844

Notes to Standalone Financial Statements for the year ended 31st March, 2019

(Amount in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
3 Non current investments		
Investments carried at cost		
Subsidiary company:		
50 Equity shares of AED 1,000 each in EMDI (Overseas) FZ LLC	161,002,810	161,002,810
Limited Liability Partnership:		
EMDI Wedding Academy LLP - Partner's Capital - (50% share in profit / (loss))	-	100,000
Investments carried at fair value through OCI		
Equity shares - Un quoted		
2,31,000 Equity shares in Business India Publication Limited	9,992,319	-
245,554 Equity shares of ₹ 10 each in AAT Academy India Ltd.	10,000,000	10,000,000
50,000 Equity shares of ₹ 10 each in Vyom Events & Entertainment Pvt Ltd (erstwhile Minds Eye Production Pvt. Ltd)	-	-
Total	180,995,129	171,102,810
4 Long term loans		
Inter corporate deposits	15,000,000	30,000,000
Deposits	-	1,608,249
Total	15,000,000	31,608,249
5 Deferred tax asset (net)		
Deferred tax assets (Gross)		
On depreciation differential	1,675,616	1,749,490
On provision of gratuity	281,044	223,560
On provision for doubtful debts	473,980	473,980
	2,430,640	2,447,030
Deferred Tax Liability (Gross)		
On depreciation differential	(118,551)	-
On fair value of investments	(41,818)	(97,935)
	(160,369)	(97,935)
Total	2,270,271	2,349,095
6 Non-current tax assets (net)		
Advance income tax (net)		
Total	589,859	1,256,885
7 Other non-current assets		
Deferred rent expense	-	175,959
Total	-	175,959
8 Investments		
Investments measured at Fair Value		
Through Profit & Loss In Mutual Fund- Quoted		
(C.Y. = NIL, P.Y. = 1349 Units) Birla Sun Life Cash Plus Growth Plan	-	376,753
(C.Y. = 3984 Units, (P.Y. 15572 Units) Aditya Birla Sun Life Floating Rate Fund Long Term Growth Plan	928,383	3,352,996
Total	928,383	3,729,749

Notes to Standalone Financial Statements for the year ended 31st March, 2019

(Amount in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
9 Trade receivable		
Considered good	232,906	26,281
Considered doubtful	-	1,823,000
	<u>232,906</u>	<u>1,849,281</u>
Less: Provision for doubtful debts	-	(1,823,000)
Total	<u>232,906</u>	<u>26,281</u>
10 Cash and cash equivalents		
Balances with banks in:		
Balance with scheduled banks		
- Current accounts	539,312	502,322
- In fixed deposits having original maturity upto 3 months	969,693	-
Cash in hand	117,724	246,406
Total	<u>1,626,729</u>	<u>748,728</u>
11 Short term loans		
(Unsecured, Considered Good)		
Loan to subsidiaries:		
- EMDI (Overseas) FZ LLC	12,560,583	443,458
Loan to employees	31,000	2,000
Others	1,801,310	600
Total	<u>14,392,893</u>	<u>446,058</u>
12 Other Current financial assets		
Interest accrued on deposits and advances	-	2,430,000
Interest accrued on deposits and advances-related	172,553	25,798
Total	<u>172,553</u>	<u>2,455,798</u>
13 Other current assets		
Prepaid expenses	1,640,216	1,337,928
Balances with government authorities	501,914	1,335,868
Other advances	1,891,000	2,200,000
Current portion of deferred rent expense	175,959	191,954
Total	<u>4,209,089</u>	<u>5,065,750</u>
14 Equity share capital		
Authorised		
	Number of equity shares	Amount in ₹ (at par value)
Equity shares of ₹ 10 each		
As at 01 April 2018	11,700,000	117,000,000
Increase/(decrease) during the year	4,300,000	43,000,000
As at 31 March 2019	<u>16,000,000</u>	<u>160,000,000</u>
	Number of equity shares	Amount in ₹ (at par value)
Equity shares of ₹ 10 each		
As at 01 April 2017	11,700,000	117,000,000
Increase/(decrease) during the year	-	-
As at 31 March 2018	<u>11,700,000</u>	<u>117,000,000</u>

Notes to Standalone Financial Statements for the year ended 31st March, 2019

Particulars	Number of equity shares	Amount in ₹
Issued, Subscribed and fully paid up		
Equity shares of ₹ 10 each		
As at 01 April 2018	7,907,715	79,077,150
Increase/(decrease) during the year	-	-
As at 31 March 2019	7,907,715	79,077,150
Equity shares of ₹ 10 each		
As at 01 April 2017	7,907,715	79,077,150
Increase/(decrease) during the year	-	-
As at 31 March 2018	7,907,715	79,077,150
Forfeited Shares		
Equity shares of INR 10 each 2.5 paid up		
As at 01 April 2018	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2019	1,550	3,875
Equity shares of INR 10 each 2.5 paid up		
As at 01 April 2017	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2018	1,550	3,875
a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period		
Equity shares of INR 10 each		
As at 01 April 2018	7,907,715	79,077,150
Increase/(decrease) during the year	-	-
As at 31 March 2019	7,907,715	79,077,150
Equity shares of INR 10 each 2.5 paidup (forfeited)		
As at 01 April 2018	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2019	1,550	3,875
Total as at 31st March 2019	7,909,265	79,081,025
Equity shares of INR 10 each		
As at 01 April 2017	7,907,715	79,077,150
Increase/(decrease) during the year	-	-
As at 31 March 2018	7,907,715	79,077,150
Equity shares of INR 10 each 2.5 paidup (forfeited)		
As at 01 April 2017	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2018	1,550	3,875
Total as at 31 March 2018	7,909,265	79,081,025

Notes to Standalone Financial Statements for the year ended 31st March, 2019
b) Terms/rights attached to equity shares

- i) The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.
- ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- iii) No shares have been issued for consideration other than cash. No bonus shares have been issued and no shares brought back in preceeding 5 years from the date of financial statements.
- iv) The Company has issued 1,900,000 equity shares of ₹ 10 each on 13th May 2014 to Krisma Investments Private Limited (one of the member of the promoter and promoter group of the Company) on preferential allotment basis in accordance with the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.

(Amount in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
c) Shareholders holding more than 5% of the shares in the Company		
Bela Naishadh Desai		
No. of Shares	884,100	884,100
% holding	11.18%	11.18%
Krisma Investments Pvt Ltd		
No. of Shares	2,613,341	2,613,341
% holding	33.05%	33.05%
Koppara Sajeeve Thomas		
No. of Shares	784,390	784,390
% holding	9.92%	9.92%
15 Other Equity		
Capital Reserve		
As per last Balance Sheet	26,275,000	26,275,000
Increase/(decrease) during the year	-	-
	<u>26,275,000</u>	<u>26,275,000</u>
Share Premium		
As per last Balance Sheet	285,579,100	285,579,100
Increase/(decrease) during the year	-	-
	<u>285,579,100</u>	<u>285,579,100</u>
General Reserve		
As per last Balance Sheet	880,566	880,566
Increase/(decrease) during the year	-	-
	<u>880,566</u>	<u>880,566</u>
Other Comprehensive Income (OCI)		
As per last Balance Sheet	(40,419,587)	(93,820)
Increase/(decrease) during the year	73,009	(40,325,767)
	<u>(40,346,578)</u>	<u>(40,419,587)</u>
Retained earnings		
As per last Balance Sheet	(549,518)	(549,018)
Increase/(decrease) during the year	-	-
	<u>(549,518)</u>	<u>(549,018)</u>
Profit and loss account		
As per last Balance Sheet	(141,803,635)	(127,490,271)
Increase/(decrease) during the year	(7,525,329)	(14,313,364)
	<u>(149,328,964)</u>	<u>(141,803,635)</u>
Total	<u>122,509,606</u>	<u>129,962,426</u>

Notes to Standalone Financial Statements for the year ended 31st March, 2019

(Amount in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
16 Financial Liabilities - Borrowings		
Loan from Directors		
Abbas Patel	2,038,664	-
Bela Desai	5,109,228	-
Total	7,147,892	-
17 Long-term provisions		
Long term employee benefits payable		
- Gratuity	1,049,705	834,294
Total	1,049,705	834,294
18 Other Non- current liabilities		
Deferred revenue	175,000	975,000
Total	175,000	975,000
19 Trade payable		
Micro, Small and Medium Enterprises	-	-
Other than Micro, Small and Medium Enterprises	1,935,600	2,014,225
Total	1,935,600	2,014,225
20 Others current financial liabilities		
Advance fees received	7,286,150	4,921,152
Statutory dues	341,088	326,430
Deposits	328,230	354,100
Total	7,955,468	5,601,682
21 Short-term provisions		
Provision for employee benefits		
Gratuity	31,232	25,554
Total	31,232	25,554
22 Other current liabilities		
Deferred premium relationship fees	800,000	800,000
Total	800,000	800,000
Particulars	2018-19	2017-18
23 Revenue from operations		
Course fees	25,416,108	26,464,033
Form and other fees	619,628	632,455
Other Operating Incomes		
Income from premier relationship fees	800,000	800,000
Business auxillary income	5,615	432,000
Total	26,841,351	28,328,488

