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135, Dr. Annie Besant Road.,
Worli, Mumbai - 400018

THINK EDUCATION. THINK ZEE LEARN.

KIDZEE WHERE KIDS LOVE TO LEARN | Mount Litera World Preschool | Mount Litera Zee School | Mount Litera School INTERNATIONAL | ZIMA | ZICA

Annual Report 2018-19

INDIA'S MOST DIVERSIFIED EDUCATION COMPANY

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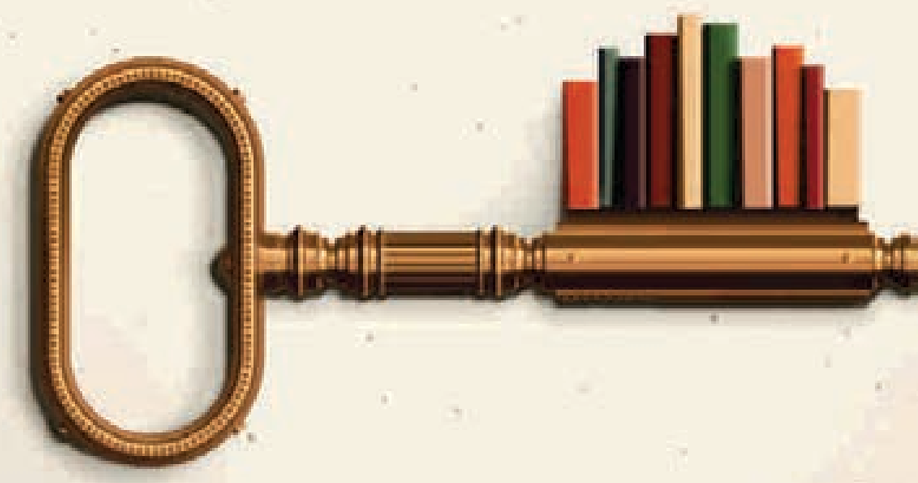

MD's MESSAGE

Dear Shareholders,

It gives me immense pleasure to present to you the 9th Annual Report of your Company. The year under review was marked by major challenges however your company worked diligently to mitigate the headwinds during the year, reporting robust volume and earnings growth across the various brands. With a significant presence across various segments of the education domain and catering to the entire lifecycle of people's learning needs, Zee Learn has now truly become a holistic education services player.

The range of our services has expanded beyond its Core segment of Pre K, K-12 and Vocational courses to the Supplementary segments, as well, like Test Preparation and Tutorials making us a company with a full spectrum of educational services.

I am glad to share that Zee Learn with its associates and subsidiaries, today touches the lives of around 4 lakh students through our 2,500+ operational establishments in 800+ cities with around 50,000+ teachers, trainers and associated staff. These are truly impressive pan India numbers.

With the recent acquisition of MT Educare, Zee Learn has strengthened its position in the Supplementary education sector offering coaching for aspirants appearing for entrance exams like IIT, Engineering, MBA, MBBS and ICAI at pan India level with around 160+ centers.

Our Preschool and Daycare operations under the brand names of Kidzee, Mount Litera Junior, Mount Litera World Preschool and Ankurum have reached a milestone of 2000+ operational Pre K centres becoming Asia's only brand to achieve this stellar feat. Mount Litera Zee School is India's fastest growing chain of K12 schools with around 130+ operational schools in its network.

As we move forward we intend to increase focus on the Training and Manpower segments through our subsidiary Liberium, which are attractive segments to operate in. Zee Learn and MT Educare today also have a significant involvement with various government ministries and agencies for Skilling and ICT projects and will continue to contribute more as we move forward.

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The range of our services has expanded beyond its Core segment of Pre K, K-12 and Vocational courses to the Supplementary segments, as well, like Test Preparation and Tutorials making us a company with a full spectrum of educational services.

We are extremely happy to report that Zee Learn was recently recognized as a "Great Place To Work" for the year 2019-20 and awarded 'Dream Companies to Work For in 2019' in the education sector by World HRD Congress thus establishing itself as an Employer of Choice in the industry.

We are committed to performing well financially and you will be delighted to know that your company has performed exceedingly well in the last 5 years across all the segments that it caters to. If you look at at the historical performance of Zee Learn, you will see that from FY15 to FY19, Total Revenue has gone up from Rs 132 Cr to Rs 549 Cr (4.2 times) at a CAGR of 43%. Similarly, EBITDA has gone up from Rs 30 Cr to Rs 158 Cr (5.2 times) at a CAGR of 51%. As a result, today the company is more robust, is bigger and is better placed on financial and business parameters to take its rightful place in the Education world.

The turnaround at MT Educare in FY19 has been truly remarkable. From a negative EBIDTA of Rs 171 crores in FY18 to Rs 28 crores positive in FY19 and from a negative PAT of Rs 131 crores to Rs 9 crore positive in FY19, MT Educare has performed well under the new management.

Modern-day schooling has evolved over the last decade and so have the expectations from all the stakeholders in the ecosystem. Managing schools or a group of schools has never been this challenging and the rapidly changing external environment is forcing us all to continuously adapt, reinvent and execute. Also, Learning methodologies have evolved and the entire process has witnessed a paradigm shift over the last decade. This warrants a change in the pedagogical stimuli that are imperative to create an impact on the student's and teacher's life. You will be happy to know that your Company is at the fore front in leading change in these areas and implementing them with full rigour across its network.

Today, your Company is well advanced with its Digital Education ecosystems. These ecosystems are designed to improve outcomes with a granular approach using a pedagogically robust engine. Our Digital forays like Kidzee App, Kidzee Tab, Robomate, R+ notebook, etc. give our students an innovative learning option with an edge. We believe that this will further strengthen our brand offering and help us in moving ahead.

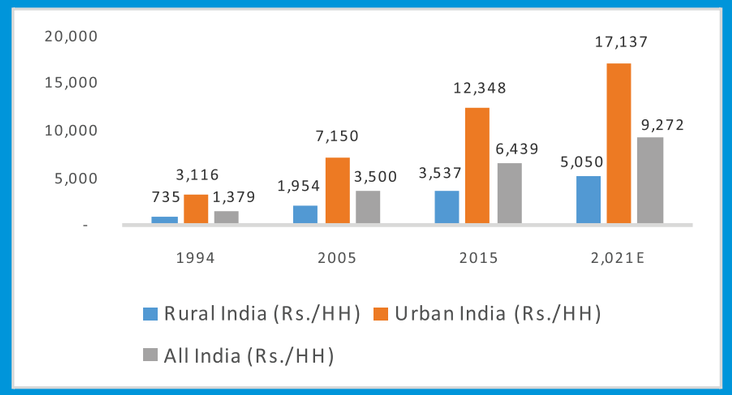
Last but not the least, being the most trusted diversified education company, it is our first and foremost responsibility to ensure the safety of each and every student in our network. Taking the onus head on, we have been successfully running a child-abuse prevention program 'I Care'. The program helps organizations to sensitize people about child abuse, the nature and symptoms of abuse and preventive measures required to vigorously combat this menace plaguing our society. We believe that every child has a right to safety and security and to live in an ABUSE-FREE WORLD. We endeavour to ensure that all who play the role of caregivers at the schools or centres are trained and empowered to protect and safeguard the right of the child and preventing any form of abuse or harm.

Finally, we would like to thank our educationists, employees, partners, students, parents and all our stakeholders for their consistent commitment, engagement and encouragement in our journey. We will continue to keep the child at the centre and keep moving ahead on various developmental outcomes with full rigour.

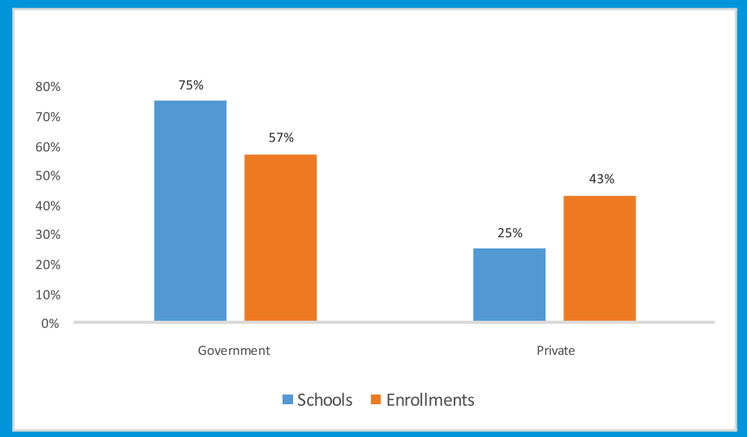
Thank you.

Ajey Kumar
Managing Director, Zee Learn Ltd.

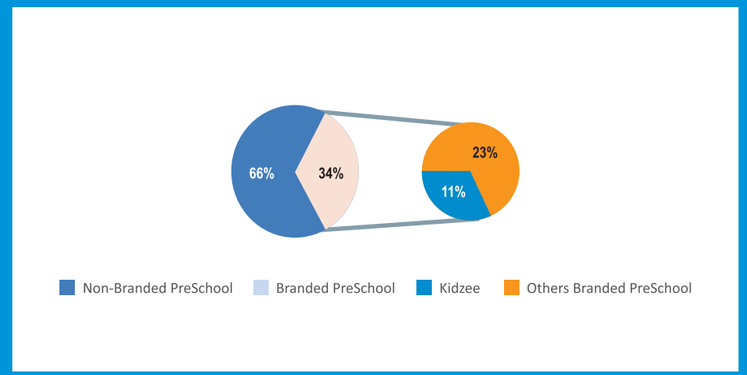
Average Annual Household Real spending on Education



Government vis-a-vis Private



Pre-K Market Share



SECTOR OVERVIEW

India's education sector offers a great opportunity with approximately 29 per cent of India's population being between the age group of 0-14 years. India's higher education segment is expected to increase to US$ 35.03 billion by 2025. The education sector in India is estimated at US$ 91.7 billion in FY18 and is expected to reach US$ 101.1 billion in FY19. As of December 2018, internet penetration in India had reached 46.13 per cent. Increasing internet penetration will help in education delivery.

India has over 250 million school going students, more than any other country. It also has one of the largest networks of higher education institutions in the world. Number of colleges and universities in India reached 39,050 and 903, respectively in 2017-18. India had 36.64 million students enrolled in higher education in 2017-18. Gross Enrolment Ratio in higher education reached 25.8 per cent in 2017-18.

Education sector in India remains to be a strategic priority of the government. The Government of India has allowed 100 per cent Foreign Direct Investment (FDI) in the education sector through the automatic route since 2002.The sector has received cumulative FDI worth US$ 2.21 billion up to December 2018. Indian education sector witnessed 18 merger and acquisition deals worth US$ 49 million in 2017. The Government of India is working on the draft of the New Education Policy to address the changing dynamics in the education industry of the country as per the requirement of the population.

(Source: https://www.ibef.org/industry/education-sector-india.aspx)

The quality of the learning level bears directly on India's future workforce, its competitiveness and the economy. India's demographic dividend depends on the learning level of students.

(source: https://www.livemint.com/Education/UIIkNL0sCVkSppf6RW4FbN/What-ASER-says-about-quality-of-learning-in-India.html)

PRE-K SECTOR

In FY18, preschool education was pegged to be around US$ 2 Bn and is expected to touch to US$ 5 Bn by 2022 growing at a CAGR of 26%. Despite of 13 mn childrens who can attend preschools, only 1.4 mn children currently attend a preschool. But With growing awareness among tier 2 / 3 cities, penetration rate for the pre-school segment expected to rise to 25%. Branded Pre-school segment is expected to contribute 33.83% to the total Pre-school industry in India.

Increased propensity to spend on quality education / Rising urbanization / Demand Vs supply gap, Increase in Consumer disposable Income / affordability and Propensity of both parents working is on the increase, Substantial improvement in the quality of pre-schools and ease of entering the segment with low investment can contribute to the growth of this segment.

K-12 SCHOOL SECTOR

As on FY18, the market Size for private player is US$ 13.44 Bn and is expected to reach to US$ 32 by 2020 growing at CAGR of 19%. Online learning in Indian education system has changed its scenario, with its reach and economical access. For EduTech, sector is emerging out to be a year full of innovative methods of imparting education. With growing awareness, private Indian players are collaborating with International brands to provide International standard quality education. Increased propensity to spend on quality education / Rising urbanization / Demand Vs supply gap / Increase in Consumer disposable Income /affordability coupled are aiding this sector to grow at a good pace.

VOCATIONAL EDUCATION / SKILL DEVELOPMENT SECTOR

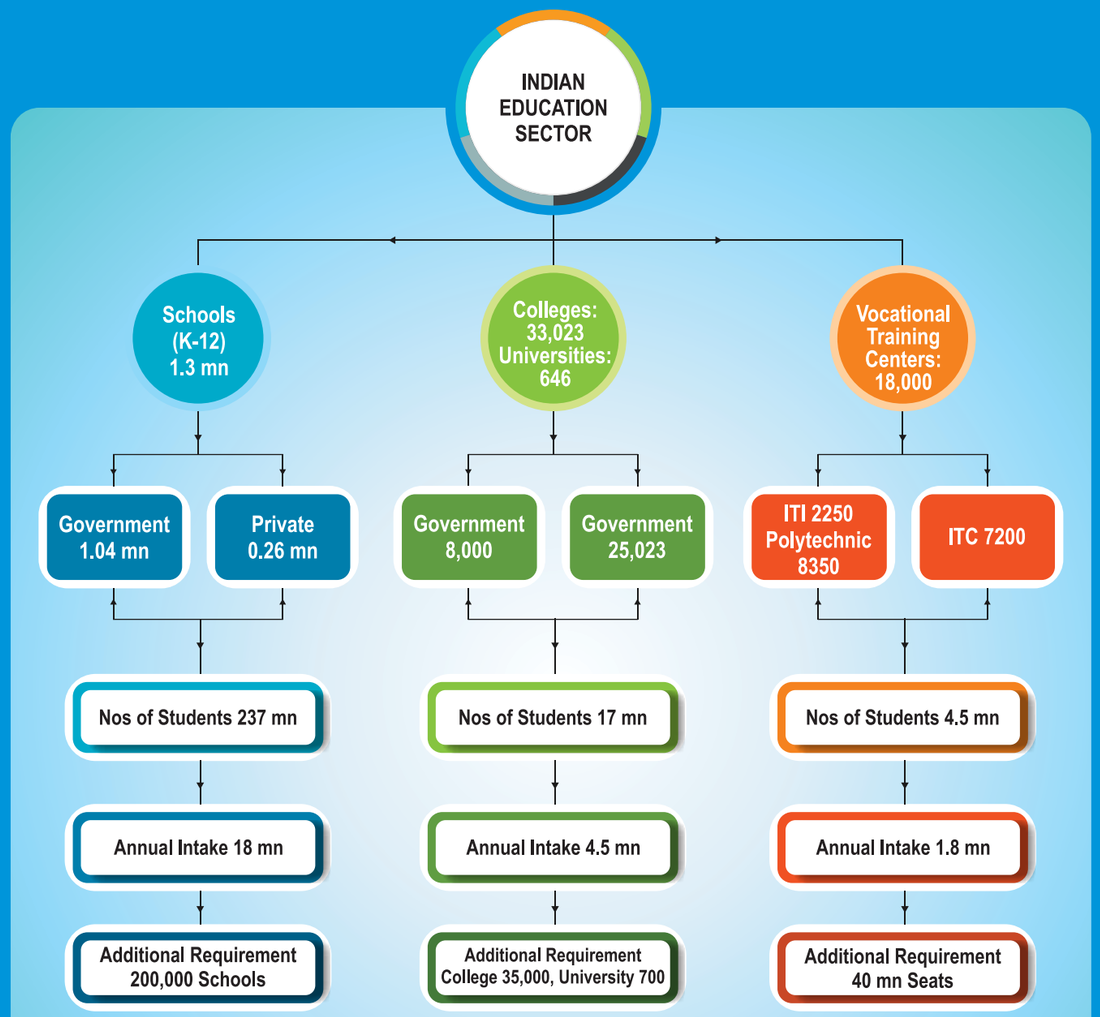
As on FY 14 Market Size US$ 1.35 Bn and is expected to reach to US$ 5.1 Bn by 2020. At present, only 10% of the Indian workforce is receiving skill enhancement training as compared to 96% in Korea and 80% in Japan. Demand for skilled workforce increasing with growth in service sector. GOI has estimated 20 sectors that face a skilled manpower shortage of 347 mn people over the next 10 years for which it plans to make skill certification mandatory for public sector jobs soon. With rising internet penetration, vocational training companies are selecting the online channel to offer courses reach nationally, private equity players have also become bullish on the fast growing education sector including vocational and supplementary training.

TEST PREP AND TUTORING SECTOR

Test preparation market is expected to touch to US$ 11.27 Bn by 2020. Tutoring market is expected to touch to US$ 9 Bn by 2020. However, in a highly competitive educational landscape where there is high usage amongst target audience, this segment with low capital and high margins, provides good opportunity to grow.

TRAINING AND MANPOWER

Over a period of next 5 years, flexi-staffing industry expected to grow at 25% to 30% CAGR. The sector has high demand for skilled manpower in construction, retail, beauty & wellness, textile, tourism & hospitality, Banking & Financial Services Institutions.



INDIAN EDUCATION SYSTEM - SCOPE FOR IMPROVEMENT

The Times of India on March 30, 2019 published an article saying though India has more schools than China, its quality of school education is far poor than China's. A recently completed survey released by the NITI Aayog that despite a population similar in size, India has approx. 1.3 million primary and middle schools, while China has only about 500,000. Yet nearly 400,000 schools in India have fewer than 50 students each and a maximum of two teachers. The country's primary and secondary education system suffers a shortage of 1 million teachers. The report attributes the poor quality of education in India to the lack of teachers.

According to the data of China's Ministry of Education, in 2016 there were 230,000 primary and junior middle schools and 24,700 senior middle schools and secondary vocational schools in the country, totaling nearly 260,000. Together with universities and colleges, the number can reach the 500,000 mentioned in the Indian newspaper report. It can be seen that the actual number of primary and secondary schools in China is just about 17 percent of that in India. But China has more teachers than its southern neighbor. According to UNESCO data, the teacher-to-student ratio in China is roughly 1:23.65, also the global average, whereas India's is 1:35.22.

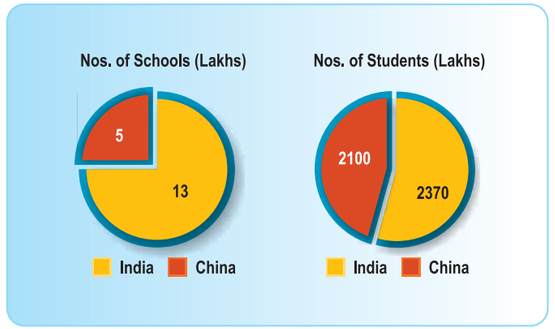
India does suffer a severe shortage of teachers. This makes it impossible for almost half of fifth-grade students to be able to read second-grade textbooks. Despite of a 97 percent enrolment rate in junior schools, only 30 percent completed the 12th grade. It is related to the extremely uneven distribution of teachers mentioned in the report. There is a severe shortage of teachers at schools in rural and remote areas.

The report grasps the key to the development gap between India and China. Behind all the problems that hinder India's development - poor quality of labor force and high rate of illiteracy among women - is the poor quality of education. Indian students, especially those in elementary school (Classes I-VIII), are not learning enough. To cite one metric, only half (50.3%) of all students in Class V can read texts meant for Class II students. There seems to have been some improvement in learning levels, especially among students of Class III and Class V, in 2018 compared with those of the previous five years. However, the improvement is not visible at a higher level, for example among students of Class VIII. The latest report collected data from 596 districts by surveying 546,527 students from 354,944 homes.

So, what part of India's education lags behind China? Obviously it is the primary education. India has been focusing on higher education since its independence and has ignored the importance of basic education.

There are many reasons - teacher shortage, uneven distribution of schools in cities / villages, less diverse vocational schools and the underdevelopment of manufacturing. But comparing it with China, we find that primary education in India is not placed in the utmost important position of the central and local governments.

The difference between Chinese and Indian education is not meant to show China as an example for India to emulate. India can draw upon some of China's practices, but it is important to fundamentally change Indians' views on basic education. Rote learning is even criticized in India, which argues that too much attention is paid to examination scores and nothing is done to hone students' personality and creativity. The difference is that China has already had a comprehensive development of both primary and high education systems. They believe that the further reform of the education system should not focus on reducing the burden but to ensure fairness.



VISION

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

OUR PRESENCE- CORE AND SUPPLEMENTARY

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

CORE EDUCATION:

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

Under preschools, Kidzee is Asia's largest preschool network with more than 1900+ centres now offering recently launched Day Care services. Ankurum is the latest preschool offering aimed at providing structured quality education at an affordable cost. Mount Litera World Preschool (MLWPS) is an international standard preschool brand that seeks to create lifelong learners through guided exploration and open expression.

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

SUPPLEMENTARY EDUCATION:

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

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

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

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

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

OUR FLAGSHIP BRANDS - LEADING THE WAY

PRE - K

KIDZEE — WHERE KIDS LOVE TO LEARN

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

- 1,900+ preschools
- 750+ cities
- 9,00,000+ kids educated
- 1 million+ lives touched
- I Care – programme for prevention of child abuse
- Interactive iLLUME, the best research-based pedagogy for Early Childhood Learning
- Over 1,000 women entrepreneurs empowered
- 15,000+ teachers trained

KIDZEE Day Care

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

ankurum — powered by KIDZEE

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

Mount Litera World Preschool

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

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

K-12

Mount Litera Zee School
Great School, Great Future

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

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

Mount Litera School
INTERNATIONAL

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

HIGHER EDUCATION

HIMGIRI ZEE UNIVERSITY
तमसो मा ज्योतिर्गमय

- Established to meet the growing demand for trained human resources in various social, educational, scientific, technical and professional organizations so as to channel human energy towards sustainable economic and social development.

*ZLL has a service agreement with Himgiri Zee University

TEST PREP / TUTORIAL

Lakshya Forum for Competitions

LAKSHYA FORUM FOR COMPETITIONS

SCIENCE COURSES

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

MAHESH TUTORIALS COMMERCE

MAHESH TUTORIALS COMMERCE

COMMERCE COURSES

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

MAHESH TUTORIALS SCHOOL SECTION

MAHESH TUTORIALS SCHOOL SECTION

SCHOOL COURSES

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

SRIGAYATRI ACADEMY

SRI GAYATRI ACADEMY

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

MAHESH PU COLLEGE
EDUCATION AT ITS BEST

MAHESH PU COLLEGE

Education at its best

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

VOCATIONAL

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

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

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

TEACHER TRAINING

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

SKILLING

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

DIGITAL

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

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

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

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

ROBOMATE + LEARNING MADE SIMPLE

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

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

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

TRAINING AND MANPOWER

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

ADDRESSING THE FULL STUDENT LIFE CYCLE

Pre School (2 - 6 yrs)
(Asia's largest chain with 1900 schools in 800+ cities

KIDZEE
WHERE KIDS LOVE TO LEARN

ankurum
powered by KIDZEE

K-12 (7 – 16 yrs)

(Fastest growing

K-12 school chain

- 129 schools

in 110 cities)

www.mountlitera.com
Mount Litera
Zee School
Great School. Great Future

Robomate+
Learning Made Simple

Mount Litera
Zee School
Junior

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

University (17-24 yrs)
(Prestigious UGC approved Private state university) Service contract between Zee Learn & HZU

HIMGIRI ZEE UNIVERSITY
वसुधैव कुटुम्बकम्

Training and Manpower (24 + yrs)
(Innovative workforce solutions for business requirements of organizations.

LiBERiUM

Mount Litera
World Preschool

KIDZEE Day Care

KIDZEE LEARNING TABLET

KIDZEE LEARNING APP

MAHESH TUTORIALS
SCHOOL SECTION

MT EDUCARE'S CPLC
Empowering Minds. Building Careers.

Tutorial (8-18 yrs)
(Coaching for school children)

Lakshya
Forum for Competitions

MAHESH TUTORIALS
COMMERCE

Test Prep.
(14-24 yrs)
(Test prep. for professional courses)

MAHESH TUTORIALS
SCHOOL SECTION

MAHESH
PU COLLEGE
EDUCATION AT ITS BEST

Vocational
B to G
(16 -24 yrs)

(Leading player in providing vocational training through govt. entities)

ZICA
ZEE INSTITUTE OF CREATIVE ART
Unleash Your Potential

ZIMA
ZEE Institute of Media Arts
www.zimainstitute.com

Vocational
B to C
(16-24 yrs)

(Leading player in providing vocational training in media/ journalism/ animation /graphics)

FINANCIAL HIGHLIGHTS

Consolidated Records (FY 15 - FY 19) (₹ in Lakhs)

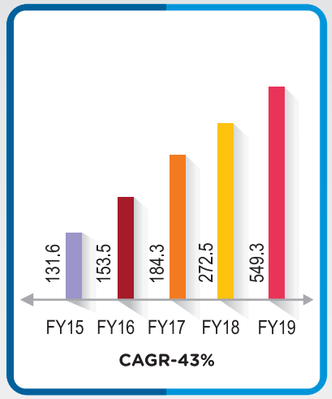
Particulars	FY 19 #	FY 18 #	FY 17 #	FY 16 $	FY 15 $
Results					
Total Revenue	54,925.10	27,254.09	18,427.66	15,354.80	13,161.83
Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)	15,772.24	10,208.09	5,913.24	4,326.60	3,060.84
Profit / (Loss) before Tax	11,453.31	7,555.63	3,240.97	1,508.33	989.37
Net Profit / (Loss)	8,338.60	4,927.91	3,351.40	1,508.33	989.37
Financial Position					
Equity Share Capital	3,260.79	3,258.95	3,226.42	3,205.54	3,200.01
Reserves and Surplus	39,853.77	32,080.16	26,025.23	21,813.08	20,187.13
Net Worth	43,114.56	35,339.11	29,251.65	25,018.62	23,387.14
Non-Current Assets	126,602.20	85,745.13	65,047.96	62,267.02	61,559.34
Stock Information					
Earnings Per Share (In ₹)	2.33	1.52	1.04	0.47	0.31
Margins					
EBITDA Margin	30%	38%	33%	29%	24%
Net Profit Margin	16%	18%	19%	10%	8%

As per Indian Accounting Standards (Ind-AS)

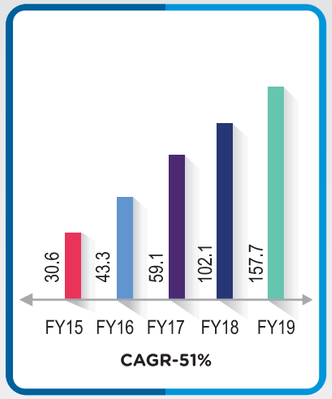
$ As per Indian GAAP

FY 15 to FY 19

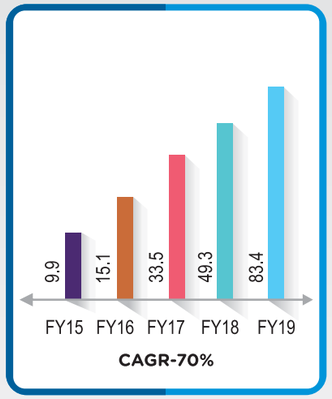
Total Revenue (₹ in Cr)



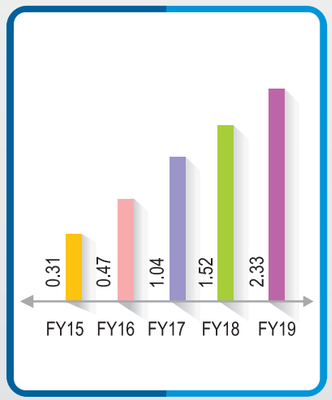
EBITDA (₹ in Cr)



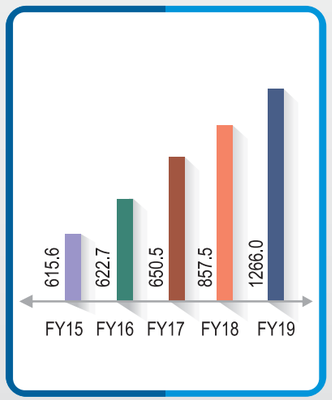
PAT (₹ in Cr)



Earning Per Share(₹)



Non-Current Assests (₹ Cr)



Net Worth (₹ Cr)

Zee Learn Standalone EBITDA Margin reached from 12% in FY 15 to 45% in FY 19

LEADERSHIP TEAM

CEO's MESSAGE

I would like to express my deep appreciation to all our customers, partners, shareholders and all others stake holders for their valuable support in our journey so far.

Zee Learn today encompasses almost all geographies in India reaching almost every state and 800 plus cities with offerings ranging from B2C to B2B. We have formally entered in the fast-growing sector of education like skilling, manpower and training along with our previously established vocations in Animation, VFX, Film Making and TV Journalism. A very hearty thing to note in our business performance is that all our segments have performed well whether it is K12 or preschool or test prep or tutorials or the manpower business or vocational and skilling.

At Zee Learn, we launched a host of new initiatives and we are happy to share that they have already started contributing to our top line. These launches include a new offering in the affordable preschool segment, a structured day care programme, innovative theme based products for enhanced learning, an age appropriate learning app, learning management systems and magazines for interaction with parents.

Out of these initiatives, I would like to highlight the Kidzee Learning App which has been designed to give our children an all-round exposure to ensure multiple skill development. It aids at inculcating reading, musical, mathematical, analytical and technological skills to give our children an edge by linking it to the curriculum. So effectively what has been taught in the classroom is being extended beyond the classroom through the gamification route.

We have also planned to introduce a program called codify and probably will be the first chain to do so. It is a first of its kind coding curriculum designed to improve the logical reasoning and problem-solving skills in children. In the K12 category, the new age learning resources (LR) have made a significant impact in terms of improving learning outcomes. The new LR is designed to ensure academic excellence through skill based intervention. It will not only provide a rich learning experience to our MLZS students but will also help the teachers significantly by providing them with a set of well researched learning and enrichment tools.

Education industry around the world is going through some significant changes and India is no different. Technology has opened up new possibilities for the educators and has multiplied their educational delivery choices. With ROBOMATE, a robust ed-tech platform, under our umbrella, we are strongly positioned to capitalize on this new growth opportunity. Our deep understanding of the Indian consumers will be as instrumental in helping us become the leader in the ed-tech education space as it was in helping us achieve the leadership in elementary education.

During the year, we expanded operating margins, improved the quality of our product mix, generated sufficient cash flow for operations and continued to streamline our product portfolio. These results reflect our unrelenting commitment to all the stakeholders and our intense focus on disciplined execution within our core businesses.

While we made strategic investment to leverage the opportunities in the education sector, our persistent focus on operational efficiencies of newly acquired business of MT Educare Ltd will continue. Our contextual knowledge, full spectrum capabilities and investments in research and innovation are the bedrock of our continuous growth and transformation initiatives.

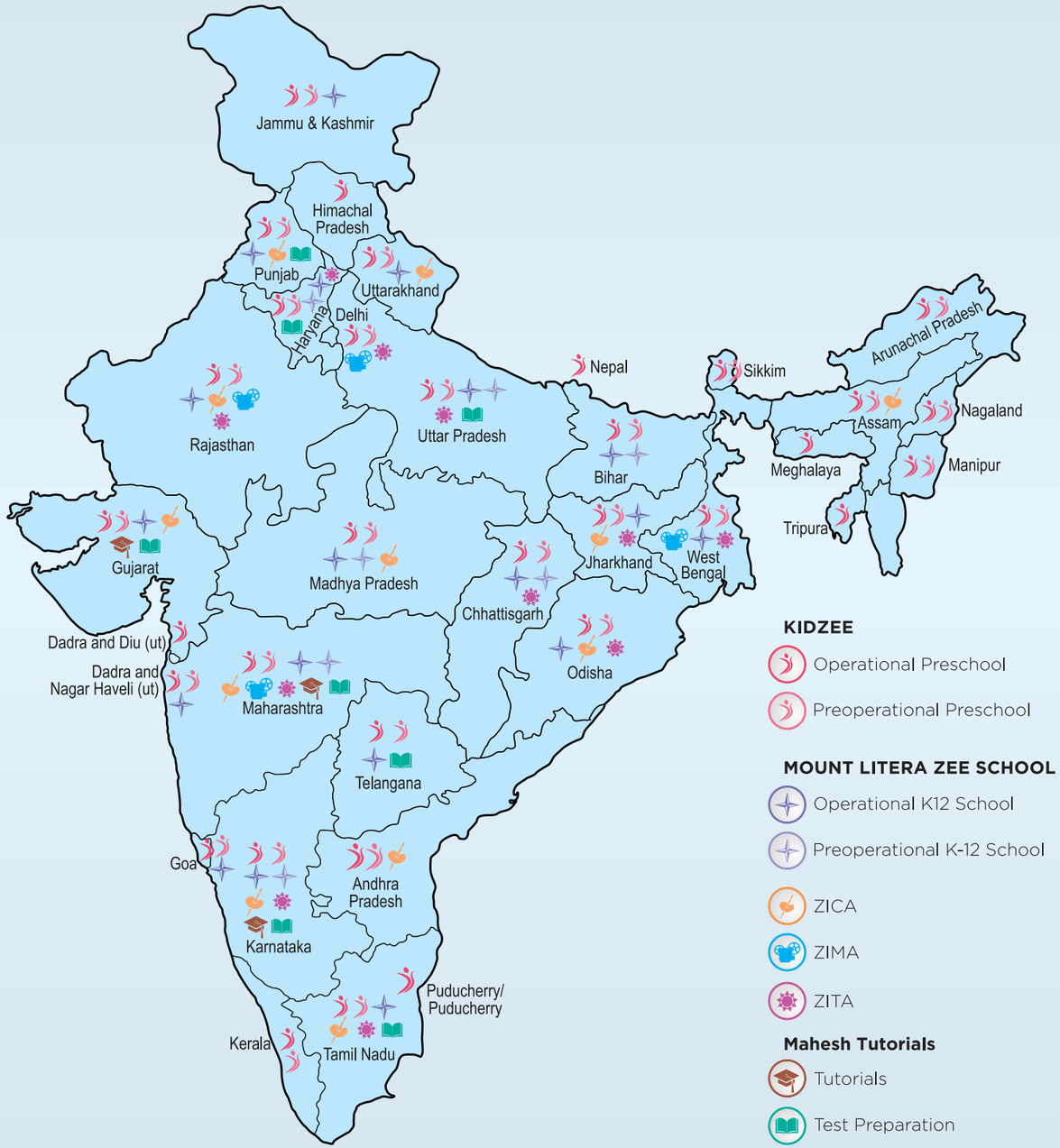
I would again like to thank all our stakeholders for trusting in us to deliver the best in education services. We have built a leadership position in the businesses in which we operate and we shall continue to do so.

Debshankar Mukhopadhyay
Chief Executive Officer, Zee Learn Ltd.

GEOGRAPHICAL PRESENCE

Zee Learn (including MT Educare) ended the year with 2,401 centers located across India and Nepal

State	Kidzee		Mount Litera Zee School		ZICA	ZIMA	ZITA	MT Educare Limited	
	Operational Preschool	Preoperational Preschools	Operational K-12 Schools	Pre-operational K-12	Operating Centres	Operating Centres	Operating Centres	Tutorial Centres	Test Prep.& Coaching centres
ANDHRA PRADESH	71	10			1				
ARUNACHAL PRADESH	9	4							
ASSAM	64	2			1				
BIHAR	141	28	12	1					
CHHATTISGARH	21	4	2	1			1		
DADRA AND NAGAR HAVELI (UT)	2	2	1						
DAMAN AND DIU (UT)	1								
DELHI	42	4				1	1		
GOA	11	1	1						
GUJARAT	105	18	4		2			8	4
HARYANA	63	5	7	1			1		1
HIMACHAL PRADESH	9	2							
JAMMU AND KASHMIR	35	3	3						
JHARKHAND	38	6	5		1		1		
KARNATAKA	176	25	7	1	2		6	1	22
KERALA	18	1							
MADHYA PRADESH	105	7	11	4	1				
MAHARASHTRA	218	51	8	2	3	1	9	116	102
MANIPUR	2	1							
MEGHALAYA	3								
NAGALAND	1	1							
ODISHA	41	3	4		1		1		
PUDUCHERRY / PONDICHERRY	2								
PUNJAB	57	3	10		1				3
RAJASTHAN	90	3	5		1	1	2		
SIKKIM	4	1							
TAMIL NADU	175	16	12		1		3		5
TELANGANA	28	20	4						1
TRIPURA	5								
UTTAR PRADESH	205	30	21	1			2		9
UTTARAKHAND / UTTARANCHAL	22	2	5		1				
WEST BENGAL	169	14	7			1	12		
INDIA TOTAL	**1933**	**267**	**129**	**11**	**16**	**4**	**39**	**125**	**147**
NEPAL	8								
GRAND TOTAL	**1941**	**267**	**129**	**11**	**16**	**4**	**39**	**125**	**147**



OUR BRANDS AND KEY INITIATIVES

KIDZEE

WHERE KIDS LOVE TO LEARN

In our decade-long legacy of nurturing the 'unique potential' of every child, we have shaped, in metros and suburbs alike, a new cult of schooling for toddlers. On this revolutionary journey, we evidenced and impacted the much-needed shift from 'teachers' quieting an assembly line of children to 'enablers' shaping children into smart-thinking, dynamic, and 'ready-for-life' individuals.

We value our commitment towards quality child education along with complementing aspects of self-reliance, peer interaction, and individual growth. In this process, we created a solid foundation in curriculum and polished our business model to make it profitable for all the stakeholders involved.

Our goal is to respond to the call of creating the emerging leaders of tomorrow. We are committed to impacting a synergy of skills, knowledge, and values in our children to lend them their inner voice for the 21st century.

We envision today's children as tomorrow's leadership icons. We have impacted a milestone departure from the teacher-led to the child-centric. Our learning environment enables each child to realize their unique learning style, while our MI-aided methodology helps them discover their own creative and aesthetic potential.

For us, the human rights of a child are non-negotiable.

Driven by our ethos of "What's Right for the Child" (WRFC), we place the human rights of a child at a premium. The right to trust, the right to gain respect, and the right to live in an abuse-free world is what shapes our fundamental cult and ethos.

Kidzee – Asia's Leading pre-school chain today has 1900+ operational centres in more than 750+ cities across the country. Kidzee has touched the lives of more than 9 lac children since its inception in 2003. Kidzee is also India's first preschool brand to integrate Augmented Reality in Learning through ImaGenie. The brand's pedagogy, Interactive iLLUME, is also specifically developed and designed to help children realize their exceptional capabilities in a methodical, synergetic, and self-paced manner.

Kidzee in its portfolio has taken the onus on themselves and crafted out a child-abuse prevention program 'I Care'. The program helps the organisation to sensitize people about child abuse, the nature and symptoms of abuse, and preventive measures to combat this menace plaguing the society. I Care is a step towards ensuring that each child will experience a safe and secure, abuse-free environment not only at the Kidzee centre but even at their respective homes in society.

The brand Kidzee has always encouraged women entrepreneurs as nurturing is in women's DNA, not only are women more naturally inclined towards teaching, but there is also an ever growing market for preschools or playschools across the country.

KALEIDOSCOPE- THE KIDZEE FUN FIESTA

Kidzee East zone organized Kaleidoscope Fun Fiesta 2018 to showcase the aptitude of the children between the age group of 2 years to 6 years for Rhyme and Role-play skills. The event lasted for two months, starting from 20th October till 20th December. 1850 children participated in this event from all across West Bengal, Assam and Odisha Kidzee centers and presented their rhyme and role play skills. The fiesta all together had four levels: Prelims, Advance, Semi-finals, and the Grand Finale. While the Grand Finale was divided into two categories which were Rhyme Masters and The Spains. The finals were conducted at Mahanayak Uttam Mancha in Kolkata and around 180 students were selected for the finals.

RALLY ON "SAY NO TO POLLUTION"

"SAY NO TO POLLUTION" this activity was conducted on 26th January 2019 at the Siliguri cluster. The rally was organized to spread awareness about Pollution and how it is a threat to our environment. 8 centers had participated in this rally and around 750 parents and children's were a part of it. Every child and parent took part in this rally and together they walked across the Siliguri to spread this social message.

KIDZEE
WHERE KIDS LOVE TO LEARN

BETI BACHAO BETI PADHAO

'Beti Bachao Beti Padhao' is the social awareness initiative led by the Government of India to ensure survival, protection and empowerment of the girl child. At Kidzee, we are committed to keep the child at the centre of what we do. Every activity is governed by the philosophy of "What's Right for the Child". It has been our endeavor at Kidzee to nurture the 'unique potential' of every child. Through our social initiatives, we aim to empower the young ones especially girl child. Since 2016, Kidzee has actively promoted 'Beti Bachao Beti Padhao' campaign year on year across all its centres. As part of this, we devised various on-ground events, Walk-a-thon and peaceful marches by students. There were special seminars organized to sensitize citizens on making girl child independent, socially and financially, through education.

WORLD EARTH DAY

Kidzee truly believes that 'The Earth is what we all have in common'.

The main motive of celebrating World Earth Day is to fight against our environmental problems and how we can take care of it by doing small things. On World Earth Day Kidzee Mansa taught children that even their small step can make a big change in our environment. Children's were taught about how to plant trees, proper disposal of garbage, and R3 – Reduce, Reuse and Recycle. Information was given about how to protect aquatic life from pollution and plastic waste.

KIDZEE
WHERE KIDS LOVE TO LEARN

MINI MARATHON

Mini Marathon was specially organized to promote all kinds of physical fitness and how it benefits the children. All the kids from Kidzee Mansa participated in Mini Marathon and it created an impact on the parents that physical activity plays an important role in their child's lifestyle

SAY NO TO PLASTIC

Activity where paper bags made with Kidzee logo and distributed to Markets/ Children Park food stalls/ Book stores etc.

I CARE SEMINAR

Awareness Programme followed by Walk a Thon on 'Stop Child Abuse':- Done by 2 center,Child Abuse Rally with all the Teachers/ Students/ Parents of Kidzee.

Mount Litera Zee School provides a complete and unique educational experience for the child, preparing the child for a successful life in the contemporary society. The vision of Mount Litera Zee School envisages:

- To create an excellent educational institution synthesizing the human values with the highest quality of teaching–learning using modern technology-driven tools for preparing a well-rounded personality for our society.
- To shape global minds on the Indian soil: To ensure this, the school will give every student an access to world-class infrastructure, and an innovative curriculum that promotes the all-round development of the child imbibing traditional values.

Every child is unique. It is a well-known fact that no two thumbprints are alike. In the same way, we believe that every child is born unique. Each child has a unique brain network that shapes how she absorbs and responds to stimuli. One way of teaching does not work for every child. We need to teach the way they learn, not force them to learn the way we teach. Education should foster real understanding: Understanding is different from acquiring information. Mere acquisition of information relies on memory, understanding relies on conceptual clarity. Schools are not assembly lines of syllabus and exams. We help children make meaning of life and develop the muscle to lead life effectively. For this, we go beyond academics to include life skills, values and habits. Real understanding comes from an integrated approach: We have a vision of the child we aim to graduate and everything in our schools is designed around that vision. Building design, pedagogy, teachers, curriculum content, activities and examinations – all are integrated to achieve this vision. A school is an eco-system where different factors have an effect on the child. Teachers, curriculum, assessments, environment, infrastructure, activities all come together to nurture the unique potential of the child.

www.mountlitera.com
Mount Litera
Zee School
Great School. Great Future

We have a vision of the child we aim to graduate and everything in our schools is designed around that vision.

Emerging Student Profile (ESP) is the vision that Mount Litera Zee Schools promises. Everything we do in the school strives to achieve this profile for each child. While each child will take a different path to this profile, we run the schools with the firm belief that this profile will enable our children to be leaders of the 21st century.

The ESP comprises three essential faculties: life skills, knowledge and core values.

Litera Octave is the core belief of every Zee School. It is a proprietary pedagogical model that has been honed over years of research and development. It integrates the various pillars that impact the children during their learning and development in school.

TRIBUTE TO THE DEPARTED JAWANS

MLZS Contai, MLZS Barrackpore, MLZS Surat, MLZS Karnal, MLZS Gandhidham paid tribute to our departed Jawans.

14th February, 2019, was a black day for all Indians as a CRPF convoy was attacked in Pulwama & Awantipora. 44 jawans were brutally killed and several injured.

MLZS offered deepest condolences to the members of the families who have lost their dear one. All Students including preprimary section, teachers, staff and Head prayed in silence.

MLZS TRICHY STUDENTS WON ARCHERY CHAMPION

IN the state level Archery Championship 2018 organised by field Archery Association Truchy, D. Dhaksan of Mount Litera Zee School - Trichy has won the 1st place.

I CARE

Mount Litera Zee School, Tarore organized an Inter School Drawing Cum Slogan Writing Competition in the school premises as part of the ANTI CHILD ABUSE WEEK on 24th November, 2018. Many CBSE schools took part in the event which was organized to create awareness about Child Abuse. Mr. Ranjt Kalra, Advisor for Sports and Youth Affairs, Government of Lakshadweep and Teaching Facility HRDC Jammu University was the Chief Guest for the competition while Mr. J S Dhami, President Sahodya and Principal, Heritage School was the Special Guest.

Students from participating schools namely Jammu Sanskriti School, Heritage School, Carmel Convent, A.S.N Resham Ghar, International Delhi Public, Shemford Futurisitc School, J K Public School, A.S.N Channi, Jodhamal Public School and the host school used their pencils to create awareness about the affects of child abuse.

I CARE BY MLZS BALODA BAZAR

Mount Litera Zee School-Baloda Bazar organized an event on the Topic-Child Abuse (I Care) in the form of Walkathon and Nukad Nattak subsequently followed by Seminar on I Care by RSD and Sr. Academic Manager - Zee Learn.

School organized Walkathon and campaign in 3 different location on 17th November 2018.

All the students from primary section and Class 6 participated in this event. They also conducted Seminar on I Care on 18th November 2018. Approximately, 95 parents attended this event.

I CARE BY MLZS JAMMU BOHRI

Mount Litera Zee School, Anand Nagar, Bohri, Jammu organized a "Walkathon" from MLZS, Anand Nagar to Colonel Colony, Talab Tillo, Bohri Jammu to aware the general public about "Anti Child Abuse Day" by using banners, play-cards and pamphlets and by raising slogans.

Other schools which participated in this Walkathon were JK Montessorie School, Tirath Nagar, Jammu and Sarvodaya Public School, Santra Morh, Jammu.

WEALTH OUT OF WASTE ACTIVITY BY MLZS, COIMBATORE

On 1st November 2018, as a part of the WORLD INTERACT WEEK CELEBRATIONS, 'WEALTH OUT OF WASTE' workshop was conducted by Mr. Sathish Kumar & Mr Mohan Raj of DREAMCIL.

They taught the VI-VIII children how to make gift items like bags, trays, baskets, pencil stands etc., out of old newspapers and their commercial value.

NUKKAR NATAK ON GIRL CHILD BY MLZS JAMMU BOHRI

Mount Litera Zee School, Jammu, Anand Nagar, Bohri, Jammu organized a "Nukkar Natak" based on the theme "Girl Child " at Bahu Fort between 10.00am – 12:00 noon to aware general public about "Anti Child Abuse Day" by using banners, play-cards and pamphlets.

EXHIBITION ON OCEONOGRAPHY

To develop scientific attitude among the students.The "Exhibition on Oceanography" was organized on 23rd June 2018, Saturday at JMLZS Nagothene under the able guidance of Principal Mrs. SAVITA SHARMA. Students had prepared various models on the basis of the theme for the month. Miss Hanan Mhaslai of class VIII/A presented a model "Aquaponics" for which she has already received the First Prize at the State Level Science Exhibition held at Chalisgaon .

Students were very excited and prepared themselves with full enthusiasm. A special initiative was taken by all the teachers.

HIMGIRI ZEE UNIVERSITY

[Estd. Under Uttaranchal State Act. No. 17, 2003. Approved by UGC Under Sec. 2(f)]

DEHRADUN

Himgiri Zee University (HZU) is a leading UGC state private university in Dehradun. HZU is built on a 50 acre pristine campus. It has been awarded last year as the Best Private University in Dehradun by ICCI. Himgiri Zee University has been established to meet the growing demand for trained human resources in various social, educational, scientific, technical and professional organizations so as to channel human energy towards sustainable economic and social development.

SCHOOLS

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

AWARDS

1 Knowledge Review magazine Ranked Department of Agriculture at # 2 amongst 10 Best Agriculture Institutes in India 2018.

2 Awarded as Best Private University in Uttarakhand 2018 by Integrated Chambers of Commerce & Industry

3 Knowledge Review magazine Ranked Department of Agriculture at # 2 amongst 10 Best Agriculture Institutes in India 2018.

