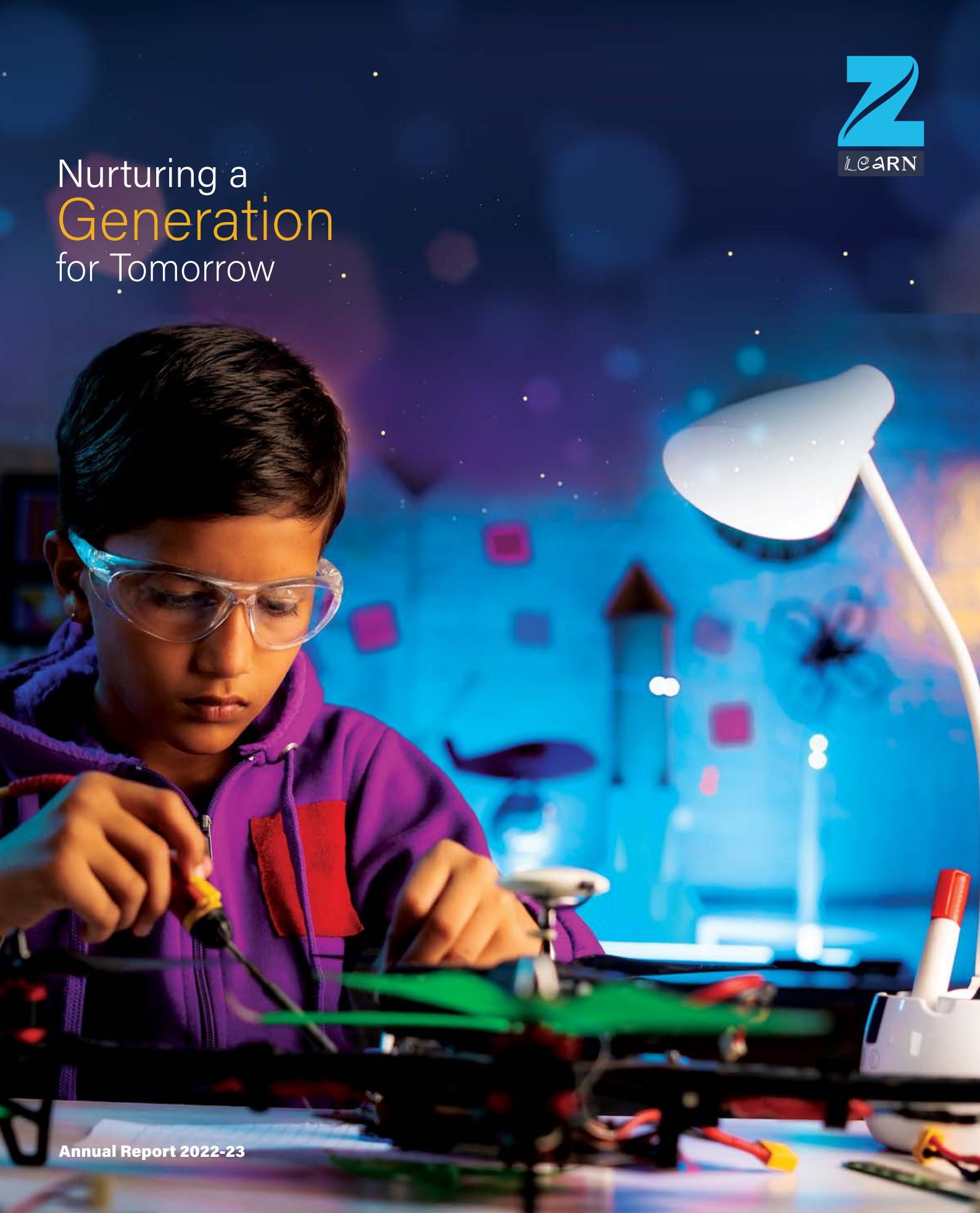
Nurturing a Generation for Tomorrow



Annual Report 2022-23

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Read more about us

https://zeelearn.com

Forward-looking statements

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

At Zee Learn, we shoulder the responsibility of nurturing the next generation that will shape India's tomorrow. As a country brimming with youthful potential, we recognise that our future is built upon the solid foundation of our youth. Ever since our inception, our mission to empower this invaluable resource has remained consistent. By offering a blend of both online and offline teaching methods, we aspire to provide our students with a comprehensive learning experience.

Central to our approach is the focus on enabling holistic development. With innovative teaching methods, we address the physical, intellectual, and emotional needs of our students, equipping them with the skills requisite to adapt to the dynamic job landscape. Through thoughtfully designed tech-enabled educational and training modules, we cater to each learner's specific requirements, ensuring their growth is nurtured in the most personalised and effective way feasible.

By providing quality education and training, we are creating a gateway to brighter career prospects and a profoundly enriching quality of life. With a growing awareness of the significance of quality education and its increasing accessibility in India, we stand resolutely optimistic in our pursuit of further enhancing our performance.

We are poised to not only advance the career prospects of our students but also contribute to the cause of nation-building. Together, we will make significant strides in transforming dreams into reality, empowering the leaders and change makers of tomorrow.


KIDZEE

CEO's Message

> "We are re-designing our curriculum to move beyond rote learning and help our students develop critical thinking skills."

Dear esteemed shareholders,

It gives me immense pleasure to pen down my thoughts at the culmination of an extremely successful year. This Annual Report summarises our key operational highlights during financial year 2022-23, while also defining our strategic vision for the year ahead.

Keeping up with a dynamic operating environment

At Zee Learn, we have been at the forefront of evolving learning needs in the country. As a leading player in Core Education, we fully understand our responsibility, which is to prepare our students for an uncertain and ever-changing future. To equip them with the skills, perspective and adaptability necessary to navigate the complexities of the future, we are implementing several initiatives, which are discussed below:

- We are re-designing our curriculum to move beyond rote learning and help our students develop critical thinking skills. Our objective is to provide learners not merely with knowledge, but also the capability to analyse problems and synthesize solutions in creative ways.
- The educational medium is changing, with the traditional classroom transforming into a hybrid model that integrates online learning with hands-on, experiential activities. Technologies such as projection systems, smart boards and interactive panels are becoming integral to the educational experience. In keeping with this, we are also developing a blend of both online and offline teaching methods, where technology is being utilized judiciously to facilitate learning impactfully and physical interactions foster practical skill development.
- The emergence of the New Education Policy and its mandates are shifting our focus. Early childhood education of superior quality has long been recognised by us, as the foundation for future success. Additionally, we are emphasising skill-building in areas such as numeracy, linguistics, emotional intelligence, technology adoption and other emerging fields. These initiatives underscore our proactive approach to aligning ourselves with the evolving landscape.
- The concept of lifelong learning has now become more critical than ever. The rapid transformation in our world means that what we know today may become outdated tomorrow. To stay ahead of the curve amid these challenges, we are re-evaluating our courses, their content and their duration, and offering learning opportunities beyond the mandated curriculum, for higher-grade students. This adaptability ensures individuals have the tools they need to keep evolving in tandem with the world around them.