Notes to Standalone Financial Statements for the year ended 31st March, 2019

Particulars	(Amount in ₹)	
	2018-19	2017-18
24 Other income		
Interest income:		
- on bank deposits	70,058	13,023
- Loan to subsidiary	272,439	52,508
- on Intercorporate deposits	2,298,083	2,700,000
- on income tax refund	64,435	27,866
- on others	192,461	171,891
Gain from sale / fair valuation of current investments carried at Fair Value Through Profit & Loss Account (net)	75,568	980,036
Exchange gain	-	4,819
Sundry balances written back	13,734	13,439
Miscellaneous income	41,568	80,713
Profit from partnership firm LLP	71,522	-
Total	3,099,868	4,044,295
25 Cost of Services Rendered (direct)		
Faculty fees	2,205,951	1,854,662
Business Auxiliary services	6,678,614	6,272,419
Certification Fees	55,630	376,207
Student activity	634,770	1,133,782
Total	9,574,964	9,637,070
26 Employee benefit expenses		
Salaries, wages and bonus	9,777,025	9,246,358
Contribution to gratuity	279,033	245,278
Leave encashment	128,838	73,771
Staff welfare expense	182,128	185,806
Total	10,367,024	9,751,213
27 Finance Cost		
Interest Loan	136,547	-
Bank Charges & Others	49,805	-
Total	186,352	-
28 Other expenses		
Electricity charges	298,621	318,679
Rent	4,588,640	4,837,106
Repairs and maintenance	306,253	737,163
Rates and taxes	11,100	82,466
Auditors Remuneration		
Audit fees	150,000	150,000
Limited review fees	54,000	36,000
Others	65,000	64,790
Legal and professional fees	4,860,290	11,806,754
Advertisement and marketing expenses	3,347,587	4,734,082
Directors sitting fees	25,500	26,000
Postage and courier	14,982	8,563
Printing and stationery	205,963	206,239

Notes to Standalone Financial Statements for the year ended 31st March, 2019

(Amount in ₹)

Particulars	2018-19	2017-18
Company law matter and listing fees	879,430	449,748
Telephone expenses	225,432	283,921
Travelling expenses	420,581	1,462,959
Conveyance expenses	669,352	661,495
Interest on statutory dues	35,630	24,668
Exchange fluctuation loss	658,651	-
Sundry balance written off	-	6,435
Bad-Debts written off	1,823,000	-
Less :- Provision on Bad Debts Adjusted	(1,823,000)	-
Other Miscellaneous Expenses	243,913	408,960
Total	17,060,925	26,306,028

29 Earnings per share

i) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity shareholders	(7,525,329)	(14,313,364)
ii) Number of Equity shares used as denominator for calculating Basic EPS	7,907,715	7,907,715
iii) Number of Equity shares used as denominator for calculating Diluted EPS	7,907,715	7,907,715
iv) Basic Earnings per share (₹)	(0.95)	(1.81)
v) Diluted Earnings per share (₹)	(0.95)	(1.81)
vi) Face Value per Equity share (₹)	10	10

30 Disclosure in respect of Leases pursuant to Indian Accounting Standard (Ind AS) 17 "Leases":
Company as a lessee:
Operating lease:

The Company has taken commercial premise on non-cancellable operating leases, the future minimum lease payments in respect of which are as follows:

Payable not later than 1 year	45,51,888	48,77,415
Payable later than 1 year and not later than 5 years	-	46,75,000
Total	45,51,888	9,552,415

31 No impairment provision has been made in financial statements with regard to the value of Investment in EMDI (Overseas) FZ LLC, wholly owned subsidiary of the Company although the net worth of the subsidiary is eroded as the management is expecting the positive trends in the result of the subsidiary on going concern basis.

32 Related Party Disclosures:

a) List of Related Parties and list of related parties with whom transactions have taken place during the year / previous year:

Subsidiary

EMDI (Overseas) FZ LLC

Joint Venture

EMDI Wedding Academy LLP - (50% Share in Profit & Loss)

Key Managerial Personnel

1) Mr. Ashwani Kumar Singh - Executive Director*

2) Ms. Preeta D'souza - Chief Executive Officer

3) Mr. Dharmesh Parekh - Company Secretary

4) Ms. Dhara Shah - Chief Financial Officer

Relative of Key Managerial Personnel

Ms. Asha Parekh - Consultant (wife of Dharmesh Parekh)

Mr. Ronak Shah - M.S. Academy (Husband of Ms. Dhara Shah)

Enterprise over which Director of the Company having significant influence

Value Line Advisors Pvt Ltd.

La Consultants-Proprietary Concern of Ms. Bela desai - Promoter Non - Executive Director

Notes to Standalone Financial Statements for the year ended 31st March, 2019

b) Transactions with related parties: Transactions with related parties:

(Amount in ₹)

Particulars	Transaction values and balances for the year ended	
	31st March, 2019	31st March, 2018
Salary and allowances paid		
Dharmesh Parekh	1,568,402	1,465,850
Preeta D'Souza	2,062,700	539,350
Dhara Shah	326,250	192,500
Reimbursement of expenses		
Preeta D'Souza	393,901	182,697
Dharmesh Parekh	15,000	15,000
La Consultants	-	5,282
Professional fees		
Valueline Advisors Pvt Ltd.	-	6,000,000
La Consultants	2,280,000	2,235,000
Asha Parekh	600,000	600,000
Ronak Shah - M S Academy	-	100,000
Loan taken		
Abbas Patel	2,000,000	-
Bela Desai	5,025,000	-
Interest on loan		
Abbas Patel	42,960	-
Bela Desai	93,587	-
Board sitting fees to directors (Including conveyance)		
Abbas Patel	10,000	10,000
Anil Naik	8,500	7,000
Bela Desai	10,000	9,000
Business auxiliary services received		
EMDI Wedding Academy LLP	5,615	432,000
Share of profit		
EMDI Wedding Academy LLP	71,552	-
Interest Income		
EMDI (Overseas) FZ LLC	272,439	52,508
Balance Receivable		
EMDI (Overseas) FZ LLC	12,733,136	443,458
Liabilities		
Loan from Directors (Including Outstanding Interest)		
Abbas Patel	2,038,664	-
Bela Desai	5,109,228	-
Current Liabilities		
La Consultants	1,231,200	-

* Mr. Ashwani Kumar Singh has appointed as an Executive Director w.e.f. 13th November, 2018 without any remuneration.

Notes to Standalone Financial Statements for the year ended 31st March, 2019
33 Disclosure pursuant to Ind AS 19 "Employee Benefits":

The Company operates an unfunded gratuity scheme for its employees. The disclosures in respect of the scheme as required in the Indian Accounting Standard 19 - "Employee Benefits", issued by the Institute of Chartered Accountants of India are given below :

Gratuity
A. Movement in net defined benefit (asset) / liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) / liability and its components

Defined benefit obligation	(Amount in ₹)	
	Mar 31, 2019	March 31, 2018
Particulars		
Opening balance	859,848	673,485
Included in profit or loss		
Current service cost	213,083	195,238
Interest cost	65,950	50,040
	<u>1,138,881</u>	<u>918,763</u>
Included in OCI		
Remeasurement loss or (gain)		
Actuarial loss or (gain) arising from		
Demographic assumptions	4,551	(30,411)
Financial assumptions	(62,495)	(28,504)
	<u>(57,944)</u>	<u>(58,915)</u>
Other		
Liability Taken Over of Employees		
Contributions paid by the employer	-	-
Benefits paid	-	-
Closing balance	<u>1,080,937</u>	<u>859,848</u>

B. Defined benefit obligations
i. Actuarial assumptions

The following were the weighted average assumptions used to determine benefit obligations at the reporting date.

	IALM (2006-08)	IALM (2006-08)
Mortality rate during employment		
Discount rate	7.64%	7.67%
Salary escalation rate	6.00%	6.00%
Employee turnover rate	2% for all ages	2% for all ages

ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	01/04/2018 to 31/03/2019	
	+1% movement	-1% movement
Discount rate	944,618	1,244,028
Future salary growth	1,245,090	941,487
	01/04/2017 to 31/03/2018	
	+1% movement	-1% movement
Discount rate	746,524	995,964
Future salary growth	994,839	745,632

Notes to Standalone Financial Statements for the year ended 31st March, 2019
iii. Expected future contributions to defined benefit plan

(Amount in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
1st following year (next reporting period)	37,874	25,554
2nd following year	44,733	27,842
3rd following year	51,834	33,550
4th following year	59,207	40,697
5th following year	66,864	62,339
6 to 10 years	460,462	505,593

34. Other disclosure pursuant to Ind AS 107 "Financial Instruments: Disclosures":

(a) Category-wise classification for applicable financial assets:

Measured at fair value through Profit or Loss (FVTPL):

(i) Investment in mutual funds	928,383	3,729,749
Total	928,383	3,729,749

Measured at amortised cost:

(i) Long-term loans	15,000,000	31,608,249
(ii) Trade receivables	232,906	26,281
(iii) Cash and cash equivalents	1,626,729	748,728
(iv) Short-term loans and advances	14,392,893	446,058
(v) Other current financial assets	172,553	2,455,798
Total	31,425,081	35,285,114

Measured at fair value through other comprehensive income

(i) Investment in un quoted equity instruments (other than in subsidiary)	19,992,319	10,100,000
	19,992,319	10,100,000

Total	52,345,783	49,114,863
--------------	-------------------	-------------------

(b) Category-wise classification for applicable financial liabilities:

Measured at amortised cost:

(i) Trade payables	1,935,600	2,014,225
(ii) Other current financial liabilities	7,955,468	5,601,682
Total	9,891,068	7,615,907

(c) Fair value hierarchy of financial assets and liabilities measured at fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following three levels:

Level 1 - Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs are other than quoted prices included within level 1 that are observable for the assets or liability, either directly (i.e as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs are not based on observable (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on market data.

