MT EDUCARE
MT EDUCARE LTD.

R. O. : 220, 2nd Flr., "FLYING COLORS", Pandit Din Dayal Upadhyay Marg,
L. B. S. Cross Road, Mulund (W), Mumbai - 400 080.
Ph. : 022-25937700 / 800 / 900 | Fax: 022-25937799
CIN : L80903MH2006PLC163888
Email : info@mteducare.com
Website : www.mteducare.com

Date: August 31, 2019

Dear Sir / Madam,

The Manager (CRD) **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400001	The Manager – Listing Department **National Stock Exchange of India Limited** Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051
Scrip Code : 534312	**Symbol: MTEDUCARE**

Sub: Annual Report 2018-19

We wish to inform you that the 13th Annual General Meeting of the Company will be held on Thursday, September 26, 2019 at the "The Hall of Culture", Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the 13th Annual Report of MT Educare Limited for the information of the investor community at large.

The above may also be accessed on the website of the Company i.e. www.mteducare.com

We request you to take note of the above on your records and oblige.

Thanking you,

Yours faithfully,
For MT Educare Limited

MChavan

Mandar Chavan
Company Secretary

MT EDUCARE LTD.

Encl: As above

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MT EDUCARE

MT Educare Limited

CIN: L80903MH2006PLC163888
220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Rd., Mulund (West), Mumbai - 400080
Tel:-(022) 2593 7700 / 800 / 900 **|** **Fax**:-(022) 2593 7799 **|** **E-mail:** info@mteducare.com
w w w . m t e d u c a r e . c o m

MT EDUCARE

TAKING INDIAN EDUCATION TO A NEW PEAK OF GLORY

MT Educare Limited
Annual Report 2018-19

Best of Indian Education,
begins here...

PROMISING
FUTURE

CONTENTS

Increase Performance, not Stress

Launching India's first 'PREP SCHOOL'

'Increase performance, not stress' has been the constant endeavor of MT Educare Ltd for the students' community since its inception as Mahesh Tutorials in 1988. From being the first to introduce the concept of structured single study material for each & every subject for Class IX & Class X in late 1980s to being the pioneers in coaching all subjects under one roof with complete élan in the early 1990s; to being the leaders in having multiple coaching centres / locations with the same efficiency of teachers in late 1990s. Under the dynamic leadership of its founder-promoter, Mr. Mahesh Shetty, the advent of new millennium has further witnessed Mahesh Tutorials (MT) metamorphosed to MT Educare Ltd. (MTEL) by being the first coaching class of our country in getting overseas private equity. Empowering the classroom teachers with new-age teaching / learning methods of Robomate+ and the innovation of R+ book in recent years have all been landmark events in the archives of private education sector of our country which have been innovated by MT Educare Ltd. MTEL has been the first in so many such path-breaking initiatives for the entire education ecosphere of our country to follow.

'MT Educare Ltd' & 'Innovation in Education' are indeed synonyms. In its constant endeavor to make education stress-free & comforting for its students, MTEL has now launched the concept of 'Lakshya Prep' for the pupils of Class IX to Class XII. Normal academic schedule for a Class IX to Class XII student is of 10 to 12 hours (6 to 8 hours of Junior College / School for regular curriculum and additional 3 to 4 hours of coaching class for Competitive entrance exam training). By academically supporting various High Schools (for Class IX & X) & Junior Colleges (for Class XI & XII), MTEL shall now ensure that the academic schedule of a student (between Class IX to Class XII) shall be structured only within 6 hours (8am to 2pm). With unique concepts like NO HOMEWORK for these teenagers as well as equal emphasis on YOGA & SPORTS, the students of 'Lakshya Prep' are surely going to be real life Ranchos in true sense. To start with, MT Educare Ltd shall be academically supporting 12 such education ventures called as 'Lakshya Prep High School & Junior College' from the academic year 2019-20. Apart from this unique venture in Maharashtra, MTEL shall be supporting 15 more Mahesh PU Colleges in Karnataka from 2019-20 (thereby taking the total number of Mahesh PU Colleges to 37 across the length and breadth of Karnataka). There shall be additional 21 'Lakshya Prep High School & Junior College' across Maharashtra from academic year 2020-21 onwards. The year 2018-19 has thus marked a significant turnaround for MTEL group. The company intends to further focus on its core strength of providing high-quality education to its students thereby improving their performance without increasing stress in this highly competitive education ecosystem of our country.

A prep school is where the student prepares to take up his life goals so that his studies are focused towards his aspirations.

We have evolved from an 'information age' to an 'innovation age'. The education ecosystem necessitates today's students to 'Increase performance, not stress' to adapt to this evolving era. The concept of Prep School is not entirely new and Prep schools have existed in the United States, France and Germany for some time now. The goal of a prep school is to prepare the student either for university, higher education or for a specific profession or vocation. The term 'Prep School' in the US and Japan is usually associated with focused institutions that prepare students to super-specialize in their innate talent. In the USA, Germany and other parts of Europe prep schools prepare students to enter and study at the university. In France, preparatory schools mean special post-secondary classes called 'classes préparatoires'. These classes are part of the graduation years and take the top cream of students who eventually go on to become engineers and doctors. The youth of India needs an education ecosystem in which they can innovate and be unique. Each of them should have the liberty to prepare for their passion. Some may want to excel in sports, some in music / dance and some in academics. After all, in the world's second most populous country; employability will improve with super-specialization of our youth from an early age. Thus, Prep Schools are the new need for educating the aspirational 'New India'.

The 'Lakshya Prep High School and Junior College' is the first of its kind in India. It has been envisioned and designed for students who are serious about taking up science for future growth and those who want to go on to study in the prestigious engineering and medical colleges like the IITs and AIIMS. Lakshya Prep starts at an early age – when the student is in Class IX - so that a strong foundation can be laid with a focus on science and help these students crack competitive exams of Engineering and Medicine. In fact even the proposed draft of the New Education Policy envisages a 5+3+3+4 system of Education. Lakshya Prep shall thus prove to be a landmark innovation by MTEL for the overall education ecosystem of the country.

The World of MT EDUCARE

MT Educare Ltd, a subsidiary of Zee Learn Ltd is one of the leading education support and coaching services provider in School, Science and Commerce streams. Based out of Maharashtra (headquartered in Mumbai), MTEL now has significant presence in Gujarat and Maharashtra in Western India; Karnataka, Tamil Nadu, Andhra Pradesh & Telangana in Southern India; Punjab, Haryana & Uttar Pradesh in Northern India; Assam, Meghalaya, Manipur & Arunachal Pradesh in Eastern (North East) India.

MT Educare offers specialized coaching for national level examinations like the JEE Advanced and JEE Mains as well as other State-level exams (MHT-CET, K-CET, EAM-CET) for Engineering, NEET for Medical, Foundation/Intermediate/CA Final for Commerce and CAT/CET for MBA aspirants. MT Educare has over 272 coaching centres / junior colleges / PU Colleges / Intermediate Colleges spread across 146 locations in these states, with faculty strength of over 1,200 well trained teachers and student strength of 99,547.

At MT Educare, technology enabled learning models with the help of Robomate+, advanced teaching pedagogies with R+ book and learning management systems have revolutionized & empowered the classroom teachers to the fullest. The foresight of delivering quality education consistently with unique innovation (ahead of the market), has resulted MT Educare group being the premier institution in the Education sector and a household name. Integrating 'Technology and Teachers' to simplify the pedagogy for ensuring 100% literacy of Indian youth from Kutch to Kamrup is the single-minded mission of the company.

Over the years, MTEL has been instrumental in the transformation of the traditional chalk-&-talk classrooms to the modern-day digitized teaching-learning era in education. 'Learn. Grow. Evolve' are the three fundamental principles of the company. From a small localized coaching class set-up to a corporate education conglomerate, MTEL has achieved unprecedented echelons of growth and evolution in the field of learning / education to one and all.

MTEL group has made education simpler for the most average students, thereby reaching out to the masses as well as preparing all India toppers from the top class students through their extremely talented team of teachers and the support staff. Today, MT Educare is truly a national player with multi-city presence and a diverse product portfolio, standing a class apart due to technology-enabled business processes, digital content delivery and 24 x 7 online support for the courses offered.

Vision

Global Reach in Education and Training (GREAT)

Mission

We are committed to take Education to every home through our teachers by using technology in the following areas of the education eco-system.

1. Digital content for Learning, Teaching and Assessment
2. Innovative learning and teaching methodologies such as blended learning and flipped classrooms
3. Flexible delivery models of education on different technology & end-user platforms

OUR OFFERINGS

MAHESH TUTORIALS SCHOOL SECTION
SCHOOL COURSES
Secondary Education - Class VIII, IX & X | National Board - CBSE & ICSE | State Boards - Maharashtra, Gujarat, Karnataka | Foundation Courses for Competitive Exam

LAKSHYA FORUM FOR COMPETITIONS
SCIENCE COURSES
Higher Secondary Education - Class XI & Class XII | Engineering Entrance - JEE Main & JEE Advanced | State Level Engineering & Medical Entrance | Medical Entrance - AIIMS & NEET

MAHESH TUTORIALS COMMERCE
COMMERCE COURSES
Higher Secondary Education & Professional Education | Class XI & XII | Chartered Accountancy - CA Foundation, CA Intermediate & CA Final

ROBOMATE + LEARNING MADE SIMPLE
School Courses | Science Courses | Commerce Courses | Test Prep Courses

Learning Made Simple

CPLC - MBA TEST PREPARATORY
Empowering Minds. Building Careers.
Test Prep | management Entrance | Common Admission Test (CAT) | CMAT & other Management Entrance Test | XAT | SNAP | NMAT, CET | Bank PO, Civil Services

MAHESH PU COLLEGE
Education at its best
PRE-UNIVERSITY COURSES | Science | PU 1 & PU 2 | Engineering Entrance | Medical Entrance

EDUCATION AT ITS BEST

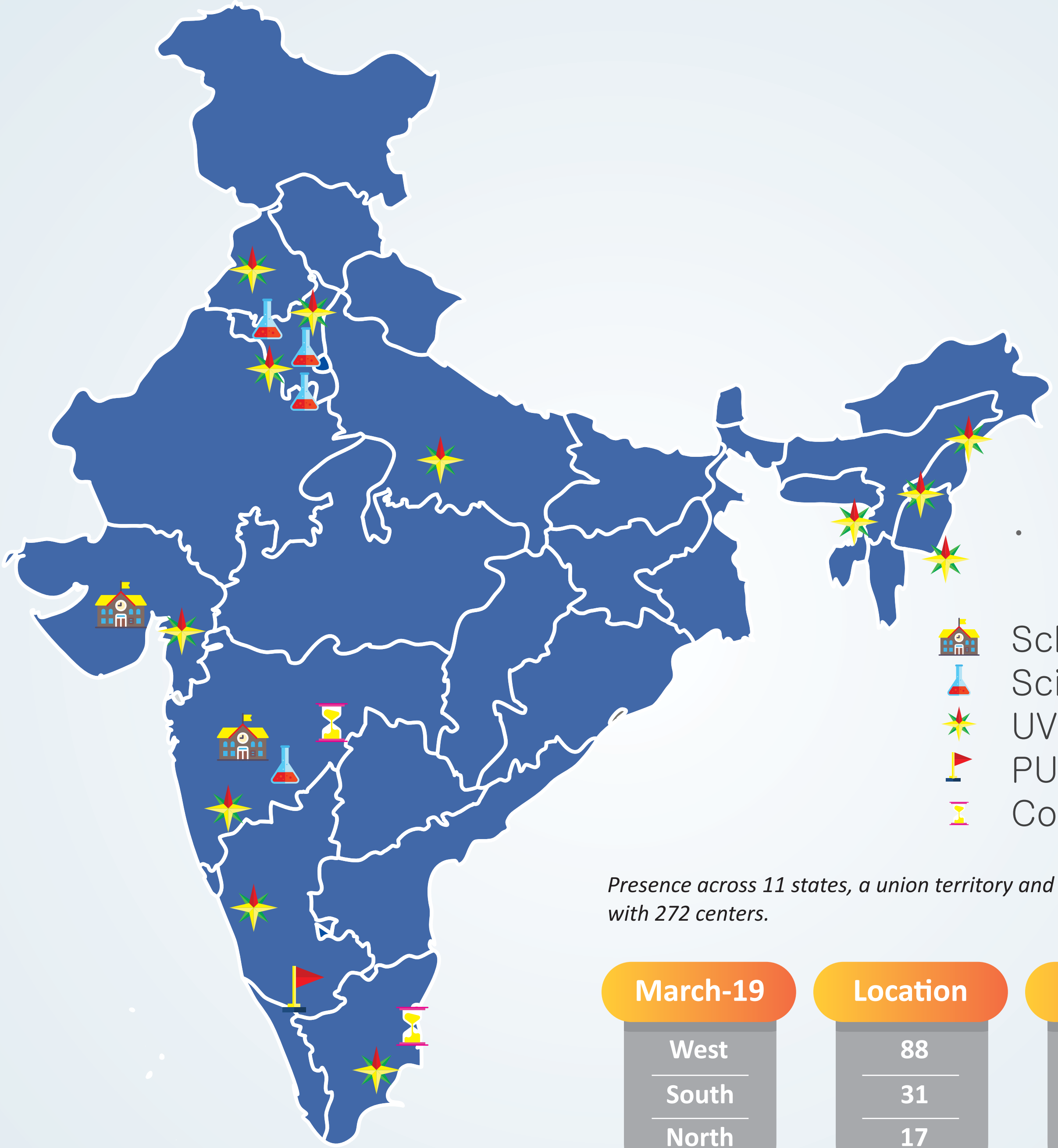
LAKSHYA PREP HIGH SCHOOL AND JUNIOR COLLEGE
Increase Performance, not Stress
HIGH SCHOOL AND JUNIOR COLLEGE COURSES | Science | IX, X, XI XII | Foundation Courses | Engineering Entrance | Medical Entrance

High School & Junior College

OUR STRENGTHS

- Well Recognized Brand & Experience
- Organized and Diversified Player
- Digitized Learning (Robomate+)
- Large Pool of Quality Faculty Members
- Corporatized Structure and Experienced Management Team
- Unique Teaching Methodology

The World of MT EDUCARE



School
Science
UVA
PU Tie-ups
Commerces

Presence across 11 states, a union territory and at 146 locations with 272 centers.

March-19	Location	Centers
West	88	88
South	31	31
North	17	19
East	10	10

Maharashtra, Gujarat, Karnataka, Chandigarh, Haryana, Punjab,Tamil Nadu, Andhra Pradesh, Telangana, Uttar Pradesh, Assam, Meghalaya, Manipur, Arunachal Pradesh

Map not to scale. All data, information and maps are provided "as is" without warranty or any representation of accuracy, timelines or completeness.

BUSINESS HIGHLIGHTS

- Repaid debt of around Rs. 78 Crores during FY 2018-19
- Acquisition of 100% equity shares of Labh Ventures India Private Limited having a property in Mangalore (market value approximately Rs. 65-70 Crores), resulting increase in debt by around Rs. 40 Crores
- Innovation in Robomate+ by introducing R+Book for students of Std. VIII, IX, X (CBSE, ICSE & Maharashtra State board). Enhancing the learning method with the help of technologies.
- Collaboration with 15 more colleges in Karnataka , Operational from Academic Year 2019-20
- Received orders under UVA Project – Coaching & Skill Development, amounting to Rs. 100 Crores and the projects are under execution.
- Innovation in Education to make education stress free by launching the concept of Introduction of Prep School for pupils of class IX to class XII

ACADEMIC HIGHLIGHTS

- **99,547** Number of Students Serviced in Fy19
- **1,200** Number of Faculty
- **45,000+** Content Library - AV Lectures
- **40+** IT Services/ Product Development & Support Team
- **2 million +** Number of App downloads on Google Play Store
- **146** Number of Locations
- **272** Number of Centres

FINANCIAL HIGHLIGHTS

Operating Results

(₹ in lakhs)

Particulars	2018-19	2017-18	2016-17	2015-16	2014-15
Total Operating Income	22,856.12	22,262.41	30,461.06	28,708.31	22,698.54
EBITDA	2,848.93	-17,186.33	3,052.65	5,787.83	4,658.64
EBITDA Margins (%)	12.46	-77.2	10.02	20.16	20.52
Profit Before Tax	1,137.57	-20,170.47	1,074.85	4,749.28	4,073.61
PBT Margin (%)	4.98	-90.60	3.53	16.54	17.95
Profit After Tax	912.07	-13,182.56	583.96	3,234.61	2,972.47
PAT Margins (%)	3.99	-59.21	1.92	11.27	13.1
Dividend Payout (inclusive of dividend distribution tax)	-	0	0	961.51	1,267.11
Retained Profit	912.07	-13,182.56	583.96	2,273.09	1,705.36

Financial Position

(₹ in lakhs)

Particulars	2018-19	2017-18	2016-17	2015-16	2014-15
Paid up Capital	7,222.81	7,178.50	3,982.08	3,982.08	3,979.41
Reserves	14,692.66	13,308.61	10,193.58	10,874.51	8,593.77
Shareholders Fund	21,915.47	20,487.11	14,175.66	14,856.59	12,573.18
Short-term					
Investments (Liquid)	-	-	-	-	12.7
Cash & Cash Equivalents and bank balance other than cash and cash equivalents	941.85	20,252.28	1,643.57	1,112.94	1,427.99
Capital Employed	32,988.91	34,390.13	16,673.68	18,360.00	13,070.00

Performance Indicator

(₹ in lakhs)

Particulars	2018-19	2017-18	2016-17	2015-16	2014-15
Earnings Per Share (₹)	1.27	-32.74	1.47	8.12	7.47
Dividend Per Share (₹)	0	0	0	2	2.65
Book Value Per Equity Share (₹)	30.34	28.54	35.60	37.31	31.60
Total Number of Students Serviced	99,547	96,502	1,59,162	1,53,646	83,972

MT EDUCARE

Quest for Knowlege is Endless....

OUR SSC TOPPERS 2019

99.20%
Krisha Shah
Mumbai & MMR Topper

98.60%
Sahil Vedpathak
Navi Mumbai & Thane Topper

81 STUDENTS SCORED 95% & ABOVE

796 STUDENTS SCORED 90% & ABOVE

OUR ICSE TOPPERS 2019

MRUNMAYEE K. **98.00%**

AYUSH A. **98.20%**

TANVI K. **98.40%**

School Section

31 long years of undisputed academic supremacy and the leadership continues with complete élan...

Never ever in the industry of school coaching classes, has any brand name / organization dominated with such sheer consistency anywhere across India.

Be it State Boards, CBSE or ICSE - supplementary coaching for Class VIII, IX & X reminisces just one name over the past 3 decades - MAHESH TUTORIALS.

The team of absolutely best-in-class teachers empowered with exceptional usage of technology through Robomate+ ensures uniform quality in coaching for the school section across more than 500 batches - an absolute unparalleled / unheard phenomenon. From the steering committee to the academic subject experts, each one of the core management team of school section is simply an epitome.
With more than 300 full time teachers and almost 700+ administrative support staff, this team of stalwarts is indeed instrumental in instilling the ethos of 'Padhe Chalo, Badhe Chalo' amongst 20,000+ students of Mahesh Tutorials School section year after year.

Creating top rankers each year, since inception simply shows the divine presence and blessings of 'Mata Saraswati' in the pure intentions of serving the student community amongst each team member of Mahesh Tutorials School section.

Knowing the detailed academic requirement of every single student who joins here and carefully giving them an apt bespoke treatment makes it stand the tallest amongst all other institutes. Mahesh Tutorials acts as a lighthouse for all students who aspire to successfully navigate their first big challenge of life - Class X Board exams. The experienced team of Mahesh Tutorials has weathered all storms and ensured that every student successfully masters their foremost test. After all, it is rightly said 'Experience Matters'.

OUR CBSE TOPPERS 2019

42 STUDENTS SCORED 95% & ABOVE
173 STUDENTS SCORED 90% & ABOVE

SOHAM G.	MRINMAYEE N.	ADITYA C.	VEDIKA C.	YASH P.	TANISHA T.
98.80%	98.60%	97.80%	97.60%	97.40%	97.40%

SCIENCE: Lakshya MAHESH PU COLLEGE

CREATION OF LAKSHYA

LAKSHYA was started with a dream to create a learning program for students that differentiates themselves from the herd and promotes talent the way it should be. It started as a small organization with a purpose of glamorizing the teaching profession and attracting the most talented teachers towards education. Over the years, many professionals, who have left their stereotypical corporate jobs in search for a purpose in life, have joined LAKSHYA.

THEME OF LAKSHYA

At LAKSHYA, we started out with a unique idea - if we are not learning something new every day, we are not moving forward. Lakshya was founded to attain following objectives:

- To change the educational landscape of the region and then of the country, and eventually deliver education in the real sense of it.
- To make learning more interesting in all the spheres of education.
- To create a culture which breeds talent and provides a platform to the young generation to explore themselves for a better future.
- To promote teaching as one of the most satisfying career options and create teachers who are thought leaders for an entire generation of the students.

COURSES AT LAKSHYA

Lakshya offers coaching for 11th and 12th standard students. It also prepares them for entrance exams like JEE Main / JEE Advanced (IIT Entrance), MHT CET and AIIMS, NEET (Medical Entrance). With experienced faculty, result oriented content and intensive test series (Boards + IIT JEE Main / Advanced / Medical Entrance), Lakshya aims to create a profound impact on students' learning and achievements in the field of science.

Lakshya has created tailored courses for students who aspire to get into IIT or any other prestigious Engineering or Medical college in India. The course aims to guide students to understand the concepts and their applications in detail. Intensive testing results in high scores in competitive exams. Along with academics and entrance exams, Lakshya also prepares students for other competitive exams like NTSE, KVPY and International Olympiads.

If education is all about intellectual and mental evolution, then LAKSHYA is about raising the pace and scale of that evolution and achieving new echelons of success.

UNPRECEDENTED RESULTS OF LAKSHYA

We have consistently produced top results among very few students and maintained the ratio of 1 out of 4 IIT selections and the ratio stands at 1 doctor out of 3 students in MBBS entrance too. We have time and again produced highest selections in NTSE, KVPY and Olympiads in the region.

Priyant Jain of MT Educare's Lakshya has top-scored with a phenomenal 99.987 percentile. Priyant was coached for a two-year full time classroom program at the Ghatkopar center of Lakshya. On this extremely special achievement, Priyant said, "The credit for this exceptional performance of mine goes to my beloved teachers at Lakshya. I had been instinctively following their advice from first day of my Class XI to the last day of my Class XII / MHT-CET. The classroom lectures over the last two years at Lakshya (Ghatkopar) were awesome. Each and every chapter of Physics, Chemistry & Math was divided into small modules of 5 to 6 minutes in the form of video lectures which helped me in anytime, anywhere revision through Robomate+. Online testing practice was done by me practically every day through their Roboassess platform. These additional academic tools provided by Lakshya, helped me immensely to secure a top-score in this year's online MHT-CET exam conducted by the Government of Maharashtra. My sincere salutations & gratitude to everyone at Lakshya for providing such high-class academic infrastructure for students like me."

Apart from Priyant Jain, two more Lakshya students were amongst the top performers in this year's MHT-CET. Saad Ansari of Lakshya (Thane) scored an astonishing 99.976 percentile followed by Ishan Phansalkar of Lakshya (Thane), who scored an amazing 99.974 percentile. Indeed the students at Lakshya have outperformed at the MHT-CET (2019). The high-class academic support system of Lakshya (as described by Priyant) in the form of Robomate+ and Roboassess has indeed helped these students secure consistent scores in all their exams over the past two years. Ishan has also secured a startling 99.62 percentile in JEE Mains along with 91.28% Aggregate marks in Class XII (HSC) apart from scoring high ranks in KVPY during Class XI as well as Class XII. Mohammad Saad Ansari has also secured a whopping 99.85 percentile in JEE Mains exam as well as consistent scores in Class XII (HSC) and KVPY. The supremacy of Lakshya students acing in practically all exams across the state of Maharashtra seems to be an unwritten norm this year. Shashank Nag of Lakshya (Panvel) has stood 'first in Maharashtra' for Class XII (CBSE) with an unbelievable 98.80% aggregate marks.

IMPACT OF LAKSHYA

In more than a decade of our service to the cause of education, we have grown from strength to strength, in not only producing results of the highest merit, but also spreading a new culture among the student community where they learn to balance the intellectual & psychological aspects of their personality to garnish their talent to become the shining stars on the competitive horizon.

Our presence in the industry is marked with technology-enabled products, experienced faculties, structured processes and entrepreneurial leadership that come together to deliver unmatched value. Our bouquet of online and supplemental education solutions is consistently reaching out to students with innovative solutions, leveraging the best of technology. The making of LAKSHYA is a story of building equity across the education value chain; of being the change that is needed in the world of education, to ignite a fire of learning and the desire to teach, impacting communities and changing lives of millions of students and teachers.

The Tradition of Creating 1st Rankers Continues...

SHASHANK NAG

1st in Maharashtra in CBSE XII Board Exam 2019

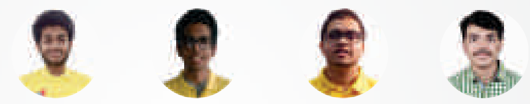
CBSE XII	JEE Adv.	JEE Main	MHT CET
98.80 %	366	99.935 %ile	99.9518406 %ile

PRIYANT JAIN

99.987 percentile in MHT CET 2019

MHT CET	JEE Adv.	JEE Main
99.9876886 %ile	4580	99.56 %ile

Our MHT CET 2019 Toppers



SAAD ANSARI 99.976 | ISHAAN PHANSALKAR 99.974 | SOURISH KHADE 99.972 | MUDIT BAPNA 99.929

29 students scored 99% ile & above

Our JEE MAIN 2019 Toppers

AMIT - 99.988 | KUNAL - 99.974 | PRAKHAR - 99.968 | ANURAG - 99.958 | HIMANK - 99.938 | SHASHANK - 99.935 | SHOURISH - 99.916

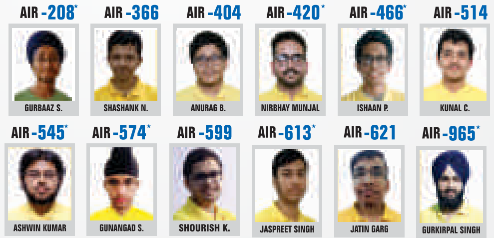
68 students scored 99% ile & above

Our JEE ADVANCED 2019 Toppers

AIR 177

PRAKHAR AGGARWAL

3 YEARS REGULAR CLASSROOM PROGRAM FROM LAKSHYA PATIALA



AIR -208* GURBAAZ S. | AIR -366 SHASHANK N. | AIR -404 ANURAG B. | AIR -420* NIRBHAY MUNJAL | AIR -466* ISHAAN P. | AIR -514 KUNAL C.

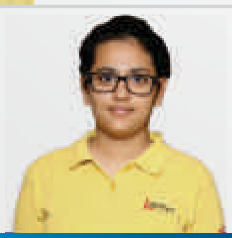
AIR -545* ASHWIN KUMAR | AIR -574* GUNANGAD S. | AIR -599 SHOURISH K. | AIR -613* JASPREET SINGH | AIR -621 JATIN GARG | AIR -965* GURKIRPAL SINGH

138 JEE-ADVANCED SELECTIONS IN 2019

9 IN TOP 500 RANKS | 20 IN TOP 1000 RANKS | 32 IN TOP 2000 RANKS

48 IN TOP 3000 RANKS | 67 IN TOP 5000 RANKS

Our NEET 2019 TOPPERS



MARKS - 639

DIKSHA SARDANA

- 8 students got 600+ marks in NEET.
- 19 students got 560+ marks in NEET.
- 5 students selected in AIIMS.

Lakshya Forum for Competitions

Mahesh PU College (MPUC)

MAHESH PU COLLEGE
EDUCATION AT ITS BEST

MPUC is spread across the state of Karnataka with 21 pre-university colleges affiliated to the Karnataka State Board for PU 1 & PU 2. MPUC has an enormous student count of around 8,900 during FY 2018-19. These students are coached for not just their Class XI (PU 1) & Class XII (PU 2) curriculum but also honing their skills for JEE - mains/ K-CET / NEET for securing admissions into the top notch Engineering & Medical colleges of the country.

The pedagogy and the ethos of LAKSHYA are meticulously planned for the students of MPUC delivering exceptional outcomes / results. Some of the stark achievements by students of MPUC for the year 2018-19 is as follows:

- **533** Students Secured DISTINCTION
- **1780** Students Secured FIRST CLASS
- **3** Students Scored 100/100 in PHYSICS
- **12** Students Scored 100/100 in CHEMISTRY
- **30** Students Scored 100/100 in MATHEMATICS

Indeed, Lakshya and Mahesh PU College put together is surely one of the top education conglomerates in the stream of Science for CLASS XI & Class XII along with Engineering & Medical Entrance preparation across our country.

MAHESH PU COLLEGE

EDUCATION AT ITS BEST

Robomate+

Learning Made Simple

The fastest growing curriculum-based study app of India: Robomate+

2018 - 19 : THE YEAR GONE BY...

'Relentless revolution' to align with the bespoke requirement of learners is the hymn of Robomate+ over the recent years. From being the 'only curriculum-based Education App of our country' to hosting the 'highest repository of question banks for competitive entrance exams' in the form of Robo-assess, Robomate+ is indeed a PLUS (+) as compared to all its contenders in the online education space of India. Academic contribution from teachers of MT Educare Limited has made Robomate+ one of the most advanced & embryonic Education App. MT Educare Limited also proudly presented the revolutionary 'R+ Book' to students of Std. VIII, IX, X (CBSE, ICSE & Maharashtra State board). The R+ Notebook has been designed to give students the traditional experience of learning and enhance the learning method with the help of technology to give students complete guidance and assessment for Mathematics. The R+ notebook, prepared by highly qualified teachers, instructional designers and top design professionals, addresses the problems and also gives teachers and students an easy to use medium that combines all the three books - text book, note books and study material - into one.

"Robomate+ and R+ book is all set to rewrite the pedagogy of our country in the next few years. Centuries-old chalk and talk method of teaching & learning shall be revolutionized by the modern day 24*7 teachers in the form of Robomate+ and R+ book. The modern day teacher as well as student needs personalized and flexible methods of education. With the advent of technology in all walks of life in the 21st century; our classrooms, teachers and the students need to be aligned first and foremost. Our constant endeavor through Robomate+ and R+ book has been to empower all stakeholders of the education ecosystem of our country. Our association with Zee Learn Ltd. shall further bolster this cause of relentless revolution of the edification ecology."

MAHESH TUTORIALS COMMERCE

MT EDUCARE

Commerce

900+ students in a single classroom with absolute attention of every single student aspiring to qualify one of the toughest exams in Commerce - Chartered Accountancy (CA Final). This is the magic and power of nationally renowned core faculty members of MT Educare coaching team for CA.

Students from across southern India throng the MTEL Chennai center to gain knowledge from the epitome of perfectionists in CA coaching.

AIR 1 at CA Final, not just once but twice in recent years needs no more description about the MTEL team for CA in Chennai as well as in Mumbai. Dozens of other rankers at all 3 levels of CA shows the team work of professionals teaching the CA aspirants at MTEL.

Not just for the CA exams, MT Commerce team has been consistently producing top ranking students at Class XII Board exams for the state of Maharashtra year after year, FY19 being no exception.

Commerce & CA is also equally well supported by our niche 'MBA Entrance' / CAT coaching team in terms of exceptional results to complete the entire bouquet. Whether it is IIM A/IIM B /IIM C, alumni of CPLC will be seen at practically all top notch MBA colleges of India.

UVA Projects

Capitalizing on our immense strength (of MTEL group) in creating top rankers as well as ensure that all students / masses across the spectrum perform to the best of their potential in national-level competitive entrance exams, we have been effectively implementing certain key coaching projects for the Central & State Governments through our in-house & well-established academic team. Our aim is to ensure that quality entrance exam coaching reaches the most downtrodden section of the society across the remotest rural parts of India spread across Kutch to Kamrup. We have coached almost 12,000+ students during the financial year 2018-19 for various competitive entrance exams like JEE, NEET, CAT, CA Foundation, MBA Entrance, Bank PO & allied Civil services across six states of India. Considering the compulsion of taking national level entrance exams for all students (almost 20,00,000+ total aspirants) across the country, we potentially intend to take this initiative to each & every state of our country in the next few years thereby increasing the current revenues and student strength by almost four-fold by 2022.

Skill Development & Entrepreneurship training has been another area of focus for the MT-UVA team of MTEL group. Self-Employment oriented courses with special focus on Entrepreneurship in the sectors of Accounting, IT & ITES and Apparels; have been our work area in the recent years. MT Educare Ltd & its subsidiaries are almost training 20,000+ trainees / beneficiaries across twelve states of India currently, including the remotest parts of North East during FY19 as well as FY20 in the spectrum of Skill Development & Entrepreneurship. This again has a potential of increasing by leaps & bounds in the next few years with the Govt. of India creating a special Ministry for Entrepreneurship & Skill Development and envisioning a target of training crores of Indian youth by 2022.

MAHESH TUTORIALS COMMERCE

COMMERCE LEGACY OF CREATING RANKERS

YEAR ON YEAR

100	Students above 90%
165	Students above 88%
298	Students above 85%
451	Students above 80%
633	Students Secured Distinction
1047	Students Secured First Class

SUBJECT TOPPERS	BK	ECO	MATH	OCM	SP
	100/100	96/100	99/100	97/100	94/100

OUR CA FINAL MAY 2019 ALL INDIA RANKS

4	ARJJUN BALASUBRAMANIAN
8	MRUNAL DEV
15	LAVNISH KUMAR
46	DHAVAL SURANA
47	ROMIL JAIN

OUR CA FOUNDATION MAY 2019 ALL INDIA RANKS

17	SIDDHARTH JAIN
26	ARADHANA NEELAKANTAN
33	MUKESH S.
41	RAJAT
42	ELIZABETH THOMAS
46	KRISH JAIN

OUR ALL INDIA CA RANKERS TILL DATE

79 CA-FOUNDATION/CPT **106** CA-INTER/CA-IPCC **127** CA-FINAL

2018–19 : A YEAR OF TURNAROUND FOR MTEL GROUP

CLASSROOM COACHING SERVICES

MTEL & its subsidiaries have remarkably rejuvenated the traditional classroom coaching services' business in the financial year 2019-20. The core forte of MT Educare Ltd has always been the stupendous & meticulously planned pedagogy for students of Class IX to Class XII along-with National level competitive entrance exams like JEE (Mains & Advanced) for Engineering and NEET for Medical aspirants. The fact that the Science wing 'Lakshya' has produced AIR 1 for JEE Advanced (Engineering) two years in a row now (2017 as well as 2018) and AIR 1 in Medical Entrance exam (AIIMS) for 2018; proves the supremacy of MTEL in Science (Competitive Entrance) Coaching across the country. The exceptional academic results are now evident in getting translated to enriched financial growth of the traditional classroom business.

Lakshya vertical of the company has a very strong brand presence in its traditional den of Mumbai & MMR and other parts of Maharashtra as well as the northern states of Punjab, Haryana & Chandigarh with bright & intellectual students thronging from various northern states of India. The current enrollments for the forthcoming admission cycle (2020-22), are already up by 24% as compared to the previous year across all centres of Lakshya in Western & Northern India.

The Karnataka business vertical (Mahesh PU College) is seeing a marked improvement with an addition of 15 more PU colleges to the already existing 22 PU colleges across the state. These 37 PU Colleges have an already established robust business model with minimal capex. This increase in PU college campuses by almost 70% has already paved a way towards future growth over couple of year.

The flagship brand 'Mahesh Tutorials' has already made huge inroads in the coaching classes' scenario of Mumbai & MMR and other parts of Maharashtra as well as Gujarat by introducing hardcore classroom coaching for Class VIII (CBSE, ICSE & State Board) along with its Class IX & Class X coaching services.

MT Educare is by far the most premium brand for CA coaching across Southern India apart from its significant presence in Mumbai & MMR for Commerce. Students from Tamil Nadu, Orissa, Kerala, Andhra Pradesh, Telangana & Karnataka multitude its state-of-the-art / one-of-its-kind in the country '900 seater' coaching center located at Chennai for CA coaching. The change in syllabus and examination pattern by ICAI has given a great fillip to the admission numbers of CA coaching in Chennai.

The current focus of the entire management team as well as teachers of MT Educare Ltd is to recuperate the traditional classroom business in which it has been industriously accomplishing all landmarks over the past 32 years since its inception (in 1988).

OUR ACADEMIC ACHIEVEMENTS FOR 2018 –19

Our Academic Achievements for 2018–19

IIT JEE Advanced

AIR - 177, AIR - 366, AIR - 404, AIR - 466

(These are All India Ranks, in first 500)

AIIMS	**NEET**
AIR - 171	639

MHT CET

99.987%ile

29 students above 99%ile

CA Final May 19

AIR - 4, AIR - 8,

AIR - 15, AIR - 46

AIR - 47

CA Inter May 2018

AIR - 26, AIR - 49

CA Foundation May 2019

AIR - 17, AIR - 26,

AIR - 33, AIR - 41,

AIR - 42, AIR - 46

Commerce

100 students above 90% at HSC 2018

SSC

99.20% (Mumabia & MMR Topper),

98.60% (Navi Mumbai & Thane Topper)

796 Students above 90%

CBSE

173 Students above 90%

ICSE

232 Students above 90%

BOARD OF DIRECTORS

Mr. Mahesh R. Shetty
Whole-time Director

Mr. Himashu Mody
Non-Executive Director (w.e.f. June 5, 2018)

Mr. Ajey Kumar
Executive Director (w.e.f. June 5, 2018)

Dr. Manish Agarwal
Independent, Director
(w.e.f. June 5, 2018)

Dr. Sangeeta Pandit
Independent, Director
(w.e.f. June 5, 2018)

Mr. Debshankar Mukhopadhyay
Executive Director (w.e.f. August 9, 2018)

Mr. Naarayanan Iyer
Non-Independent, Non-Executive Director (Resigned w.e.f. June 5, 2018)

Dr. Chhaya Shastri
Non-Independent, Non-Executive Director (Resigned w.e.f. June 5, 2018)

Ms. Drushti Desai
Independent, Director (Resigned w.e.f. June 5, 2018)

Mr. Yatin Samant
Independent, Director
(Resigned w.e.f. June 5, 2018)

Mr. Uday Lajmi
Independent, Director
(Resigned w.e.f. June 5, 2018)

KEY MANAGEMENT

Chief Financial Officer
Mr. Sandesh Naik

Company Secretary & Compliance Officer
Mr. Mandar Chavan (w.e.f. August 9, 2018)

Bankers
Axis Bank Limited
Kotak Mahindra Bank Limited
ICICI Bank Limited
HDFC Bank Limited
IDFC First Bank Limited

STATUTORY AUDITORS

M/s. MSKA & Associates
Chartered Accountants
Mumbai

BOARD COMMITTEES

Audit Committee
Dr. Sangeeta Pandit (Chairperson)
Dr. Manish Agarwal
Mr. Himanshu Mody

Nomination and Remuneration Committee
Dr. Manish Agarwal (Chairman)
Dr. Sangeeta Pandit
Mr. Himanshu Mody

Stakeholders Relationship Committee
Mr. Himanshu Mody (Chairman)
Dr. Sangeeta Pandit
Mr. Debshankar Mukhopadhyay
(w.e.f January 18, 2019)

Corporate Social Responsibility Committee
Dr. Manish Agarwal (Chairman)
Dr. Sangeeta Pandit
Mr. Himanshu Mody

REGISTERED OFFICE

MT EDUCARE LIMITED
(CIN:L80903MH2006PLC163888)
220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund (West), Mumbai - 400080
Phone No. 022 25937700/800 • Email ID: info@mteducare.com

REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083

Management Discussion and Analysis

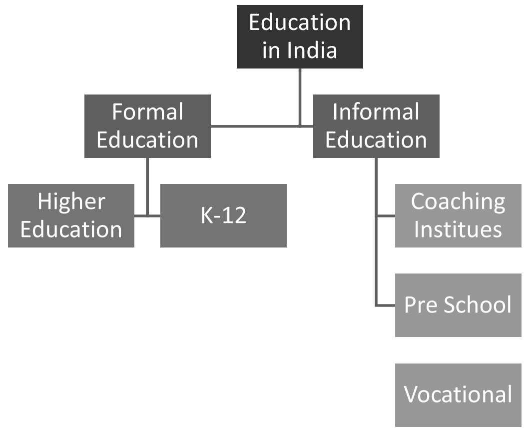
Indian Economic review

India's economy is picking up and growth prospects look bright—partly thanks to the implementation of recent policies, such as the nationwide goods and services tax. As one of the world's fastest-growing economies—accounting for about 15 percent of global growth—India's economy has helped to lift millions out of poverty. India's economy is gaining momentum, thanks to the implementation of several recent noteworthy policies—such as the enactment of the long-awaited goods and services tax, and the country opening up more to foreign investors.

Education Industry review

Indian Education Sector is one of the largest in the world as it has the largest population in the addressable market segment of age 3 – 23 years. It has one of the largest networks of schools and Higher Education Institutes. The number of schools, colleges, and universities in India reached 1.4 million, 39,050 and 903, respectively by the end of 2017-18. This network catered to 260+ million school going students and higher education enrolments of 36.64 million in FY 2017-18. The education sector in India was estimated at US$ 91.7 billion in FY 2017-18 and was expected to reach US$ 101.1 billion in FY 2018-19. The sector faces a vast gap in demand and supply, as it can absorb an additional 200,000 schools, 35,000 colleges, 700 universities, and 40 million vocational training seats. Further, a large population with English intelligibility and English as an important language of instruction in school and tertiary education make the delivery of educational products relatively easy. India ranked 28 out of 88 countries in the English Proficiency Index 2018. Both coverage and quality of India's tertiary education has been on an upward trend over the past few years with 49 Indian educational institutions represented in the Times Higher Education (THE) Emerging Economies University Rankings published in January 2019.
(Source: www.ibef.org)

Section Composition



Coaching and Test Preparation Institutes

Test preparation market size is estimated to be US$ 11.27 Bn and Tutoring market size at US$ 9 Bn by 2020. According to an NSSO survey, 26% of Indian students take private tuitions with 36% of secondary and higher secondary students and 20% UG students going to coaching classes. With child development becoming the priority of parents there has been a tremendous rise in coaching institutes which offer both curricular and extra-curricular activities. Coaching classes offer tuitions for all grades, preparation for entrance exams and coaching for higher education as well. In extra-curricular coaching institutes cover everything from day-care to soft skill development to dance, art, craft, computer training etc. there has been a tremendous rise in coaching institutes with increasing competitiveness and growing need for all-round development. Many schools offer extra-curricular activities in their campus to formalise these activities and provide an element of security and assurance to parents.

With increasing numbers of students completing secondary and higher secondary education and an expanding share of those students going for higher education, competition at the tertiary education stage is on the rise in India. While new streams and courses have been gaining in popularity over the past decade, engineering and medical education still retains their popularity and high aspirational value. Entrance to government-funded premier engineering colleges takes place through the Joint Entrance Examination (JEE) while the National Eligibility-cum Entrance Test - Undergraduate (NEET-UG) selects students for admission to UG medical and dental courses.

While a large number of students primarily focus on preparing for these entrance exams during their higher secondary courses, strong scores in plus-2 board exams are critical for admission to various non-engineering and non-medical streams at premier colleges. A case in point is the near-100% cut-off at several Delhi University colleges for application to their UG programmes.

The intense competition for admission to quality UG education in India, especially in marquee institutions such as the Indian Institutes of Technology (IITs) and the All India Institutes of Medical Sciences (AIIMSs) is the principal driver of proliferation of private coaching classes in the country. The sheer number of students appearing for school board and UG entrance exams has led to the advent of big organised players in the academic coaching space.