4 Awarded as Best Private University in Uttarakhand 2018 by Integrated Chambers of Commerce & Industry

ACCREDITATIONS

HNV ACT | COA | UGC | BAR COUNCIL | NCTE

ACTIVITIES

MOU with CNU South Korea

*ZLL has a service agreement with Himgiri Zee University

Mount Litera School
INTERNATIONAL

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

MLSI provides a smooth transition from Primary School to Secondary Education. It has a team of highly professional and dedicated teachers to inspire a lifelong love of learning and to stimulate intellectual curiosity; promote a culture of creativity; develop and nurture critical thinkers, problem solvers, decision makers, responsible risk takers and effective communicators. It provides a broad based, dynamic and balanced inquiry based curriculum [International Baccalaureate] where commitment to extra curricular activities is seen as equally important as academic achievement. MLSI gives challenging opportunities for learning, both in, and out of the classroom, creating self assured, focused, disciplined, well-balanced and enterprising young men and women, ready to take their place and to make their mark in modern society. Traditional values such as courtesy, honesty, tolerance and mutual respect are taught in a structured, purposeful manner within the context of a friendly and homely international community. It ensures Individual attention within small class sizes to maximise opportunities for a variety of teaching and learning styles. MLSI provides an environment where close and effective partnerships between teachers, support staff and parents ensure that every child admitted will benefit from the education on offer. It offers a safe and nurturing community where diversity is celebrated and traditional values such as tolerance and mutual respect are practised.

To provide the buildings and facilities, which will continue to improve the quality of experience for students and staff and our ability to provide teaching and learning that is, suited to the 21st Century.

Mount Litera School
INTERNATIONAL

LEARNING SPACES

These are the most critical spaces of all. They are designed keeping in mind, the requirements of a child's learning. They are dynamic in nature and can be used for a multitude of purposes. Often, classrooms are decorated with work done purely by students. A variety of learning aides are also kept, which are then updated regularly to match current learning objectives.

SPORTS INFRASTRUCTURE

Sports doesn't just build one's character, it reveals it. Which is why, developing holistic skills and abilities is a key promise to all parents. Mount Litera School International offers a range of sports like squash, basketball, badminton, table tennis, mini soccer, outdoor play, and aerial silk among others. Our huge, 45,000 square feet indoor sports arena brings out the best sportsmanship of our students. This indoor play area can also be converted into a place for performances and exhibition of students' work. In addition, there are indoor studios for yoga, gymnastics and dance as well as for chess and Lego.

PASTORAL CARE

Our Pastoral Care Programme is the bridge between academics and the socio-emotional well-being of our students. Under its broad umbrella, we have learning support, counselling and a medical clinic. The learning support teachers work with children who have different curriculum needs. The school counsellor works with families, students and teachers on a range of areas to ensure that our students are well-adjusted both socially and emotionally.

SAFETY, HEALTH AND SECURITY

Parents entrust their children to us with a lot of faith. Which is why, the students' health and safety are paramount to us the moment they enter the school premises.We are committed to child safety and security through our well-established iCare Programme. In fact, we have a zero-tolerance policy for anything falling short of our standards for What is Right for the Child. 'We take pride of the fact that we have the highest number of security guards as compared to other schools. The classrooms are installed with CCTV cameras to monitor student discipline and for safety purpose. Every floor is secured with security persons.

Mount Litera School
INTERNATIONAL

RAP URGING TO VOTE RESPONSIBLY

The aim of this exercise is to create awareness among the people of Mumbai. Since children cannot vote they are urging eligible voters to help them have a bright tomorrow.

Their efforts took them to some of Mumbai's biggest radio channels like Radio Mirchi, REDFM and Big FM, where popular RJs like Jeeturaj and Malishka interviewed them.Also the initiative was listed in three leading newspapers.

Students from grade 8 and 9 collaborated with their music teacher to compose, sing and perform a highly catchy and energetic rap number - Vote Doh! The rap exhorts the voter to not treat the exercise as a compulsion but as a matter of importance. The students touch upon a number of issues plaguing the country namely the farm and water crisis, girls' education, bad condition of roads and corruption.

BEYOND BOUNDARIES AT MLSI

Beyond Boundaries was a chance for parents and children to experience innovative learning in and out of the classroom.

Parents got to know about the philosophy and an opportunity to experience hands on teaching methods of MLSI.

Parents and their children from across Mumbai participated in fun activities like B-Boying, Communication Expression, Radio Jockeying, Science and real-life applications and pottery etc. to understand how each of these activities actively contributed to learning. The idea was to showcase a typical IB classroom and learning environment since most have never experienced it.

Parents and children also interacted with popular author Ms. Priya Kumar and celebrity nutritionist Dr. Siddhant Bhargava who shared insights from their respective fields. Through his talk, Dr. Bhargava highlighted the importance of correct nutrition in children and Ms. Priya spoke about nurturing spiritual evolution to effectively manage the stress of parenting and life in general. Parents had a hearty conversation with both speakers where myths were busted, and new information was gathered.

Mount Litera School
INTERNATIONAL

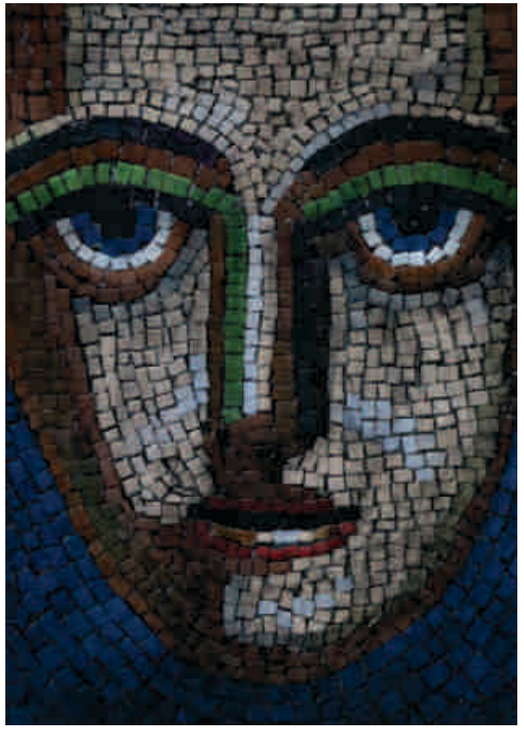
MERAKI AT MLSI

MLSI's Annual visual arts festival, MERAKI. It is that time of the year where all MLSI students create a colourful and vibrant exhibition of their art work.

The students' efforts across all grades was thoroughly appreciated by celebrated artist and guest of honor, Mr. Bose Krishnamachari.

Vincent Van Gogh once said. "If you hear a voice within you say you cannot paint then by all means paint, and that voice will be silent."

With the sole intent of translating this inner voice, we took to sailing on the vast and limitless ocean of creativity to reach out to hundreds of souls who witnessed our myriad artworks. Students of Grade 6 and 7 had displayed their paintings and 3D sculptures, which they created throughout the year.Grade 8 students displayed Expressionism (2D paintings and 3D sculptures) Grade 9 students had displayed their sketches of human anatomy study, Grade 10 student displayed her paintings created throughout the year.



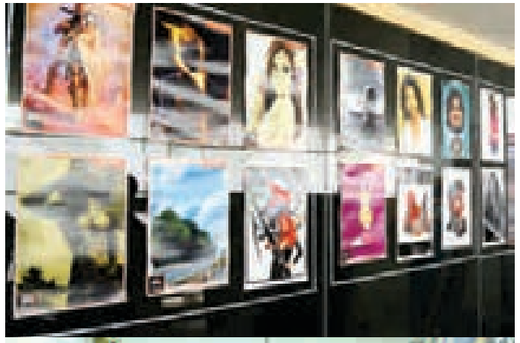
CULTURES MELA

We at MSLI understand that the key to building responsible and empathetic citizens of the future starts small; it starts with simply understanding cultural diversity.

Students explored their countries through different lenses of the global context. The entire MLSI school transformed into the miniature Indian subcontinent. Classrooms turned into experiences where Indian neighboring countries' philosophy, cultural and social system etc. were shared with students, teachers, and parents. The best part about this experience was that it wasn't limited to just the display and decoration but went beyond it, students explored their countries through different lenses of the global context.

ZEE INSTITUTE OF CREATIVE ART

Zee Institute of Creative Arts is India's first full-fledged Classical and Digital Animation Training Academy that trains youth in Animation, Visual Effects, Graphic and Web Design. With over 15 centers in major cities including Mumbai, Delhi, Bangalore, Hyderabad, Kolkata, Pune, Lucknow, Chandigarh, Bhubaneswar, Ahmedabad etc. Zee Institute of Creative Arts (ZICA) is the go to institute of students who want to peruse their career in animation and VFX.



ZICA with its new state-of-art centre covers the stages of visualization, Pre-production, production and post-production. The training studiosare equipped with high end animation tools, 2D animation facilities, 3D software, Visual FX Labs and imaging technologies.

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

ZICA has adopted a novel training style and is focused entirely on creating a stimulating environment for its students. A well laid out assessment procedure ensures the student's acceptability as dignified professionals in the world of animation.ZICA also propagates the inherent artistic and aesthetic skills in each student. With course from 6 months to 2 years, ZICA has a lot to offer to the enthusiasts who want to make a career in the digital and creative field.

ZEE INSTITUTE OF MEDIA ARTS

ZIMA is a young media education hub and a new talent hot spot for Bollywood and the media world. ZIMA helps the students with the scope and state-of-the-art support to unfold their creative urge and sharpen the technical finesse in film making. ZIMA offers globally-accepted standards of media education in the field of Film Making, Direction, Acting, Voicing & TV Presentation, Screenwriting, Production, Ad Filmmaking, Cinematography, Sound Recording, Editing and other related fields for a successful filmi career. ZIMA helps the students to carve a niche and make a mark, be it in Bollywood - India's biggest film industry, or in international media.

RAKESH BEDI AND DEEPTI NAVAL INTERACTING WITH OUR STUDENTS

ZIMA is a young film school that offers industry oriented education in the field of film and TV. Built on the rich heritage and strong foundations of the Zee Network, ZIMA is envisaged by its founders to be a hub of traditional expertise along with cutting-edge digital technology and acts as a platform of limitless opportunities to a career in the film & TV world. ZIMA is India's first film school that has been acknowledged as Steinberg Certified Training Centre. ZIMA offers a learning friendly curriculum that combines compulsory theory classes with extensive practical and film screenings under the mentorship of leading industry professionals. Being a premier film school of the country, ZIMA Film School gets students from all over India; across all languages, regions, backgrounds. It's a truly Pan-India experience which is very essential in growth of the student as a film maker and a story-teller.

AESTHETICS 2019 YOUTH CONCLAVE

It was a large gathering of animation, VFX, Games studios, production houses, industry veterans, professionals, students, academia and technology companies all under one roof.

The event aimed to attract subject matter experts, studios, production houses, game developers, film institutes to provide exposure and know-how to professionals, artists and students. The event offered one of its kind platform for professionals, artists and students to showcase their talent by participating in different competitions, gain recognition at a national level and connect with top corporations, all in a span of 2-3 days.

The event featured discussions and workshops, sessions, studio visits, showcasing of short films submitted by the participants along with a visit to Essel World and an awards night that recognizes talent at a national level. The event provided insights and networking opportunities to the participants along with industry interactions with experienced professionals/senior members from distinguished corporations on latest topics/industry trends such as new age technologies.

ZEE LEARN & MT ANALYST MEET 2018

It was a glittering event at Hotel Four Seasons, Worli Mumbai where Zee Learn conducted the Analyst Meet for 2018. Zee Learn shared its vision to become India's largest and most respected Education company serving the full life cycle of educational needs through digital / offline modes and with a strong social commitment and Indian roots.

Zee Learn shared its strong foothold in the supplementary services vertical with the acquisition of MT Educare.

MT Educare has been a dominant player in supplementary education in India with brands like Lakshya, Mahesh Tutorials, Chitale classes and Robomate.

Additionally, Zee Learn shared its plans to leverage Robomate - the digital offering of MT Educare for expanding its foot print globally especially among the Indian diaspora.

KIDZEE ANNUAL MEET

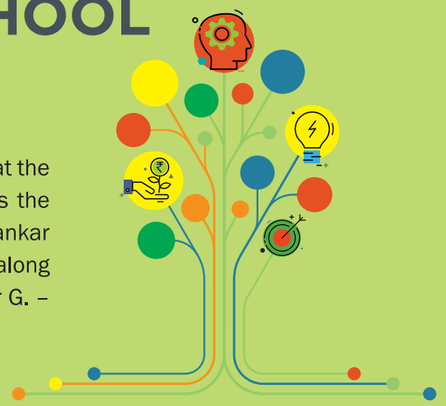
2018 was held at Mumbai, and was attended by the entire Kidzee Team. The event was led by CEO Mr. Debshankar Mukhopadhyay and CHRO Mr. Vikash Kar. It was the perfect time to reflect on the past year and learn from peers and the leaders. The top performers were recognised for their contribution as they laid down the plan for the next year.

GROWTH THROUGH
EXCELLENCE
Quality • Efficiency • Service • Reliability

www.mountlitera.com
Mount Litera
Zee School
Great School, Great Future

MOUNT LITERA ZEE SCHOOL ANNUAL MEET

The Annual meet for Mount Litera Zee School (MLZS) was conducted at the picturesque campus of Fountainhead in Alibaug, Teams from across the zones were present along with the leadership team, CEO – Mr. Debshankar Mukhopadhyay, CFO – Mr. Umesh Pradhan, CHRO – Mr. Vikash Kar, along with Mr. Sumit Mishra – Business Head MLZS and Mr. Shyam Sundar G. – Head of Content and Curriculum.



As a part of the Annual Meet, our CEO Mr. Debshankar Mukhopadhyay further interacted with the MLZS team in a session and emphasised on the vision of “Building Institutions of Excellence” through the core values of ZLL. Further, representatives from each zones presented their inputs and progress. An award ceremony was also arranged to recognise their efforts in building MLZS a fastest growing K12 school network.

KIDZEE BUSINESS PARTNER MEET – POTENTIAL LEAP

This meet is aimed at felicitating the KIDZEE Business Associates, teaching and non-teaching staff for their outstanding performance during the previous financial year.

The event was organized across the country in 12 major cities like Mumbai, Pune, Ahmedabad, Bangalore, Chennai, Hyderabad, Delhi NCR, Lucknow, Patna, Kolkata, Guwahati, Chandigarh.

Each event witnessed a unique cultural celebration where the facilitators and support staff showcased their performances highlighting the traditions of the particular city / state.

In order to encourage and motivate the associates and staff, the Chief Guest – CEO & CFO, Zee Learn, Business Head – Acquisition & National Franchisee Development Manager - Kidzee, presented the awards in various categories such as The Best Debutant Kidzee, The Vintage Kidzee Centers, Long Service Awards for the Kidzee Faculties, Centre with the Highest Enrollment contribution, Centre having scored 100+ enrollments, Centre's rated A* on Academic Excellence & so on.

Each event has participation of about 500 members including Business Partners, Teaching Staff, Support Staff, etc.

NEW PRODUCTS AND INITIATIVES

DAY CARE

Indian families have undergone a sea changein the last two decades. In today's nuclearfamilies' kids are brought up by workingparents who are engaged in jobs for themajor part of the day.Sometimes, stay-at-home parents orcaregivers such as grandparents also feel adearth of options to engage the childcreatively throughout the day.

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

The programme aids in the development of skills such as Cognitive, Social and Emotional, Speech & Language and Fine & Gross Motor skills. The Day Care programme has been designed to accommodate allthe requirements of a child– rest, play, nutrition and learning.

ANKURUM

Ankurum is the latest preschool offering from Zee Learn. It isaimed at providing structured quality education at an affordable cost in a safe & secure environment. The program is designed to give students the best chance of academic success by providing well-researched, age-appropriate, child-centered and holistic curriculum. Ankurum's well-researched curriculum 'Initium' is designed to help each child realize his/her unique potential in a self-paced manner. Initium is inspired by Multiple Intelligence theory devised by Howard Gardner in 1983, 'Initium' focuses on the different types of minds that each child possesses and thereby learn, remember, perform and understand in different ways.

KIDZEE HEALTHY AND HAPPY PROGRAM

Kids today are becoming increasingly susceptible to lifestyle ailments such as obesity, diabetes and asthma. Keeping this in mind, Kidzee has designed a holistic health check-up and wellness programme – Kidzee Healthy and Happy Program. The program focuses on General Health Assessment, Dental Health, Eye-health, Dietary assessment, Health Games and a contest for Behavioural Assessment.

MOUNT LITERA WORLD PRESCHOOL

Mount Litera World Preschool (MLWPS) is an international standard preschool offering from Zee Learn. MLWPS seeks to create self-assured, life-long learners in a safe, joyful and stimulating environment where children learn and develop through guided exploration and open expression.

The unique and innovative pedagogy Litera Vidè is based on constructivism which lets each child build their own knowledge. MLWPS encourages every child to become an active, empathetic and lifelong learner who understands individual differences in the right spirit.

This esteemed premium preschool curriculum welcomes every child with open arms and fillsthem with creativity by providing the young minds with abundance to explore.

FUN N LEARN

Children learn the best through Play. Experimental Learning is a new-age methodology which is based on the global concept of 'Power of Play'. Fun N learn is an innovative product from Kidzee that integrates fundamental learning into specially designed activities and games. The product contains theme-based games grade to 4 levels. All these levels are mapped to the Kidzee Curriculum.

KIDZEE LITTLE ARTIST BOX

The Kidzee Little Artists Box is where fun meets learning! A carefully-designed activity box that is specially curated for your young one's growing needs.

Created by a dedicated team of subject experts, educationists, remedial instructorsand design specialists, the KidzeeLittleArtistsBox is an innovative and engaging educational product so that children can constantly learn through the joy of play.

CODIFY

Research shows that sharpened logical and problem-solving skills are directly linked to affinity towards Coding and Programming. In a world where technology is indispensable, we at Kidzee lay the foundation early with an innovative curriculum - Codify. Codify is a first-of-a-kind coding curriculum designed to improve Logical Reasoning and Problem-Solving Skills in children.This product is a special inclusion for Kidzee select centres.

KIDZEE LEARNING APP

The Kidzee Learning App has been designed to give your child an all-rounded exposure to ensure multiple skill development. It aims at inculcating reading, musical, mathematical, analytical and technology skills to give your child the smart edge.

The app engages the child into interactive gameplay and motivates her to learn by giving instant feedback encouraging her to do better. It comes with a number of age-appropriate preloaded and carefully designed apps by Kidzee, specifically for a child's learning and development. The apps' high-value educational content, presented as rhymes, videos, puzzles, arcade games, quizzes, interactive books and other engaging methods, creates an immersive environment within which the child's mind thrives and grows.

Open-ended activities like Colouring Book, Puzzle, Memory Game, Match The Shape, Tap The Dots not only make learning joyful but also foster creativity amongst children.

KIDZEE MAGAZINE - YOUNG PARENTS' COLLECTIVE

Young Parents' Collective, the Kidzee Magazine is a unique tool designed especially for Kidzee Parents across the country to come together, discuss and share common experiences associated with young children. The magazine also focuses on Nutrition and Effective Parenting in today's time and age.

THE LITERATI

The Literati is a monthly newsletter targeted at the students of Mount Litera Zee Schools (MLZS). It is our own fourth estate which shall reflect creative writing and reading skills of our Mount Literans, educators and leaders at MLZS across India. The Literati is designed to act as a medium to spread awareness about the great work being done across our school network. The Literati not only helps Mount Literans be up-to-date with the events that happen across the world but also acts an effective medium to propagate the values that Mount Litera Zee Schools stand for.

LUMINOSITY - THE NEW AGE LMS

Luminosity is a proprietary new age Learning Management System (LMS) conceptualized, designed and developed by Zee Learn. Luminosity provides the MLZS teachers a simple and user-friendly interface to access a host of high-end digital content. The digital content available on Luminosity enables the teachers to make the teaching-learning process engaging, enriching, effective and fun. The content is a unique mix of 2D & 3D animations, high-end simulations & virtual labs and a host of well-researched interactivities. These learning objects provide an immersive visual experience that improves learning and promote “deep learning”.

NEW AGE LEARNING RESOURCES

The Learning Resources are designed to ensure academic excellence through skill-based interventions. The new LRs not only provide a rich learning experience to our MLZS students but will also help our MLZS teachers significantly by providing them with a set of well-researched learning tools and enrichment tools. The LRs are designed to take learning beyond the boundaries of the school curriculum. Different holistic-learning and enrichment tools embedded in the LRs help develop the Emerging Student Profile (ESP)/21st Century Skills and aid in promoting Higher Order Thinking Skills.

AFAE 19

MT Educare organised a grand award function to appreciate and felicitate achievers of Std. X - SSC, ICSE and CBSE, Std. XII - Science and Commerce, MHTCET, NEET, AIIMS, JEE Main and Advanced.

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

R+NOTEBOOK

R+Notebook, the said book is prepared by highly qualified teachers, instructional designers and top design professionals, and addresses the problem of students forgetting critical concepts at the time of revision. This is often a result of lack of a systematic approach where students tend to write in multiple notebooks, which a student may or may not find while revising before assessments. The R+Notebook not only covers all the concepts and problems from a textbook along with space to solve these problems, but most importantly, each concept and problem comes with an embedded QR code. To solve a particular problem, all he/she has to do is scan the QR code and he/she will be able to see a video of the teacher solving the problem in the classroom.

Zee Learn is Great Place to Work® certified

Great Place To Work®
Certified
APR 2019–MAR 2020
INDIA

Great Place to Work® Certification is the most definitive 'Employer-of-Choice' and Workplace quality recognition that any organization can receive. The organization is assessed in two parts - employee survey and people practices assessment. The Trust Index© frameworks of the survey is used to survey the employees on the 5 dimensions of a great workplace - Fairness, Respect, Credibility, Pride and Camaraderie. Great Place to Work® Certification is the first step to make it to 'India's Best Companies to Work For'. People practices implemented in our organization are assessed through the Culture Audit© process which covers 9 distinct practice areas of a great workplace culture. Business leaders and researchers rely on Great Place to Work® metrics - the Trust Index© and Culture Audit© to establish the standard that defines a great workplace.

It has been an endeavor of Zee Learn to build people-centric and high performing culture and this recognition is a strong vote of confidence and pride that our employees have in us. We hope going forward we will further strengthen our people practices with robust alignment to our Core Values and our business philosophy of “What’s right for the child”

AWARDS & RECOGNITION

Franchisor of the year 2018 by Franchise India, Oct 2018.

Dream Companies to work for in Education Sector 2019 by World HRD Congress, Feb 2019.

Ranked 16 as Dream Companies to work for by World HRD Congress, Feb 2019.

Leading brand of the Year – Preschools by WCRC, Apr 2018.

Innovative Practices For Academic Excellence by ELETS, Dec 2018.

National Early Child Playschool Chain 2019 by Franchise India, Feb 2019.

Great Place to Study by Forbes Marquee Magazine, Oct 2018.

Innovation In Curriculum In Early Childhood Development by ELETS, Dec 2018.

Luminosity - Learning Management System Portal for MLZS wins the award by IDC Insight Awards, Nov 2018.

Most Admired Preschool Brand by White Page International, Dec 2018.

National K12 School Chain of the Year 2019 by Franchise India, Feb 2019.

Leading brand of the Year – Schools by WCRC, Apr 2018.

Great Place to Study by Forbes Marquee Magazine, Oct 2018.

ZEE LEARN HAS BEEN AWARDED FRANCHISOR OF THE YEAR 2018 BY FRANCHISE INDIA.

With great pleasure, we announce that on 22nd October 2018, at a dazzling ceremony at Hotel Lalit, Zee Learn Ltd. was awarded the prestigious award – Franchisor of the Year 2018 by Franchise India.

We are thrilled to say that Zee Learn Ltd has been recognized as the top franchisor not only in education but across all 28 categories* of franchising.

Your hard work and dedication have been rewarded with Zee Learn being awarded the overall winner for the first time.

It is indeed a proud moment for the Zee Learn family.

CORPORATE INFORMATION

Board of Directors

Himanshu Mody
Non-Executive Director

Ajey Kumar
Managing Director
(w.e.f. October 1, 2018)

Dr. Manish Agarwal
Independent Director

Nandita Agarwal Parker
Independent Director

Dr. Sangeeta Pandit
Independent Director

Roshan Lal Kamboj
Additional Director
(Appointed w.e.f. May 17, 2019)

Auditors

M/s MGB & Co. LLP - Chartered Accountants

Board Committees

Audit Committee

Dr. Sangeeta Pandit - *Chairperson* | **Dr. Manish Agarwal** - *Member* | **Himanshu Mody** - *Member*

Stakeholders Relationship Committee

Dr. Sangeeta Pandit - *Chairperson* | **Himanshu Mody** - *Member* | **Nandita Agarwal Parker** - *Member w.e.f January 18, 2019*

Nomination and Remuneration Committee

Dr. Manish Agarwal - *Chairman* | **Dr. Sangeeta Pandit** - *Member* | **Himanshu Mody** - *Member*

Corporate Social Responsibility Committee

Dr. Manish Agarwal - *Chairman* | **Dr. Sangeeta Pandit** - *Member* | **Himanshu Mody** - *Member*

Key Management

Debshankar Mukhopadhyay
Chief Executive Officer

Vikash Kar
Human Resources

Santosh Gupta
Information Technology

Sandeep Shetty
Vocational

Umesh Pradhan
Chief Financial Officer

Avinash Kundalia
Pre-school - Enrolments & Operations

Shyam Sunder Gudimella
Content and Curriculum

Sumit Mishra
K-12 Schools –Enrolments and Operations

Bhautesh Shah
Company Secretary & Compliance Officer

Brijesh Jadia
Supply Chain

Vivek Bhanot
Partner Acquisitions

Bankers

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

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

Corporate Office
513/A, 5th Floor, Kohinoor City, Kirol Road, Off LBS Marg, Kurla (West), Mumbai- 400 070

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

Corporate Identity Number : L80301MH2010PLC198405 | **Investor Email ID:** investor_relations@zeelearn.com | **website:** www.zeelearn.com

Management Discussion and Analysis

Economic Overview

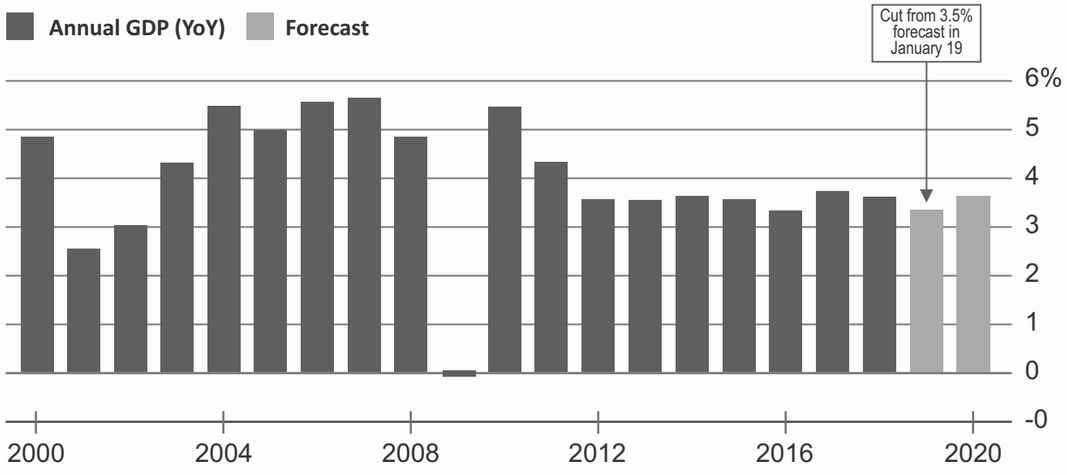
Global Economic review

A year ago economic activity was accelerating in almost all regions of the world and the global economy was projected to grow at 3.9 percent in 2018 and 2019. One year later, much has changed: the escalation of US–China trade tensions, macroeconomic stress in Argentina and Turkey, disruptions to the auto sector in Germany, tighter credit policies in China, and financial tightening alongside the normalization of monetary policy in the larger advanced economies have all contributed to a significantly weakened global expansion, especially in the second half of 2018. With this weakness expected to persist into the first half of 2019, the World Economic Outlook (WEO) projects a decline in growth in 2019 for 70 percent of the global economy. Global growth, which peaked at close to 4 percent in 2017, softened to 3.6 percent in 2018, and is projected to decline further to 3.3 percent in 2019. Although a 3.3 percent global expansion is still reasonable, the outlook for many countries is very challenging, with considerable uncertainties in the short term, especially as advanced economy growth rates converge toward their modest long-term potential.

While 2019 started out on a weak footing, a pickup is expected in the second half of the year. This pickup is supported by significant policy accommodation by major economies, made possible by the absence of inflationary pressures despite closing output gaps. The US Federal Reserve, in response to rising global risks, paused interest rate increases and signalled no increases for the rest of the year. The European Central Bank, the Bank of Japan, and the Bank of England have all shifted to a more accommodative stance. China has ramped up its fiscal and monetary stimulus to counter the negative effect of trade tariffs. Furthermore, the outlook for US–China trade tensions has improved as the prospects of a trade agreement take shape.

Lowest Since the Financial Crisis

The IMF cut its outlook for 2019 global growth to 3.3 percent



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.

Industry Size

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups. India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

Road Ahead

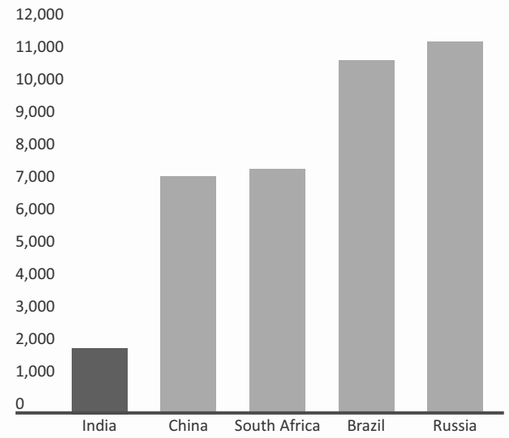
India's gross domestic product (GDP) is expected to reach US$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.

India's revenue receipts are estimated to touch Rs 28-30 trillion (US$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST).

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from to 175 GW by 2022.

India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by Pricewaterhouse Coopers.

GDP Per Capita in USD

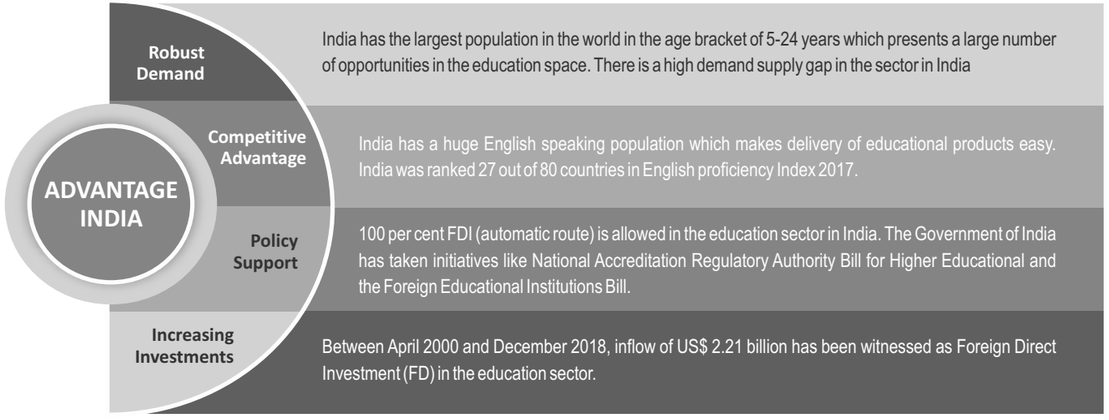


Source: World Bank, World Bank Development Indicators; GDP Per capita in USD

Sector Review – Education Sector

With a population of more than 1.3 billion, it's no surprise that India runs the largest national school system in the world. While it's not often recognized for its quality, education in the south Asian country has been on the rise, and now places in the top half of U.S. News & World Report's rankings of 80 countries for best in education.

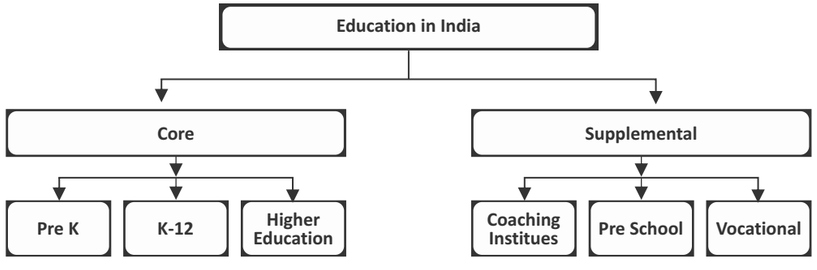
With more than 700,000 schools in operation, India certainly has a big job on its hands. Despite the recent improvements in Indian school systems, many parents choose to educate their children in private institutions. In fact, just 70% of school age children attend public schools. That being said, only about 50% of Indian children go to school at all: while registration is compulsory, attendance isn't typically enforced.



Industry Size

India's education sector offers a great opportunity with approximately 29 per cent of India's population being between the age group of 0-14 years. India's higher education segment is expected to increase to US$ 35.03 billion by 2025. The education sector in India is estimated at US$ 91.7 billion in FY18 and is expected to reach US$ 144 billion in FY20. As of December 2018, internet penetration in India had reached 46.13 per cent. Increasing internet penetration will help in education delivery.

India has over 250 million school going students, more than any other country. It also has one of the largest networks of higher education institutions in the world. Number of colleges and universities in India reached 39,050 and 903, respectively in 2017-18. India had 36.64 million students enrolled in higher education in 2017-18. Gross Enrolment Ratio in higher education reached 25.8 per cent in 2017-18. In December 2018, the government of India published that 3.43 million candidates had enrolled in the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) 2016-20 scheme. Up to January 24, 2019 as many as 2.52 million candidates were trained under the scheme's Short Term Training (STT).



Pre-schools

There are close to 106 Mn children in 2-5 age group, out of which 60 Mn children go to pre-school or an early childhood education centre. With a market size of US$ 1.18 Bn, India has highest number of preschool children enrolled globally (Source: Kaizen Education, 2014). Currently, India has close to 0.5 Mn private pre-schools including both organised and unorganised. Given the low penetration level of pre-schools it is estimated to grow at 23 per cent CAGR over 2022.

The segment is majorly unregulated in the country with pre-school education not being compulsory. The National Commission of Protection for Child Rights (NVPCR) has formed guidelines for private pre-schools to ensure child safety and bring uniformity and inclusiveness. All pre-schools are required to be registered with NCPCR and ensure police verification of all employees.

K12

The current K-12 school system in India is one of the largest in the world with more than 1.5 Mn schools that have more than 250 Mn students. Private schools account for about 25% of total schools. Based on the differential geography and income-levels of Indian population, three different sub-markets have emerged within private school segments namely, High-End Schools (having fees more than ₹ 60,000 per annum), Mid-Market Schools (having fees between ₹ 12,000-60,000 per annum) and Affordable Private Schools (having fees under ₹ 12,000 per annum). As per rules, schools are formed as non-profit organisations and any surplus generated is needed to be ploughed back into the improvement of the school.

With increasing awareness, private Indian players are collaborating with international brands to provide international standard quality education. Schools are investing in information and multimedia education technologies to provide better education to students. Increase in technology has also influenced the education sector due to which smart classes are gaining acceptance. Technology-driven learning is introducing a qualitative and quantitative difference to education. The introduction of online learning in Indian education system has changed its scenario, with its reach and economical access.

Higher Education

India's higher education system is the largest in the world with over 70 Mn students and it ranks second in terms of student enrolment in higher education. By 2025, the segment is expected to reach US$ 35.03 Bn. This includes various institutions providing graduate courses in various streams and post graduate courses. Mostly higher education is controlled by government under various central and state universities. However private players are foraying in a big way in post-graduate courses. With increasing need for formal education higher education has become commonplace and increasing number of students are opting for post graduate courses with a view to secure more competitive jobs.

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. 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.

Manpower training

Teacher training is emerging as a huge need area as teacher quality is a big barrier to improvement in learning outcomes. Despite being the second largest education system in the world, there is serious shortage of good faculty in India. There is a huge need for both pre-service and in-service training for teachers. Of the 9 Mn teachers working in schools (K-12) only 80% are professionally trained. Pre-service teacher training has mainly been in the hands of government and private institutes that provide Bachelor's and Master's degree in education. Social enterprises have mainly been driven by non-profit models with some for-profit models emerging given the need of the hour. While there is a strong need to change the policy to revamp teacher training in India, there is huge opportunity for entrepreneurs to design solutions that can help train teachers to be more effective in the classroom.
Source: IBEF June 2018, Technopak Education Outlook June 2017

Opportunities in Education Sector in India

Investments in Education

- 100 per cent FDI (automatic route) is allowed in the Indian education sector.
- An estimated investment of ~US$ 200 billion is required to achieve the government's target of 30 per cent GER for the education sector by 2020.
- The government also promotes Public Private Partnership (PPP) and tax concessions to encourage foreign players in the industry.

Immense Growth potential

- India has the world's largest population of about 500 million in the age bracket of 5-24 years and this provides a great opportunity for the education sector.
- The education industry in India is estimated to reach US$ 144 billion by 2020 from US$ 97.8 billion in 2016

Policy Support

- The continued focus of the Government of India towards liberalising the Education sector, is reflected by the proposed introduction of trend setting bills such as the Foreign Educational Institutions (Regulation of Entry and Operations) Bill, 2010 and the Educational Tribunals Bill, 2010.

- The Department of School Education and Literacy has launched SamagraShiksha programme with effect from 2018-19 for the school education sector extending from pre- school to class 12th providing quality education at all levels.
- In December 2018, the Government of India published that 3.43 million candidates had enrolled in the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) 2016-20 scheme. Up to January 24 ,2019, as many as 2.53 million candidates were trained under the scheme's Short Term Training (STT).
- Education sector in India remains to be a strategic priority of the government. Skill India Mission 2015 aims at skilling around 400 million youths in the country by 2022.

Public Private Partnership (PPP)

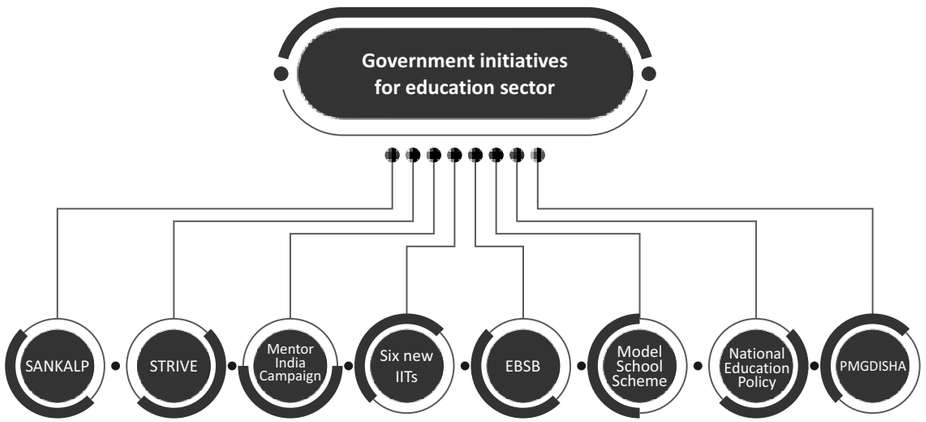
- Setting up of formal educational institutes under the PPP mode and enlarging the existing ones
- In the case of PPP the Government is considering different models like the basic infrastructure model, outsourcing model, equity/hybrid model and reverse outsourcing model.

Government Initiatives

Some of the other major initiatives taken by the Government of India are:

- In August 2018, Innovation Cell and Atal Ranking of Institutions on Innovation Achievements (ARIIA) were launched to assess innovation efforts and encourage a healthy competition among higher educational institutions in the country.
- In August 2018, Government of India launched the second phase of 'Unnat Bharat Abhiyan' which aims to link higher educational institutions in the country with at least five villages. The scheme covers 750 such institutions.
- The allocation for school education under the Union Budget 2018-19 is expected to increase by 14 per cent, to focus on accelerating existing schemes and quality improvement.
- In order to boost the Skill India Mission, two new schemes, Skills Acquisition and Knowledge Awareness for Livelihood Promotion (SANKALP) and Skill Strengthening for Industrial Value Enhancement (STRIVE), have been approved by the Cabinet Committee on Economic Affairs (CCEA), Government of India, with an outlay of ₹ 6,655 crore (US$ 1.02 billion) and will be supported by the World Bank.
- The Ek Bharat Shreshtha Bharat (EBSB) campaign is undertaken by Ministry of Human Resource Development to increase engagement between states, union territories, central ministries, educational institutions and general public.
- Prime Minister Mr Narendra Modi launched the Skill India initiative – 'Kaushal Bharat, Kushal Bharat'. Under this initiative, the government has set itself a target of training 400 million citizens by 2022 that would enable them to find jobs. The initiatives launched include various programmes like: Pradhan Mantri Kaushal Vikas Yojana (PMKVY), National Policy for Skill Development and Entrepreneurship 2015, Skill Loan scheme, and the National Skill Development Mission.
- In December 2018, the Government of India published that 3.43 million candidates had enrolled in the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) 2016-20 scheme. Up to January 24, 2019 as many as 2.53 million candidates were trained under under the scheme's Short Term Training (STT).

Government Initiative: To accelerate Education in India



Road Ahead for Indian Education Sector

In 2030, it is estimated that India's higher education will:

- Adopt transformative and innovative approaches in Higher education.
- Have an augmented Gross Enrolment Ratio (GER) of 50 per cent
- Reduce state-wise, gender based and social disparity in GER to 5 per cent.
- Emerge as a single largest provider of global talent, with one in four graduates in the world being a product of the Indian higher education system.
- Be among the top five countries in the world in terms of research output with an annual R&D spent of US$ 140 billion.
- Have more than 20 universities among the global top 200.

SWOT Analysis

Strength	Weakness
• Easy to Establish	• Qualified and capable faculty
• Government Support	• Infrastructure especially in rural India
• Low operational cost	• Political intervention in management of school
• Plenty of good quality curriculum	
Opportunities	**Threat**
• Demand for education growing	• Government Regulation
• Population growth	• Competition
• Foreign Tie-ups	• High faculty attrition
• Rapidly growing technology	• Increasing trend of foreign education

Business performance review

Pre K

Kidzee has more than 1,900 operational pre-schools in over 800 cities across India and Nepal. Kidzee has so far touched the lives of more than 450,000 children since inception in 2003. In FY19 the Company signed 317 pre-schools.

The franchisee owner bears the establishment costs and an upfront franchisee fees. Further, it pays royalty each year under a revenue-share agreement and also student kit fee to franchisor. The franchisor provides the curriculum, content, kits and other necessary support like teacher training and advertising and marketing.

Its proprietary pedagogy, iLLUME sets Kidzee a class apart from other preschool chains. iLLUME is an approach that helps parents and teachers spot the unique potential in each child and help them realize it. Zee Learn offers franchise to local education entrepreneurs, especially women, to run and manage Kidzee preschools.

In FY19, the Company launched the new Kidzee App to fulfill the need gap of all stakeholders – Parents, Partners and Teachers. The app allows data to flow seamlessly across these user groups and enables a smooth functioning of the centre.

Kidzee introduced Imagenie based on top class Augmented Reality technology, designed around age-appropriate learning and complements the classroom learning by continuing the learning process at home. Imagenie consists of Coloring sheets for PG and Nursery and Jigsaw puzzles for Jr. and Sr. KG. In FY18, the Company introduced an upgrade to the Sr. KG Kit in the form of new puzzles under the topic 'Extinct Animals' in line with developmental milestones of the children and observing the acceptance of the product by the children over the last year. The Company also introduced a new product under the Imagenie+ umbrella. The new product Spell-English, provides a value added immersive language learning experience for the child based on the basis of developing language – the 3 R's: Reading, 'Riting and 'Rithmetic. The product is offered from PG to Sr. KG and is designed to evolve from simple to complex activities beginning with pattern tracing and letter introduction to phonic introduction with rhymes and making sentences. The Company also continues to upgrade the Kidzee Learning Tablet to provide engaging content that is child friendly, age appropriate and developmentally fundamental for children.

K 12

Mount Litera Zee Schools (MLZS) aim to provide Learner-Centred education with an integrated approach - where the child is at the centre of everything. Mount Litera Zee Schools were initiated to bring about a quantum leap in how school education is delivered to the modern day child. The Company partners with local educational trusts under various operating models. The range of services and solutions provided under these partnerships range across school set up assistance, teacher-training, assessment, teaching materials, student learning resources, branding. In addition the Company runs five CBSE COCO schools at Goa, Bhatinda, Karnal, Patiala, and Nagpur having more than 3400 students and also runs an IB school at BKC Mumbai, which has around 500 students.

In FY19 the Company signed 7 and added 7 K12 Mount Litera Zee Schools taking the total count to 129 including 5 COCO schools. The total number of K12 kits dispatched in FY19 is around 64,000. These schools enjoy around 90 per cent retention rate.

Higher Education - HZU

In Higher education, we have a service agreement with the leading UGC approved state private university in Dehradun called the Himgiri Zee University (HZU). HZU is built on a 50 acre pristine campus and has 6 thriving schools of Engineering & Sciences; Management & Law; Agriculture & Forestry; Education & Social work; Clinical Research & Pharmaceutical Sciences and Vocational studies. It has been awarded last year as the Best Private University in Dehradun by ICCI.

Vocational training

Youth today is looking for vocational education outside the ambit or traditional higher education. The Company's Zee Institute of Media Arts (ZIMA), a TV and film training institute, in Mumbai offers professional courses in direction, acting, sound, editing, production and cinematography. Another offering from the company Zee Institute of Creative Art (ZICA) is the nation's first full-fledged classical and digital animation training academy offering training in classical 2D, modern 3D animation, VFX, visual effects, graphic design and web design in over 16 cities across India.

In FY19 ZICA introduced 3 new programs in interior design, digital marketing and digital photography. The institute has strong emphasis on creating a stimulating environment for the students. ZICA focuses on the application of principles of art and design and fundamentals of animation to computer based digital animation and web design. A well laid out assessment procedure ensures the students' acceptability as distinguished professionals in the world of Animation. ZICA training academy is equipped with high-end animation tools, 2D animation facilities, 3D software, visual FX Labs and Imaging Technologies. ZICA's placement cell provides placement assistance to all ZICA students across the country. ZICA students have been placed in production studios like Double Negative, Prime Focus, Maya Digital, Famous Studios, Creative Box, INNOV Reality, Contiloe Films etc. ZICA has launched one of its kind online learning platform for its students "E-Studio" enhancing their knowledge and skills.

ZIMA has international standard curriculum for all courses and a cutting-edge technology and infrastructure offering programs aligned in "School of Film & TV" and "School of Journalism". It is India's first STEINBERG Certified Training Centre for Sound Design & Recording programs. It has a highly experienced faculty from Film, TV and Journalism industry. ZIMA offers courses in most domains of filmmaking, with creative courses like script writing, direction, acting, music and film appreciation or technical courses of cinematography, sound recording, editing and even production designing and integrated courses. Currently, ZIMA is operational at Mumbai, Noida and Jaipur and will be shortly launching their new center in Kolkata.

During FY19, Masterclass sessions and guest lectures were conducted by various industry professionals like Ms Deepti Naval (Bollywood actress), Mr. Rakesh Bedi (actor / director), Mr. Rohit Makwana (Assistant Editor – Ek Villian, Aashiqui 2, Alone), Mr. Sumesh Lekhi (DOP and Film Maker), Mr. Suraj Gunjal (Assistant Editor – Bombay Talkies, Ankhon Dekhi, Shab). AESTHETICS 2019 – Youth conclave was organised in Jan 2019 offering one of its kind platform for the to showcase their creative work and attract subject matter experts, studios and production houses to provide exposure and know-how to the students and professionals. The event had guest speakers from various companies like ZEE5, Adobe, Unity, MSI Global, Quidich Innovation Labs, DigiQuest.

Manpower Training

With increasing awareness manpower training is gaining centre-stage among corporate who dedicate substantial time and resources to train their employees. Most organisations prefer to seek external help from training organizations to train their new joiners on general skills, and temporary staffing companies to manage payrolls, compliance and other HR aspects related to such contingent workforce. Liberium provides a one stop solution to the corporate by providing assistance to the corporate HR team to recruit the right resources, provide training on client specific required skills and place the associates on Liberium rolls to efficiently manage staff. Additionally on boarding & induction sessions conducted by Liberium help to motivate and engage the associates.