Investments measured at fair value through profit or loss (Level 1)	928,383	3,729,749
Investments measured at fair value through other comprehensive income (Level 3)	19,992,319	10,100,000
Total	20,920,702	13,829,749

Notes to Standalone Financial Statements for the year ended 31st March, 2019
B Financial risk management
(i) Risk management framework

The Company's board of directors have overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks arising from financial instruments:

- Liquidity risk;
- Credit risk and
- Market risk

(ii) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations.

The Company has no outstanding borrowings and the Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Non-derivative financial liabilities			(Amount in ₹)
31st March 2019	1 year or less	1-2 years	Total
Trade payables	1,935,600	-	1,935,600
Other current financial liabilities	7,955,468	-	7,955,468
<hr/>			
31st March 2018	1 year or less	1-2 years	Total
Trade payables	2,014,225	-	2,014,225
Other current financial liabilities	5,601,682	-	5,601,682

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers. Company's major earnings is from course fees from the students and the default payment terms is to make payments in advance.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. There are no significant trade receivables in the financial statements. Hence, there is no significant concentration of credit risk.

Cash and cash equivalents, investments and other deposits accepted by the Company are neither past due nor impaired. Cash and cash equivalents include deposits with banks.

The credit risk from deposits with banks and mutual fund investments are managed by the Company in accordance with the limit and framework as per board approval. The maximum exposure for credit risk in deposits with banks and Mutual fund investments is the carrying amount which are as follows:

	As at 31st March, 2019	As at 31st March, 2018
Term deposits with banks including interest accrued thereon	969,693	-
Mutual fund investments	928,383	3,729,749

(iv) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, which will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

Currency risk

The risk on the Company's foreign currency transactions relate to temporary loans to its subsidiary. Amount involved in the transactions are not significant, hence currency risk associated with it is not significant in nature.

Notes to Standalone Financial Statements for the year ended 31st March, 2019
35 Movement in deferred tax balances

31st March 2019	Opening balance	Recognised for the year	Deferred tax Assets/ (Liability)
Depreciation on Property, plant and equipment	1,749,490	(192,424)	1,557,066
Provision for employee benefits (recognised as profit or loss)	230,389	50,654	281,043
Provision for employee benefits (recognised as other comprehensive income)	(6,829)	15,065	8,236
Provision for doubtful debts	473,980	-	473,980
Others	(97,935)	56,117	(41,818)
Total	2,349,095	(70,588)	2,278,507

31st March 2018	Opening balance	Recognised for the year	Deferred tax Assets/ (Liability)
Depreciation on Property, plant and equipment	2,252,252	(502,762)	1,749,490
Provision for employee benefits (recognised as profit or loss)	230,254	135	230,389
Provision for employee benefits (recognised as other comprehensive income)	(22,147)	15,318	(6,829)
Provision for doubtful debts	563,307	(89,327)	473,980
Others	(138,961)	41,026	(97,935)
Total	2,884,705	(535,610)	2,349,095

36 Movement in provision for doubtful debts

	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	1,823,000	1,823,000
Addition	-	-
Used / reversed	(1,823,000)	-
Closing Balance	-	1,823,000

37 The Company deals in business of 'Vocational Education' which is the main activity. As such, there is one reportable segment as defined by Ind As 108 - Segmental reporting.

38 Previous Year Figures have been regrouped / reclassified wherever necessary,

As per our report of even date

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Sushil Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 24th May, 2019

For and on behalf of the Board of Directors

Ashwani Kumar Singh
Executive Director
(DIN : 03388771)

Preeta D'Souza
Chief Executive Officer

Place: Mumbai
Date: 24th May, 2019

Bela Desai
Director
(DIN:00917442)

Dhara Shah
Chief Financial Officer

Dharmesh Parekh
Company Secretary

Form AOC -1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A" : Subsidiaries

(₹ in lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	EMDI (Overseas) FZ LLC
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April, 2018 to 31st March, 2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	AED = INR 18.23
4.	Share Capital	9.52
5.	Reserves & Surplus	(219.71)
6.	Total Assets	108.69
7.	Total Liabilities	318.88
8.	Investments	-
9.	Turnover	308.09
10.	Profit before taxation	(209.43)
11.	Provision for taxation	-
12.	Profit after taxation	(209.43)
13.	Proposed dividend	-
14.	% of shareholding	100%

Notes :

- There is not subsidiary which is yet to commence operations.
- There are no subsidiary which have been liquidated or sold during the year.

Part "B" : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in lakhs)

Sl. No.	Names of Associates / Joint Ventures	EMDI Wedding Academy LLP
1.	Latest audited Balance Sheet Date	31 st March, 2019
2.	Shares of Associate/Joint Ventures held by the company on the year end	
	No.	-
	Amount of Investment in Associates/Joint Venture	-
	Extent of Holding %	50%
3.	Description of how there is significant influence	N.A.
4.	Reason why the associate/joint venture is not consolidated	N.A.
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	-
6.	Profit / (loss) for the year	0.04
	i. Considered in consolidation	0.72
	ii. Not considered in consolidation	-

Notes :

- There are no associates or joint ventures which are yet to commence operations.
- The above mentioned Joint Venture has been liquidated during the financial year 2018-19 and profit has been distributed as per partnership deed.

As per our report of even date

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Sushil Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 24th May, 2019

For and on behalf of the Board of Directors

Ashwani Kumar Singh
Executive Director
(DIN : 03388771)

Preeta D'Souza
Chief Executive Officer

Place: Mumbai
Date: 24th May, 2019

Bela Desai
Director
(DIN:00917442)

Dhara Shah
Chief Financial Officer

Dharmesh Parekh
Company Secretary

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF GREYCELLS EDUCATION LIMITED****REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS****Opinion**

We have audited the accompanying consolidated financial statements of **Greycells Education Limited ("the Company") and its subsidiary (the Company and its subsidiary together referred to as "the Group")**, which comprise the consolidated balance sheet as at 31st March 2019, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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 Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2019, and its consolidated loss and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements 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 the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to Note No.32 to consolidated financial statements, which states although the wholly owned subsidiary- EMDI (Overseas) FZ LLC, Dubai has accumulated losses, the same has been consolidated on the going concern basis for the reasons stated in the said note.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of 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, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon. The above mentioned reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the above mentioned reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as per the applicable laws and regulations.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, cash flows and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the group are responsible for assessing the Group'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 the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company and its subsidiary companies, which are companies incorporated in India, has adequate 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 Group'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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or the business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements of the subsidiary – EMDI (Overseas) FZ LLC, Dubai, whose financial information reflect total assets of Rs 105.89 lakhs as at March 31, 2019, total revenues of Rs 308.06 lakhs and net cash inflows/(outflows) amounting to (Rs. 78.22 lakhs) for the year ended on that date, as considered in the consolidated financial statements. The financial statements of this subsidiary has been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary company and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary company is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 purpose of our audit of the aforesaid consolidated financial statements;
 - 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 consolidated balance sheet, consolidated the statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with Indian Accounting Standards specified under Section 133 of the Act, read with rule of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).
- e. The matter described in Material uncertainty related to Going Concern paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.
- f. On the basis of the written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors of the company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group are disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the company and its subsidiary companies incorporated in India.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i). The Group does not have any pending litigations which would impact its financial position.
 - (ii). The Group 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.

For A.T. Jain & Co.
Chartered Accountants
(Firm Registration No. 103886W)

Sushil T Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 24th May, 2019

Annexure A to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Greycells Education Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Greycells Education Limited (hereinafter referred to as "the Holding Company") being the only company in the Group which is incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the subsidiary company, which is a company incorporated in India, in terms of their report referred to in the other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective Companies 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 A.T. Jain & Co.
Chartered Accountants
(Firm Registration No. 103886W)

Place: Mumbai
Date: 24th May, 2019

Sushil T Jain
Partner
Membership No.: 033809

Consolidated Balance Sheet as at 31st March 2019

		(Amount in ₹)	
Particulars	Notes	As at 31.03.2019	As at 31.03.2018
I ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	3	587,503	665,741
(b) Intangible assets		172,762,681	172,841,832
(c) Non-current financial assets			
(i) Investments	4	19,992,319	10,159,971
(ii) Long-term loans	5	15,000,000	32,079,939
(d) Deferred tax Assets (Net)	6	2,270,271	2,349,095
(e) Other non-current tax assets	7	589,859	1,256,885
(f) Other non-current assets	8	-	175,959
		<u>211,202,633</u>	<u>219,529,422</u>
(2) Current assets			
(a) Financial Assets			
(i) Investments	9	928,383	3,729,749
(ii) Trade receivables	10	5,011,089	5,771,448
(iii) Cash and cash equivalents	11	3,613,397	10,126,700
(iv) Short-term loans and advances	12	1,832,310	55,010
(v) Other current financial assets	13	23,836	2,441,529
(b) Other current assets	14	7,341,200	7,110,954
		<u>18,750,215</u>	<u>29,235,390</u>
Total Assets		<u>229,952,848</u>	<u>248,764,812</u>
II EQUITY AND LIABILITIES			
(a) Equity Share capital			
(b) Other Equity	16	112,904,269	141,862,171
		<u>191,985,294</u>	<u>220,943,196</u>
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	8,632,060	-
(b) Long-term provisions	18	4,154,558	4,489,208
(c) Other Non-current liabilities	19	175,000	2,388,001
		<u>12,961,618</u>	<u>6,877,209</u>
(2) Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	20	4,562,815	3,065,569
(ii) Other current financial liabilities	21	19,611,889	17,053,284
(b) Short-term provisions	22	31,232	25,554
(c) Other current liabilities	23	800,000	800,000
		<u>25,005,936</u>	<u>20,944,407</u>
Total Equity and Liabilities		<u>229,952,848</u>	<u>248,764,812</u>