Source: IBEF June 2018, Technopak Education Outlook June 2017

Key Risks

- While we expect MT to benefit from the execution of more government projects, these projects may be affected due to changes in policy and budget allocations.
- Threat from Education department / Government in relation to coaching classes and making stringent rules for operating coaching classes may disrupt the coaching sector

Risk Management

Company continues to put in place a comprehensive and robust enterprise-wide risk management structure, to enable all the businesses to recognize risks in advance based on the key initiatives by the business, so that appropriate and adequate mitigation plans can be worked out to ensure the goals are achieved. The risk management mechanism is an integral part of the Company's core process and involves recording, monitoring, independent testing and controlling of the internal functions of the enterprise by way of establishing Risk Control Matrix (RCM) to ensure process control, Business Risk Management (BRM) framework for business objectives, and Entity Level Control (ELC) for a comprehensive risk reporting. The rapid changes in technology across the globe have necessitated a dynamic change in the Company's business and delivery models. As risk-taking is an intrinsic part of all the businesses, it has been MT's constant endeavor to balance risk appetite in each line of business to ensure that each of the businesses generates high risk-adjusted returns, with the underlying objective of maximizing value for the shareholders.

MT has taken proactive steps to identify and prioritize the risks upfront, document them in consultation with the business groups and define the risk management framework. The Company has laid out internal controls over Financial Reporting to be followed by the Company. Such internal financial controls are adequate and operate effectively. At entity level, MT's risk management framework addresses all the significant risks of the businesses as envisaged by the management from time to time, based on the experience, the environment surrounding each business activity and future initiatives, to achieve the business group's objectives along with the relevant mitigation strategy. The mitigation strategy is simultaneously addressed by the respective business group for each of the identified risks while finalizing strategic and operational parameters of the business. The compliances and assurance of the risk mitigation strategies are addressed by the Internal Audit and Assurance Group. The Company has identified the major and significant risks into two broad categories, External Risks and Internal Risks, with mitigation strategies of each. The Company is well-diversified in terms of both its service offerings and geographic spread.

Internal Controls

The Company has adopted global practices for evaluating and reporting on internal controls, based on its operational experience in multiple countries. It has also implemented one of the leading ERP solutions in its global operations to integrate various facets of business operations, including Human Resources, Finance, Logistics, and Sales. This has enabled the Company to control and monitor its worldwide operations and strengthen the ability of internal controls to function most optimally. The evaluation of internal controls.

Human Resource

The MT vision is that "growth of MT is the derivative of the growth of each one of us". People are at the core of the organization and its Values & Beliefs, which espouses mutual positive regard, career building and opportunities for learning, thinking, innovation and growth. The Company offers an environment where all-round development and career growth of people are as much of a goal as realization of profits for the company. During FY19, the Company continued to focus on driving a performance culture through improved rigor in goal setting using the Balanced Scorecard and a consistent review process. Leadership Development initiatives were continued through CEO's Leadership Circle (CLC) engaging leaders through special interactions and conferences. High performers were engaged through the Trailblazers club special projects. The Leadership Academy initiative and the Talent Readiness initiative were commenced and programs were conducted in areas such as managerial development, executive development, and on the company's way

Company Review

Operational Review

School Division

Particulars	Fy19	Fy18	Growth
Revenue (Rs in Lakh)	7,435	7,089	5%
No. of Students Serviced	25,102	24,361	3%

The Company has increased batch utilization by adding count in existing locations across Mumbai. The number of students serviced has increased in comparison to last year, on account of introduction of VIII class whereby combo admissions will increase going ahead. Also, nominal growth is observed in Stateboard, CBSE and ICSE. MT Educare has increased its focus on developing its CBSE and ICSE verticals as a pillar of strength to enable rapid scalability of operations in the school segment across all states in India.

Science Division

Particulars	Fy19	Fy18	Growth
Revenue (Rs in Lakh)	9,739	8,790	11%
No. of Students Serviced	20,952	18,716	12%

MT Educare conducts JEE Advanced (IIT Entrance Exam) in Mumbai & North India under the brand 'Lakshya'. There is increase in number of admissions on account of AIR 1st ,10th ,14th and 60th achieved in AIIMS and AIR 16th and 52th achieved in IIT JEE in 2018. The Company has 22 Pre-University tie-ups across Karnataka under its 'Mahesh PU' brand for K-CET test preparatory coaching. The Company aims to leverage its 'Mahesh PU' brand to strengthen its science division. The Company is also a leading test preparation player in Mumbai for MH-CET.

Commerce Division

Particulars	Fy19	Fy18	Growth
Revenue (Rs in Lakh)	2,305	2,720	-15%
No. of Students Serviced	13,560	15,542	-12%

MT Educare has developed expertise in XI and XII for Maharashtra through its experience of more than 30 years in teaching. It started with CA coaching in 2006. There is slowdown in CA coaching in Mumbai, but there is increase in CA coaching business in Chennai.

UVA Projects Division

Particulars	Fy19	Fy18	Growth
Revenue (Rs in Lakh)	2,387	2,797	-15%
No. of Students Serviced	22,636	27,733	-18%

Under the UVA segment, the Company undertakes government's skill development projects, and free coaching to minority and underprivileged students. The Company had slowed down the government projects due to fall in collections in FY 17-18, whereby there is a fall in revenue in FY 18-19. However, in FY 18-19, the company has geared up to take more projects, and major portion of revenue for these projects are expected in FY 19-20.

Robomate+ Division

Particulars	Fy19	Fy18	Growth
Revenue (Rs in Lakh)	990	866	14%
No. of Students Serviced	17,297	10,260	69%

Robomate+ is an educational technology edutech platform, which enables content creation, enhances classroom delivery, report performance analysis and helps in administrative management. The digital content of Robomate+ has received good response from the students which is clearly visible through our ranks. The Company is reaching out to Non MT students for scaling up its business. It is our endeavor to tap the new geographies across India in the coming year. The Company is expanding reach through:

- Tie up with local coaching classes in tier II and tier III cities
- Appointing Franchisee across India
- Introduction of R+books

Robomate business under its B2B &B2C has been growing well. Introduction of R+ book which will help to reduce the price further.

Consolidated Results

Income

The consolidated revenue for the year FY19 stood at Rs. 22,856 lakhs as against Rs. 22,262 Lakhs in FY18, increase by 2% mainly on account of increase in school, science and robomate business by 11% and reduction in commerce and government projects by 15%.

Expenditure

Total expenditure decreased by Rs. 20,085 lakhs in FY 19, decrease by 45%.

Operational Expenses

The Direct expenses mainly includes purchase of tablets/SD Cards which are issued to students as a part of course material, rent for coaching center's and fees paid to visiting faculties. The direct expense for the year FY19 was Rs. 12,440 Lakhs as against Rs. 12,974 Lakhs in FY18, down by 4% on account of operational efficiencies and cost saving measures.

Employee Benefit Expenses

The employee benefit expense for the year FY19 stood at Rs.3,634 Lakhs as against Rs. 3,938 Lakhs in FY18, down by 7% on account of reduction in number of employees and controls on hiring as a cost saving measure.

Other Expenditure

Other expenses for the year FY19 stood at Rs. 3,932 lakhs as against Rs. 22,535 lakhs in FY 18 mainly on account of provision for doubtful debts amounting to Rs.16,967 lakhs in FY 18, which is not there FY 19. Also, expenses have reduced on account of cost saving measures adopted by the company.

Finance Costs

Finance costs have decreased by Rs. 320 lakhs, reduced by 14% on account of repayment of loans during the year.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses reduced by Rs 323 Lakhs to Rs. 1,813 lakhs in FY19 from Rs 2,136 Lakhs in Fy18.

Profit After Tax

The profit after tax increased by Rs. 14,094 lakhs from a loss of 13,182 lakhs in FY 18 to a profit of Rs. 912 lakhs in FY 19.

SOURCE OF FUNDS

Share Capital

The equity share capital increased by Rs 44.31 lakhs from Rs 7,178.50 lakhs as on March 31, 2018 to Rs 7,222.81 lakhs as on March 31, 2019 on account of shares issued under ESOP.

Other Equity

Other equity increased by Rs. 1,384 Lakhs from Rs 13,308 Lakhs as on March 31, 2018 to Rs. 14,692 Lakhs as on March 31, 2019 largely on account of Net Profits earned during the year.

Non-Current Liabilities

Non current liabilities decreased by Rs. 2,829 Lakhs from Rs 13,903 Lakhs as on March 31, 2018 to Rs. 11,073 Lakhs as on March 31, 2019 largely on account of repayment of loans during the year.

Current Liabilities

Current liabilities decreased by Rs. 645 Lakhs from Rs 13,012 Lakhs as on March 31, 2018 to Rs. 12,367 Lakhs as on March 31, 2019 largely on account of repayment of loans during the year.

APPLICATION OF FUNDS

Non-Current Assets

Non-Current Assets increased by Rs 9,101 Lakhs from Rs 21,082 Lakhs as on March 31, 2018 to Rs 30,184 Lakhs as on March 31, 2019, mainly on account of increase in property, plant and equipment and investment property, on account of acquisition of Labh Ventures India Private Limited and loan given to various trusts towards working capital requirement for schools and colleges.

Current Assets

Current assets decreased by Rs 11,148 Lakhs from Rs 26,320 Lakhs as on March 31, 2018 to Rs 15,172 Lakhs as on March 31, 2019, mainly on account of Rs.20,000 lakhs received in FY 18 from Zee Learn Limited towards share subscription agreement entered with MT Educare Limited in February, 2018 which has been utilised during FY 19.

Standalone Results

Income

The revenue for the year FY19 stood at Rs. 18,200 lakhs as against Rs. 18,111 Lakhs in FY18, which shows a steady growth

. Total Expenditure

Total expenditure reduced by Rs. 19,019 lakhs in FY 19, decrease by 49%.

Operational Expenses

The Direct expenses mainly includes purchase of tablets/SD Cards which are issued to students as a part of course material, rent for coaching center's and fees paid to visiting faculties. The direct expense for the year FY19 was Rs.9,873 Lakhs as against Rs. 10,375 Lakhs in FY18, down by 5% on account of operational efficiencies and cost saving measures.

Employee Benefit Expenses

The employee benefit expense for the year FY19 stood at Rs.3,113 Lakhs as against Rs. 3,471 Lakhs in FY18, down by 10% on account of reduction in gratuity expense during the year and controls on hiring as a cost saving measure.

Other Expenditure

Other expenses for the year FY19 stood at Rs. 3,198 lakhs as against Rs. 20,507 lakhs in FY 18 mainly on account of provision for doubtful debts amounting to Rs.15,642 lakhs, which is not there FY 19. Also, expenses have reduced on account of cost saving measures adopted by the company.

Finance Costs

Finance costs have decreased by Rs. 422 lakhs , reduced by 20% on account of repayment of loans during the year.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses reduced by Rs 427 Lakhs to Rs. 1,433 lakhs in FY19 from Rs 1,860 Lakhs in Fy18.

Profit After Tax

The profit after tax increased by Rs. 12,877 lakhs from a loss of 12,147 lakhs in FY 18 to a profit of Rs. 730 lakhs in FY 19.

SOURCE OF FUNDS

Share Capital

The equity share capital increased by Rs 44.31 lakhs from Rs 7,178.50 lakhs as on March 31, 2018 to Rs 7,222.81 lakhs as on March 31, 2019 on account of shares issued under ESOP.

Other equity increased by Rs. 1,180 Lakhs from Rs 13,722 Lakhs as on March 31, 2018 to Rs. 14,902 Lakhs as on March 31, 2019 largely on account of Net Profits earned during the year.

Non-Current Liabilities

Non current liabilities decreased by Rs. 5,217 Lakhs from Rs 10,652 Lakhs as on March 31, 2018 to Rs. 5,435 Lakhs as on March 31, 2019 largely on account of repayment of loans during the year.

Current Liabilities

Current liabilities decreased by Rs. 4,476 Lakhs from Rs 13,749 Lakhs as on March 31, 2018 to Rs. 9,272 Lakhs as on March 31, 2019 largely on account of repayment of loans during the year.

APPLICATION OF FUNDS

Non-Current Assets

Non-Current Assets decreased by Rs 65 Lakhs from Rs 19,646 Lakhs as on March 31, 2018 to Rs 19,581 Lakhs as on March 31, 2019.

Current Assets

Current assets decreased by Rs 8,403 Lakhs from Rs 25,656 Lakhs as on March 31, 2018 to Rs 17,252 Lakhs as on March 31, 2019, mainly on account of Rs.20,000 lakhs received in FY 18 from Zee Learn Limited towards share subscription agreement entered with MT Educare Limited in February, 2018 which has been utilised during FY 19.

Directors' Report

To,
The Members of
MT Educare Limited

Your Directors take pleasure in presenting the Thirteenth Annual Report of the Company together with Audited Financial Statements for the year ended March 31, 2019. This report states compliance as per the requirements of the Companies' Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other rules and regulations as applicable to the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013 ('the Act'), in relation to the Audited Financial Statements for the Financial Year 2018-2019, your Directors confirm that:

a The Financial Statements of the Company - comprising of the Balance Sheet as at March 31, 2019 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis following applicable accounting standards and that no material departures have been made from the same;

b Accounting policies selected were applied consistently and the judgments and estimates related to these financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019, and of the profit of the Company for the year ended on that date;

c Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;

d Requisite internal financial controls to be followed by the Company were laid down and that such internal financial controls are adequate and operating effectively; and

e Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

FINANCIAL PERFORMANCE

The Financial performance of your Company for the year ended March 31, 2019 is summarized below:

₹ in lakhs

Particulars	Standalone – Year ended		Consolidated – Year ended	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue from Operations	18,200.31	18,111.00	22,856.12	22,262.41
Other Income	1,965.00	1,441.84	2,078.88	1,450.10
Total Income	**20,165.31**	**19,552.84**	**24,935.00**	**23,712.51**
Total Expenses	16,185.74	34,355.57	20,007.19	39,448.74
Operating Profit/Loss	**3,979.57**	**(14,802.73)**	**4,927.81**	**(15,736.23)**
Less: Finance Cost	1,632.05	2,054.64	1,977.15	2,297.90
Less: Depreciation	1,433.61	1,860.98	1,813.09	2,136.34
Profit/ (Loss) before Tax	**913.91**	**(18,718.35)**	**1137.57**	**(20,170.47)**
Tax expense	183.46	(6,571.32)	225.50	(6,987.91)
Profit/Loss after Tax	**730.45**	**(12,147.03)**	**912.07**	**(13,182.56)**
Less : Appropriations	0.00	0.00	0.00	0.00
Transferred to debenture Redemption Reserve	0.00	0.00	0.00	0.00
Interim Equity Dividend	0.00	0.00	0.00	0.00
Tax on Interim Equity Dividend	0.00	0.00	0.00	0.00
Balance carried To Balance Sheet	**730.44**	**(12,147.03)**	**912.07**	**(13,182.56)**
Other comprehensive income carried to balance sheet	**9.95**	**6.68**	**32.11**	**6.96**

There have been no material changes and commitments that have occurred after close of the financial year till the date of this report, which affect the financial position of the Company. Based on the internal financial control framework and compliance systems established in the Company, the work performed by Statutory, Internal, Secretarial Auditors and reviews performed by the management and/or relevant Audit and other Committees of the Board, your Board is of the opinion that the Company's internal financial controls were adequate and working effectively during financial year 2018-19.

DIVIDEND

In order to conserve the resources for future growth of the Company, your Directors do not recommend dividend for the year under review.

BUSINESS OVERVIEW

With the objective of GREAT – Global Reach in Education and Training, your company is committed to take Education to every home across India. 'Teachers + technology = Toppers' has been our ethos. Digital content for learning, teaching and assessments along with innovative pedagogy has been the hallmark of our exceptional academic laurels year after year.

Your company is truly a national player with multi-city presence and a diverse product portfolio, standing a class apart due to technology enabled business processes, digital content delivery and 24 x 7 online support for the courses offered.

Company has registered Standalone Revenue of ₹18,200.31 Lakhs in FY19 compared to ₹ 18,111.00 Mn in FY18. Operating EBITDA stood at ₹ 3,979.57 Lakhs in FY19, compared to ₹ (14,802.72) Lakhs in FY18 . PBT stood at ₹ 913.91 Lakhs in FY19, compared to ₹ (18,718.35) Lakhs in FY18. PAT stood at ₹730.45 Lakhs in FY19, compared to ₹ (12,147.03) Lakhs in FY18.

Company has registered Consolidated Revenue of 22,856.12 Lakhs in FY19, compared to ₹ 22,262.41 Lakhs in FY18. Operating EBITDA stood at ₹ 4,927.81 Lakhs in FY19, compared to ₹ (15,736.21) Lakhs in FY18. PBT stood at Rs 1137.57 Lakhs in FY18, compared to ₹ (20,170.45) Lakhs in FY18. PAT stood at ₹ 912.07 Lakhs in FY19, compared to (13,182.54) Lakhs in FY18.

STRATEGIC INVESTMENT BY ZEE LEARN LIMITED

The Board, at its meeting held on February 14, 2018 had accorded its approval to issue and allot 3,19,64,200 Equity Shares as preferential allotment to Zee Learn Limited (ZLL) for an aggregate amount of ₹ 200 crores (₹ 200,00,00,000) approx. Post preferential allotment, the ZLL holds a 44.53% stake in Company. The subscription to preferential allotment triggered an open offer under Regulation 3, 4 and other applicable provisions of the SEBI (Substantial Acquisition of shares and Takeover) Regulation, 2011 for the acquisition of 26% from the shareholders of the Company for which ZLL appointed M/s Axis Capital Limited, Merchant Bankers as the Manager to the offer for the Open offer process. ZLL had acquired 1,07,36,973 Equity Shares of Rs. 10/- each from Company's Shareholders at an open offer price of 72.76/- per Equity Share. The total Shareholding of ZLL in the Company as on March 31, 2019 aggregates to 4,27,01,173 Equity shares of Rs. 10/- each constituting 59.12% of total paid-up share capital of the Company. As on March 31, 2019 ZLL is holding Company of the MT Educare Limited.

STRATEGIC INVESTMENT IN LABH VENTURES INDIA PRIVATE LIMITED

During the year under review your company had acquired 1,08,000 Equity shares of Labh Ventures India Private Limited (LVIPL) at consideration of ₹ 16,28,00,000(Rupees Sixteen Crores Twenty Eight Lakhs Only) by executing Share Purchase Agreement. LVIPL is into business of construction and renting of various colleges, universities, schools, coaching classes, residential educational campus, play schools, preschools, day care Institutions and all kinds of Institutions imparting knowledge, language, education, training, personality Development, entertainment, vocation, computer training etc. LVIPL is a wholly owned subsidiary of the company with effect from September 1, 2018.

SHARE CAPITAL

During the year under review, your Company had allotted 443,070 Fully paid-up Equity Shares of ₹10/- each to employees under MT Educare – ESOP Scheme, 2016 on December 20, 2018.

This has resulted an increase in the paid-up equity share capital of the Company from ₹ 71,78,49,840 to ₹ 72,22,80,540 comprising of 7,22,28,054 equity shares of ₹. 10/- each.

EMPLOYEES STOCK OPTION SCHEME

The Company implemented the Employee Stock Options Scheme "ESOP 2016" and "MT EDUCARE LTD ESOP 2018" in accordance with the Securities and Exchange Board of India

(Share Based Employee Benefits) Regulations, 2014. In accordance with ESOP 2016, Out of 8,00,000 options 7,38, 450 options were granted on December 18, 2017. During the current financial year 4,43,070 options were vested and are allotted on December 20, 2018.

The Nomination & Remuneration Committee and the Board of Directors of the Company approved and recommended the MT Educare Limited Employee Stock Option Scheme 2018 through resolutions passed at its meeting held on February 14, 2018, which was approved by the members at the Extra-ordinary General Meeting held on March 12, 2018. Further, the members approved an increase in the number of Stock Options equivalent to 5% of the expanded post preferential allotment Issued, Subscribed and Paid-up Share Capital of the Company, which is 3,589,249 Stock Options (5% of 71,784,984 Equity Shares of ₹10/- each).

The applicable disclosures as stipulated under the said Regulations as at March 31, 2019 are provided in note no.28 of (Standalone) financial statement.

SUBSIDIARY COMPANY

As at March 31, 2019, your company had seven subsidiaries, namely, MT Education Services Pvt. Ltd., Lakshya Forrum For Competitions Pvt. Ltd. (formerly known as Lakshya Educare Pvt Ltd), Chitale's Personalised Learning Pvt. Ltd., Sri Gayatri Educational Services Pvt. Ltd., Robomate Edutech Pvt. Ltd., Letspaper Technologies Pvt. Ltd and Labh Ventures India Pvt Ltd. The Company does not have any associate or joint venture companies.

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

In accordance with Indian Accounting Standard AS - 110 Consolidated Financial Statements read with Indian Accounting Standard AS - 28 Accounting for Investments in Associates, and Indian Accounting Standard - 111 Financial Reporting of Interests in Joint Ventures, the audited Consolidated Financial Statements are provided in and forms part of this Annual Report as per Ind As format.

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

CORPORATE GOVERNANCE & POLICIES

Your Company is in compliance with the Corporate Governance requirements mentioned in Listing Regulations. In terms of Schedule V of Listing Regulations, a detailed report on Corporate Governance along with Compliance Certificate issued by the Statutory Auditors of the Company is attached and forms an integral part of this Annual Report. All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2018-19. A declaration to this effect signed by the Whole-Time Director of the company is contained in this Annual Report. The Whole-Time Director and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the Listing Regulations and the said certificate is contained in this Annual Report. Management Discussion and Analysis Report as per Listing Regulations are presented in separate sections forming part of the Annual Report.

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

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

CORPORATE SOCIAL RESPONSIBILITY

As on April 01, 2018 the Corporate Social Responsibility Committee comprised of Mr. Uday Lajmi, as a Chairman, Dr. Chhaya Shastri, and Mr. Mahesh Shetty, as its Members. Subsequently on June 5, 2018 the CSR Committee was reconstituted by induction of Dr. Manish Agarwal as a Chairman, Dr. Sangeeta Pandit and Mr. Himanshu Mody as members to the Committee. Further Mr. Uday Lajmi, Dr. Chhaya Shastri and Mr. Mahesh Shetty ceased to be the members of the CSR Committee w.e.f the closing hours of June 5, 2018.

As at March 31, 2019, in compliance with requirements of Section 135 read with Schedule VII of the Companies Act, 2013, the Board has constituted Corporate Social Responsibility Committee comprising of Dr. Manish Agarwal, as Chairman, Dr. Sangeeta Pandit and Mr. Himanshu Mody as members of the Committee.

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

As part of its initiative under the Corporate Social Responsibility ('CSR'), our aim is to help students to pursue a dignified life. We not only mentor and coach students according to the syllabus to attain 100% results, but also encourage and guide them towards quality education. We focus on Maths, Science and English although other subjects are also taken up as per the school requirements. We give monthly tests for assessment of what has been taught. Motivation and counselling lectures are conducted with regular doubt solving sessions to help the students improve their scores. Parent and teacher meeting is held to keep the parents in loop with the students' progress and help them support their child for better academic performance. Special batches for weak students are held separately for remedial lectures. Weak students are also helped with special lectures through Robomate+ App. Question Bank of every chapter of all subjects is given to students so that they can practice and improve their grades.

In the year 2018-19 we have conducted grade improvement classes for a total of 31,704 under privileged students, which includes 3,000 students for standard V – VII; 3,724 students of standard VIII; 12,563 students of standard IX and 12,417 students of standard X. These figures include 3,037 ST/SC students.

The Report on CSR Activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as Annexure 3 forming part of this Report. Apart from the CSR Activities under the Companies Act, 2013 the Company continues to voluntarily support the following social initiatives / NGO's like (a) Aasara, (b) AmchaGhar, (c) Justice Chainani Old Age Home etc. to name a few.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors at the meeting held on June 05, 2018, had approved the appointment of Mr. Ajey Kumar as an Executive Director, Mr. Himanshu Mody, as a Non-Executive Chairman , Dr. Manish Agarwal as a Non-Executive Independent Director, Dr. Sangeeta Pandit as a Non-Executive Independent Director. Further, Mr. Naarayanan Iyer, Dr. Chhaya Shastri, Ms. Drushti Desai and Mr. Uday Lajmi resigned from Board of the Company w.e.f the closing hours of June 05, 2018.

Mr. Debshankar Mukhopadhyay was inducted as an Additional Director on the Board of the Company w.e.f August 9, 2018 in the category of an Executive Director. . At the Annual General Meeting of the Company held on September 24, 2018, the shareholders approved the appointment of Mr. Ajey Kumar and Mr. Debshankar Mukhopadhyay as Executive Directors for a period of three years we.f. June 5, 2018 and August 9, 2018 respectively. Further, the shareholders also approved the appointment of Independent Directors Dr. Manish Agarwal and Dr. Sangeeta Pandit for a period of three years from June 5, 2018. All the Executive Directors were appointed for the period of 3 years which was approved by the members of the Company vide Annual General Meeting held on September 24, 2018.

Your Board currently comprises of 6 Directors including 2 (two) Non-Executive-Independent Directors, 1(one) other Non-Executive Director and 3(Three) Executive Director. Independent Directors provide their declarations both at the time of appointment and annually confirming that they meet the criteria of independence as prescribed under Companies

Act, 2013 and Listing Regulations. During FY 2018-2019, your Board met 5 (five) times details of which are available in Corporate Governance Report annexed to this report.

Mr. Himanshu Mody, Chairman and Non-Executive Non-Independent Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible he has offered himself for re-appointment. Your Board recommends his re-appointment with all his earlier terms and conditions of appointment remaining same. A resolution to the effect is placed in the Notice for the ensuing Annual General Meeting for consideration / approval of the members for your consideration and approval.

Changes in the Key Managerial Personnel (KMP) during the year.

Name of the KMP	Appointment / Resignation/ No change	With effect from
Mr. Mahesh R. Shetty	Appointment (Change in designation from Chairman & Managing Director to Whole-Time Director	August 09, 2018
Mr. Sandesh Naik Chief Financial Officer	No Change	NA
Mr. Mandar Chavan	Appointed as Company Secretary	August 09, 2018

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

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

BOARD EVALUATION

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

BOARD COMMITTEES

In compliance with the requirements of Companies Act, 2013 and Listing Regulations, your Board had constituted various Board Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Details of the constitution of these Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. www.mteducare.com. Details of scope, constitution, terms of reference, number of meetings held during the year under review along with attendance of Committee Members therein form part of the Corporate Governance Report annexed to this report.

AUDITORS

The Statutory Auditors M/s. MSKA & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105047W) (formerly known as M/s. MZSK & Associates) were appointed at the tenth Annual General Meeting ('AGM') of the Company held on September 28, 2016. Accordingly, M/s. MSKA & Associates, Chartered Accountants shall hold office from the conclusion of tenth Annual General Meeting ('AGM')for a term of consecutive five years till conclusion of fifteenth Annual General Meeting ('AGM') which shall be subject to the ratification of their appointment by the members at every AGM.

Your Company has received confirmation from the Auditors to the effect that their appointment, with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of the Companies (Audit & Auditors) Rules, 2014.

In accordance with Section 139 of the Companies Amendment Act, 2017, notified w.e.f May 7, 2018, by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. Hence, M/s. MSKA & Associates shall continue as Statutory Auditors for the remaining period of the term until the conclusion of fifteenth Annual General Meeting of the Company.

COST AUDITOR

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

Your Directors had, on the recommendation of the Audit Committee and on ratification of its Members appointed M/s Joshi Apte &Associates, Cost Accountants (Firm Registration No 00240) for conduct of audit of the cost records of the Company for the financial year 2019-20.

SECRETARIAL AUDITOR

During the year, Secretarial Audit was carried out by M/s. R. Bhandari & Co, Company Secretaries, Mumbai in compliance with Section 204 of the Companies Act, 2013.

The reports of Statutory Auditor, Cost Auditor and Secretarial Auditor do not contain any qualification, reservation or adverse remarks. The reports of Statutory Auditor, Secretarial Auditor forming part of this Annual report. During the year the Statutory Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

DISCLOSURES

I. Particulars of loans, guarantees and investments:

Particulars of loans, guarantees and investments made by the Company required under section 186 (4) of the Companies Act, 2013 are contained in Note No. 5, 6 and 12 to the Standalone Financial Statements.

ii. Transactions with Related Parties:

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

iii. Risk Management:

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

iv. Internal Financial Controls:

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

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

v. Deposits:

Your Company has not accepted any public deposits under Chapter V of the Companies Act, 2013.

vi. Extract of Annual Return:

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

vii. Sexual Harassment:

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

viii. Regulatory Orders:

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

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

a) Issue of equity shares with differential rights as to dividend, voting or otherwise.

b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOP referred to in this Report.

c) Neither the Managing Director nor the Whole-time Directors of the Company received any remuneration or commission from any of its subsidiaries.

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

- **Conservation of energy**

  The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy have not been provided considering the nature of activities undertaken by the Company during the year under review

- **Technology absorption**

  During the year, the Company has not absorbed or imported any technology.

- **Foreign exchange earnings and outgoings**

  During the year, there were ₹ 34.20 Lakhs Foreign Exchange Earnings and the Foreign Exchange outgo stood at ₹ 67.16 Lakhs.

PARTICULARS OF EMPLOYEES

The information required under Section 197 (12) of the Companies Act, 2013 read with Companies (Amendment and remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors Report for the year ended March 31, 2019.

The particulars of employees in compliance of provisions of Section 134(3)(q) read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report. The above referred Annexure is also available for inspection by members at the Registered Office of the Company, for a period of 21 days before the ensuing 13th Annual General Meeting and up to the date of the AGM between 11.00 a.m to 1.00 p.m. on all working days (except Saturday and Public Holidays).

None of the employee listed on the said Annexure is a relative of any Director of the Company. None of the employee holds (by himself or along with his spouse and dependent children) more than two percent of the Equity Shares of the Company.

ACKNOWLEDGMENTS

Your Directors wish to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Your Directors also express their appreciation to all the visiting faculty, lecturers, and employees of MT Educare FAMILY for their hard work, commitment, dedicated services and collective contribution.

CAUTIONARY STATEMENT:

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

For and on behalf of the Board

Mahesh Shetty	Debshankar Mukhopadhyay
Whole-Time Director	Executive Director
DIN:01526975	DIN:08194567

Place: Mumbai
Date: May 13, 2019

EXTRACT OF REMUNERATION POLICY

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

I) Objective:

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

ii) Guiding Principles:

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

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

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

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

iii) Remuneration of Executive Members on the Board :

Any Executive Member(s) on the Board shall be paid remuneration which shall comprise of fixed monthly basic salary, perquisites such as House Rent Allowance or furnished / unfurnished housing accommodation in lieu thereof, car with or without chauffeur, telephone for office as well as personal use, reimbursement of medical expenses, leave travel allowance, club membership, stock options, statutory and non-statutory allowances such as education allowances, personal allowances, travel allowances, subscription allowances etc. as may be recommended by the Nomination and Remuneration Committee / Board of Directors and approved by the Members of the Company from time to time.

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

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

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

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

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

The remuneration payable to the Non-Executive member(s) / Independent Directors of the Board shall be limited to a fixed amount of Commission each year, as may be determined and approved by the Board based on the time devoted, contribution made in the progress and guiding the Company for future growth. Aggregate of such sum shall not exceed 1% of net profit of the year on a stand-alone basis or such sum as may be prescribed by the Government from time to time, calculated in accordance with the provisions of the Companies Act, 2013 and relevant rules framed thereunder. The performance of the non-executive members of the Board shall be reviewed by the Board on an annual basis.

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

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

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

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

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

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

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

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES AS PER THE COMPANIES ACT, 2013 FOR THE YEAR ENDED MARCH 31, 2019

Name of the Subsidiary	Sri Gayatri Educational Services Pvt. Ltd.	Robomate Edutech Pvt. Ltd.	Letspaper Technologies Pvt. Ltd.
Share capital	1.00	1.00	1.00
Reserves & surplus	-3.77	-1.07	-0.85
Total assets	3.69	14.79	0.38
Total Liabilities	3.69	14.79	0.38
Investments	-	-	-
Turnover	-	11.06	-
Profit before taxation	-0.89	-0.32	-0.30
Tax expense	-	-	-
Profit after taxation	0.89	-0.32	-0.3
Proposed Dividend	-	-	-
% of shareholding	75%	100%	100%

Name of the Subsidiary	Chitale's Personalised Learning Pvt.Ltd..	MT Education Services Pvt.Ltd.	Lakshya Forrum For Competitions Private Limited (formerly known as Lakshya Educare Pvt,Ltd.)	Labh Venture Pvt Ltd *(* Kindly note the Labh figures are as Labh standalone figures and not as appearing in consolidated PNL & BS. PNL Figures are 12m figures and not 7 months i.e. from Sept-18
Share capital	12.24	1.00	2.00	10.08
Reserves & surplus	-109.96	95.05	-322.43	1173.07
Total assets	575.76	271.63	7874.99	5412.76
Total Liabilities	575.76	271.63	7874.99	5712.79
Investments	-	-	64.25	0.03
Turnover	634.10	61.79	6562.43	589.05
Profit before taxation	48.65	-6.82	246.62	-124.87
Tax expense	19.72	-1.32	72.47	-5.65
Profit after taxation	28.94	-5.50	174.15	-119.22
Proposed Dividend	-	-	-	-
% of shareholding	100%	100%	100%	100%

Notes:
The Company does not have any Associate/Joint Venture.

For and on behalf of the Board

Place: Mumbai
Date: May 13, 2019

Mahesh Shetty
Whole-Time Director
DIN:01526975

Debshankar Mukhopadhyay
Executive Director
DIN: 08194567

Annexure 1

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN
As on Financial year ended 31/03/2019
Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I	REGISTRATION AND OTHER DETAILS	
1	CIN	L80903MH2006PLC163888
2	Registration Date	19/08/2006
3	Name of the Company	MT Educare Limited
4	Category / Sub-Category of the Company	Company limited by shares / Indian Non-Government Company
5	Address of the Registered Office and Contact Nos.	220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai - 400080. Tel: (022) 2593 7700 / 800 / 900 Fax: (022) 2593 7799
6	Whether Listed Company	Yes. Listed on BSE Limited and National Stock Exchange of India Limited
7	Name address and contact details of the Registrar and Transfer Agents, if any	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli(West), Mumbai - 400 083. Tel: (022) 4918 6270 Fax: (022) 4918 6060 Email:rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.iny

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All business activities contributing 10% or more of the total turnover of the Company shall be stated)

Sr. No	Name and Description of the main product / Service	NIC code of the product / service	% of total turnover of the Company
1	Providing coaching services	Group 809, Class 8090 & Sub-class 80902	100.00

III PATICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	MT Education Services Pvt. Ltd. 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai - 400080.	U80301MH2010PTC199012	Subsidiary Company	100	Section 2(87)
2	Lakshya Forrum For Competitions Pvt. Ltd (Formerly known as Lakshya Educare Pvt. Ltd.) 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080.	U80301MH2012PTC238011	Subsidiary Company	100	Section 2(87)
3	Chitale'sPersonalised Learning Pvt. Ltd. 1/14, Shefalee Co-op Society, Phiroze Shah Road, Santacruz (West), Mumbai 400054.	U80301MH2009PTC197141	Subsidiary Company	100	Section 2(87)
4	Sri Gayatri Educational Services Pvt. Ltd 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080.	U80904MH2014PTC255536	Subsidiary Company	100	Section 2(87)
5	RobomateEduTech Pvt. Ltd 220, 2nd Floor, "FLYING COLORS", Pandit Din Daya lUpadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080.	U74999MH2016PTC286570	Subsidiary Company	100	Section 2(87)
6	Letspaper Technologies Pvt. Ltd. 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080.	U74999MH2016PTC289017	Subsidiary Company	100	Section 2(87)
7	Labh Ventures India Pvt. Ltd. Cedar tower No.4/3102, M. G. Link Road, Nahur, Bhandup (West), Mumbai – 400 078	U74999MH2015PTC262045	Subsidiary Company w.e.f September 1, 2018	100	Section 2(87)

IV **SHAREHOLDING PATTERN**

(Equity Share Capital break-up as percentage to total equity)

1. Category wise Shareholding

Category code	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)	**Promoter and Promoter Group**									
1	**Indian**									
(a)	Individuals/HUF	17,036,803.00	-	17,036,803.00	23.73	17,036,803.00	-	17,036,803.00	23.59	(0.15)*
(b)	Central Govt. /State Govt.	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	42,701,173.00	-	42,701,173.00	59.12	59.12
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub Total (A)(1)	**17,036,803.00**	**-**	**17,036,803.00**	**23.73**	**59,737,976.00**	**-**	**59,737,976.00**	**82.71**	**58.97**
2	**Foreign**									-
(a)	Individuals (NRI & Foreign)	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**17,036,803.00**	**-**	**17,036,803.00**	**23.73**	**59,737,976.00**	**-**	**59,737,976.00**	**82.71**	**58.97**
(B)	**Public shareholding**									
1	**Institutions**									
(a)	Mutual Fund-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investor	253,000.00	-	253,000.00	0.35	72,132.00	-	72,132.00	0.10	(0.25)
(f)	Financial Institutions / Banks	92,791.00	-	92,791.00	0.13	272.00	-	272.00	0.00	(0.13)
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub Total (B) (1)	**345,791.00**	**-**	**345,791.00**	**0.48**	**72,404.00**	**-**	**72,404.00**	**0.10**	**(0.38)**

IV **SHAREHOLDING PATTERN**

(Equity Share Capital break-up as percentage to total equity)

1. Category wise Shareholding

Category code	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	
2	**Non-institutions**									
(a)	Bodies Corporate	39,294,848.00	-	39,294,848.00	54.74	1104906	-	1,104,906.00	1.53	(53.21)
(b)	i. Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	6,873,702.00	29,097.00	6,902,799.00	9.62	4,441,500.00	29,008.00	4,470,508.00	6.19	(3.43)
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	4,050,101.00	10,890.00	4,060,991.00	5.66	5,502,580.00	10,890.00	5,513,470.00	7.63	1.98
(c)	Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
(d)	NBFCs registered with RBI	-	-	-	-	1,696.00	-	1,696.00	0.00	0.00
(e)	**Any Other**									
I	NRI -Repat	461,586.00	-	461,586.00	0.64	333302	-	333,302.00	0.46	(0.18)
Ii	NRI - Non Repat	72,214.00	-	72,214.00	0.10	64587	-	64,587.00	0.09	(0.01)
Iv	Clearing Membe	72,100.00	-	72,100.00	0.10	72100	-	72,100.00	0.10	(0.00)
V	Directors / Relatives	934,890.00	-	934,890.00	1.30	347852	-	347,852.00	0.48	(0.82)
Vi	Trusts	1,928,551.00	-	1,928,551.00	2.69		-	-	-	(2.69)
Vii	Foreign Nationals	-	-	-	-	-	-	-	-	-
Viii	Hindu Undivided Family	594.00	-	594.00	0.00	594.00	-	594.00	0.00	(0.00)
	Sub Total (B)(2)	673,817.00	-	673,817.00	0.94		-	508,659.00	0.70	(0.23)
	Total Public Shareholding	**54,362,403.00**	**39,987.00**	**54,402,390.00**	**75.79**	**9,946,370.00**	**39,898.00**	**12,417,674.00**	**17.19**	**(58.59)**
	Public Group (B)=(B)(1)+(B)(2)	**54,708,194.00**	**39,987.00**	**54,748,181.00**	**76.27**	**10,018,774.00**	**39,898.00**	**12,490,078.00**	**17.29**	**(58.97)**
	Total (A)+(B)	**71,744,997.00**	**39,987.00**	**71,784,984.00**	**100.00**	**69,756,750.00**	**39,898.00**	**72,228,054.00**	**100.00**	**0.00**
(C)	**been issued**									
I	Promoter and Promoter group	-	-	-	-	-	-	-	-	-
Ii	Public	-	-	-	-	-	-	-	-	-
	Sub Total (C)	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	**71,744,997.00**	**39,987.00**	**71,784,984.00**	**100.00**	**69,756,750.00**	**39,898.00**	**72,228,054.00**	**100.00**	**0.00**

* On 27.03.2018, the Company allotted 3,19,64,200 shares on preferential basis to Zee Learn Limited, basis which Company's paid up capital has been incerased from 39,820,784 to 71,784,984. Hence % shareholding of Mr. Mahesh Shetty has been diluted from 42.78% to 23.73%, however number of shares held by him remains unchanged i.e 1,70,36,803.

2. Shareholding of Promoters and Promoters' Group

Sr. No	Name of Promoter	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		Nos. of Shares	% of total shares of the Company	% of shares pledged/ encum-bered to capital	Nos. of Shares	% of total shares of the Company	% of shares pledged/ encum-bered to capital	
1	Mahesh R. Shetty	17036803	23.73	15.32	17036803	23.59#	15.23	0.16
2	Zee Learn Limited	-	-	-	4,27,01,173	59.12	-	59.12

the dilution in % shareholding of Mr. Mahesh Shetty is due to increase in total paid-up Share capital on accounts of allotment of ESOP. The total number of shares held by him remains the same.

3. Change in Promoters shareholding (Please specify, if there is no change)

Sr. No	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		Nos. of Shares	% of total shares of the company	Nos. of Shares	% of total shares of the company
1.	Mahesh R. Shetty				
	At the beginning of the year	17036803	23.73	-	-
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for Increase / Decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	% of promoter shareholding has been diluted on account of increase in paid-up capital via allotment of 443,070 equity shares to Employees under MT Educare ESOP Scheme 2016			
	At the end of the year	-	-	1,70,36,803	23.59
2.	Zee Learn Limited				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for Increase / Decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	Increase in Number of shares and % of promoter shareholding on account of subscription of shares via Preferential Allotment route and shares tenderd by shareholders of the Company through Open Offer process			
	At the end of the year	-	-	4,27,01,173	59.12

* Zee Learn Limited had subscribed to the Preferential Issue of MT Educare Limited for an amount of Rs.200,00,00,000 (Rupees Two hundred crores) following which 3,19,64,200 Equity shares of Rs.10/- were allotted to Zee Learn Limited aggregating to 44.53%. The subscription to the Preferential allotment triggered an open offer under Regulation 3, 4 and other applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 for the acquisition of 26% from the shareholders of MT Educare Ltd by Zee Learn Limited. Further, shareholders of MT Educare Limited tendered 1,07,36,973 Equity shares to the open offer by Zee Learn Limited. Accordingly, the total shareholding as on year ended March 31, 2019 of Zee Learn Limited stands at 4,27,01,173 Equity shares aggregating to 59.12%.