A brief overview of our operational highlights

A revival of our organisation

If we look at the year gone by, it was a period of revival for our organisation,

following two difficult years of the pandemic. We recognised the need for re-building a cohesive team, re-establishing our organisational structure and re-vitalizing the entire organization towards a single-minded objective of regaining our leadership position. During the fiscal year, our top-line numbers demonstrated robust growth. This improved performance can be attributed to prudent investments in process optimisation and the deployment of best-in-class technologies to boost productivity.

A revolutionary new curriculum

From a consumer standpoint, one of the most notable changes we made in the reporting year was a complete overhaul of our pre-primary curriculum. After eight years, we conducted a comprehensive analysis of our curriculum to identify areas that needed upgrade for us to retain our leadership position in the pre-school space. This led to the creation of a totally new curriculum known as 'Pentémind', which includes unique concepts, a flexible learning approach and a novel pedagogy. Pentémind focuses on formation of life long skills of pre-schoolers through development of Empathetic, Conscientious, Focused, Analytical and Inventive approach. Pentémind is supported by an interactive software application for children and parents. This application has learning empowerment through Augmented Reality (AR) which gives children a life-like learning experience.

I am delighted to share that Pentémind received an overwhelming response. This new curriculum struck a chord with our young students, their parents and our franchise partners. Pentémind's successful launch has not just been encouraging, it has also set the tone for an exciting year ahead.

Alignment with the New Education Policy 2020

We also started aligning our K-12 school curriculum as per New Education Policy 2020. We will also be aligning our content with National Curriculum Framework (NCF) 2022. This saw an upgrade in our learning resources and alignment of these learning resources to the digital content in classrooms and the learning software application provided for students. The Learning software application was upgraded with features which provide students with a virtual visualization of the subject matter for in-depth understanding. It also empowers teacher to analyse progress of students through surprise tests and assignments both, during the class and at home.

Paving our way forward

Looking ahead, we remain dedicated to nurturing the next generation in a world defined by remarkable change. Our ongoing endeavours fill us with enthusiasm as we continue to leave an indelible impact on education for students of all age groups.

With our innovative approaches towards learning, we are well-positioned to realise our overarching objective of serving the full lifecycle of educational needs. Our strength lies in the content developed by our highly qualified and expert faculty members, who leave no stone unturned to guide students and deliver extraordinary learning outcomes. Going forward, we will continue to explore opportunities to transform the way learning is imparted and assimilated with flexible approaches, that effectively cater to the needs and aspirations of all students.

I extend my gratitude to all our stakeholders for their continued support. The confidence they repose in our vision and capabilities, inspires us to deliver on our promises as we strive towards even greater achievements in the future.

Best regards,

Manish Rastogi
Whole-Time Director & CEO
Zee Learn Limited

Empowering future citizens

With Kidzee, India's one of the most popular preschool chain, and Mount Litera Zee School, the country's fastest-growing K-12 school chain, Zee Learn has quickly grown into one of the industry leaders in India's education sector.

We manage India's widely present preschool chain, with over 1900 operational Kidzee pre-schools in over 600 cities across India. We provide our students with high-quality education and diligently work to improve learning outcomes and efficiency. Backed by our wide network of schools and youth vocational institutes, coupled with educational innovations, youth vocational institutes and online endeavours, we assist students in realising their unique potential.

In addition, we offer various supplementary educational and vocational programmes beyond the purview of conventional higher education.

Our purpose

To improve human capital through quality education and development.


Respect, humility and integrity
Be frugal
Speed and agility
Go for big hairy audacious goals
Solve big problems
Customer first
Accountability for results
Our value framework
KIDZEE

Handholding the entire learning lifecycle

Preschool (For 2-6 years)

Pre School (2-6 Years)

1900 +

Centres

600+

Cities

KIDZEE
WHERE KIDS LOVE TO LEARN

ankurum
powered by KIDZEE

K-12 (For 3–16 years)

100 +

Schools

86+

Cities presence

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

Mount Litera Zee School Junior

Robomate+
Learning Made Simple

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

Higher education

In response to the increasing demand for competent human resources across various social, educational, scientific, technological, and professional entities, Himgiri Zee University (HZU) was instituted with the objective of fulfilling this need.

HIMGIRI ZEE UNIVERSITY
वसुधैव कुटुम्बकम्

Training and manpower (For 24+ years)

Innovative workforce solutions for meeting the business needs of organisations

LIBERIUM

Z LEARN
PRESCHOOL TEACHER TRAINING PROGRAMME

Tutorial (For 8-15 years)

Offering coaching to school children

MAHESH TUTORIALS
SCHOOL SECTION

Tutorial/Test preparation (For 14-21 years)

Providing coaching and test preparation for graduation and professional courses.

MAHESH TUTORIALS COMMERCE

Lakshya
Forum for Competitions

Vocational (For 16-24 years)