Notes 1 to 40 form an integral part of the financial statements

As per our report of even date

For A.T.Jain & Co
 Chartered Accountants
 Firm's Registration No.: 103886W

Sushil Jain
 Partner
 Membership No.: 033809

Place: Mumbai
 Date: 24th May, 2019

For and on behalf of the Board of Directors

Ashwani Kumar Singh
 Executive Director
 (DIN : 03388771)

Preeta D'Souza
 Chief Executive Officer

Place: Mumbai
 Date: 24th May, 2019

Bela Desai
 Director
 (DIN:00917442)

Dhara Shah
 Chief Financial Officer

Dharmesh Parekh
 Company Secretary

Consolidated Statement of Profit & Loss for the year ended 31st March 2019

(Amount in ₹)

Particulars	Notes	As at 31.03.2019	As at 31.03.2018
Revenue from operations	24	57,517,099	73,065,837
Other income	25	2,957,190	4,381,605
Total income		60,474,289	77,447,442
Expenses			
Cost of Services Rendered (direct)	26	18,067,829	14,947,020
Employee benefits expense	27	25,117,920	28,224,303
Depreciation and amortisation expense		354,740	1,829,344
Finance Cost	28	575,663	-
Other expenses	29	44,743,944	46,469,919
Total expenses		88,860,097	91,470,586
Profit before exceptional items and tax		(28,385,808)	(14,023,144)
Exceptional items		-	-
Profit before tax		(28,385,808)	(14,023,144)
Tax expense			
(1) Current tax		-	-
(2) Deferred tax asset / (liability)		(93,889)	(550,928)
Net Profit / (Loss) from ordinary activities after tax and before share of Profit / (Loss) of joint ventures		(28,479,697)	(14,574,072)
Share of profit/(loss) of associates and joint ventures		-	(2,422)
'Net Profit / (Loss) for the period		(28,479,697)	(14,576,494)
Other comprehensive income:			
A. Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit liability Gain/(Loss)		57,944	58,915
Changes in fair values of investment in equity carried at fair value through OCI		-	(40,400,000)
Income tax relating to items not reclassified		15,065	15,318
B. Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations		490,743	(67,048)
Total comprehensive income for the year - net of tax		(27,915,945)	(54,969,309)
Earnings per share			
Basic earnings / (loss) per share		(3.60)	(1.84)
Diluted earnings / (loss) per share		(3.60)	(1.84)

Notes 1 to 40 form an integral part of the financial statements

As per our report of even date

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Sushil Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 24th May, 2019

For and on behalf of the Board of Directors

Ashwani Kumar Singh
Executive Director
(DIN : 03388771)

Preeta D'Souza
Chief Executive Officer

Place: Mumbai
Date: 24th May, 2019

Bela Desai
Director
(DIN:00917442)

Dhara Shah
Chief Financial Officer

Dharmesh Parekh
Company Secretary

Statement of Changes in Equity for the year ended 31st March, 2019
A. Equity share capital

Particulars	Number of equity shares	Amount in ₹	Particulars	Number of equity shares	Amount in ₹
Equity shares of INR 10 each			Equity shares of INR 10 each		
As at 01 April 2018	7,907,715	79,077,150	As at 01 April 2017	7,907,715	79,077,150
Increase/(decrease) during the year	-	-	Increase/(decrease) during the year	-	-
As at 31 March 2019	7,907,715	79,077,150	As at 31 March 2018	7,907,715	79,077,150
Equity shares of INR 10 each 2.5 paidup (forfeited)			Equity shares of INR 10 each 2.5 paidup (forfeited)		
As at 01 April 2018	1,550	3,875	As at 01 April 2017	1,550	3,875
Increase/(decrease) during the year	-	-	Increase/(decrease) during the year	-	-
As at 31 March 2019	1,550	3,875	As at 31 March 2018	1,550	3,875
Total as at 31 March 2019	7,909,265	79,081,025	Total as at 31 March 2018	7,909,265	79,081,025

B. Other equity

Particulars	Reserves and surplus						Total equity
	Capital Reserve	Share Premium	General Reserve	Retained Earnings	Profit and loss account	Other Comprehensive Income	
Balance as at 1 April 2018	26,275,000	285,579,100	880,566	(549,518)	(129,742,877)	(40,419,587)	142,022,684
Profit for the year	-	-	-	-	(28,479,697)	-	(28,479,697)
Other comprehensive income	-	-	-	-	-	73,009	73,009
Total comprehensive income for the year	-	-	-	-	(28,479,697)	73,009	(28,406,688)
Balance as at 31 March 2019	26,275,000	285,579,100	880,566	(549,518)	(158,222,574)	(40,346,578)	113,615,996
Balance as at 1 April 2017	26,275,000	285,579,100	880,566	(549,018)	(115,168,805)	(93,820)	196,923,023
Profit for the year	-	-	-	-	(14,574,072)	-	(14,574,072)
Other comprehensive income	-	-	-	-	-	(40,325,767)	(40,325,767)
Total comprehensive income for the year	-	-	-	-	(14,574,072)	(40,325,767)	(54,899,839)
Balance as at 31 March 2018	26,275,000	285,579,100	880,566	(549,018)	(129,742,877)	(40,419,587)	142,023,184

Notes 1 to 40 form an integral part of the financial statements

As per our report of even date
For A.T.Jain & Co
 Chartered Accountants
 Firm's Registration No.: 103886W

Sushil Jain
 Partner
 Membership No.: 033809

 Place: Mumbai
 Date: 24th May, 2019

For and on behalf of the Board of Directors
Ashwani Kumar Singh
 Executive Director
 (DIN : 03388771)

Preeta D'Souza
 Chief Executive Officer

 Place: Mumbai
 Date: 24th May, 2019

Bela Desai
 Director
 (DIN:00917442)

Dhara Shah
 Chief Financial Officer

Dharmesh Parekh
 Company Secretary

Consolidated Statement of Cash Flows for the year ended 31st March, 2019

(Amount in ₹)

Particulars	31st March 2019	31st March 2018
Cash flow from operating activities		
Net Profit/ (Loss) before Tax	(28,385,808)	(14,023,144)
Adjustments for:		
Depreciation, amortisation, impairment and obsolescence (net)	354,740	1,829,344
Interest Income	2,636,431	(2,921,517)
Interest on Loan Taken	136,547	-
Profit on sale of investment (including fair valuation)	147,090	(980,036)
Payables written back	13,734	(13,439)
Operating profit before working capital changes	(25,097,266)	(16,108,792)
Adjustments for:		
(Increase)/decrease in trade and other receivables	645,078	(1,951,402)
Increase/(decrease) in trade payables and customer advances	1,571,322	2,527,964
	2,216,400	576,562
Cash generated / (used in) operations	(22,880,866)	(15,532,230)
Direct taxes refund/(paid) [net]	667,026	464,407
Foreign currency translation reserve	(490,743)	(67,048)
Net Cash from Operating Activities	A	
	(22,704,583)	(15,134,871)
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(150,091)	(622,178)
(Purchase) / Sale of Investements	(10,069,376)	16,000,000
Interest received	2,612,595	482,869
Deposits/Loan (given) - Subsidiary, associates, joint ventures & third parties	15,302,639	-
Net Cash Used in Investing Activities	B	
	7,695,767	15,860,691
Cash Flow from Financing Activities		
Loan Taken	8,495,513	-
Net Cash from Financing Activities	C	
	8,495,513	-
Net (decrease)/increase in cash and cash equivalents	(A + B + C)	725,820
Cash and cash equivalents at beginning of the year	10,126,700	9,400,880
Cash and cash equivalents at end of the year	3,613,397	10,126,700
Components of Cash and Cash Equivalents:		
Cash on Hand	137,832	248,083
Balance with bank	3,475,565	8,131,617
Other bank balances	-	1,747,000
	3,613,397	10,126,700

Notes :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (Ind AS) 7 - "Cash Flow Statement".
 - Previous year figures has been re-grouped and rearranged wherever necessary.
- Notes 1 to 40 form an integral part of the financial statements

As per our report of even date**For and on behalf of the Board of Directors**

For A.T.Jain & Co
 Chartered Accountants
 Firm's Registration No.: 103886W

Ashwani Kumar Singh
 Executive Director
 (DIN : 03388771)

Bela Desai
 Director
 (DIN:00917442)

Sushil Jain
 Partner
 Membership No.: 033809

Preeta D'Souza
 Chief Executive Officer

Dhara Shah
 Chief Financial Officer

Place: Mumbai
 Date: 24th May, 2019

Place: Mumbai
 Date: 24th May, 2019

Dharmesh Parekh
 Company Secretary

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

Company Information

Greycells Education Limited (the Holding Company) is a public limited Company incorporated and domiciled in India. Its registered office at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai, Maharashtra – 400 013, India. The Holding Company and its subsidiary, EMDI (Overseas) FZ LLC is engaged in Vocational education in Media, Entertainment and Sports Management. The Holding Company, its subsidiary and joint venture together referred as "the Company" or "the Group".