4. Shareholding Pattern of Top 10 shareholders(Other than Directors, Promoters and holders of GDRs and ADRs)

Sr. No	Particulars	Shareholding		Cumulative shareholding during the year	
		Nos. of Shares	% of total shares of the company	Nos. of Shares	% of total shares of the company
1	**Premier Investment Fund Limited**				
	a) At the Beginning of the Year	2,53,000	0.35		
	b) Changes during the Year	(1,80,868)	(0.25)	72,132	0.10
	c) At the end of the Year			72,132	0.10
2	**Rajasthan Global Securities Private Limited**				
	a) At the Beginning of the Year	3,558,754	8.55		
	b) Changes during the Year	(3,558,754)	(8.55)	Nil	Nil
	c) At the end of the Year			Nil	
3	**Ratnabali Capital Markets Private Limited**				
	a) At the Beginning of the Year	9,51,302	1.33		
	b) Changes during the Year	(9,51,302)	(1.33)	Nil	Nil
	c) At the end of the Year			Nil	Nil
4	**JM Financial Services Limited**				
	a) At the Beginning of the Year	3,83,421	0.53		
	b) Changes during the Year	(3,82,419)	(0.53)	1,002	0.00
	c) At the end of the Year			1,002	0.00
5	**Lilavati Hirji Fooria**				
	a) At the Beginning of the Year	3,71,138	0.52		
	b) Changes during the Year	Nil	Nil	3,71,138	0.52
	c) At the end of the Year			3,71,138	0.52
6	**Vijit Asset Management Private Limited**				
	a) At the Beginning of the Year	2,63,400	0.37		
	b) Changes during the Year	(2,19,463)	(0.31)	43,937	0.06
	c) At the end of the Year			Nil	Nil
7	**Eesha Kirti Bafna**				
	a) At the Beginning of the Year	2,54,692	0.35		
	b) Changes during the Year	Nil	Nil	2,54,692	0.35
	c) At the end of the Year			2,54,692	0.35

8	**Eureka Stock and Share Broking Services Limited**				
	a) At the Beginning of the Year	2,50,000	0.35		
	b) Changes during the Year	(2,47,670)	(0.35)	2,330	0.00
	c) At the end of the Year			2,330	0.00
9	**Dheeraj Kumar Lohia**				
	a) At the Beginning of the Year	2,39,121	0.33		
	b) Changes during the Year	57,098	0.08	2,96,219	0.41
	c) At the end of the Year			2,96,219	0.41
10	**Chandresh Hirji Fooria**				
	a) At the Beginning of the Year	444	0.00		
	b) Changes during the Year	2,43,152	0.34	2,43,596	0.34
	c) At the end of the Year			2,43,596	0.34
11	**Sujit Balachandran Koyott**				
	a) At the Beginning of the Year	100	0.00		
	b) Changes during the Year	2,25,148	0.31	2,25,248	0.31
	c) At the end of the Year			2,25,248	0.31
12	**IDBI Trusteeship Services Limited**				
	a) At the Beginning of the Year	2,22,172	0.31		
	b) Changes during the Year	Nil	Nil	2,22,172	0.31
	c) At the end of the Year			2,22,172	0.31
13	**Vipul K Shah**				
	a) At the Beginning of the Year	4,335	0.01		
	b) Changes during the Year	2,07,572	0.29	2,11,907	0.29
	c) At the end of the Year			2,11,907	0.29
14	**Naarayanan Iyer**				
	a) At the Beginning of the Year	1,98,000	0.28		
	b) Changes during the Year	Nil	Nil	1,98,000	0.28
	c) At the end of the Year			1,98,000	0.28
15	**Saanvi Sachin Deshmukh**				
	a) At the Beginning of the Year	-	-		
	b) Changes during the Year	1,94,478	0.27	1,94,478	0.27
	c) At the end of the Year			1,94,478	0.27
16	**Murali Harihara Subramanian**				
	a) At the Beginning of the Year	6,287	0.01		
	b) Changes during the Year	1,62,070	0.22	1,68,357	0.23
	c) At the end of the Year			1,68,357	0.23

5. Shareholding of Directors and Key Managerial Personnel

Sr. No	Name of Shareholder	Shareholding		Cumulative shareholding during the year	
		Nos. of Shares	% of total shares of the company	Nos. of Shares	% of total shares of the company
1	Mr. Mahesh R. Shetty	1,70,36,803	23.73	1,70,36,803	23.59
2	Mr. Himanshu Mody	-	-	-	-
3	Mr. Ajey Kumar	-	-	-	-
4	Dr. Manish Agarwal	-	-	-	-
5	Dr. Sangeeta Pandit	-	-	-	-
6	Mr. Debshankar Mukhopadhyay	-	-	-	-
7	Mr. Sandesh Naik	-	-	-	-
	At the beginning of the year	-	-	-	-
	Shares purchased during the year	6,001	0.01	6,001	0.01
	At the end of the year	-	-	6,001	0.01
8	Mr. Mandar Chavan	-	-	-	-

V. INDEBTEDNESS

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

(₹ In lakhs)

Particulars	Secured Loan excluding deposit	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I. Principal Amount	14578.24	51.67	-	16929.91
ii. Interest due but not paid	58.22	0.98	-	59.02
iii. Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	14636.46	52.65	-	14689.10
Change in indebtedness during the year				
Additions	753.67	41.67	-	795.34
Reductions	7881.92	93.34	-	7975.26
Net Change	(7128.25)	(51.67)	-	(7179.92)
Indebtedness at the end of the financial year				
i. Principal Amount	7449.99	0.00	-	7449.99
ii. Interest due but not paid	16.64	0.00	-	16.64
iii. Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	7466.35	0.00	-	7466.35

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of Managing Director, Whole-time Director and / or Manager

Sr.No	Particulars of Remuneration paid to Mr. Mahesh R. Shetty (Whole time Director)	Total Amount
1	Gross Salary	
	a. Salary as per provision contained in Section 17(1) of the Income Tax Act, 1961	152.87
	b. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	Nil
	c. Profit in lieu of salary u/s 17(3) of the Income Tax Act, 1961	Nil
2	Stock Options	Nil
3	Sweat Equity	Nil
4	Commission :	
	a. As % of profit	Nil
	b. Others, specify	Nil
5	Others, please specify	Nil
	Total	152.87

B. Remuneration of Other Directors

Name of Director	Board Meetings	Commmittee Meeting	Total
Dr. Chhaya Shastri	80,000	90,000	170,000
Mr. Naarayanan Iyer	80,000	-	80,000
Ms. Drushti Desai	80,000	120,000	200,000
Mr. Yatin Samant	40,000	60,000	100,000
Mr. Uday Lajmi	80,000	120,000	200,000
Mr. Himanshu Mody	-	-	-
Mr. Ajey Kumar	-	-	-
Mr. Debshankar Mukhopadhyay	-	-	-
Dr. Manish Agarwal	30,000	50,000	80,000
Dr. Sangeeta Pandit	30,000	50,000	80,000
Total	**4,20,000**	**4,90,000**	**9,10,000**

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

Sr.No	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL (KMP		
		Mr. Sandesh Naik Chief Financial Officer	Mr. Mandar Chavan Company Secretary (w.e.f. 9th August, 2018)	Total Amount
1	Gross Salary	43,18,901	6,39,152	49,58,053
	a. Salary as per provision contained in Section 17(1) of the Income Tax Act, 1961	43,18,901	6,39,152	49,58,053
	b. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	c. Profit in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Options	3,13,200	-	3,13,200
3	Sweat Equity	-	-	-
4	Commission			
	d. As % of profit	-	-	-
	e. Others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (1+2+3+4+5)	**46,32,101**	**6,39,152**	**52,71,253**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCE

Type	Section of the Companies Acts	Brief description	Details of penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / Court)	Appeals made, if any (give details)
Company					
Punishment	-	-	-	-	-
Penalty	-	-	-	-	-
Compounding	-	-	-	-	-
Directors					
Punishment	-	-	-	-	-
Penalty	-	-	-	-	-
Compounding	-	-	-	-	-
Other Officer in Default					
Punishment	-	-	-	-	-
Penalty	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure 2

Secretarial Audit Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
MT EDUCARE LIMITED
220, 2nd Floor, "Flying Colors",
Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road, Mulund (West),
Mumbai - 400080

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MT EDUCARE LIMITED (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 my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investments, Overseas Direct Investments and External Commercial Borrowing; (not applicable to the company during the audit period)

(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; **and the Securities and Exchange Board of India (Issue of capital and Disclosures Requirments)Regulations, 2018 notified w.e.f 11 th September, 2018; (Not Applicable during the audit period)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable 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 client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable during the audit period)**;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **and the Securities and Exchange Board of India (Issue of capital and Disclosures Requirments)Regulations, 2018 notified w.e.f 11 th September, 2018; (Not Applicable during the audit period)**;

(I) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015; (SEBI LODR) and

(j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 amended w.e.f 3rd October, 2018;

(vi) There are no laws that are specifically applicable to the Company based on their sector/industry;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) The Listing Agreements entered into by the Company with stock exchanges;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except for the matter listed below.

1. As per Para A of Part A of Schedule III of SEBI LODR, It is observed that the Company had disclosed the outcome of Board meeting held on 29th May, 2018 to the Stock Exchanges, which was delayed by around 81 minutes, due to the stock exchange's server was down.
2. It is observed that as per sub-regulation 3 of Regulation 47 of the SEBI LODR, the Company had not submitted newspaper cutting to Stock Exchanges with respect to the advertisement published for all board meeting notice where financial result to be considered.
3. It is observed that as per sub-regulation 3 of Regulation 47 of the SEBI LODR, the Company had not submitted newspaper cutting to Stock Exchanges with respect to the advertisement published for all Financial Results approved in the board meeting.
4. This report is subject to the verification of financials details with respect to Investments, loans, advances, borrowing, guarantee or securities provided and related party transactions, which is still not provided by the company during the period under review.

I further report that:

a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directo₹ During the Audit period, Mr. Himanshu Mody was appointed as an Additional Director (Non-Executive and Non-Independent Director and Chairperson of the Board) of the company w.e.f. June 5th, 2018, Mr. Ajey Kumar was appointed as an Additional Director (Executive director) of the Company w.e.f. June 5th, 2018, Dr. Manish Agarwal was appointed as an Additional Director (Non-Executive and Independent director) of the Company w.e.f. June 5th, 2018, Dr. Sangeeta Pandit was appointed as an Additional Director (Non-Executive and Independent director) of the Company w.e.f. June 5th, 2018, Mr. Debshankar Mukhopadhyay was appointed as Additional Director (Executive director) of the Company and Mr. Mahesh Shetty resigned as Chairman and Managing Director of the Company w.e.f. June 5th, 2018 and was appointed as Whole Time Director w.e.f. August 9th, 2018.

b. During the period under review Mr. Naarayanan Iyer, Mr. Uday Lajmi, Mr. Yatin Samant, Ms. Chhaya Shastri and Ms. Drushti Desai were resigned as director of the Company w.e.f. June 5th, 2018.

c. Mr. Raju Bamane resigned from the post of Company Secretary and Compliance Officer with effect from the closing hours on February 23, 2018. On his resignation, Mr. Sandesh Naik, Chief Financial Officer was appointed as the Compliance officer w.e.f. May 29th, 2018. Mr. Sandesh Naik ceased to the Compliance officer of the Company on appointment of Mr. Mandar Gurunath Chavan as the Company Secretary and Compliance officer of the Company w.e.f. August 9th, 2018.

d. The stock options granted to the Directors/Key Managerial Personnel/Employees under the ESOP Scheme 2016 were within the overall limits of ESOP approved by the Shareholders

e. The Board of Directors of MT Educare Limited at its meeting held on 15th October, 2018 has acquired 1,08,000 equity shares i.e. 100% stake of "Labh Ventures India Private Limited" (CIN: U74999MH2015PTC262045) at price of 1507.41 each share.

f. Special resolution passed by Postal Ballot/ E-voting on March 6th, 2019 under section 180(1)(c) of the Companies Act, 2013 authorising the Board to borrow money in excess of Paid-up Share Capital and free reserve of the Company up to 400 crores.

g. Special resolution passed by Postal Ballot/ E-voting on March 6th, 2019 under section 180(1)(a) of the Companies Act, 2013 authorising the Board to create/modify charge on movable and immovable assets including undertakings of the Company, both present and future, to secure borrowings; and

h. Special resolution passed by Postal Ballot/ E-voting on March 6th, 2019 authorising the Board to grant loans, make investments and/or provide guarantee / security in excess of limits specified under Section 186 of the Companies Act, 2013 upto ₹ 400 crores;

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.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

For R. Bhandari & Co.
Company Secretaries

Raghunath Bhandari
Proprietor
FCS No. 8048
CP No. 15381

Date: 13th May, 2019
Place: Mumbai

This report is to be read with our letter which is annexed as **Annexure A** and forms an integral Part of the Report

Annexure A

To
The Members,
MT EDUCARE LIMITED
220, 2nd Floor, "Flying Colors",
Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road, Mulund (West),
Mumbai - 400080

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

1. Maintenance of Secretarial record of applicable laws 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For R. Bhandari & Co.
Company Secretaries

Raghunath Bhandari
Proprietor
FCS No. 8048
CP No. 15381

Date: 13th May, 2019
Place: Mumbai

PARTICULARS OF RELATED PARTY TRANSACTIONS

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:**
   The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2018-19.

2. **Details of material contracts or arrangement or transactions at arm's length basis:**
   The Company has not entered into any material contracts or arrangements or transactions with its related parties which is at arm's length basis during financial year 2018-19.

For and on behalf of the Board

Place: Mumbai	**Mahesh Shetty**	**Debshankar Mukhopadhyay**
Date: May 13, 2019	**Whole-Time Director**	**Executive Director**
	DIN:01526975	**DIN: 08194567**

Annexure 3

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:**

   The CSR policy of the Company is committed to conduct its business in socially, environmentally and ethically responsible manner and contribute to the society and environment in which it operates; to be able to contribute to social welfare and, directly or indirectly, financially assist people at large to improve their life / condition. The CSR policy of the Company is available on the Company's website on
   http://www.mteducare.com/images/CSR_Policy.pdf

2. **Composition of the CSR Committee:**
   a. Dr. Manish Agarwal - Chairman
   b. Dr. Sangeeta Pandit – Member
   c. Mr. Himanshu Mody - Member

3. **Average net profit of the Company for last three financial years:**

Financial year	Net Profit (Rupees in Lakhs)
2017-18	(20,170.47)
2016-17	1,080.75
2015-16	4,838.42
Average Profit of 3 years	(4,744.84)

4. **Prescribed CSR expenditure (two per cent of the amount as in item 3 above):**
   The Company is not required to spend on CSR activities as the Average profit of three years preceding the current financial year is Nil.

5. **Details of CSR spend for the financial year:**
   a. Total amount spent for the financial year: ₹16.86 Lakhs
   b. Amount unspent, if any: Nil
   c. Manner in which the amount spent during the financial year is detailed below:

Sr. No	CSR Project / Activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or Programs Wise (Rupees in Lakhs)	Amount Spent on the project or programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads	Cumulative Expenditure Up to reporting period (Rupees in Lakhs)	Amount spent: Direct or through implementing agency
1	Imparting Education to Students in BMC School	Education	Mumbai, Maharashtra	1.00	1.00	Direct Expenditure	Implementing Agency – Global Education Trust
2	Rehabilitaion	Charity	Mumbai, Maharashtra	6.00	6.00	Direct Expenditure	Implementing Agency – Global Education Trust
3	Medical	Health Care	Mumbai, Maharashtra	0.74	0.74	Direct Expenditure	Implementing Agency – Global Education Trust
4	Skill Development	Women Empower ment	Mumbai, Maharashtra	3.06	3.06	Direct Expenditure	Implementing Agency – Global Education Trust
5	Old age homes, CRY, Save the Child, Amcha Ghar etc.	Other CSR Projects	Mumbai, Maharashtra	6.06	6.06	Direct Expenditure	Implementing Agency – Global Education Trust
		TOTAL		16.86		16.86	

6. In case if the Company has failed to spent two per cent, of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount –

Due to lack of profit in FY 2018-19, Company is not required to spend on CSR activities. However company has carried forward amount of CSR of FY 2017-18 which is ₹ 40.72 Lakhs. Out of unspent amount of ₹ 40.72 Lakhs of FY 2017-18 Company has spent ₹ 16.86 Lakhs in FY 2018-19. The Company shall make efforts to spend the balance unspent amount in upcoming financial year upon finding suitable CSR Projects in future.

The CSR Committee hereby confirms that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.

Annexure 4

Details of the ratio of remuneration of each Director to the median employee's remuneration

(I) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :-

Sr. No.	Name of the Director	Designation	Ratio of remuneration to the median remuneration of the employees
1	Mr. Mahesh Shetty	Whole-Time Director	-
2**	Mr. Naarayanan Iyer	Non-Executive Director (upto 05.06.2018)	-
3**	Dr. Chhaya Shastri	Non-Executive Director (upto 05.06.2018)	-
4**	Ms. Drushti Desai	Independent Director (upto 05.06.2018)	-
5**	Mr. Yatin Samant	Independent Director (upto 05.06.2018)	-
6**	Mr. Uday lajmi	Independent Director (upto 05.06.2018)	-
7*#	Dr. Manish Agarwal	Independent Director (w.e.f 05.06.2018)	Nil
8*#	Dr. Sangeeta Pandit	Independent Director (w.e.f 05.06.2018)	Nil
9*	Dr. Manish Agarwal	Independent Director (w.e.f. 05.06.2018)	-
10*	Dr. Sangeeta Pandit	Independent Director (w.e.f. 05.06.2018)	-
11 $#	Mr. Debshankar Mukhopadhyay	Executive Director (w.e.f. 05.06.2018)	Nil

* figures are not Comparable as the Directors were appointment w.e.f June 05, 2019.

$ figures are not Comparable as Mr. Debshankar Mukhopadhyah was appointment w.e.f August 09, 2019

** figures are not Comparable as the Directors were resigned w.e.f June 05, 2019.

No remuneration was paid to Mr. Ajey Kumar, Mr. Debshankar Mukhopadhyay & Mr. Himanshu Mody during the year.

(ii) The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the financial year

Sr.No.	Name of the Director/KMP	% Increase over last F.Y.
1	Mr. Mahesh Shetty, Whole-Time Director	Nil
2	Mr. Sandesh Naik	Nil
3	Mr. Mandar Chavan (CS w.e.f August 9, 2018)	NA*
(iii)	The percentage increase in the median remuneration of employees in the financial year	(3.44)%
(iv)	The number of permanent employees on the rolls of the Company	742 as on 31st March,2019.
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The increase in the salary of employees, if any, other than managerial personnel is based on various parameters determined as per the Human Resource policy. The number of employees has reduced as compared to the financial year 17-18. During the year under review, there is no increase in the remuneration of the Whole-Time Director.

*Since Mr. Mandar Chavan was appointed as Company Secretary w.e.f August 9, 2018 his remuneration can not be compared on YOY basis

B. Particulars of Top 10 Employees whose remuneration exceeded ₹1.02 Crore per annum or ₹8.50 Lakhs per month during the FY 2018-19.

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

Name of Employee	Designation	Remuneration Received	Date of Commencement of Employment
Mahesh Shetty	Chairman & Managing Director	1,52,87,148	November 11, 1988
Chandresh Fooria	Business Head	1,08,79,996	April 01, 1990
Anish Thakkar	Business Head	1,02,99,998	April 01, 2011

2. Employed part of the year and in receipt of remuneration aggregating ₹8.5 Lakhs or more per month.
   There are no employees who are employed for the part of the year and were in receipt of remuneration aggregating ₹ 8.50 lakhs or more per month.

3. Details of remuneration of top 10 employees for the year 2018-19

Sr. No.	Emp Name	Age	Designation	Qualification	Total Experience	Remune-ration	Last Employment Name
01	Mahesh Shetty	55	Whole-Time Director	B.sc, B.Ed	35	15,287,148	NA
02	Chandresh Fooria	47	Busniess Head	B.E.	27	10,879,996	NA
03	Anish Thakkar	47	Busniess Head	CA	27	10,299,988	NA
04	Rahul Mahurkar	43	Chief Technology Officer	B.E.	18	9,000,000	TATA Interactive Systems
05	Shrenik Kotecha	37	Busniess Head	M.Com, M.Phil, MA, MBA, PHD	21	6,150,004	NA
06	Sujit Koyott	46	Busniess Head	M.sc, B.Ed, MBA - Finance	26	5,940,004	NA
07	Dinesh Hinge	45	Joint Vice President - UVA Project	B.sc, MBA - HR	21	4,800,000	Future Group
08	Sandesh Sadanand Naik	39	Chief Finance Officer	MBA-Finance	19	4,632,101	Musafir.com Private Limited
09	Vipul Shah	44	Head, Brand Development & Procurement	MBA	24	4,219,992	NA
10	Narendra Sannabhadti	37	Joint Vice President - Marketing Dept	PGDM	14	2,927,876	TATA Interactive Systems

Report on Corporate Governance

Corporate Governance is essentially a system by which Companies are governed and controlled by the management under the direction and supervision of the Board in the best interest of all stakeholders. It is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility. Above all, it is a way of life, rather than merely a legal compulsion. Your Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last. Good Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection. Your Company lays great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business.

Your Company is in compliance with the requirements of Corporate Governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Policies

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

Whistle Blower & Vigil Mechanism Policy

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

Code of Conduct

The Company has also adopted a Code of Conduct for the Members of the Board of Directors and Senior Management, and all the Directors and senior functionaries as defined in the Code provide their annual confirmation of compliance with the Code. Copy of the Code is available on the website of the Company www.mteducare.com

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

Declaration: I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the Code of Conduct for Members of the Board of Directors and Senior Management of the Company for the financial year ended March 31, 2019.

Mahesh Shetty
Whole-time Director
DIN: 01526975
Mumbai, April 1, 2019

Related Party Transaction Policy

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

Policies & Code as per SEBI Insider Trading Regulations

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

Disclosure of Unpublished Price Sensitive Information.

During the year under review, Mr. Raju Bamane, Company Secretary & Compliance Officer tendered his resignation w.e.f February 23, 2018. Accordingly, Mr. Sandesh Naik - Chief Financial Officer, was appointed to act as the Compliance Officer of the Company for the purposes of Insider Trading Code, and appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure policy w.e.f November 30, 2018.

Mr. Mandar Chavan was appointed as Company Secretary and Compliance Officer for the purposes of Insider Trading Code, and Chief Investor Relations Officer for the purpose of Fair Disclosure policy and Key Managerial Personnel of the Company w.e.f August 09, 2018. Consequent to the appointment of Mr. Mandar Chavan, Mr. Sandesh Naik- Chief Financial Officer stepped down as the Compliance Officer and as Chief Investor Relations Officer for the purpose of Fair Disclosure policy.

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

Familiarization Program for Independent Directors

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

Apart from the above policies, the Board has in accordance with the requirements of Companies Act, 2013 and Listing Regulations, 2015 approved and adopted Policy for determining Material Subsidiary, Remuneration Policy, Material Events Determination and Disclosure Policy and Document Preservation Policy. These policies can be viewed on Company's website at www.mteducare.com

BOARD OF DIRECTORS

Composition & Category of Directors

MT Educare Ltd. is in compliance with the Board composition requirements of the Listing Regulations. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the Management.

Composition of the Board as on March 31, 2019

Category of Directors	No. of Directors	% to total No. of Directors
Executive Director	3	50
Non-Executive Independent Directors	2	33.33
Other Non-Executive Director	1	16.67
Total	**6**	**100.00**

The Company requires skill/expertise/competencies in the areas of Finance, Legal, Education, Content, Marketing/Sales, Technology and Business Specialization. Currently, the Board of the Company comprises of Directors with qualification /experience in all the above areas.

During the financial year under review, 5 (Five) meetings of the Board were held May 29, 2018, June 05, 2018, August 09, 2018, October 15, 2018 and January 18, 2019. The annual calendar of meetings in connection with approval of quarterly and annual financial statements of the Company is broadly determined at the beginning of each financial year.

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the financial year 2018-19 and also their other directorships/ memberships held in Indian Public Companies (excluding Foreign Companies and Section 8 Companies of Companies Act, 2013) and Membership/Chairmanship of Audit Committee and Stakeholder Relationship Committee of other Public Companies as at March 31, 2019 are as under:

Name of Director	Attendance at		No. of Directorship in other Public Companies		No. of Committee positions held in other public Companies	
	Board Meeting (Total 5 Meetings)	12th AGM held on September 24, 2018	Member	Chairman	Member	Chairman
Non-Executive Director						
# Mr. Naarayanan Iyer	2	NA	NA	NA	NA	NA
# Dr. Chhaya Shastri	2	NA	NA	NA	NA	NA
*Mr. Himanshu Mody (Chairman)	2	No	5	1	2	-
Executive Director						
Mr. Mahesh Shetty	5	Yes	-	-	-	-
* Mr. Ajey Kumar	3	Yes	1	-	-	-
** Mr. Debshankar Mukhopadhyay	3	Yes	-	-	-	-
Non- Executive Independent Director						
#Mr. Yatin Samant	2	NA	NA	NA	NA	NA
# Mr. Yatin Samant	2	NA	NA	NA	NA	NA
# Mr.Uday Lajmi	2	NA	NA	NA	NA	NA
* Dr. Manish Agarwal	3	Yes	1	-	1	-
* Dr. Sangeeta Pandit	3	Yes	3	-	2	2

Resigned w.e.f. June 05, 2018
* Appointed w.e.f. June 05, 2018
** Appointed w.e.f. August 09, 2018

The number of Directorship (s), Committee Membership(s) / Chairmanship (s) of all Directors is/are within the respective limits prescribed under the Companies Act, 2013 and the Listing Regulations.

Details of other Directorships of Directors in the Listed entities as at March 31, 2019 are as under

Name of The Director	Directorship in Other Listed Entities	Category of Directorship
Mr. Mahesh Shetty	NA	NA
Mr. Ajey Kumar	Zee Learn Limited	Managing Director
Mr. Himanshu Mody	Zee Learn Limited	Non-Executive Director
Dr. Sangeeta Pandit	The Indian Card Clothing Company Limited Zee Learn Limited	Independent Director
Dr. Manish Agarwal	Zee Learn Limited	Independent Director
Mr. Debshankar Mukhopadhyay	NA	NA

Board Procedures

Schedule of the Board meetings for approval of quarterly and annual financial results each year are decided well in advance and communicated to the Directors. Board meetings are generally held at Mumbai. The agenda along with the explanatory notes are sent to the Directors well in advance to enable them to take informed decisions. Senior management personnel are normally invited to the Board meetings to provide necessary insights into the working of the Company and for discussing corporate strategies.

The Board periodically reviews certificates in respect of compliance of various laws and regulations applicable to the Company.

Brief profile of Director of the Company proposed to be re-appointed at the ensuing Annual General Meeting

Name of the Director	Mr. Himanshu Mody
DIN	00686830
Date of Appointment as Director	June 05, 2018
Qualification	MSC in Finance from University of Strathclyde, Glasgow, MBA
Expertise in specific functional Areas	Mr. Himanshu Mody has experience of over a decade in various Corporate Strategy, Fund raising and Mergers & Acquisi?ons
No. of Equity Shares held in the Company as on May 13, 2019	Nil
Relationship with any other Director inter-se	None

BOARD COMMITTEES

Particulars of Meetings of Board Committees held during the year along with details of Directors attendance at such Committee Meeting(s) are detailed herein:

	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
No. of Meetings held	4	3	1	2
Directors attendance				
Mr. Mahesh Shetty	NA	NA	NA	1
*Mr. Naarayanan Iyer#	NA	NA	NA	NA
*Dr. Chhaya Shastri#	1	NA	1	1
*Ms. Drushti Desai#	1	2	1	NA
*Mr. Yatin Samant#	NA	2	1	NA
*Mr.Uday Lajmi#	1	2	NA	1
Mr. Himanshu Mody*	1	NIL	NA	NIL
Mr. Ajey Kumar*	NA	NA	NA	NA
Mr. Debshankar Mukhopadhyay **	NA	NA	NA	NA
Dr. Manish Agarwal*	3	1	NA	1
Dr. Sangeeta Pandit*	3	1	NA	1

Resigned w.e.f. June 05,2018
* Appointed w.e.f. June 05, 2018
** Appointed w.e.f. August 09, 2018
N.A. denotes the either director is not a Member of such Committee.
NIL denotes that the Director has not attended any meeting of such committee during the year.

Independent Directors Meeting and Board Evaluation Process

In compliance with requirements of Regulation 25 of the Listing Regulations and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on January 18, 2019 to review the performance of Chairman and Non-Independent Directors, evaluate performance of the Board of Directors and its Committees and review flow of information between the management and the Board.

Details of Board Committees are as mentioned herein:

Audit Committee

Constitution

As on April 01, 2018, the Audit Committee of the Board comprised of Ms. Drushti Desai, Independent Director as Chairperson, Dr. Chhaya Shastri, Non-Executive Director and Mr. Uday Lajmi, Independent Director as Members of the Audit Committee. Subsequently on June 05, 2018 the Audit Committee was reconstituted by induction of Dr. Sangeeta Pandit, Independent Director as Chairperson, Dr. Manish Agarwal, Independent Director and Mr. Himanshu Mody, Non-executive Director as Members to the Committee. Further Ms. Drushti Desai, Independent Director, Dr. Chhaya Shastri, Non-Executive Director and Mr. Uday Lajmi, Independent Director ceased to be the members of the Audit Committee w.e.f the closing hours of June 05, 2018.

As at March 31, 2019, the Audit Committee of the Board comprises of Dr. Sangeeta Pandit, Independent Director as Chairperson, Dr. Manish Agarwal, Independent Director and Mr. Himanshu Mody, Non-executive Director as Members of the Audit Committee.

During the year under review, four (4) meetings of the Audit Committee were held on May 29, 2018, August 09, 2018, October 15, 2018 and January 18, 2019.

The Chairperson of the Audit Committee was present at the 12th Annual General Meeting of the Company.

Terms of reference

The role and the powers of the Audit Committee is as set out in Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013. The terms of reference of Audit Committee broadly includes:

- Review Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient, accurate, timely and credible.
- Review and recommend for approval of the Board quarterly, half yearly and annual financial statements before submission to the Board for approval.
- Review internal audit reports, related party transactions, company's financial and risk management policies and functioning of Whistle Blower & Vigil Mechanism Policy.
- Review with the management performance of Statutory and Internal Auditors, the adequacy of internal control systems including computerized information system controls and security.
- Recommend to the Board the appointment, reappointment and removal of the Statutory Auditor and Cost Auditor, fixation of audit fee and approval of payment of fees for any other services.
- Review the adequacy of internal audit function including approving appointment and remuneration payable to Internal Auditor, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted

- by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
- Review and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Approve or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Review the functioning of the whistle blower mechanism.
- Approve of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Review the utilization of loans and/or advances from/investment in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments.

The committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Statement of deviations:

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

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

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws. In addition to these, in compliance with requirements of Regulation 24 of Listing Regulations, the Audit Committee reviews operations of Subsidiary Companies viz., its financial statements, to grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board, statement of investments and minutes of meetings of its Board and Committees.

Audit Committee Meetings are generally attended by the Chief Financial Officer, and representative of the Statutory Auditors of the Company. Internal Auditors have attended Audit Committee Meetings wherein the Internal Audit reports are considered by the Committee. The Company Secretary acts as the secretary to the Audit Committee.

Nomination & Remuneration Committee

Constitution

As on April 01, 2018, the Nomination & Remuneration Committee of the Board comprised of Mr. Uday Lajmi, Independent Director as Chairman, Mr. Yatin Samant, Independent Director and Ms. Drushti Desai, Independent Director as members of the Committee Subsequently on June 05, 2018 the Nomination & Remuneration Committee was reconstituted by induction of Dr. Manish Agarwal, Independent Director as Chairman, Dr. Sangeeta Pandit, Independent Director and Mr. Himanshu Mody, Non-executive Director as members of the Committee. Further Mr. Uday Lajmi, Independent Director as Chairman, Mr. Yatin Samant, Independent Director and Ms. Drushti Desai, Independent Director ceased to be the members of the Nomination & Remuneration Committee w.e.f the closing hours of June 05, 2018.

As at March 31, 2019, the Nomination & Remuneration Committee comprises of Dr. Manish Agarwal, Independent Director as Chairman, Dr. Sangeeta Pandit, Independent Director and Mr. Himanshu Mody, Non-executive Director as members of the Committee. The Company Secretary of the Company acts as Secretary of Nomination & Remuneration Committee.

During the year under review, the Committee met 3 (Three) times on May 29, 2018, June 05, 2018 and on August 09, 2018.

The Chairman of the Nomination & Remuneration Committee was present at the 12th Annual General Meeting of the Company.

Terms of reference

Terms of reference of the Nomination & Remuneration Committee include:

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- Formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Ensure the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Formulate policy with regard to remuneration to directors, key managerial personnel and senior management involving a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Approve the remuneration policy and other matters relating thereto as applicable to directors and senior management and other employees of the Company and administer Employee Stock Option Scheme of the Company.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulate criteria for evaluation of performance of Independent Directors and the board of directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

Remuneration Policy

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

Remuneration payable to Executive Director

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors at the meeting held on June 5, 2018, and August 9, 2018 had approved appointment of Mr. Ajey Kumar and Mr. Debshankar Mukhopadhyay as an Executive Director of the Company respectively.

All the Executive Directors were appointed for the period of 3 years which was approved by the members of the Company at the Annual General Meeting held on September 24, 2018. As per the terms of their appointment all of them were eligible for grant of stock options from the Company as an Executive Director or otherwise but without any remuneration.

Remuneration payable to Whole-time Director

The Nomination and Remuneration Committee recommends the appointment and remuneration of Executive Directors including whole-time Director to the Board of Directors and same is subject to the approval of shareholders of the Company. The Remuneration of Executive Director(s) / Whole-Time Director comprises of salary, perquisites, allowances and contribution to provident and other retirement funds as approved by the Shareholders in the General Meetings. Annual increments are linked to the performance and are decided by the Nomination and Remuneration Committee and recommended to the Board of Directors for approval thereof.
The aggregate value of salary and perquisites paid/payable to Mr. Mahesh Shetty for the year ended March 31, 2019 is detailed below

Particulars	Mr. Mahesh Shetty (Whole-time Director) (Amount in Rs.)
Fixed Components:	
Salary and allowances	1,52,87,155
Monetary Value Perquisites	-
Reimbursement of Expenses	-
Variable Components:	
Commission	-
Bonus / Incentive / Variable Pay	-
Total	
Leave Encashment	-
Gross Total	
Director’s Sitting Fees for FY 2018-19	NA
Outstanding Stock Op?ons as at 31st March, 2019	Nil
Remuneration paid for the year ended March 31, 2019	1,52,87,155

Remuneration payable to Non-Executive Director

Non-Executive Directors were entitled to sitting fees of Rs.10,000/- per meeting of the Board and Rs. 10,000/-per meeting of Committee.

Particulars of Sitting Fees paid and Commission paid to Non-Executive Directors of the Company during financial year 2018-19 is as detailed herein:

Directors Name	Board Meetings	Committee Meetings	Total
Dr. Chhaya Shastri	80,000	90,000	170,000
Mr. Naarayanan Iyer	80,000	-	80,000
Ms. Drushti Desai	80,000	120,000	200,000
Mr. Yatin Samant	40,000	60,000	100,000
Mr. Uday Lajmi	80,000	120,000	200,000
Dr. Manish Agarwal	30,000	50,000	80,000
Dr. Sangeeta Pandit	30,000	50,000	80,000
Total	**4,20,000**	**4,90,000**	**9,10,000**

The Non-Executive Directors of the Company do not have any other material pecuniary relationships or transactions with the Company or its Directors, Senior Management, Subsidiary or Associate, other than in normal course of business.

During the year under review, no Stock Options have been granted to the Independent Directors of the Company.

Stakeholders' Relationship Committee

Constitution

As on April 01, 2018, the Stakeholders Relationship Committee of the Board comprised Mr. Yatin Samant, Independent Director as Chairman, Dr. Chhaya Shastri, Non-Executive Director and Ms. Drushti Desai, Independent Director as the members of the Committee. Subsequently on June 05, 2018 the Stakeholders Relationship Committee was reconstituted by induction of Mr. Himanshu Mody Non-executive Director as Chairman, Dr. Sangeeta Pandit, Independent Director as member. The Committee was further reconstituted by induction of Mr. Debshankar Mukhopadhyay w.e.f August 09, 2018. Further Mr. Yatin Samant, Independent Director as Chairman, Dr. Chhaya Shastri, Non-Executive Director and Ms. Drushti Desai, Independent Director ceased to be the members of the Stakeholders Relationship Committee w.e.f the closing hours of June 05, 2018.

As at March 31, 2019, the Stakeholders Relationship Committee of the Board comprising of Mr. Himanshu Mody Non-executive Director as Chairman, Dr. Sangeeta Pandit, Independent Director and Mr. Debshankar Mukhopadhyay, Executive Director as the members of the Committee.

During the year under review, Stakeholder Relationship Committee met one (1) time on May 29, 2018.

Terms of Reference

The terms of reference of Stakeholder Relationship Committee revised effective from April 1, 2019 include the following:

- Resolve the grievances of the shareholders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee has delegated various powers including approving requests for transfer, transmission, rematerialisation & dematerialisation etc. of Equity shares to the Executives of the Company and the Company Secretary, being the compliance officer, is entrusted with the responsibility, to specifically look into the redressal of the shareholders and investors complaints jointly with representative (s) of Registrar and Share Transfer Agent of the Company and report the same to Stakeholders Relationship Committee.

Mr. Mandar Chavan, Company Secretary has been appointed as Compliance Officer pursuant to the Listing Regulations. The designated email for investor service and correspondence is info@mteducare.com.

Details of number of requests/complaints received and resolved during the year ended March 31, 2019, are as under:

Nature of Correspondence	Received	Replied / Resolved	Pending
Non-receipt of Dividend	0	0	-
Non-receipt of Annual Report	0	0	-
Non-receipt of Shares	0	0	-
Le?er from Stock Exchange/ROC/SEBI	0	0	-
Others	0	0	-
Total	**0**	**0**	**-**

Corporate Social Responsibility Committee

As on April 01, 2018 the Corporate Social Responsibility Committee comprised of Mr. Uday Lajmi, Independent Director as Chairperson, Dr. Chhaya Shastri, Non-Executive Director and Mr. Mahesh Shetty, Executive Director as its Members. Subsequently on June 05, 2018 the CSR Committee was reconstituted by induction of Dr. Manish Agarwal, Independent Director as a Chairman and Dr. Sangeeta Pandit, Independent Directors and Mr. Himanshu Mody, Non-executive Director as members to the Committee. Further Mr. Uday Lajmi, Dr. Chhaya Shastri and Mr. Mahesh Shetty ceased to be the members of the CSR Committee w.e.f the closing hours of June 05, 2018.

As at March 31, 2019, in compliance with requirements of Section 135 read with Schedule VII of the Companies Act, 2013, the Board has constituted Corporate Social Responsibility Committee comprising of Dr. Manish Agarwal, Independent Director as Chairman, Dr. Sangeeta Pandit, Independent Director and Mr. Himanshu Mody, Non-executive Director as members of the Committee.

During the year under review, Corporate Social Responsibility Committee met two (2) times on May 29, 2018 and January 18, 2019.

Other Board Committees

In addition to the above, the Board has constituted following Committees to exercise powers delegated by the Board as per the scope mentioned herein:

i) ESOP Allotment Sub-committee

In order to process and facilitate allotment of Equity Shares, from time to time, upon exercise of Stock Options granted under Company's ESOP Scheme, the ESOP Allotment Sub-Committee has been constituted. As on March 31, 2019, the Committee comprises of Mr. Debshankar Mukhopadhyay as a Chairman, Mr. Umesh Pradhan, Mr. Vikash Kar, Mr. Bhautesh Shah, Mr. Sandesh Naik and Mr. Mandar Chavan as its members.

ii) Finance, Legal And Compliance Sub-Committee

The Finance Sub-Committee of the Company comprises of Mr. Debshankar Mukhopadhyay, as a Chairman, Mr. Umesh Pradhan, Mr. Subodh Khanna, Mr. Vikash Kar, Sandesh Naik and Mr. Mandar Chavan as its members.

In order to facilitate monitoring and expediting any debt fund raising process, approve financing facilities offered and / or sanctioned to the Company by various Banks and /or Indian Financial Institutions from time to time, in the form of Term Loans, Working Capital facilities, Guarantee facilities etc., including the acceptance of terms and conditions of such facilities being offered and exercising other authorities as may be delegated by the Board from time to time, the Board has constituted a Finance, Legal and Compliance Sub-Committee.

iii) Business And Operations Sub Committee

Business and Operations Sub Committee of the Company comprises of Mr. Debshankar Mukhopadhyay, as a Chairman, Mr. Umesh Pradhan, Mr. Subodh Khanna, Mr. Vikash Kar, Mr. Sandesh Naik and Mr. Vipul Shah as its members.

In order to guide, approve and review the strategic direction, functioning and control mechanisms in the Company's various businesses and its operations the Board has constituted a Business And Operations Sub-Committee.

iv) HR and Admin Sub Committee

The HR And Admin Sub-Committee of the Company comprises of Mr. Debshankar Mukhopadhyay, as a Chairman, Mr. Umesh Pradhan, Mr. Subodh Khanna, Mr. Vikash Kar, Mr. Sandesh Naik and Mr. Mandar Chavan and Mr. Anand Thakkar as its members.

In order to maintains and enhances the organization's human resources by planning, implementing, and evaluating employee relations and human resources policies, programs, and practices and oversight of personnel and compensation policies the Board has constituted a HR and Admin Sub-Committee.

v) Government Project Sub Committee

The Government Project Sub-Committee of the Company comprises of Mr. Debshankar Mukhopadhyay as a Chairman, Prashant Thakur, Shrenik Kotecha as its members.

The Government Project Sub-Committee meets as and when required to review, approve monitor and shortlist relevant government within their respective scope or powers delegated by the Board

GENERAL MEETINGS

The thirteenth Annual General Meeting of the Company for the financial year 2018-19 will be held on Thursday, 26th Day of September, 2019 at 10.00 a.m. at "The Hall of Culture", Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

The location, day, date and time of the Annual General Meetings held during last three years along with Special Resolutions(s) passed at these meetings are as follows:

Year	Day and Time	Special Resolutions passed	Venue
2015 - 2016	Wednesday, September 28, 2016 at 11.30 a.m.	None	Jainam Banquet Hall, Jainam Arcade, BTM Compound,100 L.B.S Road, Bhandup (West) - Mumbai - 400 078
2016 - 17	Wednesday, September 06, 2017 at 10.30 a.m.	Approval of remuneration payable to the Cost Auditor Re-appointment of Mr. Mahesh Shetty as Managing Director of the Company and determination of remuneration Approval for Conversion of loan into equity share capital of the Company Increase in borrowing limits of the Company Authority to the Board of Directors to create offer, issue and allot further securities of the Company	Anthurium Banquet, 5th floor, Hotel Shilpa Residency, L.B.S. Marg, Mulund(West), Mumbai – 400080
2017-18	Monday, September 24, 2018 at 9.30 a.m.	Amendment of Articles of Association of Company Appointment of Mr. Ajey Kumar as an Executive Director of the Company Appointment of Mr. Debshankar Mukhopadhyay as an Executive Director of the Company Redesignation of Mr. Mahesh Shetty as Whole-time Director of the Company	Ravindra Natya Mandir, P.L. Deshpande Kala-Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400025

All the above resolutions were passed with requisite majority.

None of the resolutions proposed at the ensuing Annual General Meeting needs to be passed by Postal Ballot.

Postal Ballot

Particulars of Resolutions passed by way of Postal Ballot during financial year 2018-19 are as detailed herein:

Date of Notice: January 18,2019	Date of Results: March 07,2019	
Particulars of Resolution	**Details of Votes cast (number of shares and % of total shares for which votes were cast)**	
	For	**Against**
Special resolution under Section 180(1)(c) of the Companies Act, 2013 authorising the Board to borrow moneys in excess of Paid-up Share Capital and free reserves of the Company upto Rs.400 crores	6,24,41,458 99.9994%	380 0.0006%
Special resolution under Section 180(1)(a) of the Companies Act, 2013 authorising the Board to create/modify charge on the movable and immovable assets including undertakings of the Company, both present and future, to secure borrowings	6,24,41,509 99.9995%	329 0.0005%
Special resolution under Section 186 of the Companies Act, 2013 authorising the Board to grant loans, make investments and/or provide guarantee / security in excess of limits specified under Section 186 of the Companies Act, 2013 upto Rs. 400 crores	6,24,41,418 99.9993%	426 0.0007%

CERTIFICATE ON DEBARMENT OF DIRECTORS

Your Board hereby confirms that the Company has obtained a certificate from **R. Bhandari & Co**, Practising Company Secretaries, that none of the Directors on the Board of the Company has 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 statutory authority.

OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS

As of date, Company has not issued GDRs/ ADRs/ Warrants or any Convertible instruments.