Providing vocational training in Media, Journalism, Animation and Graphics

ZICA
ZEE INSTITUTE OF CREATIVE ART
Unleash Your Potential

ZIMA
ZEE Institute of Media Arts
www.zima.co.in

Mapping our footprint

KIDZEE
- Operational Preschool
- Preoperational Preschool
- ZICA
- ZIMA

MOUNT LITERA ZEE SCHOOL
- Operational K12 School
- Preoperational K-12 School

MT Educare Limited
- COCO
- Franchisee

State	Kidzee		Mount Litera Zee School		ZICA	ZIMA	MT Educare Limited	
	Operational Preschool	Preoperational Preschools	Operational K-12 Schools	Pre-operational K-12	Operating Centres	Operating Centres	COCO	Franchisee
ANDHRA PRADESH	17	10						
ARUNACHAL PRADESH	16	6						
ASSAM	76	30			1			
BIHAR	145	37	16	5	1			
CHHATTISGARH	26	4	4					
DADRA AND NAGAR HAVELI (UT)	1							
DAMAN AND DIU (UT)								
DELHI	34	5						
GOA	11	2	1					
GUJARAT	82	7	5		1			
HARYANA	54	15	2		1			
HIMACHAL PRADESH	11	2						
LADAKH		1						
JAMMU AND KASHMIR	38	6	2					
JHARKHAND	38	10	2		1			
KARNATAKA	171	43	2	1	3			
KERALA	12				1			
MADHYA PRADESH	110	14	9		1			
MAHARASHTRA	189	44	13	3	6	1	54	6
MANIPUR	5	1						
MEGHALAYA	3	1						
NAGALAND	3	1						
ODISHA	43	9	3		1			
PUDUCHERRY / PONDICHERRY	2							
PUNJAB	57	10	5		2		1	1
RAJASTHAN	68	11	5			1		4
SIKKIM	5	1						
MIZORAM		1						
TAMIL NADU	129	22	5	1	1			1
TELANGANA	83	19	3		1			
TRIPURA	4	1						
UTTAR PRADESH	216	46	13		2			
UTTARAKHAND / UTTARANCHAL	26	5	4					
WEST BENGAL	226	51	6	3				
INDIA TOTAL	**1901**	**415**	**100**	**13**	**23**	**2**	**55**	**12**
NEPAL	**11**							
GRAND TOTAL	**1912**	**415**	**100**	**13**	**23**	**2**	**55**	**12**

Nurturing future generations through our brands

Our leading brands across the nation deliver services that meet the growing educational and training needs of future generations.

Kidzee Preschool

What differentiates Kidzee from other pre-school brands is its unique child centric holistic pedagogy, Péntemind which is a set of 5 learning minds (Focused, Analytical, Inventive, Empathetic, Conscientious).

1900+

Centres

600+

Cities presence

1.4 million +

Students' lives impacted

Vision

Safeguarding a child's human rights is our foremost priority. As part of our 'What's Right for the Child' (WRFC) ethos, we prioritise a child's human rights. The right to trust, the right to be respected and the right to live in an abuse-free world determine our fundamental beliefs and ideologies.

Mission

We are committed to instilling skills, knowledge and values in our children to give them an inner voice for the twenty-first century.

Our learning environment enables every child to develop focused, analytical, inventive, empathetic and conscientious thinking abilities.

Péntemind

Kidzee has launched its indigenously developed and well-researched best-in-class child-centric pedagogy – Péntemind.

"The empires of the future will be empires of the mind" - Winston Churchill

It is with this belief and with a great sense of pride, we are delighted to present the new Kidzee pedagogy 'Péntemind. Péntemind is a set of 5 Learning Minds, which are:

The Focused Mind – goes deep into any topic with focus and single-minded attention

The Analytical Mind – is able to select crucial information from the copious amounts available and arraying that information in ways that make sense to self and others

The Inventive Mind – is able to go beyond existing knowledge to pose new questions and offer new solutions

The Empathetic Mind – responds sympathetically and constructively to differences among individuals

The Conscientious Mind – lives in harmony with the natural world

These Learning Minds aim at nurturing children to be global leaders, with a Progressive Metacognitive mind-set (Learning to Learn, Learning to Un-Learn and Learning to Re-Learn) through guided discovery, and thereby preparing them to be adaptive, critically diligent individuals who contribute constructively in giving back to the society through the concept of "We First".

The Kidzee Péntemind curriculum is aligned to NEP (New Education Policy 2020) that regulates Foundational and Formative learning from age 3 onwards through the guidelines mentioned in the National Curriculum Framework (NCF).

The Péntemind curriculum incorporates International educational features like internationalism, interconnected and interdependent world.

We have three major levels in Kidzee preschool, which are discussed below-

Playgroup

At the playgroup level, the young learners develop latent language and mathematical skills.

Age group
1.5-2.5 years

Duration
2 hours 45 minutes each day

Key areas in the playgroup curriculum

- Theme-based concept time
- Exploration-based learning
- Promoting positive peer-social interaction
- Math readiness
- Language readiness
- Promoting fine and gross motor skills
- Developing cognitive skills

Nursery

Children at the nursery level are taught in a fun-filled yet meaningful manner, school readiness and theme-based activities such as reading, writing, counting, number recognition and problem-solving.

Age group
2.5-3.5 years

Duration
2 hours 45 minutes each day

Key areas of learning for nursery children

- Developing communication skills
- Expression through art and drama
- Mathematics and language skill development
- Opportunities for fine and gross motor development
- Promoting cognitive development

Kindergarten

Programmes at the Kindergarten (KG) level ensure a smooth transition to formal schooling.

Age group
Junior K.G. 3.5-4.5 years
Senior K.G. 4.5-5.5 years

Duration
3 hours 45 minutes each day

Key areas of the kindergarten curriculum

- Theme-based concept
- Phonics and language
- Personal, social and emotional growth
- Communication skills
- Promoting the development of performing art

Mount Litera Zee School

We established these schools with the objective of creating social spaces throughout the country where high-quality educational opportunities can be provided in order to nurture human capital and produce a qualified workforce for a knowledge-based society.

100+

Schools

86+

Cities presence

Vision

- To create an excellent educational institution that combines human values with the best quality of teaching–learning using modern technology-driven tools for empowering our future generations.
- To shape global minds on the Indian soil, the school will provide every student access to world-class infrastructure and an innovative curriculum that promotes the holistic development of the child while instilling traditional values.

These schools operate on the Litera Octave model, which helps students realise their ability to achieve their true potential. Litera Octave is an integrated educational model that has been honed over years of research and development. It includes numerous pillars that have an impact on the child's learning and progress in school, such as content, infrastructure, classroom design, assessment and systems.