Liberium assists in effective hiring, rapid backfilling, soft skill training, strict adherence to compliance, quick turnaround time on associate/client queries, legal support, and performance and productivity tracking. Liberium help provides lateral hiring assistance, comprehensive solutions around payroll processing, training and HR business process outsourcing.

Test Prep / Tutorials

Mahesh Tutorials helps students with Secondary Education & foundation courses for competitive exams. It also has brands like Lakshya, MT Science, MT Commerce, Mahesh PU College, Sri Gayatri Academy and Aryan Foundation help students with higher secondary education and entrance exams.

Financial Review - Consolidated Results

During FY19, the Company signed 317 new Kidzee Pre Schools and 7 Mount Litera Zee K12 Schools, expanding its network to more than 800 cities in India. The Company strengthened its leadership position in the school segment with over 1900 Kidzee Pre-Schools and 129 Mount Litera Zee K12 Schools. Through network of pre-school centres, K-12 schools and Youth centres, the Company served 230,000+ students during Fy19.

Income

The Company's total income increased by 102 per cent to ₹ 54,925 Lakhs in FY19 from ₹ 27,254 Lakhs in FY18 largely on account of MT Educare's revenue (₹ 18,839 Lakhs) been consolidated for the first time with Zee Learn. Growth is also aided by 11 per cent growth in revenue from educational services /activities, 14 per cent growth in lease rentals and 67 per cent growth in revenue from Training, Manpower and related activities.

Expenditure

Total expenditure increased by 121 per cent to ₹ 43,472 Lakhs in FY19 from ₹ 19,698 Lakhs in FY18.

Operational Expenses

Operational expenses increased by 223 per cent to ₹ 14,537 Lakhs in FY19 from ₹ 4507 Lakhs in FY18 largely on account of MT Educare's expenses (₹ 9711 Lakhs) been consolidated for the first time with Zee Learn. The increase in other operational expenses commensurate to increase in sales.

Employee Benefit Expenses

Employee benefits expenses increased by 80 per cent to ₹ 14,157 Lakhs in FY19 from ₹ 7,879 Lakhs in FY18 primarily on account of consolidation of MT Educare Ltd and 100% subsidiary Liberium Gloabal Resources Pvt Ltd, which is engaged into Training, Manpower and related activities.

Other Expenditure

Other expenditure increased by 69 per cent to ₹ 7258 Lakhs in FY19 from ₹ 4,290 Lakhs in FY18 largely on account of Marketing, advertisement and publicity expenses, travelling and conveyance expenses and legal and professional expenses (largely on account of consolidation of MT Educare Ltd)

Finance Costs

Finance costs increased by 148 per cent to ₹ 4731 Lakhs in FY19 from ₹ 1911 Lakhs in FY18 largely on account of consolidation of MT Educare Ltd.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased by 151 per cent to ₹ 2789 Lakhs in FY19 from ₹ 1112 Lakhs in FY18 on account of consolidation of MT Educare Ltd

Profit After Tax

The profit after tax increased by 69 per cent to ₹ 8339 Lakhs in FY19 from ₹ 4928 Lakhs in Fy18.

SOURCE OF FUNDS

Share Capital

The equity share capital increased by ₹ 1.83 lakhs from ₹ 3,258.95 Lakhs as on March 31, 2018 to ₹ 3,260.79 Lakhs as on March 31, 2019 on account of issuance of equity shares to employees under employee stock ownership plan.

Other Equity

Other equity saw an increase of ₹ 7,773.62 Lakhs from ₹ 32,080.16 Lakhs as on March 31, 2018 to ₹ 39,853.77 Lakhs as on March 31, 2019 largely on account of Net Profits earned during the year.

Non-Current Liabilities

Non-Current liabilities saw an increase of ₹ 8,803.50 Lakhs from ₹ 48,260 Lakhs as on March 31, 2018 to ₹ 57,063 Lakhs as on March 31, 2019

Financial Liabilities

Financial Liabilities saw an increase of ₹ 11,008 lakhs from ₹ 24,074 Lakhs as on March 31, 2018 to ₹ 35,082 Lakhs as on March 31, 2019 majorly on account MT Educare's Term loan ₹ 10,416 lakhs

Other Liabilities

Other Liabilities saw decrease of ₹ 2,557 Lakhs from ₹ 24,026 Lakhs as on March 31, 2018 to ₹ 21,469 Lakhs as on March 31, 2019 largely on account of discounting of security deposit received at present value as per IND AS.

Current Liabilities

Current liabilities saw an increase of ₹ 19,500 Lakhs from ₹ 10,122 Lakhs as on March 31, 2018 to ₹ 29,622 Lakhs as on March 31, 2019 on account increase in trade payables, tax liabilities and other liabilities.

APPLICATION OF FUNDS

Non-Current Assets

Non-Current Assets saw a net increase of ₹ 40,857 Lakhs from ₹ 85,745 Lakhs as on March 31, 2018 to ₹ 126,602 Lakhs as on March 31, 2019 on account of increase in fixed assets, goodwill, financial asset and deferred tax asset on acquisition of MT Educare.

Current Assets

Current assets saw a decrease of ₹ 13,326 Lakhs from ₹ 7,976 Lakhs as on March 31, 2018 to ₹ 21,302 Lakhs as on March 31, 2019 largely on account of acquisition of MT Educare.

Standalone Results

Income

The Company's total income increased by 12 per cent to ₹ 22, 662 Lakhs in FY19 from ₹ 20,202 Lakhs in FY18 aided by 25 per cent growth in revenue from Course fees / Royalty on account of higher enrolments vis-à-vis FY18.

Total Expenditure

Total expenditure increased by 7 per cent to ₹ 13,993 Lakhs in FY19 from ₹ 13,066 Lakhs in FY18 largely on account of finance cost and operational cost.

Operational Expenses

Operational Expenses increased by 7per cent to ₹ 4826 Lakhs in FY19 from ₹ 4,507 Lakhs in FY18 commensurating to increase in sales.

Employee Benefit Expenses

Employee benefits expenses increased by 3 per cent to ₹ 2,952 Lakhs in FY19 from ₹ 2,873 Lakhs in FY18 on account of annual salary hike.

Other Expenditure

Other expenditure decreased by 5 per cent to ₹ 3,841 Lakhs in FY19 from ₹ 4,037 Lakhs in FY18 largely on account of reduction of freight cost and legal and professional charges.

Finance Costs

Finance costs increased by 49 per cent to ₹ 1,997 Lakhs in FY19 from ₹ 1,336 Lakhs in FY18 on account of IND AS adjustment on 10.40% Secured Redeemable Non- Convertible Debentures.

Depreciation and Amortisation Expenses

depreciation and amortisation expenses increased by 21 per cent to ₹ 377 Lakhs in FY19 from ₹ 312 Lakhs in FY18.

Profit After Tax

The profit after tax increased by 35 per cent to ₹ 6,170 Lakhs in FY19 from ₹ 4,576 Lakhs in FY18.

SOURCE OF FUNDS

Share Capital

The equity share capital increased by ₹ 1.83 Lakhs from ₹ 3,258.95 Lakhs as on March 31, 2018 to ₹ 3,260.79 Lakhs as on March 31, 2019.

Other Equity

Other equity saw an increase of ₹ 5,905.83 Lakhs from ₹ 32, 109 Lakhs as on March 31, 2018 to ₹ 38,015 Lakhs as on March 31, 2019 largely on account of Net Profits earned during the year.

Non-Current Liabilities

Non-Current liabilities saw an increase of ₹ 4,399 Lakhs from ₹ 17,304 Lakhs as on March 31, 2018 to ₹ 21,703 Lakhs as on March 31, 2019.

Financial Liabilities

Financial Liabilities saw an increase of ₹ 1428 Lakhs from ₹ 11,808 Lakhs as on March 31, 2018 to ₹ 13,236 Lakhs as on March 31, 2019 on account of IND AS adjustment

Other Liabilities

Other Liabilities saw an increase of ₹ 2,962 Lakhs from ₹ 5340 Lakhs as on March 31, 2018 to ₹ 8,302 Lakhs as on March 31, 2019 largely on account of discounting of security deposit received at present value as per IND AS.

Current Liabilities

Current liabilities saw an increase of ₹ 5,326 Lakhs from ₹ 8,454 Lakhs as on March 31, 2018 to ₹ 13,780 Lakhs as on March 31, 2019 on account of working capital demand loan.

APPLICATION OF FUNDS

Non-Current Assets

Non-Current Assets saw a net increase of ₹ 6,881 Lakhs from ₹ 45,441 Lakhs as on March 31, 2018 to ₹ 52,322 Lakhs as on March 31, 2019 on account of increase in financial assets (amount invested in MT Educare Ltd)

Current Assets

Current assets saw an increase of ₹ 8752 Lakhs from ₹ 15,685 Lakhs as on March 31, 2018 to ₹ 24,437 Lakhs as on March 31, 2019 on account of ICD issued to DVPL.

Internal Controls

The Company's internal control system has been designed keeping in mind the size and nature of operations to ensure strict compliance with applicable legislation. Internal audit team conducts periodic reviews about the business operations and periodically apprises the Board to ensure timely decision-making. The Board ensures that timely measures are taken in case of any deviation from budgeting.

All financial statements are properly documented. The management information system (MIS) forms an integral part of the company's control mechanism. This enables the Company to strictly adhere to all applicable procedures, laws, rules and statutes.

Human Resource

Intellectual capital is one of the key resources for the Company to ensure business sustainability and growth. The Company has a diverse employee base with unique creative skills, technical knowledge and functional proficiency. The experienced and talented pool of employees plays key roles in enhancing business efficiency, devising strategies, setting-up systems and evolving business. Nurturing people is a key organizational goal and leadership mandate. The Company conducts regular trainings to the employees to ensure skill upgradation and personnel development to enhance employee productivity. HR policies nurture a work culture that leads to employee satisfaction, unflagging motivation, and high retention rate. Employees have a sense of belongingness and feel empowered in driving business profitability. HR policies ensure proper awareness, encourage communication, and provide opportunities for employees to give feedback through periodic mailers, group announcements for key organisational updates, regular open forums attended by CEO and senior leadership team. The Company's three pronged strategy for people development encompasses providing challenging work, encouraging strong cross-functional interaction and provide structured training programmes.

Corporate Social Responsibility (CSR)

The Company follows a unified towards CSR at Essel Group level, wherein CSR contributions of the group entities are pooled in and used to fund high cost long-term projects aimed at building Human capital and creating lasting impact on the society.

Additionally, through its I Care Outreach to prevent child abuse the Company conducted 607 workshops touching 90,350 parents. The initiative is aimed at sensitizing maximum adults about the incidence of child abuse to create an abuse-free and nurturing environment for every child. The Company also furthered the causes of 'Beti Bachao Beti Padhao' and 'Sukanya Samridhi Yojana campaign' across all its centres.

Key Ratios

Ratios where there has been significant changes from FY18 to FY19

Consolidated	Ratio	
	FY19	FY18
Debtors Turnover Ratio	6.54%	12.07%
Inventory Turnover	12.93	3.92
Interest Coverage	2.74	4.76
Current Ratio	62.6%	54.7%
Debt Equity Ratio	0.71	0.73
Operating Profit Margin	25.1%	33.8%

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

The changes has been largely on account of consolidation of MT Educare for the first time in FY19.

Ratios where there has been significant changes from FY18 to FY19

Standalone	Ratio	
	FY19	FY18
Debtors Turnover Ratio	7.27%	4.54%
Debt Equity Ratio	0.44	0.38

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

The changes has been discussed in detailed in financial analysis

Opportunities and Risk and Concerns

Opportunities

- Large population with rapid urbanisation, increased disposable incomes and dual working families
- Growing popularity of formal educational institutes
- Willingness of parents to opt for private education versus Government education facilities
- Low penetration of formal pre-schools and coaching institutes and huge demand supply gap
- Growing popularity of private schools versus Government schools
- Low percentage of trained teachers in the system with a need for the same
- The Company plans to bid for government schools for providing Information and Communication Technology education platform
- The Company plans to enter EPO segment by providing solutions for process out sourcing and remote tutoring and classroom support to overseas students

Risk and Concerns

- Poor track reord of Indian education companies impacting sentiment of parents
- Complex regulatory environment
- Rising real estate and rental costs
- Increased competition form unorganised players restircting increase in fees and compensating for increased expenses
- Limited availability of quality teachers

Business Outlook

The Company has a strong presence in the pre-school and K-12 spaces of education sector. With the acquisition of MT Educare to be accomplished in the next financial year, the Company expects to expand its footprint in the coaching institute space. MT Educare is strong brand in Western and Southern India with strong brands like Lakshya, Mahesh Tutorials, Chitale classes and Robomate. Robomate is a very robust digital offering which has a potential of improving face-to-face classroom training courses and provide online methodology for reaching students across geographies including outside India.

The acquisition will also provide the students of Mount Litera system access to very high-end content, curriculum, tutorials, test preparation opportunities from Mahesh Tutorial especially for the students of the higher classes of IXth, Xth, XIth and XIIth. At the same time, MT Educare will get access to around 2,00,000 students of the Company and franchisee network of almost 2000 people who can be considered for becoming franchisees of offerings from MT Educare so as to provide it a pan-India base.

MT Educare has a strong presence in Government Vocational business and the Company is present in B2C Vocational business. The acquisition will also help strengthen the presence of the Company in the vocational business.

The Company is working to make its balance sheet asset light by divesting the real estate portfolio of the owned, operated schools. In case the Company is able to REIT out or divest these assets while continuing to have the schools, it will help improve financial parameters and release significant funds which can be invested for future growth.

Directors' Report

To,
The Members of
Zee Learn Limited

Your Directors take pleasure in presenting the Ninth 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 secretarial standards the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other rules and regulations as applicable to the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013 ('the Act'), in relation to the Audited Financial Statements for the Financial Year 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 profits of the Company for the year ended on that date;

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

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

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

FINANCIAL PERFORMANCE

The Financial performance of your Company for the year ended March 31, 2019 is summarised 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	20,977.80	18,634.25	51,724.64	26,883.87
Other Income	1,683.96	1568.18	3,200.46	370.22
Total Revenue	**22,661.76**	**20,202.43**	**54,925.10**	**27,254.09**
Total Expenses	11,618.99	11417.19	35,952.40	16,675.78
Operating Profit/Loss	**11,042.77**	**8,785.24**	**18,972.70**	**10,578.31**
Less: Finance Cost	1,997.13	1336.14	4,730.85	1,910.75
Less: Depreciation	377.19	312.46	2,788.54	1,111.93
Profit/Loss before Tax	**8,668.45**	**7,136.64**	**11,453.31**	**7,555.63**
Provision for Taxation (Net)	2,498.86	2,560.62	3,114.71	2,627.72
Profit/Loss after Tax	**6,169.59**	**4,576.02**	**8,338.60**	**4,927.91**
Less : Appropriations				
Transferred to Debenture Redemption Reserve	406.25	406.25	406.25	406.25
Equity Dividend	326.07	162.17	326.07	162.17
Tax on Equity Dividend	67.02	33.02	67.02	33.02
Balance Carried To Balance Sheet	**5370.25**	**3,974.58**	**7,539.26**	**4,326.47**

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

Based on the performance of the Company for the year under review and in view of the track record of the Company, the Board of Directors are pleased to recommend a dividend of ₹ 0.10 per equity share for the financial year 2018-2019, subject to approval of the Shareholders at the Annual General Meeting.

BUSINESS OVERVIEW

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

FY19 was a landmark year for Kidzee as it continued its growth story and crossed 1933 operational centres. During FY19, Mount Litera Zee Schools (MLZS) continued its growth story with 129 operational schools.

Your Company delivered on its promise of sustained profitability and improving on margins and has shown remarkable growth in profit after tax. Company registered Standalone Revenue of ₹ 2,097.8 Mn in FY19 compared to ₹ 1,863.4 Mn in FY18 (up by 12.6 %). Operating EBITDA stood at 935.9 Mn in FY19, compared to ₹ 721.7 Mn in FY18 (up by 29.7%). PBT stood at ₹ 866.8 Mn in FY19, compared to Rs. 713.7 Mn in FY18 (up by 21.5 %). PAT stood at ₹ 616.9 Mn in FY19, compared to Rs. 457.6 Mn in FY18 (up by 34.8 %).

Company registered Consolidated Revenue of ₹ 5,172.5 Mn in FY19, compared to ₹ 2,688.4 Mn in FY18 (up by 92.4%). Operating EBITDA stood at ₹ 1,577.2 Mn in FY19, compared to ₹ 1,020.8 Mn in FY18 (up by 54.5%). PBT stood at ₹ 1145.3 Mn in FY19, compared to ₹ 755.6 Mn in FY18 (up by 51.6 %). PAT stood at ₹ 833.9 Mn in FY19, compared to ₹ 492.8 Mn in FY18 (up by 69.2%).

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

SHARE CAPITAL

During the year under review, your Company had allotted 1,83,253 Equity Shares of ₹ 1/- each upon exercise of Stock Options by the Option grantees under the Employee Stock Option Scheme. This has resulted an increase in the paid-up equity share capital of the Company from ₹ 32,58,95,472 to ₹ 32,60,78,725 comprising of 32,60,78,725 equity shares of ₹ 1/- each.

STRATEGIC INVESTMENT IN MT EDUCARE LIMITED

The Board, at its meeting held on February 14, 2018 had accorded its approval to subscribe for 3,19,64,200 Equity Shares as preferential allotment in MT Educare Ltd. for an aggregate amount of ₹ 200 crores (₹. 200,00,00,000) approx. Post preferential allotment, the Company owned a 44.53% stake in MT Educare Ltd. 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 Limited for which the Company appointed M/s Axis Capital Limited, Merchant Banker as the Manager to the Offer for the open offer process. Accordingly, the Company had acquired 1,07,36,973 Equity shares of ₹ 10/- each from the shareholders of MT Educare Limited at an open offer price of ₹ 72.76/-. The total shareholding of the Company as on March 31, 2019 aggregates to 4,27,01,173 Equity shares of ₹ 10/- each constituting 59.12% of the paid up share capital of the Company. Thus, as on March 31, 2019 MT Educare Limited is a subsidiary of the Company.

The acquisition of MT Educare Ltd is aligned with the Company's strategy to increase the footprint across various segments in the Education sector and consolidate its offerings through the digital track. This will further strengthen the Preschools and K-12 offerings through Kidzee & Mount Litera Zee Schools respectively and will also mark your Company's entry into the high growth market of Edutech through Robomate and will open doors for the test preparation / tutorials segment through MT Educare's other brands like Mahesh Tutorials, Lakshya and Chitale classes. This acquisition will also help the Company make inroads to the government supported skill and vocational training segment, where MT Educare has a significant presence. Post this acquisition, the education offerings on a consolidated basis would reach around 3.50 lakhs students, making the Company one of the biggest education companies globally in terms of number of students served.

NON-CONVERTIBLE DEBENTURES

Your Company had allotted on April 8, 2015 650 (Six Hundred Fifty) Rated, Unlisted, Redeemable, Non-Convertible Debentures ("Debentures" Or "NCDs") of the Face Value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) Each,

for cash, aggregating upto Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) in terms of the Information Memorandum circulated on Private Placement Basis, on which Credit Analysis & Research Limited (CARE) has affirmed the rating of 'CARE AA+ (SO)' [credit watch with negative implications], which signifies the NCDs are construed to offer high safety for timely servicing of debt obligation and carries very low credit risk.

GLOBAL DEPOSITORY RECEIPTS

During the Financial year 2013-14, Global Depository Receipts (GDRs) offer of the Company for 56,17,977 GDRs opened for subscription at an issue price of US$ 3.56 per GDR representing 5,61,79,770 fully paid Equity Shares ₹ 1/- each of the Company (each GDR representing 10 Equity Shares). Upon subscription of the GDR, the Company Issued and allotted 5,61,79,770 fully paid Equity Shares of ₹ 19.50 per share underlying Global Depository Receipts ("GDRs") on May 21, 2013. 5,61,79,770 Global Depository Receipts have been listed on the Luxembourg Stock Exchange since May 24, 2013. As at March 31, 2019, no GDRs have remained outstanding, as all the GDRs have been converted into the underlying equity shares w.e.f. January 15, 2018 which forms part of the existing paid up share capital of the Company.

EMPLOYEES STOCK OPTION SCHEME

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

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

During the year under review, 25,000 Stock Options were granted on August 9, 2018. These options when vested as per the terms and conditions of the Scheme entitled the option holder to apply for and be allotted equal number of equity shares of face value of Rs. 1/- each at an exercise price of Rs. 36.90 per share respectively being the closing market price of the equity shares of the Company on the National Stock Exchange of India Limited as on August 8, 2018. Since the options have been granted at the market price, the intrinsic value at grant is Nil and hence there is no charge to the Profit and Loss account. These options will vest in a phased manner over a period of 3 years beginning 2019, and may be exercised within a maximum of four years from the date of vesting, subject to terms and conditions of the Scheme and the grant letter. Your Directors believe this Scheme will help create long term value for shareholders and operate as long term incentive to attract and retain senior managerial talent.

SUBSIDIARY COMPANY/IES

As at March 31, 2019, your company had three wholly owned subsidiaries, namely, Digital Ventures Private Limited; Academia Edificio Private Limited; and Liberium Global Resources Private Limited, one subsidiary MT Educare Limited and seven step down subsidiaries.

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

In accordance with Indian Accounting Standard AS110 - Consolidated Financial Statements read with Indian Accounting Standard AS 28 - Accounting for Investments in Associates, and Indian Accounting Standard 111 - Financial Reporting of Interests in Joint Ventures, the audited Consolidated Financial Statements are provided in and forms part of this Annual Report as per 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.zeelearn.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 Chief Executive Officer of the company is contained in this Annual Report. The Chief Executive Officer and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the SEBI LODR Regulations and the said certificate is contained in this Annual Report. Management Discussion and Analysis Report as per Listing Regulations are presented in separate sections forming part of the Annual Report.

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

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

CORPORATE SOCIAL RESPONSIBILITY

In compliance with requirements of Section 135 of the Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee (CSR Committee). The CSR Committee comprises Dr. Manish Agarwal, Independent Director as Chairman, Mr. Himanshu Mody, Non- Executive Director and Dr. Sangeeta Pandit, Independent Director as Members.

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

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

I Care Seminars for creating awareness about prevention of child abuse

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

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

Every Kidzee preschool in the country aims to sensitise maximum adults in their catchments about the incidence of Child Abuse thereby aiming to create an abuse-free and nurturing environment for every child.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Board currently comprises of 5 Directors including 3 (three) Independent Directors, 1 (one) Non-Executive Director and 1 (one) Executive Director. Independent Directors provide their declarations both at the time of appointment and annually confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and Listing Regulations. During FY 2018-2019, your Board met 4 (four) times details of which are available in Corporate Governance Report annexed to this report.

Mr. Ajey Kumar, Managing 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.

The Board at its meeting held on January 15, 2018 had appointed Ms. Nandita Agarwal Parker as an Additional Director subject to the approval of the members under the category of Non Executive Independent Director. Her appointment seeking the approval of the members was passed by the Board vide Postal Ballot Notice dated May 7, 2018 and by the shareholders by E-voting / Ballot process on July 5, 2018 for a term of 3 years w.e.f January 15, 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.

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors at the meeting held on October 28, 2015, had approved appointment of Mr. Ajey Kumar, as an Executive Director for a period of 5 years which was approved by the members of the Company vide Postal Ballot / e-voting process on December 18, 2015. As per the terms of his earlier

appointment he was eligible for grant of stock options from the Company as an Executive Director or otherwise but without any remuneration as of then. In line with his increased inputs and efforts that are required in the Company and in order to remunerate him commensurate with his role, abilities and responsibilities the Board of Directors based on the recommendation of the Nomination and Remuneration Committee at its meeting held August 9, 2018, have approved the re-designation / appointment of Mr. Ajey Kumar from Executive Director to Managing Director of the Company w.e.f October 1, 2018 with remuneration till the end of the tenure of his appointment viz. October 27, 2020 which was approved by the shareholders at the Annual General Meeting held on September 24, 2018.

During the year under review Mr. Umesh Pradhan, Chief Financial Officer and Manager resigned from the post of the Manager w.e.f the close of business hours of September 30, 2018. However, Mr. Pradhan shall continue as the Chief Financial Officer and Key Managerial Person of the Company.

BOARD EVALUATION

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

BOARD COMMITTEES

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

AUDITORS

STATUTORY AUDITOR

The Statutory Auditors M/s. MGB & Co. LLP., Chartered Accountants, Mumbai having firm registration No. 101169W/W-100035 holds office until the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment. Your Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance 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. Your Board is of the opinion that continuation of M/s MGB & Co. LLP, as Statutory Auditors during FY 2019-20 will be in the best interests of the Company and therefore, members are requested to consider their re-appointment as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting till next Annual General Meeting at remuneration be decided by the Board.

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 Mr. Vaibhav P. Joshi & Associates Cost Accountants (Firm Registration No 101329) for conduct of audit of the cost records of the Company for the financial year 2019-20.

SECRETARIAL AUDITOR

During the year, Secretarial Audit was carried out by Mrs. Mita Sanghavi, Practising Company Secretary 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. 37 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:

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

Conservation of Energy:		
(i)	Steps taken or impact on conservation of energy	Your Company being a service provider requires minimal energy consumption and every endeavor has been made to ensure optimal use of energy and avoid wastages and conserve energy as far as possible.
(ii)	Steps taken by the Company for utilizing alternate sources of energy	
(iii)	Capital investment on energy conservation equipments	
Technology Absorption:		
(i)	The efforts made towards technology absorption	
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	In its endeavor to deliver the best to its users and business partners, your Company has been constantly active in harnessing and tapping the latest and best technology in the industry.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
	a. The details of technology imported	
	b. The year of import	
	c. Whether the technology been fully absorbed	
	d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	The expenditure incurred on Research and Development	

FOREIGN EXCHANGE EARNING AND OUTGO:

During the year under review, there were no Foreign Exchange Earnings and the particulars of Foreign Exchange out go is given in Note no. 46(2) of the Notes to Accounts forming part of the Annual Accounts.

PARTICULARS OF EMPLOYEES

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

ACKNOWLEDGMENTS

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

CAUTIONARY STATEMENT:

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

For and on behalf of the Board

Himanshu Mody
Chairman
DIN: 00686830

Sangeeta Pandit
Director
DIN: 06748608

Place: Mumbai
Date: 17 May 2019

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

(₹ in lakhs)

Name of the Subsidiary	Digital Ventures Private Limited	Academia Edificio Private Limited	Liberium Global Resources Private	MT Educare Limited (Consolidated) #
Share capital	501.00	0.10	0.10	7,222.81
Reserves & surplus	31,878.71	-2.11	456.66	1,478.09
Non-Controlling Interest	0	0	0	18,103.75
Total assets	69,092.77	0.49	1,831.60	43,023.13
Total Liabilities	36,713.06	2.50	1,374.83	23,441.31
Investments	0	0	211.44	0.34
Turnover	3,380.61	0	8,898.80	18,838.67
Profit before taxation	189.64	-1.11	413.16	2,302.92
Provision for taxation	0	0	92.23	523.62
Profit after taxation	189.64	-1.11	320.93	1,779.30
Proposed Dividend	0	0	0	0
% of shareholding	100%	100%	100%	59.12%

Notes:

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

To the extent Consolidated w.e.f. May 25, 2018

For and on behalf of the Board

Himanshu Mody
Chairman
DIN: 00686830

Sangeeta Pandit
Director
DIN: 06748608

Place : Mumbai
Date : 17 May , 2019

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2018-19

1	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	CSR activities at Zee Learn are carried out as per the CSR Policy with primary focus on Education, Health Care, Women Empowerment and Sports.
2	The Composition of the CSR Committee.	1. Dr. Manish Agarwal, Independent Director (Chairman) 2. Mr. Himanshu Mody, Non Executive Director 3. Dr. Sangeeta Pandit, Independent Director
3	Average net profit of the company for last three financial years (Amount in Crores)	₹ 27.68 Crores
4	Prescribed CSR Expenditure (two percent of the amount as in item 3 above) (Amount in lakhs)	₹ 55.36 Lakhs
5	Details of CSR spent during the financial year:	
	(1) Total amount to be spent for the Financial Year	₹ 55.36 Lakhs
	(2) Amount unspent , if any;	₹ 55.36 Lakhs
	(3) Manner in which the amount spent during the financial year :	Please refer note 6 below
6.	Reason for not spending entire CSR amount.	Due to non-availabilitity of suitable CSR proposals during the year in line with the CSR policy of the company, the amount of CSR unspent shall be carried forward to the next financial year and shall be spent for funding suitable CSR projects in future.

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

PARTICULARS OF REMUNERATION OF EMPLOYEES

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

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

Name of Director/ Key Managerial Personnel	Remuneration Total (₹. In Lakhs)	% increase in Remuneration	Ratio of Director's remuneration to median remuneration	Comparison of remuneration of each KMP against Company's Performance	
				% of Turnover	% of Net Profit Before Tax
Non- Executive Directors					
Himanshu Mody	NIL	NIL	NIL	NIL	NA
Dr. Manish Agarwal$	4.5	8%	0.7 : 1	NA	NA
Dr. Sangeeta Pandit$	4.5	8%	0.7 : 1	NA	NA
Nandita Agarwal Parker$ ^^	4.5	NA	0.7 : 1	NA	NA
Managing Director					
Ajey Kumar*	51.26	- 84.45%	NA#	0.24%	0.59%
Key Managerial Personnel					
Debshankar Mukhopadhyay	73.18	12.02%	NA	0.35%	0.84%
Umesh Pradhan	62.59	13.86%	NA	0.30%	0.72%
Bhautesh Shah**	17.66	NA	NA	0.08%	0.20%

$ Independent Directors remuneration represents Commission and excludes Sitting Fees

^^ Nandita Agarwal Parker was an appointed w.e.f January 15, 2018. The % increase in remuneration of 2018-2019 is calculated on proportionate earning of 2017 - 2018 and hence not comparable.

* Mr. Ajey Kumar was re-designated / appointed as Managing Director from Executive Director w.e.f. October 1, 2018. In FY18 and first half of FY19, no salary was paid to him as Executive Director. In FY19 second half, salary has been paid to him as Managing Director. The Managing Director is currently working in the capacity of Professional Director and hence is not governed, to that extent, by the applicable limits prescribed under the Companies Act, 2013 and Rules framed thereunder, as amended from time to time. The remuneration also constitutes the value of perquisite calculated upon exercise of ESOPs during the year, if any.

This has not been calculated as he has worked only for part of the year.

**Mr. Bhautesh Shah joined the company w.e.f. August 16, 2017. The %increase in remuneration of 2018-2019 is calculated on proportionate earnings of 2017 - 2018 and hence not comparable.

Sl. No	Requirements	Disclosure
1	The Percentage increase in median remuneration of employees in Financial Year	9.6 %*
2	Number of permanent employees on the rolls of the Company	301 (as on March 31,2019)
3	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average annual increase in the salaries of employees other than managerial personnel during the year was 10.31% while the average increase in managerial remuneration during the year was not comparable due to proportionate earnings.
4	Affirmation that the remuneration is as per the remuneration policy of the Company.	The Company affirms that the remuneration is as per the remuneration policy of the Company.

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

B. Particulars of Top ten employees and Employees whose remuneration exceeded Rs. 1.02 crore per annum or Rs. 8.5 lakhs per month during FY 2018-19

1. Employed throughout the year and in receipt of remuneration aggregating Rs. 1.02 crore or more per annum.
There are no employees who are employed throughout the year and in receipt of remuneration aggregating to Rs. 1.02 crore or more per annum.

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

Sr. No	Employee Name	Age	Designation	Qualification	Total Exp	Remuneration	Last Employment
01	Ajey Kumar *	47	Managing Director	B.E, M.B.A	24	51,26,250	Essel Corporate Resources LLP

3. Details of Remuneration# of Top ten Employees for the year 2018-19

Sr. No	Employee Name	Age	Designation	Qualification	Total Exp	Remunerations	Last Employment Name
1	Debshankar Mukhopadhyay	49	Chief Executive Officer	B.Com, PGDBM	22	7,318,094	Manipal Global Education Service
2	Umesh A Pradhan	50	Chief Financial Officer	B.Com, ICWA	29	6,258,989	Balaji Telefilms
3	Vikash Kumar Kar	40	Chief Human Resources Officer	B.Sc, MBA	18	4,638,280	MSCI Services Private Limited
4	Shyam Sunder Gudimella	40	Head Content and Curriculum	B.Sc, PGDM	17	2,750,210	Reliance Jio Infocomm Ltd
5	Vivek Bhanot	45	Business Head - SAT	B.Sc, MBA	23	2,484,708	Millennium Education Management Pvt. Ltd.
6	Brijesh Jadia	46	Head - Supply Chain & Commercial	B.E, MBA	22	3,256,873	Ingersoll Rand International (India) Ltd
7	Santosh Gupta	42	Head Information Technology	M.Com, MCA	21	2,656,507	Capgemini India Pvt Ltd
8	Avinash Kundalia	46	National Franchise Development Manager - Kidzee	B.Com, MBA	25	2,601,594	ICICI Bank Ltd
9	Sumit Mishra $	46	Business Head - MLZS	B.Tech, PGDM	20	2,186,368	Millennium Education Management Pvt. Ltd.
10	Sandeep Shetty ~	46	Head - Vocational Business	B.Sc	24	284,879	APG Learning

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

* Mr. Ajey Kumar was re-designated / appointed as Managing Director from Executive Director w.e.f October 1, 2018 and hence the above salary is for the period from October 1, 2018 to March 31, 2019.

$ Sumit Mishra (Business Head - MLZS) joined the Company w.e.f. July 23, 2018.

~ Sandeep Shetty (Head - Vocational Business) joined the Company w.e.f. February 18, 2019.

PARTICULARS OF RELATED PARTY TRANSACTIONS

Form AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's 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

Himanshu Mody	**Sangeeta Pandit**
Chairman	Director
DIN: 00686830	DIN: 06748608

Place : Mumbai
Date : 17 May, 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 & Remuneration 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 & Remuneration Committee will from time to time consider proposals concerning the appointment and remuneration of the Key Managerial Personnel and ensure that the proposed remuneration is in line with industry standards in comparable companies. Such proposals then shall be submitted to the Board for approval. The remuneration of the members of the Executive Management may consist of the following components:

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

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

Form MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2019

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

I. REGISTRATION & OTHER DETAILS

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name, Address & CIN of the Company	% of shares held	Applicable Section
A	**Holding Company** NIL		
B	**Subsidiary Companies**		
1	Digital Ventures Private Limited Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400 018 CIN U72900MH2006PTC165215	100%	2(87)
2	Academia Edificio Private Limited Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400 018 CIN U45400MH2016PTC272078	100%	2(87)
3	Liberium Global Resources Private Limited 18th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400013.CIN U74999MH2017PTC293021	100%	2(87)
4	MT Educare Limited 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080 CIN: L80903MH2006PLC163888	59.12%	2(87)
C	**Stepdown Subsidiary Companies**		
1	MT Education Services Private Limited. 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080 CIN U80301MH2010PTC199012	-	2(87)
2	Lakshya Forrum For Competitions Private Limited (Formerly known as Lakshya Educare Pvt. Ltd.) 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080. CIN: U80301MH2012PTC238011	-	2(87)
3	Chitale's Personalised Learning Private Limited 1/14, Shefalee Co-op Society, Phiroze Shah Road, Santacruz (West), Mumbai 400054. CIN: U80301MH2009PTC197141	-	2(87)
4	Sri Gayatri Educational Services Private Limited 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080. CIN: U80904MH2014PTC255536	-	2(87)
5	Robomate Edu Tech Private Limited 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080. CIN: U74999MH2016PTC286570	-	2(87)
6	Letspaper Technologies Private Limited 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400080. CIN: U74999MH2016PTC289017	-	2(87)
7	Labh Ventures India Private Limited w.e.f September 1, 2018 Cedar tower No.4/3102, M. G. Link Road, Nahur, Bhandup (West), Mumbai – 400 078 CIN: U74999MH2015PTC262045	-	2(87)
D	**Associate Company** NIL		

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

I) Category wise Shareholding

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change*
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**Promoters**									
(1)	**Indian**									
	Individual/HUF	0	0	0	0	0	0	0	0	0.00
	Bodies Corp.	18,17,45,073	0	18,17,45,073	55.76	18,06,45,073	0	18,06,45,073	55.39	-0.37
	Sub-total (A) (1):-	**18,17,45,073**	**0**	**18,17,45,073**	**55.76**	**18,06,45,073**	**0**	**18,06,45,073**	**55.39**	**-0.37**

(2) Foreign									
Bodies Corp.	57,97,315	0	57,97,315	1.79	57,97,315	0	57,97,315	1.79	0.00
Sub-total (A) (2):-	**57,97,315**	**0**	**57,97,315**	**1.79**	**57,97,315**	**0**	**57,97,315**	**1.79**	**0.00**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**18,75,42,388**	**0**	**18,75,42,388**	**57.55**	**18,64,42,388**	**0**	**18,64,42,388**	**57.18**	**-0.37**
B. Public Shareholding									
(1). Institutions									
Mutual Funds	0	274	274	0.00	0	274	274	0.00	0.00
Banks / FI	1,45,186	0	1,45,186	0.04	4,67,023	0	4,67,023	0.14	0.10
Insurance Companies FIIs									
Foreign Portfolio Investors	7,89,30,567	3,013	7,89,33,580	24.23	7,93,75,862	3,013	7,93,78,875	24.34	0.12
Sub-total (B)(1):-	**7,90,75,753**	**3,287**	**7,90,79,040**	**24.27**	**7,98,42,885**	**3,287**	**7,98,46,172**	**24.49**	**0.22**
(2). Non-Institutions									
a) Bodies Corp. Indian	1,46,68,622	0	1,46,68,622	4.50	1,63,27,740	0	1,63,27,740	5.01	0.51
b) Individuals Individual shareholders holding nominal share capital upto Rs. 1 Lac	2,85,41,380	97,893	2,86,39,273	8.79	2,73,49,433	90,175	2,74,39,608	8.42	-0.37
Individual Shareholders holding nominal share capital in excess of Rs. 1 lac	86,30,568	0	86,30,568	2.64	83,48,951	0	83,48,951	2.56	-0.09
c) NBFCs registered with RBI	0	0	0	0	1,55,555	0	1,55,555	0.05	0.05
d) Others Overseas									
Corporate Bodies	123	0	123	0.00	123	0	123	0.00	0.00
Foreign Nationals	21,498	274	21,772	0.00	20,727	274	21,001	0.01	0.00
Trusts	1,05,088	0	1,05,088	0.03	88	0	88	0.00	0.03
Non Resident Indians	30,46,053	1,06,561	31,52,614	0.97	38,51,456	98,894	39,50,350	1.21	0.24
HUF	15,47,136	0	15,47,136	0.48	13,96,932	0	13,96,932	0.43	-0.05
Other Directors	15,60,943	0	15,60,943	0.48	17,30,943	0	17,30,943	0.53	0.05
Clearing Member	9,47,905	0	9,47,905	0.29	4,18,874	0	4,18,874	0.13	-0.16
Sub-total (B)(2):-	**59,069,316**	**2,04,728**	**5,92,74,044**	**18.18**	**5,96,00,822**	**1,89,343**	**5,97,90,165**	**18.34**	**0.15**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**13,81,45,069**	**2,08,015**	**13,83,53,084**	**42.45**	**13,94,43,707**	**1,92,630**	**13,96,36,337**	**42.82**	**0.37**
C. Shares held by Custodian for GDRs	-	-	-	-	-	-	-	-	0.00
Grand Total (A+B+C)	**32,56,87,457**	**2,08,015**	**32,58,95,472**	**100.00**	**32,58,86,095**	**1,92,630**	**32,60,78,725**	**100.00**	**-**

Note:

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

II) Shareholding of Promoters

Sl.No.	Name of Promoter	Shareholding at the beginning of the year i.e., April 1, 2018			Shareholding at the end of the year i.e., March 31, 2019			% Change*
		No. of Shares	%	% of shares pledged/ encumbered to Capital	No. of Shares	%	% of shares pledged/ encumbered to Capital	
1	Jayneer Infrapower & Multiventures Private Limited	7,79,75,375	23.93	20.07	7,68,75,375	23.58	18.77	-0.35
2	Asian Satellite Broadcast Private Limited	6,30,52,512	19.35	17.58	6,30,52,512	19.34	16.61	-0.01
3	Jayneer Enterprises LLP	1,50,00,000	4.60	4.60	1,50,00,000	4.60	4.59	0.00
4	Essel Media Ventures Private Limited	1,28,61,036	3.95	3.95	1,28,61,036	3.94	3.94	-0.01
5	Sprit Infrapower & Multiventures Private Limited	1,11,03,864	3.41	1.54	1,11,03,864	3.40	3.40	-0.01
6	Essel Infraprojects Limited	17,52,286	0.54	0.00	17,52,286	0.54	0.00	0.00
7	Essel Holdings Limited	57,97,315	1.77	0.00	57,97,315	1.78	0.00	0.01
	Total	**18,75,42,388**	**57.55**	**47.74**	**18,64,42,388**	**57.18**	**47.31**	**-0.37**

* *During the year there is a change in Promoters holding due to various factors 1) Sale of 11,00,000 Equity shares by Promoter i.e Jayneer Infrapower and Multiventures Pvt. Ltd,.*
2) Change in total paid up Capital of the Company, post ESOP Allotment.

III) Change In Promoters' Shareholding

Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company*
At the beginning of the year	18,75,42,388	57.55%	-	-
Date wise Increase/ Decrease in promoters share holding during the year specifying the reasons for increase/ decrease			-11,00,000	-0.37
At the end of the year			**18,64,42,388**	**57.18**

* *During the year there is a change in Promoters holding due to various factors 1) Sale of 11,00,000 Equity shares by Promoter i.e Jayneer Infrapower and Multiventures Pvt. Ltd,.*
2 Change in total paid up Capital of the Company, post ESOP Allotment.

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

Name of Shareholder		Shareholding at the beginning of the year (April 1, 2018)		Shareholding at the end of the year (March 31, 2019)	
		No. of Shares	% Equity Share Capital	No. of Shares	% Equity Share Capital
Moon Capital Trading Pte Ltd.	$	2,09,55,327	6.43	2,09,55,327	6.43
Polus Global Fund	$	2,38,25,743	7.31	2,08,56,608	6.40
Morgan Stanley Asia (Singapore) Pte	$	1,24,85,786	3.83	1,13,18,127	3.47
Copthall Mauritius Investment Limited	$	82,10,585	2.52	81,05,371	2.49
Ganjam Trading Company Pvt. Ltd.	$	4949,506	1.52	49,49,506	1.52
UBS Principal Capital Asia Ltd.	$	46,34,088	1.42	46,34,088	1.42
Veena Investments Pvt. Ltd.	$	34,49,013	1.06	34,49,013	1.06
Naravi Infra and Utilities Private Limited	@	12,00,000	0.37	32,76,655	1.00
Hornbill Orchid India Fund	@	0	0.00	31,60,000	0.97
Vittoria Fund-Sr, L.P.-Asia Portfolio	$	32,21,500	0.98	31,20,619	0.96
Tarra Fund	$	21,72,000	0.67	24,62,530	0.76

Notes:

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

   $ denotes common top 10 shareholders as on April 1, 2018 and March 31, 2019

   @ denotes common top 10 shareholders only as on March 31, 2019

   NA denotes that the shareholder was not amongst top ten shareholders during relevant date

V) Change in Shareholding of Directors & KMP

Details of changes in the shareholding of Directors of the Company who held/ hold Equity Shares of the Company are as mentioned herein. None of the other Directors / Key Managerial Personnel of the Company held any Equity Shares of the Company either at the beginning of the year i.e. April 1, 2018 or at the end of the year i.e. March 31, 2019 or dealt in the Equity Shares of the Company during financial year ended March 31, 2019:

	Shareholding at the beginning of the year i.e. April 1, 2018		Changes			Cumulative shareholding during the year	
	No. of Shares	% of share Capital	Date	No. of Shares	Reason	No. of Shares	% of share Capital
Mr. Ajey Kumar Managing Director	14,30,943	0.43	28-Jun-18	1,70,000	ESOP Exercised	16,00,943	0.49
Mr. Himanshu Mody Non-Executive Director	80,500	0.02	-	-	-	80,500	0.02
Dr. Manish Agarwal Independent Director	49,500	0.01	-	-	-	49,500	0.01
Dr. Sangeeta Pandit Independent Director	-	-	-	-	-	-	-
Ms. Nandita Agarwal Parker Independent Director	-	-	-	-	-	-	-
Mr. Debshankar Mukhopadhyay Chief Executive Officer	-	-	-	-	-	-	-
Mr. Umesh Pradhan- Chief Financial Officer	-	-	-	-	-	-	-
Mr. Bhautesh Shah Company Secretary	-	-	-	-	-	-	-

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹. in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of FY i.e., April 01, 2018				
(i) Principal Amount	9,981.21	970.91	5,509.68	16,461.80
(ii) Interest due but not paid	27.94	-	-	27.94
(iii) Interest accrued but not due	2,016.89	328.70	-	2,345.59
Total (i+ii+iii)	**12,026.04**	**1,299.61**	**5,509.68**	**18,835.33**
Change in Indebtness during the Financial Year				
• Addition including IND AS adjustments	5,436.53	5,886.23	3,630.48	14,953.24.06
•Reduction including IND AS adjustments	(827.34)	(5,700.00)	-	(6,527.34)
Net Change	**4,609.18**	**186.23**	**3,630.48**	**8,425.90**
Indebtedness at the end of FY i.e., March 31, 2019				
(i) Principal Amount	13,569.91	970.91	9,140.16	23,680.98
(ii) Interest due but not paid	25.31	-	-	25.31
(iii) Interest accrued but not due	3,040.01	514.94	-	3,554.95
Total (i+ii+iii)	**16,635.23**	**1,485.85**	**9,140.16**	**27,261.23**

VI. REMUNERATION OF DIRECTORS & KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Directors and/ or Manager (₹. in lakhs)

Particulars or Remuneration of Mr. Ajey Kumar @	
Gross Salary (As per Income Tax Act)	47.68
Perquisites	0.17
Profits in lieu of salary	-
Total Stock Options Granted during the year	-
Stock Options Exercised during FY	1,70,000
Sweat Equity	-
Commission as % of Profit	-
Others (contribution to Provident Fund	3.41
Total (A)	51.26
Ceiling as per the Companies Act,	Within the ceiling of the Companies Act, 2013

@ Mr. Ajey Kumar, Executive Director was re-designated / appointed as the Managing Director of the Company w.e.f October 1, 2018, hence the above Gross salary is for the period from October 1, 2018 to March 31, 2019. The Managing Director is currently working in the capacity of Professional Director and hence is not governed, to that extent, by the applicable limits prescribed under the Companies Act, 2013 and Rules framed thereunder, as amended from time to time. The remuneration also constitutes the value of perquisite calculated upon exercise of ESOPs during the year, if any.

Note: Mr.Umesh Pradhan was appointed as Manager of the Company for a period of three years w.e.f. April 1, 2016, without being paid any remuneration as Manager. However, he draws remuneration as Chief Financial Officer of the Company. He resigned as the Manager of the Company w.e.f the close of business hours of September 30, 2018.