AFFIRMATIONS AND DISCLOSURES

a. Compliance with Governance framework – The Company is in compliance with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. Related Party Transactions - During the financial year under review, all transactions entered into with related parties were in the ordinary course of business and on arm's length basis. There are no materially significant transactions with related parties during the financial year. Related party transactions have been discussed under note no. 35 (Standalone) and note no. 36 (consolidated) of significant accounting policies and notes forming part of the financial statements in accordance with "INDAS 24". A statement of transactions with related parties is periodically placed before the Audit Committee for review and recommendation to the Board for their approval

As required under Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company at http://www.mteducare.com/images/Policy_Related_Party_Transactions.pdf

None of the transaction with related parties were in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out at arm's length basis or fair value.

c. Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital market, during the last three years:

The Company has complied with all the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as other applicable regulations and guidelines of SEBI. Consequently there are no penalties or strictures imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital market, during the last three years.

d. Vigil Mechanism / Whistle Blower Policy - Pursuant to Section 177 (9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Company has laid down Whistle Blower Policy which provides a platform for employees, vendors and customers to report to the management about any suspected or confirmed incident of fraud, misconduct, unethical behaviour, etc. The mechanism provides for adequate safeguards against victimization of Employees and Directors who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

e. Your Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. There was no complaint on sexual harassment during the year under review.

f. Disclosure of Accounting Treatment - In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountant of India to the extend applicable. The significant accounting policies which are consistently applied are set out in the notes to the financial statements.

g. Risk Management – Business risk evaluation and management is an on-going process within the Company. The assessment is periodically examined by the Board.

h. The Company has complied with all the mandatory /non-mandatory requirements under Regulation 27 read with Schedule II Part E of the Listing Regulations

The status of compliance with non-mandatory recommendations and steps adopted by the Company is provided below:

- Separate post of Chairman and Whole-time Director: Mr. Himanshu Mody is the Non- Executive Chairman & Mr. Mahesh Shetty is the Whole-time Director of the Company.

- A Physical copy of Annual Report are sent to those shareholders whose e-mail addresses are not registered with the Depository or the Company's Registrar and Share Transfer Agents or the Shareholders who has made specific request for the same.

- Modified opinion(s) in audit report: The Company ensures that the financial statements are with unmodified audit opinion.

- Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

I. Disclosure on Commodity price risk or foreign exchange risk and hedging activities

Since the Company is engaged in the Education business, there is no risk associated with Commodity Price and therefore the disclosure relating to Commodity hedging activity is Not Applicable.

j. The Company does not have any **material subsidiary** as defined under regulation 16 of SEBI (LODR) Regulations, 2015 as on March 31, 2019. The policy on determination of Material Subsidiary of the Company is available on the website of the Company at: http://www.mteducare.com/images/Material_Subsidiary_Policy.pdf

k. The Company has obtained rating from CRISIL during the financial year 2018-19 for the debt instrument of the Company.

COMPLIANCE WITH NON-MANDATORY QUIREMENTS

MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly financial results, press releases etc., to the Stock Exchanges where the shares of the Company are listed. Such information is also simultaneously displayed on the Company's website www.mteducare.com The quarterly, half yearly and annual financial results and other statutory information were communicated to the shareholders by way of advertisement in an English newspaper 'Daily News and Analysis (DNA)' and in a vernacular language newspaper 'Punya Nagari / Nav Shakti/Navakal' as per the requirements of Listing Regulations. The financial and other information are filed by the Company on electronic platforms of NSE and BSE.

Official press releases and presentations made to institutional investors or to the analysts, if any, are displayed on Company's website www.mteducare.com.

Pursuant to Regulation 46 of SEBI Listing Regulations, the Company Publishes its Quarterly, Half-yearly and Annual Financial results, Annual Reports and post such results on Company's website www.mteducare.com.

Official press releases and presentations made to institutional investors or to the analysts, if any, are displayed on Company's website www.mteducare.com.

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Ministry of Corporate Affairs has undertaken a "Green Initiative in Corporate Governance" by allowing service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement.

Keeping in view the underlying theme, the electronic copies of the Annual Report 2018-19 and Notice of 13th Annual General Meeting of the Company are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email address, physical copies of the Annual Report along with notice of Annual General Meeting for 2018-19 is being sent in the permitted mode.

To support this green initiative in full measure, members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to fill in the Registration form which can be obtained from Company's Registrar - Link Intime India Pvt. Ltd.

Management Discussion and Analysis Report forming part of this Annual Report is annexed separately.

Shareholders' Information

1. Date, Time and Venue of Shareholder's Meeting	Meeting : Thirteenth Annual General Meeting Day & Date : Thursday, September 26, 2019 Time : 10:00 a.m Venue : "The Hall of Culture", Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400080
2. Financial Year First Quarterly Results Second Quarterly Results Third Quarterly Results Fourth Quarterly Results	April 1, 2018 till March 31, 2019 On or before 14th August, 2019 On or before 14th November, 2019 On or before 14th February, 2020 On or before 30th May, 2020
3. Date of Book Closure	From September 19, 2019 to September 26, 2019 (both date inclusive)
4. Dividend Payment Date	N.A.
5. Address for Correspondence	**Registered Office:** 220, 2nd Floor, "FLYING COLORS" Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400 080 Tel: +91-22-2593 7700/800, Fax: +91-22-25937799 Website : www.mteducare.com
6. Corporate Iden?ty Number	L80903MH2006PLC163888
7. Listing on Stock Exchanges	**National Stock Exchange of India Limited (NSE)** Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 **BSE Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
8. Stock Code	NSE : MTEDUCARE BSE : 534312
9. ISIN No.	INE472M01018 (Equity shares of Re. 10/- each, fully paid up)
10. Registrar& Share Transfer Agent	**Link Intime India Private Limited** C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai- 400083 Tel No: +91-22-49186000 Fax No: +91-22-49186060 Email id: mt.helpdesk@linkintime.co.in

11.Investor Relations Officer	The Company Secretary **MT Educare Limited** 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S Cross Road, Mulund (W), Mumbai - 400 080. Tel: +91-22-25937700/800 Fax: +91-22-25937799 E-mail: info@mteducare.com

12. Listing Fee

Company has paid the Annual Listing fees for the Financial Year 2019-20 to the stock exchanges where the shares of the Company are listed (viz NSE & BSE).

13. PAN & Change of Address

Members holding equity share in physical form are requested to notify the change of address/dividend mandate, if any, to the Company's Registrar & Share Transfer Agent, at the address mentioned above.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in dematerialized form are requested to submit their PAN, notify the change of address including e-mail address/ dividend mandate, if any, to their respective Depository Participant (DP). Members holding shares in physical form can submit their PAN, notify the change of address including e-mail address/ dividend mandate, if any, to the Company/ Registrar & Share Transfer Agent.

14. Share Transfer System

Equity Shares sent for physical transfer or for dematerialization are generally registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents.

15. Dematerialisation of Equity Shares & Liquidity

To facilitate trading in demat form the Company has made arrangements with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders may open account with any of the Depository Participant registered with any of these two depositories. As on March 31, 2019, 99.60% of the equity shares of the Company is held by 12,959 Equity Shareholders in dematerialized form and the balance 0.40% is held by 52 Equity Shareholders in physical form. Entire Equity shareholding of the promoters in Company is held in dematerialized form.

16. Dividend History & Unclaimed Dividend

Section 124 and Section 125 of the Companies Act, 2013 with Investor Education and Protection Fund Authority (Accounting, Audit, transfer and Refund) Rule, 2016 ('the Rules') mandates that Companies transfer dividend that has remained unclaimed for the a period of seven years from unpaid dividend account to Investor Education and Protection Fund (IEPF). Further, the Rules mandate the transfer of shares with respect to the dividend, which has not been paid or claimed for seven consecutive years or more to IEPF. Accordingly, the dividend for the years mentioned as follows will be transferred to the IEPF on the respective dates if the dividend remains unclaimed for seven years, and the corresponding shares will also be transferred to IEPF if dividend is unclaimed for seven consecutive years. The Shareholders are requested to claim the unclaimed dividend amount immediately in order to avoid the transfer of shares to IEPF.

Year	Type of Dividend	Dividend per share (in Rs.)	Date of declaration of Dividend	Due Dates for transfer to IEPF
2012-13	2nd Interim	1.00	May 15, 2013	July 12, 2020
2012-13	Final	1.00	September 14, 2013	November 11, 2020
2013-14	Interim	1.25	November 14, 2013	January 11, 2021
2013-14	2nd Interim	1.25	May 14, 2014	July 11 ,2021
2013-14	Final	1.25	September 24, 2014	November 21, 2021
2014-15	Interim	0.60	November 12, 2014	January 10, 2022
2014-15	Final	2.05	August 07, 2015	October 04, 2022
2015-16	Interim	0.60	November 6, 2015	January 03, 2023
2015-16	Final	1.40	September 28, 2016	November 25, 2023

17. Shareholders' Correspondence

The Company has attended to all the investors' grievances/ queries/ information requests. It is the endeavor of the Company to reply to all letters/ communications received from the shareholders within a period of 5 working days.

All correspondence may please be addressed to the Registrar & Share Transfer Agent at the address given above. In case any shareholder is not satisfied with the response or do not get any response within reasonable period, they may approach the Investor Relations Officer at the address given above.

18. Outstanding Convertible Securities

There are no outstanding warrants or any other convertible instruments which are likely to impact the equity capital of the Company as on March 31, 2019

19. Share Capital Build-up

Particulars	No. of Shares issued	Date of Issue
Issued to Subscribers	10,000	21.08.2006
Private Placement	26,100	28.10.2006
Private Placement	60,000	11.12.2006
Private Placement	3,900	15.03.2007
Private Placement	20,396	30.07.2007
Private Placement	2,144	30.07.2007
Private Placement	66	27.02.2009
Private Placement	50,884	12.03.2009
Bonus Issue	8,67,450	08.06.2009
Bonus Issue	3,33,10,080	07.04.2010
Allotment under ESOP	6,80,966	11.06.2011
Private Placement	1,40,886	11.06.2011
Initial Public Offering	43,75,000	10.04.2012
Allotment under ESOP	2,34,315	15.05.2013
Allotment under ESOP	11,953	14.05.2014
Allotment under ESOP	26,644	13.05.2015
Preferential Allotment to Zee Learn Limited	3,19,64,200	27.03.2018
Allotment under ESOP	4,43,070	20.12.2018
Issue & Paid- up Capital as on 31.03.2019	**7,22,28,054**	

20. Stock Market Data Relating to Shares Listed in India

Monthly high and low quotations and volume of Equity Shares traded on BSE and NSE for the financial year 2018-2019

Months	BSE			NSE		
	High (Rs.)	Low (Rs.)	volume of shares traded	High (Rs.)	Low (Rs.)	volume of shares traded
April 2018	74.10	70.05	1,70,699	72.50	70.20	56,723
May 2018	72.75	57.00	1,67,782	72.45	56.65	44,146
June 2018	69.80	49.00	4,38,629	69.75	48.25	1,17,514
July 2018	62.00	48.05	2,68,336	61.85	46.75	61,924
August 2018	57.10	50.60	3,23,491	57.70	51.00	33,407
September 2018	61.60	41.45	1,01,229	61.50	41.75	39,768
October 2018	56.45	39.50	1,17,309	56.95	40.00	50,842
November 2018	58.95	50.00	58,090	55.90	50.10	20,713
December 2018	67.30	49.15	74,530	68.90	49.40	28,730
January 2019	75.00	55.40	1,94,957	74.60	53.45	58,075
February 2019	63.00	43.05	1,99,842	61.90	42.00	60,258
March 2019	77.40	60.80	4,74,902	77.00	60.00	1,87,684

21. Relative Performance of the Equity Shares Vs. BSE Sensex & Nifty Index

21. Relative Performance of the Equity Shares vs. BSE Sensex & Nifty Index

22. Distribution of Shareholding as on March 31, 2019

No. of Equity Shares	Number of Share Holders		No. of Shares	
	Number	% of Holders	Number	% of Capital
Up to 500	10,673	82.03	14,61,999	2.02
501 - 1000	1,069	8.22	8,73,048	1.21
1001 - 2000	646	4.97	9,59,924	1.33
2001 - 3000	194	1.49	5,07,289	0.70
3001 - 4000	99	0.76	3,58,749	0.50
4001 - 5000	76	0.58	3,61,233	0.50
5001 -10000	117	0.90	8,32,541	1.15
10001 and Above	137	1.05	6,68,73,271	92.59
Total	**13,011**	**100.00**	**7,22,28,054**	**100.00**

23. Categories of Equity Shareholders as on March 31, 2019

Category	March 31, 2019	
	% of shareholding	No. of shares held
Promoters	82.71	5,97,37,976
Individuals	15.01	1,08,40,489
FIs/MF/Banks/Others	0.00	1,968
FIIs/ NRIs/OCBs/GDRs	0.75	5,42,715
Indian Companies (Bodies Corporate)	1.53	11,04,906
Total	**100.00**	**7,22,28,054**

24. Particulars of Shareholding

a) Promoter Shareholding as on March 31, 2019

Sr. No.	Name of Shareholder	No of Shares held	% of shareholding
1	Zee Learn Limited	4,27,01,173	59.12
2	Mahesh Shetty	1,70,36,803	23.59
	Total	**5,97,37,976**	**82.71**

b) Top ten (10) Public Shareholding as on March 31, 2019

Sr. No.	Name of Shareholder	No of Shares held	% of shareholding
1	Harish Vasu Shetty	6,31,433	0.87
2	Lilavati Hirji Fooria	3,71,138	0.51
3	Dheeraj Kumar Lohia	2,96,219	0.41
4	Eesha Shrenik Kotecha	2,54,692	0.35
5	Chandresh Hirji Fooria	2,43,596	0.34
6	Sujit Balachandran Koyot	2,25,248	0.31
7	IDBI Trusteeship Services Limited	2,22,172	0.31
8	Vipul K Shah	2,11,907	0.29
9	Naarayanan Iyer	1,98,000	0.27
10	Saanvi Sachin Deshmukh	1,94,478	0.27
	Total	**28,48,883**	**3.94**

Auditors Certificate on Compliance with the conditions of Corporate Governance under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members of
MT EDUCARE LTD.

We have examined relevant records of M/s MT EDUCARE LTD. (the Company) for the purpose of certifying compliance of the conditions of Corporate Governance for the financial year ended 31st March 2019 as per the provisions of Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as in the SEBI Listing Regulations, 2015.

For R. Bhandari & Co.
Company Secretaries

Raghunath Bhandari
Proprietor
Membership No.-15381
COP-8048

Place: Mumbai
Date: May 13, 2019

Certification by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) on Financial Statements of the Company:

(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors,
MT Educare Limited
220, 2nd floor, Flying Colors,
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road,
Mulund (West),
Mumbai - 400080

We hereby certify to the Board that:

1. We have reviewed the financial statements for the fourth quarter and year ended on March 31, 2019 and to the best of our knowledge and belief:

   a) these statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading and

   b) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify the identified deficiencies; and

4. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:

   i. Significant changes, if any, in internal control over financial reporting during the year;

   ii. Significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

   iii. there were no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For MT Educare Limited

Mahesh Shetty
Whole-time Director

Sandesh Naik
Chief Financial Officer

Place : Mumbai

Date : May 13, 201

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The members of
MT Educare Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MT Educare Limited** having CIN: L80903MH2006PLC163888 and having registered office at 220, Flying Colors, 2nd Floor, Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080, Maharashtra, (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) of Para – C of Schedule – V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal as www.mca.gov.in) considered necessary and explanations furnished to me by the Company & its officers. I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 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.	Names of Director	DIN	Date of Appointment in Company
1.	Mr. Himanshu Mody	00686830	05/06/2018
2.	Mr. Mahesh Raghu Shetty	01526975	19/08/2006
3.	Mr. Manish Gopalkrishna Agarwal	02069969	05/06/2018
4.	Mr. Ajey Kumar	02278096	05/06/2018
5.	Ms. Sangeeta Sanjeev Pandit	06748608	05/06/2018
6.	Mr. Deb Shankar Mukhopadhyay	08194567	09/08/2018

Ensuring the eligibility for the appointment or 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 R. Bhandari & Co.
Company Secretaries

Raghunath Bhandari
Proprietor
FCS No. 8048
CP No. 15381

Date: May 13, 2019
Place: Mumbai

Independent Auditor's Report

To the Members of MT Educare Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of MT Educare Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recoverability of Loans:

Refer Notes 6 and Note 12 to the standalone financial statements

Certain loans aggregating Rs. 11,534.32 lacs given to Sri Gayatri Education Society and Aryan foundation and a deposit given to Interria Multibiz Private Limited amounting to Rs. 6,921.24 lacs (including interest receivable of Rs. 321.24 lacs)) as on March 31, 2019 constitutes 45% of the total financial assets. Out of the above, provision recognised amounted to Rs. 8,627.55 lacs as at March 31, 2019, which involves significant management's estimate and judgment.

As the assessment of recoverability of loans and deposits requires management to make significant estimation, exercise judgement on customer payment behaviour, other relevant risk characteristics, we determined this to be a key audit matter.

Our audit procedures in respect of this area included:

i. Obtaining an understanding of Company's processes and controls relating to the monitoring of loans given and review of credit risk of borrowers.

ii. Reviewing underlying documents and other supporting evidences.

iii. Obtaining Balance confirmations and evidence of receipts from the borrower subsequent to the year end.

iv. Reviewing ageing report to identify collection risks, assessing overdue receivables and where applicable, reviewing payment history and correspondence with the borrowers on expected settlement dates.

v. Discussing with the management with respect to collectability of the amount lent and adequacy of provision for doubtful advance, including whether any dispute or concerns have been noted by management.

vi. Evaluating management's assumptions and estimates used to determine the provision for doubtful advances.

vii. Assessing the adequacy of the disclosure on receivables and the related risks such as credit risks and liquidity risks in the financial statements.

Recoverability and valuation of trade receivables:

Refer Note 9 to the standalone financial statements

Trade receivables (Net) amounting to Rs. 1,976.09 lacs as of March 31, 2019 are recognised at their anticipated realisable value, which is the original invoiced amount less an estimated allowance based on Expected Credit Loss model.

Valuation of trade receivables is considered as a key audit matter due to the magnitude of the balance and the significant management judgement used in determining the impairment provision.

Our audit procedures in respect of this area included:

i. Reading through the agreements and correspondence with the Government authorities and understanding the key terms.

ii. Analysing the ageing of trade receivables.

iii. Analysing the list of outstanding receivables and assessing the recoverability of these through inquiry with management and verifying corroborative evidence to support the conclusions drawn.

iv. Assessing management's estimate and related policies with respect to provision on account of credit loss.

v. Verification of calculation of provisions for credit loss.

vi. Verifying the related disclosures provided in the financial statements.

Deferred Tax Assets:

Refer Note 33 to the Standalone financial statements

Determination of recognition criteria as well as the probability of utilising the tax losses in the future involves significant assessment and judgement by the Management. Forecasts and estimates by the management in such estimations are dependent on various external factors. Inherent uncertainty is involved in forecasting future taxable profits and utilisation of deferred tax assets. Accordingly, recognition of Deferred Tax Assets is considered as a Key Audit Matter.

Our audit procedures in respect of this area included:

i. Evaluating management's rationale for the forecast periods selected in determining the likelihood of the Group generating suitable future profits to support the recognition of deferred tax assets.

ii. Evaluation of assessment of Future taxable income available considering any restrictions in the tax legislation impacting the utilisation.

iii. Verifying related disclosures on deferred tax assets in the financial statements.

Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises of information included in the Management report, Chairman's statement and Director's report etc. The above reports are expected to be made available to us after the date of this auditor's report. Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

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

Responsibilities of Management and Those Charged with Governance for the Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone financial statements

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

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone financial statements.

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 "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015.

(e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 31 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

3. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Amrish Vaidya
Partner
Membership No. 101739

Place: Mumbai
Date: May 13, 2019

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MT EDUCARE LIMITED

Auditor's Responsibilities for the Audit of the Standalone financial statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Amrish Vaidya
Partner
Membership No. 101739

Place: Mumbai
Date: May 13, 2019

'ANNEXURE B' TO INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MT EDUCARE LIMITED FOR THE YEAR ENDED MARCH 31, 2019

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report]

i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(b) All the Property, Plant and Equipment have not been physically verified by the management during the year. However, there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. The Company is involved in the business of rendering services. Accordingly, the provisions stated in paragraph 3(ii) of the Order are not applicable to the Company.

iii. The Company has granted unsecured loans to four companies covered in the register maintained under Section 189 of the Act.

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the rate of interest and other terms and conditions on which the loans have been granted to the companies listed in the register maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.

(b) In case of the loans granted to the companies listed in the register maintained under Section 189 of the Act, we have been informed that repayment of principal and payment of interest are on demand. In our opinion and based on the information and explanation provided to us, we did not notice any delay in repayment of principal and payment of interest if demanded by the Company during the year.

(c) There are no amounts overdue for more than ninety days in respect of the loans granted to companies listed in the register maintained under Section 189 of the Act.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of loans, investments, guarantees and security made, except in the instance noted below wherein the limits specified in sub section (3) of section 186 were exceeded at the point of disbursal. However, subsequently and before the year end, the Company has enhanced the necessary limits by way of a special resolution at a general meeting.

Non-compliance with section 186 of the Act: Loan and investment by the Company

Sr. No.	Particulars	Name of Company	Amount Rs.	Amount as at March 31, 2019
1	Loan given or guarantee given or security provided or acquisition of securities exceeding the limits without prior approval by means of a special resolution	Interria Mutlibiz Private Limited	Rs. 6,600 lacs	Rs. 6,600 lacs

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.

vi. We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company as specified by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and any other statutory dues applicable to it.

As explained to us, the Company did not have any dues on account of duty of customs, duty of excise and cess.

(b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed statutory dues were in arrears, as at March 31, 2019 for a period of more than six months from the date they became payable.

(c) According to the information and explanation given to us and examination of records of the Company, there are no dues of income-tax, goods and service tax which have not been deposited on account of any dispute, except for:

Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Income Tax	48.37*	A.Y. 2007-08	CIT Appeals	-

*No amount has been paid under protest.

As explained to us, the Company did not have any dues on account of custom duty, excise duty and cess.

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the financial institutions or banks.

As explained to us, there are no amounts due to government and debenture holders.

ix. In our opinion, according to the information explanation provided to us, money raised by way of term loans have been applied for the purpose for which they were raised. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.

x. During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees.

xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 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 Indian Accounting Standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment or private placement of equity shares at end of the previous year and the requirements of Section 42 of the Act had been complied with. In the current year, the amount raised has been used for the purposes for which they were raised.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.

xvi. In our opinion, the Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph 3(xvi) of the Order are not applicable to the Company.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Amrish Vaidya
Partner
Membership No.101739

Place: Mumbai
Date: May 13, 2019

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MT EDUCARE LIMTIED

[Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

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 with reference to standalone financial statements of MT Educare 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 with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls With Reference to Standalone financial statements

A Company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements 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 internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2019, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Amrish Vaidya
Partner
Membership No. 101739

Place : Mumbai
Date : May 13, 2019

Balance Sheet as at 31 March, 2019

Particulars	Note No.	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
ASSETS			
Non-current assets			
Property, plant and equipment	4a	2,614.35	3,052.52
Capital work-in-progress		17.32	10.57
Goodwill	4b	-	-
Other intangible assets	4c	629.23	1,230.66
Intangible assets under development		4.55	48.85
Financial assets			
- Investments	5a	3,144.96	1,761.96
- Loans	6	2,501.32	3,551.22
- Other financial assets	7	863.04	226.75
Deferred tax assets (net)	33	8,303.56	8,492.32
Other non-current assets	8	1,502.92	1,271.84
Total non-current assets		**19,581.25**	**19,646.69**
Current assets			
Financial assets			
-Trade receivables	9	1,976.09	1,572.79
-Investments	5b	245.00	-
-Cash and cash equivalents	10	220.18	118.45
-Bank balances other than cash and cash equivalents	11	503.07	20,026.71
-Loans	12	10,651.25	870.73
-Other financial assets	13	3,339.57	2,859.22
Other current assets	14	317.59	208.61
Total current assets		**17,252.75**	**25,656.51**
TOTAL ASSETS		**36,834.00**	**45,303.20**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	7,222.81	7,178.50
Other equity	16	14,902.98	13,722.71
Total equity		**22,125.79**	**20,901.21**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	17	4,964.11	10,052.81
Provisions	18	293.51	275.07
Other non-current liabilities	19	177.63	325.09
Total non-current liabilities		**5,435.25**	**10,652.97**
Current liabilities			
Financial Liabilities			
- Borrowings	20	110.67	4,424.92
- Trade payables	21		
Total outstanding dues of micro enterprises and small enterprises		35.71	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,838.67	1,971.65
- Other financial liabilities	22	2,936.28	2,842.08
Provisions	23	182.07	136.62
Other current liabilities	24	4,169.56	4,373.75
Total current liabilities		**9,272.96**	**13,749.02**
Total liabilities		**14,708.21**	**24,401.99**
TOTAL EQUITY AND LIABILITIES		**36,834.00**	**45,303.20**
Summary of significant accounting policies and notes	**1-2**		

The accompanying notes are an intergral part of these financial statements
As per our report of even date attached

For **MSKA & Associates**
Chartered Accountants
Firm Registration No. : 105047W

Amrish Vaidya
Partner
Membership No.:101739

Place: Mumbai
Date: 13 May, 2019

For and on behalf of the Board of Directors of
MT Educare Limited
CIN: L80903MH2006PLC163888

Mr. Mahesh Shetty
Whole-time Director
DIN - 01526975

Mr. Debshankar Mukhopadhyay
Director
DIN - 08194567

Mr. Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

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

	Particulars	Note No.	For the Year ended 31 March, 2019 (₹ in lakhs)	For the Year ended 31 March, 2018 (₹ in lakhs)
	Income			
1	Revenue from operations	25	18,200.31	18,111.00
	Other income	26	1,965.00	1,441.84
	Total income		**20,165.31**	**19,552.84**
2	**Expenses**			
	Direct expenses	27	9,873.72	10,375.94
	Employee benefits expense	28	3,113.77	3,471.95
	Finance costs	29	1,632.05	2,054.64
	Depreciation and amortisation expense	4	1,433.61	1,860.98
	Other expenses	30	3,198.25	20,507.68
	Total expenses		**19,251.40**	**38,271.19**
3	**Profit/(Loss) before tax (1-2)**		913.91	(18,718.35)
4	**Tax expense:**			
	(a) Current tax		-	-
	(b) Adjustments for earlier years		0.04	44.20
	(c) Deferred tax charge / (credit)	33	183.42	(6,615.52)
			183.46	**(6,571.32)**
5	**Profit/(Loss) for the year (3 - 4)**		**730.45**	**(12,147.03)**
6	**Other Comprehensive Income (OCI)**			
	Items that will not be reclassified to statement of profit and loss			
	i. Remeasurement of defined benefit plan		15.29	10.22
	ii. Income tax related to i above	33	(5.34)	(3.54)
	Total other comprehensive income		**9.95**	**6.68**
7	**Total comprehensive income/(loss) for the year (5+6)**		**740.40**	**(12,140.35)**
8	**Earnings/ (loss) per share [Nominal value per share ₹10 each (Previous Year ₹10 each)]:**	**32**		
	Basic (₹)		1.02	(30.17)
	Diluted (₹)		1.01	(30.17)
	Summary of significant accounting policies and notes	**1-2**		

The accompanying notes are an intergral part of these financial statements
As per our report of even date attached

For MSKA & Associates
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Firm Registration No. : 105047W

Amrish Vaidya
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For and on behalf of the board
MT Educare Limited
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Director
DIN - 08194567

Mr. Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

Place: Mumbai
Date: 13 May, 2019

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

Particulars	For the year ended 31 March, 2019 (₹ in lakhs)	For the year ended 31 March, 2019 (₹ in lakhs)	For the year ended 31 March, 2018 (₹ in lakhs)	For the year ended 31 March, 2018 (₹ in lakhs)
A. Cash flow from operating activities				
Profit/(Loss) before tax		913.91		(18,718.35)
Adjustments for:				
Depreciation and amortisation	1,433.61		1,860.98	
Interest income	(1,409.19)		(1,408.58)	
Finance Cost	1,540.23		1,945.73	
Dividend income	(213.45)		(0.01)	
Net gain on sale of investments	(4.93)		-	
Net loss on sale of property, plant & equipment	44.64		16.78	
Intangible assets written off	-		438.28	
Allowance for doubtful debts and advances	(331.06)		15,642.30	
Bad debts written off	90.35		17.32	
Liabilities no longer required written back (net)	-		(23.29)	
Employee stock option expense	188.40	1,338.60	67.82	18,557.33
Operating profit/(loss) before working capital changes		2,252.51		(161.02)
Changes in working capital:				
(Increase)/Decrease in trade receivables	(405.82)		17,678.41	
Decrease/(Increase) in other assets	11,821.24		(46,516.48)	
(Decrease)/Increase in trade payables	(97.27)		412.57	
(Decrease)/Increase in other liabilities & provisions	(280.41)	11,037.74	1,128.21	(27,297.29)
Cash generated from/(used in) operations		13,290.25		(27,458.31)
Net income tax paid		(627.01)		(357.74)
Net cash generated from/(used in) operating activities (A)		**12,663.24**		**(27,816.05)**
B. Cash flow from investing activities				
Proceeds from sale of property, plant and equipment	21.76		113.35	
Capital expenditure on property, plant and equipment, including movement in intangible asets under development and capital advances	(425.32)		(242.31)	
Sale of current investments	17,629.93		-	
Purchase of current investments	(17,625.00)		-	
Investment in subsidiaries	(1,628.00)		(2.00)	
Loans and advances (given)/received back	(344.76)		5,558.45	
Interest received	139.64		1,623.67	
Dividend on non current investments received	213.45		0.01	
Net cash flow (used in)/generated from investing activities (B)		**(2,018.30)**		**7,051.17**

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

Particulars	For the year ended 31 March, 2019 (₹ in lakhs)	For the year ended 31 March, 2019 (₹ in lakhs)	For the year ended 31 March, 2018 (₹ in lakhs)	For the year ended 31 March, 2018 (₹ in lakhs)
C. Cash flow from financing activities				
Proceeds from issue of equity shares	44.31		20,000.00	
(Repayment)/Proceeds from non-current borrowings	(4,949.97)		9,815.57	
Repayment of current borrowings (net)	(4,348.12)		(7,969.46)	
Share issue expenses	251.47		(580.77)	
Finance cost paid	(1,540.90)		(1,960.02)	
Net cash flow (used in)/generated from financing activities (C)		**(10,543.21)**		**19,305.32**
Net increase/(decrease) in Cash and cash equivalents (A+B+C)		**101.73**		**(1,459.56)**
Cash and cash equivalents at the beginning of the year		118.45		1,578.01
Cash and cash equivalents at the end of the year (Refer note 10)		**220.18**		**118.45**
Cash and cash equivalents at the end of the year *				
*** Comprises:**				
Balances with banks in current accounts		219.49		118.45
Deposit with maturity less than three months		0.69		-
		220.18		**118.45**

Notes:

The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Statement of Cash Flows".

Reconciliation of borrowings: (₹ in lakhs)

Particulars	As at 31 March, 2018	Cash flows	Non - Cash changes: Fair value changes	Non - Cash changes: Current/ non- current classification	As at 31 March, 2019
Borrowings - Non current liabilities	10,052.81	(4,984.50)	34.52	(138.72)	4,964.11
Other financial liabilities	1,837.45	(34.53)	-	138.72	1,941.64
Borrowings - current	4,424.92	(4,348.12)	-	33.87	110.67

Reconciliation of borrowings: (₹ in lakhs)

Particulars	As at 31 March, 2017	Cash flows	Non - Cash changes: Fair value changes	Non - Cash changes: Current/ non- current classification	As at 31 March, 2018
Borrowings - Non current liabilities	2,013.53	10,032.29	(183.81)	(1,809.20)	10,052.81
Other financial liabilities	28.25		-	1,809.20	1,837.45
Borrowings - current	12,441.58	(8,016.66)	-	-	4,424.92

The accompanying notes are an intergral part of these financial statements
As per our report of even date attached

For MSKA & Associates
Chartered Accountants
Firm Registration No. : 105047W

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Membership No.:101739

For and on behalf of the board
MT Educare Limited
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Whole-time Director
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Mr. Debshankar Mukhopadhyay
Director
DIN - 08194567

Mr. Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

Place: Mumbai
Date: 13 May, 2019

Statement of Changes in Equity for the year ended 31 March 2019

A) Equity share capital

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Balance at the beginning of the reporting period	7,178.50	3,982.08
Changes in equity share capital during the year	44.31	3,196.42
Balance at the end of the reporting year	**7,222.81**	**7,178.50**

Particulars	Reserves and Surplus				
	General reserve (₹ in lakhs)	Securities premium reserve (₹ in lakhs)	Employee stock options outstanding account (₹ in lakhs)	Retained earnings (₹ in lakhs)	Total (₹ in lakhs)
Balance as on 31 March, 2017 (A)	**6,399.80**	**3,177.37**	**-**	**(4.75)**	**9,572.42**
Securities premium credited on shares issue	-	16,803.58	-	-	16,803.58
Transaction costs arising on share issue	-	(580.76)	-	-	(580.76)
Employee stock option expense	-	-	67.82	-	67.82
Total (B)	**-**	**16,222.82**	**67.82**	**-**	**16,290.64**
Additions during the year:					
Net Loss for the year	-	-	-	(12,147.03)	(12,147.03)
Items of OCI for the year, net of tax					
- Remeasurement of defined benefit plan	-	-	-	6.68	6.68
Total comprehensive income for the year (C)	**-**	**-**	**-**	**(12,140.35)**	**(12,140.35)**
Reductions during the year:					
Transferred to General reserve	(12,147.03)	-	-	12,147.03	-
Total (D)	**(12,147.03)**	**-**	**-**	**12,147.03**	**-**
Balance as on 31 March, 2018 (E=A+B+C+D)	**(5,747.23)**	**19,400.19**	**67.82**	**1.93**	**13,722.71**
Reversal of transaction costs arising on share issue	-	251.47	-	-	251.47
Employee stock option expense	-	-	188.40	-	188.40
Transferred to securities premium account on exercise of stock options	-	184.11	(184.11)	-	-
Total (F)	**-**	**435.58**	**4.29**	**-**	**439.87**
Additions during the year:					-
Net Profit for the year	-	-	-	730.45	730.45
Items of OCI for the year, net of tax					-
- Remeasurement of defined benefit plan	-	-	-	9.95	9.95
Total comprehensive income for the year (G)	**-**	**-**	**-**	**740.40**	**740.40**

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

Particulars	Reserves and Surplus				
	General reserve (₹ in lakhs)	Securities premium reserve (₹ in lakhs)	Employee stock options outstanding account (₹ in lakhs)	Retained earnings (₹ in lakhs)	Total (₹ in lakhs)
Reductions during the year:					
Transferred to General reserve	730.45	-	-	(730.45)	-
Total (H)	**730.45**	**-**	**-**	**(730.45)**	**-**
Balance as on 31 March, 2019 (I=E+F+G+H)	**(5,016.78)**	**19,835.77**	**72.11**	**11.88**	**14,902.98**

The accompanying notes are an intergral part of these financial statements
As per our report of even date attached

For **MSKA & Associates**
Chartered Accountants
Firm Registration No. : 105047W

Amrish Vaidya
Partner
Membership No.:101739

For and on behalf of the Board of Directors of
MT Educare Limited
CIN: L80903MH2006PLC163888

Mr Mahesh Shetty
Whole-time Director
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Mr Debshankar Mukhopadhyay
Director
DIN - 08194567

Mr Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

Place : Mumbai
Date : May 13, 2019

Notes forming part of the financial statements for the year ended 31 March, 2019

1 Corporate information

MT Educare Limited ('MTEL' or 'the Company') is an education support and coaching services provider for students in the secondary and higher secondary school and for students pursuing graduation degree in commerce, preparing for various competitive examinations and undertaking chartered accountancy examinations. The Company is a public limited company domiciled in India and is incorporated under the provisions of Companies Act, 1956. The Company's share are listed on two recognised stock exchanges - National Stock Exchange and Bombay Stock Exchange.

2 Summary of significant accounting policies

2.1 Basis of accounting and preparation of financial statements

(a) Statement of Compliance with Ind AS

These financial statements of the Company (also referred to as standalone financial statements) have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. These financial statements for the year ended 31 March 2019 are prepared in accordance with Ind AS.

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of business and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

(b) Basis of measurement

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:-

i) Certain financial assets and liabilities measured at fair value
ii) Share based payment measured at fair value
iii) defined benefit plans – plan assets measured at fair value.

The financial statements are prepared in Indian Rupees ('₹') and all values are rounded off to the nearest lakhs, except when otherwise indicated.

(C) Significant accounting estimates and judgements

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes together with the accounting policies:

Note - Recognition and measurement of deferred tax asset
Note – Impairment of assets (both financial and non-financial)
Note - Fair value measurement of financial instruments
Note – Useful life of Property, plant and equipment, other Intangible assets and Intangible assets under development
Note - Share based payments

Notes forming part of the financial statements for the year ended 31 March, 2019

2.2 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at bank and on hand and short-term deposits, as defined above, net of bank overdrafts as they are considered an integral part of the Company's cash management.

2.3 Property, plant and equipment, Capital work in progress and Capital advances

An item of Property, Plant and Equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of Property, Plant and Equipment are carried out at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price, borrowing costs, if capitalization criteria are met and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes, freight, and installation and allocated incidental expenditure during construction/ acquisition and exclusive of CENVAT credit or other tax credit available to the Company.

Subsequent expenditure relating to property, plant and equipment is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Rent paid for the period beginning/commencing from taking over vacant possession of the premises and ending with the date of completion of project/improvements or for a period of 3 months, whichever is earlier, is capitalized under leasehold improvements.

In case of centers closed down or relocated during the period, Written Down Value (WDV) of leasehold improvements / fixtures as on the date on which the centre is closed down / relocated are completely written off.

Capital Work-In-Progress are assets that are not ready for the intended use as at the Balance Sheet date. Capital advances represents advances given towards acquisition of property, plant and equipment and are outstanding as at the Balance Sheet date. Capital advances are disclosed under other non current assets.

2.4 Other Intangible assets and Intangible assets under development

Intangible assets acquired separately:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination:

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, if any.

Internally generated Intangible Assets – Research and Development Expenditure:

Expenditure on research activities is recognised in Statement of Profit and Loss in the period in which it is incurred. An internally generated intangible asset arising from development is recognised if and only if it meets the recognition criteria of intangible assets. The amount initially recognised is the sum total of expenditure incurred from the date when the intangible asset first meets the recognition criteria. Where no intangible asset can be recognised, development expenditure is recognised in Statement of Profit and Loss in the period in which it is incurred. Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, if any.

Notes forming part of the financial statements for the year ended 31 March, 2019

Intangible assets under development:

Expenses incurred on in-house development of courseware and products are shown as Intangible asset under developement till the asset is ready to use. They shall be capitalized either individually or as a knowledge bank in the form of Technology Aided Teaching (TAT) / Multimedia Software. Their technical feasibility and ability to generate future economic benefits is established in accordance with the requirements of Ind AS 38, “Intangible Assets”.

2.5 Depreciation and Amortisation

Depreciation is calculated on a straight-line basis to allocate the cost of assets, net of their residual values, if any, over their estimated useful lives. Components having value significant to the total cost of the asset and life different from that of the main asset are depreciated over its useful life. The useful lives have been determined based on technical evaluation in line with useful lives mentioned in Schedule II to the Act except for air-conditioners, office equipments and computer hardware where the management believes the revised useful life of these assets correctly reflect the periods over which the assets are expected to be used. Useful life for Air-conditioners, Office equipments and Computer hardware is 6, 4 and 4 years respectively which are grouped under plant and machinery (including office equipments) and computers and e learning equipments.

Residual values, useful life of assets and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year with the effect of any changes in the estimate is accounted for on a prospective basis.

Amortization of the intangible assets is provided on pro-rata basis on straight line basis based on management's technical assessment of useful life of the assets:

(i) A period of 3 years on non-compete fees and Technology Aided Teaching (TAT)
(ii) A period of 3 years on goodwill, based on management's current estimate of useful life of the asset
(iii) A period of 5 years on ERP - SAP and other software
(iv) A period of 5 years on purchase of License for Online teaching
(v) A period of 3 years for content

2.6 Impairment of non-financial assets

The Company assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the “cash-generating unit”).

2.7 Goodwill and impairment of goodwill

Goodwill is measured as the excess of the sum of the consideration transferred over the net of acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Company's cash

Notes forming part of the financial statements for the year ended 31 March, 2019

generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each assets in the unit. Any impairment loss for goodwill is recognised directly in Statement of Profit and Loss.An impairment loss recognised for goodwill is not reversed in subsequent periods.

2.8 Revenue recognition

Company earns revenue primarily from providing coaching and educational support services to customer. Effective April 1, 2018, the Company has applied Ind AS 115 “Revenue from contract with customer” which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. The Company has adopted Ind AS 115 using the cumulative effect method. The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information is not restated in the standalone financial statements – i.e. the comparative information continues to be reported under Ind AS 18. Refer note 2.7 – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for revenue recognition policy as per Ind AS 18. The impact of adoption of the standard on the standalone financial statements of the Company is not material.

The Company recognises revenue when (or as) the Company satisfies a performance obligation by transferring a promised goods or services to a customer. The promised goods or service is transferrred when (or as) the customer obtains control over a good or service.

- Revenue related to coaching services to students/ government is recognised based on time elapsed mode and revenue is straight lined over the period of course duration.
- Revenue from sale of hardware/content is recognised upfront at the point in time when the hardware / content Is delivered to the customer via online/offline delivery, wherever applicable, while the Company retains neither managerial involvement nor the effective control.
- Management fees and revenue from government projects includes fees for services rendered and is recognised upon transfer of promised service based on achievement of milestone.
- In arrangements of providing both coaching services as well as hardware/content to students, the Company has applied the guidance in Ind AS 115 “Revenue from Contract with Customers”, by applying the revenue recognition criteria for each distinct performance obligation. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly c harged for an item when sold separately is the best evidence of its standalone selling price.

Revenue is measured based on the transaction price, which is the consideration, adjusted for concessions and discounts, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings/receipts on contracts. Contract assets are classified as unbilled receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Advance fees (“contract liability”) is recognised when there is billings/receipts in excess of revenues.

2.9 Other income

Interest income from a financial asset is recognised on a

Notes forming part of the financial statements for the year ended 31 March, 2019

time basis, by reference to the principal outstanding using the effective interest method provided it is probable that the economic benefits associated with the interest will flow to the Company and the amount of interest can be measured reliably. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

Royalty revenue is recognised on an accrual basis in accordance with the substance of the relevant agreement or underlying arrangement in case of sales provided that it is probable that the economic benefits associated with the royalty shall flow to the Company and the amount of royalty can be measured reliably.

Dividend income from investments is recognised when the Company's right to receive dividend is established provided it is probable that the economic benefits associated with the dividend will flow to the Company as also the amount of dividend income can be measured reliably.

2.10 Foreign currency transactions and translations

Initial recognition:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency. Foreign currency transactions are recorded in the functional currency by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Conversion:

Foreign currency monetary items are reported using the closing exchange rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when such values were determined.

Exchange differences:

Exchange differences arising on the settlement of monetary items or on reporting the Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they occur.

2.11 Employee benefits

Employee benefits include Provident Fund, Employee State Insurance Scheme, Gratuity and Compensated Absences.

Defined contribution plan:

The Company contribution to Provident Fund and Employee State Insurance are considered as defined contribution plan and are recognised as an expense in the Statement of Profit and Loss based on the amount of contribution required to be made as and when services are rendered by the employees. The Company has no further obligations under these plans beyond its monthly contributions.

Defined benefit plan:

For Defined Benefit Plans in the form of Gratuity - funded, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest) is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Remeasurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to Statement of Profit and Loss. Past service cost is recognised immediately for both vested and the non-vested portion. The retirement benefit obligation

Notes forming part of the financial statements for the year ended 31 March, 2019

recognised in the Balance Sheet represents the present value of the defined benefit obligation, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited taking into account the present value of available refunds and reductions in future contributions to the schemes.