Mount Litera School International

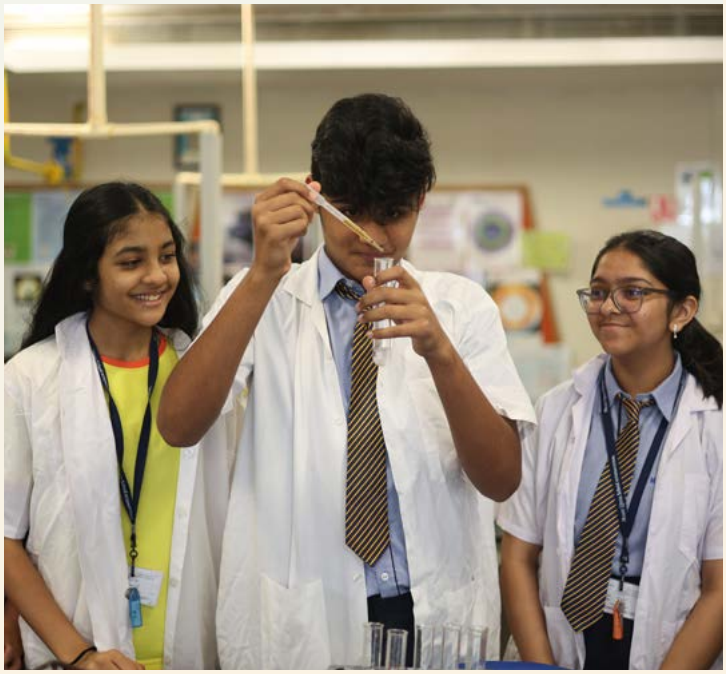
Mount Litera School International (MLSI) is a future-ready IB Continuum School that has been granted permission to teach the Primary Years Programme (PYP), Middle Years Programme (MYP), and Diploma Programme (DP) by the International Baccalaureate Organisation. With excellent infrastructure, an internationally acclaimed head of school, an IB-trained academic team and innovative and holistic teaching methodologies, MLSI stands tall as a school that delivers best-in-class learning to its students.

Vision

Mount Litera School International is a co-educational day school that provides quality education through a holistic curriculum. We achieve this by developing a friendly atmosphere that nurtures a community feeling where the emotional, physical, creative and intellectual needs of all students are met within an international community.

Our programmes

- The IB Programmes
- Primary Years Programmes (PYP)
- Middle Years Programmes (MYP)
- IB Diploma Programmes



Zee Institute of Creative Art (ZICA)

23+

Centres

23

Cities presence

The ZICA, founded in 1995, is India's first fully functional academy for traditional and digital animation training. We offer courses for young people in 2D and 3D animation, visual effects (VFX), gaming, graphic design, web design, digital marketing and digital photography. We adopt a novel approach to training that is entirely focused on creating an environment that is stimulating for our students.

Under the guidance of in-house experienced faculty members and industry professionals from India and abroad, we provide our students with creative exposure through a balanced combination of theory and practical sessions that are presented with a proper fusion of art and technology.

Zee Institute of Media Arts (ZIMA)

The ZIMA offers the environment and assistance a student needs to explore his creative drive and hone his technical filmmaking skills. We provide globally recognised standards of media education in the fields of Ad Filmmaking, Cinematography, Sound Recording, Editing, Autodesk Smoke and Flame, Acting, Voiceover, and TV Presentation for a successful film career.

The ZIMA Digital Academy is a creative and educational community for people working in the media and film industries. Its objective is to provide media education that supports the freedom to dream while also providing people with the means to make those dreams true.

Our mission

- To elevate students' inner talents and creative power
- To innovate new media techniques and skills
- To pioneer a media education that nurtures the best of talents
- To rejuvenate the media industry with a pool of fresh and brilliant minds
- To support and spread a culture of media arts
- To provide our students with the skills and infrastructure to create their own visions and fulfil their dreams
- To encourage freedom of expression in media education

Liberium

Liberium is a rapidly growing human resource management, skilling, and training organisation that has created innovative workforce solutions by successfully connecting individual potential to organisational business objectives.

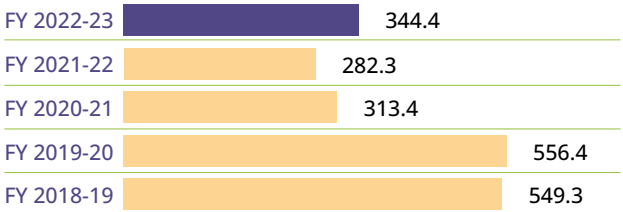
Businesses increasingly require future-ready people management partners who can help them find and retain top talent across regions in this dynamic operating environment. We offer these crucial services pertaining to training, temporary staffing, lateral hiring and human resource business process outsourcing. We ensure quality services by encouraging better hiring, faster backfilling, soft skill training, a deeper understanding of customer needs, strict adherence to compliance, rapid response times to associate and customer inquiries, as well as other general service components.

A snapshot of our financial highlights

Revenue generated

(₹ in Crore)

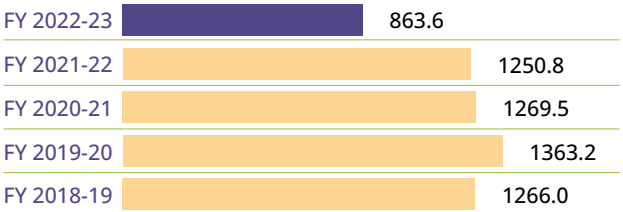
344.4



Non-current assets

(₹ in Crore)

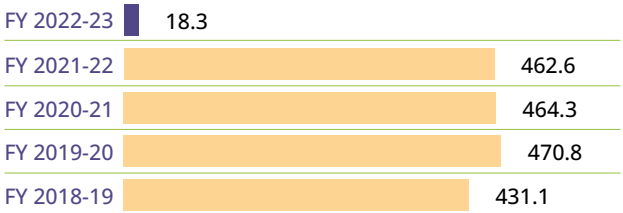
863.6



Net worth

(₹ in Crore)

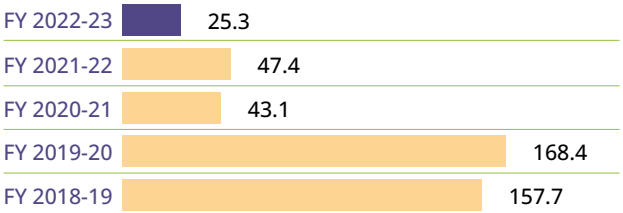
18.3



EBITDA

(₹ in Crore)

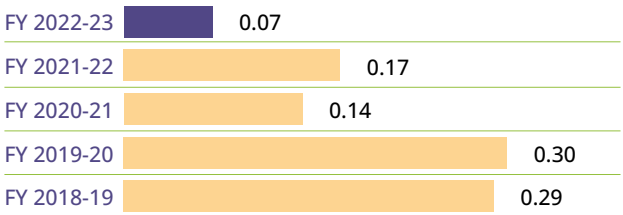
25.3



EBITDA margin

(₹ in Crore)

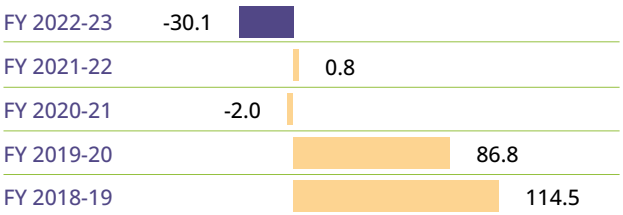
0.07



Profit before tax

(₹ in Crore)

-30.1



Crucial strengths that set us apart

Incorporating cutting-edge technology

We leverage advanced learning platforms and digital tools to deliver interactive and immersive learning experiences. We have developed digital content in-house and activity-based learning programmes that make the learning experience interesting for children.