Basis of Preparation

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

These financial statements have been prepared on a historical cost and accrual basis, except for certain financial assets and liabilities and defined benefit plan assets and liabilities, that are measured at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in IND AS - I 'Presentation of Financial Statement' and Schedule III to the Companies Act, 2013. Based on the nature of Company's business and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current non-current classification of assets and liabilities. The Financial Statement are presented in Indian Rupee (INR) and all values are rounded to nearest rupee, except otherwise indicates.

1. Basis of Consolidation:

- i. The financial statements of subsidiaries have been combined on line by line basis by adding together the book value of like items of assets, liabilities, income, expenditure after eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Indian Accounting Standard 21 (Ind AS) – "Consolidated Financial Statements".
- ii. The consolidated financial statements are prepared by adopting uniform accounting policies like transactions or other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company's financial statements. Necessary adjustments have been made to the audited accounts of the subsidiary for adopting uniform accounting policies for the purpose of consolidation.
- iii. The functional currency of the Parent Company and its Joint Venture LLP is Indian Rupee, whereas the functional currency of its Dubai based subsidiary is its respective local currency.
All income and expenses items are translated at the average rate of exchange applicable for the period. All monetary and non-monetary assets and liabilities are translated at the closing rate as on balance sheet date. The equity share capital is stated at the exchange rate at the date of investment. Any gain / (loss) on exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR) through OCI.
- iv. The difference between the Company's cost of investment in the subsidiary over its portion of equity at the time of acquisition of shares is recognized in the consolidated financial statements as Goodwill or Capital Reserve as the case may be.
- v. Interests in Joint Ventures and associates are incorporated in the consolidated financial statements using equity method of accounting after making necessary adjustments to achieve uniformity in application of accounting policies, wherever applicable. An investment in associate or joint venture is initially recognised at cost and adjusted thereafter to recognise the Company's share of profit or loss and other comprehensive income of the joint venture or associate.

- vi. Consolidated financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31st March. When the end of the reporting period of the parent is different from that of a subsidiary, if any, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the consolidated financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

2 SIGNIFICANT ACCOUNTING POLICIES:

a. Recent Pronouncements

i. Ind AS 116 – Leases

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116 – Leases. Ind AS 116 will replace the existing Standard i.e. Ind AS 17 – Leases, and related interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.
Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:
 - Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
 - An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the methods

The Company is currently evaluating the effect of this amendment on the financial statements.

ii. Ind AS 12 Appendix C – Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C – Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have

used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition –

- Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the financial statements.

iii. Amendment to Ind AS 19 – Plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the financial statements.

b. Property, plant and equipment

Property, plant and equipment is recognised when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. Property, plant and equipment is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any.

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

Depreciation is provided on the assets on their original costs up to their net residual value estimated at 1% of the original cost, pro-rata to the period of use on the written down value method, over their estimated useful life as per Schedule II to the Companies Act, 2013 except in respect of foreign subsidiary depreciation is calculated on straight line basis over the estimated useful lives of 3 yrs.

Based on above, the estimated useful lives of assets for the period are as follows:

Assets	Useful Lives (estimated by the management)
Furniture and Fixtures	8 years
Office Equipment	5 years
Computer System	3 years
Office Improvements (Initial Lease Period)	3 years

c. Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

A summary of amortisation policies applied to the Company's intangible assets to the extent of depreciable amount is, as follows:

- Goodwill over the period of five years.
- Trade Mark over the period of ten years.
- Website Development over the period of five years.

d. Impairment of Assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. An asset's recoverable amount is the higher of the asset's or cash-generating unit's fair value less cost of disposal and its value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

e. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of discounts and taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

- Revenue from Course fees is recognised in accordance with the Proportionate Completion Method and recognised proportionately over the period of courses.
- Non-refundable premier relationship fees receivable under business association agreements are taken to income over the period of agreement.
- Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

Other income

- Dividend income is accounted in the period in which the right to receive the same is established.
- Interest income is accrued on a time basis by reference to the principal outstanding and the effective interest rate.

- iii) Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

f. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets - Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost

Financial assets - Subsequent measurement:

For the purpose of subsequent measurement of financial assets are classified in two broad categories:-

- i) Financial assets at fair value
- ii) Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- i) **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.
- ii) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

- i) **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
- ii) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

Other Investment in equity instruments:

Equity instruments which are held for trading are classified as at Fair value through profit or loss. All other equity instruments are classified as Fair value through other comprehensive income. Fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income.

Investment in debt instruments:

A debt instrument is measured at amortised cost or at Fair value through profit or loss. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as Fair value

through other comprehensive income, is classified as at Fair value through profit or loss. Debt instruments included within the Fair value through profit or loss category are measured at fair value with all changes recognised in the Statement of profit and loss.

Financial assets - Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flow from the asset.

ii) Financial liabilities - Initial recognition and measurement:

The financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities - Subsequent measurement:

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial Liabilities - Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

Financial Liabilities - Derecognition:

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 recognised in the statement of profit and loss.

g. Employee Benefits

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 recognised 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.

Post-employment obligations

Gratuity is a post employment defined benefit plan. The Company provides for gratuity benefits to its employees as per the provisions of The Payment of Gratuity Act, 1972. The gratuity benefit scheme is unfunded and the Company's liability is actuarially determined (using the projected unit credit method) at the end of each year.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

h. Foreign Currency Translation

The functional currency and presentation currency of the company is Indian Rupee. Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions.

Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss of the year.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year end are translated at the year end at the closing exchange rate and resultant exchange difference are recognized in the statement of profit and loss.

Non-monetary assets and non-monetary liabilities denomination in foreign currency are measured at historical cost and are translated at exchange rate prevailing at the date of transaction.

i. Provision for current & deferred tax

Income tax expense represents the sum of current tax, deferred tax and adjustments for tax provisions of previous years. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current income tax:

Current tax comprises of the expected tax payable on the taxable income for the year. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax:

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilised. Deferred tax relating to items recognised in other comprehensive income and directly in equity is recognised in relation to the underlying transaction.

Deferred tax assets and liabilities are offset only if Entity has a legally enforceable right to set off current tax assets against current tax liabilities and deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

i. Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the balance sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

j. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdraft.

k. Provisions and Contingent Liabilities

A provision is recognised as a result of a past event the Company 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. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are not recognised but disclosed in the Financial Statements when economic inflow is probable.

l. Use of judgements, estimates and assumptions

The preparation of these financial statements is in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect application of accounting policies and the reported amount of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of income and expenses for the periods presented.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Accounting estimates could change from period to period. Any revision to accounting estimates is recognised prospectively in the current and future periods, and if material, their effects are disclosed in the financial statements. Actual results could differ from the estimates. Any difference between the actual results and estimates are recognised in the period in which the results are known/materialize.

In particular information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- Valuation of financial instruments;
- Evaluation of recoverability of deferred tax assets.
- Useful lives of property, plant and equipment and intangible assets;
- Measurement of recoverable amounts of cash-generating units;
- Obligations relating to employee benefits;
- Provisions and Contingencies and;
- Provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

m. Earnings Per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

3 Property Plant & Equipment

(Amount in ₹)

Particulars	Gross block				Depreciation/ Amortisation					Net block	
	As at 1 April 2018	Additions	Adjustments/ Deductions	Translation difference	As at 31st March, 2019	As at 1 April 2018	For the year	Adjustments/ Deductions	Translation difference	As at 31st March, 2019	As at 31st March, 2019
Tangible assets											
Furniture And Fixtures	2,017,363	-	-	-	2,017,363	2,010,524	1,836	-	-	2,012,360	5,003
Office Equipments	4,661,185	122,266	-	(7,083)	4,790,534	4,444,228	106,584	-	-	4,550,812	239,722
Computer System	2,701,396	27,825	-	(5,945)	2,735,166	2,524,943	78,785	-	-	2,603,728	131,438
Office Improvements	2,365,008	-	-	-	2,365,008	2,365,008	-	-	-	2,365,008	-
Motor Car	331,930	-	-	(16,412)	348,342	66,438	70,564	-	-	137,002	211,340
Total (A)	12,076,882	150,091	-	(29,440)	12,256,413	11,411,141	257,769	-	-	11,668,910	587,503
Intangible assets											
Goodwill	7,635,920	-	-	-	7,635,920	7,635,920	-	-	-	7,635,920	-
Goodwill on consolidation	172,413,908	-	-	-	172,413,908	-	-	-	-	-	172,413,908
Trade Marks	2,659,270	-	-	(17,820)	2,677,090	2,304,265	69,491	-	-	2,373,756	303,334
Computer Software	350,000	-	-	-	350,000	350,000	-	-	-	350,000	-
Website Development	151,000	-	-	-	151,000	78,081	27,480	-	-	105,561	45,439
Total (B)	183,210,098	-	-	(17,820)	183,227,918	10,368,266	96,971	-	-	10,465,237	172,762,681
Grand Total (A+B)	195,286,980	150,091	-	(47,260)	195,484,331	21,779,407	354,740	-	-	22,134,147	173,350,184