Short term and Other Long term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits, employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.12 Share based payments

Senior executives employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Companie's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the Statement of Profit and Loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.13 Leases

Operating Leases

Leases where the lessor effectively retains substantially all risks and benefits of ownership of the leased premises during the lease term are classified as 'Operating Lease'. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a monthly accrual basis as per agreements, except in case of newly rented premises where the rent paid for the period beginning/ commencing from taking over vacant possession of premises and ending with date of completion of the improvements / project or rent paid for 3 months, whichever is earlier, is capitalized and added to the cost of leasehold improvements. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

2.14 Earnings per share

Basic Earnings Per Share is calculated by dividing the Net profit / loss after tax for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period and for all periods presented are adjusted for events of bonus, granting and vesting employee stock options to employees. For the purpose of calculating diluted earnings per share, the net profit / loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.15 Tax expense

Notes forming part of the financial statements for the year ended 31 March, 2019

Tax expense represents the sum of the tax currently payable and deferred tax.

Current tax:

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using applicable tax rates that have been enacted or substantively enacted by the end of the reporting period and the provisions of the Income Tax Act, 1961 and other tax laws, as applicable.

Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively.

2.16 Provisions, Contingent liabilities, contingent asstes and commitments

A provision is recognized when there is a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources will be required to fulfill the obligation and in respect of which reliable estimate can be made. Provisions other than employee benefits are not discounted to their present value and are determined based on best estimate required to fulfill the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the best current estimate. Contingent liabilities are not recognized but are disclosed in the notes to the financial statements where an inflow of economic benefits is probable.Contingent assets are neither recognized nor disclosed in the financial statements.Commitments include the amount of purchase order (net of advances) issued to parties for construction / completion of assets.

2.17 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

2.18 Borrowings and borrowing cost

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Borrowing costs directly attributable to the acquisition,

Notes forming part of the financial statements for the year ended 31 March, 2019

construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of cost of asset, if any. All other borrowing costs are expensed in the period in which they occur.

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

2.19 Business combinations

Business combinations are accounted for using the 'Acquisition Method'. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognized in accordance with the requirements of Ind AS 12 "Income Taxes" and Ind AS 19 "Employee Benefits", respectively

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as 'Goodwill'. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as 'Capital Reserve'. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Statement of Profit and Loss in the period in which they are incurred.

In case of business combinations involving entities under common control, the above policy does not apply. Business combinations involving entities under common control are accounted for using the 'Pooling of Interests Method'. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of transferor entity or business is recognised as 'Capital Reserve' under equity.

2.20 Events after the reporting date

Where events occuring after the balance sheet date provide evidence of conditions that existed as at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.21 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.

Initial recognition and measurement of financial assets and financial liabilities

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. At initial recognition, financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at Fair Value through Profit or Loss are recognised in the Statement of Profit and Loss.

(a) Financial assets

(I) Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair

Notes forming part of the financial statements for the year ended 31 March, 2019

value, depending on the classification of the financial assets. Debt instruments that meet conditions based on purpose of holding assets and contractual terms of instrument are subsequently measured at amortised cost using effective interest method. All other financial assets are measured at fair value. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as Fair Value Through Profit or Loss. Interest income is recognised in profit or loss and is included in the "Other income" line item.

(ii) Impairment of financial assets

"The Company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

i. Trade receivables

ii. Financial assets measured at amortized cost (other than trade receivables)

iii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance. In case of other assets (listed as ii and iii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance. Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'.

(b) Financial liabilities and equity instruments

(i) Classification of debt or equity

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of financial liability and equity instrument.

(ii) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

(iii) Financial liabilities

All financial liabilities (other than derivative financial instruments) are measured at amortised cost using effective interest method at the end of reporting periods.

Derecognition of financial assets and financial liabilities

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or when the Company transfers the contractual rights to receive the cash flows of the financial asset in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers

Notes forming part of the financial statements for the year ended 31 March, 2019

nor retains substantially all the risks and rewards of ownership of the financial asset and does not retain control of the financial asset. The Company derecognises a financial liability (or a part of financial liability) when the contractual obligation is discharged, cancelled or expires.

(c) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.22 Fair value measurement

The Company measures financial instrumens at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company.
- The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

"All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

2.23 Investment in subsidiaries

In its separate financial statements, the Company accounts for its investments in subsidiaries at cost.

3 Recent accounting pronouncements

(a) Standards issued but not yet effective

"Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Company has not applied as they are effective from April 1, 2019:

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 leases Standard, 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. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual

Notes forming part of the financial statements for the year ended 31 March, 2019

periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

I) Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors

II) Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

III) 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: i. 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 ii. 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 standard, but doesnot expect material impact on the financial statement on adoption.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

Ind AS 19 – Plan Amendment, Curtailment

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 4a: Property, plant and equipment

(₹ lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block
	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 31.03.2019
Tangible assets (Owned)									
Building	680.08	-	-	680.08	198.03	21.54	-	219.57	460.51
Plant & machinery (including office equipments)	2,078.66	72.91	75.14	2,076.43	1,492.69	191.26	58.87	1,625.08	451.35
Furniture and fixtures	3,892.93	147.77	87.27	3,953.43	2,473.60	293.16	47.70	2,719.06	1,234.37
Vehicles	19.70	4.68	4.80	19.58	10.80	2.30	2.10	11.00	8.58
Computers and E-learning equipment	2,420.11	170.42	134.16	2,456.37	1,863.84	259.29	126.30	1,996.83	459.54
Total	**9,091.48**	**395.78**	**301.37**	**9,185.89**	**6,038.96**	**767.55**	**234.97**	**6,571.54**	**2,614.35**

Note 4b: Goodwill

(₹ lakhs)

Particulars	Gross Block				Accumulated amortisation				Net Block
	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 31.03.2019
Goodwill	90.42	-	-	90.42	90.42	-	-	90.42	-
Total	**90.42**	**-**	**-**	**90.42**	**90.42**	**-**	**-**	**90.42**	**-**

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 4c: Other intangible assets

(₹ lakhs)

Particulars	Gross Block				Accumulated amortisation				Net Block
	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 31.03.2019
Trademark	1.22	-	-	1.22	1.22	-	-	1.22	-
SAP	307.73	8.00	-	315.73	265.05	16.22	-	281.27	34.46
Software	599.79	4.00	-	603.79	255.37	123.07	-	378.44	225.35
Content	2,967.37	63.10	-	3,030.47	2,123.81	537.24	-	2,661.05	369.42
Technology aided teaching	60.56	-	-	60.56	60.56	-	-	60.56	-
Non compete fees	126.00	-	-	126.00	126.00	-	-	126.00	-
Total	**4,062.67**	**75.10**	**-**	**4,137.77**	**2,832.01**	**676.53**	**-**	**3,508.54**	**629.23**

Note 4a: Property, plant and equipment

(₹ lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block
	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 31.03.2018
Tangible Assets (Owned)									
Building	680.08	-	-	680.08	176.49	21.54	-	198.03	482.05
Plant & Machinery (including office equipments)	2,216.47	80.26	218.07	2,078.66	1,455.88	223.49	186.68	1,492.69	585.97
Furniture and Fixtures	4,302.77	137.38	547.22	3,892.93	2,475.22	323.45	325.07	2,473.60	1,419.33
Vehicles	19.71	-	0.01	19.70	8.50	2.31	0.01	10.80	8.90
Computers and E-Learning Equipment	2,431.83	45.91	57.63	2,420.11	1,589.39	322.55	48.10	1,863.84	556.27
Total	**9,650.86**	**263.55**	**822.93**	**9,091.48**	**5,705.48**	**893.34**	**559.86**	**6,038.96**	**3,052.52**

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 4b: Goodwill

(₹ lakhs)

Particulars	Gross Block				Accumulated amortisation				Net Block
	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 31.03.2018
Goodwill	90.42	-	-	90.42	90.42	-	-	90.42	-
Total	**90.42**	**-**	**-**	**90.42**	**90.42**	**-**	**-**	**90.42**	**-**

Note 4c: Other Intangible assets

(₹ lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block
	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 31.03.2018
Trademark	1.22	-	-	1.22	1.22	-	-	1.22	-
SAP	282.83	24.90	-	307.73	230.19	34.86	-	265.05	42.68
Software	590.46	9.33	-	599.79	133.71	121.66	-	255.37	344.42
Content	3,112.99	366.57	512.19	2,967.37	1,504.50	826.63	207.32	2,123.81	843.56
Technology Aided Teaching	60.56	-	-	60.56	60.56	-	-	60.56	-
Non Compete Fees	126.00	-	-	126.00	126.00	-	-	126.00	-
Total	**4,174.06**	**400.80**	**512.19**	**4,062.67**	**2,056.18**	**983.15**	**207.32**	**2,832.01**	**1,230.66**

Note:

(a) Mortgage is created in favour of bank for limits granted to Sri Gayatri Education Society. Refer Note 31.1.1

(b) Depreciation for the year includes depreciation of Rs 10.47 lakhs (Previous year 2018 Rs 15.51 lakhs) capitalized during the year.

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 5a: Financial assets- Investments - non current

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
A Investment in equity instruments (fully paid up)		
Unquoted		
(i) Investment in subsidiaries (at cost)		
1,22,449 Equity Shares of ₹10 each fully paid up of Chitale's Personalised Learning Private Limited. (Previous Year 2018 1,22,449 Equity Shares)	216.00	216.00
10,000 Equity Shares of ₹10 each fully paid up of MT Education Services Private Limited. (Previous Year 2018 10,000 Equity Shares)	1.19	1.19
20,000 Equity Shares of ₹10 each fully paid up of Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited) (Previous Year 2018 20,000 Equity Shares)	1,296.71	1,296.71
7,500 Equity Shares of ₹10 each fully paid up of Sri Gayatri Educational Services Private Limited. (Previous Year 2018 7,500 Equity Shares)	0.75	0.75
10,000 Equity Shares of ₹10 each fully paid up of Robomate Edutech Private Limited (Previous Year 2018 10,000 Equity Shares)	1.00	1.00
10,000 Equity Shares of ₹10 each fully paid up of Letspaper Technologies Private Limited (Previous Year 2018 10,000 Equity Shares)	1.00	1.00
108,000 Equity Shares of ₹10 each fully paid up of Labh Ventures India Private Limited (Previous Year 2018 Nil Equity Shares) (Refer note 44)	1,628.00	-
(ii) Investment in other entity (at FVTPL)		
1,250 Equity Shares of ₹ 25 each fully paid up of The Shamrao Vithal Co-operative Bank Limited (Previous Year 2018 1,250 Equity Shares)	0.31	0.31
Less: Impairment in value of investment	-	-
Subtotal (a)	**3,144.96**	**1,516.96**
B Investment in debentures		
Unquoted		
Investment in subsidiaries (at amortised cost)		
Nil 13% Non Convertible Debentures of ₹1,000 each of Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited) (Previous Year 2018 24,500 13% Non Convertible Debentures)	-	245.00
Less: Impairment in value of investment	-	-
Subtotal (b)	**-**	**245.00**
Total (a+b)	**3,144.96**	**1,761.96**
Aggregate carrying value of unquoted investments	**3,144.96**	**1,761.96**
Aggregate amount of impairment in value of investment	-	-

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 5b: Financial assets- Investments - Current

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Investment in debentures		
Unquoted		
Investment in subsidiaries (at amortised cost)		
24,500 13% Non Convertible Debentures of ₹1,000 each of Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited) (Previous Year 2018 Nil 13% Non Convertible Debentures)	245.00	-
Total	**245.00**	**-**

Note 6: Non current financial assets - Loans

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(a) Security deposits	707.60	1,053.32
(b) Loans and advances to others (Refer note 6.1 and 6.3)	9,916.31	11,039.72
	10,623.91	**12,093.04**
Less: Provision for doubtful deposits and loans and advances	(8,122.59)	(8,541.82)
Total	**2,501.32**	**3,551.22**

Note:

6.1 Loans are given for business purposes.

6.2 Breakup of Security details:

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Loans - considered good - secured (Refer note 6.3)	1,825.69	1,825.69
Loans - considered good - unsecured	675.63	1,725.53
Loans which have significant increase in credit risk (Refer note 6.3)	6,276.00	8,510.19
Loans - credit impaired	1,846.59	31.63
Total	**10,623.91**	**12,093.04**
Less: Provision for doubtful deposits and loans and advances	(8,122.59)	(8,541.82)
Total loans	**2,501.32**	**3,551.22**

6.3 Loans and advances to others includes partly secured loans and advances amounting to Rs. 8,101.69 (Previous year 2018 Rs. 8,101.69)

Note 7: Other non current financial assets

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(Unsecured considered good, unless stated otherwise)		
In fixed deposit with maturity for more than 12 months (refer note 7.1)	863.04	226.75
Total	**863.04**	**226.75**

Note:

7.1 Held as lien by bank against bank guarantees issued.

Notes forming part of the financial statements for the year ended 31 March, 2019

Note: 8 Other non -current assets

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(Unsecured considered good, unless stated otherwise)		
(a) Prepaid expenses	484.69	881.00
(b) Advance tax and tax deducted at source [Net of tax provisions]	1,016.34	389.36
(c) Capital advances	1.89	1.48
Subtotal (a)	**1,502.92**	**1,271.84**
Unsecured considered doubtful		
Capital advances	80.00	80.00
Less: Provision for doubtful capital advances	(80.00)	(80.00)
Subtotal (b)	-	-
Total (a+b)	**1,502.92**	**1,271.84**

Note 9: Trade receivables

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Trade receivables	11,348.55	10,870.21
Receivables from related parties (Refer note 35 and 9.1)	12.79	-
	11,361.34	**10,870.21**
Less: Provision for doubtful trade receivables	(9,385.25)	(9,297.42)
Total	**1,976.09**	**1,572.79**
Current portion	1,976.09	1,572.79
Non Current portion	-	-

Note: 9.1 Trade receivables include due from:

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Robomate Edutech Private Limited	12.79	-

9.2 Breakup of Security details:

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Trade receivables - considered good - secured	-	-
Trade receivables - considered good - unsecured	1,976.09	1,572.79
Trade receivables which have significant increase in credit risk	3,194.80	3,176.07
Trade receivables - credit impaired	6,190.45	6,121.35
Total	**11,361.34**	**10,870.21**
Less: Provision for doubtful trade receivables	(9,385.25)	(9,297.42)
Total trade receivables	**1,976.09**	**1,572.79**

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 10: Cash and cash equivalents

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Balances with banks in current accounts	219.49	118.45
Deposit with maturity less than three months	0.69	-
Total	**220.18**	**118.45**

Note 11: Bank balances other than cash and cash equivalents

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Balances with banks:		
(a) Margin money deposit in banks (Refer note 11.1)	501.45	25.09
(b) In dividend payment bank account (Earmarked account) (Refer note 11.2)	1.62	1.62
(c) In escrow account (Refer note 11.3)	-	20,000.00
Total	**503.07**	**20,026.71**

Note:

11.1 Held as lien by bank against bank guarantees issued

11.2 The Company can utilise these balances only towards settlement of unclaimed dividend.

11.3 - Zee Learn Limited had entered into share subscription agreement dated February 14, 2018 with the Company and had invested Rs. 20,000 lakhs by way of issue of 31,964,200 equity shares of the Company @ Rs. 62.57 per share on preferential basis. The subscription money was held in escrow account as at 31 March, 2018.

Note 12: Current financial assets loans

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(Unsecured, considered good, unless stated otherwise)		
(a) Security deposits (Refer note 12.1)	7,520.31	58.28
(b) Loans and advances to related parties (Refer note 12.2,12.3 and 35)	1,962.67	100.75
(c) Loans and advances to others (Refer note 12.3)	1,673.23	724.16
	11,156.21	**883.19**
Less: Provision for doubtful loans and advances	(504.96)	(12.46)
Total	**10,651.25**	**870.73**

Note:

12.1 Includes Rs. 6,600 lakhs given to one of the vendor against service agreement.

12.2 Current loans and advances include amounts due from subsidiaries:

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	1,949.98	21.52
Sri Gayatri Educational Sevices Private Limited	3.84	3.55
Chitale's Personalised Learning Private Limited	-	74.04
Robomate Education private Limited	1.85	1.64
MT Education Services Private Limited	7.00	-
Total	**1,962.67**	**100.75**

12.3 Loans are given to related parties and others for their business purposes.

Notes forming part of the financial statements for the year ended 31 March, 2019

12.4 Breakup of Security details:

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Loans - considered good - secured	-	-
Loans - considered good - unsecured	10,651.25	870.73
Loans which have significant increase in credit risk	504.96	12.46
Loans - credit impaired	-	-
Total	**11,156.21**	**883.19**
Less: Provision for doubtful loans and advances	(504.96)	(12.46)
Total loans	**10,651.25**	**870.73**

Note: 13 Other current financial assets

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(Unsecured, considered good, unless stated otherwise)		
Visiting faculty salary recoverable	42.11	36.60
Receivables from related parties (refer note 13.1 and 35)	1,699.96	678.45
Unbilled receivables	1,144.68	962.56
Others	452.82	1,181.61
Total	**3,339.57**	**2,859.22**

Note: 13.1 Receivable from related parties:

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
MT Education Services Private Limited	91.94	39.68
Sri Gayatri Educational Sevices Private Limited	1.68	0.63
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	1,174.92	309.74
Chitale's Personalised Learning Private Limited	428.75	328.40
Labh Ventures India Private Limited	2.64	-
Letspaper Technologies Private Limited	0.03	-
Total	**1,699.96**	**678.45**

Note 14: Other current assets

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(Unsecured, considered good, unless stated otherwise)		
(a) Prepaid expenses	106.79	52.25
(b) Advances to suppliers	169.48	144.49
(c) Statutory receivables	22.85	-
(d) Others	18.47	11.87
Subtotal (a)	**317.59**	**208.61**
Unsecured considered doubtful		
Advances to suppliers	185.00	412.00
Less: Provision for doubtful advances to suppliers	(185.00)	(412.00)
Subtotal (b)	**-**	**-**
Total(a+b)	**317.59**	**208.61**

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 15: Share capital

The Company has only one class of share capital having a par value of ₹10 per share, referred to herein as equity shares.

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares	(₹ in lakhs)	Number of shares	(₹ in lakhs)
(a) Authorised				
Equity shares of ₹10 each (previous year 2018: ₹10 each)	80,000,000	8,000.00	80,000,000	8,000.00
(b) Issued, subscribed and paid up				
Equity shares of ₹10 each fully paid up (previous year 2018: ₹10 each fully paid up)	72,228,054	7,222.81	71,784,984	7,178.50
Total	**72,228,054**	**7,222.81**	**71,784,984**	**7,178.50**

Note 15.1

Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the year:

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares	(₹ in lakhs)	Number of shares	(₹ in lakhs)
Opening balance at the beginning of the year	71,784,984	7,178.50	39,820,784	3,982.08
Add: Shares issued during the year	443,070	44.31	31,964,200	3,196.42
Closing balance at the end of the year	**72,228,054**	**7,222.81**	**71,784,984**	**7,178.50**

Note 15.2 Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each shareholder is entitled to one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 15.3

Details of equity shares held by each shareholder holding more than 5% of the aggregate shares in the company:

Name of shareholder	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares	% holding	Number of shares	% holding
Equity shares				
Mahesh R. Shetty	17,036,803	23.59%	17,036,803	23.73%
Zee Learn Limited	42,701,173	59.12%	31,964,200	44.53%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Note 15.4

Aggregate number of equity shares issued as bonus shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Nil (previous year 2018: Nil)

Note 15.5

Shares reserved for issue under options

For details of shares reserved for issue under the Share Based Payment plan of the Company, please refer note 34.

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 16: Other equity

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(a) Securities premium reserve	19,835.77	19,400.19
(b) General reserve	(5,016.78)	(5,747.23)
(c) Employee stock options outstanding account	72.11	67.82
(d) Surplus/(deficit) in Statement of Profit and Loss	11.88	1.93
Total	**14,902.98**	**13,722.71**

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(a) Securities premium reserve		
Opening balance	19,400.19	3,177.37
Add : Securities Premium credited on shares issue	184.11	16,803.58
Less: Reversal of transaction costs arising on share issue	251.47	(580.76)
Closing balance	19,835.77	19,400.19
(b) General reserve		
Opening balance	(5,747.23)	6,399.80
Add: Transferred from surplus/(deficit) in Statement of Profit and Loss	730.45	(12,147.03)
Closing balance	(5,016.78)	(5,747.23)
(c) Employee stock options outstanding account		
Opening balance	67.82	-
Add: Employee stock option expense	188.40	67.82
Less: transferred to securities premium account on exercise of stock options	(184.11)	-
Closing balance	72.11	67.82
(d) Surplus/(deficit) in Statement of Profit and Loss		
Opening balance	1.93	(4.75)
Add: Net Profit/(Loss) for the year	730.45	(12,147.03)
Add: Items of OCI for the year, net of tax	9.95	6.68
Less: Transferred to General reserve	(730.45)	12,147.03
Closing balance	11.88	1.93
Total	**14,902.98**	**13,722.71**

Note:

16.1 Securities premium reserve is created due to premium on issue of shares. This reserve is utilised in accordance with the provisions of the Act.

16.2 The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. The General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive Income.

16.3 The employee share options outstanding account is used to recognise the grant date fair value of options issued to employees under employee stock option plan.

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 17: Non-current financial liabilities - borrowings

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Secured:		
Term loan (refer note 17.1)		
- from bank	1,891.64	5,551.17
- from other parties	5,014.11	6,316.20
Unsecured:		
Term loan		
Term loan from other parties (refer note 17.1- ii)	-	22.89
	6,905.75	**11,890.26**
Less: Current maturity of non-current borrowings and interest accrued and due thereon (refer note 22)	(1,941.64)	(1,837.45)
Total	**4,964.11**	**10,052.81**

Note:

17.1 Nature of security and terms of repayment for secured borrowings:

(I) Nature of security:

Term loan from bank is secured by: -

first pari passu hypothecation charge on the entire current assets and movable assets (except vehicle) of the Company both present and future; -

pledge of shares owned by the promoter of the Company; and -

personal guarantee given by the promoter of the Company.

Term loan from other party is secured by: -

first pari passu hypothecation charge on the entire current assets and movable assets of the Company both present and future; -

pledge of shares owned by the promoter of the Company; and -

personal guarantee given by the promoter of the Company.

(ii) Terms of repayment:

In case of term loan from bank:

- Repayable in 8 half yearly installments starting from September 2018. Last installment due in April 2022. Rate of interest is 1.75% to 2.75% over banks 12 months MCLR (Range from 10.45% to 11.00% per annum as on March 31,2019 and March 31, 2018).

In case of term loan from other party:

- Repayable in 10 half yearly installments starting from October 2018. Last installment due in October 2022. Rate of interest is 14.5% per annum.

Terms of repayment for unsecured borrowings:

- Repayable in 36 monthly installments starting from February 2017. Last installment due in January 2020. Rate of interest is 17.50% per annum. This loan has been repaid during year ended 31 March, 2019.

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 18: Non current provisions

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Provision for employee benefits: (refer note 39)		
(i) Provision for gratuity (net) (funded)	196.22	173.45
(ii) Provision for leave encashment (unfunded)	97.29	101.62
Total	**293.51**	**275.07**

Note 19: Other non-current liabilities

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Advance fees (refer note 19.1)	177.63	325.09
Total	**177.63**	**325.09**

Note:

19.1 Fees collected in advance from students to the extent of revenue which will not be recognised within the Company's operating cycle have been classified as "Other non current liabilites.

Note 20: Current financial liabilities - borrowings

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Secured:		
Loans from (refer note 20.1 and 20.2)		
- Other parties	-	2,122.72
Unsecured:		
Loans from (refer note 20.1 and 20.2)		
- Other parties	-	28.45
- Related party (refer note 35)	110.67	2,273.75
Total	**110.67**	**4,424.92**

Note:

20.1 Nature of security and terms of repayment for secured borrowings:

(i) Nature of security:

Loan from banks and other parties is secured by: -

first pari passu hypothecation charge on the entire current assets and movable assets of the Company both present and future; -

pledge of shares owned by the promoter of the Company; and -

personal guarantee given by the promoter of the Company.

20.2 Terms of repayment:

Loan from other parties and related parties (carries interest rate @ 13% pa) is repayable on demand.

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 21: Trade payables

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(a) Total outstanding dues of micro enterprises and small enterprises (refer note 21.1)	35.71	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,838.67	1,971.65
Total	**1,874.38**	**1,971.65**

Note: 21.1

Disclosure relating to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) based on the basis of information available with the Company:

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(a) Amount remaining unpaid to any supplier at the end of each accounting year:		
Principal	70.25	-
Interest	0.68	-
	70.93	
Disclosed under trade payable - Note 21	35.71	-
Disclosed under Other current financial liabilities- Note 22	35.22	-
Total		
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.68	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 22: Other current financial liabilities

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(a) Payable for capital expenditure		
Outstanding dues micro enterprises and small enterprises (refer note 21.1)	35.22	-
Outstanding dues of capital creditors other than above	118.43	155.71
(b) Security deposits	20.50	20.50
(c) Employee related payables (refer note 39)	366.14	364.25
(d) Unclaimed dividend (Refer note 11)	1.62	1.62
(e) Current maturity of non current borrowings (refer note 17)	1,925.00	1,786.28
(f) Interest accrued and due on non current borrowings (refer note 17)	16.64	51.17
(g) Others	452.73	462.55
Total	**2,936.28**	**2,842.08**

Note 23: Current provisions

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Provision for employee benefits:(refer note 39)		
(i) Provision for gratuity (funded)	110.64	102.32
(ii) Provision for leave encashment (unfunded)	71.43	34.30
Total	**182.07**	**136.62**

Note 24: Other current liabilities

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(a) Advance fees (refer note 24.1)	2,381.15	2,515.52
(b) Statutory payables	627.19	710.99
(c) Other payables	1,161.22	1,147.24
Total	**4,169.56**	**4,373.75**

24.1 Fees collected in advance from students to the extent of revenue which will be recognised within the Company's operating cycle have been classified as "Other current liabilites".

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 25: Revenue from operations

Particulars	For the Year ended 31 March, 2019 (₹ in lakhs)	For the Year ended 31 March, 2018 (₹ in lakhs)
Revenue from services		
Revenue from coaching/teaching services (refer note 35)	17,321.27	19,204.53
Less : Discount and concession	(1,729.81)	(2,309.52)
Subtotal (a)	**15,591.46**	**16,895.01**
Other operating revenues		
Sale of hardware/content	1,056.98	829.92
Others (refer note 25.1 and 35)	1,551.87	386.07
Subtotal (b)	**2,608.85**	**1,215.99**
Total (a+b)	**18,200.31**	**18,111.00**

Note:

25.1 Others mainly include royalty income, reimbursement of expenses by subsidiaries and cheque return charges.

25.2: Change in accounting policy with effect from April 1, 2018:

Company earns revenue primarily from providing coaching and educational support services to customer. Effective April 1, 2018, the Company has applied Ind AS 115 "Revenue from contract with customer" which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. The Company has adopted Ind AS 115 using the cumulative effect method. The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information is not restated in the standalone financial statements – i.e. the comparative information continues to be reported under Ind AS 18.

A) Disaggregation of revenue from customers

The following table shows disaggregation of revenue by major service lines:

Particulars	As at 31 March, 2019 (₹ in lakhs)
Coaching/teaching services	15,591.46
Sale of hardware	1,056.98
Others	1,551.87
Total	**18,200.31**

B) Reconciliation of revenue from customers

The following table shows reconciliation of revenue by major service lines:

(₹ in lakhs)

Name of shareholder	Year Ended March 31, 2019			
	Contract price	Adjustments for unearned revenue	Discount & concession	Revenue from Operations
Coaching/teaching services	17,603.10	(281.83)	(1,729.81)	15,591.46
Sale of hardware	1,056.98	-	-	1,056.98
Others	1,551.87	-	-	1,551.87
Total	**20,211.95**	**(281.83)**	**(1,729.81)**	**18,200.31**

Notes forming part of the financial statements for the year ended 31 March, 2019

C. Trade receivables and contract balances

The following table provides information about receivables, contract assets and current liabilities from contracts with customers:

Particulars	As at 31 March, 2019 (₹ in lakhs)
Trade receivables relating to contracts with customers	1,976.09
Contract assets:	
- Unbilled receivables	1,144.68
Contract liabilities:	
- Advance fees, current	2,381.15
- Advance fees, non-current	177.63

D) Transaction price allocated to the remaining performance obligation

The following table shows revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date:

Particulars	As at 31 March, 2019 (₹ in lakhs)
Advance fees	177.63

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of March 31, 2019 (Rs. 177.63 lacs) will be recognised as revenue during the year ended March 31, 2021.

The Company applies the practical expedient in paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

E) Changes in accounting policies and impacts on financial statement

No changes were required to be made in previous accounting policies for revenue recognition due to adoption of Ind AS 115. The effect of adoption of Ind AS 115 was not material.

As permitted in transitional provision in Ind AS 115, the transaction price allocated to (partially) unsatisfied performance obligations as of March 31, 2018 is not disclosed.

Note 26: Other income

Particulars	For the Year ended 31 March, 2019 (₹ in lakhs)	For the Year ended 31 March, 2018 (₹ in lakhs)
(a) Interest income on financial assets carried at amortised cost #	1,409.19	1,408.58
(b) Dividend income on non-current investments as FVTPL	213.45	0.01
(c) Net gain on sale of investments	4.93	-
(d) Liabilities no longer required written back (net)	-	23.29
(e) Provision for doubtful debts written back (net) *	331.06	-
(f) Net Gain on foreign exchange transactions and translations	0.56	-
(g) Miscelleneous income	5.81	9.96
Total	**1,965.00**	**1,441.84**

* Net of reversal of provision is disclosed under other income

Interest income is net of provision made towards doubtful interest receivable amounting to Rs. 492.49 lakhs

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 27: Direct expenses

Particulars	For the Year ended 31 March, 2019 (₹ in lakhs)	For the Year ended 31 March, 2018 (₹ in lakhs)
Rent (refer note 36) (net of recoveries from subsidiaries)	3,006.94	3,271.51
Rates and taxes	25.97	32.64
Electricity	635.19	638.57
Student material and test expenses	1,128.76	1,616.80
Visiting lecturer fees	4,875.58	4,677.36
Bandwidth charges	50.96	49.42
Professional expenses	57.68	-
Others	92.64	89.64
Total	**9,873.72**	**10,375.94**

Note: 28 Employee benefits expense

Particulars	For the Year ended 31 March, 2019 (₹ in lakhs)	For the Year ended 31 March, 2018 (₹ in lakhs)
Salaries, wages, bonus and other allowances	2,681.06	3,114.52
Contribution to provident and other funds (refer note 39)	118.77	128.53
Gratuity expense (refer note 39)	53.74	76.07
Share based payments to employees (refer note 34)	188.40	67.82
Staff welfare expenses	71.80	85.01
Total	**3,113.77**	**3,471.95**

Note : 29 Finance costs

Particulars	For the Year ended 31 March, 2019 (₹ in lakhs)	For the Year ended 31 March, 2018 (₹ in lakhs)
(a) Interest expense on borrowings at amortised cost (refer note 35)	1,540.23	1,945.73
(b) Other borrowing cost	91.82	108.91
Total	**1,632.05**	**2,054.64**

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 30: Other expenses

Particulars	For the Year ended 31 March, 2019 (₹ in lakhs)	For the Year ended 31 March, 2018 (₹ in lakhs)
Administration expenses		
Director's sitting fees	9.10	23.10
Corporate social responsibility expenses (refer note 40)	16.86	26.60
Donation	12.18	7.58
Printing and stationary	70.10	168.23
Professional fees #	601.01	965.45
Provision for doubtful debts *	-	15,642.30
Bad debts	90.35	17.32
Repairs and maintenance	355.39	294.52
Security charges	36.78	32.79
House keeping expenses	137.06	119.56
Auditor's remuneration (refer note 30.1)	20.74	49.54
Communication expenses	138.25	157.11
Travelling and conveyance expenses	335.77	337.99
Net loss on sale of property plant and equipment	44.64	16.78
Net loss on foreign exchange transactions and translations	-	0.58
Assets written off (intangible)	-	438.28
Rates and taxes	74.85	28.31
Insurance	17.18	4.11
Other administrative expenses	231.44	680.44
(A)	**2,191.70**	**19,010.59**
Selling expenses		
Advertisement and publicity	672.30	1,248.07
Business promotion expenses	334.25	249.02
(B)	**1,006.55**	**1,497.09**
Total (A)+(B)	**3,198.25**	**20,507.68**

Note 30.1: Auditor's remuneration (excl. applicable taxes)

Particulars	For the Year ended 31 March, 2019 (₹ in lakhs)	For the Year ended 31 March, 2018 (₹ in lakhs)
As auditors :		
Statutory audit	10.80	14.58
Limited review	7.00	7.50
In other capacity:		
Tax audit	-	4.00
Other services (including certification)	1.80	21.50
Reimbursements	1.14	1.96
Total	**20.74**	**49.54**

Professional fees is net of provision made towards doubtful receivable written back amounting to Rs. 227 lakhs

* Net of reversal of provision is disclosed under other income

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 31: Contingent liabilities

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
31.1 Contingent Liabilities not provided for in respect of –		
(a) Claims against the Company not acknowledged as debt Income Tax demand against the company not provided for and relating to issues of deductions and allowances in respect of which the company is in appeal	48.37	67.28
(b) Corporate guarantee (refer note 31.1.1)	2,435.00	2,435.00
(c) Corporate guarantee (refer note 31.1.2)	3,325.00	3,325.00
(d) Guarantees given by banks in favour of Government bodies	300.65	177.37

Note:

31.1.1 Corporate guarantee is provided to a bank in respect of loan taken by Sri Gayatri Educational Society pursuant to the long term partnership arrangement entered through company's subsidiary Sri Gayatri Educational Services Private Limited. Corporate guarantee is utilised for business purposes.

31.1.2 Corporate guarantee is provided to a party in respect of loan taken by subsidiary company, Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited) . Corporate guarantee is utilised for business purposes.

31.2 Capital and other commitments:

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances):		
Tangible assets	26.05	43.40
Intangible assets	-	14.58
(b) Other commitments (other than lease commitments - refer note 36)	169.17	288.55

Note 32: Earnings per share (EPS)

Particulars	As at 31 March, 2019	As at 31 March, 2018
Basic and Diluted		
Net profit/(loss) for the year attributable to the equity shareholders (₹ in lakhs)	730.45	(12,147.03)
Weighted average number of equity shares for Basic EPS (in nos)	71,908,801	40,258,650
Weighted average number of equity shares for Diluted EPS (in nos)	72,040,501	40,302,441
Par value per share (in ₹)	10.00	10.00
Earnings/(Loss) per share - Basic (in ₹)	1.02	(30.17)
Earnings/(Loss) per share - Diluted (in ₹) #	1.01	(30.17)

The effect of anti dilutive potential equity shares are ignored in calculating diluted earnings per share in March 31, 2018

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 33: Deferred tax assets (net)

Particulars	As at 31 March, 2017	Benefit / (Charge) for the year 17-18	As at 31 March, 2018	Benefit / (Charge) for the year 18-19	As at 31 March, 2019
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
Deferred tax liability					
Tax effect of items constituting deferred tax liabilities:					
Tax liability recognized in OCI - On re-measurements gain/(losses) of post-employment benefit obligations	3.69	3.54	7.23	(7.23)	-
Processing fees on borrowings	-	-	-	37.79	37.79
(a)	**3.69**	**3.54**	**7.23**	**30.56**	**37.79**
Deferred tax assets					
Tax effect of items constituting deferred tax assets:					
Provision for compensated absences, gratuity and other employee benefits	133.54	39.09	172.63	22.21	194.84
Provision for doubtful debts and advances	936.59	5,451.29	6,387.88	(0.89)	6,386.99
Disallowances under Section 40(a)(i), 43B and 35D of the Income Tax Act, 1961	-	15.19	15.19	83.99	99.18
On difference between book balance and tax balance of Property , Plant & Equipment	637.57	303.46	941.03	120.01	1,061.04
Deferred Tax impact on losses and unabsorbed depreciation	-	942.21	942.21	(368.43)	573.78
Deferred revenue impact on CRF and robomate	176.33	(159.42)	16.91	(16.91)	-
On expenditure on employee stock option plan	-	23.70	23.70	1.82	25.52
(b)	**1,884.03**	**6,615.52**	**8,499.55**	**(158.20)**	**8,341.35**
Net deferred tax asset / (liability)	**1,880.34**	**6,611.98**	**8,492.32**	**(188.76)**	**8,303.56**

Note 33.1: Effective tax reconciliation

Particulars		As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Income tax recognised in profit and loss			
Current tax			
- In respect of current year *		-	-
- In respect of previous year		0.04	44.20
	(a)	0.04	44.20
Deferred tax			
- In respect of current year		183.42	(6,615.52)
	(b)	183.42	(6,615.52)
Total income tax (credit)/ expense recognised in the current year	**(a+b)**	**183.46**	**(6,571.32)**

* No provision for income tax has been made in the absence of book profits and in view of taxable loss computed under the provisions of the Income Tax Act, 1961 of India.

Notes forming part of the financial statements for the year ended 31 March, 2019

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Tax expense for the year can be reconciled to the accounting profits as follows:		
Profit/(loss) before tax	913.91	(18,718.35)
Income Tax rate (%)	34.94%	34.61%
Income tax expense (a)	**319.36**	**(6,478.05)**
Adjustments for current tax of prior periods	0.04	44.20
Amount not deductible for tax purpose - permanent disallowance	31.23	15.08
Change in tax rate	-	(72.69)
Amount not subjected to tax - exempt income	(74.59)	-
Share issue expenses deductible for tax purpose	(115.06)	-
Others	22.48	(79.86)
Total (b)	**(135.90)**	**(93.27)**
Total income tax expense recognised in the current year (a+b)	**183.46**	**(6,571.32)**

Note 34: Share based payments

MT Educare Employee Stock Option Scheme (ESOS) 2016

- The shareholders' vide its special resolution dated 17 February, 2016 approved ESOS 2016 for granting employee stock options in form of equity shares to eligible employees of the Company, monitored and supervised by the Board of Directors.
- The ESOS 2016 was granted to eligible employees to reward for their performance and to motivate them to contribute to the growth and profitability of the Company. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.
- Options are granted under the ESOS 2016 for no consideration and carry no dividend and voting rights.
- The fair value of the share options is estimated at the grant date using a Black Scholes Option Pricing Model, taking into account the terms and conditions upon which the share options were granted.
- When excersiable, each option is convertible into one equity share.
- There are no cash settlement alternatives in ESOS 2016.

Sr. No.	Particulars	Employee Stock Option Scheme (ESOS) 2016
1	Date of Shareholders' Approval	17th February, 2016
2	Total number of options approved under Scheme	800,000
3	Date of Grant	18th December, 2017
4	Vesting Requirements	60%, 30% and 10% will vest over a period of three years from the date of grant
5	Exercise Price	Rs. 10
6	Maximum term of Options granted	Options to be exercised within 2 years from the date of vesting
7	Source of Shares	Primary
8	Variation in terms of ESOS 2016	Nil

Notes forming part of the financial statements for the year ended 31 March, 2019

The following table illustrates the number and movements in share options during the year:

Particulars	31 March, 2019	31 March, 2018
Options outstanding at beginning of year	738,450	-
Options granted during the year	-	738,450
Options exercised during the year*	443,070	-
Options forfeited / surrendered during the year	-	-
Options expired during the year	-	-
Options outstanding at the end of year	**295,380**	**738,450**
Option exercisable at the end of year	**-**	**-**

In accordance with the above mentioned ESOS 2016, Rs.188.40 lakhs (Previous year 2018 Rs.67.82 lakhs) has been charged to the Statement of Profit and Loss in relation to the options granted under the Employee Stock Option Scheme Compensation. (refer note 28)

*During the year ended 31 March 2019; 443,070 options were exercised.

The options outstanding at the year ending on 31 March 2019 with the range of exercise price of Rs. 10 are 295,380 options (31 March 2018: 738,450 options).

The following tables list the inputs to the Option pricing model used for the year ended:

Particulars	31 March, 2019	31 March, 2018
Weighted Average:		
Fair value of the options at the grant dates (Rs.)	41.55	41.55
Dividend yield (%)	2.63%	2.63%
Risk free interest rate (%)	6.61%	6.61%
Expected life of share options (years)	1.5	2.5
Expected volatility (%)	54.35%	54.35%
Weighted average share price (Rs.)	10.00	10.00

The expected life of the stock options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 35: Related party disclosures

(A) Names of related parties and description of relationship as identified and certified by the Company:

Description of relationship	Names of related parties
Holding company	Zee Learn Limited
Subsidiary companies	Chitale's Personalised Learning Private Limited
	MT Education Services Private Limited
	Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)
	Sri Gayatri Educational Services Private Limited
	Robomate Edutech Private Limited
	Letspaper Technologies Private Limited
	Labh Ventures India Private Limited (wef 1 September 2018) (Refer note 44)
Key management personnel (KMP)	Mr. Mahesh Shetty (Whole-time Director)(Refer note 35.1)
	Dr. Chhaya Shastri (Non Independent, Non Executive Director) (till 05 June 2018)
	Mr. Naarayanan Iyer (Non Independent, Non Executive Director) (till 05 June 2018)
	Ms. Drushti Desai (Independent, Non Executive Director) (till 05 June 2018)
	Mr. Yatin Samant (Independent, Non Executive Director) (till 05 June 2018)
	Mr. Uday Lajmi (Independent, Non Executive Director) (till 05 June 2018)
	Mr. Himanshu Mody (Non Executive Chairman) (from 05 June 2018)
	Mr. Ajey Kumar (Executive Director) (from 05 June 2018)
	Dr. Manish Agarwal (Non Executive Independent Director) (from 05 June 2018)
	Dr. Sangeeta Pandit (Non Executive Independent Director) (from 05 June 2018)
	Mr. Debshankar Mukhopadhyay (Director) (from 09 August 2018)
	Mr. Sandesh Naik (Chief Financial Officer - from 30 November 2017)
	Mr. Sanjay Sethi (Chief Financial Officer - 01 July 2016 to 31 May 2017)
	Mr. Dinesh Darji (Company Secretary - from 30 June 2016 to 30 Nov 2017)
	Mr. Mandar Chavan (Company Secretary - from 9 August 2018)
	Mr. Raju Bamane (Company Secretary - from 30 Nov 2017 to 23 Feb 2018)
Enterprises in which KMP can exercise significant influence	Mahesh Tutorials Chembur
	Mahesh Tutorials Mulund
	Prosynapse Consultants Private Limited (till 30 June, 2018)
Other related parties	Diligent Media Corporation Limited

Note 35.1: Mr. Mahesh Shetty ceased to be Chairman and Managing Director of the Company w.e.f. 05 June 2018 but continued as Director. Further he was designated as the Whole-time Director w.e.f. 09 August 2018.

Notes forming part of the financial statements for the year ended 31 March, 2019

(B) Details of transactions with related party in the ordinary course of business for the year ended:

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Transactions entered during the year:		
KMP Remuneration (Refer note 35.2)	**205.58**	**204.28**
Sitting fees paid to Non Executive Directors		
Dr. Chhaya Shastri	1.70	5.70
Mr. Naarayanan Iyer	0.80	2.40
Ms. Drushti Desai	2.00	5.70
Mr. Yatin Samant	1.00	4.20
Mr. Uday Lajmi	2.00	5.10
Dr. Sangeeta Pandit	0.80	-
Dr. Manish Agarwal	0.80	-
	9.10	**23.10**
Interest expense on loan		
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	299.69	126.04
MT Education Services Private Limited	10.47	10.99
	310.16	**137.03**
Professional fees expenses		
Prosynapse Consultants Private Limited	36.29	123.00
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	20.62	34.61
Chitale's Personalised Learning Private Limited	0.11	0.26
Zee Learn Limited	103.95	-
	160.97	**157.87**
Transaction cost on Share issue expenses		
Zee Learn Limited	137.89	-
	137.89	**-**
Advertising expenses		
Diligent Media Corporation Limited	3.58	-
	3.58	**-**
Reimbursement		
Chitale's Personalised Learning Private Limited	136.85	14.08
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	2.74	18.34
MT Education Services Private Limited	30.22	-
Letspaper Technologies Private Limited	0.03	-
	169.84	**32.42**

Note 35.2: The amount does not include amount in respect of post employement benefits (i.e gratuity and leave encashment) as the same is not determinable.