B. Remuneration to other Directors **(₹. in lakhs)**

Name of Directors	Sitting Fees	Commission	Others	Total
Independent Directors				
Dr. Manish Agarwal	2.40	4.50	-	6.90
Dr. Sangeeta Pandit	2.40	4.50	-	6.90
Nandita Agarwal Parker	0.40	4.50	-	4.90
Total	**5.20**	**13.50**	**-**	**18.70**
Overall Ceiling as per Act	1% of Net Profits as per Section 198 of the Companies Act, 2013			

A. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD **(₹. in lakhs)**

Particulars of Remuneration	Key Managerial Personnel			
	Debshankar Mukhopadhyay CEO	**Umesh Pradhan** CFO	**Bhautesh Shah** Company Secretary	**Total**
Gross Salary (As per Income Tax Act)	70,56,398	60,17,753	16,86,943	1,47,61,094
Salary	70,56,398	60,17,753	16,86,943	1,47,61,094
Perquisites	-	-	-	-
Profits in lieu of salary	-	-	-	-
Total Stock Options Granted	-	-	-	-
Stock Options Exercised during FY	-	-	-	-
Sweat Equity	-	-	-	-
Commission	-	-	-	-
Others (Contribution to Provident Fund)	2,61,696	2,41,236	79,236	5,82,168
Total	**73,18,094**	**62,58,989**	**17,66,179**	**1,53,43,262**

VI. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: None

For and on behalf of the Board

Himanshu Mody
Chairman
DIN: 00686830

Sangeeta Pandit
Director
DIN: 06748608

Place: Mumbai
Date: 17 May 2019

FORM NO MR-3

SECRETARIAL AUDIT REPORT
For the financial Year ended March 31, 2019

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

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the period covered by our audit, that is to say, from April 1, 2018 to March 31, 2019 (hereinafter referred to as "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 thereunder;
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India (Amendment) Act, 2013 ('SEBI Act'):-
   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations');
   d. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (These regulations are not applicable to the company as the Company has not issued such preference shares)
   e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
vi. Laws specifically applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say:

a. Employee Provident Fund and Miscellaneous Provisions Act, 1952
b. Employee State Insurance Act, 1948
c. Employees Liability Act, 1938
d. Employees Remuneration Act, 1938
e. Maternity Benefits Act, 1961
f. Minimum Wages Act, 1948
g. Payment of Bonus Act, 1965
h. Payment of Gratuity Act 1972
i. Payment of Wages Act, 1936 and other applicable Laws
j. The Bombay Shop Establishments Act, 1948
k. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

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

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

During the Audit period under review, based on the said verifications and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned hereinabove. I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals

Management Responsibility:

i. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
ii. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe

that the processes and practices, we followed provide a reasonable basis for our opinion;

iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or verified compliance of laws other than those mentioned above;

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

v. 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.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in composition of Board of Directors are mentioned hereinunder:
During the Audit period:

- Ms. Nandita Agarwal Parker who was appointed as an Additional Director on January 15, 2018 by the Board of Directors of the Company was appointed as an Independent Director of the company vide E-voting / Postal Ballot Notice dated May 7, 2018 approved by the members by E-voting / Postal Ballot on July 5, 2018.
- Mr. Ajey Kumar was re-designated from Executive Director to Managing Director of the company w.e.f. 1.10.2018.
- Mr. Umesh Pradhan (Chief Financial Officer [CFO] and Manager) resigned from the Post of Manager w.e.f. the close of business hours of September 30, 2018. Accordingly, he continues to be the CFO and Key Managerial Person of the Company.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except in case of one meeting, which was called at shorter notice in compliance with the applicable provisions of the Act and Secretarial Standard, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions at the Board Meetings, as represented by the management and recorded in the minutes, were generally unanimous

I further report that

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

I further report that during the

Audit Period, the Company had the following specific events

(a) Acquisition of additional shares of MT Educare Ltd

The Board, at its meeting held on February 14, 2018 had accorded its approval to subscribe for 3,19,64,200 Equity Shares as preferential allotment in MT Educare Ltd. for an aggregate amount of ₹. 200 crores (₹. 200,00,00,000) approx. Post preferential allotment, the Company owned a 44.53% stake in MT Educare Ltd. 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 Limited for which the Company appointed M/s Axis Capital Limited, Merchant Banker as Manager to the Offer for the open offer process. Accordingly, the Company had acquired 1,07,36,973 Equity shares of ₹ 10/- each from the shareholders of MT Educare Limited at an open offer price of ₹.72.76/-. The total shareholding of the Company as on March 31, 2019 aggregates to 4,27,01,173 Equity shares of ₹.10/- each constituting 59.12% of the paid up share capital of the Company. Thus, as on March 31. 2019 MT Educare Limited is a subsidiary of the Company.

b) Declaration of Dividend by the Company

The Company has declared dividend of ₹ 0.10 per Equity share for the financial year ended March 31, 2018 at the Annual General Meeting of the company held on 24th September, 2018.

c) Secretarial Audit of Material Subsidiary

During the Audit period since one of the Subsidiary company of the Company namely Digital ventures Private Limited falls under the definition of Material Subsidiary whereby the provision of Secretarial Audit of such material company as per Reg 24A of SEBI LODR are now applicable, the Company has complied with the requirements of these Listing Regulation and conducted Secretarial Audit for the period April 1, 2018 to March 31, 2019 for it's material subsidiary. Further, the Company has also complied with the requirement for appointment of a Director on the Board of the Material subsidiary mentioned in SEBI (LODR), Regulations, 2015. Dr. Sangeeta Pandit, who serves as the Independent Director of the company has been appointed as an Independent Director of material subsidiary, Digital Ventures Private Limited

d) Approval of shareholders for adoption of new set of Articles of Association by the Company and entering into related party transactions

It was further noted that the company has received the approval of the shareholders at the Annual General Meeting dated 24.09.2018 for Adoption of new set of Articles and for entering into related party transaction with Taleem Research which exceeded the threshold limits as per Regulation 23 of the Listing Regulation

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

MITA SANGHAVI
Practising Company Secretary

FCS No.7205
CP No. 6364

Date: 10th May, 2019
Place: Mumbai

ANNEXURE A
CIN No-L80301MH2010PLC198405

To,
The Members,
Zee Learn Limited,
135, Continental Building
Dr. Annie Besant Road, Worli,
Mumbai - 400 018

My Secretarial Audit Report is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

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

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

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

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

MITA SANGHAVI
FCS No.7205
CP No. 6364

Date: 17th May, 2019
Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

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

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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.

Mita P. Sanghavi
Membership no: 7205
CP No: 6364

Place: Mumbai
Date: 17th May 2019

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the financial Year ended March 31, 2019

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

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period that is to say, from April 1, 2018 to March 31, 2019 (hereinafter referred to as "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:

1. The Companies Act, 2013 and the rules made there under
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India (Amendment) Act, 2013 ('SEBI Act'):
   a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
   b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')
3. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable to the Company
4. Laws specifically applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say:
   a. Employee Provident Fund and Miscellaneous Provisions Act, 1952
   b. Employees Liability Act, 1938
   c. Employees Remuneration Act, 1938
   d. Maternity Benefits Act, 1961
   e. Minimum Wages Act, 1948
   f. Payment of Bonus Act, 1965
   g. Payment of Gratuity Act 1972
   h. Payment of Wages Act, 1936 and other applicable Laws
   i. The Bombay Shop Establishments Act, 1948
   j. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We have relied on the representation made by the Company, its officers and Reports of the Statutory Auditor for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in point 4.

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

During the Audit period under review, based on the said verifications and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned hereinabove. I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals

Management Responsibility:

i Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit;

ii. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for my opinion;

iii. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or verified compliance of laws other than those mentioned above;

iv. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis;

v. 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.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors
Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except in case of one meeting, which was called at shorter notice in compliance with the applicable provisions of the Act and Secretarial Standard, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that during the Audit Period, the Company had the following specific events:

a) Changes in the constitution of Board of Directors of the Company during the Audit period:

The Board of Directors of the Company is duly constituted and comprised of 3 Directors and the following were the changes in the constitution of Board of Directors during the Audit period

- Dr. Sangeeta Pandit holds the position as an independent Director of the company who is also an independent Director of the holding Company in compliance of Regulation 24(1) of (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Mr. Dinesh Kanodia was re-appointed as Director of the Company in Annual General Meeting held on 28th September 2018 but eventually has resigned from the directorship of the Company w.e.f 15th January, 2019.
- Mr. Debshankar Mukhopadhyay is appointed as the Additional Director of the company w.e.f 15th January, 2019

b) Changes in Statutory Auditors of the Company during the Audit Period:

- Ms. Pooja Kaku resigned as a statutory Auditor with effect from the close of business of 4th May, 2018
- M/s A. Sridhar Iyer and Associates were appointment as statutory Auditors by shareholders to fill up the casual vacancy
- M/s A Sridhar Iyer and Associates were reappointed in Annual General Meeting held on 28.09.2018 for the period of 5 years as Statutory Auditors of the company.
- Casual vacancy created due to death of Statutory Auditor Mr. Sridhar Iyer, was filled in by the Board by appointing Ms. Heena Raj Patangia as the statutory auditor for FY 2018-2019.

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

I would like to further report that as informed to us by the Management and since the Company is a private Company though a material subsidiary of the listed Company, the provisions relating to The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder and the Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder are not applicable to the company.

Date: 13th May, 2019
Place: Mumbai

MITA SANGHAVI
Practising Company Secretary
FCS No.7205
CP No. 6364

ANNEXURE A
CIN No-L80301MH2010PLC198405

To,
The Members,
Digital Ventures Private Limited,
135, Continental Building,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018

My Secretarial Audit Report is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

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

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

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

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

MITA SANGHAVI
FCS No.7205
CP No. 6364

Date: 13th May, 2019
Place: Mumbai

Report on Corporate Governance

COMPANY'S GOVERNANCE PHILOSOPHY

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

POLICIES

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

Whistle Blower & Vigil Mechanism Policy

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

Code of Conduct

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

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.

Debshankar Mukhopadhyay
Chief Executive Officer
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.zeelearn.com.

Policies & Code as per SEBI Insider Trading Regulations

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

Mr Bhautesh Shah, Company Secretary of the Company is Compliance officer for the purposes of Insider Trading Code, while Mr. Umesh Pradhan, Chief Financial Officer of the Company has been appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure policy.

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

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 approved and adopted Policy for determining Material Subsidiary, Remuneration Policy, Material Events Determination and Disclosure Policy and Document Preservation Policy. These policies can be viewed on Company's website at www.zeelearn.com.

BOARD OF DIRECTORS

Composition & Category of Directors

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

Composition of the Board as on March 31, 2019

Category of Directors	No. of Directors	% to total No. of Directors
Executive Director	1	20.00
Non-Executive Independent Directors	3	60.00
Other Non-Executive Director	1	20.00
Total	**5**	**100.00**

The Company requires skill/expertise/competencies in the areas of Finance, Legal, Education, Content, Marketing/Sales, Technology, 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, 4 (Four) meetings of the Board were held May 7, 2018, August 9, 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 4 Meetings)	8th AGM held on September 24, 2018	Member	Chairman	Member	Chairman
Non- Executive Chairman						
Mr. Himanshu Mody	3	No	5	1	1	1
Managing Director						
Mr. Ajey Kumar	4	Yes	1	-	-	-
Non- Executive Independent Director						
Dr. Manish Agarwal	4	Yes	1	-	1	-
Dr. Sangeeta Pandit	4	Yes	3	-	3	1
Ms. Nandita Agarwal Parker	2	No	-	-	-	-

Notes:

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

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

Sr. No.	Name of the Director	Directorship in other Listed Companies	Category of Directorship
1	Mr. Ajey Kumar	MT Educare Limited	Executive Director
2	Mr. Himanshu Mody	MT Educare Limited	Non-Executive Director
3	Dr. Sangeeta Pandit	The Indian Card Clothing Company Limited MT Educare Limited	Independent Director
4	Dr. Manish Agarwal	MT Educare Limited	Independent Director
5	Ms. Nandita Agarwal Parker	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 alongwith the explanatory notes are sent to the Directors well in advance to enable them to take informed decisions. Senior management personnel are normally invited to the Board meetings to provide necessary insights into the working of the Company and for discussing corporate strategies.

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

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

Name of Director	Mr. Ajey Kumar
Director Identification Number	02278096
Date of Birth	09.10.1971
Qualifications	B.E. (E&C) from Delhi College of Engineering and MBA from FMS, Delhi University
Experience	Mr. Ajey Kumar is a senior professional who has global experience in Strategy, Business Leadership, Turnarounds and Start ups. He has worked in reputed companies like HUL, Lupin, Ethypharm etc. and has expertise in areas like consumer goods, life sciences, wellness, education services, real estate etc.
No. of Shares held in the Company	1600943
Directorships in other Public Companies	1
Committee positions held	Nil

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 Committe	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
No. of Meetings held	4	3	8	1
Directors attendance				
Mr. Himanshu Mody	3	2	8	1
Dr. Manish Agarwal	4	3	NA	1
Dr. Sangeeta Pandit	4	3	8	1
Ms. Nandita Agarwal Parker*	NA	NA	1	NA

Note: N.A. denotes the director is not a Member of such Committee.
Nil denotes that the director has not attended any meeting of such Committee during the year

* Ms. Nandita Agarwal Parker was appointed as a member w.e.f. January 18, 2019

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.

The evaluation process was carried out based on an assessment sheet structured in line with ICSI guidance note and the guidance note issued by SEBI in this regard.

The parameters for evaluation of performance of the Board & Board Committees include the structure & composition, contents of agenda, quality and timelines of information provided, decision-making process & review thereof, attention to the Company's long-term strategic issues, evaluation of strategic risks, overseeing and review of major plans of action, acquisitions etc. Outcome of such evaluation exercise was discussed at subsequent board meeting. The performance of each of the Independent Directors was also evaluated taking into account the time devoted, attention given to professional obligations for independent decision making, contribution towards providing strategic guidance, determining important policies, utilising their expertise, independent judgment that contributes objectively in the Board's deliberations.

Details of Board Committees are as mentioned herein:

Audit Committee

Constitution

As at March 31, 2019, the Audit Committee of the Board comprises of Three (3) Directors, including Dr. Sangeeta Pandit, Independent Director as Chairperson, Mr. Himanshu Mody, Non-Executive Director; and Dr. Manish Agarwal, Independent Director as Members of the Audit Committee.

During the year under review, four (4) meetings of the Audit Committee were held on May 7, 2018, August 9, 2018, October 15, 2018, and January 18, 2019.

Terms of reference

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

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

- Approve or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Review the functioning of the whistle blower mechanism.
- Approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Review the utilization of loans and/or advances from/investment in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments.
- The committee shall mandatorily review the following information:
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  - Statement of deviations:
    (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

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

Audit Committee Meetings are generally attended by the Chief Executive Officer, Chief Financial Officer, AVP (Finance & Accounts) 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 at March 31, 2019, the Nomination & Remuneration Committee comprises of Dr. Manish Agarwal, Independent Director as Chairman, Mr. Himanshu Mody, Non-Executive Director and Dr. Sangeeta Pandit, Independent Director as members of the Committee. 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 August 9, 2018, October 25, 2018 and January 18, 2019.

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. An extract of the Remuneration Policy approved by the Nomination & Remuneration Committee of the Board has been included as a part of this Annual report.

Remuneration payable to Executive DirectorBased on recommendation of the Nomination & Remuneration Committee, the Board of Directors at the meeting held on October 28, 2015, had approved appointment of Mr. Ajey Kumar, as an Executive Director for a period of 5 years which was approved by the members of the Company vide Postal Ballot / e-voting process on December 18, 2015. As per the terms of his appointment he was eligible for grant of stock options from the Company as an Executive Director or otherwise but without any remuneration as of then. In line with his increased inputs and efforts that are required in the Company and in order to remunerate him commensurate with his role, abilities and responsibilities the Board of Directors based on the recommendation of the Nomination and Remuneration Committee at its meeting held August 9, 2018, have approved the re-designation / appointment of Mr. Ajey Kumar from Executive Director to Managing Director of the Company w.e.f October 1, 2018 with remuneration till the end of the tenure of his appointment viz. October 27, 2020 with remuneration which was also approved by the shareholders at the Annual General Meeting held on September 24, 2018.

Remuneration payable to Non-Executive Director

Non-Executive Directors were entitled to sitting fees of Rs.20,000/- per meeting of the Board and Committees thereof, other than Stakeholder's Relationship Committee and Finance Sub-Committee.

The Independent Directors are additionally entitled to remuneration up to an aggregate limit of 1% of net profits of the Company by way of Commission for each financial year, as approved by the Members by way of Postal Ballot on 18th December 2015. Commission payable to the Independent Directors is determined by the Board based on various criteria including contribution made by each Director, performance of the Company, etc.

Amount in ₹

Name of Director	Commission	Sitting Fees	Total
Dr. Manish Agarwal *Independent Director*	4,50,000	2,40,000	6,90,000
Dr. Sangeeta Pandit *Independent Director*	4,50,000	2,40,000	6,90,000
Nandita Agarwal Parker *Independent Director*	4,50,000	40,000	4,90,000
Total	**13,50,000**	**5,20,000**	**18,70,000**

In addition to this, the Directors are also granted Stock Options (except Independent Directors) [each convertible into equivalent number of equity shares of Re. 1/- each of the Company] at closing Market Price of Equity Shares of Company of Previous Closing day as on the date of respective grant of Option, in terms of the SEBI (Share Based Employee Benefits) Regulations, 2014.

Particulars of Stock Options granted under the ESOP scheme to the Directors and their outstanding as at March 31, 2019, are as under:

Name of Director	No. of Stock Options granted at							Options Vested	Options Exercised
	₹ 26.05	₹ 14.50	₹ 20.85	₹ 35.25	₹ 31.80	₹ 34.15	₹ 42.20		
Mr. Himanshu Mody Non-Executive Director	28,000	32,500	40,000	40,000	NA	1,50,000	1,75,000	3,55,500	80,500
Mr. Ajey Kumar Managing Director	NA	NA	NA	NA	64,02,980	8,46,214	NA	71,22,262	46,73,597
Dr. Manish Agarwal Independent Director	30,000	30,000	30,000	NA	NA	NA	NA	90,000	90,000
Dr. Sangeeta Pandit Independent Director	NA	NA	NA	NA	NA	NA	NA	NA	NA
Ms. Nandita Agarwal Parker Independent Director	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

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

Stakeholders' Relationship Committee

Constitution

As at March 31, 2019, the Stakeholders Relationship Committee of the Board comprises of Dr. Sangeeta Pandit, Independent Director as Chairperson and Mr. Himanshu Mody, Non-Executive Director as the member and Ms. Nandita Agarwal Parker, Independent Director as the members.

Ms Nandita Agarwal Parker was inducted in the said committee w.e.f January 18, 2019.

During the year under review, Stakeholders Relationship Committee met eight (8) times on April 24, 2018, August 6, 2018, October 15, 2018, October 25, 2018, November 28, 2018, February 15, 2019, February 21, 2019 and March 13, 2019.

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. Bhautesh Shah, Company Secretary has been appointed as Compliance Officer pursuant to the Listing Regulations. The designated email for investor service and correspondence is investor_relations@zeelearn.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	1	1	-
Non-receipt of Shares	1	1	-
Letter from Stock Exchange/ROC/SEBI	1	1	-
Total	**3**	**3**	**-**

Corporate Social Responsibility Committee

In compliance with requirements of Section 135 read with Schedule VII of the Companies Act, 2013, the Board has constituted Corporate Social Responsibility Committee comprising of Dr. Manish Agarwal, Independent Director as Chairman, Mr. Himanshu Mody, Non-Executive Director and Dr. Sangeeta Pandit, Independent Director as its Members.

During the year under review, CSR Committee met once on 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 Nomination & Remuneration Committee has constituted ESOP Allotment Sub-Committee. As on March 31, 2019, the Committee comprises of Mr. Himanshu Mody, Non Executive Director, Mr. Debshankar Mukhopadhyay, Chief Executive Officer, Mr. Vikash Kar, Head – Human Resources and Mr. Bhautesh Shah, Company Secretary of the Company as its members.

ii) Finance Sub-Committee

The Finance Sub-Committee of the Company comprises of Dr. Sangeeta Pandit, Independent Director as the Chairperson and Mr. Himanshu Mody Non-Executive Director as member.

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

iii) Corporate Management Committee

The Board has also constituted a Corporate Management Committee comprising of Senior Executives of the Company to review, approve and/or grant authorities for managing day-today affairs of the Company within the powers delegated by the Board.

The Finance Sub-Committee and Corporate Management Committee meet as and when required to deliberate and decide on various matters within their respective scope or powers delegated by the Board.

iv) Issue & Allotment Sub- Committee

In order to facilitate the process of approving Company's Offering Document for issue of Global Depository Receipts (GDRs) etc, appointment of various intermediaries, approving various agreements, deciding on the terms of issue along with timing thereof, obtaining approval of Stock Exchange(s) and/or other regulatory / statutory / administrative authorities etc., the Board has constituted an Issue and Allotment Committee comprising of Dr. Sangeeta Pandit, Independent Director as Chairperson and Mr. Himanshu Mody, Non-Executive Director as its member.

GENERAL MEETINGS

The Ninth Annual General Meeting of the Company for the financial year 2018-19 will be held on Thursday, September 26, 2019 at 11:30 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 Resolution(s) passed at these meetings are as follows:

Year	Day and Time	Special Resolutions passed	Venue
2015 - 2016	Monday, September 19, 2016 at 11.00 a.m.	a) Re-appointment of Dr. Sangeeta Pandit as Independent Director for second term. b) Re-appointment of Dr. Manish Agarwal as Independent Director for second term. c) Re-appointment of Mr. Surjit Banga as Independent Director for second term. d) Re-appointment of Mr. Umesh Pradhan as Manager of the Company for a period of 3 (three) years w.e.f. April 1, 2016 e) Maintenance of register of members at the office of Registrar & Share Transfer Agent instead of Registered office of the Company.	The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.
2016 - 17	Thursday, September 28, 2017 at 3.30 p.m.	a) Ratification of Remuneration of M/s. V.V & Associates, Cost Auditor of your Company for 2017-18 b) Reclassification of Promoters, their respective family members and persons acting in concern with them, from the "Promoters" of the Company c) To approve Investments, Loans, Guarantees and Security in excess of limits specified under Section 186. d) Maintenance of register of members at the office of Registrar & Share Transfer Agent instead of Registered office of the Company.	The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.
2017-18	Monday, September 24, 2018 at 11.30 a.m.	a) Alteration of Articles of Association in compliance with Companies Act, 2013 b) Re-designation / appointment of Mr. Ajey Kumar, Executive Director as the Managing Director of the Company and to confirm his terms of remuneration.	Ravindra Natya Mandir, P L Deshpande Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400025

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: May 7, 2018	**Date of Result: July 5, 2018**	
Particulars of Resolution	**Details of Votes Cast (number of Shares & % 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. 750 crore;	198912722 90.2662%	21449741 9.7338%
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	198914289 90.2669%	21448161 9.7331%
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. 1,300 crore	198909705 90.2648%	21452745 9.7352%
Ordinary resolution approving appointment of Ms. Nandita Agarwal Parker (DIN: 00189131), as an Independent Director of the Company	220352277 99.9954%	10173 0.0046%

Mrs. Mita Sanghavi, Practicing Company Secretary (holding FCS No. 7205 and CP No. 6364) was appointed as the Scrutinizer in respect of the aforesaid resolutions, to ensure that E-voting and Postal Ballot Voting process is conducted in fair and transparent manner. The above resolutions were passed with requisite majority.

DISCLOSURES

The Whistle Blower & Vigil Mechanism Policy approved by the Board has been implemented and no personnel have been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

There are no materially significant related party transactions between the Company and its promoters, directors or Key Managerial Personnel or their relatives, having any potential conflict with interests of the Company at large. Transactions with related parties including material related party transaction with one of the wholly owned subsidiary of the Company Digital Ventures Private Limited are disclosed in the Annual Report.

In Compliance with the requirements of Regulation 23 of Listing Regulations, the Board of Directors of the Company has approved Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party transaction proposed to be entered into by the Company.

The Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is put on Company's website www.zeelearn.com.

There has not been any non-compliance by the Company and no penalties or strictures have been imposed by SEBI or Stock Exchanges, or any other statutory authority on any matter relating to capital markets during last three years.

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

Your Board hereby confirms that the Company has obtained a certificate from Mrs. Mita Sanghavi (FCS No:7205 CP No. 6364) a Company Secretary in Practice confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors by SEBI, Ministry of Corporate Affairs or any such other statutory authority.

The Company has obtained rating from CARE Ratings Limited during the financial year 2018-19 for the debt instrument of the Company. There has been no revision in credit ratings during the financial year 2018-19.

During FY 2018-19, the total fees paid by the Company to M/s. MGB & Co. LLP, Statutory Auditors of the Company are detailed in the Standalone Financial Statements, the Company had paid an aggregate remuneration of Rs.21.30 lakhs to its Statutory Auditors bifurcated as Rs. 17.00 lakhs be paid as Audit fees to the Statutory Auditors for the period ended March 31, 2019; and Rs. 2.00 lakhs as Tax Audit Fees and Rs. 2.30 lakhs as fees for certifications and tax representations.

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.

The Company has complied with the requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations 2015. The Statutory Auditors' Certificate that the Company has complied with the conditions of Corporate Governance is annexed to the Directors' Report.

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of the Listing Regulations and the status of compliance with non-mandatory requirements of SEBI Listing Regulations are as detailed hereunder:

Audit Qualification – The financial statements of the Company are unqualified.

Separate posts of Chairman and CEO – The office and posts of Chairman and CEO in the Company are separate.

MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly financial results, press releases etc., to the Stock Exchanges where the shares of the Company are listed. Such information is also simultaneously displayed on the Company's website www.zeelearn.com. 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 / Free Press Journal (Marathi)' as per the requirements of Listing Regulations. The financial and other information are filed by the Company on electronic platforms of NSE (NEAPS) and BSE Listing Centre.

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

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

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

General Shareholders Information

The required information is provided in Shareholders Information Section.

Auditor's Certificate on Corporate Governance

To
The Members,
Zee Learn Limited

We have examined the compliance of conditions of Corporate Governance by **Zee Learn Limited** ('the Company'), for the year ended March 31st 2019 as stipulated in the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

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

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

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

For **MGB & Co LLP**
Chartered Accountants
Firm Registration Number 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date: 17 May 2019
UDIN : 19048215AAAABJ5244

Shareholders' Information

1	**Date, Time and Venue of Shareholder's Meeting**	Meeting : Ninth Annual General Meeting Day & Date : Thursday, September 26, 2019 Time : 11:30 a.m Venue : 'The Hall of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018
2	**Financial Year**	April 1, 2018 till March 31, 2019
	First Quarterly Results	On or before 14th August, 2019
	Second Quarterly Results	On or before 14th November, 2019
	Third Quarterly Results	On or before 14th February, 2020
	Fourth Quarterly Results	On or before 30th May, 2020
3	**Date of Book Closure**	From Thursday, September 19, 2019 to Thursday, September 26, 2019
4	**Dividend Payment Date**	Dividend @ Re.0.10/- to be paid on or after October 3, 2019
5	**Address for Correspondence**	**Registered Office:** Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. Tel: +91-22-2483 1234, Fax: +91-22-2495 5974 Website : www.zeelearn.com **Corporate Office:** 513/A, 5th Floor, Kohinoor City, Kirol Road, Off. L.B.S Marg, Kurla (West), Mumbai - 400070 Tel: +91-22-4034 3900, Fax: +91-22-2674 3422
6	**Corporate Identity Number**	L80301MH2010PLC198405
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 : ZEELEARN BSE : 533287
9	**ISIN No.**	INE565L01011 (Equity shares of Re. 1/- each, fully paid up)
10	**Global Depository Receipts (GDRs) Details**	As at March 31, 2019, none of the Global Depository Receipts have remained outstanding as all the GDRs have been converted into the underlying shares of the Company as on January 15, 2018 which forms part of the existing paid up share capital of the Company.
	a. Listed at	Societe DE LA Bourse De Luxembourg Societe Anonyme, 35A, Boulevard Joseph II L- 1840, Luxembourg
	b. ISIN Code	US9892181028

c. Overseas Depository & Domestic Custodian

As at March 31, 2019, none of the Global Depository Receipts have remained outstanding as all the GDRs have been converted into the underlying shares of the Company as on January 15, 2018, thus the services of the Overseas Depository and Domestic Custodian have been discontinued.

d. Market Data Relating to GDRs Listed on Luxembourg Stock Exchange

All the Global Depository Receipts have been converted into the underlying shares of the Company as on January 15, 2018 hence the figures of market data are not mentioned.

11. Registrar & Share Transfer Agent

Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg,
Vikhroli West, Mumbai - 400083. Tel No: +91-22-49186000
Fax No: +91-22-49186060
Email id: rnt.helpdesk@linkintime.co.in

12. Investor Relations Officer

The Company Secretary
Zee Learn Limited
Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018.
Tel: +91-22-40343900 Fax: +91-22-26743422
E-mail: investor_relations@zeelearn.com

13. Listing Fee

Company has paid the Annual Listing fees for the Financial Year 2019-20 to the stock exchanges where the shares of the Company are listed (viz NSE & BSE). The Company had also paid the Annual Maintenance Fee for the Year 2019 to the Luxembourg Stock Exchange where the GDRs of the Company are listed.

14. PAN & Change of Address

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

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

15. Share Transfer System

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

16. Dematerialisation of Equity Shares & Liquidity

To facilitate trading in demat form the Company has made arrangements with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders may open account with any of the Depository Participant registered with any of these two depositories. As on March 31, 2019, 99.94% of the equity shares of the Company is held by 1,01,124 Equity Shareholders in dematerialized form and the balance 0.06% is held by 892 Equity Shareholders in physical form. Entire Equity shareholding of the promoters in Company is held in dematerialized form.

17. Unclaimed Shares

As per Regulation 39 of Listing Regulations, details in respect of the physical shares, which were issued pursuant to the Scheme of Arrangement and lying in the Suspense account, is as under:

Description	Number of shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account as at April 1, 2018	219	39427
Fresh undelivered cases during the Financial Year 2018-2019	NIL	NIL
Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2019	NIL	NIL
Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2019	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2019	219	39427

The voting rights on the Equity shares outstanding in the suspense account as on March 31, 2019 shall remain frozen till the rightful owner of such shares claims the shares.

18. Transfer of Unclaimed dividend / Shares to Investor Education Protection Fund

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

Year	Type of Dividend	Dividend Per Share (in ₹)	Date of declaration of dividend	Due Dates for transfer to IEPF
2016-17	Interim	0.05	21.10.2016	20.11.2023
2016-17	Final	0.05	28.9.2017	27.10.2024
2017-18	Final	0.10	24.9.2018	23.10.2025

Shareholders who have not yet encashed their dividend warrants for the previous years may approach with unencashed dividend warrants to the Company, at its Corporate Office for revalidation / issue of duplicate dividend warrants.

19. Shareholders' Correspondence

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

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

20. Outstanding Convertible Securities

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

21. Share Capital Build- up

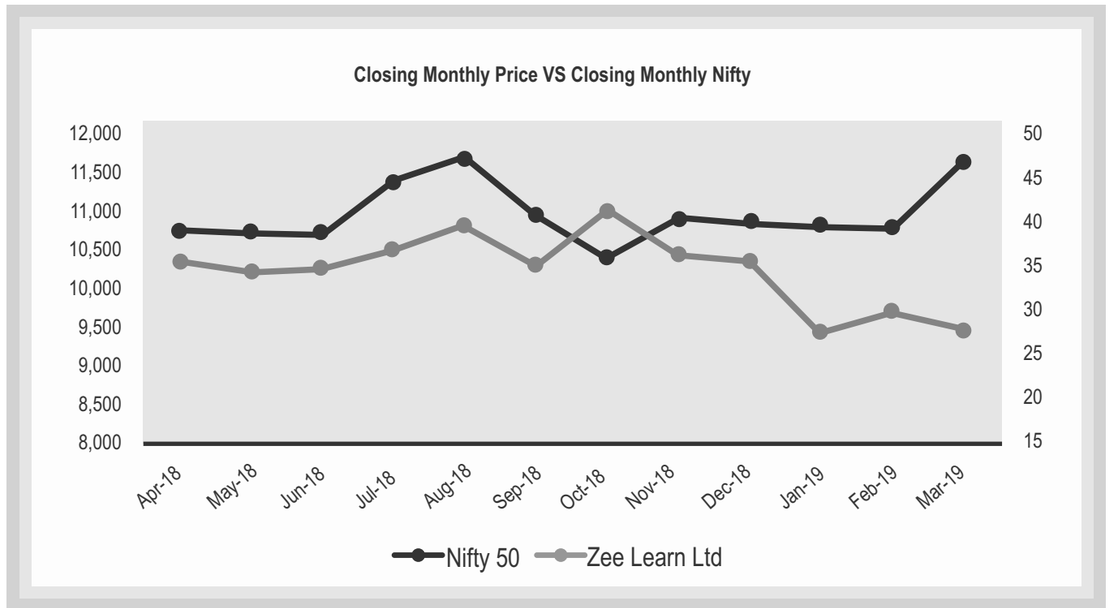
Particulars	No. of Shares issued	Date of Issue
Issued to Subscribers	50,000	20.01.2010
Sub- Division of Shares from Rs. 10/- each to Re. 1/- each	5,00,000	22.01.2010
Issued to ZEEL Shareholders pursuant to Scheme	12,22,38,599	14.10.2010
Issued to Essel Entertainment Media Limited Shareholders pursuant to Scheme	14,00,00,000	01.07.2011
Allotment under ESOP	2,12,000	30.11.2012
Allotment under ESOP	59,650	13.03.2013
Global Depository Receipt	5,61,79,770	21.05.2013
Allotment under ESOP	18,500	14.08.2013
Allotment under ESOP	52,500	25.10.2013
Allotment under ESOP	54,700	30.01.2014
Allotment under ESOP	15,925	24.03.2014
Allotment under ESOP	30,200	12.05.2014
Allotment under ESOP	28,250	11.06.2014
Allotment under ESOP	36,550	25.08.2014
Allotment under ESOP	2,39,189	24.09.2014
Allotment under ESOP	1,35,950	07.10.2014
Allotment under ESOP	74,663	29.10.2014
Allotment under ESOP	52,500	02.12.2014
Allotment under ESOP	15,488	02.01.2015
Allotment under ESOP	18,975	11.02.2015
Allotment under ESOP	37,688	23.03.2015
Allotment under ESOP	64,788	30.04.2015
Allotment under ESOP	20,600	11.06.2015
Allotment under ESOP	29,000	06.08.2015
Allotment under ESOP	33,535	24.09.2015
Allotment under ESOP	45,188	03.11.2015
Allotment under ESOP	85,799	09.12.2015
Allotment under ESOP	5,591	18.12.2015
Allotment under ESOP	16,035	19.12.2015
Allotment under ESOP	1,22,289	21.12.2015
Allotment under ESOP	52,004	19.01.2016
Allotment under ESOP	62,294	04.02.2016
Allotment under ESOP	16,035	10.02.2016
Allotment under ESOP	49,106	01.09.2016
Allotment under ESOP	78,906	26.09.2016
Allotment under ESOP	51,248	08.11.2016
Allotment under ESOP	45,000	18.11.2016
Allotment under ESOP	7,606	19.12.2016
Allotment under ESOP	64,025	16.01.2017
Allotment under ESOP	1,21,269	20.01.2016
Allotment under ESOP	2,49,993	02.02.2017
Allotment under ESOP	3,14,650	14.02.2017
Allotment under ESOP	24,723	20.02.2017
Allotment under ESOP	2,64,825	28.02.2017
Allotment under ESOP	1,58,525	02.03.2017
Allotment under ESOP	1,96,650	14.03.2017
Allotment under ESOP	2,17,250	21.03.2017
Allotment under ESOP	1,37,500	23.03.2017
Allotment under ESOP	1,06,850	27.03.2017
Allotment under ESOP	2,17,606	24.04.2017
Allotment under ESOP	6,00,000	25.04.2017
Allotment under ESOP	25,067	28.04.2017
Allotment under ESOP	20,158	18.05.2017
Allotment under ESOP	14,806	25.05.2017
Allotment under ESOP	2,45,238	07.06.2017
Allotment under ESOP	2,35,000	08.06.2017
Allotment under ESOP	3,11,190	19.07.2017
Allotment under ESOP	20,400	21.07.2017
Allotment under ESOP	31,425	07.09.2017
Allotment under ESOP	4,10,820	23.10.2017
Allotment under ESOP	82,634	02.11.2017
Allotment under ESOP	24,925	06.12.2017
Allotment under ESOP	3,57,747	22.12.2017
Allotment under ESOP	6,56,075	31.01.2018
Allotment under ESOP	1,70,000	21.06.2018
Allotment under ESOP	13,253	29.11.2018
Issue & Paid- up Capital as on 31.03.2019	**32,60,78,725**	

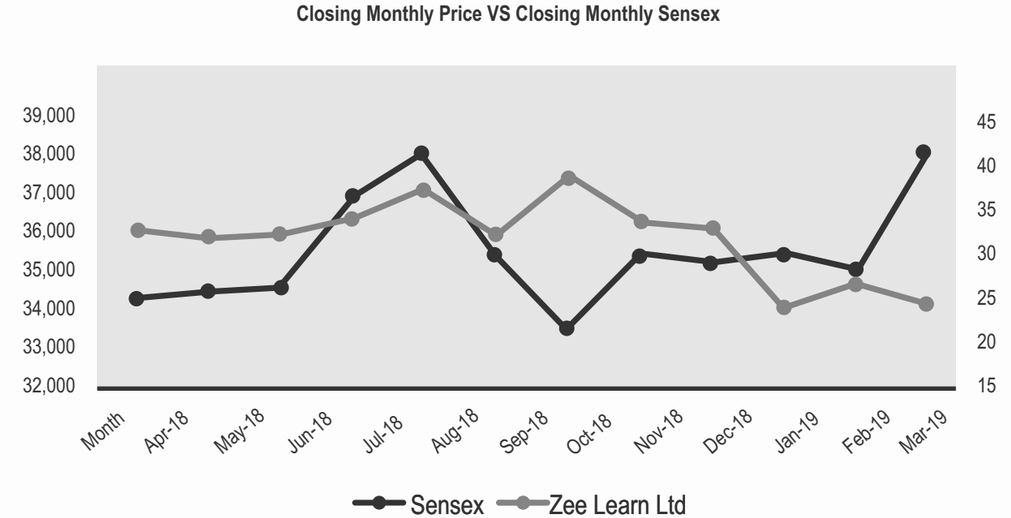
22. Stock Market Data Relating to Shares Listed in India

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

Months	BSE			NSE		
	High (₹)	Low (₹)	Volume of shares traded	High (₹)	Low (₹)	Volume of shares traded
April 2018	38.00	35.00	4,87,997	37.75	35.10	33,52,654
May 2018	37.70	31.20	7,15,503	37.70	31.10	58,25,252
June 2018	39.00	33.00	5,49,786	39.05	33.20	78,27,231
July 2018	37.75	34.00	7,96,687	37.50	33.65	50,37,689
August 2018	42.00	35.90	5,65,257	41.50	35.80	60,76,296
September 2018	40.65	34.30	5,16,112	40.90	34.40	37,18,611
October 2018	42.00	32.50	8,36,007	42.20	32.05	65,88,638
November 2018	41.30	35.85	3,49,961	41.40	35.45	22,90,579
December 2018	36.90	34.05	2,88,763	37.25	34.05	12,31,216
January 2019	40.00	24.40	12,44,157	36.45	24.20	79,10,703
February 2019	30.40	24.60	4,68,367	30.25	24.80	46,31,919
March 2019	32.20	26.60	3,62,272	32.50	26.75	33,52,997

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



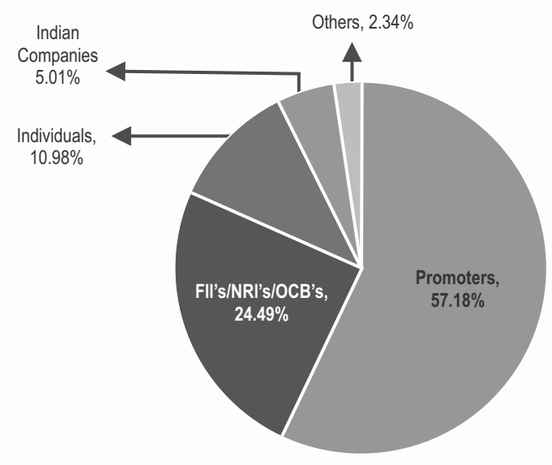


24. Distribution of Shareholding as on March 31, 2019

No. of Equity Shares	Share Holders		No. of Shares	
	Number	% of Holders	Number	% of Capital
Up to 500	92922	91.0857	5831017	1.7882
501 - 1000	4276	4.1915	3577434	1.0971
1001 - 2000	2161	2.1183	3348738	1.027
2001 - 3000	850	0.8332	2200766	0.6749
3001 - 4000	367	0.3598	1332487	0.4086
4001 - 5000	402	0.3941	1922387	0.5896
5001 -10000	512	0.5019	3935356	1.2069
10001 and Above	526	0.5156	303930540	93.2077
Total	**102016**	**100.00**	**326078725**	**100.00**

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

Category	March 31, 2019	
	% of shareholding	No. of shares held
Promoters	57.18%	186,442,388
FII's/NRI's/OCB's	24.49%	79,845,898
Individuals	10.98%	35,788,559
Indian Companies (Bodies Corporate)	5.01%	16,327,740
Others	2.34%	7,674,140
Total	**100.00**	**326,078,725**



26. Particulars of Shareholding

a) Promoter Shareholding as on March 31, 2019

Sr. No.	Name of Shareholder	No of Shares held	% of shareholding
1	Jayneer Infrapower & Multiventures Pvt. Limited (Formerly Jayneer Capital Pvt. Ltd.)	7,68,75,375	23.58
2	Asian Satellite Broadcast Pvt. Ltd	6,30,52,512	19.34
3	Jayneer Enterprises LLP	1,50,00,000	4.60
4	Essel Media Ventures Private Limited	1,28,61,036	3.94
5	Sprit Infrapower & Multiventures Private Limited (Formerly Sprit Textiles Pvt. Ltd.)	1,11,03,864	3.41
6	Essel Infraprojects Limited	17,52,286	0.54
7	Essel Holdings Limited	57,97,315	1.78
	Total	**18,64,42,388**	**57.18**

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

Sr. No.	Name of Shareholder	No of Shares held	% of shareholding
1	Moon Capital Trading Pte. Ltd.	2,09,55,327	6.43
2	Polus Global Fund	2,08,56,608	6.40
3	Morgan Stanley Asia (Singapore) Pte.	1,13,18,127	3.47
4	Copthall Mauritius Investment Limited	81,05,371	2.49
5	Ganjam Trading Company Private Limited	49,49,506	1.52
6	UBS Principal Capital Asia Ltd	46,34,088	1.42
7	Veena Investments Private Limited	34,49,013	1.06
8	Naravi Infra and Utilities Private Limited	32,76,655	1.00
9	Hornbill Orchid India Fund	31,60,000	0.97
10	Vittoria Fund-Sr, L.P.-Asia Portfolio	31,20,619	0.96
	Total	**8,38,25,314**	**25.72**

Certification on Financial Statements of the Company

We, **Debshankar Mukhopadhyay,** Chief Executive officer and **Umesh Pradhan**, Chief Financial Officer of Zee Learn Limited ('the Company'), certify that:

(a) We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2019 and that to the best of our knowledge and belief:

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

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

(b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2019 are fraudulent, illegal or violative to the Company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit Committee that suring the year:

(i) there has not been any significant changes in internal control over financial reporting;

(ii) there have not been any significant changes in accounting policies; and

(iii) there have been no instances of significant fraud of which we are aware that involve management or other employees, having significant role in the company's internal control system over financial reporting.

For Zee Learn Limited

Mumbai, 17 May 2019

Debshankar Mukhopadhyay	**Umesh Pradhan**
Chief Executive Officer	Chief Financial Officer

Independent Auditor's Report

To
The Members of
Zee Learn Limited

Report on the audit of standalone financial statements

1. Opinion

We have audited the accompanying standalone financial statements of **Zee Learn Limited** ('the Company'), which comprise the balance sheet as at 31 March 2019, the statement of profit and loss (including other comprehensive income),the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 31 March 2019, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for opinion

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

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended 31 March 2019. 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.

Description of Key Audit Matter	Description of Auditor's Response
Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard) • Sales are recognized when the control of the goods and services is transferred to the customer. • Revenue is recognized at the amount that reflect the considerations to which the Company expects to be entitled in exchange for transferring goods or services to customer. • Revenue is recognized over a time or point in time. • The Company focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the control.	Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • Assessing the application of Company's accounting policies over revenue recognition and comparing the Company's accounting policies over revenue recognition with applicable accounting standards. • Identifying the nature of the revenues and identification of any unusual contract terms. • Testing the revenue recognized including testing of Company's control on revenue recognition, when applicable. Our testing included tracing the information to agreements and payments. • Assessing the revenue recognized with substantive analytical procedures, and • Assessing the Company's disclosure on revenue recognition.

4. Other information

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

5. Management's responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

6. Auditor's responsibilities for the audit of the Standalone Financial Statements

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

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

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

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

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

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

7. Report on other Legal and Regulatory requirements

I. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of Section 143(11) of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order.

II. As required by Section143(3) of the Act, we report that:

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

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

c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;

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

e) On the basis of written representations received from the directors of the Company and taken on record by the Board of Directors, none of the directors is disqualified as on 31 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the act, as amended:

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

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

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts having any material foreseeable losses; and

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

For **MGB & Co LLP**
Chartered Accountants
Firm Registration Number: 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date: 17 May 2019

Annexure - A to the Independent Auditor's Report

Annexure referred to in paragraph 7(I) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of Company on the standalone financial statements for the year ended 31 March 2019

I **(a)** The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All the fixed assets of the Company have been physically verified by the management during the year which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no 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 physical verification of inventory including stocks lying with third parties have been conducted by the Management during the year at reasonable intervals. As explained to us, no material discrepancies were noticed on physical verification as compared to book records.

iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of loan given and investments made and guarantees and securities provided during the year.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act.

vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under Section 148(1) of the Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of such records with a view to determine whether they are accurate or complete.

vii. According to the records of the Company examined by us and information and explanations given to us:

(a) Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, goods and services tax ,duty of customs, duty of excise, value added tax , cess and others as applicable have generally been regularly deposited with the appropriate authorities. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31 March 2019 for a period of more than six months from the date they became payable.

(b) There are no amounts on account of goods and service tax, duty of customs and duty of excise which are yet to be deposited on account of any dispute. The disputed dues of service tax, sales tax and value added tax which have not been deposited as under:

Name of the Statute	Nature of the Dues	Amount (In lakhs)	Period to which the amount relate	Forum where dispute is pending
The Central Sales Tax Act, 1956	Sales Tax	49.95	F.Y. 2005 - 2006	Deputy Commissioner of Sales Tax , Appeals
The Central Sales Tax Act, 1956	Sales Tax	90.81	F.Y. 2010 - 2011	Joint Commissioner of Sales Tax
The Central Sales Tax Act, 1956	Sales Tax	14.73	F.Y. 2010 - 2011	Deputy Commissioner of Sales Tax
The Central Sales Tax Act, 1956	Sales Tax	50.49	F.Y. 2012 - 2013	Joint Commissioner of Sales Tax
The Maharashtra Value Added Act, 2002	Value Added Tax	74.64	F.Y. 2005 - 2006	Deputy Commissioner of Sales Tax Tax , Appeals
The Maharashtra Value Added Tax Act, 2002	Value Added Tax - Penalty	46.55	F.Y. 2005 - 2006	Deputy Commissioner of Sales Tax Tax , Appeals
The Maharashtra Value Added Tax Act, 2002	Value Added Tax	42.85	F.Y. 2010 - 2011	Joint Commissioner of Sales Tax

Name of the Statute	Nature of the Dues	Amount (In lakhs)	Period to which the amount relate	Forum where dispute is pending
The Maharashtra Value Added Act, 2002	Value Added Tax	0.89	F.Y. 2010 - 2011	Deputy Commissioner of Sales Tax
The Maharashtra Value Added Tax Act, 2002	Value Added Tax	41.08	F.Y. 2012 - 2013	Joint Commissioner of Sales Tax
The Central Excise Act, 1944	Service Tax	17.90	F.Y 2009 - 2010 to F.Y. 2011 – 2012	Central Excise and Service Tax Appellate Tribunal
The Central Excise Act, 1944	Service Tax	7.24	F.Y. 2012 - 2013	Central Excise and Service Tax Appellate Tribunal
The Central Excise Act, 1944	Service Tax	19.49	F.Y 2007 - 2008 to F.Y. 2010 – 2011	Central Excise and Service Tax Appellate Tribunal
The Central Excise Act, 1944	Service Tax	1.61	F.Y. 2011 – 2012	Central Excise and Service Tax Appellate Tribunal
The Central Excise Act, 1944	Service Tax	2.66	F.Y. 2012 - 2013	Central Excise and Service Tax Appellate Tribunal
The Central Excise Act, 1944	Service tax	512.33	F.Y. 2011 – 2012 to F.Y. 2014 - 2015	Central Excise and Service Tax Appellate Tribunal
The Central Excise Act, 1944	Service Tax - Penalty	553.97	F.Y. 2011 – 2012 to F.Y. 2014 - 2015	Central Excise and Service Tax Appellate Tribunal
The Central Excise Act, 1944	Service Tax	602.73	F.Y. 2016 - 2017 to F.Y. 2017 - 2018	Commissioner of Central Goods and Service Tax

viii. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks and debenture holders. The Company does not have any loans from Government.

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

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have been informed of any such case by the Management.