Particulars	Gross block				Depreciation/ Amortisation					Net block	
	As at 1 April 2017	Additions	Adjustments/ Deductions	Translation difference	As at 31st March, 2018	As at 1 April 2017	For the year	Adjustments/ Deductions	Translation difference	As at 31st March, 2018	As at 31st March, 2018
Tangible assets											
Furniture And Fixtures	2,091,021	-	-	(73,659)	2,017,363	1,758,989	325,976	-	-74,442	2,010,524	6,839
Office Equipments	4,507,566	109,648	-	43,972	4,661,185	3,687,448	762,771	-	-5,991	4,444,228	216,957
Computer System	2,554,863	146,400	-	133	2,701,396	2,368,065	157,218	-	-340	2,524,943	176,453
Office Improvements	2,365,008	-	-	-	2,365,008	2,365,008	-	-	-	2,365,008	-
Motor Car	934,110	366,130	934,110	34,200	331,930	881,936	119,865	934,110	-1,252	66,438	265,492
Total (A)	12,452,568	622,178	934,110	4,646	12,076,882	11,061,446	1,365,830	934,110	-82,025	11,411,142	665,741
Intangible assets											
Goodwill	7,635,920	-	-	-	7,635,920	7,635,920	-	-	-	7,635,920	-
Goodwill on consolidation	172,413,908	-	-	-	172,413,908	-	-	-	-	-	172,413,908
Trade Marks	2,658,940	-	-	330	2,659,270	2,038,206	433,314	-	-167,255	2,304,265	355,005
Computer Software	350,000	-	-	-	350,000	350,000	-	-	-	350,000	-
Website Development	151,000	-	-	-	151,000	47,881	30,200	-	-	78,081	72,919
Total (B)	183,209,768	-	-	330	183,210,098	10,072,007	463,514	-	-167,255	10,368,266	172,841,832
Grand Total (A+B)	195,662,336	622,178	934,110	4,976	195,286,980	21,133,453	1,829,344	934,110	-249,280	21,779,407	173,507,573

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

 (Amount in Indian Rupees, except for share data, and if otherwise stated)
 (Amount in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
4 Non current investments		
Investments carried at cost		
Limited Liability Partnership:		
EMDI Wedding Academy LLP - Partner's Capital - (50% share in profit / (loss))	-	100,000
Share of profit in Wedding LLP	-	59,971
Investments carried at fair value through OCI		
Equity shares - Un quoted		
2,31,000 Equity shares in Business India Publication Limited	9,992,319	-
245,554 Equity shares of ₹ 10 each in AAT Academy India Ltd.	10,000,000	10,000,000
50,000 Equity shares of ₹ 10 each in Vyom Events & Entertainment Pvt Ltd (erstwhile Minds Eye Production Pvt. Ltd)	-	-
Total	19,992,319	10,159,971
5 Long term loans		
Inter corporate deposits	15,000,000	30,000,000
Deposits	-	2,079,939
Total	15,000,000	32,079,939
6 Deferred tax asset (net)		
Deferred tax assets (Gross)		
On Depreciation Differential	1,675,616	1,749,490
On Provision of Gratuity	281,044	223,560
On Provision for Doubtful Debts	473,980	473,980
	2,430,640	2,447,030
Deferred Tax Liability (Gross)		
On Depreciation Differential	(118,551)	-
On Fair Value of investments	(41,818)	(97,935)
	(160,369)	(97,935)
Total	2,270,271	2,349,095
7 Non-current tax assets (net)		
Advance income tax (net)	589,859	1,256,885
Total	589,859	1,256,885
8 Other non-current assets		
Deferred rent expense	-	175,959
Total	-	175,959
9 Investments		
Investments measured at Fair Value		
Through Profit & Loss In Mutual Fund- Quoted		
(C.Y. = NIL, P.Y. = 1349 Units) Birla Sun Life Cash Plus Growth Plan	-	376,753
(C.Y. = 3983.993 Units, (P.Y. 15572 Units) Aditya Birla Sun Life Floating Rate Fund Long Term Growth Plan	928,383	3,352,996
Total	928,383	3,729,749

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

(Amount in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
10 Trade receivable		
Considered good	5,011,089	5,771,448
Considered doubtful	699,335	2,481,619
	5,710,424	8,253,067
Less: Provision for doubtful debts	(699,335)	(2,481,619)
Total	5,011,089	5,771,448
11 Cash and cash equivalents		
Balances with banks in:		
Balance with scheduled banks		
- Current accounts	1,578,372	8,131,617
- In fixed deposits having original maturity upto 3 months	969,693	-
Cash in hand	137,832	248,083
	2,685,897	8,379,700
Other bank balances		
Deposit with maturity of more than 3 months but less than 12 months from reporting date	927,500	1,747,000
	927,500	1,747,000
Total	3,613,397	10,126,700
12 Short term loans		
(Unsecured, Considered Good)		
Loan to employees	31,000	2,000
Others	1,801,310	53,010
Total	1,832,310	55,010
13 Other Current financial assets		
Interest accrued on deposits and advances	23,836	2,441,529
Total	23,836	2,441,529
14 Other current assets		
Prepaid expenses	3,827,780	3,383,132
Balances with government authorities	927,061	1,335,868
Other advances	2,410,400	2,200,000
Current portion of deferred rent expense	175,959	191,954
Total	7,341,200	7,110,954
15 Equity share capital		
Authorised		
Particulars	Number of equity shares	Amount in INR (at par value)
Equity shares of INR 10 each		
As at 01 April 2018	11,700,000	117,000,000
Increase/(decrease) during the year	4,300,000	43,000,000
As at 31 March 2019	16,000,000	160,000,000

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

Particulars	Number of equity shares	Amount in INR (at par value)
Equity shares of INR 10 each		
As at 01 April 2017	11,700,000	117,000,000
Increase/(decrease) during the year	-	-
As at 31 March 2018	11,700,000	117,000,000
Issued, Subscribed and fully paid up		
Equity shares of INR 10 each		
As at 01 April 2018	7,907,715	79,077,150
Increase/(decrease) during the year	-	-
As at 31 March 2019	7,907,715	79,077,150
Equity shares of INR 10 each		
As at 01 April 2017	7,907,715	79,077,150
Increase/(decrease) during the year	-	-
As at 31 March 2018	7,907,715	79,077,150
Forfeited Shares		
Equity shares of INR 10 each 2.5 paid up		
As at 01 April 2018	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2019	1,550	3,875
Equity shares of INR 10 each 2.5 paid up		
As at 01 April 2017	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2018	1,550	3,875
a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period		
Equity shares of INR 10 each		
As at 01 April 2018	7,907,715	79,077,150
Increase/(decrease) during the year	-	-
As at 31 March 2019	7,907,715	79,077,150
Equity shares of INR 10 each 2.5 paidup (forfeited)		
As at 01 April 2018	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2019	1,550	3,875
Total as at 31st March 2019	7,909,265	79,081,025
Equity shares of INR 10 each		
As at 01 April 2017	7,907,715	79,077,150
Increase/(decrease) during the year	-	-
As at 31 March 2018	7,907,715	79,077,150
Equity shares of INR 10 each 2.5 paidup (forfeited)		
As at 01 April 2017	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2018	1,550	3,875
Total as at 31 March 2018	7,909,265	79,081,025

Notes to Consolidated Financial Statements for the year ended 31st March, 2019
b) Terms/rights attached to equity shares

- i) The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share.
- ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- iii) No shares have been issued for consideration other than cash. No bonus shares have been issued and no shares brought back in preceding 5 years from the date of financial statements.
- iv) The Company has issued 1,900,000 equity shares of ₹ 10 each on 13th May 2014 to Krisma Investments Private Limited (one of the member of the promoter and promoter group of the Company) on preferential allotment basis in accordance with the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.

c) Shareholders holding more than 5% of the shares in the Company

(Amount in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Bela Naishadh Desai		
No. of Shares	884,100	884,100
% holding	11.18%	11.18%
Krisma Investments Pvt Ltd		
No. of Shares	2,613,341	2,613,341
% holding	33.05%	33.05%
Koppara Sajeeve Thomas		
No. of Shares	784,390	784,390
% holding	9.92%	9.92%
16 Other Equity		
Capital Reserve		
As per last Balance Sheet	26,275,000	26,275,000
Increase/(decrease) during the year	-	-
	<u>26,275,000</u>	<u>26,275,000</u>
Share Premium		
As per last Balance Shee	285,579,100	285,579,100
Increase/(decrease) during the year	-	-
	<u>285,579,100</u>	<u>285,579,100</u>
General Reserve		
As per last Balance Shee	880,566	880,566
Increase/(decrease) during the year	-	-
	<u>880,566</u>	<u>880,566</u>
Other Comprehensive Income (OCI)		
As per last Balance Shee	(40,419,587)	(93,820)
Increase/(decrease) during the year	73,009	(40,325,767)
	<u>(40,346,578)</u>	<u>(40,419,587)</u>
Retained earnings		
As per last Balance Sheet	(549,518)	(549,018)
Increase/(decrease) during the year	-	-
	<u>(549,518)</u>	<u>(549,018)</u>
Profit and loss account		
As per last Balance Sheet	(129,742,877)	(115,168,805)
Increase/(decrease) during the year	(28,479,697)	(14,574,072)
	<u>(158,222,574)</u>	<u>(129,742,877)</u>