Notes forming part of the financial statements for the year ended 31 March, 2019

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Rent expense		
Mahesh Tutorials Chembur	97.50	73.14
Mahesh Tutorials Mulund	30.17	31.46
Mr.Mahesh Shetty	14.12	18.54
	141.79	**123.14**
Purchase of fixed assets		
Chitale's Personalised Learning Private Limited	-	10.41
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	-	12.25
	-	**22.66**
Sale of fixed assets		
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	-	5.27
	-	**5.27**
Interest income on loan		
Chitale's Personalised Learning Private Limited	12.32	12.99
Sri Gayatri Educational Services Private Limited	0.33	0.34
Robomate Edutech Private Limited	0.20	0.16
	12.85	**13.49**
Interest income on investment in debentures		
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	31.85	31.85
	31.85	**31.85**
Rent income		
Chitale's Personalised Learning Private Limited	10.45	12.41
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	1,477.74	277.36
	1,488.19	**289.77**
Rent expense		
Labh Ventures India Private Limited	337.84	-
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	12.44	-
	350.28	**-**
Sale of Robomate		
Robomate Edutech Private Limited	10.84	-
	10.84	**-**
Commission expense		
Robomate Edutech Private Limited	0.17	-
	0.17	**-**

Notes forming part of the financial statements for the year ended 31 March, 2019

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Management fees income		
Lakshya Forrum for Competitions Private Limited		
(formerly known as Lakshya Educare Private Limited)	1,102.77	-
	1,102.77	**-**
Investment in shares		
Robomate Edutech Private Limited	-	1.00
Letspaper Technologies Private Limited	-	1.00
Labh Ventures India Private Limited	1,628.00	-
	1,628.00	**2.00**
Loans and advances given		
Lakshya Forrum for Competitions Private Limited		
(formerly known as Lakshya Educare Private Limited)	3,462.17	-
Chitale's Personalised Learning Private Limited	316.53	263.81
Robomate Edutech Private Limited	0.03	1.50
MT Education Services Private Limited	7.00	-
	3,785.73	**265.31**
Loans and advances given received back		
Lakshya Forrum for Competitions Private Limited		
(formerly known as Lakshya Educare Private Limited)	1,562.37	1,088.95
Chitale's Personalised Learning Private Limited	388.49	191.85
	1,950.86	**1,280.80**
Loans and advances taken		
MT Education Services Private Limited	-	100.00
Lakshya Forrum for Competitions Private Limited		
(formerly known as Lakshya Educare Private Limited)	-	8,655.18
	-	**8,755.18**
Loans and advances repaid		
MT Education Services Private Limited	112.50	7.50
Lakshya Forrum for Competitions Private Limited		
(formerly known as Lakshya Educare Private Limited)	2,092.47	6,562.71
	2,204.97	**6,570.21**
Corporate guarantee		
Corporate Guarantee given to a party on behalf of loan taken by Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited) (refer note 31.1.2)	-	3,325.00
	-	**3,325.00**

Notes forming part of the financial statements for the year ended 31 March, 2019

(₹ in lakhs)

Outstanding at the end of the year:

Particulars	31 March, 2019	31 March, 2018
Sitting fees paid to Non Executive Directors		
Ms. Drushti Desai	1.30	-
	1.30	**-**
Deposit for premises		
Mahesh Tutorials Chembur	29.76	29.76
Mahesh Tutorials Mulund	11.28	11.28
Mr. Mahesh Shetty	7.47	8.97
Labh Ventures India Private Limited	330.00	-
	378.51	**50.01**
Investment in debentures		
Lakshya Forrum for Competitions Private Limited		
(formerly known as Lakshya Educare Private Limited)	245.00	245.00
	245.00	**245.00**
Rent payable		
Mahesh Tutorials Chembur	9.07	15.78
Mahesh Tutorials Mulund	2.68	5.66
Mr. Mahesh Shetty	6.76	1.69
	18.51	**23.13**
KMP remuneration payable	**13.23**	**12.76**
Professional fee payable		
Prosynapse Consultants Private Limited	-	11.07
Zee Learn Limited	69.07	-
	69.07	**11.07**
Robomate Sales receivable		
Robomate Edutech Private Limited	12.79	-
	12.79	**-**
Outstanding loans payable		
MT Education Services Private Limited	-	112.50
Lakshya Forrum for Competitions Private Limited		
(formerly known as Lakshya Educare Private Limited)	-	2,092.47
	-	**2,204.97**

Notes forming part of the financial statements for the year ended 31 March, 2019

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Interest on loan payable		
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	87.44	54.97
MT Education Services Private Limited	23.23	13.81
	110.67	**68.78**
Interest receivable on debentures		
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	50.18	21.52
	50.18	**21.52**
Interest on loan receivable		
Chitale's Personalised Learning Private Limited	-	2.08
Sri Gayatri Educational Services Private Limited	1.34	1.05
Robomate Edutech Private Limited	0.32	0.14
	1.66	**3.27**
Loan receivable		
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	1,899.80	-
MT Education Services Private Limited	7.00	-
Chitale's Personalised Learning Private Limited	-	71.96
Sri Gayatri Educational Services Private Limited	2.50	2.50
Robomate Edutech Private Limited	1.53	1.50
	1,910.83	**75.96**
Other reimbursable expenses receivable		
MT Education Services Private Limited	91.94	39.68
Chitale's Personalised Learning Private Limited	428.75	328.40
Sri Gayatri Educational Services Private Limited	1.68	0.63
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	1,174.92	309.74
Labh Ventures India Private Limited	2.64	-
Letspaper Technologies Private Limited	0.03	-
	1,699.96	**678.45**
Advertising expenses payable		
Diligent Media Corporation Limited	0.21	-
	0.21	**-**
Advance rent paid		
Labh Ventures India Private Limited	132.68	-
	132.68	-
Corporate Guarantee		
Corporate Guarantee given to a party on behalf of loan taken by Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited) (Refer note 31.1.2)	3,325.00	3,325.00
	3,325.00	**3,325.00**

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 36: Operating lease

The Company has entered into cancellable/non cancellable operating lease arrangements for certain facilities and Coaching Center premises. The lease rentals are payable by the Company on monthly/quaterly basis.
Lease payments recognised in the Statement of Profit and Loss is Rs. 3,006.94 lakhs (Previous year 2018- Rs. 3,271.51 lakhs)

Future minimum lease payments payable under non-cancellable lease agreements are as under:

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Future minimum Lease payments		
(i) Less than 1 year	24.65	278.29
(ii) later than 1 year and not more than 5 years	-	-
(iii) 5 years or more	-	-

Note 37: Segment reporting

The Company's operations predominantly relates to a single segment viz. conducting commercial training, coaching, tutorial classes and activities incidental and ancillary thereon.The Chief Operating Decision Maker (CODM) reviews the operations of the Company as one operating segment. Hence no separate segment information has been furnished herewith.

Note 38: Disclosures as required under regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

38.1 Loans and advances in the nature of loans given to subsidiaries

(₹ in lakhs)

Name of the Party	Relationship	Amount Outstanding as on 31 March, 2019	Maximum amount outstanding during the year (2018-19)	Amount Outstanding as on 31 March, 2018	Maximum amount outstanding during the year (2017-18)
MT Education Services Private Limited	Subsidiary	7.00	7.00	-	-
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	Subsidiary	1,899.80	3,462.17	-	1,088.95
Chitale's Personalised Learning Private Limited	Subsidiary	-	316.53	71.96	263.81
Robomate Edutech Private Limited	Subsidiary	1.53	1.53	1.50	1.50
Sri Gayatri Educational Services Private Limited	Subsidiary	2.50	2.50	2.50	2.50

38.2 Investment in shares / debentures of subsidiaries by the Company: Refer note 5a and 5b.

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 39: Employee benefit plans

In accordance with the Indian Accounting Standard-19 'Employee Benefits', the Company has calculated the various benefits provided to employees as under:

a Defined contribution plans

The Company makes contributions towards provident fund and Labour Welfare fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemed to fund the benefits.

During the year, the company has recognized the following amounts in the Statement of profit and loss:-

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Employers' contribution to provident fund	118.35	128.11
Employers' contribution to labour welfare fund	0.42	0.42

b Defined benefit plans

(a) Gratuity (funded)

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972 and Payment of Gratuity (Amendment) Act, 2018. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India.

(b) Other long term benefits (unfunded)

The compensated absences are payable to all eligible employees at the rate of daily salary of each day of accumulated leave on death or on resignation or upon retirement on attaining retirement age, whichever is earlier. The liability towards compensated absences are determined based on actuarial valuation carried out by using Projected Unit Credit Method.

In accordance with Indian Accounting Standard 19, an actuarial valuation was carried out in respect of the aforesaid defined benefit plans and other long term benefits based on the following assumptions:

Actuarial assumptions:

Particulars	31 March, 2019	31 March, 2018
Discount rate per annum	6.96%	7.35%
Expected Rate of Increase in compensation levels per annum	6.00%	6.00%
Expected rate of return on plan assets	6.96%	7.35%
Mortality Rate	Indian assured lives Mortality (2006-08) Ultimate	Indian assured lives Mortality (2006-08) Ultimate
Retirement Age	58 years	58 years
Withdrawal Rate	N.A.	N.A.
Attrition	21.50%	21.50%

Notes forming part of the financial statements for the year ended 31 March, 2019

- The discount rate is based on the prevailing market yields Indian Government securities as at the balance sheet date for the estimated term of the obligations.
- Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
- The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

(a) Gratuity (funded)

i. Changes in the fair value of plan assets:

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Fair value of plan assets as at the beginning of the year	32.76	82.69
Expected return on plan assets	2.41	5.66
Contributions	11.01	4.40
Benefits paid	(27.15)	(53.76)
Actuarial loss on plan assets	1.30	(6.23)
Fair value of plan assets as at the end of the year	**20.33**	**32.76**

ii. Changes in the present value of the defined benefit obligation are as follows:

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Present value of defined benefit obligation at beginning of the year	313.22	301.68
Interest cost	23.02	20.67
Current service cost	33.13	39.01
Past service cost	-	22.06
Benefits paid	(27.15)	(53.76)
Actuarial (gain) / loss on obligation	(13.99)	(16.44)
Present value of defined benefit obligation at the end of the year	**328.23**	**313.22**

iii. Reconciliation of present value of defined benefit obligation and fair value of assets:

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Present value of obligation as at the end of the year	328.23	313.22
Fair value of plan assets as at the end of the year	20.33	32.76
Unfunded net liability recognized in balance sheet	**307.90**	**280.46**
<u>Amount classified as:</u>		
Current provision (Refer note 23)	**110.64**	**102.32**
Non-current provision (Refer note 18)	**196.22**	**173.45**
Other financial liabilities (Note 22)	**1.04**	**4.69**

Notes forming part of the financial statements for the year ended 31 March, 2019

iv. Expenses recognized in Statement of Profit and Loss:

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Current service cost	33.13	39.01
Past service cost*	-	22.06
Interest cost	20.61	15.00
Total	**53.74**	**76.07**
Actual benefit payments	27.15	53.76
Actual contributions	11.01	4.40

* During the previous year, the Company had changed the benefit scheme in line with Payment of Gratuity Act, 1972 by increasing monetory ceiling from Rs 10 lakhs to Rs 20 lakhs. Change in liability (if any), due to this scheme change was recognised as past service cost.

v. Gains recognized in Other comprehensive Income (OCI):

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Expected return on plan assets	(1.30)	6.23
Net actuarial loss/(gain) recognized during the year	(13.99)	(16.45)
Total	**(15.29)**	**(10.22)**

Actuarial gain of Rs.15.29 lakhs (Previous year 2018: Rs.10.22 lakhs) is included in other comprehensive income.

vi. Investment details of the plan assets:

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Government of India Securities	-	-
Corporate bonds	-	-
Insurer managed funds	20.33	32.76
Special deposit scheme	-	-
Others	-	-
Total fund balance	**20.33**	**32.76**

vii. A quantitative sensitivity analysis for significant assumption as at 31 March 2019 is as shown below:

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
Impact on defined benefit obligation	328.23	313.22
Discount rate		
1% increase	(9.97)	(9.38)
1% decrease	10.76	10.12
Rate of increase in salary		
1% increase	9.39	8.90
1% decrease	(9.02)	(8.54)
Rate of employee turnover		
1% increase	0.09	0.08
1% decrease	(0.04)	(0.14)

Notes forming part of the financial statements for the year ended 31 March, 2019

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

These plans typically expose the Company to actuarial risks such as: Investment Risk, Interest Risk, Longevity Risk and Salary Risk.

Investment Risk	The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.
Interest Risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.
Longevity Risk	The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
viii. Maturity profile of defined benefit obligation:		
Apr 2018- Mar 2019	-	70.06
Apr 2019- Mar 2020	67.55	54.50
Apr 2020- Mar 2021	59.17	48.85
Apr 2021- Mar 2022	52.70	42.87
Apr 2022- Mar 2023	50.87	40.86
Apr 2023- Mar 2024	35.20	154.92
April 2024 onwards	160.13	-
The weighted average duration of the defined benefit obligation	4 years	4 years

ix Employer's best estimate for contribution during next year:

The expected contribution for defined benefit plan for the next financial year will be in line with 2018-19.

(b) Compensated absences (Unfunded)

The leave salary are payable to all eligible employees at the rate of daily salary of each day of accumulated leave (upto 39 days) on death or on resignation or upon retirement on attaining retirement age.

The liability for compensated absences as at year end is Rs 170.19 lakhs (31 March 2018: Rs 141.66 Lakhs)
Short term Provision as at year end is Rs.71.43 Lakhs (31 March 2018: Rs. 34.30 Lakhs)
Long term Provision as at year end is Rs.97.29 Lakhs(31 March 2018: Rs.101.62 lakhs)
Current liability as at the year end is Rs.1.47 lakhs (31 March 2018: Rs.5.74 lakhs)

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 40: Corporate Social Responsibility

A. Gross amount required to be spent by the Company during the year 2019 - Nil (Previous year 2018 - ₹70.64 Lakhs)

B. Actual amount spent during the year on:

Particulars	In cash (₹ in lakhs)	Yet to be paid in cash (₹ in lakhs)	Total (₹ in lakhs)
(I) Construction/acquisition of any asset	-	-	-
(previous year 2018)	(-)	(-)	(-)
(ii) On purposes other than (i) above	16.86	-	**16.86**
(previous year 2018)	(26.60)	-	**(26.60)**

Note 41: Financial instruments - Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Financial Instrument measured at Fair Value through Profit and Loss

No financial assets/liabilities have been valued using level 1 and 2 fair value measurements.

Financial Instrument measured at Amortised Cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities.

(₹ in lakhs)

Particulars	31 March, 2019	31 March, 2018
__Financial assets measured at amortized cost__		
Investments	245.00	245.00
Trade receivables	1,976.09	1,572.79
Cash and cash equivalents	220.18	118.45
Bank Balances other than Cash and Cash Equivalents	503.07	20,026.71
Loans	13,152.57	4,421.95
Other financial assets	4,202.61	3,085.97
__Financial assets measured at Fair value through profit and loss__		
Investments	0.31	0.31
__Financial liabilities measured at amortized cost__		
Borrowings	7,016.42	16,315.18
Trade Payables	1,874.38	1,971.65
Other financial liabilities	994.64	1,004.63

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 42: Financial instruments - Risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.For details of the Company's current and non current loans and borrowings, including interest rate profiles, refer to Note 17 and 20 of these financial statements.

Exposure to interest rate risk

The summary quantitative data about the Company's exposure to interest rate risk as reported to the management of the Company is as follows:

Particulars	As at 31 March, 2019 (₹ in lakhs)	As at 31 March, 2018 (₹ in lakhs)
Interest on term loan from bank	244.30	570.92

Interest rate sensitivity

The Company is exposed to the interest rate fluctuations of 1.75% over banks 12 months MCLR (Range from 10.45% to 11.00% per annum as on March 31, 2019). The following table demonstrates the sensitivity to a .25bps increase or decrease in the interest rates with all other variables held constant. The sensitivity analysis is prepared as at the reporting date.

	Profit or loss	
Effect in INR lakhs	**Increase in basis point**	**Decrease in basis point**
31 March, 2019		
Interest on term loan from bank	5.76	(5.76)

	Profit or loss	
Effect in INR lakhs	**Increase in basis point**	**Decrease in basis point**
31 March, 2018		
Interest on term loan from bank	13.12	(13.12)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

Notes forming part of the financial statements for the year ended 31 March, 2019

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

Particulars	31 March, 2019		31 March, 2018	
	AED	INR (in lakhs)	AED	INR (in lakhs)
Accounts Receivable	41,370.00	7.81	64,221.50	11.38
Balance sheet exposure	**41,370.00**	**7.81**	**64,221.50**	**11.38**

Foreign currency sensitivity

The Company is exposed to the AED. The following table demonstrates the sensitivity to a 10% increase or decrease in the AED against INR with all other variables held constant. The sensitivity analysis is prepared on the unhedged exposure of the Company as at the reporting date.

(₹ in lakhs)

	Profit or loss	
Effect in INR lakhs	Increase in basis point	Decrease in basis point
31 March, 2019		
AED	0.78	(0.78)

	Profit or loss	
Effect in INR lakhs	Increase in basis point	Decrease in basis point
31 March, 2018		
AED	1.14	(1.14)

(iii) Other price risk

The Company does not have exposure to equity securities price risk arising from investments in equity shares (Unquoted) held by the Company and classified in the balance sheet at fair value through profit and loss.

(B) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

i) Actual or expected significant adverse changes in business;
ii) Actual or expected significant changes in the operating results of the counter-party;
iii) Financial or economic conditions that are expected to cause a significant change to the counter-party's ability to meet its obligations;
iv) Significant increase in credit risk on other financial instruments of the same counter-party; and
v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Notes forming part of the financial statements for the year ended 31 March, 2019

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

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

The Company limits its exposure to credit risk of balances held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus in bank accounts.

The company recognises expected credit loss based on the following:

Description of category	Category	Internal Rating (IR)	Basis of recognition of expected Credit loss and provision	
			Loans, deposits and other receivables	Trade receivables
Assets where the probablity of default is considered moderate, counter-party where the capacity to meet the obligations is not strong	Standard assets with moderate credit risk	IR 1	12 month expected credit losses	life time expected credit losses (simplified approach)
Assets where there is significant increase in credit risk and high propablity of default.	Substandard assets with high credit risk	IR 2	life time expected credit losses	life time expected credit losses (simplified approach)
Assets are written off when there is no reasonable expectation of recovery. As and when recoveries are made these are recognised in profit and loss	Doubtful assets, credit impaired	IR 3	Asset is written off	

Under the simplified approach, the company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets, the company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity recognises impairment loss allowance based on 12-month ECL.

Notes forming part of the financial statements for the year ended 31 March, 2019

ECL in respect of trade receivables is as follows:

(₹ in lakhs)

	31 March, 2019	31 March, 2018
Balance at the beginning	9,297.42	634.15
Impairment loss recognised	178.18	8,680.59
Amounts written off	(90.35)	(17.32)
Balance at the end	**9,385.25**	**9,297.42**

(₹ in lakhs)

	Internal Rating (IR)	31 March, 2019	31 March, 2018
Gross carrying amount		11,361.34	10,870.21
Provision for doubtful receivables including ECL	IR 2	(9,385.25)	(9,297.42)
Balance at the end of the year		**1,976.09**	**1,572.79**

ECL in respect of current and non current financial assets loans is as follows:

(₹ in lakhs)

	31 March, 2019	31 March, 2018
Balance at the beginning	8,554.28	2,067.25
Impairment loss recognised	492.51	6,487.03
Impairment loss reversed	(419.23)	-
Balance at the end	**8,627.55**	**8,554.28**

(₹ in lakhs)

	Internal Rating (IR)	31 March, 2019	31 March, 2018
Gross carrying amount		21,780.13	12,976.23
Provision for doubtful loans and advances	IR 2	(8,627.55)	(8,554.28)
Balance at the end of the year		**13,152.58**	**4,421.95**

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the company's reputation. The management monitors rolling forecast on the liquidity position and cash and cash equivalents on the basis of expected cash flows. The table below analysis financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Notes forming part of the financial statements for the year ended 31 March, 2019

(₹ in lakhs)

As at 31 March, 2019	Contractual cash flows (₹ in lakhs)				
	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings	7,016.42	2,052.31	4,334.89	629.22	-
Trade payables	1,874.38	1,874.38	-	-	-
Other current financial liabilities	994.64	994.64	-	-	-
Total	**9,885.44**	**4,921.33**	**4,334.89**	**629.22**	**-**

(₹ in lakhs)

As at 31 March, 2018	Contractual cash flows (₹ in lakhs)				
	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings	16,315.18	6,202.11	5,272.96	4,840.11	-
Trade Payables	1,971.65	1,971.65	-	-	-
Other current financial liabilities	1,004.63	1,004.63	-	-	-
Total	**19,291.46**	**9,178.39**	**5,272.96**	**4,840.11**	**-**

Note 43: Capital management

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategicand day-to-day needs. Company consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Company's adjusted net debt to equity ratio is as follows:

(₹ in lakhs)

	31 March, 2019	31 March, 2018
Total borrowings along with accrued interest	7,016.42	16,315.18
Less : Cash and cash equivalents	(220.18)	(118.45)
Adjusted net debt	**6,796.24**	**16,196.73**
Equity	7,222.81	7,178.50
Other Equity	14,902.98	13,722.71
Total Equity	**22,125.79**	**20,901.21**
Adjusted net debt to equity ratio	0.31	0.77

Notes forming part of the financial statements for the year ended 31 March, 2019

Note 44: The Company has purchased 100% shareholding of Labh Ventures India Private Limited w.e.f. September 01, 2018 by way of execution of Share Purchase Agreement for a consideration of Rs 1,628 lakhs. Accordingly, Labh Ventures India Private Limited has become wholly owned subsidiary of the Company.

Note 45: Events after the reporting period

No significant events have occurred after the balance sheet date which requires adjustment or disclosure in the financial statements of the Company.

Note 46: Approval of financial statements

The financial statements are approved for issue by the Audit Committee and Board of Directors at its meeting held on 13th May, 2019.

As per our report of even date attached

For MSKA & Associates
Chartered Accountants
Firm Registration No. : 105047W

For and on behalf of the Board of Directors of
MT Educare Limited
CIN: L80903MH2006PLC163888

Amrish Vaidya
Partner
Membership No.:101739

Mr Mahesh Shetty
Whole-time Director
DIN - 01526975

Mr Debshankar Mukhopadhyay
Director
DIN - 08194567

Mr Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

Place : Mumbai
Date : May 13, 2019

Place : Mumbai
Date : May 13, 2019

Independent Auditor's Report

To the Members of MT Educare Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of MT Educare Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at March 31, 2019, and the consolidated statement of profit and loss, the consolidated statement of changes in equity and the consolidated cash flows statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (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 accounting principles generally accepted in India, of their consolidated state of affairs of the Group, as at March 31, 2019, consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI") and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Recoverability of Loans:

Refer Notes 6 and 12 to the Consolidated Financial Statements
Certain loans aggregating Rs. 11,649.99 lacs given to Sri Gayatri Education Society and Aryan foundation and a deposit given to Interria Multibiz Private Limited amounting to Rs. 6,921.24 lacs (including interest receivable of Rs. 321.24 lacs)) as on March 31, 2019 constitutes 44% of the total financial assets. Out of the above, provision recognised amounted to Rs. 8,739.96 lacs as at March 31, 2019, which involves significant management's estimate and judgment.

As the assessment of recoverability of loans requires management to make significant estimation, exercise judgement on customer payment behaviour, other relevant risk characteristics, we determined this to be a key audit matter.

Our audit procedure in respect of this area included:

i. Obtaining an understanding of Group's processes and controls relating to the monitoring of loans given and review of credit risk of borrowers.
ii. Reviewing underlying documents and supporting evidences.
iii. Obtaining Balance confirmations and evidence of receipts from the borrower subsequent to the year end.
iv. Reviewing ageing report to identify collection risks, assessing overdue receivables and where applicable, reviewing payment history and correspondence with the borrowers on expected settlement dates.

v. Discussing with the management with respect to collectability of the amount lent and adequacy of provision for doubtful advance, including whether any dispute or concerns have been noted by management.
vi. Evaluating management's assumptions and estimates used to determine the provision for doubtful advances.
vii. Assessing the adequacy of the disclosure on receivables and the related risks such as credit risks and liquidity risks in the financial statements.

Recoverability and valuation of trade receivables:

Refer Note 9 to the consolidated financial statements

Trade receivables (Net) amounting to Rs. 2,548.76 lacs as of March 31, 2019 are recognised at their anticipated realisable value, which is the original invoiced amount less an estimated allowance based on Expected Credit Loss model.

Valuation of trade receivables is considered as a key audit matter due to the magnitude of the balance and the significant management judgement used in determining the impairment provision.

Our audit procedures in respect of this area included:

i. Reading through the agreements and correspondence with the Government authorities and understanding the key terms.
ii. Analysing the ageing of trade receivable.
iii. Analysing the list of outstanding receivables and assessing the recoverability of these through inquiry with management and verifying corroborative evidence to support the conclusions drawn.
iv. Assessing management's estimate and related policies with respect to provision on account of credit loss.
v. Verification of calculation of provisions for credit loss.
vi. Verifying the related disclosures provided in the financial statements.

Deferred Tax Assets:

Refer Note 33 to the consolidated financial statements

Determination of recognition criteria as well as the probability of utilising the tax losses in the future involves significant assessment and judgement by the Management. Forecasts and estimates by the management in such estimations are dependent on various external factors. Inherent uncertainty is involved in forecasting future taxable profits and utilisation of deferred tax assets. Accordingly, recognition of Deferred Tax Assets is considered as a Key Audit Matter.

Our audit procedures in respect of this area included:

I. Evaluating management's rationale for the forecast periods selected in determining the likelihood of the Group generating suitable future profits to support the recognition of deferred tax assets.
ii. Evaluation of assessment of Future taxable income available considering any restrictions in the tax legislation impacting the utilisation.
iii. Verifying related disclosures on deferred tax assets in the financial statements.

Information Other than the consolidated financial statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises of information included in the Management report, Chairman's statement and Director's report. The above 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.

Responsibilities of Management and Those Charged with Governance for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group 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; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Consolidated Financial Statements.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
c. The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement 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 the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015.
e. On the basis of the written representations received from

the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of internal financial controls with reference to financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

I. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 32 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies.

2. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Group to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Amrish Vaidya
Partner
Membership No. 101739

Place: Mumbai
Date: May 13, 2019

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MT EDUCARE LIMITED

Auditor's Responsibilities for the Audit of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Amrish Vaidya
Partner
Membership No. 101739

Place: Mumbai
Date: May 13, 2019

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MT EDUCARE LIMITED

[Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of MT Educare Limited on the consolidated financial statements for the year ended March 31, 2019]

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 Group as of and for the year ended March 31, 2019, we have audited the internal financial controls with reference to consolidated financial statements of MT Educare Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, which are not exempted based on the criteria specified in the notification G.S.R. 583 (E) dated June 13, 2017 as amended from time to time, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements 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 ("the 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 Group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding company and its subsidiary companies, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding company and its subsidiary companies.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A Group's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Group's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Group are being made only in accordance with authorizations of management and directors of the Group; 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 consolidated financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements 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, and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, have, in all material respects, an internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2019, based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Amrish Vaidya
Partner
Membership No. 101739

Place: Mumbai
Date: May 13, 2019

Consolidated Balance Sheet as at 31 March, 2019

Particulars	Note. No	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
ASSETS			
Non-current assets			
Property, plant and equipment	4a	4,791.97	3,293.38
Capital work-in-progress		242.67	10.57
Investment Property	4b	3,975.45	-
Goodwill	4c	1,627.52	1,627.52
Other intangible assets	4d	774.93	1,556.95
Intangible assets under development		4.55	69.13
Financial assets			
- Investments	5	0.34	0.31
- Loans	6	6,985.97	3,596.60
- Other financial assets	7	1,327.46	335.70
Deferred tax assets (net)	33	8,674.17	9,101.05
Other non-current assets	8	1,779.03	1,490.91
Total non-current assets		**30,184.06**	**21,082.12**
Current assets			
Financial Assets			
-Trade receivables	9	2,548.76	1,764.96
- Cash and cash equivalents	10	295.40	217.07
- Bank Balances other than cash and cash equivalents	11	646.45	20,035.21
- Loans	12	8,693.70	1,100.03
-Other financial assets	13	2,668.39	2,878.18
Other current assets	14	255.79	261.27
Asset classified as held for sale	15	64.25	64.25
Total current assets		**15,172.74**	**26,320.97**
TOTAL ASSETS		**45,356.80**	**47,403.09**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	7,222.81	7,178.50
Other equity	17	14,692.66	13,308.61
Equity attributable to owners of the company		**21,915.47**	**20,487.11**
Non controlling interests		-	-
Total equity		**21,915.47**	**20,487.11**

Consolidated Balance Sheet as at 31 March, 2019

Particulars	Note. No	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Liabilities			
Non-current liabilities			
Financial Liabilities			
- Borrowings	18	10,416.34	13,003.77
Provisions	19	343.48	324.63
Other non-current liabilities	20	313.62	574.62
Total non-current liabilities		**11,073.44**	**13,903.02**
Current liabilities			
Financial Liabilities			
- Borrowings	21	-	2,151.17
- Trade payables	22		
Outstanding dues of micro enterprises and small enterprises		61.94	-
Outstanding dues of creditors other than above		2,335.44	2,395.42
- Other financial liabilities	23	3,958.25	3,308.41
Provisions	24	195.47	162.92
Other current liabilities	25	5,816.79	4,995.04
Total current liabilities		**12,367.89**	**13,012.96**
Total liabilities		**23,441.33**	**26,915.98**
TOTAL EQUITY AND LIABILITIES		**45,356.80**	**47,403.09**
Summary of significant accounting policies and notes	**1-2**		

The accompanying notes are an intergral part of these consolidated financial statements
As per our report of even date attached

For **MSKA & Associates**
Chartered Accountants
Firm Registration No. : 105047W

Amrish Vaidya
Partner
Membership No.:101739

For and on behalf of the Board of Directors of
MT Educare Limited
CIN: L80903MH2006PLC163888

Mr Mahesh Shetty
Whole-time Director
DIN - 01526975

Mr Debshankar Mukhopadhyay
Director
DIN - 08194567

Mr Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

Place : Mumbai
Date : May 13, 2019

Consolidated statement of profit and loss for the year ended 31 March,2019

	Particulars	Note. No	For the year ended 31 March, 2019 ₹ in lakhs	For the year ended 31 March, 2018 ₹ in lakhs
1	**Income**			
	Revenue from operations	26	22,856.12	22,262.41
	Other income	27	2,078.88	1,450.10
	Total income		**24,935.00**	**23,712.51**
2	**Expenses**			
	Direct expenses	28	12,440.43	12,974.57
	Employee benefits expense	29	3,634.72	3,938.94
	Finance costs	30	1,977.15	2,297.90
	Depreciation and amortisation expense	4	1,813.09	2,136.34
	Other expenses	31	3,932.04	22,535.23
	Total expenses		**23,797.43**	**43,882.98**
3	**Profit /(loss) before tax (1-2)**		**1,137.57**	**(20,170.47)**
4	**Tax expense:**			
	(a) Current tax		-	15.04
	(b) Adjustments for earlier years		(11.06)	31.82
	(c) Deferred tax charge/(credit)	33	236.56	(7,034.77)
			225.50	**(6,987.91)**
5	**Profit/(loss) for the year (3 - 4)**		**912.07**	**(13,182.56)**
6	**Other comprehensive income (OCI)**			
	Items that will not be reclassified to statement of profit and loss			
	Remeasurement of defined benefit plan	39	21.77	10.59
	Income tax related to above	33	(7.15)	(3.63)
	Gain on bargain purchase (refer note 44)		165.11	-
	Income tax related to gain on bargain purchase) (refer note 44	33	(147.62)	-
	Total other comprehensive income		**32.11**	**6.96**
	Total comprehensive income/(loss) for the year (5+6)		**944.18**	**(13,175.60)**
7	**Profit/ (loss) for the year attributable to:**			
	Owners of the Company		912.07	(13,182.56)
	Non - controlling interest		-	-
8	**Other comprehensive income for the year attributable to:**			
	Owners of the Company		32.11	6.96
	Non - controlling interest		-	-
9	**Total comprehensive income/(loss) for the year attributable to:**			
	Owners of the Company		944.18	(13,175.60)
	Non - controlling interest		-	-
10	**Earnings(loss) per share [Nominal value per share of ?10 each (Previous Year. ₹10 each)]:**			
	Basic (₹)	34	1.27	(32.71)
	Diluted (₹)	34	1.27	(32.71)
	Summary of significant accounting policies and notes	**1-2**		

The accompanying notes are an intergral part of these consolidated financial statements
As per our report of even date attached

For **MSKA & Associates**
Chartered Accountants
Firm Registration No. : 105047W

Amrish Vaidya
Partner
Membership No.:101739

For and on behalf of the Board of Directors of
MT Educare Limited
CIN: L80903MH2006PLC163888

Mr Mahesh Shetty
Whole-time Director
DIN - 01526975

Mr Debshankar Mukhopadhyay
Director
DIN - 08194567

Mr Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

Place : Mumbai
Date : May 13, 2019

Consolidated statement of cash flows for the year ended 31 March,2019

Particulars	For the year ended 31 March, 2019		For the year ended 31 March, 2019	
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
A. Cash flow from operating activities				
Profit / (loss) before tax		1,137.57	-	(20,170.47)
Adjustments for:				
Depreciation and amortisation	1,813.09		2,136.34	
Interest income	(1,485.48)		(1,395.10)	
Finance Cost	1,867.27		2,121.80	
Dividend income	(213.45)		(0.01)	
Allowance for doubtful debts and advances written back	(361.26)		-	
Allowance for doubtful debts and advances	-		16,967.90	
Bad debts written off	130.67		18.10	
Net gain on sale of investments	(4.93)		-	
Net loss on sale of property, plant & equipment	44.64		16.79	
Intangible assets written off	-		443.09	
Impairment loss on asset classified as held for sale	-		13.90	
Liabilities no longer required written back (net)	-		(32.13)	
Employee stock option expense	188.40	1,978.95	67.82	20,358.50
Operating profit before working capital changes	-	3,116.52	-	188.03
Changes in working capital:				
(Increase) in trade receivables	(987.45)	-	(269.20)	
(Increase) in other assets	(5,717.32)	-	(7,324.24)	
Increase in trade payables	1.24	-	464.87	
Increase in other liabilities & Provisions	41.24	-	1,097.89	
		(6,662.29)		(6,030.68)
Cash used in operations		(3,545.77)		(5,842.65)
Net income tax paid		(871.34)		(697.37)
Net cash used in operating activities (A)		**(4,417.11)**		**(6,540.02)**
B. Cash flow from investing activities				-
Proceeds from sale of property, plant and equipment	21.76		134.88	
Capital expenditure on property, plant and equipment, including movement in Intangible asets under development and capital advances.	(837.68)		(281.93)	
Purchase of controlling stake in subsidiary company (refer note 44)	(1,628.00)		-	
			-	
Sale of current investments	17,629.93		-	
Purchase of current investments	(17,625.00)		-	
Interest received	243.29		1,465.20	
Loans and advances (given)/received back	(2,676.84)		4,038.66	
Investment in fixed deposits with banks	(991.76)		(324.32)	
Investment in margin money deposit with banks	(611.23)		(5.09)	
Proceeds / (investment) of money in escrow bank account	20,000.00		(20,000.00)	
Dividend on non current investments received	213.45		0.01	
Net cash flow from / (used in) investing activities (B)		**13,737.92**		**(14,972.59)**

Consolidated statement of profit and loss for the year ended 31 March, 2019

Particulars	For the year ended 31 March, 2019		For the year ended 31 March, 2019	
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
C. Cash flow from financing activities				
Proceeds from issue of equity shares	44.31		20,000.00	
(Repayment) / proceeds of non current borrowings	(5,547.38)		13,109.02	
(Repayment) of current borrowings (Net)	(2,253.79)		(10,206.13)	
Share issue expenses	251.46		(580.77)	
Finance cost paid	(1,785.89)		(2,205.88)	
Net cash flow (used in) / generated from financing activities (C)		**(9,291.29)**		**20,116.24**
Net increase/(decrease) in cash and cash equivalents (A+B+C)		**29.53**		**(1,396.38)**
Cash and cash equivalents at the beginning of the year		217.07		1,613.45
Cash and cash equivalents on acquisition of labh (refer note 44)		48.80		-
Cash and cash equivalents at the end of the year (Refer note 10)		**295.40**		**217.07**
Cash and cash equivalents at the end of the year *				
* Comprises:				
Balances with banks in current accounts		294.71		217.07
Deposit with maturity less than three months		0.69		-
		295.40		**217.07**

Notes:
The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Statement of Cash Flows".
Reconciliation of borrowings:

Particulars	Borrowings - non current liabilities	Other financial liabilities	Borrowings - current liabilities
	₹ in lakhs	₹ in lakhs	₹ in lakhs
Opening balance - April 01, 2017	2,013.53	28.25	12,464.30
Cash flows	13,315.73	-	(10,313.13)
Fair value changes	(183.81)	-	-
Current/non current classification	(2,141.70)	2,141.70	-
As at March 31, 2018	**13,003.75**	**2,169.95**	**2,151.17**
Cash flows	(5,547.38)	-	(2,253.79)
Additions on account of acquisition of labh (refer note 44)	3,652.87	-	-
Fair value changes	(21.21)	-	102.62
Current/non current classification	(671.69)	671.69	-
As at March 31, 2019	**10,416.34**	**2,841.64**	**-**

The accompanying notes are an intergral part of these consolidated financial statements
As per our report of even date attached

For **MSKA & Associates**
Chartered Accountants
Firm Registration No. : 105047W

For and on behalf of the Board of Directors of
MT Educare Limited
CIN: L80903MH2006PLC163888

Amrish Vaidya
Partner
Membership No.:101739

Mr Mahesh Shetty
Whole-time Director
DIN - 01526975

Mr Debshankar Mukhopadhyay
Director
DIN - 08194567

Mr Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

Place : Mumbai
Date : May 13, 2019

Consolidated Statement of changes in equity for the year ended 31 March 2019

Particulars	As at 31 March, 2019	As at 31 March, 2018
	₹ in lakhs	₹ in lakhs
Balance at the beginning of the reporting period	7,178.50	3,982.08
Changes in equity share capital during the year	44.31	3,196.42
Balance at the end of the reporting year	**7,222.81**	**7,178.50**

B) Other Equity

₹ in lakhs

Particulars	Attributable to owners of the company							
	Reserves and Surplus							
	General reserve	Securities premium reserve	Employee stock options outstanding account	Retained earnings	Capital reserve	Total attributable to owners of the company	Non - controlling interests	Total
Balance as on 31 March, 2017 (A)	**6,806.52**	**3,373.63**	**-**	**13.43**	**-**	**10,193.58**	**-**	**10,193.58**
Securities premium credited on shares issue	-	16,803.58	-	-	-	16,803.58	-	16,803.58
Transaction costs arising on share issue	-	(580.77)	-	-	-	(580.77)	-	(580.77)
Employee stock option expense	-	-	67.82	-	-	67.82	-	67.82
Total (B)	**-**	**16,222.81**	**67.82**	**-**	**-**	**16,290.63**	**-**	**16,290.63**
Additions during the year:								
Net Loss for the year	-	-	-	(13,182.56)	-	(13,182.56)	-	(13,182.56)
Items of OCI for the year, net of tax								
- Remeasurement of defined benefit plan	-	-	-	6.96	-	6.96	-	6.96
Total comprehensive income for the year (C)	**-**	**-**	**-**	**(13,175.60)**	**-**	**(13,175.60)**	**-**	**(13,175.60)**
Reductions during the year:								
Transferred to general reserve	(13,182.56)	-	-	13,182.56	-	-	-	-
Total (D)	**(13,182.56)**	**-**	**-**	**13,182.56**	**-**	**-**	**-**	**-**
Balance as on 31 March, 2018 (E= A+B+C+D)	**(6,376.04)**	**19,596.44**	**67.82**	**20.39**	**-**	**13,308.61**	**-**	**13,308.61**
Reversal of transaction costs arising on share issue	-	251.46	-	-	-	251.46	-	251.46
Employee stock option expense	-	-	188.40	-	-	188.40	-	188.40
Transferred to securities premium account on exercise of stock options	-	184.11	(184.11)	-	-	-	-	-
Total (F)	**-**	**435.57**	**4.29**	**-**	**-**	**439.86**	**-**	**439.86**
Additions during the year:								
Net profit for the year	-	-	-	912.07	-	912.07	-	912.07

Items of OCI for the year, net of tax

Particulars	Attributable to owners of the company							
	Reserves and Surplus							
	General reserve	Securities premium reserve	Employee stock options outstanding account	Retained earnings	Capital reserve	Total attributable to owners of the company	Non - controlling interests	Total
- Remeasurement of defined benefit plan	-	-	-	14.63	-	14.63	-	14.63
- Gain on bargain purchase (Refer note 44)	-	-	-	-	17.49	17.49	-	17.49
Total comprehensive income for the year (G)	**-**	**-**	**-**	**926.70**	**17.49**	**944.19**	**-**	**944.19**
Reductions during the year:								
Transferred to general reserve	912.07	-	-	(912.07)	-	-	-	-
Total (H)	**912.07**	**-**	**-**	**(912.07)**	**-**	**-**	**-**	**-**
Balance as on 31 March, 2019 (I=E+F+G+H)	**(5,463.97)**	**20,032.01**	**72.11**	**35.02**	**17.49**	**14,692.66**	**-**	**14,692.66**

The accompanying notes are an intergral part of these consolidated financial statements
As per our report of even date attached

For **MSKA & Associates**
Chartered Accountants
Firm Registration No. : 105047W

Amrish Vaidya
Partner
Membership No.:101739

Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors of
MT Educare Limited
CIN: L80903MH2006PLC163888

Mr Mahesh Shetty
Whole-time Director
DIN - 01526975

Mr Debshankar Mukhopadhyay
Director
DIN - 08194567

Mr Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

Place : Mumbai
Date : May 13, 2019

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

1 Corporate information

MT Educare Limited ('the 'Company' or the 'Holding Company'), its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group') is an education support and coaching services provider for students in the secondary and higher secondary school and for students pursuing graduation degree in commerce, preparing for various competitive examinations and undertaking chartered accountancy examinations.The Company is a public limited company domiciled in India and is incorporated under the provisions of Companies Act, 1956. The Company's share are listed on two recognised stock exchanges - National Stock Exchange and Bombay Stock Exchange.

2 Summary of significant accounting policies

2.1 Basis of accounting and preparation of financial statements

(a) Statement of Compliance with Ind AS

These financial statements of the Group (also referred to as consolidated financial statements) have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.These consolidated financial statements for the year ended 31 March 2019 are prepared in accordance with Ind AS.

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Basis of measurement

The consolidated financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:-

I) Certain financial assets and liabilities measured at fair value
ii) Share based payment measured at fair value
iii) Defined benefit plans – plan assets measured at fair value
iv) Assets classified as held for sale - measured at the lower of carrying amount or fair value less costs to sell

The consolidated financial statements are prepared in Indian Rupees ('INR') and all values are rounded off to the nearest lakhs, except when otherwise indicated.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of business and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

(c) Significant accounting estimates and judgements

The preparation of consolidated financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the balance sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the balance sheet date. The estimates and assumptions used in the accompanying consolidated financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the consolidated financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

Information about assumptions and estimation uncertainties

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes together with the accounting policies:

Note - Recognistion and measurement of deferred tax asset
Note - Impairment of assets (both financial and non-financial)
Note - Fair value measurement of financial instruments
Note - Useful life of Property, plant and equipment, Intangible assets and Intangible assets under development
Note - Share based payments

2.2 Cash and cash equivalents

Cash and cash equivalent in the Consolidated Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash at bank and on hand and short-term deposits, as defined above, net of bank overdrafts as they are considered an integral part of the Group's cash management.