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

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable Accounting Standards.

xiv. According to the records of the Company examined by us, and information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the records of the Company examined by us, and information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **MGB & Co LLP**
Chartered Accountants
Firm Registration Number: 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date: 17 May 2019

Annexure - B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 7(II)(f) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of Zee Learn Limited on the standalone financial statements for the year ended 31 March 2019

We have audited the internal financial controls over financial reporting of Zee Learn Limited ("the Company") as of 31 March 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 control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **MGB & Co LLP**
Chartered Accountants
Firm Registration Number: 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date: 17 May 2019

Balance Sheet as at 31 March 2019

(₹ lakhs)

	Note	31 March 2019	31 March 2018
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	449.65	189.35
(b) Capital work-in-progress	3	100.57	4.98
(c) Investment property	4	5.85	5.85
(d) Intangible assets	5	102.63	258.97
(e) Intangible assets under development	5	50.86	24.99
(f) Financial assets			
(i) Investments	6	50,601.73	22,788.49
(ii) Loans	7	-	1,436.12
(iii) Other financial assets	8	253.64	20,092.48
(g) Income tax assets (net)	9	142.33	51.28
(h) Deferred tax assets	10	463.53	455.18
(i) Other non-current assets	11	150.90	133.12
Total non-current assets		**52,321.69**	**45,440.81**
Current assets			
(a) Inventories	12	1,314.48	934.14
(b) Financial assets			
(i) Investments	13	9,572.00	10,849.45
(ii) Trade receivables	14	2,284.61	764.26
(iii) Cash and cash equivalents	15 (a)	967.80	1,597.43
(iv) Bank balances other than (iii) above	15 (b)	27.21	275.30
(v) Loans	7	9,067.90	1.11
(vi) Other financial assets	8	874.56	901.79
(c) Other current assets	11	328.06	361.58
Total current assets		**24,436.62**	**15,685.06**
Total assets		**76,758.31**	**61,125.87**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	16	3,260.79	3,258.95
(b) Other equity	17	38,015.30	32,109.47
Total equity		**41,276.09**	**35,368.42**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	12,436.60	11,198.00
(ii) Others	19 (b)	799.38	610.27
(b) Provisions	20	164.93	155.75
(c) Other Liabilities	21	8,301.62	5,339.70
Total non-current liabilities		**21,702.53**	**17,303.72**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	4,361.52	1,299.61
(ii) Trade Payables	19 (a)		
(1) total outstanding dues of micro enterprises and small enterprises		467.67	251.98
(2) total outstanding dues of creditors other than micro enterprises and small enterprises		1897.81	548.86
(iii) Other Financial Liabilities	19 (b)	3,704.78	3,111.87
(b) Other current liabilities	21	3,313.88	2,942.86
(c) Provisions	20	33.90	92.78
(d) Current tax liabilities (net)	22	0.13	205.77
Total current liabilities		**13,779.69**	**8,453.73**
Total liabilities		**35,482.22**	**25,757.45**
Total equity and liabilities		**76,758.31**	**61,125.87**

Notes forming part of the financial statements **1-49**

As per our attached report of even date

For and on behalf of the board

For MGB & Co LLP
Chartered Accountants
FRN - 101169W/W100035

Himanshu Mody
Chairman

Sangeeta Pandit
Director

Sanjay Kothari
Partner
Membership Number 048215

Debshankar Mukhopadhyay
Chief Executive Officer

Umesh Pradhan
Chief Financial Officer

Bhautesh Shah
Company Secretary

Place: Mumbai
Date: 17 May 2019

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

(₹ lakhs)

		Note	31 March 2019	31 March 2018
Revenue				
Revenue from operations		23	20,977.80	18,634.25
Other income		24	1,683.96	1,568.18
	Total		**22,661.76**	**20,202.43**
Expenses				
Operational cost		25	4,826.39	4,506.94
Employee benefits expense		26	2,951.65	2,873.08
Finance costs		27	1,997.13	1,336.14
Depreciation and amortisation expense		28	377.19	312.46
Other expenses		29	3,840.95	4,037.17
	Total		**13,993.31**	**13,065.79**
Profit before tax			**8,668.45**	**7,136.64**
Less : Tax expense				
Current tax - current year		30	2,525.82	2,578.81
- earlier years			45.74	-
Deferred tax benefit			(15.38)	(18.19)
MAT credit entitilement of earlier years			(57.32)	-
Profit for the year	**(A)**		**6,169.59**	**4,576.02**
Other comprehensive income				
A. Items that will not be reclassified to profit or loss				
(i) Re-measurement of defined benefit obligation			24.17	16.33
(ii) Income tax relating to items that will not be reclassified to the profit or loss			(7.04)	(5.65)
Total other comprehensive income	**(B)**		**17.13**	**10.68**
Total comprehensive income for the year	**(A+B)**		**6,186.72**	**4,586.70**
Earnings per equity share (face value ₹ 1 each)		43		
Basic			1.89	1.41
Diluted			1.89	1.41

Notes forming part of the financial statements **1-49**

As per our attached report of even date

For and on behalf of the board

For MGB & Co LLP
Chartered Accountants
FRN - 101169W/W100035

Himanshu Mody
Chairman

Sangeeta Pandit
Director

Sanjay Kothari
Partner
Membership Number 048215

Debshankar Mukhopadhyay
Chief Executive Officer

Umesh Pradhan
Chief Financial Officer

Bhautesh Shah
Company Secretary

Place: Mumbai
Date: 17 May 2019

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

A. Equity share capital	Note	(₹ Lakhs)
As at 01 April 2017		**3,226.42**
Changes in equity share capital	16a	32.53
As at 31 March 2018		**3,258.95**
Changes in equity share capital	16a	1.84
As at 31 March 2019		**3,260.79**

B. Other equity (₹ Lakhs)

	Reserves and surplus					
	Debenture redemption reserve	Share based payment reserve	Securities premium	General reserve	Retained earnings	Total other equity
As at 01 April 2017	**406.25**	**562.79**	**11,097.30**	**13,971.80**	**369.29**	**26,407.43**
Profit for the year	-	-	-	-	4,576.02	4,576.02
Other comprehensive income (Refer note 17)	-	-	-	-	10.68	10.68
Total comprehensive income for the year	-	-	-	-	4,586.70	4,586.70
	406.25	**562.79**	**11,097.30**	**13,971.80**	**4,955.99**	**30,994.13**
Debenture Redemption Reserve	406.25	-	-	-	(406.25)	-
Final Equity Dividend	-	-	-	-	(162.17)	(162.17)
Tax on Final Equity Dividend	-	-	-	-	(33.02)	(33.02)
Shares option excercised	-	(335.70)	1,350.28	-	-	1,014.58
Share based payments	-	295.95	-	-	-	295.95
As at 31 March 2018	**812.50**	**523.04**	**12,447.58**	**13,971.80**	**4,354.55**	**32,109.47**
Profit for the year	-	-	-		6,169.59	6,169.59
Other comprehensive income (Refer note 17)	-	-	-	-	17.13	17.13
Total comprehensive income for the year	-	-	-	-	6,186.72	6,186.72
	812.50	**523.04**	**12,447.58**	**13,971.80**	**10,541.27**	**38,296.19**
Debenture Redemption Reserve	406.25	-	-	-	(406.25)	-
Final Equity Dividend	-	-	-	-	(326.07)	(326.07)
Shares option excercised	-	(18.84)	74.80	-	-	55.96
Tax on Final Equity Dividend	-	-	-	-	(67.02)	(67.02)
Shared based payments	-	56.24	-	-	-	56.24
	406.25	**37.40**	**74.80**	**-**	**(799.34)**	**(280.89)**
As at 31 March 2019	**1,218.75**	**560.44**	**12,522.38**	**13,971.80**	**9,741.93**	**38,015.30**

1) Debenture redemption reserve is created out of the profits which is available for payment of dividend for the purpose of redemption of debentures.
2) Share Based Payment Reserve is related to share options granted by the Company to its employee under its employee share option plan.
3) Securities premium is used to record premium on issue of shares. The reserve is utilised in accordance with the provisions of Companies Act, 2013.
4) General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. General Reserve includes ₹/Lakhs 8881.25 (2018 - ₹/Lakhs 8881.25) pursuant to the scheme of Amalgamation, sanctioned by the Hon'ble Court of Bombay and shall not be used for the purpose of declaring dividend.
5) Retained earnings represent the accumulated earnings net of losses if any made by the Company over the years.

Notes forming part of the financial statements **1-49**

As per our attached report of even date

For MGB & Co LLP
Chartered Accountants
FRN - 101169W/W100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date: 17 May 2019

For and on behalf of the board

Himanshu Mody Chairman
Sangeeta Pandit Director

Debshankar Mukhopadhyay Chief Executive Officer
Umesh Pradhan Chief Financial Officer
Bhautesh Shah Company Secretary

Statement of Cash Flows for the year ended 31 March 2019

(₹ lakhs)

	31 March 2019	31 March 2018
A. Cash flow from operating activities		
Profit before tax	8,668.45	7,136.64
Adjustments for		
Depreciation and amortisation expense	377.19	312.46
Liabilities / excess provision written back	(57.01)	(37.90)
(Profit) / Loss on sale / impairment / discard of property, plant and equipment / intangibles / capital work-in-progress (net)	(4.49)	42.97
Interest expenses	1,958.89	1,336.14
Provision for doubtful debts	218.86	123.85
Provision (benefit) of deferred taxes	14.08	11.30
Dividend income	(17.72)	(16.09)
Interest income	(1,286.70)	(1,278.18)
Operating profit before working capital changes	**9,871.55**	**7,631.19**
Adjustments for		
(Increase) / Decrease in inventories	(380.34)	431.41
(Increase) / Decrease in trade and other receivables	(1,821.33)	64.37
Increase / (Decrease) in trade and other payables	5,015.90	4,575.26
Cash generated from operations	**12,685.78**	**12,702.23**
Direct taxes paid (net)	(2,810.93)	(2,305.42)
Net cash flow from operating activities (A)	**9,874.85**	**10,396.81**
B. Cash flow from investing activities		
Purchase of property, plant and equipment / intangible assets / investment property / capital work-in-progress	(547.33)	(195.46)
Sale of property, plant and equipment / intangible assets	22.64	(42.97)
Investments in bank deposits	248.09	2.86
Investments in bank deposits (having original maturity of more than 12 months)	(33.25)	(44.69)
Sale of non current investments	1,277.45	2,998.71
Purchase of current investments	(7,813.24)	(646.93)
Amount given towards share allotment	-	(20,000.00)
Loans repaid by others	(7,630.67)	5,615.93
Dividend received from subsidiary company	0.01	0.01
Dividend received from others	17.71	16.08
Interest received	355.53	1,657.33
Net cash flow from / (used in) investing activities (B)	**(14,103.06)**	**(10,639.13)**

Statement of Cash Flows for the year ended 31 March 2019

(₹ lakhs)

	31 March 2019	31 March 2018
C. Cash flow from financing activities		
Proceeds from issue of shares	57.80	1,382.81
Proceeds from long-term borrowings	6,723.13	238.82
Repayment of long-term borrowings	(6,475.50)	-
Proceeds from short-term borrowings	4,361.52	-
Repayment of short-term borrowings	-	(430.80)
Dividend paid (including dividend tax)	(381.13)	(191.80)
Interest paid	(687.24)	(498.90)
Net cash flow from / (used in) financing activities (C)	**3,598.58**	**500.13**
Net cash flow during the year (A+B+C)	(629.63)	257.81
Cash and cash equivalents at the beginning of the year	1,597.43	1,339.62
Net cash and cash equivalents at the end of the year	**967.80**	**1,597.43**
Add : Balances earmarked	27.21	275.30
Cash and bank balances at the end of the year	**995.01**	**1,872.73**

Notes:

1. Previous year's figures have been regrouped, recast wherever necessary.

As per our attached report of even date

For MGB & Co LLP
Chartered Accountants
FRN - 101169W/W100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date: 17 May 2019

For and on behalf of the board

Himanshu Mody
Chairman

Sangeeta Pandit
Director

Debshankar Mukhopadhyay
Chief Executive Officer

Umesh Pradhan
Chief Financial Officer

Bhautesh Shah
Company Secretary

Notes forming part of the Financial Statements

1 Corporate Information

Zee Learn Limited ("the Company") was incorporated in State of Maharashtra on 4 January, 2010. The Company is one of the most diversified premium education companies which delivers learning solutions and training through its multiple products viz. Kidzee, Mount Litera Zee Schools, Mount Litera World Preschool, Zee Institute of Media Arts (ZIMA), Zee Institute of Creative Arts (ZICA) and E - Learning Online Education and Testing.

The financial statements of the company for the year ended 31 March 2019, were authorised for issue by the Audit Committeee and by the Board of Directors at their meeting held on 17 May 2019

2 Significant Accounting Policies

a Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, as and when amended and other relevant provisions of the Act and rules framed there under and guidelines issued by Securities and Exchange Board of India (SEBI). These financial statements have been prepared and presented under the historical cost convention, on the accural basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III (except per share data), unless otherwise stated. Zero '0' denotes amount less than ₹ 50,000/-

Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

b Property, plant and equipment

(i) All property, plant and equipment are stated at cost, less accumulated depreciation and impairment loss (except freehold land which is stated at cost), if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

(ii) Capital work-in-progress comprises cost of property, plant and equipment and related expenses that are not yet ready for their intended use at the reporting date.

c Investment property

Investment property is land held for capital appreciation. Investment property is measured initially at cost including purchase price. It is measured and carried at cost.

d Intangible assets

Intangible assets acquired or developed are measured on initial recognition at cost and stated at cost less accumulated amortisation and impairment loss, if any.

e Depreciation / amortisation on property, plant and equipment / intangible assets

Depreciable amount for property, plant and equipment / intangible fixed assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

(i) Depreciation on property, plant and equipment(except freehold land which is stated at cost) is provided on straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

(ii) Leasehold Improvements are amortised over the period of Lease.

(iii) Intangible assets are amortised on straight line basis over their respective individual useful lives estimated by the management.

f Impairment of Property, plant and equipment / intangible assets

The carrying amounts of the Company's property, plant and equipment and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If there are indicators of impairment, an assessment is made to determine whether the asset's carrying value exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

An impairment is recognised in statement of profit and loss whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The recoverable amount is the higher of net selling price, defined as the fair value less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and risks specific to the asset.

An impairment loss for an individual asset or cash generating unit are

Notes forming part of the Financial Statements

reversed if there has been a change in estimates used to determine the recoverable amount since the last impairment loss was recognised and is only reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Impairment loss are recognised in the statement of profit and loss.

g Derecognition of property, plant and equipment / intangibles / investment property

The carrying amount of an item of property, plant and equipment / intangibles is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment / intangibles is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the statement of profit and loss when the item is derecognised.

h Leases

(i) Finance lease

Leases are classified as finance leases whenever the terms of the lease, transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

(ii) Operating lease

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Operating Lease payments / revenue are recognised on straight line basis over the lease period in the statement of profit and loss account unless increase is on account of inflation.

i Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(ii) For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined as they are considered s integral part of company's cash management.

j Inventories

Educational goods and equipments are valued at lower of cost or estimated net realizable value. Cost comprises cost of purchase, freight and other expense incurred in bringing the inventories to their present location and condition. Costs are taken on weighted average basis and specific identification method.

k Fair value measurement

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.
If the inputs used to measure the fair value of an asset or a liability fall into different levels of a fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

l Financial instruments

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

(i) Initial recognition

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

(ii) Subsequent measurement

(A) Financial assets

Financial assets are classified into the following specified categories: amortised cost, financial assets 'at Fair value through profit and loss' (FVTPL), 'Fair value through other comprehensive income' (FVTOCI). The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

(B) Debt instrument

(a) Amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This category generally applies to trade and other receivables.

(b) Fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets.

b) The asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(c) Fair value through Profit and Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch).

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

(C) Equity investments

The Company measures all equity investments other than its subsidiaries at fair value through profit and loss. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss. Dividends from such investments are recognised in statement of profit and loss as other income when the Company's right to receive payment is established.

Investment in subsidiaries Investment in subsidiaries are carried at cost less impairment loss in accordance with IND AS 27 on "Separate Financial Statements". Refer note 6 for list of investments.

(iii) Derecognition of financial assets

A financial asset is derecognised only when

a) The Company has transferred the rights to receive cash flows from the asset or the rights have expired or

b) The Company retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

(iv) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business

Notes forming part of the Financial Statements

enviornment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Financial liabilities and equity instruments

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 a financial liability and an equity instrument.

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.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(v) Financial liabilities subsequent measurement

Classification

Financial liabilties are recognized when company becomes party to contractual provisions of the instrument. The Company classifies all financial liabilities at amortised cost or fair value through profit or loss.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Derecognition of financial liabilities

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

(v) Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date.
In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

m Borrowings and borrowing costs

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

(ii) Borrowing costs attributable to the acquisition or construction of qualifying assets till the time such assets are ready for intended use are capitalised as part of cost of the assets. All other borrowing costs are expensed in the period they occur.

n Provisions, contingent liabilities and contingent assets

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

o Revenue recognition

The Companies (Indian Accounting Standards) Amendment Rules, 2018 issued by the Ministry of Corporate Affairs (MCA) notified Ind AS 115 "Revenue from Contracts with Customers" related to revenue recognition which replaces all existing revenue recognition standards and provide a single, comprehensive model for all contracts with customers. The revised standard contains principles to determine the measurement of revenue and timing of when it is recognized. The amendment also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in those judgments as well as assets recognized from costs incurred to fulfill these contracts.

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 financial statements – i.e. the comparative information continues to be reported under Ind AS 18.

A. Revenue

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that future economic benefits will flow to the Company. Transaction price is accounted net of GST. Since GST is not received by the company on its own account, rather, it is collected by the Company on behalf of the government. Accordingly, it is excluded from revenue.

(i) Sales - Educational goods and equipments /content is recognised upfront at the point in time when the goods/ equipments/ content is delivered to the customer via online/offline delivery, wherever applicable, while the Company retains neither managerial involvement nor the effective control.

(ii) Services
- a) Course fees and Royalty income is recognized over the duration of the course and as per agreed terms
- b) Franchise fees is recognized as per the agreed terms of the agreement.
- c) Revenue from other services is recognised as and when such services are completed/performed.

(iii) Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(iv) Dividend income is recognised when the Company's right to receive dividend is established.

B. Arrangements with Multiple Performance Obligations

The Company's contracts with customers may include multiple performance obligations. For such arrangements, the Company allocates revenue to each performance obligation based on its relative standalone selling price, which is generally determined based on the price charged to customers.

C. Contract assets and liabilities

Contract assets relate primarily to the Company's rights to consideration for work completed but not billed at each reporting date. Contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Company issues an invoice to a customer. Contract liabilities primarily relate to consideration received in advance from customers, for which the performance obligation is yet to be satisfied.

p Retirement and other employee benefits

(i) The Company operates both defined benefit and defined contribution schemes for its employees.

For defined contribution schemes the amount charged as expense is equal to the contributions paid or payable when employees have rendered services entitling them to the contributions.

For defined benefit plans, actuarial valuations are carried out at each balance sheet date using the Projected Unit Credit Method. All such plans are unfunded.

(ii) Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability.

q Transactions in foreign currencies

(i) The functional currency of the Company is Indian Rupees ("₹"). Foreign currency transactions are accounted at the exchange rate prevailing on the date of such transactions.

(ii) Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Exchange differences arising on settlement of monetary items or on reporting such monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements are recognised as income or as expenses in the period in which they arise.

(iii) Non-monetary foreign currency items are carried at historical cost and translated at the exchange rate prevelant at the date of the transaction.

r Accounting for taxes on income

Tax expense comprises of current and deferred tax.

Notes forming part of the Financial Statements

(i) Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax

Current and deferred tax are recognized as income or an expense in the statement of profit and loss, except to the extent they relate to items recognized in other comprehensive income, in which case, the current and deferred tax income / expense are recognised in other comprehensive income.

(iii) Minimum alternate tax (MAT) paid in accordance with tax laws, which give rise to future economic benefits in the form of adjustment of future tax liability, is recognised as an asset only when, based on convincing evidence, it is probable that the future economic benefits associated with it will flow to the Company and the assets can be measured reliably.

s Impairment of non-financial assets

The carrying amounts of non financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of an asset's or cash generating unit's, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

t Earnings per share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the period. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except when the results would be anti-dilutive.

u Share based payments

The Company recognizes compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-Based Payment. The estimated fair value of awards is charged to statement of profit and loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share based payment reserves.

v Business combinations

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations.

The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Company. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Business combinations between entities under common control is accounted for at carrying value. Transaction costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

Notes forming part of the Financial Statements

w Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but remaining undistributed at the end of the reporting period, where the same has been appropriately authorised and is no longer at the discretion of the entity.

x Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

y Exceptional items

Certain occassions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

z Critical accounting judgment and estimates

The preparation of financial statements requires management to exercise judgment in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

a Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

b Useful lives and residual values

The Company reviews the useful lives and residual values of property, plant and equipment and intangible assets at each financial year end.

c Impairment testing

i Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognised. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered, or on more detailed reviews of individually significant balances.

ii Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate discount rate.

d Tax

i The Company's tax charge is the sum of the total current and deferred tax charges. The calculation of the Company's total tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.

ii Accruals for tax contingencies require management to make judgments and estimates in relation to tax related issues and exposures.

iii The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered. Recognition therefore involves judgment regarding the future financial performance of the particular legal entity or tax Company in which the deferred tax asset has been recognized.

e Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 44-, 'Employee benefits'.

Recent accounting pronouncements

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards)

Notes forming part of the Financial Statements

Amendment Rules, 2018, notifying Indian Accounting Standard (Ind AS) 115 "Revenue from Contracts with Customers"; notifying amendments to Ind AS 12 "Income Taxes" and Ind AS 21 "The Effects of Changes in Foreign Exchange Rates". Ind AS 115, amendments to the Ind AS 12 and Ind AS 21 are applicable to the Company w.e.f. 1 April 2018.

Standards issued but not yet effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard.

IND AS 116 Leases

Ind AS 116 Leases was notified on 31 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

Amendment to Ind AS

Ind AS 12 Income Taxes

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:

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

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix 23 recognized by adjusting equity on initial application, without adjusting comparatives.

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

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

Amendment to Ind AS 12 – Income taxes :

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, issued , 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

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

Ind AS 19- Employee Benefits

Plan amendment, curtailment or settlement : On March 30, 2019, the Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

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

Effective date for application of this amendment is annual period beginning on or after April 1, 2019, although early application is permitted. The Company does not have any impact on account of this amendment.

Notes forming part of the Financial Statements

3 Property, plant and equipment

(₹ Lakhs)

Description of Assets	Furniture and Fittings	Vehicles	Equipments	Computers	Leasehold Improvements	Total
I. **Deemed Cost as at 31 March 2017**	**25.10**	**-**	**38.72**	**95.10**	**19.32**	**178.24**
Additions	2.69	-	76.14	50.94	38.66	168.43
Disposals	14.33	-	28.64	-	-	42.97
As at 31 March 2018	**13.46**	**-**	**86.22**	**146.04**	**57.98**	**303.70**
Additions	19.10	21.57	146.34	100.10	96.06	383.17
Disposals	-	-	0.98	100.61	-	101.59
As at 31 March 2019	**32.56**	**21.57**	**231.58**	**145.53**	**154.04**	**585.28**
II. Depreciation upto 31 March 2017	**4.66**	**-**	**18.68**	**26.02**	**14.41**	**63.77**
Depreciation charge for the year	4.21	-	10.44	29.75	6.20	50.59
Disposals	-	-	-	-	-	-
upto 31 March 2018	**8.87**	**-**	**29.12**	**55.77**	**20.61**	**114.36**
Depreciation charge for the year	2.32	0.78	30.09	49.18	22.33	104.70
Disposals	-	-	0.62	82.81	-	83.43
upto 31 March 2019	**11.19**	**0.78**	**58.59**	**22.14**	**42.94**	**135.63**
Net book value						
As at 31 March 2019	21.37	20.79	172.99	123.39	111.11	449.65
As at 31 March 2018	4.59	-	57.10	90.29	37.37	189.35

Net book value	31 March 2019	31 March 2018
Property, plant and equipment	449.65	189.35
Capital work-in-progress	100.57	4.98

Notes forming part of the Financial Statements

4 Investment property

(₹ Lakhs)

Description of Assets	Freehold Land	Total
I. Deemed Cost as at 31 March 2017	**5.85**	**5.85**
Additions	-	-
Disposals	-	-
As at 31 March 2018	**5.85**	**5.85**
Additions	-	-
Disposals	-	-
As at 31 March 2019	**5.85**	**5.85**
II. Depreciation upto 31 March 2017	**-**	**-**
Depreciation charge for the year	-	-
Disposals	-	-
upto 31 March 2018	**-**	**-**
Depreciation charge for the year	-	-
Disposals	-	-
upto 31 March 2019	**-**	**-**
Net book value		
As at 31 March 2019	5.85	5.85
As at 31 March 2018	5.85	5.85
Fair value		
As at 31 March 2019	11.95	11.95
As at 31 March 2018	11.61	11.61

a) Acquired pursuant to the Composite Scheme of Arrangement is mortgaged against the Secured Debentures.

b) The fair value of the Company's investment property has been arrived by the management on the basis of a appropriate ready reckoner value. The fair value measurement is categorised as Level 3.

Notes forming part of the Financial Statements

5 Intangible assets

(₹ Lakhs)

Description of Assets	Content Development	Software	Total
I. Deemed Cost as at 31 March 2017	**793.35**	**50.87**	**844.22**
Additions during the year	5.82	-	5.82
Disposals during the year	-	-	-
At cost as at 31 March 2018	**799.17**	**50.87**	**850.04**
Additions during the year	8.65	107.52	116.17
Disposals during the year	-	-	-
At cost as at 31 March 2019	**807.82**	**158.39**	**966.21**
II. Amortization upto 31 March 2017	**297.94**	**31.27**	**329.21**
Amortisation for the year	250.14	11.72	261.86
Disposal	-	-	-
upto 31 March 2018	**548.08**	**42.99**	**591.07**
Amortisation for the year	249.81	22.70	272.51
Disposal	-	-	-
upto 31 March 2019	**797.89**	**65.69**	**863.58**
Net book value			
As at 31 March 2019	9.93	92.70	102.63
As at 31 March 2018	251.09	7.88	258.97

Net book value	31 March 2019	31 March 2018
Intangible Assets	102.63	258.97
Intangible Assets under Development	50.86	24.99

Notes forming part of the Financial Statements

6 Non-current investments - Unquoted

(₹ Lakhs)

	31 March 2019	31 March 2018
Investments carried at cost		
Investment in Equity instruments		
In wholly owned subsidiaries		
5,010,000 (2018-5,010,000) Equity shares of ₹ 10/- each of Digital Ventures Private Limited (Refer below note 1)	10,601.00	10,601.00
1,000 (2018-1000) Equity shares of ₹10/- each of Academia Edificio Private Limited	0.10	0.10
1,000 (2018-1000) Equity shares of ₹ 10/- each of Liberium Global Resources Private Limited	0.10	0.10
In subsidiaries - Others		
42,701,173 (2018-Nil) Equity shares of ₹ 10/- each of MT Educare Limited extent of holding as 59.12% (2018-Nil) (Refer note 40)	27,812.22	-
Investment in Convertible Debentures		
In wholly owned subsidiaries-unquoted		
11,324,045 (2018-11,324,045) 0.01 %, Compulsorily Convertible Debentures of ₹ 100/- of Digital Ventures Private Limited (Refer below note 2)	11,327.64	11,326.62
Others - In wholly owned subsidiaries		
Fair value of financial guarantee issued	860.67	860.67
Total	**50,601.73**	**22,788.49**

(All the above securities are fully paid up)

1 Non disposal undertaking for 51% shares held by the Company for loan taken by subsidiary Company viz Digital Ventures Private Limited

2 0.01 %, Compulsorily Convertible Debentures (CCD) of ₹ 100 each fully paid up are compulsorily convertible into equity shares at a conversion rate to be decided based on fair value of equity shares any time from the date of allotment but not later than 10 years from the date of allotment.

	31 March 2019	31 March 2018
Aggregate amount of unquoted Investments	**50,601.73**	**22,788.49**

7 Loans

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Loans receivables				
Subsidiaries - considered good (Unsecured)	-	1,436.12	9,067.90	1.11
Total	**-**	**1,436.12**	**9,067.90**	**1.11**

8 Other financial assets

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Deposit with banks having original maturity period of more than twelve months (refer note 15 b)	34.47	1.22	-	-
Amount given towards share allotment *	-	20,000.00	-	-
Advances and deposits - unsecured and considered good				
- to related parties	-	-	81.54	70.23
- to others	219.17	91.26	50.01	248.55
Premium on redemption of Preference shares - related parties	-	-	723.00	583.00
Claims receivable	-	-	20.00	-
Dividend receivable	-	-	0.01	0.01
Total	**253.64**	**20,092.48**	**874.56**	**901.79**

* During the previous year, as required by regulation 22(2A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Subscription Shares i.e. 3,19,64,200 equity shares having face value of ₹ 10 each at a price of ₹ 62.57 (including a premium of ₹ 52.57/-) each of MT Educare Limited subscribed to by Zee Learn Limited on a preferential allotment basis was kept in an escrow account.

Zee Learn Limited shall not be able to exercise its voting rights in relation to the Subscription Shares until the completion of the proposed open offer.

9 Income tax assets (net)

(₹ Lakhs)

	31 March 2019	31 March 2018
Balances with government authorities - Direct taxes (net of provisions)	142.33	51.28
Total	**142.33**	**51.28**

10 Deferred tax assets

The components of deferred tax balances are as under:

(₹ Lakhs)

	31 March 2019	31 March 2018
Deferred tax assets		
Employee retirement benefits obligation	57.90	63.52
Depreciation and amortization	257.92	322.78
Provision for expected credit loss	121.69	68.88
Disallowance under section 40(a)	26.02	-
Deferred tax assets	**463.53**	**455.18**

Notes forming part of the Financial Statements

11 Other assets

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Capital advances (unsecured)	44.60	26.59	-	-
Other loans and advances (unsecured)				
Other advances (unsecured)				
- Considered good	-	-	205.32	107.52
- Considered doubtful	33.71	33.71	-	-
	33.71	33.71	205.32	107.52
Less: Allowances for credit losses	(33.71)	(33.71)	-	-
	-	-	205.32	107.52
Prepaid expenses	6.03	32.80	85.93	195.32
Balance with government authorities				
- Advance indirect taxes	100.27	73.73	36.81	58.74
Total	**150.90**	**133.12**	**328.06**	**361.58**

12 Inventories

(₹ Lakhs)

	31 March 2019	31 March 2018
Educational goods and equipments	1,314.48	934.14
Total	**1,314.48**	**934.14**

13 Current investments

(₹ Lakhs)

	31 March 2019	31 March 2018
A] Investment at amortised cost		
Investment in preference shares		
Wholly owned subsidiaries - unquoted		
100,000(100,000) 0.1%, Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 10/- each of Digital Ventures Private Limited *	9,572.00	9,572.00
(A)	9,572.00	9,572.00
B] Investments carried at fair value through Profit and loss		
Mutual funds - Quoted (at face value of ₹ 1000 each)		
Nil (2018 - 44,054) units of Axis Liquid Fund -Direct Plan - Daily dividend reinvestment	-	440.97
Nil (2018 - 160,101) units of ICICI Preudential Liquid Fund - Direct plan - Daily dividend	-	160.37
Nil (2018 - 674,749) units of ICICI Prudential Money Market Fund - Direct plan - Daily dividend	-	676.11
(B)	-	1,277.45
Total (A+B)	**9,572.00**	**10,849.45**
(All the above securities are fully paid up)		
Aggregate amount of quoted Investments and market value thereof	-	1,277.45
Aggregate amount of unquoted Investments	9,572.00	9,572.00

* 0.1% Non-Convertible Non-Cumulative Redeemable Preference Shares will be redeemable anytime at the request of the investor on or before 31 March 2022 at a premium of ₹ 10,705 per share. In case of early redemption the premium will be decided by mutual consent on the date of redemption.

Notes forming part of the Financial Statements

14 Trade receivables

(₹ Lakhs)

	31 March 2019	31 March 2018
Considered good - unsecured	2,284.61	764.26
Significant increase in credit risk	417.90	199.04
	2,702.51	963.30
Less: Impairment loss allowance	(417.90)	(199.04)
Total	**2,284.61**	**764.26**

For transactions relating to related party receivables, refer note 45.

Trade receivables are non-interest bearing and the credit period extended to them is 0-180 days.

15 Cash and bank balances

(₹ Lakhs)

		31 March 2019	31 March 2018
a	**Cash and cash equivalents**		
	Balances with banks -		
	- In Current accounts #	967.74	1,597.32
	Cash in hand	0.06	0.11
	Total (A)	**967.80**	**1,597.43**
b	**Other balances with banks**		
	Balances with banks -		
	- In escrow account *	-	136.00
	- In current accounts	11.96	3.39
	- In deposits with banks having original maturity period upto twelve months #	15.25	135.91
	- In deposits with banks having original maturity period of more than twelve months #	34.47	1.22
		61.68	276.52
	Disclosed under "Other non-current financial assets"	(34.47)	(1.22)
	Total (B)	**27.21**	**275.30**
	Total (A+B)	**995.01**	**1,872.73**

* represent amount deposited on account of open offer for MT Educare Limited

Pledged/Lien for Term Loan/debentures Nil (2018 - Nil), Lien for Government authorities 0.50 ₹ /lakhs (2018 - 0.50 ₹ /lakhs) Lien for others 43.10 ₹ /lakhs (2018 - 621.50 ₹ /lakhs)

Notes forming part of the Financial Statements

16 Equity share capital

(₹ Lakhs)

	31 March 2019	31 March 2018
Authorised		
1,000,000,000 (2018 - 1,000,000,000) Equity Shares of ₹ 1/- each	10,000.00	10,000.00
	10,000.00	**10,000.00**
Issued, subscribed and paid up		
326,078,725 (2018 - 325,895,472) Equity Shares of ₹ 1/- each fully paid up	3,260.79	3,258.95
Total	**3,260.79**	**3,258.95**

a) Reconciliation of number of Equity shares and Share capital

	31 March 2019		31 March 2018	
	Number of equity shares	₹ Lakhs	Number of equity shares	₹ Lakhs
At the beginning of the year	325,895,472	3,258.95	322,642,381	3,226.42
Add : Allotted on exercise of Employee Stock Option	183,253	1.84	3,253,091	32.53
Outstanding at the end of the year	**326,078,725**	**3,260.79**	**325,895,472**	**3,258.95**

b) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 1 each. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) The Company has not issued any bonus shares or bought back equity shares during the five years preceding 31 March 2019. Details of aggregate number of shares issued for consideration other than cash during the five years preceding 31 March 2019 is as under:

	31 March 2019	31 March 2018
Equity Shares allotted as fully paid for consideration other than cash, pursuant to Scheme(s) of Amalgamation / Arrangement	262,238,599	262,238,599

Notes forming part of the Financial Statements

d) Details of Equity Shareholders holding more than 5 % of the aggregate Equity shares

Name of the Shareholders	31 March 2019		31 March 2018	
	Number of equity shares	% Shareholding	Number of equity shares	% Shareholding
Jayneer Infrapower & Multiventures Private Limited	76,875,375	23.58%	77,975,375	23.93%
Asian Satellite Broadcast Private Limited	63,052,512	19.34%	63,052,512	19.35%
Polus Global Fund	20,856,608	6.40%	23,825,743	7.31%
Moon Capital Trading Pte. Ltd	20,955,327	6.43%	20,955,327	6.43%

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

e) Employees Stock Option Scheme (ESOP)

The Company has amended its Employee Stock Option scheme (ZLL ESOP 2010) to ZLL ESOP 2010- AMENDED 2015 to align the scheme with provisions of Companies Act 2013 and the SEBI (Shared Based Employee Benefits) Regulations 2014 for issuance of upto 16,007,451 stock options (increased from 6,136,390) convertible into equivalent number of equity shares of ₹ 1 each not exceeding the aggregate of 5% of the issued and paid up capital of the Company to the employees of the Company and its susbsidiary viz Digital Ventures Private Limited as amended in board resoultion dated 30 September 2016 at the market price determined as per the SEBI (Shared Based Employee Benefits) Regulations 2014. The said Scheme is administered by the Nomination and Remuneration Committee of the Board.

f) Summary of options granted under the Scheme

	31 March 2019		31 March 2018	
	Average exercise price per share option ₹	Number of options	Average exercise price per share option ₹	Number of options
Opening balance	34.96	5,694,720	32.52	8,017,007
Granted during the year	36.90	25,000	42.28	1,312,254
Exercised during the year (Refer Note (i) below)	31.54	183,253	32.23	3,253,091
Forfeited during the year	36.82	363,842	32.64	381,450
Closing balance		**5,172,625**		**5,694,720**
Vested and exercisable		3,730,205		2,445,512

Notes forming part of the Financial Statements

g) Expiry date and exercise prices of the share options outstanding at the end of the year:

Grant date	Expiry date	Exercise price	Share options	
		₹	31 March 2019	31 March 2018
Thursday, January 27, 2011	Saturday, January 27, 2018	26.05	-	-
Monday, January 30, 2012	Wednesday, January 30, 2019	14.50	-	7,725
Wednesday, October 09, 2013	Friday, October 09, 2020	20.85	47,367	66,886
Wednesday, April 02, 2014	Friday, April 02, 2021	27.55	-	-
Monday, September 29, 2014	Wednesday, September 29, 2021	35.25	467,286	533,386
Wednesday, October 28, 2015	Friday, October 28, 2022	31.80	2,152,490	2,322,490
Monday, July 25, 2016	Tuesday, July 25, 2023	31.40	50,000	50,000
Friday, September 30, 2016	Saturday, September 30, 2023	34.15	1,271,299	1,401,979
Monday, January 15, 2018	Wednesday, January 15, 2025	46.50	25,000	25,000
Monday, February 19, 2018	Wednesday, February 19, 2025	42.20	1,134,183	1,287,254
Thursday, August 09, 2018	Saturday, August 09, 2025	36.90	25,000	-
Total			**5,172,625**	**5,694,720**
Weighted average remaining contractual life of options outstanding at end of period			4.23	5.22

h) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	1st Grant	2nd Grant	3rd Grant	4th Grant	5th Grant
Grant date	27/1/2011	30/1/2012	09/10/2013	02/04/2014	29/9/2014
Weighted average fair value of options granted ₹	23.82	6.89	7.98	400.48	13.3
Exercise price ₹	26.05	14.50	20.85	27.55	35.25
Share price at the grant date ₹	24.70	14.50	22.25	26.85	35.30
Expected volatility	41.56%	38.53%	36.90%	37.02%	38.82%
Risk free interest rate	6.89%	6.93%	7.01%	7.10%	7.15%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	0.66	0.92	1.72	1.92	2.25

Scheme	6th Grant	7th Grant	8th Grant	9th Grant	10th Grant	11th Grant
Grant date	28/10/2015	25/07/2016	30/09/2016	15/01/2018	19/02/2018	09/08/2018
Weighted average fair value of options granted ₹	3.03	200.24	4.80	922.16	15.15	-
Exercise price ₹	31.80	31.40	34.15	46.50	42.20	36.90
Share price at the grant date ₹	32.15	31.35	35.20	46.80	42.75	36.90
Expected volatility	38.87%	37.56%	35.81%	35.05%	35.05%	35.02%
Risk free interest rate	7.21%	6.36%	6.38%	7.04%	7.04%	7.98%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.25%
Expected life of the options (years)	2.79	2.57	2.75	3.3	3.4	3.86

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Notes forming part of the Financial Statements

I) Expense arising from share based payments transactions (₹ Lakhs)

	31 March 2019	31 March 2018
Gross expense / (reversal) arising from share based payments	56.24	295.96
Less: Options granted/(forfeited) to/(from) employees of subsidiaries recognised as deemed investment in subsidiaries	-	-
Employee share based payment expense /(reversal) recognised in statement of profit and loss (Refer note 26)	**56.24**	**295.96**

Notes:

(I) The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2019 was ₹ 31.54 (31 March 2018: ₹ 32.23).

17 Other equity (₹ Lakhs)

	31 March 2019	31 March 2018
Reserves and surplus		
Debenture redemption reserve		
As per last Balance sheet	812.50	406.25
Add: Transferred from statement of profit and loss account	406.25	406.25
	1,218.75	**812.50**
Securities premium		
As per last Balance sheet	12,447.58	11,097.30
Add: On issue of shares under Employee stock option plan	74.80	1,350.28
	12,522.38	**12,447.58**
Shared based payment reserve		
As per last Balance Sheet	523.04	562.79
Add: Options granted during the year	56.24	295.95
Transfer to Securities Premium on allotment of shares	(18.84)	(335.70)
	560.44	**523.04**
General reserve		
As per last Balance Sheet	13,971.80	13,971.80
	13,971.80	**13,971.80**
Retained earnings		
Opening balance	4,354.55	369.29
Add : Profit for the year	6,169.59	4,576.02
Re-measurement gains / (losses) on defined benefit plans	24.17	16.33
Income tax impact thereon	(7.04)	(5.65)
Less : Appropriations		
Transferred to Debenture redemption reserve	(406.25)	(406.25)
Dividend on Equity shares	(326.07)	(162.17)
Tax on dividend on Equity shares	(67.02)	(33.02)
	9,741.93	**4,354.55**
Total	**38,015.30**	**32,109.47**

Notes forming part of the Financial Statements

18 Borrowings

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Debentures (Refer note (i) below)	9,540.01	8,516.89	-	-
Intercorporate deposits - Unsecured (Refer note (ii) below) [(Including interest 186.24 ₹ /lakhs, (2018-132.25 ₹ /lakhs)]	1,485.85	-	-	1,299.61
Total (A)	**11,025.86**	**8,516.89**	**-**	**1,299.61**
Others - Secured				
Term loan from banks (Refer note (iii) below)	1,410.74	2,681.11	1,322.92	828.04
Working capital loan (Refer note (iv) below)			800.70	
Bank overdraft facility (Refer note (v) below)	-	-	3,560.82	-
Less: Amount disclosed under the head "Other financial liabilities" (Refer Note 19 b)			(1,322.92)	(828.04)
Total (B)	**1,410.74**	**2,681.11**	**4,361.52**	**-**
Total (A+B)	**12,436.60**	**11,198.00**	**4,361.52**	**1,299.61**

(i) Debentures

650 (2018-650) 10.40% Rated, Unlisted, Secured, Redeemable Non- Convertible Debentures of Rs. 10.00 Lakhs each fully paid up aggregating to ₹/lakhs 6500.00, are issued for a period of 5 years and 3 months from the date of allotment. Debentures will be redeemed on July 8, 2020 in single tranche. The debentures are secured by first pari passu charge on all the fixed and current assets, all the rights, titles and interests to provide security cover of 1.1 times on outstanding amount and DSRA Undertaking by a related party.

(ii) Intercorporate deposits - Unsecured

The loan carries Interest @12.5% p.a and is repayable on or before 31 March 2023.

(iii) Term loans from banks

Term loan from bank 2721.59 ₹/lakhs (2018-3500 ₹/lakhs) is secured by way of first ranking charge over movable assets including current assets, loans & advances with minimum coverage of 1.25x for entire tenor of the facility which includes charge on the accounts that receive cash from franchisee/revenue of the Company plus DSRA equivalent to 1 months interest to be maintained upfront and one immediate installment to be maintained one month prior to its schedule payment. The loan carries interest of 9.95% and is repayable in 12 quarterly installments beginning from financial year 2018-19.

(iv) Working capital loan from bank 800.00 ₹/lakhs (2018- Nil) Secured by way of first pari passu charge on all movable assets including current assets, loans and advances with minimum coverage of 1.25% for the entire tenor facility which includes charge on the accounts that receives cash revenue from franchisee, plus DSRA equivalent to 1 month interest to be maintained upfront and one immediate installment to maintained one month prior to its schedule payment. The loan carries interest of 10.20% and is repayable in 90 days on demand.

(v) Bank Overdraft from bank 3560.82 ₹/lakhs (2018-Nil) is secured by way of first pari passu charge on all the movable assets (including current assets, loans and advances) of the company and cross collateralization of pledge of shares given for term loan. The loan carries interest rates ranges from 10.20% to 12%.

Notes forming part of the Financial Statements

19 Financial liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
a Trade payables (refer note 36)				
(1) total outstanding dues of micro enterprises and small enterprises	-	-	467.67	251.98
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	1897.81	548.86
Total (A)	**-**	**-**	**2,365.48**	**800.84**
b Other financial liabilities				
Current maturities of long-term borrowings	-	-	1,322.92	828.04
Deposits received - Customers	10.45	10.00	2.00	2.00
Deposits received - Others	484.23	252.04	-	-
Financial guarantee obligation	304.70	348.23	-	-
Unclaimed dividend	-	-	11.96	3.39
Employee benefits payable	-	-	48.31	22.96
Creditors for capital expenditure	-	-	91.48	-
Book overdraft	-	-	-	65.55
Deferred deposit others	-		341.85	-
Other payables (Refer note 36)				
(1) total outstanding dues of micro enterprises and small enterprises	-	-	7.01	3.25
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	1879.25	2186.68
Total (B)	**799.38**	**610.27**	**3,704.78**	**3,111.87**
Total (A+B)	**799.38**	**610.27**	**6,070.26**	**3,912.71**

For transactions relating to related party payables refer Note 45.

Trade payable and others are non-interest bearing and the credit term the for same is generally in the range of 0-90 days.

20 Provisions

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Provision for employee benefits				
- Gratuity	112.26	106.65	15.79	12.55
- Leave benefits	52.67	49.10	18.11	15.23
Others				
- Provision for litigation	-	-	-	65.00
Total	**164.93**	**155.75**	**33.90**	**92.78**

Notes forming part of the Financial Statements

21 Other liabilties

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Contract liabilities (refer note 39)	-	94.07	2,937.55	2,648.62
Statutory dues payable	-	-	376.33	294.24
Deferred deposit	8,301.62	5,245.63	-	-
Total	**8,301.62**	**5,339.70**	**3,313.88**	**2,942.86**

22 Current tax liabilities

(₹ Lakhs)

	31 March 2019	31 March 2018
Provision for taxation (net of advances)	0.13	205.77
Total	**0.13**	**205.77**

23 Revenue from operations

(₹ Lakhs)

	31 March 2019	31 March 2018
Services		
- Course fees/Royalty	7,562.52	6,049.71
- Franchisee fees	1,167.03	1,341.99
- Others	113.97	32.07
Sales - Educational goods and equipments	12,063.69	11,177.24
Other operating revenue	70.59	33.24
Total	**20,977.80**	**18,634.25**

24 Other income

(₹ Lakhs)

	31 March 2019	31 March 2018
Dividend income from		
- Mutual funds	17.71	16.09
- Preference shares - Wholly owned subsidiary	0.01	0.01
Premium on redemption of Preference shares - Wholly owned subsidiary	140.00	140.00
Liabilities / excess provision written back	57.01	37.90
Total (A)	**214.73**	**194.00**
Financial guarantee fees	178.04	96.00
Profit on sale of fixed assets (net)	4.49	-
Interest income from		
- Debentures - Wholly owned subsidiary	1.13	1.43
- ICD - Wholly owned subsidiary	616.19	1,186.95
- Bank deposits	274.48	13.38
- Unwinding of discount of deposit / Financial guarantee obligation	394.50	71.87
- Others	0.40	4.55
Total (B)	**1,469.23**	**1,374.18**
Grand Total (A+B)	**1,683.96**	**1,568.18**

Notes forming part of the Financial Statements

25 Operational cost

(₹ Lakhs)

	31 March 2019	31 March 2018
a) Educational goods and equipments		
Opening - Inventory	934.14	1,365.55
Add: Purchases	4,328.18	3,563.32
Less: Closing - Inventory	(1,314.48)	(934.14)
Total	**3,947.84**	**3,994.73**
b) Other educational operating expenses		
- Rent	440.44	250.07
- Electricity	16.60	11.55
- Manpower cost and other professional fees	281.26	108.83
- Others	140.25	141.76
Total	**878.55**	**512.21**
Total (a) + (b)	**4,826.39**	**4,506.94**

26 Employee benefits expense

(₹ Lakhs)

	31 March 2019	31 March 2018
Salaries and allowances	2,678.29	2,369.57
Share based payment expense	56.24	295.96
Contribution to provident and other funds	101.27	86.15
Training and recruitment cost	75.24	70.71
Staff welfare expenses	40.61	50.69
Total	**2,951.65**	**2,873.08**

27 Finance costs

(₹ Lakhs)

	31 March 2019	31 March 2018
Interest on - Borrowings	1,808.70	1,230.99
- Deposit received	50.41	0.40
- Others	99.78	67.34
Other financial charges	38.24	37.41
Total	**1,997.13**	**1,336.14**

28 Depreciation and amortisation expense

(₹ Lakhs)

	31 March 2019	31 March 2018
Depreciation on property, plant and equipment	104.68	50.59
Amortisation of intangible assets	272.51	261.87
Total	**377.19**	**312.46**

Notes forming part of the Financial Statements

29 Other expenses

(₹ Lakhs)

	31 March 2019	31 March 2018
Rent	237.89	301.63
Repairs and maintenance - others	119.00	256.75
Insurance	31.39	23.72
Rates and taxes	53.17	118.19
Electricity and water charges	45.04	43.13
Communication expenses	109.02	134.57
Printing and stationery	92.25	55.88
Travelling and conveyance expenses	606.58	601.93
Legal and professional charges	399.06	558.35
Payment to auditors (refer note 35)	21.30	21.72
Freight and packing charges	902.84	1,112.01
Directors sitting fees	5.20	6.20
Loss on sale / discard of property, plant and equipments	-	42.97
Provision for allowances for credit losses	218.86	123.85
Marketing, advertisement and publicity expenses	772.73	499.12
Corporate social responsibility expenditure	-	16.50
Miscellaneous expenses	226.62	120.65
Total	**3,840.95**	**4,037.17**

Notes forming part of the Financial Statements

30 Tax expense

The major components of income tax for the year are as under:

(₹ Lakhs)

	31 March 2019	31 March 2018
Income tax related to items recognised directly in the statement of profit and loss		
Current tax - current year	2,525.82	2,578.81
- earlier years	45.74	-
Deferred tax charge / (benefit)	(15.38)	(18.19)
Mat credit entitlement - earlier years	(57.32)	-
Total	**2,498.86**	**2,560.62**
Effective tax rate	**28.83**	**35.88**

A reconciliation of income tax expense applicable to profit before income tax at statutory rate to the income tax expense at Company's effective income tax rate for the year ended 31 March 2019 and 31 March 2018 is as follows:

(₹ Lakhs)

	31 March 2019	31 March 2018
Profit before tax	8,668.45	7,136.64
Income tax		
Statutory income tax rate of 29.12% (34.608%) on profit	2,524.25	2,469.85
Undistributed earnings of subsidiaries		
Tax effect on non-deductible expenses	173.95	317.57
Additional allowances for tax purposes	(121.48)	(203.04)
Other temporary difference	(72.70)	(18.19)
Effect of exempt income and income tax at lower rates	(5.16)	(5.57)
Tax expense recognised in the statement of profit and loss	**2,498.86**	**2,560.62**

Deferred tax recognized in statement of other comprehensive income

For the year ended 31 March	31 March 2019	31 March 2018
Employee retirement benefits obligation	(7.04)	(5.65)

The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 29.12% (34.608%) for the year ended 31 March 2019. Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so. For analysis of the deferred tax balances (after offset) for financial reporting purposes refer note 10.