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

(Amount in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Foreign currency translation reserve		
As per last Balance Sheet	(220,984)	(288,032)
Increase/(decrease) during the year	(490,743)	67,048
	(711,727)	(220,984)
Share of profit in LLP	-	59,971
Total	112,904,269	141,862,171
17 Financial Liabilities - Borrowings		
Loan from Directors		
Abbas Patel	2,038,664	-
Bela Desai	5,109,228	-
Others	1,484,168	-
Total	8,632,060	-
18 Long-term provisions		
Long term employee benefits payable		
- Gratuity	4,154,558	4,489,208
Total	4,154,558	4,489,208
19 Other Non- current liabilities		
Deferred revenue	175,000	2,388,001
Total	175,000	2,388,001
20 Trade payable		
Micro, Small and Medium Enterprises	-	-
Other than Micro, Small and Medium Enterprises	4,562,815	3,065,569
Total	4,562,815	3,065,569
21 Others current financial liabilities		
Advance fees received	15,720,051	12,737,616
Statutory dues	341,088	1,344,024
Deposits	328,230	354,100
other financial liability	3,222,520	2,617,544
Total	19,611,889	17,053,284
		(Amount in ₹)
22 Short-term provisions		
Provision for employee benefits		
Gratuity	31,232	25,554
Total	31,232	25,554
23 Other current liabilities		
Deferred premium relationship fees	800,000	800,000
Total	800,000	800,000

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

(Amount in ₹)

Particulars	2018-19	2017-18
24 Revenue from operations		
Course fees	54,267,088	70,059,498
Form and other fees	2,444,396	1,774,339
Other Operating Incomes	-	-
Income from premier relationship fees	800,000	800,000
Business auxiliary income	5,615	432,000
Total	57,517,099	73,065,837
25 Other income		
Interest income:		
- on bank deposits	70,058	21,760
- on Intercompany deposits	2,298,083	2,700,000
- on income tax refund	64,435	27,866
- on others	203,855	171,891
Gain from sale / fair valuation of current investments carried at Fair Value Through Profit & Loss Account (net)	75,568	980,036
Exchange Gain	-	4,819
Sundry balances written back	13,734	13,439
Miscellaneous income	159,935	461,794
Profit from Partnership Firm LLP	71,522	-
Total	2,957,190	4,381,605
26 Cost of Services Rendered (direct)		
Faculty fees	6,796,994	7,164,612
Business Auxiliary services	6,678,614	6,272,419
Certification Fees	130,355	376,207
Student activity	4,461,866	1,133,782
Total	18,067,829	14,947,020
27 Employee benefit expenses		
Salaries, wages and bonus	24,527,921	27,719,448
Contribution to gratuity	279,033	245,278
Leave encashment	128,838	73,771
Staff welfare expense	182,128	185,806
Total	25,117,920	28,224,303
28 Finance Cost		
Interest Loan	136,547	-
Bank Charges & Others	439,117	-
Total	575,663	-
29 Other expenses		
Electricity Charges	298,621	318,679
Rent	11,279,232	11,261,971
Repairs and Maintenance	404,786	737,163
Rates and Taxes	11,100	82,466

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

(Amount in ₹)

Particulars	2018-19	2017-18
Auditors Remuneration		
Audit Fees	150,000	150,000
Limited Review Fees	54,000	36,000
Others	65,000	64,790
Legal and Professional Fees	18,925,173	16,557,093
Advertisement and Marketing Expenses	8,443,656	8,788,764
Directors Sitting Fees	25,500	26,000
Postage and Courier	14,982	8,563
Printing and Stationery	417,723	206,239
Company Law Matter and Listing Fees	879,430	449,748
Telephone Expenses	990,381	283,921
Travelling Expenses	782,282	1,462,959
Conveyance Expenses	669,352	661,495
Interest on statutory dues	35,630	24,668
Exchange Fluctuation Loss	658,651	-
Sundry Balance Written off	-	6,435
Bad-Debts written off	1,823,000	860,632
Less :- Provision on Bad Debts Adjusted	(1,823,000)	-
Other Miscellaneous Expenses	638,445	4,482,333
Total	44,743,944	46,469,919

30 Earnings per share

i) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity shareholders	(28,479,697)	(14,576,493)
ii) Number of Equity shares used as denominator for calculating Basic EPS	7,907,715	7,907,715
iii) Number of Equity shares used as denominator for calculating Diluted EPS	7,907,715	7,907,715
iv) Basic Earnings per share (₹)	(3.60)	(1.84)
v) Diluted Earnings per share (₹)	(3.60)	(1.84)
vi) Face Value per Equity share (₹)	10.00	10.00

31 Disclosure in respect of Leases pursuant to Indian Accounting Standard (Ind AS) 17 "Leases":
Company as a lessee:
Operating lease:

The Company has taken commercial premise on non-cancellable operating leases, the future minimum lease payments in respect of which are as follows:

Payable not later than 1 year	4,551,888	4,877,415
Payable later than 1 year and not later than 5 years	-	4,675,000
Total	4,551,888	9,552,415

32 No impairment provision has been made in financial statements with regard to the value of Investment in EMDI (Overseas) FZ LLC, wholly owned subsidiary of the Company although the net worth of the subsidiary is eroded as the management is expecting the positive trends in the result of the subsidiary on going concern basis.

33 Related Party Disclosures:

a) List of Related Parties and list of related parties with whom transactions have taken place during the year / previous year:

Joint Venture

EMDI Wedding Academy LLP - (50% Share in Profit & Loss)

Key Managerial Personnel

- 1) Mr. Ashwani Kumar Singh - Executive Director*
- 2) Ms. Preeta D'souza - Chief Executive Officer
- 3) Mr. Dharmesh Parekh - Company Secretary
- 4) Ms. Dhara Shah - Chief Financial Officer
- 5) Tushar Arun Morsawala - Manager

Notes to Consolidated Financial Statements for the year ended 31st March, 2019
Relative of Key Managerial Personnel

Ms. Asha Parekh - Consultant (wife of Dharmesh Parekh)

Mr. Ronak Shah - M.S. Academy (Husband of Ms. Dhara Shah)

Enterprise over which Director of the Company having significant influence

Value Line Advisors Pvt Ltd.

La Consultants-Proprietary Concern of Ms. Bela Desai - Promoter Non - Executive Director

b) Transactions with related parties:

Particulars	Transaction values and balances for the year ended	
	31st March, 2019	31st March, 2018
Salary and Allowances Paid		
Dharmesh Parekh	1,568,402	1,465,850
Preeta D'Souza	2,062,700	539,350
Dhara Shah	326,250	192,500
Tushar Arun Morsawala	701,855	-
Reimbursement of expenses		
Preeta D'souza	393,901	182,697
Dharmesh Parekh	15,000	15,000
La Consultants	-	5,282
Professional Fees		
Valueline Advisors Pvt Ltd.	-	6,000,000
La Consultants	3,337,340	5,198,594
Asha Parekh	600,000	600,000
Ronak Shah - M S Academy	-	100,000
Alpa Tushar Morsawala	1,349,020	-
Loan taken		
Abbas Patel	2,000,000	-
Bela Desai	5,025,000	-
Interest on Loan		
Abbas Patel	42,960	-
Bela Desai	93,587	-
Board Sitting Fees to Directors (Including Conveyance)		
Abbas Patel	10,000	10,000
Anil Naik	8,500	7,000
Bela Desai	10,000	9,000
Business Auxiliary Services Received		
EMDI Wedding Academy LLP	5,615	432,000
Share of Profit		
EMDI Wedding Academy LLP	71,552	-
Liabilities		
Loan from Directors (Including outstanding Interest)		
Abbas Patel	2,038,664	-
Bela Desai	5,109,228	-
Current Liabilities		
La Consultants	1,231,200	-
Tushar Arun Morsawala (Remuneration Payable)	137,088	-
Assets		
Loan to Tushar Arun Morsawala	9,275	-

* Mr. Ashwani Kumar Singh has appointed as an Executive Director w.e.f. 13th November, 2018 without any remuneration.

Notes to Consolidated Financial Statements for the year ended 31st March, 2019
34 Disclosure pursuant to Ind AS 19 "Employee Benefits":

The Company operates an unfunded gratuity scheme for its employees. The disclosures in respect of the scheme as required in the Indian Accounting Standard 19 - "Employee Benefits", issued by the Institute of Chartered Accountants of India are given below :

Gratuity
A. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its compone

Defined benefit obligation	(Amount in ₹)	
Particulars	Mar 31, 2019	March 31, 2018
Opening balance	859,848	673,485
Included in profit or loss		
Current service cost	213,083	195,238
Interest cost	65,950	50,040
	<u>1,138,881</u>	<u>918,763</u>
Included in OCI		
Remeasurement loss or (gain)		
Actuarial loss or (gain) arising from		
Demographic assumptions	4,551	(30,411)
Financial assumptions	(62,495)	(28,504)
	<u>(57,944)</u>	<u>(58,915)</u>
Other		
Liability Taken Over of Employees		
Contributions paid by the employer	-	-
Benefits paid	-	-
Closing balance	<u>1,080,937</u>	<u>859,848</u>

B. Defined benefit obligations
i. Actuarial assumptions

The following were the weighted average assumptions used to determine benefit obligations at the reporting date.