Expanding our footprint and enhancing our portfolio

We are growing our market presence and are present in more than 600 cities across India. We are scaling up our operations and we have enhanced control over the service delivery levels for desired outcomes.

Moreover, we are focused on incorporating effective learning programmes from across the world into the existing Indian curriculum. This helps increase the wallet share per customer by leveraging existing relationships with business partners, resulting in higher revenue per centre/ school.

Offering comprehensive teachers' training programme

With more people realising the necessity of quality education, the demand for highly qualified teachers or preschool specialists is increasing. To this end, we offer a teachers' training programme that helps develop competent preschool teachers.

Highlights of the programme include

- We implement effective classroom management strategies for teachers. Each module of the course is based on the best practises or methods for fostering a child's growth at home or in a preschool environment.
- Lectures on instructional theory combined with practical application are provided to enhance the understanding of early childhood theories and their application in a preschool setting.
- Our programmes aim to increase and simplify comprehension of early childhood theories through their application and implementation in a preschool setting through theory lectures and practical experience.
- Based on their availability and accomplishments, participants receive assistance in finding employment at Kidzee or other preschools.

Strategic levers driving our growth

Enhancing our capabilities

With advancements in technology and increasing connectivity, there is a growing demand for quality education that is both flexible and accessible. To further strengthen our competitive advantage, we are developing and enhancing our online learning platforms, delivering high-quality digital content and further enhancing students' learning experiences.

Global expansion and partnerships

We anticipate a plethora of opportunities for collaborating with international organisations, which can facilitate knowledge sharing, exchange programmes and the integration of best practices from different educational systems. Additionally, this would help us reach a wider student base and establish our presence globally.

Sharp focus on skill development

The future job market is expected to place a significant emphasis on skills and competencies. This presents us with an opportunity to align our offerings with the changing demands of the workforce by incorporating skill development programmes into our curriculum. By equipping students with in-demand skills such as critical thinking, problem-solving, communication and digital literacy, we prepare them for the future.

Upskilling teachers

We strive to improve the quality of education and differentiate ourselves from our peers by investing in teacher training and upskilling. This enables the teachers to properly utilise technology in their teaching practices. Also, this helps them to respond to each student's specific requirements and create an inclusive classroom culture that ensures each student feels appreciated and supported in their learning journey.

Awards and accolades

Recognised by ASSOCHAM for our Diversity and Inclusion Practice.

Accredited with 'Dream Companies to Work For' in Education Sector at the World HR Congress 2021.

Zee Learn awarded Dream Companies To Work For - Education Sector - March 2022.

MLSI was featured in The Academic Insights magazine among the best 10 International Day Schools in India.

MLZS was ranked amongst the Top 100 Franchise Opportunities for the year 2022 by Franchise India.

Kidzee was ranked amongst the Top 100 Franchise Opportunities for the year 2022 by Franchise India. PFA

Corporate Information

Board of Directors

Mr. Manish Rastogi
Whole-time Director & CEO

Mr. Surender Singh
Non-Executive Director

Mr. Roshan Lal Kamboj
Independent Director

Mr. Dattatraya Kelkar
Independent Director

Ms. Nanette D'sa
Independent Woman Director

Mr. Karunn Kandoi
Independent Director

Board Committees

AUDIT COMMITTEE

Ms. Nanette D'sa
Chairperson; Independent Woman Director

Mr. Roshan Lal Kamboj
Member; Independent Director

Mr. Dattatraya Kelkar
Member; Independent Director

Mr. Surender Singh
Member; Independent Director

Mr. Karunn Kandoi
Member; Independent Director

STAKEHOLDER RELATIONSHIP COMMITTEE

Ms. Nanette D'sa
Chairperson; Independent Woman Director

Mr. Roshan Lal Kamboj
Member; Independent Director

Mr. Dattatraya Kelkar
Member; Independent Director

NOMINATION AND REMUNERATION COMMITTEE

Ms. Nanette D'sa
Chairperson; Independent Woman Director

Mr. Roshan Lal Kamboj
Member; Independent Director

Mr. Dattatraya Kelkar
Member; Independent Director

Mr. Surender Singh
Member; Independent Director

Mr. Karunn Kandoi
Member; Independent Director

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Ms. Nanette D'sa
Chairperson; Independent Woman Director

Mr. Roshan Lal Kamboj
Member; Independent Director

Mr. Dattatraya Kelkar
Member; Independent Director

Key Managerial Personnel

Mr. Manish Rastogi
Whole-time Director & CEO

Mr. Anish Shah
Chief Financial Officer

Mr. Anil Gupta
Company Secretary

Statutory Auditors

Ford Rhodes Parks & Co LLP

Bankers

Yes Bank Limited

Axis Bank Limited

ICICI Bank Limited

State Bank Of India

IDBI Bank Limited

Registered Office

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

Registrar & Share Transfer Agent

Link Intime India Private Limited
[C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai- 400083]

Contact Us

Email ID: investor_relations@zeelearn.com

Website: www.zeelearn.com

Board of Directors & Key Managerial Personnel

Mr. Surender Singh
Non-Executive Director

Mr. Manish Rastogi
Whole-Time Director & CEO

Ms. Nanette D'sa
Independent Director

Mr. Dattatraya Kelkar
Independent Director

Mr. Roshan Lal Kamboj
Independent Director

Mr. Karunn Kandoi
Independent Director

Mr. Anish Shah
Chief Financial Officer

Mr. Anil Gupta
Company Secretary

Management Discussion and Analysis

Indian economic overview

India's economy emerged as the world's fastest-growing major economy after remaining mostly insulated from the grim global outlook. During FY2023, the domestic economy showed remarkable resistance to global shocks. The National Statistical Office's (NSO) second advance estimate reveals that the Indian economy is well-positioned to clock a growth rate of 7% in FY2023.