The Company does not have any temporary differences in respect of unutilized tax loses.

Deferred tax recognized in statement of profit and loss

(₹ Lakhs)

For the year ended 31 March	31 March 2019	31 March 2018
Employee retirement benefits obligation	(1.41)	(6.50)
Depreciation and amortization	64.86	31.18
Provision for expected credit losses	(52.81)	(42.87)
Other temporary difference	(26.02)	-
Total	**(15.38)**	**(18.19)**

(₹ Lakhs)

Reconciliation of deferred tax assets / (liabilities) net:	31 March 2019	31 March 2018
Opening balance	455.18	442.64
Deferred tax (charge)/credit recognised in		
- Statement of profit and loss	15.38	18.19
- Recognised in other comprehensive income	(7.04)	(5.65)
Total	**463.53**	**455.18**

Notes forming part of the Financial Statements

31 Leases

Operating leases:

The Company has taken office, residential facilities and plant and machinery (including equipments) etc. under cancellable / non-cancellable lease agreements that are renewable on a periodic basis at the option of both the Lessor and the Lessee. The initial tenure of the lease generally is for 11 months to 60 months.

(₹ Lakhs)

	31 March 2019	31 March 2018
Lease rental charges for the year	389.97	436.43
Future lease rental obligation payable (under non-cancellable lease)		
Not later than one year	564.15	280.08
Later than one year but not later than five years	501.54	997.91
Later than five years	-	-

32 a) Contingent liabilities

(₹ Lakhs)

	31 March 2019	31 March 2018
a) Claims against the company not acknowledged as debts *	46.98	70.87
b) Disputed indirect taxes	2,129.93	1,568.74
c) Corporate guarantee to wholly owned Subsidiary [loan outstanding ₹ /lakhs 11,784.96 (2018 - 12,498.12)]	15,000.00	15,000.00
d) Corporate guarantee to others [loan outstanding ₹ / lakhs 33,963.99 (2017 - 15,275.00)]	47,000.00	16,000.00

* does not include Interest amount, as interest rate has not been adjudicated by court.

b) The Company had entered into and executed third party warehousing arrangement for materials/ study materials with a service provider. During the previous year, there was a dispute with the service provider for the service and Company had issued termination letter giving 3 months notice as per terms of the contract. However, the service provider stopped rendering the services during the notice period and had taken custody of the study materials. The Company had filed a case in Honorable High Court against the service provider in order to take the materials/ study materials through court process. Company was successful in getting a favorable order from Honorable High Court and obtained the custody of materials/study materials through court process, during March. The Company had filed a claim for damage and the matter was under arbitration. The arbitration has been amicably and permanently settled and the company and the service provider have resolved all disputes and differences as per agreed Consent Terms filed with the Sole Arbitrator.

c) The Company has withdrawn the merger with Tree House Education and Accessories Limited (THEAL) and has reserved its rights for suitable actions against adverse allegations by THEAL

33 Capital and other commitments

a) Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) is 142.15 ₹ /lakhs (2018 - 31.05 ₹ /lakhs)

b) Non disposal undertaking for 51% shares held by the Company in Digital Ventures Private Limited for loan taken by subsidiary Company.

Notes forming part of the Financial Statements

34 Managerial remuneration

Remuneration paid or provided in accordance with Section 197 of the Companies Act, 2013 to Executive Director and Manager, included in Note 26 "Employee benefits expense" is as under :

(₹ Lakhs)

	31 March 2019	31 March 2018
Salary and allowances (refer a and b below)	51.09	-
Perquisites (refer note c below)	0.17	329.61
Total	**51.26**	**329.61**

Notes :

a) Mr. Ajey Kumar, has been designated from Executive Director to Managing Director with effect from 01 October 2018, He draws salary from the company as per above details. During the year, 170,000 stock option exercised by him.

b) Salary and allowances include basic salary, house rent allowance, leave travel allowance, provident fund and performance bonus but excluding leave encashment and gratuity provided on the basis of acturial valuation.

c) During the previous year, Executive Director remuneration constitutes only the value of perquisites calculated upon exercise of ESOP's

35 Payment to auditors

(₹ Lakhs)

	31 March 2019	31 March 2018
Audit fees (including limited review)	17.00	15.75
Tax audit fees	2.00	2.00
Tax representation	1.27	1.27
Certification and Others	1.03	2.70
Total	**21.30**	**21.72**

36 Micro, small and medium enterprises

Trade and other payables - Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMEDA), which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. On the basis of information and records available with the management, the following disclosures are made for the amounts due to the Micro, Small and Medium Enterprises, which have registered with the competent authorities.

(₹ Lakhs)

	31 March 2019	31 March 2018
a) The principal amount remaining unpaid to any supplier at the end of each accounting year	800.41	408.28
b) The interest due thereon remaining unpaid to any supplier at the end of each accounting year	80.26	-
c) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	80.26	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Notes forming part of the Financial Statements

37 I. Disclosures as required by Schedule V (A) (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

(a) Loan given to wholly owned Subsidiary company (Loanee)

(₹ Lakhs)

	Balance as at		Maximum amount outstanding during the year	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Digital Venture Private Limited	9,065.85	1,436.12	9,065.85	10,856.00
Academia Edificio Private Limited	2.05	1.11	2.05	1.11

* does not include interest accrued.

(b) The loanee has not made investments in the shares of the Company.

II. Information required under Section 186 (4) of the Companies Act, 2013

i) Loans given

(₹ Lakhs)

Name of the party	31 March 2018	Given	Repaid	31 March 2019
Digital Ventures Private Limited	1,436.12	12,489.05	5,414.00	8,511.16
Academia Edificio Private Limited	1.11	1.05	-	2.16
Total	**1,437.23**	**12,490.10**	**5,414.00**	**8,513.32**

The loan has been given for general business purpose of the entity and carries interest @12.5% p.a. The above figires does not include interest accrued.

ii) Investments made

There are no investments made during the year except those mentioned in Note 6 and Note 13

iii) Guarantees given

(₹ Lakhs)

Name of the party	31 March 2019	31 March 2018
To secure obligations of wholly owned Subsidiary - Guarantees to Banks	15,000.00	15,000.00
To secure obligations of others - Guarantees to Banks	47,000.00	16,000.00
Total	**62,000.00**	**31,000.00**

iv) Securities given

The Company has given securities of ₹ /lakhs 5406.51 (2018- 5406.51 ₹ /lakhs) for loan taken by wholly owned subsidiary.

38 Dividend

Dividend on equity shares is approved by the Board of Directors in their meeting held on 17 May 2019, and is subject to approval of shareholders at the annual general meeting and hence not recognised as a liability (including DDT thereon). Appropriation of dividend is done in the financial statements post approval by the shareholders. Dividend on equity shares for the year ended on 2019: Rs 0.1 per equity share (2018 : 0.1) which aggregates to ₹ /lakhs 393.12 (2018 : 392.25 ₹ /lakhs)

39 Disclosures as required by Ind AS 115

The Companies (Indian Accounting Standards) Amendment Rules, 2018 issued by the Ministry of Corporate Affairs (MCA) notified Ind AS 115 "Revenue from Contracts with Customers. The Company has applied this standard retrospectively only to contracts that are not completed as at the date of initial application and the comparative information is not restated in the financial statements – i.e. the comparative information continues to be reported under Ind AS 18. Impact on the financial statements upon adoption of Ind AS 115 is not material.

Notes forming part of the Financial Statements

Revenue consists of following :

(₹ Lakhs)

	31 March 2019	31 March 2018
Services		
- Course fees/Royalty	7,562.52	6,049.71
- Franchisee fees	1,167.03	1,341.99
- Others	113.97	32.07
Sales - Educational goods and equipments	12,063.69	11,177.24
Other operating revenue	70.59	33.24
Total	**20,977.80**	**18,634.25**

Revenue Disaggregation by Industrial Vertical & Geography is as follows :

Revenue by offerings :	31 March 2019	31 March 2018
Educational Services / India	20,977.80	18,634.25
Total	**20,977.80**	**18,634.25**

Timing of Revenue Recognition :

Revenue by offerings :	31 March 2019	31 March 2018
Services transferred at point in time	13,415.28	12,584.54
Services transferred over period in time	7,562.52	6,049.71
Total	**20,977.80**	**18,634.25**

Contract balances

(₹ Lakhs)

	31 March 2019	31 March 2018
Advances received and unearned revenue (contract liabilities) as at	2,937.54	2,742.69
Trade receivables as at	2,284.61	764.26

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2019 will be recognised as revenue till the year ended 31 March 2021.

Explanation for contract assets/contract liabilities.

a) Revenue earned from customers but yet to be billed is initially recognised as contract assets and classified to trade receivables when right to considerations becomes unconditional.

b) A contract liability is the obligation to transfer services to customer for which the company has received consideration (or an amount of consideration is due) from the customer.

Amount of revenue recognised from

(₹ Lakhs)

	31 March 2019
Amount included in contract liabilities at the beginning of the year	2,604.14

Notes forming part of the Financial Statements

40 Acquisition

The Company has acquired 3,19,64,200 shares @ 62.57 [including premium of Rs.52.57] through Share Subscirpiton agreement and 1,07,36,973 Shares @ 72.76 [including premium of Rs. 62.76] through Open offer of "MT Educare Limited" and subsequently MT Educare Limited has become subsidiary (extent of holding 59.12%) of the Company with effect from 25 May 2018.

41 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a CSR Committee has been formed by the Company. The Company is required to spend ₹ /lakhs 55.37 (2018 - 16.50 ₹ /Lakhs) for the year against which ₹ /lakhs NIL (2018 - 16.50 ₹/Lakhs) has been spent on activities specified in Schedule VII of the Companies Act, 2013.

42 Segment information

The Company has presented Segment information on the basis of the consolidated financial statements as permitted by Ind AS 108 - Operating Segments.

43 Earnings per share (EPS)

(₹ Lakhs)

	31 March 2019	31 March 2018
Profit after Tax (₹ lakhs)	6,169.59	4,576.02
Weighted Average number of equity shares for Basic EPS (in numbers)	326,032,212	324,530,519
Weighted Average number of equity shares for Diluted EPS (in numbers)	326,171,836	325,631,141
Face value of equity shares (₹)	1	1
Basic EPS (₹)	1.89	1.41
Diluted EPS (₹)	1.89	1.41

44 Employee Benefits

The Disclosures as per Ind AS 19 - Employee Benefits is as follows:

A Defined Contribution Plans

"Contribution to provident and other funds" is recognized as an expense in Note 26 "Employee benefit expenses" of the Statement of Profit and Loss.

B Defined Benefit Plans

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave benefits (non funded) is also recognised using the projected unit credit method.

(₹ Lakhs)

I. Expenses recognised during the year	31 March 2019	31 March 2018
	Gratuity (Non Funded)	
1 Current Service Cost	37.15	36.89
2 Interest Cost	8.25	7.22
3 Past Service cost	-	-
Total Expenses	**45.40**	**44.11**

II. Amount recognized in other comprehensive income (OCI)	31 March 2019	31 March 2018
1 Opening amount recognized in OCI	(28.02)	(11.69)
2 Remeasurement during the period due to experience adjustments		
- Changes in financial assumptions	(3.36)	(4.76)
- Changes in experience charges	(20.81)	(11.57)
3 Closing amount recognized in OCI	(52.19)	(28.02)

III. Net Asset / (Liability) recognised in the Balance Sheet as at 31 March	31 March 2019	31 March 2018
1 Present value of defined benefit obligation (DBO)	128.05	119.20
2 Net Asset / (Liability)	(128.05)	(119.20)

IV. Reconciliation of Net Asset / (Liability) recognised in the Balance Sheet as at	31 March 2019	31 March 2018
1 Net Asset / (Liability) at the beginning of year	119.20	119.80
2 Expense as per I above	45.40	44.11
3 Other comprehensive income as per II above	(24.17)	(16.33)
4 Benefits paid	(12.38)	(28.38)
Net Asset / (Liability) at the end of the year	**128.05**	**119.20**

V. The following payments are expected to defined benefit plan in future years :	31 March 2019	31 March 2018
1 Expected benefits for year 1	18.54	12.55
2 Expected benefits for year 2 to year 5	105.66	150.34
3 Expected benefits beyond year 5	246.55	177.32

VI. Actuarial Assumptions	31 March 2019	31 March 2018
1 Discount rate	7.64%	7.30%
2 Expected rate of salary increase	6.00%	6.00%
3 Mortality	IALM (2006-08)	IALM (2006-08)

VII. Sensitivity Analysis

The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points

(₹ Lakhs)

	Discount Rate	Salary Escalation rate
Impact of increase in 50 bps on DBO	118.99	138.47
Impact of decrease in 50 bps on DBO	138.40	118.78

Notes:

(a) The current service cost recognized as an expense is included in Note 26 'Employee benefits expense' as gratuity. The remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the Actuary.

Notes forming part of the Financial Statements

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant."

C Other long term benefits

The obligation for leave benefits (non funded) is also recognised using the projected unit credit method and accordingly the long term paid absences have been valued. The leave encashment expense is included in Note 26 'Employee benefits expense'.

45 Related party transactions

(i) List of parties where control exists

a) Wholly owned subsidiary companies

Digital Ventures Private Limited
Academia Edificio Private Limited
Liberium Global Resources Private Limited

b) Subsidiary Company

MT Educare Limited [(Acquired on 25 May 2018) (extent of holding - 59.12% (2018 -Nil)]

Fellow subsidiary companies

Lakshya Forum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)
MT Education Services Private Limited
Chitale's Personalised Learning Private Limited
Sri Gayatri Educational Services Private Limited
Robomate Edutech Private Limited
Letspaper Technologies Private Limited
Labh Ventures India Private Limited

(ii) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the year.

Asian Satellite Broadcast Private Limited, Direct Media Distribution Ventures Private Limited, Diligent Media Corporation Limited, Digital Satellite Holdings Private Limited, Essel Business Excellence Services Private Limited, Himgiri Zee University, Pan India Network Infravest Private Limited, Pri-Media Services Private Limited, Taleem Research Foundation, Zee Entertainment Enterprises Limited, Subhash Chandra Foundation, Essel Infra Projects Private Limited, Essel Corporate Resources Private Limited, Essel Vision Productions Limited.

Notes forming part of the Financial Statements

(₹ Lakhs)

	31 March 2019	31 March 2018
A) Transactions with related parties		
Long- term borrowings	**5,700.00**	**-**
Other related parties		
Asian Satellite Broadcast Private Limited	5,700.00	-
Short- term borrowings	**-**	**1,500.00**
Other related parties		
Asian Satellite Broadcast Private Limited		1,500.00
Repayment of long- term borrowings	**5,700.00**	**-**
Other related parties		
Asian Satellite Broadcast Private Limited	5,700.00	-
Repayment of short- term borrowings	**-**	**1,500.00**
Other related parties		
Asian Satellite Broadcast Private Limited	-	1,500.00
Interest expense	**206.94**	**146.95**
Other related parties		
Asian Satellite Broadcast Private Limited	206.94	146.95
Loans, advances and deposits given	**12,490.10**	**6,345.49**
Subsidiary company		
Digital Ventures Private Limited	12,489.05	6,345.00
Academia Edificio Private Limited	1.05	0.49
Loans, advances and deposits given repaid	**5,414.00**	**11,810.71**
Subsidiary company		
Digital Ventures Private Limited	5,414.00	11,810.71
Repayment of investment in compulsorily convertible debentures	**-**	**3,000.00**
Subsidiary company		
Digital Ventures Private Limited	-	3,000.00
Investment in equity share capital	**27,812.22**	**-**
Subsidiary company		
MT Educare Limited	27,812.22	-
Sales and services	**1,756.32**	**1,128.13**
Subsidiary company		
Digital Ventures Private Limited	147.50	-
Liberium Global Resources Private Limited	70.80	-
MT Educare Limited	122.66	-
Other related parties		
Taleem Research Foundation	1,358.72	1,128.13
Himgiri Zee University	56.64	-

Notes forming part of the Financial Statements

(₹ Lakhs)

	31 March 2019	31 March 2018
Other income	**839.37**	**1,328.39**
Dividend received		
Subsidiary company		
Digital Ventures Private Limited	0.01	0.01
Premium on redemption of preference shares		
Subsidiary company		
Digital Ventures Private Limited	140.00	140.00
Interest on compulsorily convertible debentures		
Subsidiary company		
Digital Ventures Private Limited	1.13	1.43
Interest on intercorporate deposits		
Subsidiary company		
Digital Ventures Private Limited	615.97	1,186.88
Academia Edificio Private Limited	0.22	0.07
Financial guarantee fees		
Other related parties		
Taleem Research Foundation	82.04	-
Deposit received	**484.23**	**252.03**
Other related parties		
Taleem Research Foundation	484.23	252.03
Purchase of material	**-**	**6.54**
Other related parties		
Pri-Media Services Private Limited	-	6.54
Purchase of services	**1,404.85**	**662.24**
Other related parties		
Pan India Network Infravest Private Limited	11.48	13.09
Zee Entertainment Enterprises Limited	92.00	50.86
Diligent Media Corporation Limited.	416.59	178.23
Subhash Chandra Foundation	-	16.50
Essel Infra Projects Private Limited	126.50	23.71
Essel Corporate Resources Private Limited	-	65.35
Essel Vision Production Limited	46.90	42.16
Essel Business Excellence Services Private Limited	711.38	272.34
Reimbursement of expenses	**75.91**	**65.76**
Subsidiary company		
Liberium Global Resources Private Limited	75.91	65.76
Guarantees given	**31,000.00**	**-**
Other related parties		
Taleem Research Foundation	31,000.00	-

Notes forming part of the Financial Statements

(₹ Lakhs)

	31 March 2019	31 March 2018
B) Balances outstanding as at 31 March		
Long- term borrowings	**1,485.85**	**-**
Other related parties		
Asian Satellite Broadcast Private Limited	1,485.85	-
Short- term borrowings	**-**	**1,299.61**
Other related parties		
Asian Satellite Broadcast Private Limited	-	1,299.61
Investment	**59,313.06**	**31,499.82**
Subsidiary company		
Equity shares of Digital Ventures Private Limited	10,601.00	10,601.00
Preference shares of Digital Ventures Private Limited	9,572.00	9,572.00
Compulsorily Convertible Debentures of Digital Ventures Private Limited	11,327.64	11,326.62
Equity shares of MT Educare Limited	27,812.22	-
Equity shares of Academia Edificio Private Limited	0.10	0.10
Equity shares of Liberium Global Resources Private Limited	0.10	0.10
Loans, advances and deposits given	**9,147.90**	**1,517.23**
Subsidiary company		
Digital Ventures Private Limited	9,065.85	1,436.12
Academia Edificio Private Limited	2.05	1.11
Other related parties		
Essel Business Excellence Services Private Limited	80.00	80.00
Other financials assets	**723.01**	**583.01**
Subsidiary company		
Digital Ventures Private Limited		
- Premium on redemption of Preference Shares	723.00	583.00
- Dividend receivable on Preference shares	0.01	0.01
Advance from customer	**1.15**	**1.15**
Other related parties		
Zee Entertainment Enterprises Limited	1.15	1.15
Deposit received	**484.23**	**252.04**
Other related parties		
Taleem Research Foundation	484.23	252.04

Notes forming part of the Financial Statements

(₹ Lakhs)

	31 March 2019	31 March 2018
Trade receivables	**485.74**	**-**
Subsidiary company		
Digital Ventures Private Limited	135.00	-
Liberium Global Resources Private Limited	16.20	-
MT Educare Limited	69.07	-
Other related parties		
Taleem Research Foundation	233.07	-
Himgiri Zee University	32.40	-
Other payables	**635.45**	**71.32**
Other related parties		
Pan India Network Infravest Private Limited	3.87	0.01
Diligent Media Corporation Limited	158.09	3.12
Zee Entertainment Enterprises Limited	73.89	11.38
Essel Infra Projects Private Limited	82.16	23.71
Essel Vision Production Limited	33.28	-
Essel Business Excellence Services Private Limited	284.16	33.10
Guarantees given	**46,000.00**	**15,000.00**
Subsidiary company		
Digital Ventures Private Limited	15,000.00	15,000.00
Other related parties		
Taleem Research Foundation	31,000.00	-
Guarantees received		
Other related parties	**5,300.00**	**5,300.00**
Zee Entertainment Enterprises Limited		
Jointly Corporate Guarantee given by Direct Media Distribution Ventures Private Limited and Digital Satellite Holdings Private Limited	5,300.00	5,300.00

Note: 1) Details of remuneration to director are disclosed in Note 34.
2) Figures considered based on the IND AS financials of the company.

46 Financial instruments

(i) Financial risk management objective and policies

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade receivables, other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks.

a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, other financial instruments.

Notes forming part of the Financial Statements

1) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair value of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that future cash flows of floating interest bearing investments will vary because of fluctuations in interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term loan from banks. Non-Redeemable Debentures and Intercorporate deposits carries fixed coupon rate and hence is not considered for calculation of interest rate sensitivity of the company.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:

(₹ Lakhs)

	Increase / decrease in basis points	Effect on Profit before tax
As on 31 March 2019	+ 50 / - 50	35.48
As on 31 March 2018	+ 50 / - 50	17.55

2) Foreign currency risk

The Company enters into transactions in currency other than its functional currency and is therefore exposed to foreign currency risk. The Company analyses currency risk as to which balances outstanding in currency other than the functional currency of that Company. The management has taken a position not to hedge this currency risk.

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are not hedged considering the insignificant impact and period involved on such exposure.

The following table sets forth information relating to foreign currency exposure:

(₹ Lakhs)

Currency	Assets as at		Liabilities as at	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
United States Dollar (USD)	-	-	2.00	-

Foreign Currency sensitivity analysis
The following table demonstrates the sensitivity to a 10% increase / decrease in foreign currencies with all other variable held constant. The below impact on the Company's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liablities at balance sheet date.

(₹ Lakhs)

Currency	Sensitivity Analysis			
	31 March 2019		31 March 2018	
	₹ decrease by 10%	₹ increase by 10%	₹ decrease by 10%	₹ increase by 10%
United States Dollar (USD)	0.20	(0.20)	-	-

Notes forming part of the Financial Statements

3) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, deposits and loans given, investments and balances at bank.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business enviornment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

Ageing of trade receivables

(₹ Lakhs)

	As at 31 March 2019	As at 31 March 2018
Trade Receivables (Unsecured)		
Over six months	732.63	751.29
Less than six months	1,969.88	212.01
Total	**2,702.51**	**963.30**

(₹ Lakhs)

	As at 31 March 2019	As at 31 March 2018
Movement in allowance for credit loss during the year was as follows :		
Opening Balance	199.04	75.19
Add :- Provided during the year	218.86	123.85
Less :- Reversal during the year	-	-
Balance as at	417.90	199.04
Net Trade receivable	**2,284.62**	**764.27**

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in liquid mutual fund units, non convertible debentures, certificates of deposit and other debt instruments.

b) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company's principal source of liquidity are cash and cash equivalents and the cash flow i.e. generated from operations. The Company consistently generated strong cash flows from operations which together with the available cash and cash equivalents and current investment provides adequate liquidity in short terms as well in the long term.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2019

(₹ Lakhs)

	Due in 1st year	Due in 2 to 5th year	Due in 5th years and more
Financial Liabilities			
Trade payable and other financial liabilities	6,070.26	-	799.38
Borrowings*	4,361.52	12,436.60	-
Total	**10,431.78**	**12,436.60**	**799.38**

* Current maturities of borrowings aggregating ₹ /lakhs 1,322.92 from part of other financials liabilities hence the same is not consider separately in borrowings.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2018

(₹ Lakhs)

	Due in 1st year	Due in 2 to 5th year	Due in 5th years and more
Financial Liabilities			
Trade payable and other financial liabilities	3,912.72	-	610.26
Borrowings*	1,299.61	11,198.00	-
Total	**5,212.33**	**11,198.00**	**610.26**

* Current maturities of borrowings aggregating ₹/lakhs 828.04 from part of other financials liabilities hence the same is not consider separately in borrowings.

(ii) Capital management

For the purpose of the Company' s capital management, capital includes issued capital and all other equity reserves. The Company manages its capital structure to ensure that it will be able to continue as a going concern while maximising the return to the stakeholders.

The Company monitors capital using gearing ratio, which is total debt divided by total capital plus debt

(₹ Lakhs)

	As at 31 March 2019	As at 31 March 2018
Gross Debt (inclusive long term and short term debt) *	18,121.04	13,325.65
Less: Cash and cash equivalents and Other Bank Balances	(995.01)	(1,872.73)
Net Debt	17,126.04	11,452.92
Total Equity	41,276.09	35,368.42
Total Capital	**58,402.12**	**46,821.34**
Gearing ratio	29.32%	24.46%

* does not include current maturities of borrowings

(iii) Categories of financial instruments and fair value thereof

(₹ Lakhs)

	As at 31 March 2019		As at 31 March 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets				
(i) Measured at amortised cost				
Trade Receivables	2,284.61	2,284.61	764.26	764.26
Cash and cash equivalents and bank balances	995.01	995.01	1,872.73	1,872.73
Non-Current Investments	50,601.73	50,601.73	22,788.49	22,788.49
Current Investments	9,572.00	9,572.00	9,572.00	9,572.00
Other financial assets	1,128.20	1,128.20	20,994.28	20,994.28
Loans	9,067.90	9,067.90	1,437.23	1,437.23
(ii) Measured at Fair value through profit and loss account				
Current Investment	-	-	1,277.45	1,277.45
B) Financial liabilities				
(i) Measured at amortised cost				
Trade Payables	2,365.48	2,365.48	800.84	800.84
Borrowings (Non current)	12,436.60	12,436.60	11,198.00	11,198.00
Borrowings (Current)	4,361.52	4,361.52	1,299.61	1,299.61
Other Financial Liabilities	4,504.16	4,504.16	3,722.14	3,722.14

Notes forming part of the Financial Statements

The management assessed that cash and cash equivalents and bank balances, trade receivables, other financial assets, certain investments, trade payables and other current liabilities approximate their fair value largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the year presented.

(iv) Fair value hierarchy

The following table provides the fair value measurment hierarchy of the Company's assets and liabilities.
Quantative disclosures of fair value measurement hiererchy for assets and liabilities as at 31 March 2019

(₹ Lakhs)

	Fair Value as at		Fair Value Heirarchy	Valuation Technique(s) & key inputs used
	31 March 2019	31 March 2018		
Investment in Mutual funds	-	1,277.45	Level 1	Quoted in an active market
Total	**-**	**1,277.45**		

Investments measured at fair value are tabulated above. All other financial assets and liabilities at amortised cost are in Level 1 of fair value hirarchy and have been considered at carrying amount .

The fair values of the financial assets and financial liabilities included in the level 1 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

47 Collateral / Security Pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the company and subsidiary company are as under ;

(₹ Lakhs)

	31 March 2019	31 March 2018
Property, plant and equipment (includes Capital work in progress, Investment property, Intangible assets and Intangible assets under development)	709.56	484.14
Inventories	1,314.48	934.14
Other current and non-current assets	73,991.33	59,068.67
Total assets pledged	**76,015.37**	**60,486.95**

48 Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

(₹ Lakhs)

	As at 31 March 2018	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2019
				Interest Accured	Other Charges	
Long Term Borrowings (Including Current maturities)	11,198.00	6,723.13	(4,666.79)	(817.73)	-	12,436.60
Short Term Borrowings (For Bank, Financial Institution and intercorporate deposits etc.)	2,127.65	4,361.52	-	(804.73)	-	5,684.44
Dividend paid (including dividend tax)	-	-	381.13	-	-	-

49 Prior year comparatives

Previous year's figures have been regrouped / reclassified / rearranged wherever necessary to correspond with the current year's classifications / disclosures, figures in brackets pertain to previous year.

Independent Auditor's Report

To
The Members of
Zee Learn Limited

Report on the Audit of Consolidated Financial Statements

1. Opinion

We have audited the accompanying Consolidated financial statements of **Zee Learn Limited** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2019, the Consolidated Statement of profit and loss (including other comprehensive income), Statement of cash flows and the consolidated statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statement and on other financial information of subsidiaries referred to in the Other Matters paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Group as at 31 March 2019, and its consolidated profit, consolidated total comprehensive income, the consolidated changes in equity and its consolidated cash flows for the year ended on that date.

2. Basis for opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) prescribed under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended 31 March 2019. 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.

Description of Key Audit Matter	Description of Auditor's Response
Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard) • Sales are recognized when the control of the goods and services is transferred to the customer. • Revenue is recognized at the amount that reflects the considerations to which the Group expects to be entitled in exchange for transferring goods or services to customer. • Revenue is recognized over a time or point in time. • The Group focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the control.	Principal Audit Procedures We assessed the Group's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • Assessing the application of Group's accounting policies over revenue recognition and comparing the Group's accounting policies over revenue recognition with applicable accounting standards. • Identifying the nature of the revenues and identification of any unusual contract terms. • Testing the revenue recognized including testing of Group's control on revenue recognition, when applicable. Our testing included tracing the information to agreements and payments. • Assessing the revenue recognized with substantive analytical procedures, and • Assessing the Group's disclosure on revenue recognition.

Description of Key Audit Matter	Description of Auditor's Response
Assessment of Impairment of Goodwill Consolidated financial statements of the Group includes goodwill of Rs 31,323.64 lakhs acquired during the year. Management has conducted annual goodwill impairment testing and as a result of the testing conducted, management assessed that no impairment was needed. Goodwill impairment testing requires substantial management judgement over the projected future business performance and cash flows.	Principal Audit Procedures We assessed the key assumptions used in impairment testing performed by management by- • Assessing the growth and profitability estimates and comparing them to historical performance; • Comparing the estimates with the latest approved budgets and strategic plans; • Testing the accuracy and the underlying calculations We also assessed the adequacy of the related disclosure information
Recoverability of Loans • Certain loans aggregating Rs. 11,649.99 lakhs given to Sri Gayatri Education Society and Aryan foundation and a deposit given to Interria Multibiz Private Limited amounting to Rs. 6,921.24 lakhs (including interest receivable of Rs. 321.24 lakhs)) as on 31 March 2019 by a subsidiary company viz. MT Educare Limited. Out of the above, provision recognised amounted to Rs. 8,739.96 lakhs as at 31 March 2019, which involves significant management's estimate and judgment. • As the assessment of recoverability of loans requires management to make significant estimation, exercise judgment on customer payment behavior, other relevant risk characteristics, the other auditors determined this to be a key audit matter.	Principal Audit Procedures by other auditors • Obtaining an understanding of Group's processes and controls relating to the monitoring of loans given and review of credit risk of borrowers. • Reviewing underlying documents and supporting evidences. • Obtaining Balance confirmations and evidence of receipts from the borrower subsequent to the year end. • 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. • 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. • Evaluating management's assumptions and estimates used to determine the provision for doubtful advances. • 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 • Trade receivables (Net) amounting to Rs. 2,548.76 lakhs as of 31 March 2019 of a subsidiary company viz. MT Educare Limited are recognised at their anticipated realisable value, which is the original invoiced amount less an estimated allowance based on Expected Credit Loss model. • Valuation of trade receivables is considered as a key audit matter by the other auditors due to the magnitude of the balance and the significant management judgement used in determining the impairment provision.	Principal Audit Procedures by other auditors • Reading through the agreements and correspondence with the Government authorities and understanding the key terms. • Analysing the ageing of trade receivable. • 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. • Assessing management's estimate and related policies with respect to provision on account of credit loss. • Verification of calculation of provisions for credit loss. • Verifying the related disclosures provided in the financial statements.

Description of Key Audit Matter	Description of Auditor's Response
Deferred Tax Assets 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 of a subsidiary company viz. MT Educare Limited. 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 by the other auditors.	Principal Audit Procedures by other auditors • 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. • Evaluation of assessment of Future taxable income available considering any restrictions in the tax legislation impacting the utilisation. • Verifying related disclosures on deferred tax assets in the financial statements.

4. Other information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board Report and Chairman's Statement but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

5. Management's responsibility 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 requirement of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

6. Auditor's responsibility for the audit of the consolidated financial statements

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

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

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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary Companies which are companies incorporated in India has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

7. Other Matters

We did not audit the financial statements of ten subsidiaries whose financial statements / consolidated financial statements reflect total assets of Rs 116,280.89 lakhs as at 31 March 2019, total revenues of Rs 37,686.63 lakhs, total net profit after tax of Rs 1,423.37 lakhs, total comprehensive profit of Rs 1,455.46 lakhs and total cash inflows of Rs. 321.83 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of Section 143(3) of the Act, in so far as it relates to these subsidiaries is based solely on the reports of the other auditors.

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

8. Report on other Legal and Regulatory requirements

I. As required by Section143(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 of the aforesaid consolidated financial statements;

b) In our opinion, proper books of account as required by law relating to the 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 (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

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

e) On the basis of written representations received from the directors of the Holding Company as on 31 March 2019 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of the subsidiary companies, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

f) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the act, as amended:

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

g) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A",

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

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its subsidiaries;

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts; and

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, incorporated in India.

For MGB & Co LLP
Chartered Accountants
Firm Registration Number 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date: 17 May 2019

Annexure - A to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 8(I)(f) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of the Company on the consolidated financial statements for the year ended 31 March 2019

We have audited the internal financial controls over financial reporting of ZEE Learn Limited ("the Holding Company"), its subsidiary companies, incorporated in India as of 31 March 2019, in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors as referred to in Other Matters paragraph below, the Holding Company and its subsidiary companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to ten subsidiary companies incorporated in India, is based on corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

For MGB & Co LLP
Chartered Accountants
Firm Registration Number 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai,
Date:17 May 2019

Consolidated Balance Sheet as at 31 March 2019

(₹ lakhs)

	Note	31 March 2019	31 March 2018
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	5,239.01	186.52
(b) Capital work-in-progress	3	343.25	4.98
(c) Investment property	4	26,824.79	15,512.30
(d) Investment property under development	4	28,928.34	35,795.04
(e) Goodwill	5	31,323.64	-
(f) Intangible assets	6	7,827.59	2,154.31
(g) Intangible assets under development	6	5,300.86	8,424.99
(h) Financial assets			
(i) Investments	7	0.34	-
(ii) Loans	8	4,477.59	-
(iii) Other financial assets	9	2,199.43	20,694.71
(i) Income tax assets (net)	10	2,818.94	931.06
(j) Deferred tax assets (net)	11	9,176.69	472.43
(k) Other non-current assets	12	2,141.73	1,568.79
Total non-current assets		**126,602.20**	**85,745.13**
Current assets			
(a) Inventories	13	1,314.48	934.14
(b) Financial assets			
(i) Investments	14	211.44	1,388.76
(ii) Trade receivables	15	5,253.83	1,507.04
(iii) Cash and cash equivalents	16 (a)	2,070.21	2,160.94
(iv) Bank balances other than (iii) above	16 (b)	673.65	275.30
(v) Loans	8	9,856.00	778.16
(vi) Other financial assets	9	1,228.89	318.78
(c) Other current assets	12	693.31	612.71
Total current assets		**21,301.81**	**7,975.83**
Total assets		**147,904.01**	**93,720.96**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	17	3,260.79	3,258.95
(b) Other equity	18 (a)	39,853.77	32,080.16
Equity attributable to shareholders (a+b)		**43,114.56**	**35,339.11**
Non-controlling Interests	18 (b)	18,103.75	-
Total equity		**61,218.31**	**35,339.11**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	33,539.94	22,885.00
(ii) Other financial liabilities	20	1,541.73	1,188.76
(b) Provisions	21	512.97	160.24
(c) Other liabilities	22	21,468.82	24,025.96
Total non-current liabilities		**57,063.46**	**48,259.96**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	4,361.52	1,299.61
(ii) Trade payables	20		
(1) total outstanding dues of micro enterprises and small enterprises		529.61	251.98
(2) total outstanding dues of creditors other than micro enterprises and small enterprises		4,233.25	548.86
(iii) Other financial liabilities	20	10,430.19	4,180.66
(b) Other current liabilities	22	9,836.68	3,540.02
(c) Provisions	21	230.86	94.99
(d) Current tax liabilities (net)	23	0.13	205.77
Total current liabilities		**29,622.24**	**10,121.89**
Total liabilities		**86,685.70**	**58,381.85**
Total equity and liabilities		**147,904.01**	**93,720.96**
Notes forming part of the financial statements	**1-54**		

As per our attached report of even date

For MGB & Co LLP
Chartered Accountants
FRN - 101169W/W100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date: 17 May 2019

For and on behalf of the board

Himanshu Mody
Chairman

Sangeeta Pandit
Director

Debshankar Mukhopadhyay
Chief Executive Officer

Umesh Pradhan
Chief Financial Officer

Bhautesh Shah
Company Secretary

Consolidated Statement of profit and loss for the year ended 31 March 2019

(₹ lakhs)

		Note	31 March 2019	31 March 2018
Revenue				
Revenue from operations		24	51,724.64	26,883.87
Other income		25	3,200.46	370.22
	Total		**54,925.10**	**27,254.09**
Expenses				
Operational cost		26	14,537.24	4,506.94
Employee benefits expense		27	14,157.06	7,879.28
Finance costs		28	4,730.85	1,910.75
Depreciation and amortisation expense		29	2,788.54	1,111.93
Other expenses		30	7,258.10	4,289.56
	Total		**43,471.79**	**19,698.46**
Profit before tax			**11,453.31**	**7,555.63**
Less : Tax expense				
Current tax - current year		31	2,621.04	2,660.80
- earlier years			46.30	-
Deferred tax benefit			504.69	(33.08)
MAT credit entitlement earlier years			(57.32)	-
Profit for the year	**(A)**		**8,338.60**	**4,927.91**
Profit for the year attributable to				
Shareholding of the company			**7,611.22**	**4,927.91**
Non-controlling interest			**727.38**	-
Other comprehensive income				
A. Items that will not be reclassified to profit or loss				
(i) Re-measurement of defined benefit obligation			44.16	17.35
(ii) Gain on bargain purchase			165.11	-
(iii) Income tax relating to items that will not be reclassified to the profit or loss			(161.20)	(5.65)
Total other comprehensive income	**(B)**		**48.07**	**11.70**
Total comprehensive income for the year	**(A+B)**		**8,386.67**	**4,939.61**
Total comprehensive income for the year attributable to				
Shareholding of the company			**7,646.63**	**4,939.61**
Non-controlling interest			**740.04**	-
Earnings per equity share (face value ₹ 1 each)		41		
Basic			2.33	1.52
Diluted			2.33	1.51
Notes forming part of the financial statements	**1-54**			

As per our attached report of even date

For MGB & Co LLP
Chartered Accountants
FRN - 101169W/W100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date: 17 May 2019

For and on behalf of the board

Himanshu Mody
Chairman

Sangeeta Pandit
Director

Debshankar Mukhopadhyay
Chief Executive Officer

Umesh Pradhan
Chief Financial Officer

Bhautesh Shah
Company Secretary

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

A. Equity share capital	Note	(₹ Lakhs)
As at 01 April 2017		**3,226.42**
Changes in equity share capital	17a	32.53
As at 31 March 2018		**3,258.95**
Changes in equity share capital	17a	1.84
As at 31 March 2019		**3,260.79**

B. Other equity (₹ Lakhs)

	Reserves and surplus							
	Debenture redemption reserve	Share based payment reserve	Securities premium	General reserve	Capital reserves	Retained earnings	Non Controlling interest	Total other equity
As at 01 April 2017	**406.25**	**562.79**	**11,097.30**	**13,971.80**	**-**	**(12.91)**	**-**	**26,025.23**
Profit for the year	-	-	-	-	-	4,927.91	-	4,927.91
Other comprehensive income (Refer note 18)	-	-	-	-	-	11.70	-	11.70
Total comprehensive income for the year	-	-	-	-	-	4,939.61	-	4,939.61
	406.25	**562.79**	**11,097.30**	**13,971.80**	**-**	**4,926.70**	**-**	**30,964.84**
Debenture Redemption Reserve	406.25	-	-	-	-	(406.25)	-	-
Final Equity Dividend	-	-	-	-	-	(162.17)	-	(162.17)
Tax on Final Equity Dividend	-	-	-	-	-	(33.02)	-	(33.02)
Shares option excercised	-	(335.73)	1,350.28	-	-	-	-	1,014.55
Share based payments	-	295.96	-	-	-	-	-	295.96
As at 31 March 2018	**812.50**	**523.02**	**12,447.58**	**13,971.80**	**-**	**4,325.26**	**-**	**32,080.16**
Profit for the year	-	-	-	-	-	8,338.60	(727.38)	7,611.22
Other comprehensive income (Refer note 18)	-	-	-	-	-	30.58	(12.66)	17.92
Total comprehensive income for the year	-	-	-	-	-	8,369.18	(740.04)	7,629.14
	812.50	**523.02**	**12,447.58**	**13,971.80**	**-**	**12,694.44**	**(740.04)**	**39,709.30**
Debenture Redemption Reserve	406.25	-	-	-	-	(406.25)	-	-
Final Equity Dividend	-	-	-	-	-	(326.07)	-	(326.07)
Tax on Final Equity Dividend	-	-	-	-	-	(67.02)	-	(67.02)
Gain on bargain purchase	-	-	-	-	17.49	-	-	17.49
Shares option excercised	-	(202.94)	510.38	-	-	-	-	307.44
Shared based payments	-	212.63	-	-	-	-	-	212.63
	406.25	9.69	510.38	-	17.49	(799.34)	-	144.47
As at 31 March 2019	**1,218.75**	**532.71**	**12,957.96**	**13,971.80**	**17.49**	**11,895.10**	**(740.04)**	**39,853.77**

1) Debenture redemption reserve is created out of the profits which is available for payment of dividend for the purpose of redemption of debentures.
2) Share Based Payment Reserve is related to share options granted by the group to its employee under its employee share option plan.
3) Securities premium is used to record premium on issue of shares. The reserve is utilised in accordance with the provisons of Companies Act, 2013.
4) General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. General Reserve includes ₹/Lakhs 8881.25 (2018- ₹/lakhs 8881.25) pursuant to the scheme of Amalgamation, sanctioned by the Hon'ble Court of Bombay and shall not be used for the purpose of declaring dividend
5) Capital Reserve is created on account of Gain on bargain purchase of fellow subsidiary (refer note 49)
6) Retained earnings represent the accumulated earnings net of losses if any made by the group over the years.

Notes forming part of the financial statements **1-54**

As per our attached report of even date

For and on behalf of the board

For MGB & Co LLP
Chartered Accountants
FRN - 101169W/W100035

Himanshu Mody Chairman
Sangeeta Pandit Director

Sanjay Kothari
Partner
Membership Number 048215

Debshankar Mukhopadhyay Chief Executive Officer
Umesh Pradhan Chief Financial Officer
Bhautesh Shah Company Secretary

Place: Mumbai
Date: 17 May 2019

Statement of Cash Flows for the year ended 31 March 2019

(₹ lakhs)

	31 March 2019	31 March 2018
A. Cash flow from operating activities		
Profit before tax	11,453.31	7,555.63
Adjustments for :		
Depreciation and amortisation expense	2,788.54	1,111.93
Liabilities / excess provision written back	(418.26)	(37.90)
Bad debts / advance written off	(130.67)	-
(Profit) / Loss on sale / impairment / discard of property, plant and equipment / intangibles / capital work-in-progress (net)	(4.49)	42.97
Interest expense	4,484.73	1,910.75
Provision for doubtful debts	67.65	123.85
Provision (benefit) of deferred taxes	14.08	11.30
Dividend income	(241.30)	(17.40)
Interest income	(2,205.89)	(122.92)
Operating profit before working capital changes	**15,807.70**	**10,578.21**
Adjustments for :		
(Increase) / Decrease in inventories	(380.34)	431.41
(Increase) / Decrease in trade and other receivables	(18,588.88)	3,252.86
Increase / (Decrease) in trade and other payables	8,153.41	13,269.16
Cash generated from operations	**4,991.89**	**27,531.64**
Direct taxes paid (net)	(2,925.15)	(2,671.91)
Net cash flow from operating activities (A)	**2,066.74**	**24,859.73**
B. Cash flow from investing activities		
Purchase of property, plant and equipment / intangible assets / investment property / capital work-in-progress	(6,481.84)	(1,312.17)
Sale of property, plant and equipment / intangible assets	22.64	(40.14)
(Increase) / Decrease in deposit accounts	248.09	(44.69)
Purchase of controlling stake in fellow subsidiary company	(1,628.00)	-
Investments in bank deposit having original maturity period of more than twelve months	(33.25)	(29.98)
Purchase of investments	(100.13)	(758.25)
Sale of current investments	1,277.45	-
Amount given towards share allotment	-	(20,000.00)
Loans repaid by others	(283.48)	(658.14)
Dividend received	241.30	17.40
Interest received	1,853.92	87.60
Net cash flow from investing activities (B)	**(4,883.30)**	**(22,738.37)**

Statement of Cash Flows for the year ended 31 March 2019

(₹ lakhs)

	31 March 2019	31 March 2018
C. Cash flow from financing activities		
Proceeds from issue of shares	537.67	1,382.81
Proceeds from long-term borrowings	14,024.10	295.77
Repayment of long-term borrowings	(12,351.72)	(951.91)
Proceeds from short-term borrowings	4,660.11	-
Dividend paid (including dividend tax)	(381.13)	(191.81)
Interest paid	(3,763.20)	(1,989.28)
Net cash flow from / (used in) financing activities(C)	**2,725.83**	**(1,454.42)**
Net cash flow during the year (A+B+C)	**(90.73)**	**666.94**
Cash and cash equivalents at the beginning of the year	2,160.94	1,494.00
Net cash and cash equivalents at the end of the year	**2,070.21**	**2,160.94**
Add : Balances earmarked	673.65	275.30
Cash and bank balances at the end of the year	**2,743.86**	**2,436.24**

Notes:

1. Previous year's figures have been regrouped, recast wherever necessary.

As per our attached report of even date
For MGB & Co LLP
Chartered Accountants
FRN - 101169W/W100035

Sanjay Kothari
Partner
Membership Number 048215

For and on behalf of the board

Himanshu Mody
Chairman

Sangeeta Pandit
Director

Debshankar Mukhopadhyay
Chief Executive Officer

Umesh Pradhan
Chief Financial Officer

Bhautesh Shah
Company Secretary

Place: Mumbai
Date: 17 May 2019

Notes forming part of the Consolidated Financial Statements

1.