Particulars	Mar 31, 2019	Mar 31, 2018
Mortality rate during employment	IALM (2006-08)	IALM (2006-08)
Discount rate	7.64%	7.67%
Salary escalation rate	6.00%	6.00%
Employee turnover rate	2% for all ages	2% for all ages

ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	01/04/2018 to 31/03/2019	
	+1% movement	-1% movement
Discount rate	944,618	1,244,028
Future salary growth	1,245,090	941,487

iii. Expected future contributions to defined benefit plan

Particulars	As at 31st March, 2019	As at 31st March, 2018
1st following year (next reporting period)	37,874	25,554
2nd following year	44,733	27,842
3rd following year	51,834	33,550
4th following year	59,207	40,697
5th following year	66,864	62,339
6 to 10 years	460,462	505,593

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

35 Other disclosure pursuant to Ind AS 107 "Financial Instruments: Disclosures":

A (a) Category-wise classification for applicable financial assets:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Measured at fair value through Profit or Loss (FVTPL):		
(i) Investment in mutual funds	928,383	3,729,749
	<u>928,383</u>	<u>3,729,749</u>
Measured at amortised cost:		
(i) Long-term loans	15,000,000	32,079,939
(ii) Trade receivables	5,011,089	5,771,448
(iii) Cash and cash equivalents	3,613,397	10,126,700
(iv) Short-term loans and advances	1,832,310	55,010
(v) Other current financial assets	23,836	2,441,529
	<u>25,480,632</u>	<u>50,474,626</u>
Measured at fair value through other comprehensive income		
(i) Investment in un quoted equity instruments (other than in subsidiary)	19,992,319	10,100,000
	<u>19,992,319</u>	<u>10,100,000</u>
Total	<u>46,401,334</u>	<u>64,304,375</u>

(b) Category-wise classification for applicable financial liabilities:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Measured at amortised cost:		
(i) Trade payables	4,562,815	3,065,569
(ii) Other current financial liabilities	19,611,889	17,053,284
Total	<u>24,174,704</u>	<u>20,118,853</u>

(c) Fair value hierarchy of financial assets and liabilities measured at fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following three levels:

Level 1 - Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs are other than quoted prices included within level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs are not based on observable (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on market data.

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investments measured at fair value through profit or loss (Level 1)	928,383	3,729,749
Investments measured at fair value through other comprehensive income (Level 3)	19,992,319	10,100,000
Total	<u>20,920,702</u>	<u>13,829,749</u>

B Financial risk management

(i) Risk management framework

The Company's board of directors have overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks arising from financial instruments:

- Liquidity risk;
- Credit risk; and
- Market risk

(ii) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding borrowings and the Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Notes to Consolidated Financial Statements for the year ended 31st March, 2019
Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Non-derivative financial liabilities

31st March 2019	1 year or less	1-2 years	Total
Trade payables	4,562,815	-	4,562,815
Other current financial liabilities	19,611,889	-	19,611,889
31st March 2018	1 year or less	1-2 years	Total
Trade payables	3,065,569	-	3,065,569
Other current financial liabilities	17,053,284	-	17,053,284

(iii) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers. Company's major earnings is from course fees from the students and the default payment terms is to make payments in advance.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. There are no significant trade receivables in the financial statements. Hence, there is no significant concentration of credit risk.

Cash and cash equivalents, investments and other deposits accepted by the Company are neither past due nor impaired. Cash and cash equivalents include deposits with banks.

The credit risk from deposits with banks and mutual fund investments are managed by the Company in accordance with the limit and framework as per board approval. The maximum exposure for credit risk in deposits with banks and Mutual fund investments is the carrying amount which are as follows:

	As at 31st March, 2019	As at 31st March, 2018
Term deposits with banks including interest accrued thereon	969,693	1,747,000
Mutual fund investments	928,383	3,729,749

(iv) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, which will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

Currency risk

The risk on the Company's foreign currency transactions relate to temporary loans to its subsidiary. Amount involved in the transactions are not significant, hence currency risk associated with it is not significant in nature.

36 Movement in deferred tax balances

(Amount in ₹)

31st March 2019	Opening balance	Recognised for the year	Deferred tax Assets/ (Liability)
Depreciation on Property, plant and equipment	1,749,490	(192,424)	1,557,066
Provision for employee benefits (recognised as profit or loss)	230,389	50,654	281,043
Provision for employee benefits (recognised as other comprehensive income)	(6,829)	15,065	8,236
Provision for doubtful debts	473,980	-	473,980
Others	(97,935)	56,117	(41,818)
Total	2,349,095	(70,588)	2,278,507
31st March 2018	Opening balance	Recognised for the year	Deferred tax Assets/ (Liability)
Depreciation on Property, plant and equipment	2,252,252	(502,762)	1,749,490
Provision for employee benefits (recognised as profit or loss)	230,254	135	230,389
Provision for employee benefits (recognised as other comprehensive income)	(22,147)	15,318	(6,829)
Provision for doubtful debts	563,307	(89,327)	473,980
Others	(138,961)	41,026	(97,935)
Total	2,884,705	(535,610)	2,349,095

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

(Amount in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
37 Movement provision for doubtful debts		
Opening Balance	1,823,000	1,823,000
Addition	-	-
Used / reversed	(1,823,000)	-
Closing Balance	<u>-</u>	<u>1,823,000</u>
38 The Company deals in business of 'Vocational Education' which is the main activity. As such, there is one reportable segment as defined by Ind AS 108 - Segmental reporting		
Segment wise revenue, results, assets and liabilities:		
Segment Revenue		
a. India	26,841,351	28,328,488
b. International	30,675,748	44,737,349
Total	<u>57,517,099</u>	<u>73,065,837</u>
Less: Inter Segment Revenue	-	-
Revenue From Operations	<u>57,517,099</u>	<u>73,065,837</u>
Segment Result		
a. India	(10,531,308)	(17,806,731)
b. International	(20,811,690)	(598,018)
Total	<u>(31,342,998)</u>	<u>(18,404,749)</u>
Add: Other Income	2,957,190	4,381,605
Less: (I) Interest	-	-
(ii) other Un-allocable expenditure net off un-allocable income	-	-
Add: Exceptional Items	-	-
Total Profit/(Loss) before Tax	<u>(28,385,808)</u>	<u>(14,023,144)</u>
Segment Assets		
a. India	11,028,880	11,643,296
b. International	10,589,358	18,468,793
Total	<u>21,618,238</u>	<u>30,112,089</u>
Segment Liabilities		
a. India	19,094,897	10,250,755
b. International	18,872,657	17,570,859
	<u>37,967,554</u>	<u>27,821,614</u>

39 The Company is one of the partner in EMDI Wedding Academy LLP (50% share). The said LLP is in process of Winding up and Capital of the LLP has been repaid and share of profit has been distributed among the partners.

40 Previous Year Figures have been regrouped / reclassified wherever necessary.

As per our report of even date

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Sushil Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 24th May, 2019

For and on behalf of the Board of Directors

Ashwani Kumar Singh
Executive Director
(DIN : 03388771)

Preeta D'Souza
Chief Executive Officer

Place: Mumbai
Date: 24th May, 2019

Bela Desai
Director
(DIN:00917442)

Dhara Shah
Chief Financial Officer

Dharmesh Parekh
Company Secretary

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

GREY CELLS

EDUCATION LIMITED

ATTENDANCE SLIP

GREYCELLS EDUCATION LIMITED

CIN: L65910MH1983PLC030838

301, 3rd Floor, Symphony, Durga Niwas, Nehru Road, Near Sathaye College Stop, Vile Parle (East), Mumbai – 400057

(Please complete this Attendance Slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the 36th Annual General Meeting of the Shareholders of the Company being held on Monday, September 30, 2019 at 3.00 p.m. at 301, 3rd Floor, Symphony, Durga Niwas, Nehru Road, Near Sathaye College Stop, Vile Parle (East), Mumbai – 400057.

DP Id. : _____ Folio No.: _____

Client Id.: _____ No. of Shares held: _____

NAME OF THE SHAREHOLDER: _____
(1st name)

(Joint Holder)

Name of Proxy _____

(To be filled in case of the proxy attends instead of shareholder)

Signature of Shareholder/Proxy*



Tear Here



GREY CELLS

EDUCATION LIMITED

GREYCELLS EDUCATION LIMITED

CIN: L65910MH1983PLC030838

301, 3rd Floor, Symphony, Durga Niwas, Nehru Road, Near Sathaye College Stop, Vile Parle (East), Mumbai – 400057

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management Administration) Rules, 2014)

Name of Member(s): _____

Registered address: _____

E-mail Id : _____

Folio No./ Client Id. : _____

DP ID : _____

I/We, being the member(s) of _____ Shares of Greycells Education Limited, hereby appoint

1. Name : _____ E-mail Id : _____

Address: _____

Signature : _____, or failing him

2. Name : _____ E-mail Id : _____

Address: _____

Signature : _____, or failing him

3. Name : _____ E-mail Id : _____

Address: _____

Signature : _____,

as my/our proxy to attend and vote (in a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 3.00 p.m. at 301, 3rd Floor, Symphony, Durga Niwas, Nehru Road, Near Sathaye College Stop, Vile Parle (East), Mumbai – 400057 and at any adjournment thereof in respect of such resolutions as are indicated below:



Tear Here





Tear Here



I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2019		
2. Re-appointment of Ms. Bela Desai as Director		
3. Appointment of Mr. Ashwani Kumar Singh as a Director of the Company		
4. Appointment of Mr. Ashwani Kumar Singh as an Executive Director of the Company		
5. Re-appointment of Mr. Abbas Patel as an Independent Director of the Company		
6. Re-appointment of Dr. Anil Naik as an Independent Director of the Company		

Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix a
₹ 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

COURIER

GREY CELLS
EDUCATION LIMITED

If undelivered please return to:

GREYCELLS EDUCATION LIMITED
301, 3rd Floor, Symphony, Durga Niwas,
Nehru Road, Near Sathaye College Stop,
Vile Parle (East), Mumbai – 400057