According to sectoral analysis, this growth is being encouraged by robust construction activity, facilitated by upbeat infrastructure investment from the central government and state governments. This is also opening up the door for substantial job prospects.

During FY 2023, there was a consistent rise in GST collections, electronic toll collections, and the volume of E-Way bills produced. Indicators of the services sector (UPI transactions, high credit demand) also indicate sustained expansion.

Despite the fact that the post-pandemic private investment recovery is still in its early stages, there are tentative signs that suggest that India is prepared for a robust investment upcycle in both the manufacturing and services sectors.

Overall, India's demand environment remains conducive to economic growth. India remains bullish about the upcoming fiscal year, backed by underlying and overall macroeconomic stability. However, it remains cautious about emerging geopolitical and geoeconomic concerns.

Indian education industry

With 580 million people, India has the largest population of people aged 5 to 24 globally. This presents a major opportunity for the education sector. India is a leading player in the global education sector. India is home to one of the largest networks of universities in the world. However, there is still ample room for improvement in the educational system.[1]

Through the introduction of the National Education Policy (NEP) 2020, several changes were proposed to the Indian educational system to promote the overall development of pupils in response to the consistently growing need for a skilled workforce. The '10+2+3' year system that was previously in place is proposed to be replaced by the '5+3+3+4' framework. The new framework involves five years of foundation stage, three years of preparatory stage, three years of middle stage and four years of secondary stage.[2]

India has also embraced the Education 4.0 revolution, which encourages inclusive learning and helps boost employability. The Education 4.0 revolution leverages best-of-breed technologies such as AI, ML, IoT and blockchain.

India's preschool industry

Pre-primary education is critical for laying the foundation for a child's holistic well-being. The early years of a child's life form the bedrock for lifelong growth. Children who fall behind in these formative years often fail to catch up with their peers, making them more likely to drop out of school and fall short of their potential. Though there are varying standards, pre-primary educational programmes are typically designed for children aged between three and five years.

India's pre-school or childcare market is expected to witness healthy growth in the forecast period of 2023 to 2028, growing at a CAGR of 19.2%, aided by the shift away from conventional education practices and greater acceptance of experiential teaching.[3]

The pre-school and childcare sector in India is expanding due to the increasingly hectic schedules of parents and late work hours, which have compelled them to switch to these programmes. Additionally, the rising per capita income of families and the higher participation of women in the workforce have expanded the availability of high-quality childcare and education for children. The prevalence of nuclear families in the country has boosted demand for quality pre-school services offered by professionals as well.

India's K-12 industry

India is a prominent player in the global education industry, with 218 million students and 1.55 million K–12 institutions.[4] The Indian school system can be categorised into various sections based on the educational levels offered, including preschool, primary, middle, secondary, and higher secondary. Advancements such as personalised education and cheaper infrastructure are anticipated to aid the sector's anticipated growth and contribute to the robust demand over the projection period.

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[1] https://www.investindia.gov.in/sector/education

[2] https://www.education.gov.in/sites/upload_files/mhrd/files/NEP_Final_English_0.pdf

[3] https://www.expertmarketresearch.com/reports/india-pre-school-childcare-market

[4] https://www.imarcgroup.com/india-school-market

India's K-12 sector was valued at USD 43.5 billion in 2022. It is anticipated to register a CAGR of 12.1% during 2023-2028. India is now the second-most populated nation in the world, after China, with an ever-growing population that has reached nearly 1.37 billion. This represents a huge consumer base for the education sector. Another key growth driver in this sector is the National Education Policy (NEP).[5]

Opportunities in India's education industry

India's education industry has immense potential and is estimated to grow manifold in the coming years. There are several trends that would facilitate the overall evolution of India's education industry. Public schools in big cities, small towns and rural areas are also anticipated to adopt the latest developments, creating a learning environment that is more accessible and inclusive. Some of these trends include:

Demographic advantage: In India, approximately 26 million children are born every year and based on the census conducted in 2011, children aged 0 to 6 years account for 13% of the country's population.[6] India can capitalise on this growing need for education.

Digitalisation: The digital revolution in India has ushered in new opportunities for the education sector with the prevalence of e-learning platforms, online courses and other digital learning tools.

Growth in online education and edtech: India had 622 million active internet users in 2020, which is expected to increase by 45% to reach 900 million by 2025. Following the pandemic, classroom instruction was one of the first areas to adopt tech-enabled solutions. Some of the most popular teaching aids for young kids included technologies such as robotics, online group sessions and assessments.[7]

Rising Gross Enrollment Ratio (GER): India now has a 100% gross enrollment ratio (the capacity of the education system to enroll students) at the primary level which is comparable to the developed nations. The aim of the NEP is to increase the Gross Enrolment Ratio in higher education, including vocational education, from 26.3% (2018) to 50% by 2035.[8]

Challenges

Unequal access to education in many rural and underserved regions is one of the major concerns plaguing India's educational system. There is an alarming disparity in the quality of education being offered in the rural and urban regions of the country, as demonstrated by the low literacy rates in these areas and the high dropout rates for children from these communities. To ensure that every student has access to equal and unbiased knowledge and growth opportunities, steps must be taken to standardise the quality of education across the country.

The education system in India also faces a lack of funding. Despite the government's commitment to providing quality education, many schools and colleges still lack the resources they need to offer quality education to their students. This covers funding for basic facilities, such as classrooms and libraries, as well as funding for the development of new curricula and the training of new teachers.

Notwithstanding the increasing demand for education in India, the quality of education remains a major challenge, with many schools and universities failing to adequately educate their students. There is a significant gap between the skills that students acquire in school and the skills that employers demand, which can limit the opportunities available to them after graduation.

Favourable government policies

While policymakers, state governments and the Central Government have always prioritised the sector, there remains scope for further improvement and growth. Some of the government incentives that were implemented in FY 2023 are discussed below.