A Corporate Information

Zee Learn Limited ("the Company") was incorporated in State of Maharashtra on 4 January, 2010. The The Company along with its subsidiaries ("Group") is one of the most diversified premium education Group which delivers learning solutions and training through its multiple products viz. Kidzee, Mount Litera Zee Schools, Mount Litera World Preschool, Zee Institute of Media Arts (ZIMA), Zee Institute of Creative Arts (ZICA) and E - Learning Online Education and Testing. The Group is also in the business of providing and servicing school infrastructure on long-term lease agreements. It also provides education support and coaching services for students in the secondary and higher secondary school and for students pursuing graduation degree in commerce, preparing for various competitive examinations and undertaking chartered accountancy examinations.

The consolidated financial statements (hereinafter referred to as "CFS") of the Group for the year ended 31 March 2019, were authorised for issue by the Audit Committeee and by the Board of Directors at their meeting held on 17 May 2019

B Basis of preparation of Consolidated financial statements

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, as and when amended and other relevant provisions of the Act and rules framed there under and guidelines issued by Securities and Exchange Board of India (SEBI). These consolidated financial statements have been prepared and presented under the historical cost convention, on the accural basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III (except per share data), unless otherwise stated. Zero '0' denotes amount less than ₹ 50,000/-

Current non-current classification

All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

C Principles of consolidation and equity accounting

The consolidated financial statements incorporate the financial statements of Zee Learn Limited and entities controlled by Zee Learn Limited.

Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group.

The consolidated financial statements incorporate the financial statements of the group, its subsidiaries (as listed in the table below).

Name of the Subsidiaries	Principal activities	Proportion of Interest (including beneficial interest) / Voting Power (either directly / indirectly or through Subsidiaries)	Principal place of business
Direct Subsidiaries			
Digital Ventures Private Limited	Construction and leasing for education	100(100)	India
Academia Edificio Private Limited	Education support and coaching services	100(100)	India
Liberium Global Resources Private Limited	Training Manpower and related activities	100(100)	India
MT Educare Limited	Education support and coaching services	59.12(Nil)	India

Notes forming part of the Consolidated Financial Statements

Name of the Subsidiaries	Principal activities	Proportion of Interest (including beneficial interest) / Voting Power (either directly / indirectly or through Subsidiaries)	Principal place of business
Indirect Subsidiaries			
Lakshya Forum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)*	Education support and coaching services	100(Nil)	India
MT Education Services Private Limited	Education support and coaching services	100(Nil)	India
Chitale's Personalised Learning Private Limited	Education support and coaching services	100(Nil)	India
Sri Gayatri Educational Services Private Limited	Education support and coaching services#	75(Nil)	India
Robomate Edutech Private Limited	Education support and coaching services	100(Nil)	India
Letspaper Technologies Private Limited #	Education support and coaching services#	100(Nil)	India
Labh Ventures India Private Limited (Refer note 49)	Acquiring and leasing properties	100(Nil)	India

* The subsidiary Company has changed the name from Lakshya Educare Private Limited to Lakshya Forum for Competitions Private Limited from 25 January 2019.

\# Yet to commence commercial business operations as on 31 March 2019.

2 Significant Accounting Policies

a Property, plant and equipmnt

(i) All property, plant and equipment are stated at cost, less accumulated depreciation and impairment loss (except freehold land which is stated at cost), if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

(ii) Capital work-in-progress comprises cost of property, plant and equipment and related expenses that are not yet ready for their intended use at the reporting date.

b Investment property

Investmnet property 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 and land - 30 to 40 years

c 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.

Notes forming part of the Consolidated Financial Statements

d Goodwill and impairment of goodwill

Goodwill is measured as the excess of the sum of the consideration transferred over the net of acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each assets in the unit. Any impairment loss for goodwill is recognised directly in Statement of Profit and Loss.

An impairment loss recognised for goodwill is not reversed in subsequent periods.

e Intangible assets

Intangible assets acquired or developed are measured on initial recognition at cost and stated at cost less accumulated amortisation and impairment loss, if any.

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".

f Depreciation / amortisation on property, plant and equipment / intangible assets

Depreciable amount for property, plant and equipment / intangible fixed assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

(i) Depreciation on property, plant and equipment (except freehold land which is started at cost) is provided on straight line method as per the useful life prescribed in schedule II to the companies Act, 2013.

(ii) Leasehold Improvements are amortised over the period of Lease.

(ii) Intangible assets are amortised on straight line basis over their respective individual useful lives estimated by the management.

g Impairment of Property, plant and equipment / intangible assets / investment property

The carrying amounts of the Group's property, plant and equipment and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If there are indicators of impairment, an assessment is made to determine whether the asset's carrying value exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

An impairment is recognised in statement of profit and loss whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The recoverable amount is the higher of net selling price, defined as the fair value less costs to

Notes forming part of the Consolidated Financial Statements

sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and risks specific to the asset.

An impairment loss for an individual asset or cash generating unit are reversed if there has been a change in estimates used to determine the recoverable amount since the last impairment loss was recognised and is only reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Impairment loss are recognised in the statement of profit and loss.

h Derecognition of property, plant and equipment / intangibles assets / investment property

The carrying amount of an item of property, plant and equipment / intangibles / investment property is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment / intangibles is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the statement of profit and loss when the item is derecognised.

I Leases

(i) Finance lease

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

(ii) Operating lease

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Operating Lease payments / revenue are recognised on straight line basis over the lease period in the statement of profit and loss account unless increase is on account of inflation.

j Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(ii) For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined as they are considered as intergral part of Group's cash management.

k Inventories

Educational goods and equipments and television content are valued at lower of cost or estimated net realizable value. Cost comprises cost of purchase, freight and other expense incurred in bringing the inventories to their present location and condition. Costs are taken on weighted average basis and specific indentificaiton method.

l Fair value measurement

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

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

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

If the inputs used to measure the fair value of an asset or a liability fall into different levels of a fair value hierarchy, then the fair value measurement is categorized in its entirely in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

m Financial instruments

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

(i) Initial recognition

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

Notes forming part of the Consolidated Financial Statements

(ii) Subsequent measurement

(A) Financial assets

Financial assets are classified into the following specified categories: amortised cost, financial assets 'at Fair value through profit and loss' (FVTPL), 'Fair value through other comprehensive income' (FVTOCI). The classification depends on the Group's business model for managing the financial assets and the contractual terms of cash flows.

(B) Debt instrument

(a) Amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This category generally applies to trade and other receivables.

(b) Fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective f the business model is achieved both by collecting contractual cash flows and selling the financial assets.

b) The asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(c) Fair value through Profit and Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

(C) Equity investments

The Group measures all equity investments at fair value through profit and loss. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss. Dividends from such investments are recognised in statement of profit and loss as other income when the Group's right to receive payment is established.

Investment in subsidiaries

Investment in subsidiaries are carried at cost less impairment loss in accordance with IND AS 27 on "Separate Financial Statements".

(iii) Derecognition of financial assets

A financial asset is derecognised only when

a) The Group has transferred the rights to receive cash flows from the asset or the rights have expired or

b) The Group retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

(iv) Impairment of financial assets

The Group measures the expected credit loss associated with its assets based on historical trend, industry practices and the business enviornment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Financial liabilities and equity instruments

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 a financial liability and an equity instrument.

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.

Notes forming part of the Consolidated Financial Statements

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised on the purchase, sale, issue or cancellation of the Group's own equity instruments.

(v) Financial liabilities-Subsequent measurement

Classification

Financial liabilties are recognized when company becomes party to contractual provisions of the instrument. The Company classifies all financial liabilities at amortised cost or fair value through profit or loss.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Derecognition of financial liabilities

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

(vi) **Determination of fair value**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date.

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

n Borrowings and borrowing costs

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

(ii) Borrowing costs attributable to the acquisition or construction of qualifying assets till the time such assets are ready for intended use are capitalised as part of cost of the assets. All other borrowing costs are expensed in the period they occur.

o Provisions, contingent liabilities and contingent assets

The Group recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

p Revenue recognition

The Companies (Indian Accounting Standards) Amendment Rules, 2018 issued by the Ministry of Corporate Affairs (MCA) notified Ind AS 115 ""Revenue from Contracts with Customers"" related to revenue recognition which replaces all existing revenue recognition standards and provide a single, comprehensive model for all contracts with customers. The revised standard contains principles to determine the measurement of revenue and timing of when it is recognized. The amendment also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in those judgments as well as assets recognized from costs incurred to fulfill these contracts.

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 Revenue -

a. Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that future economic benefits will flow to the Group.

Transaction price is accounted net of GST. Since GST is not received by the company on its own account, rather, it is collected by the Group on behalf of the government. Accordingly, it is excluded from revenue.

b. Manpower suppy services/reimbursement of expenses are recognized as per the agreed terms of agreement.

c. Onboarding and recruitment charges are accounted when services are completed as per agreed terms.

(i) Sales - Educational goods and equipments is recognized when the significant risk and rewards of ownership are passed onto the customers, which is generally on dispatch or agreed terms.

(ii) Services

a) Course fees and Royalty income is recognized over the duration of the course and as per agreed terms

b) Franchise fees is recognized as per the agreed terms of the agreement.

c) Revenue from other services is recognised as and when such services are completed/performed.

(iii) Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(iv) Dividend income is recognised when the Group's right to receive dividend is established.

B. Arrangements with Multiple Performance Obligations

The Group's contracts with customers may include multiple performance obligations. For such arrangements, the Group allocates revenue to each performance obligation based on its relative standalone selling price, which is generally determined based on the price charged to customers.

C. Contract assets and liabilities

Contract assets relate primarily to the Group's rights to consideration for work completed but not billed at each reporting date. Contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to a customer.

Contract liabilities primarily relate to consideration received in advance from customers, for which the performance obligation is yet to be satisfied."

(v) Lease income is recognised as per agreed terms of lease agreeements.

q Retirement and other employee benefits

(i) The Group operates both defined benefit and defined contribution schemes for its employees. For defined contribution schemes the amount charged as expense is equal to the contributions paid or payable when employees have rendered services entitling them to the contributions.For defined benefit plans, actuarial valuations are carried out at each balance sheet date using the Projected Unit Credit Method. All such plans are unfunded.

(ii) Short term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Group recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability.

r Transactions in foreign currencies

(i) The functional currency of the Group is Indian Rupees ("₹"). Foreign currency transactions are accounted at the exchange rate prevailing on the date of such transactions.

(ii) Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Exchange differences arising on settlement of monetary items or on reporting such monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements are recognised as income or as expenses in the period in which they arise.

(iii) Non-monetary foreign currency items are carried at historical cost and translated at the exchange rate prevelant at the date of the transaction.

s Accounting for taxes on income

Tax expense comprises of current and deferred tax.

(i) Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Notes forming part of the Consolidated Financial Statements

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax

Current and deferred tax are recognized as income or an expense in the statement of profit and loss, except to the extent they relate to items recognized in other comprehensive income, in which case, the current and deferred tax income / expense are recognised in other comprehensive income.

(iii) Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid in accordance with tax laws, which give rise to future economic benefits in the form of adjustment of future tax liability, is recognised as an asset only when, based on convincing evidence, it is probable that the future economic benefits associated with it will flow to the Group and the assets can be measured reliably.

t Impairment of non-financial assets

The carrying amounts of non financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of an asset's or cash generating unit's, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

u Earnings per share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the period. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except when the results would be anti-dilutive.

v Share based payments

The Group recognizes compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-Based Payment. The estimated fair value of awards is charged to statement of profit and loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share based payment reserves.

w Business combinations

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Business combinations between entities under common control is accounted for at carrying value. Transaction costs that the Group incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

x Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but remaining undistributed at the end of the reporting period, where the same has been appropriately authorised and is no longer at the discretion of the entity.

y Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

z Exceptional items

Certain occassions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

Critical accounting judgment and estimates

The preparation of financial statements requires management to exercise judgment in applying the Group's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

a Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

b Useful lives and residual values

The Group reviews the useful lives and residual values of property, plant and equipment and intangible assets at each financial year end.

c Impairment testing

i Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognised. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered, or on more detailed reviews of individually significant balances.

ii Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate discount rate.

d Tax

i The Group's tax charge is the sum of the total current and deferred tax charges. The calculation of the Group's total tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.

ii Accruals for tax contingencies require management to make judgments and estimates in relation to tax related issues and exposures.

iii The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered. Recognition therefore involves judgment regarding the future financial performance of the particular legal entity or tax Group in which the deferred tax asset has been recognized.

When a distribution contract with an affiliate has expired and a new distribution contract has not been executed, revenues are based on estimated rates, giving consideration to factors including the previous contractual rates, inflation, current payments by the affiliate and the status of the negotiations on a new contract. When the new distribution contract terms are finalized, an adjustment to Subscription revenues is recorded, if necessary, to reflect the new terms.

e Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 42, 'Employee benefits'.

Recent accounting pronouncements

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Indian Accounting Standard (Ind AS) 115 "Revenue from Contracts with Customers"; notifying amendments to Ind AS 12 "Income Taxes" and Ind AS 21 "The Effects of Changes in Foreign Exchange Rates". Ind AS 115, amendments to the Ind AS 12 and Ind AS 21 are applicable to the Group w.e.f. 1 April 2018.

Standards issued but not yet effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard.

IND AS 116 Leases

Ind AS 116 Leases was notified on 31 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under

Notes forming part of the Consolidated Financial Statements

a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

Amendment to Ind AS

Ind AS 12 "Income Taxes

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

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix 23 recognized by adjusting equity on initial application, without adjusting comparatives.

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

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

Amendment to Ind AS 12 – Income taxes : On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, issued , 'Income Taxes', in connection with accounting for dividend distribution taxes.The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

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

Ind AS 19- Employee Benefits

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

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

Effective date for application of this amendment is annual period beginning on or after April 1, 2019, although early application is permitted. The Group does not have any impact on account of this amendment.

Notes forming part of the Consolidated Financial Statements

(₹ lakhs)

3. Property, plant and equipment

Description of Assets	Furniture and Fittings	Vehicles	Equipments	Freehold Land	Building	Leasehold Asset Improvements	Computers	Plant and Machinery	Total
I. Deemed Cost as at 31 March 2017	**25.09**	**-**	**38.73**	**-**	**-**	**19.32**	**92.29**	**-**	**175.43**
Additions	2.69	-	76.14	-	-	38.66	50.94	-	168.43
Disposals	14.33	-	28.64	-		-	-		42.97
As at 31 March 2018	**13.45**	**-**	**86.23**	**-**	**-**	**57.98**	**143.23**	**-**	**300.89**
Additions	4,509.27	62.37	146.34	1,484.97	5,419.77	96.06	2,886.07	2,422.96	17,027.81
Disposals	86.96	4.80	0.98	-	-	-	234.77	46.24	373.75
Transfer to investment property	-	-	-	1,039.48	2,943.95	-	-	-	3,983.43
As at 31 March 2019	**4,435.76**	**57.57**	**231.59**	**445.49**	**2,475.82**	**154.04**	**2,794.53**	**2,376.72**	**12,971.52**
II. Depreciation upto 31 March 2017	4.66	-	18.68	-	-	14.41	26.02	-	63.77
Depreciation charge for the year	4.21	-	10.44	-	-	6.20	29.75	-	50.60
Disposals	-	-	-	-	-	-	-	-	-
upto 31 March 2018	**8.87**	**-**	**29.12**	**-**	**-**	**20.61**	**55.77**	**-**	**114.37**
Depreciation charge for the year	214.11	4.31	30.09	-	99.04	22.33	276.43	176.75	823.06
Disposals	47.40	2.11	0.62	-	-	-	208.94	36.17	295.24
Depreciation on acquisition	2,736.20	25.10	-		657.99		2,030.45	1,640.58	7,090.32
upto 31 March 2019	**2,911.78**	**27.30**	**58.59**	**-**	**757.03**	**42.94**	**2,153.71**	**1,781.16**	**7,732.51**
Net book value									
As at 31 March 2019	1,523.98	30.27	173.00	445.49	1,718.79	111.10	640.82	595.56	5,239.01
As at 31 March 2018	4.58	-	57.11	-	-	37.37	87.46	-	186.52

	31 March 2019	31 March 2018
Net book value		
Property, plant and equipment	5,239.01	186.52
Capital work-in-progress	343.25	4.98

Notes forming part of the Consolidated Financial Statements

4 Investment property

(₹ Lakhs)

Description of Assets	Furniture & Fixtures	Office Equipment	Computer	Building	Freehold Land (a)	Total
I. Deemed Cost as at 31 March 2017	**526.62**	**354.69**	**129.74**	**10,029.94**	**648.16**	**11,689.15**
Additions	45.33	54.69	29.00	4,932.91	-	5,061.93
Disposals	-	-	-	-	-	-
As at 31 March 2018	**571.95**	**409.38**	**158.74**	**14,962.85**	**648.16**	**16,751.08**
Additions	104.84	96.33	32.47	8,172.85	-	8,406.49
Disposals	-	-	-	-	-	-
Transfer from Property, plant and equipment	-	-	-	2,943.95	1,039.48	3,983.43
As at 31 March 2019	**676.79**	**505.71**	**191.21**	**26,079.65**	**1,687.64**	**29,141.00**
II. Depreciation upto 31 March 2017	**53.18**	**88.66**	**65.64**	**323.08**	**-**	**530.56**
Depreciation charge for the year	68.11	101.80	38.24	500.07	-	708.22
Disposals	-	-	-	-	-	-
upto 31 March 2018	**121.29**	**190.46**	**103.88**	**823.15**	**-**	**1,238.78**
Depreciation charge for the year	69.68	96.04	34.05	877.66	-	1,077.43
Disposals	-	-	-	-	-	-
upto 31 March 2019	**190.97**	**286.50**	**137.93**	**1,700.81**	**-**	**2,316.21**
Net book value						
As at 31 March 2019	485.82	219.21	53.28	24,378.84	1,687.64	26,824.79
As at 31 March 2018	450.66	218.92	54.86	14,139.70	648.16	15,512.30

Net book value	31 March 2019	31 March 2018
Investment property	26,824.79	15,512.30
Investment property under development	28,928.34	35,795.04

a) Acquired pursuant to the Composite Scheme of Arrangement is mortgaged against the Secured Debentures, for land of ₹/lakhs 5.83 (₹/lakhs 2018 - 5.83)

b) The fair value of the group's investment property has been arrived at on the basis of a valuation carried out at that date by independent valuers. The fair value measurement is categories as Level 3, for Building ₹/ lakhs 21,442.87 (₹/ lakhs 2018-14,139.70) and freehold and ₹/lakhs 1,088.88 (₹/lakhs 2018 - 1,057.77)

Notes forming part of the Consolidated Financial Statements

5 Goodwill

(₹ Lakhs)

Description of Assets	Goodwill *
I. Deemed Cost as at 31 March 2017	**-**
Additions during the year	-
Disposals during the year	-
As at 31 March 2018	**-**
Additions during the year	31,323.64
Disposals during the year	-
As at 31 March 2019	**31,323.64**
II. Amortization upto 31 March 2017	**-**
Amortisation for the year	-
Disposals during the year	-
upto 31 March 2018	**-**
Amortisation for the year	-
Disposals during the year	-
upto 31 March 2019	**-**
Net book value	
As at 31 March 2019	**31,323.64**
As at 31 March 2018	-

* Arising on acquisition of MT Educare Limited (refer note 48)

Notes forming part of the Consolidated Financial Statements

6 Intangible assets

(₹ Lakhs)

Description of Assets	Content Development	Software	SAP	Development Rights	MT Educare Brand	Lakshya Brand	Robomate Content Brand	Total
I. Deemed Cost as at 31 March 2017	**793.34**	**64.35**	**-**	**1,186.85**	**-**	**-**	**-**	**2,044.54**
Additions during the year	5.82	-	-	840.00	-	-	-	845.82
Disposals during the year	-	-	-	-	-	-	-	-
As at 31 March 2018	**799.16**	**64.35**	**-**	**2,026.85**	**-**	**-**	**-**	**2,890.36**
Additions during the year	8.66	190.90	8.00	3,150.00	1,095.00	595.10	1,513.70	6,561.36
Disposals during the year	-	-	-	-	-	-	-	-
As at 31 March 2019	**807.82**	**255.25**	**8.00**	**5,176.85**	**1,095.00**	**595.10**	**1,513.70**	**9,451.72**
II. Amortization upto 31 March 2017	297.93	35.55	-	49.45	-	-	-	382.93
Amortisation for the year	250.15	16.99	-	85.98	-	-	-	353.12
Disposals during the year	-	-	-	-	-	-	-	-
upto 31 March 2018	**548.08**	**52.54**	**-**	**135.43**	**-**	**-**	**-**	**736.05**
Amortisation for the year	249.81	27.55	0.15	229.16	130.36	70.85	180.20	888.08
Disposals during the year	-	-	-	-	-	-	-	-
upto 31 March 2019	**797.90**	**80.09**	**0.15**	**364.59**	**130.36**	**70.85**	**180.20**	**1,624.13**
Net book value								
As at 31 March 2019	9.93	175.16	7.85	4,812.26	964.64	524.25	1,333.50	7,827.59
As at 31 March 2018	251.08	11.81	-	1,891.42	-	-	-	2,154.31

	31 March 2019	31 March 2018
Net book value		
Intangible Assets	7,827.59	2,154.31
Intangible Assets under Development	5,300.86	8,424.99

7 Non - current investments

(₹ Lakhs)

	31 March 2019	31 March 2018
Investments in equity instrument (fully paid up)		
Investment carried at fair value through profit and loss		
Others - Unquoted		
1,250 (2018-Nil) Equity Shares of ₹ 25 each fully paid up of The Shamrao Vithal Co-operative Bank Limited	0.31	-
290 (2018-Nil) Equity shares of ₹10/- each fully paid up The Shamrao Vithal Co-operative Bank Limited	0.03	-
Total	**0.34**	**-**
(All the above securities are fully paid up)		

	31 March 2019	31 March 2018
Aggregate amount of unquoted investments	0.34	-

8 Loans

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Security deposits	713.94	-	7,520.56	-
Loans receivables				
Others - considered good (Unsecured) * 3,763.65	-	2,335.44	778.16	
Total	**4,477.59**	**-**	**9,856.00**	**778.16**

*** Loan are given to others for their business purposes.**

9 Other financial assets

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Deposit with banks having original maturity period of more than twelve months (refer note 16 b) #	1,949.18	552.77	-	-
Amount given towards share allotment *	-	20,000.00	-	-
Advances and deposits - unsecured and considered good				
- to related parties	-	-	81.54	70.23
- to others	250.25	141.94	50.01	248.55
Claims receivable	-	-	20.00	-
Contract assets (refer note-38)	-	-	570.10	-
Other receivables	-	-	507.24	-
Total	**2,199.43**	**20,694.71**	**1,228.89**	**318.78**

* During the previous year as per regulation 22(2A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Subscription Shares i.e. 3,19,64,200 equity shares having face value of ₹ 10 each at a price of ₹ 62.57 (including a premium of ₹ 52.57/-) each of MT Educare Limited subscribed to by Zee Learn Limited on a preferential allotment basis has kept in an escrow account.

Zee Learn Limited shall not be able to exercise its voting rights in relation to the Subscription Shares until the completion of the proposed open offer."
Held as lien by bank against bank guarantees issued ₹/Lakhs 1327.46 (2018-Nil)

Notes forming part of the Consolidated Financial Statements

10 Income tax assets (net)

(₹ Lakhs)

	31 March 2019	31 March 2018
Balances with government authorities		
- Direct taxes (net of provisions)	2,818.94	931.06
Total	**2,818.94**	**931.06**

11 Deferred tax assets (net)

The components of deferred tax balances are as under:

(₹ Lakhs)

	31 March 2019	31 March 2018
Deferred tax assets		
Employee retirement benefits obligation	312.92	78.41
Depreciation and amortization	1,799.51	322.78
Provision for expected credit loss	6,911.03	68.88
Disallowance under section 40(a)	150.87	-
	9,174.33	**470.07**
Deferred tax liabilities		
Depreciation and amortization	9.01	9.01
	9,165.32	**461.06**
Mat credit entitlement	11.37	11.37
Deferred tax assets (net)	**9,176.69**	**472.43**

12 Other assets

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Capital advances (unsecured)	744.04	411.50	-	-
Other loans and advances (unsecured)				
Other advances (unsecured)				
- Considered good	834.00	834.00	295.71	124.59
- Considered doubtful	33.71	33.71	-	-
	867.71	**867.71**	**295.71**	**124.59**
Less: Allowances for credit losses	(33.71)	(33.71)	-	-
	834.00	**834.00**	**295.71**	**124.59**
Prepaid expenses	459.40	249.57	227.51	429.28
Gratuity fund	4.02	-	-	-
Asset classified as held for sale *	-	-	64.25	-
Balance with government authorities				
- Advance indirect taxes	100.27	73.72	105.84	58.84
Total	**2,141.73**	**1,568.79**	**693.31**	**612.71**

* The Group intends to dispose off property at Gazipur, as it no longer intends to utilise and hence classified as assets held for sale.

Notes forming part of the Consolidated Financial Statements

13 Inventories

(₹ Lakhs)

	31 March 2019	31 March 2018
Educational goods and equipments	1,314.48	934.14
Total	**1,314.48**	**934.14**

14 Current investments

(₹ Lakhs)

	31 March 2019	31 March 2018
Investments carried at fair value through Profit and loss		
Mutual funds - Quoted (at face value of ₹ 1000 each)		
Nil, (2018- 44,054) units of Axis Liquid Fund -Direct Plan - Daily dividend reinvestment	-	440.97
Nil, (2018-160,101) units of ICICI Preudential Liquid Fund - Direct plan - Daily dividend	-	160.37
Nil (2018-674,749) units of ICICI Prudential Money Market Fund - Direct plan - Daily dividend	-	676.11
11,666, (2018- 11,117) units of Axis Liquid Fund - Daily dividend reinvestment	116.83	111.31
4,616, (2018- Nil) units of Essel Liquid Fund-Regular Plan Growth	94.61	-
Total	**211.44**	**1,388.76**
(All the above securities are fully paid up)		
Aggregate amount of quoted Investments and market value thereof	211.44	1,388.76

15 Trade receivables

(₹ Lakhs)

	31 March 2019	31 March 2018
Considered good - unsecured *	6,399.61	1,507.04
Significant increase in credit risk	3,740.93	199.04
Credit impaired	6,259.35	-
	16,399.89	**1,706.08**
Less: Impairment loss allowance	(11,146.06)	(199.04)
Total	**5,253.83**	**1,507.04**

* include due from related parties ₹ / lakhs 3,269.49 (₹ / lakhs 1,333.55)

For transactions relating to related party receivables, refer note 43

Trade receivables are non-interest bearing and the credit period extended to them is 0-180 days.

Notes forming part of the Consolidated Financial Statements

16 Cash and bank balances

(₹ Lakhs)

	Current	
	31 March 2019	31 March 2018
a Cash and cash equivalents		
Balances with banks -		
- In Current accounts *	2,069.41	2,160.77
- In Deposit accounts	0.69	-
Cash in hand	0.11	0.17
	2,070.21	**2,160.94**
b Other balances with banks		
Balances with banks		
- In escrow account *	-	136.00
- In current accounts @	13.58	3.39
- In deposits with banks having original maturity period upto twelve months #	660.07	135.91
- In deposits with banks having original maturity period of more than twelve months #	1,949.18	552.77
	2,622.83	828.07
Disclosed under "Other non-current financial assets"	(1,949.18)	(552.77)
	673.65	**275.30**
Total	**2,743.86**	**2,436.24**

* represent amount deposited on account of open offer for MT Educare Limited (refer note 48)

@ The Company can utilise these balances only towards settlement of unclaimed dividend 1.62 ₹/lakhs (2018-Nil)

a) Pledged/Lien for Term Loan/debentures Nil (2018 - Nil), Lien for Government authorities 0.50 ₹ /lakhs (2018 - 0.50 ₹/lakhs) Lien for others 43.10 ₹/lakhs (2018 - 621.50 ₹ /lakhs)

b) Held as lien by bank against bank guarantees issued 644.83 ₹/lakhs (2018-Nil)

17 Equity share capital

(₹ Lakhs)

	31 March 2019	31 March 2018
Authorised		
1,000,000,000 (2018-1,000,000,000) Equity Shares of ₹ 1/- each	10,000.00	10,000.00
	10,000.00	**10,000.00**
Issued, subscribed and paid up		
326,078,725 (2018-325,895,472) Equity Shares of ₹ 1/- each fully paid up	3,260.79	3,258.95
Total	**3,260.79**	**3,258.95**

a) Reconciliation of number of Equity shares and Share capital

	31 March 2019		31 March 2018	
	Number of equity shares	₹ Lakhs	Number of equity shares	₹ Lakhs
At the beginning of the year	325,895,472	3,258.95	322,642,381	3,226.42
Add : Allotted on exercise of Employee Stock Option	183,253	1.84	3,253,091	32.53
Outstanding at the end of the year	**326,078,725**	**3,260.79**	**325,895,472**	**3,258.95**

Notes forming part of the Consolidated Financial Statements

b) Terms / rights attached to equity shares

The Group has only one class of equity shares having a par value of ₹ 1 each. The Group declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
In the event of liquidation of the Group, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) The Group has not issued any bonus shares or bought back equity shares during the five years preceding 31 March 2019. Details of aggregate number of shares issued for consideration other than cash during the five years preceding 31 March 2019 is as under:

	31 March 2019	31 March 2018
Equity Shares allotted as fully paid for consideration other than cash, pursuant to Scheme(s) of Amalgamation / Arrangement	262,238,599	262,238,599

d) Details of Equity Shareholders holding more than 5 % of the aggregate Equity shares

Name of the Shareholders	31 March 2019		31 March 2018	
	Number of equity shares	% Shareholding	Number of equity shares	% Shareholding
Jayneer Infrapower & Multiventures Private Limited	76,875,375	23.58%	77,975,375	23.93%
Asian Satellite Broadcast Private Limited	63,052,512	19.34%	63,052,512	19.35%
Polus Global Fund	20,856,608	6.40%	23,825,743	7.31%
Moon Capital Trading Pte. Ltd	20,955,327	6.43%	20,955,327	6.43%

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

e) Employees Stock Option Scheme (ESOP)

The group has amended its Employee Stock Option scheme (ZLL ESOP 2010) to ZLL ESOP 2010- AMENDED 2015 to align the scheme with provisions of Companies Act 2013 and the SEBI (Shared Based Employee Benefits) Regulations 2014 for issuance of upto 16,007,451 stock options (increased from 6,136,390) convertible into equivalent number of equity shares of ₹ 1 each not exceeding the aggregate of 5% of the issued and paid up capital of the Company to the employees of the Company and its susbsidiary viz Digital Ventures Private Limited as amended in board resoultion dated 30 September 2016 at the market price determined as per the SEBI (Shared Based Employee Benefits) Regulations 2014. The said Scheme is administered by the Nomination and Remuneration Committee of the Board.

f) Summary of options granted under the Scheme

	31 March 2019		31 March 2018	
	Average exercise price per share option ₹	Number of options	Average exercise price per share option ₹	Number of options
Opening balance	34.96	5,694,720	32.52	8,017,007
Granted during the year	36.90	25,000	42.28	1,312,254
Exercised during the year (Refer Note (i) below)	31.54	183,253	32.23	3,253,091
Forfeited during the year	36.82	363,842	32.64	381,450
Closing balance	**-**	**5,172,625**	**-**	**5,694,720**
Vested and exercisable	-	3,730,205	-	2,445,512

Notes forming part of the Consolidated Financial Statements

g) Expiry date and exercise prices of the share options outstanding at the end of the year:

Grant date	Expiry date	Exercise price	Share options	
		₹	31 March 2019	31 March 2018
Thursday, January 27, 2011	Saturday, January 27, 2018	26.05	-	-
Monday, January 30, 2012	Wednesday, January 30, 2019	14.50	-	7,725
Wednesday, October 09, 2013	Friday, October 09, 2020	20.85	47,367	66,886
Wednesday, April 02, 2014	Friday, April 02, 2021	27.55	-	-
Monday, September 29, 2014	Wednesday, September 29, 2021	35.25	467,286	533,386
Wednesday, October 28, 2015	Friday, October 28, 2022	31.80	2,152,490	2,322,490
Monday, July 25, 2016	Tuesday, July 25, 2023	31.40	50,000	50,000
Friday, September 30, 2016	Saturday, September 30, 2023	34.15	1,271,299	1,401,979
Monday, January 15, 2018	Wednesday, January 15, 2025	46.50	25,000	25,000
Monday, February 19, 2018	Wednesday, February 19, 2025	42.20	1,134,183	1,287,254
Thursday, August 09, 2018	Saturday, August 09, 2025	36.90	25,000	-
Total			**5,172,625**	**5,694,720**
Weighted average remaining contractual life of options outstanding at end of period			4.23	5.22

h) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	1st Grant	2nd Grant	3rd Grant	4th Grant	5th Grant
Grant date	**27/1/2011**	**30/1/2012**	**09/10/2013**	**02/04/2014**	**29/9/2014**
Weighted average fair value of options granted ₹	23.82	6.89	7.98	400.48	13.3
Exercise price ₹	26.05	14.50	20.85	27.55	35.25
Share price at the grant date ₹	24.70	14.50	22.25	26.85	35.30
Expected volatility	41.56%	38.53%	36.90%	37.02%	38.82%
Risk free interest rate	6.89%	6.93%	7.01%	7.10%	7.15%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	0.66	0.92	1.72	1.92	2.25

Scheme	6th Grant	7th Grant	8th Grant	9th Grant	10th Grant	11th Grant
Grant date	**28/10/2015**	**25/7/2016**	**30/9/2016**	**15/1/2018**	**19/2/2018**	**09/08/2018**
Weighted average fair value of options granted ₹	3.03	200.24	4.80	922.16	15.15	-
Exercise price ₹	31.80	31.40	34.15	46.50	42.20	36.90
Share price at the grant date ₹	32.15	31.35	35.20	46.80	42.75	36.90
Expected volatility	38.87%	37.56%	35.81%	35.05%	35.05%	35.02%
Risk free interest rate	7.21%	6.36%	6.38%	7.04%	7.04%	7.98%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.25%
Expected life of the options (years)	2.79	2.57	2.75	3.3	3.4	3.86

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Notes forming part of the Consolidated Financial Statements

i) Expense arising from share based payments transactions (₹ Lakhs)

	31 March 2019	31 March 2018
Gross expense / (reversal) arising from share based payments	212.64	295.96
Less: Options granted/(forfeited) to/(from) employees of subsidiaries recognised as deemed investment in subsidiaries	-	-
Employee share based payment expense /(reversal) recognised in statement of profit and loss (Refer note 27)	**212.64**	**295.96**

Notes:

(i) The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2019 was ₹ 31.54 (31 March 2018: ₹ 32.23).

18. (a) Other equity (₹ Lakhs)

	31 March 2019	31 March 2018
Reserves and surplus		
Debenture redemption reserve		
As per last balance sheet	812.50	406.25
Add: Transferred from statement of profit & loss account	406.25	406.25
	1,218.75	**812.50**
Securities premium		
As per last balance sheet	12,447.58	11,097.30
Add: On issue of shares under employee stock option plan	510.37	1,350.28
	12,957.95	**12,447.58**
Shared based payment reserve		
As per last balance sheet	523.02	562.79
Add: Options granted during the year	212.63	295.96
Transfer to securities premium on allotment of shares	(202.94)	(335.73)
	532.71	**523.02**
General reserve		
As per last balance sheet	13,971.80	13,971.80
	13,971.80	**13,971.80**
Capital reserve		
Add: Gain on bargain purchase	17.49	-
	17.49	**-**
Retained earnings		
Opening balance	4,325.26	(12.91)
Add : Profit for the year	7,598.57	4,927.91
Remeasurement of defined benefit plans	44.16	17.35
Income tax impact thereon	(13.58)	(5.65)
Less : Appropriations		
Transferred to Debenture redemption reserve	(406.25)	(406.25)
Dividend on equity shares	(326.07)	(162.17)
Tax on dividend on equity shares	(67.02)	(33.02)
	11,155.07	4,325.26
Total	**39,853.77**	**32,080.16**

Notes forming part of the Consolidated Financial Statements

18 (b) Non-Controlling Interest

(₹ Lakhs)

	31 March 2019	31 March 2018
As per last Balance Sheet	-	-
Add : Non-controlling interest arising on account of acquisition of subsidiary	17,363.71	-
Add : Profit for the year	740.04	-
Total	**18,103.75**	**-**

19 Borrowings

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Debentures (Refer note (i) below)	9,540.01	8,516.89	-	-
Intercorporate deposits - Unsecured (Refer note (ii) below) [(Including interest 186.24 ₹/lakhs, (2018-132.25 ₹/lakhs)]	1,485.85	-	-	1,299.61
Total (A)	**11,025.86**	**8,516.89**	**-**	**1,299.61**
Others - Secured				
Term loan from banks (Refer note (iii) below)	17,749.35	14,368.11	2,424.22	1,552.24
Working capital Loan (Refer note (iv) below)			800.70	-
Bank overdraft facility (Refer note (v) below)	-	-	3,560.82	-
Term loan from other parties (Refer note (vi) below)	7,606.37	-	-	-
Less: Amount disclosed under the head "Other financial liabilities" (Refer Note 20b)	(2,841.64)	-	(2,424.22)	(1,552.24)
Total (B)	**22,514.08**	**14,368.11**	**4,361.52**	**-**
Total (A+B)	**33,539.94**	**22,885.00**	**4,361.52**	**1,299.61**

(I) Debentures

650 (2018-650) 10.40% Rated, Unlisted, Secured, Redeemable Non- Convertible Debentures of Rs. 10.00 Lakhs each fully paid up aggregating to ₹/lakhs 6500.00, are issued for a period of 5 years and 3 months from the date of allotment. Debentures will be redeemed on July 8, 2020 in single tranche. The debentures are secured by first pari passu charge on all the fixed and current assets, all the rights, titles and interests to provide security cover of 1.1 times on outstanding amount and DSRA Undertaking by a related party.

(ii) Intercorporate deposits - Unsecured

The loan carries Interest @12.5% p.a and is repayable on or before 31 March 2023.

(iii) Term loans from banks

a) Term loan from bank 2721.59 ₹/lakhs (2018-3500 ₹/lakhs) is secured by way of first ranking charge over movable assets including current assets, loans & advances with minimum coverage of 1.25x for entire tenor of the facility which includes charge on the accounts that receive cash from franchisee/revenue of the Company plus DSRA equivalent to 1 months interest to be maintained upfront and one immediate installment to be maintained one month prior to its schedule payment. The loan carries interest of 9.95% and is repayable in 12 quarterly installments beginning from financial year 2018-19.

b) Term loan from bank 9,350 ₹/lakhs (2018- 9,850 ₹/lakhs) for BKC school Project.

Secured by first charge on over all present and future immovable, moveble and intangible assets of the BKC School Project, the entire current assets of the BKC School Project, including first charge on all the escrow accounts and TRAs held by TALEEM and Group for the Project, as well as assignment of all insurance policies taken for the Project with the Bank as loss payee, all present and future rights, titles and interests of the Project from all contracts, insurances, documents, which the Group is party to including contractor guarantees, liquidated damages and all other contracts or letter of credit, guarantee, performance bond provided by any party to the Group and registered mortgage on lease hold land of the project. The loan is collaterally secured by corporate guarantee from holding company and pledge of 51% shares held by the holding company in digital ventures private limited subject to adherence to BR Act, to be held pari passu with RTL II (₹ 102.21 Cr). The loan carries interest @ bank's base plus spread of 2.65% p.a viz., 12.90% p.a. The loan is repayable in 37 quarterly installments begining from 4th year i.e FY 2018

c) Term loan from bank 2,337 ₹/lakhs (2018- 2462 ₹/lakhs) for BKC schools Project.

Secured by first charge on over all present and future immovable, moveble and intagible assets of the BKC School Project, the entire current assets of the BKC School Project, including first charge on all the escrow accounts and TRAs held by TALEEM and Group for the Project, as well as assignment of all insurance policies taken for the Project with the Bank as loss payee. all present and future rights, titles and interests of the Project from all contracts, insurances, documents, which the Group is party to including contractor guarantees, liquidated damages and all other contracts or letter of credit, guarantee, performance bond provided by any party to the Group. The loan is collaterally secured by corporate guarantee from holding company and pledge of 51% shares held by the holding Group in digital ventures private limited subject to adherence to BR Act, to be held pari passu with RTL II (₹ 102.21 Cr). The loan carries interest @ bank's base plus spread rate of 1.75% p.a viz., 12.50% p.a. The loan is repayable in 37 quarterly installments begining from 4th year i.e FY18.

d) Term loan from bank 1,891.64 ₹ /lakhs (2018-Nil) is secured by, first pari passu hypothecation charge on the entire current assets, movable, immovable and intangible assets (except vehicle) of the Group both present and future, pledge of shares and personal guarantee by one of the promoter of the Group. The loan is repayable in 8 half yearly installments starting from September 2018. Last installment due in April 2022. Rate of interest is 1.75% to 2.75% over banks 12 months MCLR (Range from 10.45% to 11.00% per annum as on March 31, 2019 and March 31, 2018).

Term loan from SVC bank 3759.97 ₹ / lakhs is secured by mortgage of immovable property at Mangalore, securitisation of lease rentals and personal guarantee of shareholders. SVC bank loan is repayable in monthly installments of ₹ 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).

(iv) Working capital loan from bank 800.00 ₹/lakhs (2018- Nil) Secured by way of first pari passu charge on all movable assets including current assets, loans and advances with minimum coverage of 1.25% for the entire tenor facility which includes charge on the accounts that receives cash revenue from franchisee, plus DSRA equivalent to 1 month interest to be maintained upfront and one immediate installment to maintained one month prior to its schedule payment. The loan carries interest of 10.20% and is repayable in 90 days on demand.

(v) Bank Overdraft from bank 3560.82 ₹/lakhs (2018-Nil) is secured by way of first pari passu charge on all the movable assets (including current assets, loans and advances) of the company and cross collateralization of pledge of shares given for term loan. The loan carries interest rates ranges from 10.20% to 12%.

(vi) Term loan from other parties 7589.73 ₹/lakhs (2018-Nil) 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 and personal guarantee by one of the promoter of the Group. Loan is repayable in 10 half yearly installments starting from October 2018. Last installment due in March 2023. Rate of interest is 14.5% per annum.

Notes forming part of the Consolidated Financial Statements

20 Financial liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
a. Trade payables (Refer note 36)				
(1) total outstanding dues of micro enterprises and small enterprises	-	-	529.61	251.98
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	4,233.25	548.86
Total (A)	**-**	**-**	**4,762.86**	**800.84**
b. Other financial liabilities				
Current maturities of long-term borrowings	-	-	5,265.86	1,552.24
Deposits received - Customers	10.45	10.00	2.00	2.00
Deposits received - Others	1,531.28	1,178.76	37.14	-
Creditors for capital expenditure (Refer note 36)	-	-	-	-
(1) total outstanding dues of micro enterprises and small enterprises	-	-	35.22	-
(2) total outstanding dues of creditors other than micro enterprises and small enterprises			351.49	34.48
Employee benefits payable	-	-	1,434.43	22.96
Unclaimed dividend	-	-	13.58	3.39
Book overdraft	-	-	452.73	65.55
Deferred deposit others			880.36	-
Other payables (Refer note 36)				
(1) total outstanding dues of micro enterprises and small enterprises	-	-	7.01	3.25
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	1,950.37	2,496.79
Total (B)	**1,541.73**	**1,188.76**	**10,430.19**	**4,180.66**
Total (A+B)	**1,541.73**	**1,188.76**	**15,193.05**	**4,981.50**

For transactions relating to related party payables, refer note 43

Trade are non-interest bearing and the credit term the for same is generally in the range of 0-90 days.

21 Provisions

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Provision for employee benefits				
- Gratuity	345.91	109.70	135.14	12.75
- Leave benefits	167.06	50.54	95.72	17.24
Others				
- Provision for litigation	-	-	-	65.00
Total	**512.97**	**160.24**	**230.86**	**94.99**

Notes forming part of the Consolidated Financial Statements

22 Other liabilties

(₹ Lakhs)

	Non-Current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Contract liabilities (refer note 38)	313.63	94.07	6,606.85	2,648.62
Deferred deposit income	21,155.19	23,931.89	-	-
Statutory dues payable	-	-	1,602.60	683.56
Others	-	-	1,627.23	207.84
Total	**21,468.82**	**24,025.96**	**9,836.68**	**3,540.02**

23 Current tax liabilities

(₹ Lakhs)

	31 March 2019	31 March 2018
Provision for taxation (net of advances)	0.13	205.77
Total	**0.13**	**205.77**

24 Revenue from operations

(₹ Lakhs)

	31 March 2019	31 March 2018
Services		
- Course fees/royalty	7,398.57	6,049.71
- Franchisee fees	1,167.03	1,341.99
- Lease rental	3,380.61	2,956.88
- Manpower supply & reimbursement of expenses	6,542.82	5,277.37
- Onboarding / recruitment charges	5.34	15.37
- Sale of municipal waste	2,268.35	-
- Coaching and teaching services (net of discount and concession)	17,828.56	-
- Others	48.96	32.07
Sales - Educational goods and equipments	12,003.69	11,177.24
Sales - Hardware and content	951.42	-
Other operating revenue	129.29	33.24
Total	**51,724.64**	**26,883.87**

Notes forming part of the Consolidated Financial Statements

25 Other income

(₹ Lakhs)

	31 March 2019	31 March 2018
Dividend income from		
- Mutual funds	27.84	17.40
- Non current investments as fair value throgh profit and loss	213.45	-
Liabilities / excess provision written back	418.26	37.90
Total (a)	**659.55**	**55.30**
Interest income on financial assets carried at amortised cost	1,252.46	-
Financial guarantee fees	312.56	192.00
Profit on sale of fixed assets (net)	4.49	-
Interest income from		
- Bank deposits	557.25	88.88
- Unwinding of discount of deposit / Financial guarantee obligation	394.50	28.34
- Others	1.69	5.70
Miscellenous Income	12.47	-
Net gain on sale of investments	4.93	-
Net gain on foreign currency transactions and translation	0.56	-
Total (b)	**2,540.91**	**314.92**
Total (a+b)	**3,200.46**	**370.22**

26 Operational cost

(₹ Lakhs)

	31 March 2019	31 March 2018
a) Educational goods and equipments		
Opening - Inventory	934.14	1,365.55
Add: Purchases	4,328.18	3,563.32
Less: Closing - Inventory	(1,314.47)	(934.14)
Total (a)	**3,947.84**	**3,994.73**
b) Other educational operating expenses		
- Rent	2,955.07	250.07
- Electricity	571.55	11.55
- Manpower cost and other professional fees	5,863.07	108.83
- Student material and test expenses	901.41	-
- Others	298.30	141.76
Total (b)	**10,589.40**	**512.21**
Total (a) + (b)	**14,537.24**	**4,506.94**

27 Employee benefits expense

(₹ Lakhs)

	31 March 2019	31 March 2018
Salaries and allowances	12,784.19	6,876.08
Share based payment expense	212.64	295.96
Contribution to provident and other funds	742.82	382.06
Training and recruitment cost	127.29	70.72
Staff welfare expenses	290.12	254.46
Total	**14,157.06**	**7,879.28**

28 Finance costs

(₹ Lakhs)

	31 March 2019	31 March 2018
Interest on - Borrowings	4,029.61	339.48
- Deposit received	165.78	272.14
- Others	234.28	1,261.06
Unwinding deposit	207.71	-
Other financial charges	93.47	38.07
Total	**4,730.85**	**1,910.75**

29 Depreciation and amortisation expense

(₹ Lakhs)

	31 March 2019	31 March 2018
Depreciation on property, plant and equipment	823.05	50.59
Depreciation on investment property	1,077.42	708.22
Amortisation of intangible assets	888.07	353.12
Total	**2,788.54**	**1,111.93**

30 Other expenses

(₹ Lakhs)

	31 March 2019	31 March 2018
Rent	338.90	401.36
Repairs and maintenance - others	491.68	256.75
Insurance	64.86	40.35
Rates and taxes	53.80	118.66
Electricity and water charges	45.04	43.13
Communication expenses	242.62	134.57
Printing and stationery	162.28	55.88
Travelling and conveyance expenses	1,127.35	701.08
Legal and professional charges	1042.41	568.37
Payment to auditors (refer note 35)	47.43	28.27
Freight and packing charges	902.84	1,112.01
Directors sitting fees	9.24	7.50
Bad debts / advances written off	130.67	-
Loss on sale / discard of Property, plant and equipments	-	42.97
Provision for allowances for credit losses	67.65	123.85
Marketing, advertisement and publicity expenses	1,815.94	512.18
Preliminary expenses written off	-	0.03
Loss on sale of investments	43.14	-
Corporate social responsibility expenditure	12.29	16.50
Miscellaneous expenses	659.96	126.10
Total	**7,258.10**	**4,289.56**

Notes forming part of the Consolidated Financial Statements

31 Tax expense

The major components of income tax for the year are as under:

(₹ Lakhs)

	31 March 2019	31 March 2018
Income tax related to items recognised directly in the statement of profit and loss		
Current tax - current year	2,621.04	2,660.80
- earlier years	46.30	-
Deferred tax charge / (benefit)	504.69	(33.08)
Mat credit entitlement - earlier year	(57.32)	-
Total	**3,114.71**	**2,627.72**
Effective tax rate	**27.19**	**34.78**

A reconciliation of income tax expense applicable to profit before income tax at statutory rate to the income tax expense at group's effective income tax rate for the year ended 31 March 2019 and 31 March 2018 is as follows:

(₹ Lakhs)

	31 March 2019	31 March 2018
Profit before tax	**11,453.31**	**7,555.63**
Income tax		
Statutory income tax rate of 29.12% (34.608%) on profit	3,335.20	2,614.85
Undistributed earnings of subsidiaries		
Tax effect on non-deductible expenses	510.37	585.00
Additional allowances for tax purposes	(1,120.47)	(835.96)
Other temporary difference	504.69	(33.08)
Effect of change in tax rate	(44.82)	302.93
Effect of exempt income and income tax at lower rates	(70.26)	(6.02)
Tax expense recognised in the statement of profit and loss	**3,114.71**	**2,627.72**

Deferred tax recognized in statement of other comprehensive income

(₹ Lakhs)

For the year ended 31 March	31 March 2019	31 March 2018
Employee retirement benefits obligation	(161.20)	(5.65)

The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 29.12% (34.608%) for the year ended 31 March 2019. Deferred tax assets and liabilities are offset where the group has a legally enforceable right to do so. For analysis of the deferred tax balances (after offset) for financial reporting purposes refer note 11.