2.3 Property, plant and equipment, capital work in progress and capital advances

An item of Property, Plant and Equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of Property, Plant and Equipment are carried out at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price, borrowing costs, if capitalization criteria are met and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes, freight, and installation and allocated incidental expenditure during construction/ acquisition and exclusive of input tax credit or other tax credit available to the Group.

Subsequent expenditure relating to property, plant and equipment is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Rent paid for the period beginning/commencing from taking over vacant possession of the premises and ending with the date of completion of project/improvements or for a period of 3 months, which ever is earlier, is capitalized under leasehold improvements.

In case of centers closed down or relocated during the period, Written Down Value (WDV) of leasehold improvements / fixtures as on the date on which the centre is closed down / relocated are completely written off.

Capital Work-In-Progress are assets that are not ready for the intended use as at the Balance Sheet date. Capital advances represents advances given towards acquisition of property, plant and equipment and are outstanding as at the Balance Sheet date. Capital advances are disclosed under other non-current assets.

2.4 Other Intangible assets and Intangible assets under development

Intangible assets acquired separately:
Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination:
Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, if any.

Internally generated Intangible Assets – Research and Development Expenditure:
Expenditure on research activities is recognised in Statement of Profit and Loss in the period in which it is incurred. An internally generated intangible asset arising from development is recognised if and only if it meets the recognition criteria of intangible assets. The amount initially recognised is the sum total of expenditure incurred from the date when the intangible asset first meets the recognition criteria. Where no intangible asset can be recognised, development expenditure is recognised in Statement of Profit and Loss in the period in which it is incurred. Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets under development:

Expenses incurred on in-house development of courseware and products are shown as Intangible asset under developement till the asset is ready to use. They shall be capitalized either individually or as a knowledge bank in the form of Technology Aided Teaching (TAT) / Multimedia Software. Their technical feasibility and ability to generate future economic benefits is established in accordance with the requirements of Ind AS 38, "Intangible Assets.

2.5 Depreciation and Amortisation

Depreciation is calculated on a straight-line basis to allocate the cost of assets, net of their residual values, if any, over their estimated useful lives. Components having value significant to the total cost of the asset and life different from that of the main asset are depreciated over its useful life. The useful lives have been determined based on technical evaluation in line with useful lives mentioned in Schedule II to the Act except for air-conditioners, office equipments and computer hardware where the management believes the revised useful life of these assets correctly reflect the periods over which the assets are expected to be used. Useful life for Air conditioners, Office equipments and Computer hardware is 6, 4 and 4 years respectively which are grouped under plant and machinery (including office equipments) and computers and e learning equipments.

Residual values, useful life of assets and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year with the effect of any changes in the estimate is accounted for on a prospective basis.Amortization of the intangible assets is provided on pro-rata basis on straight line basis based on management's technical assessment of useful life of the assets:

(I) A period of 3 years on non-compete fees and Technology Aided Teaching (TAT)
(ii) A period of 3 years on goodwill, based on management's current estimate of useful life of the asset
(iii) A period of 5 years on ERP - SAP and other Software
(iv) A period of 5 years on purchase of License for Online teaching
(v) A period of 3 years for content

2.6 Impairment of non-financial assets

The Company assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

2.7 Goodwill and impairment of goodwill

Goodwill is measured as the excess of the sum of the consideration transferred over the net of acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Company's cash generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each assets in the unit. Any impairment loss for goodwill is recognised directly in Statement of Profit and Loss.

An impairment loss recognised for goodwill is not reversed in subsequent periods.

2.8 Revenue recognition

Group earns revenue primarily from providing coaching and educational support services to customer. Effective April 1, 2018, the Group has applied Ind AS 115 "Revenue from contract with customer" which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. The Group has adopted Ind AS 115 using the cumulative effect method. The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information is not restated in the consolidated financial statements – i.e. the comparative information continues to be reported under Ind AS 18. Refer note 2.7 – Significant accounting policies – Revenue recognition in the Annual report of the Group for the year ended March 31, 2018, for revenue recognition policy as per Ind AS 18. The impact of adoption of the standard on the consolidated financial statements of the Group is not material.

The Group recognises revenue when (or as) the Group satisfies a performance obligation by transferring a promised goods or services to a customer. The promised goods or service is transferrred when (or as) the customer obtains control over a good or service.

- Revenue related to coaching services to students/government is recognised based on time elapsed mode and revenue is straight lined over the period of course duration.
- Revenue from sale of hardware/content is recognised upfront at the point in time when the hardware / content is delivered to the customer via online/offline delivery, wherever applicable, while the Company retains neither managerial involvement nor the effective control.
- Management fees and revenue from government projects includes fees for services rendered and is recognised upon transfer of promised service based on achievement of milestone.
- In arrangements of providing both coaching services as well as hardware/content to students, the Group has applied the guidance in Ind AS 115 "Revenue from Contract with Customers", by applying the revenue recognition criteria for each distinct performance obligation. For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price.

Revenue is measured based on the transaction price, which is the consideration, adjusted for concessions and discounts, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings/receipts on contracts. Contract assets are classified as unbilled receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Advance fees ("contract liability") is recognised when there is billings/receipts in excess of revenues.

2.9 Other income

Interest income from a financial asset is recognised on a time basis, by reference to the principal outstanding using the effective interest method provided it is probable that the economic benefits associated with the interest will flow and the amount of interest can be measured reliably. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

Royalty revenue is recognised on an accrual basis in accordance with the substance of the relevant agreement or underlying arrangement in case of sales provided that it is probable that the economic benefits associated with the royalty shall flow and the amount of royalty can be measured reliably.

Dividend income from investments is recognised when the right to receive dividend is established provided it is probable that the economic benefits associated with the dividend will flow and also the amount of dividend income can be measured reliably.

2.10 Foreign currency transactions and translations

Initial recognition:

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is the Group's functional and presentation currency. Foreign currency transactions are recorded in the functional currency by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Conversion:

Foreign currency monetary items are reported using the closing exchange rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when such values were determined.

Exchange differences:

Exchange differences arising on the settlement of monetary items or on reporting the Group's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they occur.

2.11 Employee benefits

Employee benefits include Provident Fund, Employee State Insurance Scheme, Gratuity and Compensated Absences.

Defined contribution plan:

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

The Group's contribution to Provident Fund and Employee State Insurance are considered as defined contribution plan and are recognised as an expense in the Consolidated Statement of Profit and Loss based on the amount of contribution required to be made as and when services are rendered by the employees. The Group has no further obligations under these plans beyond its monthly contributions.

Defined benefit plan:

For Defined Benefit Plans in the form of Gratuity - funded and unfunded, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest) is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Remeasurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to Consolidated Statement of Profit and Loss. Past service cost is recognised immediately for both vested and the non-vested portion. The retirement benefit obligation recognised in the Consolidated Balance Sheet represents the present value of the defined benefit obligation, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited taking into account the present value of available refunds and reductions in future contributions to the schemes.

Short term and Other Long term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits, employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

2.12 Share based payments

Senior executives employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the Consolidated Statement of Profit and Loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.13 Leases

Operating Leases

Leases where the lessor effectively retains substantially all risks and benefits of ownership of the leased premises during the lease term are classified as 'Operating Lease'. Operating lease payments are recognized as an expense in the Consolidated Statement of Profit and Loss on a monthly accrual basis as per agreements, except in case of newly rented premises where the rent paid for the period beginning/ commencing from taking over vacant possession of premises and ending with date of completion of the improvements / project or rent paid for 3 months, whichever is earlier, is capitalized and added to the cost of leasehold improvements.

Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

2.14 Earnings per share

Basic Earnings Per Share is calculated by dividing the Net profit / loss after tax for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period and for all periods presented are adjusted for events of bonus, granting and vesting employee stock options to employees. For the purpose of calculating diluted earnings per share, the net profit / loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.15 Tax expense

Tax expense represents the sum of the tax currently payable and deferred tax.

Current tax:

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Consolidated Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using applicable tax rates that have been enacted or substantively enacted by the end of the reporting period and the provisions of the Income Tax Act, 1961 and other tax laws, as applicable.

Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in Consolidated Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively.

2.16 Provisions, Contingent liabilities, contingent asstes and commitments

A provision is recognized when there is a present obligation (legal or constructive) as a result of a past

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

event; it is probable that an outflow of resources will be required to fulfill the obligation and in respect of which reliable estimate can be made. Provisions other than employee benefits are not discounted to their present value and are determined based on best estimate required to fulfill the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the best current estimate.

Contingent liabilities are not recognized but are disclosed in the notes to the consolidated financial statements where an inflow of economic benefits is probable.

Contingent assets are neither recognized nor disclosed in the consolidated financial statements.

Commitments include the amount of purchase order (net of advances) issued to parties for construction / completion of assets.

2.17 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM) of the Group. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group.

2.18 Borrowings and borrowing cost

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Consolidated Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of cost of asset, if any. All other borrowing costs are expensed in the period in which they occur.

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

2.19 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as Investment Property. Investment property is measured at its cost, including related transaction costs and, where applicable, borrowing costs less depreciation and impairment, if any. Depreciation on building is provided over its useful life using the straight lining method.
Useful life considered for calculation of depreciation for assets class are as follows:
Factory building - 30 years

2.20 Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets classified as held for sale are not depreciated or amortized.

2.21 Business combinations

Business combinations are accounted for using the 'Acquisition Method'. At the acquisition date, identifiable assets acquired and liabilities assumed are

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognized in accordance with the requirements of Ind AS 12, 'Income Taxes' and Ind AS 19, 'Employee Benefits', respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as 'Goodwill'. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as 'Capital Reserve'. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Consolidated Statement of Profit and Loss in the period in which they are incurred.

In case of business combinations involving entities under common control, the above policy does not apply. Business combinations involving entities under common control are accounted for using the 'Pooling of Interests Method'. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of transferor entity or business is recognised as 'Capital Reserve' under equity.

2.22 Events after the reporting date

Where events occuring after the balance sheet date provide evidence of conditions that existed as at the end of the reporting period, the impact of such events is adjusted within the consolidated financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.23 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.

Initial recognition and measurement of financial assets and financial liabilities

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. At initial recognition, financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at Fair Value through Profit or Loss are recognised in the Consolidated Statement of Profit and Loss.

(a) Financial assets

(i) Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Debt instruments that meet conditions based on purpose of holding assets and contractual terms of instrument are subsequently measured at amortised cost using effective interest method. All other financial assets are measured at fair value. Income is recognised on an effective

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

interest basis for debt instruments other than those financial assets classified as Fair Value Through Profit or Loss. Interest income is recognised in profit or loss and is included in the "Other income" line item

(ii) Impairment of financial assets

The Group applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

I. Trade receivables
ii. Financial assets measured at amortized cost (other than trade receivables)
iii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii and iii above), the Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Consolidated Statement of Profit and Loss under the head 'Other expenses'.

(b) Financial liabilities and equity instruments

(I) Classification of debt or equity

Debt or equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of financial liability and equity instrument.

(ii) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

(iii) Financial liabilities

All financial liabilities (other than derivative financial instruments) are measured at amortised cost using effective interest method at the end of reporting periods.

Derecognition of financial assets and financial liabilities

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or when the Group transfers the contractual

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

rights to receive the cash flows of the financial asset in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and does not retain control of the financial asset. The Group derecognises a financial liability (or a part of financial liability) when the contractual obligation is discharged, cancelled or expires.

(c) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.24 Fair value measurement

The Company measures financial instrumens at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

2.25 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (together referred to as "Group"). Control exists when the Group has:

- power over the investee;
- exposure or rights, to variable returns from its involvement with the investee; and
- ability to use its power over the investee to affect its returns.The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Generally, there is a presumption that a majority of voting rights result in control. When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- The size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

- Potential voting rights held by the Group, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed off during the year are included in the Consolidated Statement of Profit and Loss from the date the Company gains control until the date when the Group ceases to control the subsidiary.

If the Group losses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity. Any investment retained is measured at fair value.

Any resultant gain or loss is recognised in the Consolidated Statement of Profit and Loss.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding Company, i.e. year ended on 31 March 2019.

The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Holding Company and its subsidiaries have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses in accordance with Ind AS 110 "Consolidated Financial Statements". Further, the carrying amount of the Holding Company's investments in each subsidiary and the Parent's portion of equity of each subsidiary are eliminated on consolidation.

b) Profit or loss and each component of Other Comprehensive Income (the 'OCI') are attributed to the equity holders of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

c) The excess of cost to the Group of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus' in the consolidated financial statements.

d) Non-controlling Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the non-controlling shareholders' at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year and each component of other comprehensive income of the subsidiaries attributable to non-controlling interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders' of the Company.

e) Goodwill arising on consolidation is not amortised but tested for impairment.

3 Recent accounting pronouncements

(a) Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Company has not applied as they are effective from April 1, 2019:

<u>**Ind AS 116 – Leases**</u>

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, 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. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

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:

I) Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors

II) Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

III) 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:

I. 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

ii. 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 standard, but does not expect material impact on the financial statement on adaption.

<u>**Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)**</u>

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following:

(1) The entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty .

(2) The entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount.

(3) Entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

The Group does not expect any significant impact of the amendment on its financial statements.

<u>**AS 23 – Borrowing Costs**</u>

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect any impact from this amendment

<u>**Ind AS 19 – Plan Amendment, Curtailment or Settlement**</u>

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Group does not expect this amendment to have any significant impact on its financial statements.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 4a Property, plant and equipment

₹ in lakhs

Particulars	Gross Block					Accumulated Depreciation					Net Block
	As at 01.04. 2018	Additions	Additions on acquisition of Labh Ventures India Pvt. Ltd. (refer note 44)	Disposals/ adjust- -ments	As at 31.03.2019	As at 01.04.2018	additions	Additions on acquisition of Labh Ventures India Pvt. Ltd. (refer note 44)	Disposals/ adjust- -ments	As at 31.03.2019	As at 31.03.2019
Tangible assets (owned)											
Freehold land	-	-	445.49	-	445.49	-	-			-	445.49
Building	680.08	-	1,795.74	-	2,475.82	198.03	102.64	456.37	-	757.04	1,718.78
Plant & machinery (including office equipments)	2,246.64	94.33	110.90	75.14	2,376.73	1,602.46	213.39	24.15	58.87	1,781.13	595.60
Furniture & fixtures	4,154.98	199.92	208.90	87.27	4,476.53	2,596.25	340.05	85.31	47.70	2,973.91	1,502.62
Vehicles	36.12	4.68	-	4.80	36.00	24.39	4.24	-	2.11	26.52	9.48
Computers and e-learning equipment	2,576.63	209.07	-	134.16	2,651.54	1,979.94	277.90	-	126.30	2,131.54	520.00
Total	**9,694.45**	**508.00**	**2,561.03**	**301.37**	**12,462.11**	**6,401.07**	**938.22**	**565.83**	**234.98**	**7,670.14**	**4,791.97**

Note 4b investment property

₹ in lakhs

Particulars	Gross Block				Accumulated Depreciation					Net Block
	As at 01.04.2018	Additions on acquisition of Labh Ventures India Pvt. Ltd. (refer note 44)	Disposals/ adjust- -ments	As at 31.03.2019	As at 01.04.2018	Additions	Additions on acquisition of Labh Ventures India Pvt. Ltd. (refer note 44)	Disposals/ adjust- -ments	As at 31.03.2019	As at 31.03.2019
Freehold land	-	1,039.48	-	1,039.48	-	-	-	-	-	1,039.48
Building	-	3,317.79	-	3,317.79	-	7.98	373.84	-	381.82	2,935.97
Total	-	**4,357.27**	**-**	**4,357.27**	**-**	**7.98**	**373.84**	**-**	**381.82**	**3,975.45**

Note 4c Goodwill

₹ in lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block
	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 31.03.2019
Goodwill on consolidation	1,627.52	-	-	1,627.52	-	-	-	-	1,627.52
Goodwill (acquired seperately)	137.47	-	-	137.47	137.47	-	-	137.47	-
Total	**1,764.99**	**-**	**-**	**1,764.99**	**137.47**	**-**	**-**	**137.47**	**1,627.52**

Note 4d Other Intangible assets

₹ in lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block
	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 31.03.2019
Trademark	1.22	-	-	1.22	1.22	-	-	1.22	-
SAP	328.80	8.00	-	336.80	277.61	18.70	-	296.31	40.49
Software	600.95	4.00	-	604.95	256.53	123.07	-	379.60	225.35
Content	3,591.64	83.38	-	3,675.02	2,430.30	735.63	-	3,165.93	509.09
Technology aided teaching	60.56	-	-	60.56	60.56	-	-	60.56	-
Non compete fees	126.00	-	-	126.00	126.00	-	-	126.00	-
Total	**4,709.17**	**95.38**	**-**	**4,804.55**	**3,152.22**	**877.40**	**-**	**4,029.62**	**774.93**

Note:

(a) Mortgage is created in favour of bank for limits granted to Sri Gayatri Education Society. Refer Note 32.1.1

(b) Depreciation for the year includes depreciation of Rs 10.50 lakhs (Previous year 2018 Rs 15.60 lakhs) capitalized during the year.

Note 4a Property, plant and equipment

₹ in lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block
	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 31.03.2018
Tangible Assets (Owned)									
Building	680.08	-	-	680.08	176.49	21.54	-	198.03	482.05
Plant & machinery (including office equipments)	2,382.70	89.63	225.69	2,246.64	1,552.37	241.79	191.70	1,602.46	644.18
Furniture & fixtures	4,566.35	137.38	548.75	4,154.98	2,568.08	354.36	326.19	2,596.25	1,558.73
Vehicles	36.13	-	0.01	36.12	20.14	4.26	0.01	24.39	11.73
Computers and e-learning equipment	2,615.84	54.05	93.26	2,576.63	1,685.35	355.35	60.76	1,979.94	596.69
Total	**10,281.10**	**281.06**	**867.71**	**9,694.45**	**6,002.43**	**977.30**	**578.66**	**6,401.07**	**3,293.38**

Note 4c Goodwill

₹ in lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block
	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 31.03.2018
Goodwill on consolidation	1,627.52	-	-	1,627.52	-	-	-	-	1,627.52
Goodwill (acquired seperately)	137.47	-	-	137.47	137.47	-	-	137.47	-
Total	**1,764.99**	**-**	**-**	**1,764.99**	**137.47**	**-**	**-**	**137.47**	**1,627.52**

Note 4d Other Intangible assets

₹ in lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block
	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 31.03.2018
Trademark	1.22	-	-	1.22	1.22	-	-	1.22	-
SAP	303.91	24.89	-	328.80	238.72	38.89	-	277.61	51.19
Software	591.62	9.33	-	600.95	134.87	121.66	-	256.53	344.42
Content	3,636.23	467.60	512.19	3,591.64	1,623.50	1,014.09	207.29	2,430.30	1,161.34
Technology Aided Teaching	60.56	-	-	60.56	60.56	-	-	60.56	-
Non Compete Fees	126.00	-	-	126.00	126.00	-	-	126.00	-
Total	**4,719.54**	**501.82**	**512.19**	**4,709.17**	**2,184.87**	**1,174.64**	**207.29**	**3,152.22**	**1,556.95**

Note:

(a) Mortgage is created in favour of bank for limits granted to Sri Gayatri Education Society. Refer Note 32.1.1

(b) Depreciation for the year includes depreciation of Rs 10.50 lakhs (Previous year 2018 Rs 15.60 lakhs) capitalized during the year.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 7 - Other non current financial assets

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
(Unsecured considered good, unless stated otherwise)		
In fixed deposit with maturity for more than 12 months (refer note 7.1)	1,327.46	335.70
Total	**1,327.46**	**335.70**

Note:

7.1 Held as lien by bank against bank guarantees issued.

Note 8 Other non-current assets

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
(Unsecured considered good, unless stated otherwise)		
(a) Gratuity Fund (refer note 39)	4.02	3.78
(b) Prepaid expenses	252.01	881.00
(c) Advance tax and tax deducted at source (net of tax provisions)	1,474.03	604.65
(d)Capital advances	48.97	1.48
Subtotal (a)	**1,779.03**	**1,490.91**
Unsecured considered doubtful		
Capital Advances	80.00	80.00
Less: Provision for doubtful capital advances	(80.00)	(80.00)
Subtotal (b)	**-**	**-**
Total (a+b)	**1,779.03**	**1,490.91**

Note 9 Trade receivables

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Trade receivables	13,276.92	12,420.14
Less: Provision for doubtful trade receivables	(10,728.16)	(10,655.18)
Total	**2,548.76**	**1,764.96**
Current portion	2,548.76	1,764.96
Non Current portion	-	-

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note:

9.1 There are no debts due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies in which any director is a partner or a director or a member.

9.2 Breakup of Security details:

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Trade receivables - considered good - secured	-	-
Trade receivables - considered good - unsecured	2,548.76	1,764.96
Trade receivables which have significant increase in credit risk	4,468.81	4,451.44
Trade receivables - credit impaired	6,259.35	6,203.74
Total	**13,276.92**	**12,420.14**
Less: Provision for doubtful trade receivables	(10,728.16)	(10,655.18)
Total trade receivables	**2,548.76**	**1,764.96**

Note 10 Cash and cash equivalents

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Balances with banks in current accounts	294.71	217.07
Deposit with maturity less than three months	0.69	-
Total	**295.40**	**217.07**

Note 11 Bank Balances other than cash and cash equivalents

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Balances with banks:		
(a) Margin money deposit in banks (refer note 11.1)	644.83	33.59
((b) In dividend payment bank account (Earmarked account) (refer note 11.2)	1.62	1.62
(c) In escrow account (refer note 11.3)	-	20,000.00
Total	**646.45**	**20,035.21**

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note:

11.1 Held as lien by bank against bank guarantees issued.

11.2 The Company can utilise these balances only towards settlement of unclaimed dividend.

11.3 - Zee Learn Limited had entered into share subscription agreement dated February 14, 2018 with the Company and had invested Rs. 20,000 lakhs by way of issue of 31,964,200 equity shares of the Company @ Rs. 62.57 per share on preferential basis. The subscription money was held in escrow account as at 31 March, 2018.

Note 12 Current financial assets loans

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
(a) Security deposits (refer note 12.1)	7,520.56	71.80
(b) Loans and advances to others (refer note 12.2)	1,790.51	1,040.69
	9,311.07	**1,112.49**
Less: Provision for doubtful loans and advances	(617.37)	(12.46)
Total	**8,693.70**	**1,100.03**

Note

12.1 Includes Rs. 6,600 lakhs given to one of the vendor against service agreement

12.2 Loans are given to others for their business purposes.

12.3 Breakup of Security details:

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Loans - considered good - secured	-	-
Loans - considered good - unsecured	8,693.70	1,100.03
Loans which have significant increase in credit risk	617.37	12.46
Loans - credit impaired	-	-
Total	**9,311.07**	**1,112.49**
Less: Provision for doubtful loans and advances	(617.37)	(12.46)
Total loans	**8,693.70**	**1,100.03**

Note 13 Other current financial assets

Particulars	As at 31 March, 2019	As at 31 march, 2018
(Unsecured, considered good, unless stated otherwise)	₹ in lakhs	₹ in lakhs
Visiting faculty salary recoverable	42.64	36.60
Unbilled receivables	2,161.14	1,655.45
Others	464.61	1,186.13
Total	**2,668.39**	**2,878.18**

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 14 Other current assets

Particulars	As at 31, March, 2019	As at 31 March, 2018
	₹ in lakhs	₹ in lakhs
(Unsecured, considered good, unless stated otherwise)		
(a) Prepaid expenses	97.00	52.25
(b) Balances with government authorities	68.82	23.66
(c) Advances to suppliers	67.70	161.26
(d) Others	22.27	24.10
Subtotal (a)	**255.79**	**261.27**
Unsecured considered doubtful		
Advances to suppliers	185.00	412.00
Less: Provision for doubtful advances to suppliers	(185.00)	(412.00)
Subtotal (b)	-	-
Total(a+b)	**255.79**	**261.27**

Note 15 Assets classified as held for sale

Particulars	As at 31 March, 2019	As at 31 March, 2018
	₹ in lakhs	₹ in lakhs
Investment in Property (refer note 15.1)	64.25	78.15
Less: Impairment	-	(13.90)
Total	**64.25**	**64.25**

Note 15.1

The Group intends to dispose off property at Gazipur, as it no longer intends to utilise. In the previous year, this asset has been reclassified from investment property to assets classified as held for sale.

Note 16 Share capital

The Company has only one class of share capital having a par value of ₹10 per share, referred to herein as equity shares.

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of Shares	₹ in lakhs	Number of Shares	₹ in lakhs
(a) Authorised				
Equity shares of ₹10 each (previous year 2018 ₹10 each)	80,000,000	8,000.00	80,000,000	8,000.00
(b) Issued, subscribed and paid up				
Equity shares of ₹10 each fully paid up (previous year 2018 ₹10 each fully paid up)	72,228,054	7,222.81	71,784,984	7,178.50
Total	**72,228,054**	**7,222.81**	**71,784,984**	**7,178.50**

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 16.1

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of Shares	₹ in lakhs	Number of Shares	₹ in lakhs
Opening Balance at the beginning of the year	71,784,984	7,178.50	39,820,784	3,982.08
Add: Shares issued during the year	443,070	44.31	31,964,200	3,196.42
Closing Balance at the end of the year	**72,228,054**	**7,222.81**	**71,784,984**	**7,178.50**

Note 16.2 Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having par value of ` 10 per share. Each shareholder is entitled to one vote per share held. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 16.3

Details of shares held by each shareholder holding more than 5% of the aggregate shares in the company:

Class of shares / Name of shareholder	As at 31 March, 2019		As at 31 March, 2018	
	Number of Shares	₹ in lakhs	Number of Shares	₹ in lakhs
Equity shares				
Mahesh R. Shetty	17,036,803	23.59%	17,036,803	23.73%
Zee Learn Limited	42,701,173	59.12%	31,964,200	44.53%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Note 16.4

Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Nil (previous year 2018 Nil)

Note 16.5

Shares reserved for issue under options

For details of shares reserved for issue under the Share Based Payment plan of the company, refer note 35.

Note 17 Other equity

Particulars	As at 31 March, 2019	As at 31 March, 2018
	₹ in lakhs	₹ in lakhs
(a) Securities premium reserve	20,032.01	19,596.44
(b) General reserve	(5,463.97)	(6,376.04)
(c) Employee stock options outstanding account	72.11	67.82
(d) Surplus / (deficit) in statement of profit and loss	35.02	20.39
(e) Capital reserve	17.49	-
Total	14,692.66	13,308.61

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
(a) Securities premium reserve		
Opening balance	19,596.44	3,373.63
Add : Securities premium credited on shares issue	184.11	16,803.58
Add: Reversal of transaction costs arising on share issue	251.46	-
Add: Transaction costs arising on share issue	-	(580.77)
Closing balance	**20,032.01**	**19,596.44**
(b) General reserve		
Opening balance	(6,376.04)	6,806.52
Add: Transferred from surplus/(deficit) in statement of Profit and Loss	912.07	(13,182.56)
Closing balance	**(5,463.97)**	**(6,376.04)**
(c) Employee stock options outstanding account		
Opening balance	67.82	-
Add: Employee stock option expense	188.40	67.82
Less: transferred to securities premium account on exercise of stock options	(184.11)	-
Closing balance	**72.11**	**67.82**
(d) Surplus / (deficit) in statement of profit and Loss		
Opening balance	20.39	13.43
Add: Net profit/(loss) for the year	912.07	(13,182.56)
Add: Items of OCI for the year, net of tax	14.63	6.96
Transferred to general reserve	(912.07)	13,182.56
Closing balance	**35.02**	**20.39**
(e) Capital Reserve		
Opening balance	-	-
Add: Gain on bargain purchase (refer note 44)	17.49	-
Total	**14,692.66**	**13,308.61**

Note:

17.1 Securities Premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

17.2 The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. The General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive Income.

17.3 The Share options outstanding account is used to recognise the grant date fair value of options issued to employees under employee stock option plan.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 18 Non current financial liabilities borrowings

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Secured:		
Term loan (refer note 18.1)		
- from Bank	5,651.61	5,551.17
- from other parties	7,606.37	9,599.66
Unsecured:		
Term Loan		
Term loan from other parties (refer note 18.1-ii)	-	22.89
Less: Current maturity of non current borrowings and interest accrued and due thereon (refer note 23)	(2,841.64)	(2,169.95)
Total	**10,416.34**	**13,003.77**

Note:

18.1 Nature of security and terms of repayment for secured borrowings:

(i) Nature of security:

Term loan from bank is secured by: -
first pari passu hypothecation charge on the entire current assets and movable assets (except vehicle) of the Company both present and future; -
- pledge of shares owned by the promoter of the Company; and
- personal guarantee given by the promoter of the Company.

Term loan from Shamrao Vithal Co-operative Bank Ltd. is secured by mortgage of immovable property at Mangalore, securitisation of lease rentals and
personal guarantee of shareholders

Term loan from other party is secured by:
- first pari passu hypothecation charge on the entire current assets and movable assets of the Company both present and future;
- pledge of shares owned by the promoter of the Company; and
- personal guarantee given by the promoter of the Company.

(ii) Terms of repayment:
In case of term loan from bank:

Repayable in 8 half yearly installments starting from September 2018. Last installment due in April 2022. Rate of interest is 1.75% to 2.75% over banks 12 months MCLR (Range from 10.45% to 11.00% per annum as on March 31, 2019 and March 31, 2018).
Shamrao Vithal Co-operative Bank Ltd. bank loan is repayable in monthly installments of Rs. 51.56 lakhs per month. Last installment due in March 2030. Rate of interest is 10.55% (10% per annum as at March 31, 2018 , 11.50% per annum as at April 01, 2017).

In case of term loan from other party:
- Repayable in 10 half yearly installments starting from October 2018. Last installment due in March 2023. Rate of interest is 14.5% per annum.

Terms of repayment for unsecured borrowings:
- Repayable in 36 monthly installments starting from February 2017. Last installment due in January 2020. Rate of interest is 17.50% per annum. This loan has been repaid during year ended 31 March, 2019.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 19 Non current provisions

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Provision for employee benefits: (refer note 39)		
(i) Provision for gratuity (net)	230.15	204.91
(ii) Provision for leave encashment	113.33	119.72
Total	**343.48**	**324.63**

Note 20 Other non-current liabilities

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Advance fees (refer note 20.1)	313.62	574.62
Total	**313.62**	**574.62**

Note:
20.1 Fees collected in advance from students to the extent of revenue which will not be recognised within the Group's operating cycle have been classified as "Other non current liabilites."

Note 21: Current financial liabilities borrowings

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Secured:		
Loan from (refer Note : 21.1)		
- Other Parties	-	2,122.72
Unsecured:		
Loans from (refer note 21.1)		
- Other parties	-	28.45
Total	**-**	**2,151.17**

Note:
21.1 Nature of security and terms of repayment for secured borrowings:
(i) Nature of security:
Loan from other parties is secured by
- first pari passu hypothecation charge on the entire current assets and movable assets of the Company both present and future;
- pledge of shares owned by the promoter of the Company; and
- personal guarantee given by the promoter of the Company.

21.2 Terms of repayment:
Loan from other parties (carries interest rate @ 13% pa) is repayable on demand.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 22: Trade payables

Particulars	As at 31 March, 2019 ₹ in lakhs	As at 31 March, 2018 ₹ in lakhs
Outstanding dues of micro enterprises and small enterprises (refer note 22.1)	61.94	-
Outstanding dues of creditors other than above	2,335.44	2,395.42
Total	**2,397.38**	**2,395.42**

Note 22.1:
Disclosure relating to suppliers registered under Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act) based on the basis of information available with the Group:

₹ in lakhs

Particulars	As at 31 March, 2019	As at 31 March, 2018
(a) Amount remaining unpaid to any supplier at the end of each accounting year:		
Principal	96.37	-
Interest	0.79	-
	97.16	**-**
Disclosed under trade payable - Note 22	61.94	-
Disclosed under payable for capital expenditure - Note 23	35.22	-
Total		
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.79	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 23 Other financial liabilities

Particulars	As at 31 March, 2019	As at 31 March, 2018
	₹ in lakhs	₹ in lakhs
Financial liabilities		
(a) Payable for capital expenditure		
Outstanding dues of micro enterprises and small enterprises (refer note 22.1)	35.22	-
Outstanding dues of creditors other than above	159.91	182.06
(b) Deposits	37.14	54.88
(c) Employee related payables	429.99	437.33
(d) Unclaimed dividend (refer note 11)	1.62	1.62
(e) Current maturity of non current borrowings (refer Note 18)	2,811.71	2,118.78
(f) Interest accrued and due on non current borrowings (refer Note 18)	29.93	51.17
(g) Other payables	452.73	462.57
Total	**3,958.25**	**3,308.41**

Note 24 Current provisions

Particulars	As at 31 March, 2019	As at 31 March, 2018
	₹ in lakhs	₹ in lakhs
(a) Provision for employee benefits: (refer note 39)		
Provision for gratuity	119.09	110.08
Provision for leave encashment	76.38	39.82
Subtotal (a)	**195.47**	**149.90**
(b) Provision - others:		
Provision for Income tax (net of advance tax and TDS)	-	13.02
Subtotal (b)	**-**	**13.02**
Total (a+b)	**195.47**	**162.92**

Note 25 Other current liabilities

Particulars	As at 31 March, 2019	As at 31 March, 2018
	₹ in lakhs	₹ in lakhs
(a) Advance fees (refer note 25.1)	3,669.31	2,957.94
(b) Statutory payables	712.26	798.11
(c) Other payables	1,435.22	1,238.99
Total	**5,816.79**	**4,995.04**

25.1 Fees collected in advance from students to the extent of revenue which will be recognised within the Group's operating cycle have been classified as "Other current liabilites".

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 26 Revenue from operations

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	₹ in lakhs	₹ in lakhs
Revenue from services		
Revenue from coaching/teaching services	27,083.24	24,846.68
Less : Discount and concession	(5,474.54)	(3,524.46)
Subtotal (a)	**21,608.70**	**21,322.22**
(b) Other operating revenues		
Sale of hardware/content	1,162.40	829.92
Others (refer note 26.1)	85.02	110.27
Subtotal (b)	**1,247.42**	**940.19**
Total (a+b)	**22,856.12**	**22,262.41**

Note

26.1 Others mainly include royalty income.

26.2 Change in accounting policy with effect from April 1 2018:

Group earns revenue primarily from providing coaching and educational support services to customer. Effective April 1, 2018, the Group has applied Ind AS 115 “Revenue from contract with customer” which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. The Group has adopted Ind AS 115 using the cumulative effect method. The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information is not restated in the consolidated financial statements – i.e. the comparative information continues to be reported under Ind AS 18.

A) Disaggregation of revenue from customers

The following table shows disaggregation of revenue by major service lines:

Particulars	Year ended 31 March, 2019
	₹ in lakhs
Coaching/teaching services	21,608.70
Sale of hardware	1,162.40
Others	85.02
Total	**22,856.12**

B) Reconciliation of revenue from customers

The following table shows reconciliation of revenue by major service lines:

₹ in lakhs

Particulars	Year Ended March 31, 2019			
	Contract price	Adjustments for unearned revenue	Discount & concession	Revenue from Operation
Coaching/teaching services	26,632.86	450.38	(5,474.54)	21,608.70
Sale of hardware	1,162.40	-	-	1,162.40
Others	85.02	-	-	85.02
Total	**27,880.28**	**450.38**	**(5,474.54)**	**22,856.12**

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

C) Trade receivables and contract balances

The following table provides information about receivables, contract assets and current liabilities from contracts with customers:

Particulars	As at 31 March, 2019
	₹ in lakhs
Trade receivables relating to contracts with customers	2,548.76
Contract assets:	
- Unbilled receivables	2,161.14
Contract liabilities:	
- Advance fees, current	3,669.31
- Advance fees, non-current	313.62

D) Transaction price allocated to the remaining performance obligation

The following table shows revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date:

₹ in lakhs

Particulars	As at 31 March, 2019
Advance fees	313.62

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of March 31, 2019 (Rs.313.62 lacs) will be recognised as revenue during the year ended March 31, 2021.

The Group applies the practical expedient in paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

E) Changes in accounting policies and impacts on financial statement

No changes were required to be made in previous accounting policies for revenue recognition due to adoption of Ind AS 115. The effect of adoption of Ind AS 115 was not material.

As permitted in transitional provision in Ind AS 115, the transaction price allocated to (partially) unsatisfied performance obligations as of March 31, 2018 is not disclosed.

Note 27 Other income

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	₹ in lakhs	₹ in lakhs
(a)Interest income on financial assets carried at amortised cost (net) #	1,485.48	1,395.10
(b) Dividend income on non-current investments as FVTPL	213.45	0.01
(c) Net gain on sale of investments	4.93	-
(d) Liabilities no longer required written back (net)	-	32.13
(e) Provision for doubtful debts written back (net) *	361.26	-
(f) Net gain on foreign currency transactions and translation	0.56	-
(g) Miscellenous income	3.20	22.80
(h) Net gain on sale of property, plant and equipment	-	0.06
Total	2,078.88	1,450.10

* Net of reversal of provision is disclosed under other income

Interest income is net of provision made towards doubtful interest receivable amounting to Rs. 492.49 lakhs

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 28 Direct expenses

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	₹ in lakhs	₹ in lakhs
Rent (refer note 37)	3,036.07	3,584.78
Rates and taxes	25.97	33.25
Electricity	681.38	680.22
Student material and test expenses	1,253.41	1,736.54
Visiting lecturer fees	7,113.73	6,534.55
Bandwidth charges	62.81	58.05
Professional fees	163.58	257.54
Others	103.48	89.64
Total	**12,440.43**	**12,974.57**

Note 29 Employee benefits expense

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	₹ in lakhs	₹ in lakhs
Salaries, wages, bonus and other allowances	3,172.02	3,538.70
Contribution to provident and other funds (Refer note 39)	134.51	149.64
Gratuity expense (Refer note 39)	62.20	89.94
Share based payments to employees (Refer note 35)	188.40	67.82
Staff Welfare Expenses	77.59	92.84
Total	**3,634.72**	**3,938.94**

Note 30 Finance costs

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	₹ in lakhs	₹ in lakhs
(a) Interest expense on borrowings at amortised cost	1,867.27	2,121.80
(b) Other borrowing costs	108.76	118.13
(c) Interest on Income Tax	1.12	57.97
Total	**1,977.15**	**2,297.90**

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 31 Other expenses

Particulars	For the year ended 31 March, 2019 ₹ in lakhs	For the year ended 31 March, 2018 ₹ in lakhs
Administration expenses		
Director's sitting fees	9.10	23.10
Corporate social responsibility expenses (refer note 40)	16.86	26.60
Donation	12.18	13.56
Printing and stationery	78.03	179.02
Professional fees #	619.76	966.57
Bad debts	130.67	18.10
Provision for doubtful debts *	-	16,967.90
Repairs and maintenance	427.09	351.84
Security charges	40.82	36.16
House keeping expenses	154.45	122.08
Auditor's remuneration (refer note 31.1)	24.46	62.23
Communication expenses	152.95	167.31
Travelling and conveyance expenses	362.95	415.01
Net loss on sale of property plant and equipment	44.64	16.79
Net loss on foreign exchange transactions and translations	-	0.58
Assets written off (intangible)	-	443.15
Rates and taxes	99.58	36.03
Insurance	18.08	4.64
Impairment Loss on asset held for sale	-	13.90
Other administrative expenses	299.95	765.38
Subtotal (a)	**2,491.57**	**20,629.95**
Selling expenses		
Advertisement and publicity	1,098.49	1,656.01
Business promotion expenses	341.98	249.27
Subtotal (b)	**1,440.47**	**1,905.28**
Total (a+b)	**3,932.04**	**22,535.23**

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 31.1 Auditor's remuneration (excluding applicable taxes)

Particulars	For the year ended 31 March, 2019 ₹ in lakhs	For the year ended 31 March, 2018 ₹ in lakhs
As auditors:		
Statutory audit	14.50	20.83
Limited review	7.00	7.50
In other capacity:		
Tax audit	-	5.95
Other services(including certification)	1.80	25.99
Reimbursements	1.16	1.96
Total	**24.46**	**62.23**

Professional fees is net of provision made towards doubtful receivable written back amounting to Rs. 227 lakhs

* Net of reversal of provision is disclosed under other income

Note 32 Contingent liabilities

Particulars	31 March, 2019 ₹ in lakhs	31 March, 2018 ₹ in lakhs
32.1 Contingent Liabilities not provided for in respect of-		
(a) Claims against the Company not acknowledged as debt	48.37	67.28
Income Tax demand against the company not provided for and relating to issues of deductions and allowances in respect of which the company is in appeal		
(b) Corporate Guarantee (refer note 32.1.1)	2,435.00	2,435.00
(c) Guarantees given by banks in favour of Government bodies	439.61	185.87

Note:

32.1.1 Corporate guarantee is provided to a bank in respect of loan taken by Sri Gayatri Educational Society pursuant to the long term partnership arrangement entered through company's subsidiary Sri Gayatri Educational Services Private Limited. Corporate guarantee is utilised for business purposes.