- The Union Budget for 2023 set aside ₹ 1.12 lakh crore (USD 13.5 billion) for education, which is the highest ever allocation received by this sector. It marked an increase of around 8.2% compared to what was pegged for 2022-23.[9]
- In the Union Budget for 2023, it was announced that a National Digital Library for Children and Adolescents will be set up to facilitate the availability of quality books across geographies, languages, genres and levels and to ensure device-agnostic accessibility.
- In July 2022, Prime Minister Mr. Narendra Modi inaugurated a three-day Akhil Bharatiya Shiksha Samagam at Varanasi to discuss how the implementation of the National Education Policy 2020 can be taken further across the country with various stakeholders.[10]

[5] https://www.imarcgroup.com/india-school-market

[6] https://nhm.gov.in/index1.php?lang=1&level=2&sublinkid=819&lid=219

[7] https://www.investindia.gov.in/sector/education

[8] https://www.investindia.gov.in/sector/education

[9] https://www.hindustantimes.com/india-news/union-budget-2023-education-sector-gets-highest-ever-allocation-centre-plans-digital-library-to-over_come-learning -loss -during-covid19-101675258693213.html

[10] https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1839856

- The government schemes of Revitalising Infrastructure and System in Education (RISE) and Education Quality Upgradation and Inclusion Programme (EQUIP) are helping the Government tackle the prominent challenges faced by the education sector.[11]

- As part of a comprehensive initiative known as PM eVIDYA, the Department of School Education and the Ministry of Education were recognised by UNESCO for their use of information and communication technology (ICT) during the COVID-19 pandemic.[12]

- 100% FDI under the automatic route is allowed in the Indian education sector.[13]

- In February 2022, the Ministry of Education approved the scheme of Rashtriya Uchchatar Shiksha Abhiyan (RUSA) to continue until 2026.[14]

Company overview

Zee Learn is a leading player in the Indian education sector that provides education and training services through various brands such as Kidzee, Mount Litera Zee Schools, Zee Institute of Media Arts (ZIMA) and Zee Institute of Creative Art (ZICA). The Company has a wide market presence and is renowned for its quality education and innovative teaching methods. One of the key strengths of the Company is its brand value, which has been nurtured over the years. The Company's efforts have been recognised and it has won several awards for its services. The Company also has an expansive network of franchisees across the country and its presence extends to Nepal.

The Company's financial performance has been consistent over the years, with steady growth in revenue and profits. However, Zee Learn has faced some challenges in recent years due to the COVID-19 pandemic, which has impacted the overall education sector significantly. However, the Company has a competent management team with deep expertise and a proven track record of success in the education sector. Owing to this and the Company's clear vision for the future, it is well on track to overcome the challenges and continue delivering innovative and quality education services to its customers.

Performance highlights

Kidzee

Kidzee is a pioneer in ECCE (Early Childhood Care and Education). With 1900+ preschools in its network and over 600 cities across India along with presence in Nepal, Kidzee has touched the lives of more than 1.4 Million happy children.

As per the Kidzee franchise model, the Kidzee Business Partner bears the establishment costs and pays one-time franchise fees. They also pay royalty per student under a revenue share agreement and child kit fee to the franchisor. The franchisees are provided with age appropriate curriculum, content, material as per latest pedagogy, child kits and other support services like Teacher Training, Counsellor Training, and Academic Delivery. Company offers Kidzee franchise to local education entrepreneurs, especially women, to run and manage Kidzee preschools.

Kidzee's **Péntemind** Program being age appropriate, integrate a cohesive and holistic learning pedagogy that is designed to help children discover their unique potential and own individual learning style. At Kidzee, children are facilitated to realise their unique abilities in a systematic, synergetic, and self-paced manner and well supported to achieve the desired learning outcomes in sync with high level social, emotional, linguistic and other developmental milestones. Kidzee is driven by ethos of "What's Right for the Child" (WRFC) and the human rights of a child is premium. The right to trust, the right to gain respect and the right to live in an abuse free world is what shapes Kidzee's fundamental philosophy and ethos.

At Kidzee our educators are continuously upgrading our existing products and programmes. The new curriculum Péntemind has been adopted in all the Kidzee centers.

Kidzee Péntemind Child Kit: The syllabus, content and programs are adopted is standard across all Kidzee centers, the experience is varied based on the tiers.

On the basis of the tier of the city/town, where the center is located, the centers are categorized into the following three Tier:

- Standard Tier
- Classic Tier
- Select Tier

Students enrolled in the Standard tier will have a core academic experience with the Essential Curricular Kit.

Students enrolled in the Classic tier will have an experience of a 6 Culmination activities, based on an Extended Learning Guide kit in addition to the Essential Curricular Kit.

Students enrolled in the Select tier will also have an experience of a select activity with 6 Culmination activities, based on an Extended Learning Guide Kit, in addition to the Essential Curricular Kit.

[11] https://www.indiabudget.gov.in/economicsurvey/doc/echapter.pdf

[12] https://www.investindia.gov.in/sector/education

[13] https://www.investindia.gov.in/sector/education

[14] https://indianexpress.com/article/education/education-ministry-approves-continuation-rashtriya-uchchatar-shiksha-abhiyan-scheme-till-2026-7780922/

[15] https://www.kidzee.com/

The **Kidzee Péntemind Child Kit** has the following structure:

1. Core Curricular Kit: It incorporates the content based on the guidelines of **National / New Education Policy, in term of development and Foundation of Literacy and Numeracy (FLN), Art integration, Mental and Personality development, Eco-consciousness, Critical Thinking.**

   a. Class activity work books based on the **Péntemind** approach.

   b. Art integrated activity work books as **Artsy, Showstopper, Whirl and Twirl.**

   c. **Mental Might and Personality development** activity work books.

   d. Activity workbooks fostering development of **Eco-consciousness and Critical Thinking.**

   e. **Homework activity books** to involve parents as supportive stakeholders in the Early Learning process.

   f. **Fantasy Box: -** an Augmented Reality programme to develop Literacy, Numeracy, Cognition, with special focus on Phonics.

   g. **Chalkboard books:** to develop writing skills in children. Consists of blank pages, ruled pages, Square line and patterning in a re-writable format.

2. **ELG – Extended Learning Guide**

   - **6 culmination activity kits/ year**
   - **6 Logic activity Sheets:** to enhance the Analytical and Critical Thinking in children.
   - **Péntemind Manipulative(Toy) –** An activity learning aid / Toy to enhance Empathetic, Conscientious, Focused, Analytical and Inventive approach.