Deferred tax recognized in statement of profit and loss

(₹ Lakhs)

For the year ended 31 March	31 March 2019	31 March 2018
Employee retirement benefits obligation	(395.71)	(21.39)
Depreciation and amortization	7,893.42	31.17
Provision for doubtful debts	(6,842.15)	(42.86)
Other temporary difference	(150.87)	-
Total	**504.69**	**(33.08)**

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

Reconciliation of deferred tax assets / (liabilities) net:		31 March 2019	31 March 2018
Opening balance		461.06	433.63
Deferred tax (charge)/credit recognised in			
- Statement of profit and loss		(504.69)	33.08
- Recognised in other comprehensive income		(161.20)	(5.65)
	Total	**(204.83)**	**461.06**
Other temporary difference (on acquisiton of MT Educare Limited)		9,370.15	-
Mat Credit entitlement		11.37	11.37
	Grand Total	**9,176.69**	**472.43**

32 Leases

A. Operating leases taken by the group :

The Group has taken office, residential facilities and plant and machinery (including equipments) etc. under cancellable/ non-cancellable lease agreements that are renewable on a periodic basis at the option of both the Lessor and the Lessee.

(₹ Lakhs)

	31 March 2019	31 March 2018
Lease rental charges for the year	3,647.95	652.72
Future Lease rental obligation payable (under non-cancellable lease)		
Not later than one year	818.90	502.00
Later than one year but not later than five years	1,500.70	1,963.75
Later than five years	9,579.06	9,842.47

B. Operating leases granted by the group :

The company has given property under cancellable lease agreement that are renewable on a periodic basis at the option of both the Lessor and the Lessee.

Description of significant leasing arrangements

(₹ Lakhs)

	31 March 2019	31 March 2018
Rent income as per statement of profit & loss	3,380.61	2,956.88
Gross carrying value of asset (Including premises in Investments)	31,139.30	19,582.81
Accumulated depreciation	3,482.78	2,181.02
Depreciation recognised in statement of profit & loss	1,301.76	799.47
Impairment losses	-	-

(₹ Lakhs)

	31 March 2019	31 March 2018
Lease rental Income for the year	2,671.78	2,417.00
Future Lease rental obligation receivable (under non-cancellable lease)		
Not later than one year	3,250.75	2,437.15
Later than one year but not later than five years	14,591.36	10,867.88
Later than five years	108,377.01	105,497.17

Notes forming part of the Consolidated Financial Statements

33 a) Contingent liabilities

(₹ Lakhs)

		31 March 2019	31 March 2018
a)	Claims against the group not acknowledged as debts *	46.98	70.87
b)	Disputed direct taxes #	437.39	579.19
c)	Disputed indirect taxes	2,129.93	1,568.74
d)	Corporate guarantee to others [loan outstanding ₹/lakhs 33,963.99 (2018 - ₹/lakhs 15,275.00)] @	49,435.00	16,000.00
e)	Guarantees given in favour of Government bodies	439.61	-

* does not include Interest amount, as interest rate has not been adjudicated by court.

income tax demands mainly include appeals filed by the group before appellate authorities against the disallowance of expenses/claims etc. The manangement is of the opinion that its tax cases will be decided in its favour and hence no provision is considered necessary at this stage.
@ Corporate guarantee includes 2435 ₹/lakhs 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.

b) The Group had entered into and executed third party warehousing arrangement for materials/ study materials with a service provider. During the previous year, there was a dispute with the service provider for the service and group had issued termination letter giving 3 months notice as per terms of the contract. However, the service provider stopped rendering the services during the notice period and had taken custody of the study materials. The group had filed a case in Honorable High Court against the service provider in order to take the materials/ study materials through court process. Group was successful in getting a favorable order from Honorable High Court and obtained the custody of materials/study materials through court process, during March. The group had filed a claim for damage and the matter was under arbitration. The arbitration has been amicably and permanently settled and the group and the service provider have resolved all disputes and differences as per agreed Consent Terms filed with the Sole Arbitrator.

c) The Group has withdrawn the merger with Tree House Education and Accessories Limited (THEAL)and has reserved its rights for suitable actions against adverse allegations by THEAL

34 Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) is ₹/lakhs 5,153.78 (₹/lakhs 2018- 4,847.46)

35 Payment to auditors

For Holding Company

(₹ Lakhs)

	31 March 2019	31 March 2018
Audit fees (including limited review)	17.00	15.75
Tax audit fees	2.00	2.00
Tax representation	1.27	1.27
Certification and Others	1.03	2.70
Total	**21.30**	**21.72**

For Subsidiaries

(₹ Lakhs)

	31 March 2019	31 March 2018
Audit fees	22.67	5.40
Tax audit fees	3.46	1.15
Total	**26.13**	**6.55**

Notes forming part of the Consolidated Financial Statements

36 Micro, small and medium enterprises

Trade and other payables - Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMEDA), which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. On the basis of information and records available with the management, the following disclosures are made for the amounts due to the Micro, Small and Medium Enterprises, which have registered with the competent authorities.

(₹ Lakhs)

		31 March 2019	31 March 2018
a)	The principal amount remaining unpaid to any supplier at the end of each accounting year	896.78	408.28
b)	The interest due thereon remaining unpaid to any supplier at the end of each accounting year	81.05	-
c)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
d)	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
e)	The amount of interest accrued and remaining unpaid at the end of each accounting year	81.05	-
f)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

37 Dividend

Dividend on equity shares is approved by the Board of Directors in their meeting held on 17 May 2019, and is subject to approval of shareholders at the annual general meeting and hence not recognised as a liability (including DDT thereon). Appropriation of dividend is done in the financial statements post approval by the shareholders. Dividend on equity shares for the year ended on 2019: Rs 0.1 per equity share (2018 : 0.1) which aggregates to ₹/lakhs 393.12/- (2018 : 392.25 ₹/lakhs)

38 Disclosures as required by Ind AS 115

The Companies (Indian Accounting Standards) Amendment Rules, 2018 issued by the Ministry of Corporate Affairs (MCA) notified Ind AS 115 "Revenue from Contracts with Customers. The Company has applied this standard 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. Impact on the financial statements upon adoption of Ind AS 115 is not material.

Revenue consists of following :

(₹ Lakhs)

	31 March 2019	31 March 2018
Services		
- Course fees/Royalty	7,398.57	6,049.71
- Franchisee fees	1,167.03	1,341.99
- Lease rental	3,380.61	2,956.88
- Manpower supply & reimbursement of expensees	6,542.82	5,277.37
- Onboarding/Recruitment charges	5.34	15.37
- Sale of Municipal Waste	2,268.35	-
- Coaching and teaching services (net of discount and Concession)	17,828.56	-
- Others	48.96	32.07
Sales - Educational goods and equipments	12,003.69	11,177.24
Sales - Hardware and content	951.42	-
Other operating revenue	129.29	33.24
Total	**51,724.64**	**26,883.87**

Notes forming part of the Consolidated Financial Statements

Revenue Disaggregation by Industrial Vertical & Geography is as follows :

(₹ Lakhs)

Revenue by offerings :	31 March 2019	31 March 2018
Educational Services / India	39,527.52	18,649.63
Construction and leasing (for education) / India	3,380.61	2,956.88
Training, Manpower and related activities / India	8,816.51	5,277.36
Total	**51,724.64**	**26,883.87**

Timing of Revenue Recognition :

(₹ Lakhs)

Revenue by offerings :	31 March 2019	31 March 2018
Services transferred at point in time	14,305.73	12,599.92
Services transferred over period in time	37,418.91	14,283.95
Total	**51,724.64**	**26,883.87**

Contract balances

(₹ Lakhs)

	31 March 2019	31 March 2018
Advances received and unearned revenue (contract liabilities) as at	6,920.48	2,742.69
Unbilled receivables (contract assets) as at	570.10	-
Trade receivables as at	5,253.83	1,507.04

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2019 will be recognised as revenue during the year ended 31 March 2021.

Explanation for contract assets/contract liabilities.

Revenue earned from customers but yet to be billed is initially recognised as contract assets and classified to trade receivables when right to considerations becomes unconditional.

A contract liability is the obligation to transfer services to customer for which the company has received consideration (or an amount of consideration is due) from the customer.

Amount of revenue recognised from

(₹ Lakhs)

	31 March 2019
Amount included in contract liabilities at the beginning of the year	2,917.77

39 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a CSR Committee has been formed by the Group. The Group is required to spend ₹/lakhs 55.37 (₹/lakhs 2018-16.5) against which ₹/lakhs 16.86 (₹/lakhs 2018-16.5) has been spent on activities specified in Schedule VII of the Companies Act, 2013.

40 Rent Expenses

During the year, the Group has incurred total expenditure of ₹ /lakhs 316.06 (2018 - 311.85 ₹ /lakhs) on rent which ₹ /lakhs 222.75 (2018 - 219.80 ₹/lakhs) has been transferred to CWIP. Classification of expenditure in CWIP has been done since the projects are under construction and hence yet to be capitalised.

41 Earnings per share (EPS)

	31 March 2019	31 March 2018
Profit after Tax (₹ lakhs)	7,611.22	4,927.91
Weighted average number of equity shares for Basic EPS (in numbers)	326,032,212	324,530,519
Weighted average number of equity shares for Diluted EPS (in numbers)	326,171,836	325,631,141
Face value of equity shares (₹)	1	1
Basic EPS (₹)	2.33	1.52
Diluted EPS (₹)	2.33	1.51

42 Employee Benefits

The Disclosures as per Ind AS 19 - Employee Benefits is as follows:

A Defined Contribution Plans

"Contribution to provident and other funds" is recognized as an expense in Note 27 "Employee benefit expenses" of the Statement of Profit and Loss.

B Defined Benefit Plans

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave benefits (non funded) is also recognised using the projected unit credit method.

I.	Expenses recognised during the year	31 March 2019	31 March 2018
		Gratuity (Non Funded)	
1	Current Service Cost	76.47	38.99
2	Interest Cost	33.35	7.36
3	Past Service cost	-	-
	Total Expenses	**109.82**	**46.35**

II.	Amount recognized in other comprehensive income (OCI)	31 March 2019	31 March 2018
1	Opening amount recognized in OCI	(31.18)	(13.84)
2	Remeasurement during the period due to		
	- Changes in financial assumptions	(4.73)	(4.85)
	- Changes in experience charges	(42.93)	(12.50)
3	Closing amount recognized in OCI	(78.83)	(31.19)

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

III.	Net (Asset) / Liability recognised in the Balance Sheet as at	31 March 2019	31 March 2018
1	Present value of defined benefit obligation (DBO)	520.35	122.45
2	Net (Asset) / Liability	(520.35)	(122.45)

IV.	Reconciliation of Net (Asset) / Liability recognised in the Balance Sheet as at	31 March 2019	31 March 2018
1	Net (Asset) / Liability at the beginning of year	122.45	121.82
2	Expense as per I above	109.83	46.36
3	Other comprehensive income as per II above	(47.65)	(17.35)
4	Benefits paid	(43.73)	(28.38)
	Net (Asset) / Liability at the end of the year	**140.90**	**122.45**

V.	The following payments are expected to defined benefit plan in future years :	31 March 2019	31 March 2018
1	Expected benefits for year 1	112.65	12.75
2	Expected benefits for year 2 to year 5	330.03	153.44
3	Expected benefits beyond year 5	433.11	181.62

VI.	Actuarial Assumptions	31 March 2019	31 March 2018
1	Discount rate	7.55%	7.42%
2	Expected rate of salary increase	6.33%	6.33%
3	Mortality	IAL (2006-08)	IAL (2006-08)

VII. Sensitivity Analysis

The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points

	Discount Rate	Salary Escalation rate
Impact of increase in 50 bps on DBO	111.02	153.14
Impact of decrease in 50 bps on DBO	154.86	112.13

Notes:

(a) The current service cost recognized as an expense is included in Note 27 'Employee benefits expense' as gratuity. The remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the Actuary.

"Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

C Other long term benefits

The obligation for leave benefits (non funded) is also recognised using the projected unit credit method and accordingly the long term paid absences have been valued. The leave encashment expense is included in Note 27 'Employee benefits expense'.

Notes forming part of the Consolidated Financial Statements

43 Related party transactions

(i) List of parties where control exists

a) Wholly owned Subsidiary companies

Digital Ventures Private Limited
Academia Edificio Private Limited
Liberium Global Resources Private Limited

b) Subsidiary companies

MT Educare Limited (Acquired on 25 May 2018) (extent of holdings - 59.12% [2018-Nil])

Fellow subsidiary companies

Lakshya Forum for Competitions Private Limited (formerly known as Lakshya Educare Private Limited)
MT Education Services Private Limited
Chitale's Personalised Learning Private Limited
Sri Gayatri Educational Services Private Limited
Robomate Edutech Private Limited
Letspaper Technologies Private Limited
Labh Ventures India Private Limited

(ii) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the year.

Asian Satellite Broadcast Private Limited, Direct Media Distribution Ventures Private Limited, Diligent Media Corporation Limited, Digital Satellite Holdings Private Limited, Essel Business Excellence Services Private Limited, Pan India Network Infravest Private Limited, Pri-Media Services Private Limited, Taleem Research Foundation, Zee Entertainment Enterprises Limited, Subhash Chandra Foundation, Essel Infra Projects Private Limited, Essel Corporate Resources Private Limited, Pan India Infrastructures Private Limited, Zee Media Corporation Limited, Essel Finance Business Loans Limited, Essel Highways Limited, Living Entertainment Enterprise Private Limited, Essel Finance AMC Limited, Essel Finance Home Loans LLP, Essel Finance Wealth Services Private Limited, Essel Green Mobility Limited, GNEX Realtech Private Limited, Pan India Infra Project Private Limited Ranhil Utilities SDN BHD Consortium, Pan India Infra Projects Limited, Pan India Utilities Distribution Company Limited, SITI Networks Limited, Zee Akash News Private Limited, Amritsar MSW Limited, Digital Subscriber-Management and consultancy services private limited, Essel Corporate LLP, Essel Green Charge Private Limited, Essel Green LMC Private Limited, Jabalpur MSW Private Limited, Jabalpur Waste Collection and Transportation Management Private Limited, Jay Properties Private Limited, Nagpur Solid Waste Processing And Management Private Limited, NRSS XXXI B Transmission Limited, NRSS XXXVI Transmission Limited, Pallavpuram Tambaram Msw Private limited, Rama Associates Limited, Ranchi MSW Private Limited, Tonk Water Supply Limited, Varanasi STP Projects Private Limited, Warora-Kurnool Transmission Limited, Western Mp Infrastructure & Toll Roads Private Limited, Zee Unimedia Limited, Zen Cruises Private Limited, Mahesh Tutorials Chembur, Mahesh Tutorials Mulund, Himgiri Zee University, Essel Vision Production Limited, EZ-Mall Online Limited.

(₹ Lakhs)

	31 March 2019	31 March 2018
A) Transactions with related parties		
Long- term borrowings	**5,700.00**	**-**
Other related parties		
Asian Satellite Broadcast Private Limited	5,700.00	-
Short- term borrowings	**-**	**1,500.00**
Other related parties		
Asian Satellite Broadcast Private Limited	-	1,500.00
Repayment of Long- term borrowings	**5,700.00**	**-**
Other related parties		
Asian Satellite Broadcast Private Limited	5,700.00	-
Repayment of Short- term borrowings	**-**	**1,500.00**
Other related parties		
Asian Satellite Broadcast Private Limited	-	1,500.00
Interest expense	**206.94**	**146.95**
Other related parties		
Asian Satellite Broadcast Private Limited	206.94	146.95

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

	31 March 2019	31 March 2018
Sales and services	**13,785.00**	**9,237.19**
Other related parties		
Taleem Research Foundation	1,358.72	1,128.13
Himgiri Zee University	56.64	-
Taleem Research Foundation	2,368.97	1,988.31
Amritsar MSW Limited	484.32	-
Digital Subscriber Management and Consultancy Services Private Limited	1.04	-
Essel Business Excellence Services Limited	116.07	82.54
Essel Corporate LLP	6.25	-
Essel Finanace AMC Limited	13.30	4.46
Essel Finance Business Loans Limited	113.56	85.34
Essel Finance Home Loans Limited	44.87	3.23
Essel Finance Management LLP	7.20	8.54
Essel Finance Wealth Services Private Limited.	4.62	-
Essel Finance Wealth Zone Limited	-	2.07
Essel Green Charge Private Limited	0.67	-
Essel Green LMC Private Limited	2.44	-
Essel Green Mobility Limited	2.97	-
Essel Highways Limited	450.27	15.93
Essel Realty Private Limited	9.84	20.51
EZ-Mall Online Limited	8.33	7.84
Gnex Realtech Private Limited	16.51	-
Jabalpur MSW Private Limited	155.98	-
Jabalpur Waste Collection and Transportation Management Private Limited	834.08	-
Jay Properties Private Limited	27.56	10.78
Living Entertainment Enterprise Private Limited	238.83	137.01
MT Educare Limited	19.99	-
Nagpur Solid Waste Processing And Management Private Limited	2.91	-
NRSS XXXI B Transmission Limited	5.91	-
NRSS XXXVI Transmission Limited.	3.96	-
Pallavpuram Tambaram Msw Private Limited	33.62	-
Pan India Infra Project Private Limited Ranhil Utilities SDN BHD Consortium	47.89	-
Pan India Infraprojects Limited	447.67	139.64
Pan India Utilities Distribution Company Limited	8.24	-
Rama Associates Limited	27.83	4.80
Ranchi MSW Private Limited	949.95	-
Sarthak Entertainment Private Limited	1.99	14.51
SITI Networks Limited	2,215.83	2,875.11
Subhash Chandra Foundation	0.90	-
Tonk Water Supply Limited	45.23	-
Varanasi STP Projects Private Limited	8.71	-
Warora-Kurnool Transmission Limited	30.76	-
Western Mp Infrastructure & Toll Roads Private Limited	75.12	-
Zee Akaash News Private Limited	37.59	37.00
Zee Entertainment Enterprise Limited	1,214.08	696.67
Zee Media Corporation Limited	2,282.11	1,946.78
Zee Unimedia Limited - UP	0.38	27.99
Zen Cruises Private Limited	1.29	-

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

	31 March 2019	31 March 2018
Purchase of material	**-**	**6.54**
Other related parties		
Pri-Media Services Private Limited	-	6.54
Purchase of Services	**1,528.35**	**662.24**
Other related parties		
Pan India Network Infravest Private Limited	11.48	13.09
Zee Entertainment Enterprises Limited	92.00	50.86
Diligent Media Corporation Limited.	416.59	178.23
Subhash Chandra Foundation	-	16.50
Essel Infra Projects Private Limited	126.50	23.71
Essel Corporate Resources Private Limited	-	65.35
Essel Vision Production Limited	46.90	42.16
Essel Business Excellence Services Private Limited	711.38	272.34
Prosynapse Consultants Private Limited	12.10	-
Diligent Media Corporation Limited	3.58	-
Mahesh Tutorials Chembur	82.89	-
Mahesh Tutorials Mulund	24.93	-
Reimbursement of expenses	**2,179.87**	**4,223.94**
Other related parties		
Taleem Research Foundation	2,179.87	4,223.94
Capital advance given	**367.55**	**612.64**
Other related parties		
Pan India Infrastructure Private Limited	367.55	612.64
Interest income	**244.14**	**33.32**
Other related parties		
Taleem Research Foundation	162.10	33.32
Financial guarantee fees	**-**	
Other related parties		
Taleem Research Foundation	82.04	-
Unsecured loans given	**2,915.00**	**903.00**
Other related parties		
Taleem Research Foundation	2,915.00	903.00
Unsecured loans repaid	**2,450.00**	**251.00**
Other related parties		
Taleem Research Foundation	2,450.00	251.00
Deposit Received	**485.54**	**11,028.11**
Other related parties		
Taleem Research Foundation - Zee Learn Limited	484.23	252.05
Taleem Research Foundation - Digital Ventures Private Limited	1.31	10,776.06
Managerial Remuneration	**51.26**	**-**
Mr. Ajey Kumar	51.26	-
Guarantees given	**31,000.00**	**-**
Other related parties		
Taleem Research Foundation	31,000.00	-

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

B) Balances outstanding as at 31 March	31 March 2019	31 March 2018
Long-term borrowings	**1,485.85**	**-**
Other related parties		
Asian Satellite Broadcast Private Limited	1,485.85	-
Short- term borrowings	**-**	**1,299.61**
Other related parties		
Asian Satellite Broadcast Private Limited	-	1,299.61
Loans, advances and deposits given	**1,524.44**	**1,156.89**
Other related parties		
Pan India Infrastructure Private Limited	1,444.44	1,076.89
Essel Business Excellence Services Private Limited	80.00	80.00
Advance from customer	**1.15**	**1.15**
Other related parties		
Zee Entertainment Enterprises Limited	1.15	1.15
Deposit Received	**979.37**	**745.87**
Other related parties		
Taleem Research Foundation - Zee Learn Limited	484.23	252.04
Taleem Research Foundation - Digital Ventures Private Limited	495.14	493.83
Deposit Given	**41.04**	**-**
Other related parties		
Mahesh Tutorials Chembur	29.76	-
Mahesh Tutorials Mulund	11.28	-
Trade receivables	**3,269.49**	**1,333.55**
Other related parties		
Himgiri Zee University	32.40	-
Taleem Research Foundation-Zee Learn Limited	233.07	-
Taleem Research Foundation-Digital Ventures Private Limited	2,070.96	1,254.77
Amritsar MSW Limited	94.03	-
Essel Business Excellence Services Limited	0.40	0.12
Essel Finanace AMC Limited	0.16	-
Essel Finance Business Loans Limited	0.01	0.01
Essel Finance Home Loans Limited	0.27	-
Essel Green Charge Private Limited	0.19	-
Essel Green LMC Private Limited	1.07	-
Essel Highways Limited	42.31	5.49
Essel Realty Private Limited	-	1.93
Gnex Realtech Private Limited	2.98	-
Jabalpur MSW Private Limited	14.06	-
Jabalpur Waste Collection and Transportation Management Private Limited	103.54	-
Living Entertainment Enterprise Private Limited	40.78	1.18
Nagpur Solid Waste Processing And Management Private Limited	0.48	-
NRSS XXXI B Transmission Limited	1.00	-
NRSS XXXVI Transmission Limited.	0.47	-
Pallavpuram Tambaram Msw Private Limited	4.79	-
Pan India Infra Project Private Limited Ranhil Utilities SDN BHD Consortium	4.10	-
Pan India Infraprojects Limited	23.71	0.46
Pan India Utilities Distribution Company Limited	0.12	-
Rama Associates Limited	0.05	-
Ranchi MSW Private Limited	71.07	-
SITI Networks Limited	252.42	0.02
Subhash Chandra Foundation	0.17	-
Tonk Water Supply Limited	4.14	-
Varanasi STP Projects Private Limited	1.12	-
Warora-Kurnool Transmission Limited	3.50	-
Western Mp Infrastructure & Toll Roads Private Limited	7.39	-
Zee Akaash News Private Limited	3.85	-
Zee Entertainment Enterprise Limited	21.05	63.50
Zee Media Corporation Limited	233.83	2.58
Zee Unimedia Limited - UP	-	3.49
Other payables	**688.41**	**123.39**
Other related parties		
Pan India Network Infravest Private Limited	3.87	0.01
Diligent Media Corporation Limited	158.09	3.12
Zee Entertainment Enterprises Limited	73.89	11.38
Essel Infra Projects Private Limited	82.16	23.71
Essel Vision Production Limited	33.28	-
Essel Business Excellence Services Private Limited	284.16	33.10
Zee Media Corporation Limited	41.00	41.00
Prosynapse Consultants Private Limited	-	11.07
Diligent Media Corporation Limited	0.21	-
Mahesh Tutorials Chembur	9.07	-
Mahesh Tutorials Mulund	2.68	-
Guarantees given	**31,000.00**	**-**
Other related parties		
Taleem Foundation	31,000.00	-
Guarantees received		
Other related parties	**5,300.00**	**5,300.00**
Zee Entertainment Enterprises Limited		
Jointly Corporate Guarantee given by Direct Media Distribution Ventures Private Limited and Digital Satellite Holdings Private Limited	5,300.00	5,300.00

Note:1) Figures considered based on the IND AS financials of the company.

Notes forming part of the Consolidated Financial Statements

44 Segment reporting

The Group follows Ind AS 108 ""Operating Segment"" relating to the reporting of financial and descriptive information above their operating segments in financial statements:

The Group's reportable operating segments have been determined in accordance with the business operations, which is organised based on the operating business segments as described below.

1 **"Educational"** which principally provides learning solutions and delivers training.

2 **"Construction and leasing for education"** which principally consists of constructing and leasing of properties for commercial use.

3 **"Training Manpower and related activities"** which principally provides services related to consultancy and advisory in areas of human resources, viz. manpower placement, recruitment, selection, business process and others.

There being no business outside India, the entire business is considered as a single geographic segment.

Primary segment disclosure - Business segment for the year ended 31 March 2019

(₹ Lakhs)

Particulars	31 March 2019	31 March 2018
Segment revenue		
- Educational services and related activities	39,816.47	18,634.25
- Construction and leasing (for education)	3,380.61	2,956.88
- Training, Manpower and related activities	8,898.80	5,349.79
Total segment revenue	**52,095.88**	**26,940.92**
Less: Inter segment revenue	371.24	57.05
Net Sales / Income from operations	**51,724.64**	**26,883.87**
Segment results (Profit before tax and interest from ordinary activities)		
- Educational services and related activities	11,866.76	8,276.52
- Construction and leasing (for education)	768.41	617.94
- Training, Manpower and related activities	348.53	201.70
Total segment results	**12,983.70**	**9,096.16**
Add / (Less) :		
Finance cost	(4,730.85)	(1,910.75)
Interest income	2,518.45	314.92
Unallocable	682.01	55.30
Total profit before tax from ordinary activities	**11,453.31**	**7,555.63**
Less : Tax expenses		
Current tax - current year	2,621.04	2,660.80
- earlier year	46.30	-
Defferred tax	504.69	(33.08)
MAT credit entitlement - earlier year	(57.32)	-
Profit after tax	**8,338.60**	**4,927.91**
Capital employed (Segment assets less Segment liabilities)		
- Educational services and related activities	80,845.48	26,427.50
- Construction and leasing (for education)	43,196.24	43,261.58
- Training, Manpower and related activities	584.07	253.95
- Unallocable (net)	(49,897.83)	(3,113.84)
Total capital employed in segments	**74,727.96**	**66,829.19**
Less: Inter segment eliminations	31,613.40	31,490.08
Total capital employed	**43,114.56**	**35,339.11**

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

Particulars	31 March 2019	31 March 2018
Capital expenditure		
- Educational services and related activities	52,276.24	195.45
- Construction and leasing (for education)	1,565.66	1,116.71
- Training, Manpower and related activities	0.27	-
	53,842.17	**1,312.16**
Depreciation		
- Educational services and related activities	1,478.76	312.46
- Construction and leasing (for education)	1,309.74	799.47
- Training, Manpower and related activities	0.04	-
	2,788.54	**1,111.93**

45 Educational Infrastructure Projects under execution

During the previous year, the Group had taken lands at four locations on lease and has acquired land at one location for the purposes of setting up of educational infrastructures. The Group has also acquired development rights to develop a piece and parcel of land, from TALEEM Research Foundation at Mumbai, to build educational infrastructure. This development right is acquired for 30 years w.e.f 1 January 2010 against a lump sum development fee of ₹/lakhs 10,500. The civil work for construction of all these educational infrastructures is in progress and are at different stages of construction.

46 Present business activities

The group has contined to increase its business during the year by leasing out the additional completed part of the premises so constucted at Goa, Nagpur, Karnal and Patiala to the Educational Trusts. The civil work for the balance of the construction of the buildings at the above locations are in progress. The development rights acquired by the company is also for the said purpose.

47 Financial Instruments

I) Financial risk management objective and policies

The group's principal financial liabilities, comprise loans and borrowings, trade advances, deposits and other payables. The main purpose of these financial liabilities is to finance the group's operations. The group's principal financial assets include investments, loans, trade receivables, other receivables, and cash and cash equivalents that derive directly from its operations.

The group is exposed to market risk, credit risk and liquidity risk. The group's management oversees the management of these risks.

a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, other financial instruments.

1) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair value of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that future cash flows of floating interest bearing investments will vary because of fluctuations in interest rates.

The group's exposure to the risk of changes in market interest rates relates primarily to the group's long-term loan from banks. Non-Redeemable Debentures and Intercorporate deposits carries fixed coupon rate and hence is not considered for calculation of interest rate sensitivity of the group.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the group's profit before tax is affected through the impact of change in interest rate of borrowings, as follows: **(₹ Lakhs)**

	Increase / decrease in basis points	Effect on Profit before tax
As on 31 March 2019	+ 50 / - 50	134.38
As on 31 March 2018	+ 50 / - 50	71.84

Notes forming part of the Consolidated Financial Statements

2) Foreign currency risk

The group enters into transactions in currency other than its functional currency and is therefore exposed to foreign currency risk. The group analyses currency risk as to which balances outstanding in currency other than the functional currency of that group. The management has taken a position not to hedge this currency risk.

The group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are not hedged considering the insignificant impact and period involved on such exposure.

The following table sets forth information relating to foreign currency exposure:

(₹ Lakhs)

Currency	Assets as at		Liabilities as at	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
United States Dollar (USD)	-	-	2.00	-
Arab Emirates Dirham (AED)	7.81	-	-	-

Foreign Currency sensitivity analysis

The following table demonstrates the sensitivity to a 10% increase / decrease in foreign currencies with all other variable held constant. The below impact on the group's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liablities at balance sheet date.

(₹ Lakhs)

Currency	Sensitivity analysis			
	31 March 2019		31 March 2018	
	₹ decrease by 10%	₹ increase by 10%	₹ decrease by 10%	₹ increase by 10%
United States Dollar (USD)	0.20	(0.20)	-	-
Arab Emirates Dirham (AED)	(0.78)	0.78	-	-

3) Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers, deposits and loans given, investments and balances at bank.

The group measures the expected credit loss of trade receivables based on historical trend, industry practices and the business enviornment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

Ageing of trade receivables (₹ Lakhs)

	As at 31 March 2019	As at 31 March 2018
Trade Receivables (Unsecured)		
Over six months	3,911.20	753.80
Less than six months	12,488.69	952.28
Total	**16,399.89**	**1,706.08**

(₹ Lakhs)

	As at 31 March 2019	As at 31 March 2018
Movement in allowance for credit loss during the year was as follows :		
Opening Balance		-
Add :- Provided during the year	11,146.06	199.04
Less:- Reversal during the year	-	-
Balance as at	11,146.06	199.04
Net Trade receivable	**5,253.83**	**1,507.04**

Notes forming part of the Consolidated Financial Statements

Credit risk on cash and cash equivalents is limited as the group generally invest in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in liquid mutual fund units and non convertible debentures.

b) Liquidity risk

Liquidity risk refers to the risk that the group cannot meet its financial obligations. The group's principal source of liquidity are cash and cash equivalents and the cash flow i.e. generated from operations. The group consistently generated strong cash flows from operations which together with the available cash and cash equivalents and current investment provides adequate liquidity in short terms as well in the long term.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2019

(₹ Lakhs)

	Due in 1st year	Due in 2 to 5th year	Due in 5th years & more
Financial Liabilities			
Trade payable and other financial liabilities	15,193.05	-	1,541.73
Borrowings*	4,361.52	33,539.94	-
Total	**19,554.57**	**33,539.94**	**1,541.73**

* Current maturities of borrowings aggregating ₹/lakhs 5265.86 from part of other financial liabilities hence the same is not consider separately in borrowings.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2018

(₹ Lakhs)

	Due in 1st year	Due in 2 to 5th year	Due in 5th years & more
Financial Liabilities			
Trade payable and other financial liabilities	4,981.50	-	1,188.76
Borrowings*	1,299.61	22,885.00	-
Total	**6,281.11**	**22,885.00**	**1,188.76**

* Current maturities of borrowings aggregating ₹/lakhs 1552.24 from part of other financial liabilities hence the same is not consider separately in borrowings.

ii) Capital Management

For the purpose of the group' s capital management, capital includes issued capital and all other equity reserves. The group manages its capital structure to ensure that it will be able to continue as a going concern while maximising the return to the stakeholders.

The group monitors capital using gearing ratio, which is total debt divided by total capital plus debt

(₹ Lakhs)

	As at 31 March 2019	As at 31 March 2018
Gross Debt (inclusive long term and short term debt)*	37,901.46	24,184.61
Less: Cash and cash equivalents and Other Bank Balances	(2,743.86)	(2,436.25)
Net Debt	35,157.60	21,748.36
Total Equity	43,114.56	35,339.11
Total Capital	**78,272.16**	**57,087.47**
Gearing ratio	**44.92%**	**38.10%**

` * include current maturities of borrowings.

Notes forming part of the Consolidated Financial Statements

iii) Categories of financial instruments and fair value thereof

(₹ Lakhs)

Particulars	As at 31 March 2019		As at 31 March 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets				
i) Measured at amortised cost				
Trade receivables	5,253.83	5,253.83	1,507.04	1,507.04
Cash and cash equivalents and bank balances	2,743.86	2,743.86	2,436.24	2,436.24
Non-current Investments	-	-	-	-
Other financial assets	3,428.32	3,428.32	21,013.49	21,013.49
Loans and advances	9,856.00	9,856.00	778.16	778.16
ii) Measured at fair value through profit and loss account				
Non-Current investments	0.34	0.34	-	-
Current investment	211.44	211.44	1,388.76	1,388.76
B) Financial liabilities				
i) Measured at amortised cost				
Trade payables	4,762.86	4,762.86	800.84	800.84
Borrowings (Non current)	33,539.94	33,539.94	22,885.00	22,885.00
Borrowings (Current)	4,361.52	4,361.52	1,299.61	1,299.61
Other financial liabilities	11,971.91	11,971.91	5,369.42	5,369.42

The management assessed that cash and cash equivalents and bank balances, trade receivables, other financial assets, certain investments, trade payables and other current liabilities approximate their fair value largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the year presented.

(iv) Fair value hierarchy

The following table provides the fair value measurment hierarchy of the group's assets and liabilities.

Quantative disclosures of fair value measurement hiererchy for assets and liabilities as at 31 March 2019

(₹ Lakhs)

Financial assets	Fair Value as at		Fair Value Heirarchy	Valuation Technique(s) & key inputs used
	31 March 2019	31 March 2018		
Investment in Mutual funds	211.44	1,388.76	Level 1	Quoted in an active market
Total	**211.44**	**1,388.76**		

Investments measured at fair value are tabulated above. All other financial assets and liabilities at amortised cost are in Level 1 of fair value hirarchy.

The fair values of the financial assets and financial liabilities included in the level 1 categories above have been determined in accordance with quoted in active market.

48 Acquisition of MT Educare Limited

The Company has acquired 3,19,64,200 shares @ 62.57 [including premium of Rs.52.57] through Share Subscirpiton agreement and 1,07,36,973 Shares @ 72.76 [including premium of Rs. 62.76] through Open offer of "MT Educare Limited" and subsequently it has become subsidiary (extent of holding 59.12%) of the company with effect from 25 May 2018.

	Particulars	(₹ Lakhs)
	Net worth as on May 2018	20,048.57
Add :	Brand of MT Educare Limited (as per valuation report)	1,095.00
Add :	Brand Lakshya (as per valuation report)	595.10
Add :	Robomate Content (as per valuation report)	1,513.70
Less :	Goodwill on consolidation	1,627.52
Less :	Other intangible assets	1,397.72
Less :	Intangible assets under development	69.14
Less :	Current asset	6,350.00
	Net asset taken over	**13,807.99 (A)**
	Purchase Consideration	
	Market Value for Non Controlling interest	17,319.41
	Consideration Paid by Zee Learn Limited (through Preferential and Equity Allotment)	27,812.22
	Total Fair Value of company	**45,131.63 (B)**
	Goodwill	**31,323.64 (B-A)**

49 Acquisition of Labh Ventures Private Limited

On 1 September 2018, the MT Educare Limited, subsidiary company purchased 100% shareholding of Labh Ventures India Private Limited by way of execution of Share Purchase Agreement. Accordingly, Labh Ventures India Private Limited has become wholly owned subsidiary of the MT Educare Limited. This acquisition is being accounted in accordance with the acquisition method as described under Ind AS 103 "Business Combinations".

The details of purchase consideration, the net assets acquired and bargain purchase are as follows:

Particulars	(₹ Lakhs)
(a) Property, plant and equipment	5,935.79
(b) Non-current investments	0.03
(c) Cash and cash equivalents	48.80
(d) Current Tax assets	67.33
(e) Other current assets	1.10
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 ©	**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

50 Collateral / Security Pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the company and subsidiary company are as under ;

(₹ Lakhs)

	31 March 2019	31 March 2018
Property, plant and equipment (includes Capital work in progress, Investment property, Investment property under development, Goodwill, Intangible assets and Intangible assets under development)	74,463.84	62,078.14
Inventories	1,314.48	934.14
Other current and non-current assets	28,600.32	29,172.66
Total assets pledged	**104,378.64**	**92,184.94**

51 Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

(₹ Lakhs)

	As at 31 March 2018	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2019
				Interest Accured	Other Charges	
Long Term Borrowings (Including Current maturities)	**22,885.00**	36,220.08	(19,420.10)	(3,303.40)	-	**36,381.58**
Short Term Borrowings (For Bank, Financial Institution and intercorporate deposits etc.)	**2,851.85**	4,660.11	-	(726.21)	-	**6,785.75**
Dividend paid (including dividend tax)	-	-	381.14	-	-	**-**

Notes forming part of the Consolidated Financial Statements

52 Additional Information as required by Schedule III of the Companies Act 2013

(₹ Lakhs)

	Name of the entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or loss		Shares in Other Comprehensive Income		Share in Profit or loss after Other Comprehensive Income	
		% of consolidated net assets	Amount	% of consolidated Profit	Amount	% of consolidated Profit	Amount	% of consolidated Profit	Amount
I	**Parent -**								
	Zee Learn Limited	36.92%	41,276.09	72.94%	6,169.58	35.64%	17.13	72.73%	6,186.71
II	**Subsidiaries -**								
	MT Educare Limited	17.52%	19,581.84	21.04%	1,779.30	64.41%	30.96	21.28%	1,810.26
	Digital Ventures Private Limited	28.96%	32,379.71	2.24%	189.64	-0.05%	(0.02)	2.23%	189.62
	Academia Edificio Private Limited	0.00%	(2.01)	-0.01%	(1.11)	0.00%	-	-0.01%	(1.11)
	Liberium Global Resources Private Limited	0.41%	456.76	3.79%	320.93	0.00%	-	3.77%	320.93
	Non Controlling Interest in subsidiaries	**16.19%**	**18,103.75**	**0.00%**	**-**	**0.00%**	**-**	**0.00%**	**-**

Note: Net assets / Share of Profit of subsidiary are considered based on the respective audited standalone financial statements without considering eliminations / consolidation Ind As adjustments.

53 The consolidated financial statements (herewith referred to as "financial statements") of the group for the year ended 31 March 2019, were authorised for issue by board of directors at their meeting held on 17 May 2019.

54 Prior year comparatives

Previous year's figures have been regrouped / reclassified / rearranged wherever necessary to correspond with the current year's classifications / disclosures, figures in brackets pertain to previous year.

Notice

NOTICE is hereby given that the Ninth Annual General Meeting of the members of **Zee Learn Limited** will be held on Thursday, the 26th day of September, 2019 at 11:30 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 declare dividend of ₹ 0.10 per Equity Share for the financial year ended March 31, 2019.

3. To appoint a Director in place of Mr. Ajey Kumar (DIN 02278096), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

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

RESOLVED THAT in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, M/s MGB & Co. LLP, Chartered Accountants (Firm Registration No. 101169W/W-100035), be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Meeting to hold such office till the conclusion of the 10th Annual General Meeting, at a remuneration of ₹ 21,30,000/- (Rupees Twenty One Lakh Thirty Thousand only) to conduct the audit for the financial year 2019-20 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.

SPECIAL BUSINESS:

5. **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. 55,000 /- (Rupees Fifty Five thousand) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s Vaibhav P Joshi & Associates, Cost Accountants (Firm Registration No 101329) for conduct of audit of the cost records of the Company for the financial year 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.

6. **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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), Mr. Roshan Lal Kamboj (DIN: 01076066), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 17, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retirement by rotation for a period of 3 (three) consecutive years up to May 16, 2022.

By order of the Board

Place: Mumbai
Date: August 14, 2019

Bhautesh Shah
Company Secretary

Registered Office:
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018
CIN: L80301MH2010PLC198405
E-mail : investor_relations@zeelearn.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 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 is annexed.

3. The register of Members and Share Transfer books of the Company will be closed from Thursday, September 19, 2019 to Thursday, September 26, 2019 (both days inclusive). Equity Dividend, if approved by Members at the Annual General Meeting will be paid on or after October 3, 2019 to all those Equity Shareholders whose name appear in the Register of Members of the Company as on the book closure date after giving effect to all valid transfers in physical form lodged with the Company or its Registrar and in the list of beneficial owners furnished by the Depositories, in respect of shares held in electronic form.

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. 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.

6. 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.

7. 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 investor_relations@zeelearn.com.

8. 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.zeelearn.com.

9. 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.

10. 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 day's notice in writing is given to the Company.

11. Members / proxies are requested to bring the duly filled attendance slip attached herewith to attend the meeting.

12. 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.

13. As per the provisions of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members holding shares in single name and physical form may send duly completed and signed nomination form to the Registrar and Share Transfer Agent. Members holding shares in dematerialised form may contact their respective Depository Participant/s.

14. 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.

15. 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 9th 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. and will end on September 25, 2019 at 5:00 p.m. 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.

16. 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.

17. 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.

18. The voting rights of Members either by way of remote evoting 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.

19. 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.

20. The Company has appointed Mrs. Mita Sanghavi, Practicing Company Secretary 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.

21. 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 evoting 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.

22. The Results declared along with the Scrutiniser's report shall be placed on the website of the Company www.zeelearn.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.

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

(I) The voting period begins on Monday, September 23, 2019 at 9:00 a.m. and ends on Wednesday, September 25, 2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 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 Image Verification 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 <Zee Learn 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. 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 Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

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• 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. 4

The Board on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/s MGB & Co. LLP, Chartered Accountants Mumbai having Firm Registration No. 101169W/W-100035 as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Tenth AGM as per the remuneration set out in the resolution relating to their appointment.

M/s MGB & Co. LLP, Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Your Board recommends the ordinary resolution as set out in Item No. 4 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. 4.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Vaibhav P. Joshi & Associates, Cost Accountants (Firm

Registration No 101329) to conduct the audit of the cost records of the Company relating to its Education Services for the Financial Year ending March 31, 2019 on a remuneration of Rs. 55,000/- (Rupees Fifty Five 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. 5 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. 5 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. 5.

Item No. 6

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, had appointed Mr. Roshan Lal Kamboj as an Additional Director of the Company in the category of Independent Director effective May 17, 2019. Pursuant to the provisions of Section 161 of the Act and Article 89 of the Articles of Association of the Company, Mr. Roshan Lal Kamboj will hold the office till next Annual General Meeting.

As per the Companies (Amendment Act), 2017, exemption is provided under Section 160 of the Companies Act, 2013 from the requirement of deposit of an amount of ₹1 lakh, if the director appointed is an Independent Director recommended by the Nomination and Remuneration Committee constituted under Section 178(1) of the Companies Act, 2013. Accordingly, Mr. Roshan Lal Kamboj being appointed as an Independent Director recommended by the Nomination and Remuneration Committee at its meeting held on May 17, 2019, the requirement of deposit of amount for his candidature does not arise.

The Company has received from Mr. Roshan Lal Kamboj (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Roshan Lal Kamboj as an Independent Director of the Company, not liable to retire by rotation, for a period of three (3) years commencing from May 17, 2019 until May 16, 2022.

In the opinion of the Board, Mr. Roshan Lal Kamboj ful lls the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Mr. Roshan Lal Kamboj as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days.

The profile and specific areas of expertise of Mr. Roshan Lal Kamboj are provided as below:

Name of Director	Mr. Roshan Lal Kamboj
DIN	01076066
Date of Appointment	May 17, 2019
Qualification	Commerce Graduate
Expertise in specific functional areas	Mr. Kamboj is an Industrialist and serves as a Whole time Director of Gold Laminates (India) Limited. Further, he is also a Partner and Producer in Roshan Lal and Ravi Raj creations.
No. of Equity shares held	Nil
Directorships held in Indian Public Companies as on August 14, 2019	1
Relationship with any other Director inter-se	None

Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no.6 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Roshan Lal Kamboj (whose appointment is proposed in this resolution) are in any way, concerned or interested, financial or otherwise, in this resolution and except to the extent of their shareholding in the Company, if any.

By order of the Board

Bhautesh Shah
Company Secretary

Place: Mumbai
Date: August 14, 2019

Registered Office:
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018

MAP OF AGM VENUE

Notes

ZEE LEARN LIMITED

Regd. Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400 018
Tel:-91-22-40343900 **Fax**:-91-22-24955974
CIN: L80301MH2010PLC198405 **Website**: www.zeelearn.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companie (Management and Administration) Rules, 2014]

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 Zee Learn Limited, hereby appoint

1. Name: _____ E-mail ID: _____

Address: _____ Signature: _____ or failing him.

2. Name: _____ E-mail ID: _____

Address: _____ Signature: _____ or failing him.

3. Name: _____ E-mail ID: _____

Address: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Thursday, September 26th, 2019 at 11:30 a.m. at the "**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:

	Resolutions	For	Against
1.	Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2019 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon.		
2.	Declare dividend of ₹.0.10 per equity share for the financial year ended March 31, 2019		
3.	Re-appointment of Mr. Ajey Kumar as a Director of the Company, all this earlier terms and conditions or appointment remaining same		
4.	Appointment of Statutory Auditors		
5.	Ratification of remuneration of M/s Vaibhar P Joshi associates, Cost Auditors of the Company for the financial year 2019-20		
6.	Appointment of Mr. Roshan Lal Kamboj as Independent Director of the Company		

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.*

ZEE LEARN LIMITED

Regd. Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400 018
Tel:-91-22-40343900 **Fax**:-91-22-24955974
CIN: L80301MH2010PLC198405 **Website**: www.zeelearn.com

ATTENDANCE SLIP

9th Annual General Meeting – September 26th, 2019 at 11:30 a.m.

I/We hereby record my/our presence at the 9th Annual General Meeting of the Company at "The Hall of Culture", Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018, Thursday, September 26th, 2019 at 11.30 a.m.

Name of Shareholder/Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy

Folio No _____

Client ID # _____

DP ID _____

No of Shares _____

(Applicable for shareholders holding shares in dematerialized form)