32.2 Capital and other commitments:

Particulars	31 March, 2019 ₹ in lakhs	31 March, 2018 ₹ in lakhs
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances):		
Tangible assets	26.05	43.40
Intangible assets	-	14.58
(b) Other commitments (other than lease commitments - refer note 37)	169.17	288.55

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 33: Deferred tax assets (net)

Particulars	As at 31 March, 2017	Benefit / (Charge) for the year 17-18	As at 31 March, 2018	Benefit / (Charge) for the year 18-19	Additions on account of acquisition of Labh Ventures India Pvt. Ltd (refer note 44)	As at 31 March, 2019
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
Deferred tax liability						
Tax effect of items constituting deferred tax liabilities						
Tax liability recognized in OCI - On re-measurements gain/(losses) of post-employment benefit obligations	10.28	(3.05)	7.23	(7.23)	-	-
Processing fees on borrowings	-	-	-	43.77	13.51	57.28
(a)	**10.28**	**(3.05)**	**7.23**	**36.54**	**13.51**	**57.28**
Deferred tax assets						
Tax effect of items constituting deferred tax assets						
Provision for compensated absences, gratuity and other employee benefits	134.56	63.69	198.25	20.13	-	218.38
Provision for doubtful debts and advances	946.11	5,815.14	6,761.25	28.10	-	6,789.35
Disallowance under Section 40(a)(I), 43B and 35D of the Income Tax Act, 1961	20.70	(2.52)	18.18	79.33	-	97.51
On difference between book balance and tax balance of property , plant & equipment	658.57	328.74	987.31	130.91	(416.38)	701.84
Deferred Tax impact on losses and unabsorbed depreciation	12.66	1,045.79	1,058.45	(415.94)	197.24	839.75
Deferred revenue impact on CRF and robomate	286.56	(246.67)	39.89	(39.89)	-	-
On expenditure on employee stock option plan	-	23.69	23.69	1.83	-	25.52
Minimum alternate tax (MAT) credit	21.26	-	21.26	(11.64)	49.48	59.10
(b)	**2,080.42**	**7,027.86**	**9,108.28**	**(207.17)**	**(169.66)**	**8,731.45**
Net deferred tax asset/ (liability)	**2,070.14**	**7,030.91**	**9,101.05**	**(243.71)**	**(183.17)**	**8,674.17**

33.1 Effective tax reconciliation

₹ in lakhs

Particulars	As at 31 March, 2019	As at 31 March, 2018
Tax expense recognised in profit and loss		
Current Tax		
- In respect of current year *	-	15.04
- In respect of previous year	(11.06)	31.82
(a)	**(11.06)**	**46.86**
Deferred Tax		
- In respect of current year	236.56	(7,034.77)
(b)	**236.56**	**(7,034.77)**
Total Income Tax expense/(credit) recognised in the current year (a+b)	**225.50**	**(6,987.91)**

* No provision for income tax has been made in the current year, in absence of book profits and in view of taxable loss computed under the provisions of the Income Tax Act, 1961 of India.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

₹ in lakhs

Particulars	As at 31 March, 2019	As at 31 March, 2018
Tax expense for the year can be reconciled to the accounting profits as follows:		
Profit/(loss) before tax	1,137.57	(20,170.47)
Income Tax rate (%)	34.94%	34.61%
Income tax expense (a)	**397.51**	**(6,980.60)**
Adjustments for current tax of prior periods	(11.06)	31.82
Amount not deductible for tax purpose - permanent disallowance	38.52	30.62
Change in tax rate	3.18	(106.47)
Difference in tax rate of subsidiary companies	(54.05)	128.44
Amount not subjected to tax - exempt Income	(74.59)	-
Share issue expenses deductible for tax purpose	(115.06)	-
Others	41.05	(91.72)
Total (b)	**(172.01)**	**(7.31)**
Total tax expense recognised in the current year (a+b)	**225.50**	**(6,987.91)**

Note 34: Earnings per Share (EPS)

Particulars	31 March, 2019	31 March, 2018
Basic and Diluted		
Net profit/(loss) for the year attributable to the equity shareholders (₹ in lacs)	912.07	(13,182.56)
Weighted average number of equity shares for Basic EPS	71,908,801	40,258,650
Weighted average number of equity shares for Diluted EPS	72,040,501	40,302,441
Par value per share (in ₹)	10.00	10.00
Earnings/(loss) per share - Basic (in ₹)	1.27	(32.71)
Earnings/(loss) per share - Diluted (in ₹)	1.27	(32.71)

Note 35. Share based payments

MT Educare Employee Stock Option Scheme (ESOS) 2016

- The shareholders' vide its special resolution dated 17 February, 2016 approved ESOS 2016 for granting employee stock options in form of equity shares to eligible employees of the Company, monitored and supervised by the Board of Directors.
- The ESOS 2016 was granted to eligible employees to reward for their performance and to motivate them to contribute to the growth and profitability of the Company. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.
- Options are granted under the ESOS 2016 for no consideration and carry no dividend and voting rights.
- The fair value of the share options is estimated at the grant date using a Black Scholes Option Pricing Model, taking into account the terms and conditions upon which the share options were granted.
- When excersiable, each option is convertible into one equity share.
- There are no cash settlement alternatives in ESOS 2016.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Sr.No.	Particulars	Employee Stock Option Scheme (ESOS) 2016
1	Date of Shareholders' Approval	17th February, 2016
2	Total number of options approved under Scheme	800,000
3	Date of Grant	18th December, 2017
4	Vesting Requirements	60%, 30% and 10% will vest over a period of three years from the date of grant
5	Exercise Price	Rs. 10
6	Maximum term of	Options to be exercised within 2 years from the date of vesting
7	Source of Shares	Primary
8	Variation in terms of ESOS 2016	Nil

The following table illustrates the number and movements in share options during the year:

Particulars	31 March, 2019	31 March, 2018
Options outstanding at beginning of year	738,450	-
Options granted during the year	-	738,450
Options exercised during the year*	443,070	-
Options forfeited / surrendered during the year	-	-
Options expired during the year	-	-
Options outstanding at the end of year	**295,380**	**738,450**
Option exercisable at the end of year	-	-

In accordance with the above mentioned ESOS 2016, Rs.188.40 lakhs (Previous year 2018 Rs.67.82 lakhs) has been charged to the Statement of Profit and Loss in relation to the options granted under the Employee Stock Option Scheme Compensation. (refer note 29)

*During the year ended 31 March 2019; 443,070 options were exercised.

The options outstanding at the year ending on 31 March 2019 with the range of exercise price of Rs. 10 are 295,380 options (31 March 2018: 738,450 options).

The following tables list the inputs to the Option pricing model used for the year ended:

Particulars	31 March, 2019	31 March, 2018
Weighted Average:		
Fair value of the options at the grant dates (Rs.)	41.55	41.55
Dividend yield (%)	2.63%	2.63%
Risk free interest rate (%)	6.61%	6.61%
Expected life of share options (years)	1.5	2.5
Expected volatility (%)	54.35%	54.35%
Weighted average share price (Rs.)	10.00	10.00

The expected life of the stock options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 36: Related party disclosures

(A) Names of related parties and description of relationship as identified and certified by the Company:

Description of relationship	Name of related parties
Holding Company	Zee Learn Limited
Subsidiary companies	Chitale's Personalised Learning Private Limited MT Education Services Private Limited Lakshya Forrum for Competitions Privat Limited(formerly known as Lakshya Educare Private Limited) Sri Gayatri Educational Services Private Limited Robomate Edutech Private Limited Letspaper Technologies Private Limited Labh Ventures India Private Limited (wef 1 September 2018) (Refer note 44)
Key Management Personnel (KMP)	Mr. Mahesh Shetty (Whole-time Director)(Refer note 36.1) Dr. Chhaya Shastri (Non Independent, Non Executive Director) (till 05 June 2018) Mr. Naarayanan Iyer (Non Independent, Non Executive Director) (till 05 June 2018) Ms. Drushti Desai (Independent, Non Executive Director) (till 05 June 2018) Mr. Yatin Samant (Independent, Non Executive Director) (till 05 June 2018) Mr. Uday Lajmi (Independent, Non Executive Director) (till 05 June 2018) Mr. Himanshu Mody (Non Executive Chairman) (from 05 June 2018) Mr. Ajey Kumar (Executive Director) (from 05 June 2018) Dr. Manish Agarwal (Non Executive Independent Director) (from 05 June 2018) Dr. Sangeeta Pandit (Non Executive Independent Director) (from 05 June 018) Mr. Debshankar Mukhopadhyay (Executive Director) (from 09 August 2018) Mr. Sandesh Naik (Chief Financial Officer - from 30 November 2017) Mr. Sanjay Sethi (Chief Financial Officer - 01 July 2016 to 31 May 2017) Mr. Dinesh Darji (Company Secretary - from 30 June 2016 to 30 Nov 2017) Mr. Raju Bamane (Company Secretary - from 30 November 2017 to 23 February 2018) Mr. Mandar Chavan (Company Secretary - from 9 August 2018)
Enterprises in which KMP can exercise significant influence	Mahesh Tutorials Chembur Mahesh Tutorials Mulund Prosynapse Consultants Private Limited (till 30 June, 2018)
Other related parties	Diligent Media Corporation Limited

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 36.1

Mr. Mahesh Shetty ceased to be Chairman and Managing Director of the Company w.e.f. 05 June 2018 but continued as Director. Further he was designated as the Executive Director of the Company as the Whole-time Director w.e.f. 09 August 2018.

B) Details of transactions with related party in the ordinary course of business for the year ended:

₹ in Lakhs

Particulars	31 March, 2019	31 March, 2018
Transactions entered during the year:		
KMP Remuneration (Refer note 36.2)	**205.58**	**204.28**
Sitting fees paid to Non Executive Directors		
Dr. Chhaya Shastri	1.70	5.70
Mr. Naarayanan Iyer	0.80	2.40
Ms. Drushti Desai	2.00	5.70
Mr. Yatin Samant	1.00	4.20
Mr. Uday Lajmi	2.00	5.10
Dr. Sangeeta Pandit	0.80	-
Dr. Manish Agarwal	0.80	-
	9.10	**23.10**
Professional fees expenses		
Prosynapse Consultants Private Limited	36.29	123.00
Zee Learn Limited	103.95	-
	140.24	**123.00**
Advertising expenses		
Diligent Media Corporation Limited	3.58	-
	3.58	**-**
Transaction cost on share issue expenses		
Zee Learn Limited	137.89	-
	137.89	**-**
Rent expense		
Mahesh Tutorials Chembur	97.50	73.14
Mahesh Tutorials Mulund	30.17	31.46
Mr.Mahesh Shetty	14.12	18.54
	141.79	**123.14**

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 36.2

The amount does not include amount in respect of post employement benefits (i.e gratuity and leave encashment) as the same is not determinable.

Outstanding at the end of the year:

₹ in Lakhs

Particulars	31 March, 2019	31 March, 2018
Sitting fees paid to Non Executive Directors		
Ms. Drushti Desai	1.30	-
	1.30	**-**
Deposit for Premises		
Mahesh Tutorials Chembur	29.76	29.76
Mahesh Tutorials Mulund	11.28	11.28
Mr. Mahesh Shetty	7.47	8.97
	48.51	**50.01**
Rent Payable		
Mahesh Tutorials Chembur	9.07	15.78
Mahesh Tutorials Mulund	2.68	5.66
Mr. Mahesh Shetty	6.76	1.69
	18.51	**23.13**
KMP Remuneration Payable	**13.23**	**12.76**
Professional Fee Payable		
Prosynapse Consultants Private Limited	-	11.07
Zee Learn Limited	69.07	-
	69.07	**11.07**
Advertising expenses payable		
Diligent Media Corporation Limited	0.21	-
	0.21	**-**

Note 37: Operating Lease

The Group has entered into cancellable/non cancellable operating lease arrangements for certain facilities and Coaching Center premises. The lease rentals are payable by the Group on monthly/quaterly basis.

Lease payments recognised in the Statement of Profit and Loss is Rs. 3,036.07 lakhs (Previous year 2018- Rs. 3,584.78 lakhs)

Future minimum lease payments payable under non-cancellable lease agreements are as under:

	31 March, 2019	31 March, 2018
	₹ in Lakhs	₹ in Lakhs
Future minimum Lease payments		
(i) Less than 1 year	24.65	278.29
(ii) later than 1 year and not more than 5 years	-	-
(iii) 5 years or more	-	-

Note 38: Segment reporting

The Group's operations predominantly relates to a single segment viz. conducting commercial training, coaching, tutorial classes and activities incidental and ancillary thereon.The Chief Operating Decision Maker (CODM) reviews the operations of the Group as one operating segment. Hence no separate segment information has been furnished herewith.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 39: Employee benefit plans

In accordance with the Indian Accounting Standard-19 'Employee Benefits', the Group has calculated the various benefits provided to employees as under:

a Defined contribution plans

The Company makes contributions towards provident fund, Employee State Insurance Fund and Labour Welfare fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemed to fund the benefits.

During the year, the Group has recognized the following amounts in the Statement of profit and loss:-

₹ in Lakhs

Particulars	31 March, 2019	31 March, 2018
Employers' contribution to provident fund	134.09	145.62
Employers' contribution to employee state insurance corporation	-	3.60
Employers' contribution to labour welfare fund	0.42	0.42

b Defined benefit plans

(a) Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India.

(b) Compensated absences

The compensated absences are payable to all eligible employees at the rate of daily salary of each day of accumulated leave on death or on resignation or upon retirement on attaining retirement age, whichever is earlier. The liability towards compensated absences are determined based on actuarial valuation carried out by using Projected Unit Credit Method.

In accordance with Indian Accounting Standard 19, an actuarial valuation was carried out in respect of the aforesaid defined benefit plans based on the following assumptions:

Acturial assumptions:

	Employee graduity (funded/unfunded)	
Particulars	**31 March, 2019**	**31 March, 2018**
Discount rate per annum	6.96% - 7.78%	7.35% - 7.87%
Expected Rate of Increase in compensation levels per annum	6.00%	6.00%
Expected rate of return on plan assets	6.96% - 7.78%	7.35% - 7.87%
Mortality Rate	Indian assured lives Mortality (2006-08) Ultimate	Indian assured lives Mortality (2006-08) Ultimate
Retirement Age	58 years	58 years
Withdrawal Rate	N.A.	N.A.
Attrition	2% - 21.5%	2% - 21.5%

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

The discount rate is based on the prevailing market yields Indian Government securities as at the balance sheet date for the estimated term of the obligations.

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

(a) Gratuity (Funded)/unfunded

i. Changes in the fair value of plan assets:

₹ in Lakhs

Particulars	31 March,2019	31 March, 2018
Fair value of plan assets as at the beginning of the year	36.87	88.39
Expected return on plan assets	2.73	6.10
Contributions	11.01	5.00
Benefits paid	(27.49)	(54.17)
Actuarial loss on plan assets	1.36	(8.45)
Fair value of plan assets as at the end of the year	**24.48**	**36.87**

ii. Changes in the present value of the defined benefit obligation are as follows:

₹ in Lakhs

Particulars	31 March,2019	31 March, 2018
Present value of defined benefit obligation at beginning of the year	375.37	358.84
Interest cost	27.59	24.61
Current service cost	37.34	44.10
Past service cost	-	27.31
Benefits paid	(31.35)	(62.72)
Actuarial (gain) / loss on obligation	(20.41)	(16.77)
Present value of defined benefit obligation at the end of the year	**388.54**	**375.37**

iii. Reconciliation of present value of defined benefit obligation and fair value of assets:

₹ in Lakhs

Particulars	31 March,2019	31 March, 2018
Present value of obligation as at the end of the year	388.54	375.37
Fair value of plan assets as at the end of the year	24.48	36.87
Unfunded net liability recognized in balance sheet	**364.06**	**338.50**
Amount classified as:		
Current provision (Refer note 24)	**119.09**	**110.08**
Non-current provision (Refer note 19)	**230.15**	**204.91**
Other non current assets (Refer note 8)	**(4.02)**	**(3.78)**
Other financial liabilities (Note 23)	**18.84**	**27.29**

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

iv. Expenses recognized in Statement of Profit and Loss:

₹ in Lakhs

Particulars	31 March,2019	31 March, 2018
Current service cost	37.34	44.10
Past service cost*	-	27.31
Interest cost	24.86	18.53
Total	**62.20**	**89.94**
Actual benefit payments	31.35	62.72
Actual contributions	11.01	5.00

v. Expenses recognized in other Comprehensive Income (OCI):

₹ in Lakhs

Particulars	31 March,2019	31 March, 2018
Expected return on plan assets	(1.36)	6.18
Net actuarial loss/(gain) recognized during the year	(20.41)	(16.77)
Total	**(21.77)**	**(10.59)**

* During the previous year, the company had changed the benefit scheme in line with Payment of Gratuity Act, 1972 by increasing monetory ceiling from 10 lakhs to 20 lakhs. Change in liability (if any), due to this scheme change is recognised as past service cost.

vi. Investment details of the Plan Assets:

₹ in Lakhs

Particulars	31 March, 2019	31 March, 2019
Government of India Securities	-	-
Corporate Bonds	-	-
Insurer Managed Funds	24.48	36.87
Special Deposit Scheme	-	-
Others	-	-
Total fund balance	**24.48**	**36.87**

vii. A quantitative sensitivity analysis for significant assumption as at 31 March 2019 is as shown below:

₹ in Lakhs

Particulars	31 March,2019	31 March, 2018
Impact on defined benefit obligation	**388.54**	**375.37**
Discount rate		
1% increase	(11.36)	(10.71)
1% decrease	12.26	11.57
Rate of increase in salary		
1% increase	10.47	9.98
1% decrease	(10.03)	(9.57)
Rate of employee turnover		
1% increase	0.22	0.19
1% decrease	(0.19)	(0.27)

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

These plans typically expose the Company to actuarial risks such as: Investment Risk, Interest Risk, Longevity Risk and Salary Risk

Investment Risk	The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.
Interest Risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.
Longevity Risk	The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

viii Maturity profile of defined benefit obligation:

₹ in Lakhs

Particulars	31 March, 2019	31 March, 2018
Apr 2018- Mar 2019	-	100.45
Apr 2019- Mar 2020	93.80	61.20
Apr 2020- Mar 2021	66.85	55.00
Apr 2021- Mar 2022	59.27	48.25
Apr 2022- Mar 2023	56.50	45.53
Apr 2023- Mar 2024	39.98	179.08
April 2024 onwards	183.11	-
The weighted average duration of the defined benefit obligation	4 years	4 years

ix Employer's best estimate for contribution during next year:

The expected contribution for defined benefit plan for the next financial year will be in line with 2018-19.

(b) Compensated absences (unfunded)

The leave salary are payable to all eligible employees at the rate of daily salary of each day of accumulated leave (upto 39 days) on death or on resignation or upon retirement on attaining retirement age.

The liability for compensated absences as at year end is Rs 198.39 lakhs (31 March 2018: Rs 175.48 Lakhs)
Short term Provision as at year end is Rs.76.38 Lakhs (31 March 2018: Rs. 39.82 Lakhs)
Long term Provision as at year end is Rs.113.33 Lakhs(31 March 2018: Rs.119.72 lakhs)
Current liability as at the year end is Rs.8.68 lakhs (31 March 2018: Rs.15.94 lakhs)

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 42: Financial instruments - risk management objectives and policies

The Group is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group does not engage in trading of financial assets for speculative purposes

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.For details of the Group's current and non current loans and borrowings, including interest rate profiles, refer to Note 18 and 21.

Exposure to interest rate risk

The summary quantitative data about the Group's exposure to interest rate risk as reported to the management of the Group is as follows:

	31 March, 2019	31 March, 2018
	₹ in Lakhs	₹ in Lakhs
Interest on term loan from bank	656.22	570.62

Interest rate sensitivity

The Group is exposed to the interest rate fluctuations of 1.75% over banks 12 months MCLR (Range from 10.45% to 11.00% per annum as on March 31, 2019). The following table demonstrates the sensitivity to a .25bps increase or decrease in the interest rates with all other variables held constant. The sensitivity analysis is prepared as at the reporting date.

Effect	Profit or loss	
	Increase in basis point	Decrease in basis point
31 March, 2019		
Interest on term loan from bank	19.82	(19.82)

Effect	Profit or loss	
	Increase in basis point	Decrease in basis point
31 March, 2018		
Interest on term loan from bank	13.12	(13.12)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 40: Corporate social responsibilityA.

Gross amount required to be spent by the Group during the year 2018-19 - Nil (Year 2017-18 - ₹ 70.64 Lakhs)

B. Actual amount spent during the year on:

Particulars	In cash (₹ in lakhs)	Yes to be paid in cash (₹ in lakhs)	Total (₹ in lakhs)
(I) Construction/acquisition of any asset	-	-	-
(previous year 2018)	(-)	(-)	**(-)**
(ii) On purposes other than (i) above	16.86	-	**16.86**
(previous year 2018)	(26.60)	-	**(26.60)**

Note 41: Financial instruments - fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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

Financial Instrument measured at fair value through profit and loss

No financial assets/liabilities have been valued using level 1 and 2 fair value measurements.

Financial Instrument measured at amortised cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities.

₹ in lakhs

Particulars	31 March, 2019	31 March, 2019
Financial assets measured at amortized cost		
Trade receivables	2,548.76	1,764.96
Cash and cash equivalents	295.40	217.07
Bank Balances other than cash and cash equivalents	646.45	20,035.21
Loans	15,679.67	4,696.62
Other financial assets	3,995.85	3,213.88
Financial assets measured at fair value through profit and loss		
Investments	0.34	0.31
Financial liabilities measured at amortized cost		
Borrowings	13,257.98	17,324.89
Trade payables	2,397.38	2,395.42
Other financial liabilities	1,116.61	1,138.46

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

Particulars	31 March, 2019 AED	(₹ in lakhs)	31 March, 2018 AED	(₹ in lakhs)
Accounts Receivable	41,370	7.81	64,222	11.38
Balance sheet exposure	**41,370**	**7.81**	**64,222**	**11.38**

Foreign currency sensitivity

The Group is exposed to the AED. The following table demonstrates the sensitivity to a 10% increase or decrease in the AED against INR with all other variables held constant. The sensitivity analysis is prepared on the unhedged exposure of the Group as at the reporting date.

₹ in lakhs

Effect	Profit or loss	
	Increase in basis point	Decrease in basis point
31 March, 2019		
AED	0.78	(0.78)

Effect in IND lakhs	Profit or loss	
	Increase in basis point	Decrease in basis point
31 March, 2018		
AED	0.14	(1.14)

(iii) Other price risk

The Group does not have exposure to equity securities price risk arising from investments in equity shares (unquoted) held by the Group and classified in the balance sheet at fair value through profit and loss.

(B) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

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

I) Actual or expected significant adverse changes in business;

ii) Actual or expected significant changes in the operating results of the counter-party;

iii) Financial or economic conditions that are expected to cause a significant change to the counter-party's ability to meet its obligations;

iv) Significant increase in credit risk on other financial instruments of the same counter-party; and

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

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

The Group limits its exposure to credit risk of balances held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus in bank accounts.

Description of category	Category	Internal Rating IR	Basis of recognition of expected credit loss provision	
			Loans, deposits and other receivables	Trade receivables
Assets where the probablity of default is considered moderate, counter-party where the capacity to meet the obligations is not strong	Standard assets with moderate credit risk	IR1	12 month expected credit losses	life time expected credit losses (simplified approach)
Assets where there is significant increase in credit risk and high propablity of default	Substandard assets with high credit risk	IR2	life time expected credit losses	life time expected credit losses (simplified approach)
Assets are written off when there is no reasonable expectation of recovery. As and when recoveries are made these are recognised in profit and loss	Doubtful assets, credit impaired	IR3	Asset is written off	

Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity recognises impairment loss allowance based on 12-month ECL.

ECL in respect of trade receivables is as follows:

₹ in lakhs

	31 March,2019	31 March,2018
Balance at the beginning	10,655.18	666.32
Impairment loss recognised	203.65	10,006.96
Amounts written off	(130.67)	(18.10)
Balance at the end	**10,728.16**	**10,655.18**

₹ in lakhs

	Internal Rating (IR	31 March,2019	31 March,2018
Gross carrying amount		13,276.92	12,420.14
Provision for doubtful receivables including ECL	IR2	(10,728.16)	(10,655.18)
Balance at the end of the year		**2,548.76**	**1,764.96**

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

ECL in respect of current and non current financial assets loans is as follows:

₹ in lakhs

	31 March,2019	31 March,2018
Balance at the beginning	8,554.28	2,067.25
Impairment loss recognised	604.91	6,487.03
Impairment loss reversed	(419.23)	-
Balance at the end	**8,739.96**	**8,554.28**

₹ in lakhs

	Internal Rating (IR	31 March,2019	31 March,2018
Gross carrying amount		24,419.63	13,250.91
Provision for doubtful loans and advances	IR 2	(8,739.96)	(8,554.28)
Balance at the end of the year		**15,679.67**	**4,696.63**

(C) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the company's reputation. The management monitors rolling forecast on the liquidity position and cash and cash equivalents on the basis of expected cash flows.

The table below analysis financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

₹ in lakhs

As at 31 March 2019	Contractual cash flows				
	Total	1 year or less	1-2 year	2-5 year	More than 5 year
Non-derivative financial liabilities					
Borrowings	13,257.98	2,841.64	6,789.41	2,571.35	1,055.58
Trade Payables	2,397.38	2,397.38	-	-	-
Other current financial liabilities	1,116.61	1,116.61	-	-	-

₹ in lakhs

As at 31 March 2018	Contractual cash flows				
	Total	1 year or less	1-2 year	2-5 year	More than 5 year
Non-derivative financial liabilities					
Borrowings	17,324.89	3,980.95	6,849.79	6,494.15	-
Trade Payables	2,395.42	2,395.42	-	-	-
Other current financial liabilities	1,138.46	1,138.46	-	-	-

Note 43: Capital management

The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategicand day-to-day needs. Group consider the amount of capital in proportion to risk and manage the capital

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Group's adjusted net debt to equity ratio is as follows:

₹ in lakhs

	31 March,2019	31 March,2018
Total borrowings along with accrued interest	13,257.98	17,324.89
Less : Cash and cash equivalents	(295.40)	(217.07)
Adjusted net debt	**12,962.58**	**17,107.82**
Equity	7,222.81	7,178.50
Other equity	14,692.66	13,308.61
Total equity	**21,915.47**	**20,487.11**
Adjusted net debt to equity ratio	**0.59**	**0.84**

Note 44: Acquisition of Labh Ventures India Private Limited

On 1 September 2018, the Company purchased 100% shareholding of Labh Ventures India Private Limited by way of execution of Share Purchase Agreement. Accordingly, Labh Ventures India Private Limited has become wholly owned subsidiary of the Company. This acquisition is being accounted in accordance with the acquisition method as described under Ind AS 103 "Business Combinations.

The details of purchase consideration, the net assets acquired and bargain purchase are as follows:

Particulars	INR lakhs
(a) Property, plant and equipment	5,935.79
(b) Non-current investments	0.03
(c) Cash and cash equivalents	48.80
(d) Current Tax assets	67.33
(e) Other current assets	1.10
Total Assets acquired (A)	**6,053.05**
(a) Non current Borrowings	3,652.87
(b) Other current and non current financial liabilities	308.37
(c) Other current and non current liabilities	262.42
(d) Deferred tax liability	183.18
(d) Trade payables	0.72
Total Liabilities acquired (B)	**4,407.56**
Net Asset(A-B)	**1,645.49**
Purchase Consideration	1,628.00
Bargain purchase (c)	**17.49**

As the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as 'Capital Reserve'.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 45: List of subsidiaries consolidated

Details of the subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Place of incorpora-tion and operation	Principal activitie	Accounting period	Proportion of ownership interest and voting rights held by the Group	
				As at 3/31/2019	As at 3/31/2018
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)*	India	Education support and coaching services	1 April 2018- 31 March 2019	100%	100%
MT Education Services Private Limited	India	Education support and coaching services	1 April 2018- 31 March 2019	100%	100%
Chitale's Personalised Learning Private Limited	India	Education support and coaching services	1 April 2018- 31 March 2019	100%	100%
Sri Gayatri Educational Services Private Limited	India	Education support and coaching services	1 April 2018- 31 March 2019	75%	75%
Robomate Edutech Private Limited	India	Education support and coaching services	1 April 2018- 31 March 2019	100%	100%
Letspaper Technologies Private Limited	India	Education support and coaching services#	1 April 2018- 31 March 2019	100%	100%
Labh Ventures India Private Limited (Refer note 44)	India	Acquiring and leasing propertie	1 September 2018- 31 March 2019	100%	Nil

* The subsidiary Company has changed the name from Lakshya Educare Private Limited to Lakshya Forrum for Competitions Private Limited from 25th January, 2019.

Yet to commence commercial business operations as on March 31, 2019.

Note 46: Events after the reporting period

No significant events have occurred after the balance sheet date which requires adjustment or disclosure in the consolidated financial statements of the Group.

Note 47: Approval of consolidated financial statements

The consolidated financial statements are approved for issue by the Audit Committee and Board of Directors at its meeting held on 13th May, 2019.

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

Note 48: Additional information required as under Schedule III of Companies Act,2013 of enterprises consolidated as subsidiaries

₹ in lakhs

Name of the entity	Net assets i.e total assets - total liabilities				Share in profit or loss				Share in other comprehensive income				Share in other comprehensive income			
	March 31, 2019		March 31, 2018		2018-2019		2017-2018		2018-2019		2017-2018		2018-2019		2017-2018	
	As a % of consolid-ated net assets	Amount	As a % of consolid-ated net assets	Amount	As a % of consolid-ated profit or loss	Amount	As a % of consolid-ated net assets	Amount	As a % of consol-idated profit or loss	Amount	As a % of consol-idated profit or loss	Am-ount	As a % of consol-idated profit or loss	Am-ount	As a % of consol-idated profit or loss	Am-ount
Parent																
MT Educare Limited	101.42%	22,125.79	102.58%	20,901.18	79.10%	730.44	92.14%	(12,147.04)	30.99%	9.95	96.04%	6.68	77.48%	740.39	92.14%	(12,140.36)
Subsidiaries																
Chitale's Personalised Learning Private Limited	(0.45%)	(97.74)	(0.62%)	(126.65)	3.13%	28.94	2.03%	(267.91)	-	-	-	-	3.03%	28.94	2.03%	(267.91)
MT Education Services Private Limited	0.44%	96.04	0.50%	101.54	(0.60%)	(5.50)	(0.33%)	43.61	-	-	-	-	(0.58%)	(5.50)	(0.33%)	43.61
Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	(1.47%)	(320.53)	(2.45%)	(499.26)	18.86%	174.13	6.14%	(809.10)	14.56%	4.68	3.96%	0.28	18.71%	178.81	6.14%	(808.83)
Sri Gayatri Educational Services Private Limited	(0.01%)	(2.78)	(0.01%)	(1.89)	(0.10%)	(0.89)	0.01%	(1.31)	-	-	-	-	(0.09%)	(0.89)	0.01%	(1.31)
Robomate Edutech Private Limited	0.00%	(0.07)	0.00%	0.25	(0.03%)	(0.32)	0.00%	(0.50)	-	-	-	-	(0.03%)	(0.32)	0.00%	(0.50)
Letspaper Technologies Private Limited	0.00%	0.15	0.00%	0.45	(0.03%)	(0.30)	0.00%	(0.30)	-	-	-	-	(0.03%)	(0.30)	0.00%	(0.30)
Labh Ventures India Private Limited	0.07%	14.41	0.00%	-	(0.33%)	(3.08)	0.00%	-	54.45%	17.49	-	-	1.51%	14.41	0.00%	-

Note: The above figures are before eliminating intra group transactions.

As per our report of even date attached

For **MSKA & Associates**
Chartered Accountants
Firm Registration No. : 105047W

Amrish Vaidya
Partner
Membership No.:101739

Place : Mumbai
Date : May 13, 2019

For and on behalf of the Board of Directors of
MT Educare Limited
CIN: L80903MH2006PLC163888

Mr Mahesh Shetty
Whole-time Director
DIN - 01526975

Mr Debshankar Mukhopadhyay
Director
DIN - 08194567

Mr Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

Notes forming part of the consolidated financial statements for the year ended 31 March, 2019

AOC FORM -1

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014in the prescribed Form AOC relating to subsidiary companies

Sr. No.	Name of the Subsidiary Company	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabili-ties	Invest-ments	Turn-over	Profit before Taxation	Provision for Taxation	Profit for Taxation	Proposed Dividend	% of share holding	Counrty
1	Lakshya Forrum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)	INR	2.00	(322.53)	7,874.96	8,195.49	-	6,562.43	246.60	72.47	174.13	-	100.00	India
2	MT Education Services Private Limited	INR	1.00	95.04	271.62	175.58	-	61.79	(6.82)	(1.32)	(5.50)	-	100.00	India
3	Chitale's Personalised Learning Private Limited	INR	12.24	(109.97)	575.74	673.47	-	634.10	48.65	19.71	28.94	-	100.00	India
4	Sri Gayatri Educational Services Private Limited	INR	1.00	(3.78)	3.68	6.46	-	-	(0.89)	-	(0.89)	-	75.00	India
5	Robomate Edutech Private Limited	INR	1.00	(1.07)	14.79	14.86	-	11.06	(0.32)	-	(0.32)	-	100.00	India
6	Letspaper Technologies Private Limited	INR	1.00	(0.85)	0.38	0.23	-	-	(0.30)	-	(0.30)	-	100.00	India
7	Labh Ventures India Private Limited	INR	10.80	1,173.06	5,412.76	4,228.90	0.03	589.05	(124.87)	(5.65)	(119.22)	-	100.00	India

Note :

Sri Gayatri Educational Services Private Limited and Letspaper Technologies Private Limited is yet to commence operations.

For and on behalf of the Board of Directors of
MT Educare Limited
CIN: L80903MH2006PLC163888

Mr Mahesh Shetty
Whole-time Director
DIN - 01526975

Mr Debshankar Mukhopadhyay
Director
DIN - 08194567

Place : Mumbai
Date : May 13, 2019

Mr Sandesh Naik
Chief Financial Officer

Mr. Mandar Chavan
Company Secretary
Membership No: A29961

Notice

NOTICE is hereby given that the Thirteenth Annual General Meeting of the members of MT Educare Limited will be held on Thursday, the 26thday of September, 2019 at 10.00 a.m., at 'The Hall of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company - on a standalone and consolidated basis, for the financial year ended March 31, 2019 including the Balance Sheet as at March 31, 2019, the Statement of Profit & Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon.

2. To appoint a Director in place of Mr. Himanshu Mody (DIN: 00686830), Non -Executive Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the members hereby ratify and confirm the remuneration of Rs.60,000/- (Rupees Sixty thousand) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No 00240) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2020 as recommended by the Audit Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

Place: Mumbai
Date: August 14, 2019

Mandar Chavan
Company Secretary
Membership No: A29961

Registered Office:
220, Flying Colors, 2nd Floor,
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund (West),
Mumbai - 400080

CIN: L80903MH2006PLC163888
E-mail: info@mteducare.com
Phone No: 022-25937700,25937700 / 800 / 900,
Fax No: 022-25937799,25937799
Website: www.mteducare.com

Notes:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his / her behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority as applicable

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting and the relevant details of the Directors seeking appointment/re-appointment as required by Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.

3. The Register of Members and Share Transfer books of the Company will be closed from September 19, 2019 to September 26, 2019 (both date inclusive).

4. As per current SEBI Regulations, dividend is required to be credited to shareholders' bank account through National Electronic Clearing Service (NECS), direct transfer wherever the facility is available and the requisite details / mandate have been provided by the shareholders. Shareholders desirous of availing of this facility may send the ECS form (available on the website of the Company), along with a Xerox copy the cheque pertaining to the bank account where the shareholders would like the payment to be credited, to their Depository Participants in case of shares held in dematerialized form or to the Company's Registrar and Share Transfer Agents ("RTA") in case of shares held in physical form.

5. Members are informed that, in case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.

6. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.

7. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.

8. Members who wish to obtain information on the Financial Statements for the year ended March 31, 2019, may send their queries at least seven days before the Annual General Meeting to the Compliance Officer & Company Secretary at the registered office of the Company or at email id info@mteducare.com

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the members at the AGM.

10. Electronic Copy of the Annual Report for 2018-19 is being sent to all the Members whose email IDs are registered with the Company / Depository Participants(s) for communication. For Members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.mteducare.com

11. Members are requested to notify immediately about any change in their address/e-mail address /dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's new Registrar and Share Transfer Agent, M/s Link Intime India Private Ltd at C101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.

12. 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 at any time during the business hours of the Company, the proxies lodged, provided not less than three days' notice in writing is given to the Company.

13. Members / proxies / authorized representative are requested to bring the duly filled attendance slip attached herewith to attend the meeting.

14. Pursuant to SEBI circular dated April 20, 2018, Members whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to furnish the same to the Registrar and Share Transfer Agent / Company for registration in the folio. Such Members are requested to provide their PAN and Bank particulars to the Registrar and Share Transfer Agent / Company. Further, in respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their addresses, telephone numbers, e-mail ids, nominees or joint holders, as the case may be.

15. As per the provisions of the Section 72 of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members holding shares in single name and physical form may send duly completed and signed nomination form to the Registrar and Share Transfer Agent. Members holding shares in dematerialized form may contact their respective Depository Participant/s.

16. The notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as on the close of business hours on August 23, 2019.

17. E-voting In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide equity shareholders facility to exercise their right to vote at the 13th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this notice. The remote e-voting period for all items of business contained in this Notice shall commence from September 23, 2019 at 9:00 a.m.(IST) and will end on September 25, 2019 at 5:00 p.m.(IST). During this period equity shareholder of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of September 19, 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

18. The facility for voting by way of Ballot / Poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

19. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

20. The voting rights of Members either by way of remote e-voting prior to the meeting or by way of Ballot / Poll Paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the cut-off date of September 19, 2019.

21. At the Annual General Meeting the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by use of Ballot/ Poll Paper by all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

22. The Company has appointed M/s R. Bhandari & Co, Practising Company Secretaries (holding FCS No. 8048 and CP No.15381), Mumbai as Scrutinizer to conduct remote e-voting process as well as Ballot/ Poll Paper voting process at the Annual General Meeting in a fair and transparent manner.

23. The Scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast to the Non- Executive Chairman, who shall countersign the same and declare the results of the voting forthwith.

24. The Results declared along with the Scrutinizer's report shall be placed on the website of the Company www.mteducare.com and shall also be communicated to the Stock Exchanges and Central Depository Services [India] Limited [CDSL].The Resolutions, if approved, shall be deemed to be passed, on the date of Annual General Meeting.

25. The instructions and process for e-voting are as under:

(i) The voting period begins on Monday, September 23, 2019 at 9:00 a.m. (IST) and ends on Wednesday, September 25,2019 at 5:00 p.m.(IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, September 19, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders / Members

(iv) 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.

(v) Next enter the Characters as displayed and Click on Login

(vi) 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.

(vii) 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated 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).

(viii) After entering these details appropriately, click on "SUBMIT" tab

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <MT Educare Limited> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) 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.

(xix) Note for Non – Individual Shareholders and Custodians

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

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

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

Item No. 1

The profile and specific areas of expertise of Mr. Himanshu Mody are provided as below:

Name of the Director	Mr. Himanshu Mody
DIN	00686830
Date of Appointment as Director	June 05, 2018
Qualification	M.Sc. in Finance from University of Strathclyde, Glasgow, MBA
Expertise in specific functional Areas	Mr. Himanshu Mody has experience of over a decade in various Corporate Strategy, Fund raising and Mergers & Acquisitions
No. of Equity Shares held in the Company as on date May 13, 2019	Nil
Relationship with any other Director inter-se	None

Item No. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No 00240) to conduct the audit of the cost records of the Company relating to its Education Services for the Financial Year ending March 31, 2020 on a remuneration of Rs. 60,000/- (Rupees Sixty Thousand) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2020.

Your Board recommends the ordinary resolution as set out in Item No. 3 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no. 3

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no. 3

By order of the Board

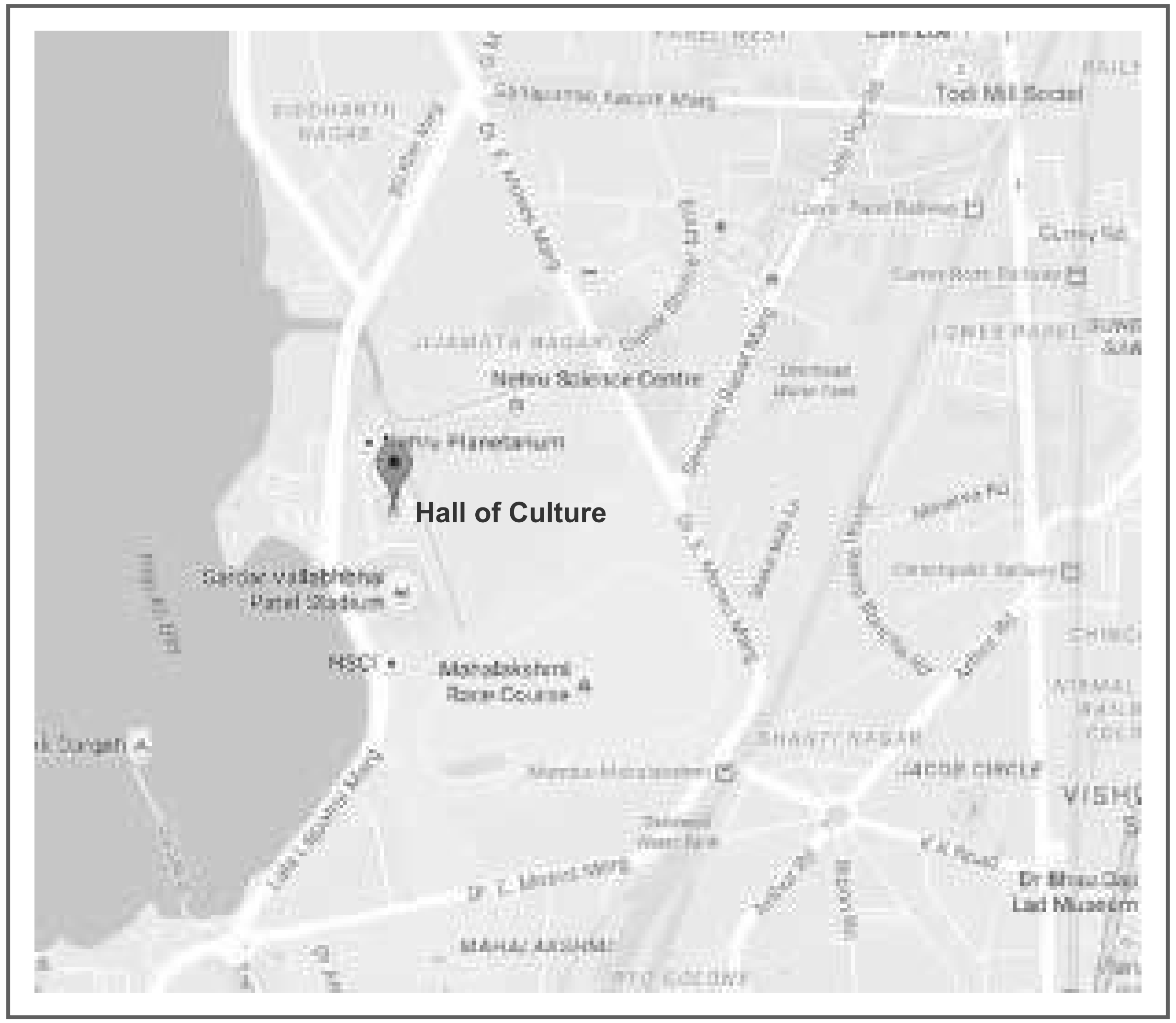
Place: Mumbai
Date: August 14, 2019

Mandar Chavan
Company Secretary
Membership No: A29961

Registered Office:
220, Flying Colors, 2nd Floor,
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund (West),
Mumbai - 400080

CIN: L80903MH2006PLC163888
E-mail: info@mteducare.com
Phone No: 022-25937700, 25937700 / 800 / 900,
Fax No: 022-25937799, 25937799
Website: www.mteducare.com

MAP OF AGM VENUE



MT EDUCARE LIMITED

CIN: L80903MH2006PLC163888
Regd. Office: 220, 2nd Floor, "FLYING COLORS" Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai 400080
Tel:-(022) 2593 7700 / 800 / 900 **|** **Fax**:-(022) 2593 7799
E-mail: info@mteducare.com **|** **Website:** www.mteducare.com

ATTENDANCE SLIP
13th Annual General Meeting on Thursday, September 26, 2019

I /We hereby record my / our presence at the 13th Annual General Meeting of the Company being held on Thursday, September 26, 2019 at 10.00 a.m. at "The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018

Registered Folio No. / DP ID & Client ID	
Name and Address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of Shares	

______________________________ Member's / Proxy's name

______________________________ Member's / Proxy's Signature

MT EDUCARE LIMITED

CIN: L80903MH2006PLC163888

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PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014

13TH ANNUAL GENERAL MEETING ON THURSDAY, SEPTEMBER 26, 2019

Name of the member(s): ______________________________

Registered Address: ______________________________

E-mail ID: ____________________ **Folio No./ Client ID / DP ID:** ____________________

I/We, being the Member(s) holding ____________ Equity Shares of MT Educare Limited, hereby appoint:

1. Name: ______________________________

Address: ______________________________

E-mail ID: ____________________ Signature: ______________ or failing him/her

2. Name: ______________________________

Address: ______________________________

E-mail ID: ____________________ Signature: ______________ or failing him/her

3. Name: ______________________________

Address: ______________________________

E-mail ID: ____________________ Signature: ______________ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company, to be held on Thursday, September 26, 2019 at 10:00 a.m. at "The Hall of Culture", Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Sr. No.	Particulars of Resolutions	Vote (Please mention no. of shares)		
	Ordinary Business:	For	Against	Abstain
1.	To receive, consider and adopt the Audited Financial Statements of the Company – on a Standalone and Consolidated basis, for the financial year ended March 31, 2019 including the Balance Sheet as at March 31, 2019, the statement of Profit and Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon.			
2.	To appoint a Director in place of Mr. Himanshu Mody (DIN: 00686830), Non-Executive Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.			
	Special Business:			
3.	To ratify the remuneration payable to Cost Auditors for the financial year ending March 31, 2019.			

Signed this ____________________ day of ____________________ 2019.

Signature of Shareholder : ______________ Signature of Proxy holder : ________________

Affix 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.*