3. **Kidzee Péntemind App:**

   It is a digital portal to internal and external stakeholders, franchisee, center heads, facilitators, child and parent for the Péntemind content, planning, execution, assessment, tracking, home assignments, attendance and parent communication. With this tool the Franchisor has complete and comprehensive understanding of the academic operations of 1900+ Kidzee centers on a day to day basis with each and every child tracker in the system.

4. Additionally, uniform, bag, shoes, the Escort Card and Child Id card are part of the kit.

   Financial year 2022-23 was the year of growth and revival for Kidzee, wherein we managed to substantially reach the pre-COVID numbers. Kidzee business showed a growth in all parameter, i.e. number of signups, operationalization of new centers, total number of active centers, number of enrollments and average density of students per center. For financial year 2022-23, we achieved a record high signups of 429 and operationalization of 157 new centers. The total number of enrollments for financial year 2022-23 was 1,40,203 as against 77,181 for last year. The record enrollments also helped to increase the average student per center from 50 in financial year 2021-22 to 80 in financial year 2022-23.

K-12

Mount Litera Zee Schools (MLZS) is India's leading school chain providing education to students from kindergarten to 12th grade under the aegis of CBSE Board. It aims to provide holistic and all rounded education to children that prepares them for the core skills of the 21st century.

MLZS curriculum covers Blended Learning Design (Lesson Plans), Student Leadership Programs , Digital Citizenship Program, Financial Literacy Program, Technology enabled Classrooms that focus on children to become confident Global Citizens. Students are groomed upon various soft skills of problem solving, creativity, growth mindset and analytical thinking in order to face the challenges that are beyond the circumference of the textbooks and school by engaging them in activities interwoven in the daily teaching learning process.

Educators and school leaders at MLZS undergo regular planned training that would keep them abreast with the latest pedagogical advancements in the education industry so as to focus on impactful positive curriculum transactions in the classrooms and create MLZS as a 21st century learning space. Taking this ahead in alignment with the tech enabled platform, MLZS introduced an online Teacher Training Program which has trained 2000+ educators and leader educators as per a well-defined need analysis framework packaged with modules of subject specific, child protection, pedagogical, leadership and inclusive education.

E-Learning platform and App that has been a source of interactive videos, varied quizzes, worksheets, assessments so that students and educators discover various methods of learning and teaching.

With an objective of reinforcing the values of respect, integrity, honesty, patriotism along with the regular classroom teaching and learning practices, our students are regularly sensitized through Sanskaar, a bouquet of activities that bring in the awareness of strong values among the Mount Literans and they obviously enjoy the paradigm credits of Sanskaar. In the continuity of legacy of Sanskaar at MLZS, an Essay writing competition was announced on Gandhi Jayanti with topics that invoked the essence of patriotism among the Mount Literans from all over India, the winners and participants were presented with a token of appreciation to encourage the fervor of patriotism.

The company partners with local educational Trust from across the country who share the company's passion in furthering the cause of effective and highly quality and inclusive education, to all. The company provides hand holding to its partners in various

areas of school management be it infrastructure planning & development, staff recruitment & training, sales & marketing, affiliation & statutory compliances. The range of services and solutions provided by the company to its partners also includes Student Learning Resources, Blended Learning Curriculum, Teaching Materials and Assessments.

Financial year 2022-23 was the year of consolidation and revival of MLZS business. Many MLZS schools and business partners which had dropped off from our franchisee network during COVID period returned back to our fold. Furthermore, we managed to stop attrition of existing business partners and added more enrollments of students to revive the business. During financial year 2022-23, we signed up 12 new business partners and managed to operationalise 6 new MLZS schools. Furthermore, total enrollments increased to 69,861 students as compared to enrolment of 47,545 students in financial year 2021-22. Overall we ended the year with a total of 100 MLZS schools in our franchisee network.

Financial review- Standalone results

Income

The Company's Revenue from operations increased by 83% to ₹ 19,046 lakhs in FY23 over ₹ 10,400 lakhs in FY22 on account of exemplary operational growth in student admissions/enrollment, increased in number of franchisee school sign ups and tailored approach toward development and implementation of new business segments which resulted into increase in revenue.

Total income correspondingly increased only by 49% in FY23 over FY22 due to decreased in other non-cash income by 56%, however due to effective planning, execution and strategic marketing company has improved its financial performance.

Total Expenditure

Total expenditure increased by 65% to ₹ 16,519 lakhs in FY23 over ₹ 9,998 lakhs of FY22 largely on account of increase in operational cost which is increased in correlation with increased of revenue, also increased in selling and marketing expenses on account of strengthening our brand image and to capture wide range of school/student network.

Operational Expenses

Operational expenses increased by 147% per cent to ₹ 5,958 lakhs in FY23 over ₹ 2,414 lakhs in FY22 due to increase in sales.

Employee Benefit Expenses

Employee benefits expenses increased by 43% to ₹ 2,998 lakhs in FY23 against ₹ 2,095 lakhs of FY22 on account of increase in headcount from FY22 of 222 to FY23 to 292 in cognizance with the conversion of sales leads into realization.

Selling and Marketing Expenses

Marketing expenses increased by ₹ 1,508 lakhs in view of increase in Marketing activities like Digital Campaign, Search Engine Optimization (SEO) / Search Engine Marketing (SEM), Banners and Hoardings, Newspapers and Magazines, Free Gifts and Samples, New Branding of Péntemind and Mindonics. Also increase in freight cost in line with increase in sales.

Other Expenditure

Other expenditure increased by 26% to ₹ 2,198 lakhs in FY23 against ₹ 1,744 lakhs of FY22 largely on account of travelling cost and provision for doubtful debts.

Finance Costs

Finance costs Increased by 9% to ₹ 2,640 lakhs in FY23 over ₹ 2,423 lakhs in FY22 due to increase in rate of interest by financial lenders.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased by 19% to ₹ 437 lakhs in FY23 over ₹ 541 lakhs in FY22 on account of IND AS adjustment of Lease accounting.

EBIDTA

The Company's EBIDTA increased by 66% to ₹ 5,604 lakhs in FY23 over ₹ 3,367 lakhs in FY 22 on account of significant growth in sale, efficient cost management, increased productivity and decrease in several expenses by optimized resource utilization.

EBIDTA % to operating revenue achieved at 29% in FY23 over 32% in FY 22.

Profit

The Company's profit before tax increased by 5% in FY23 over FY22.

The Company out of abundant caution and prudent accounting practices, has provided loans and investments of ₹ 38,667 lakhs towards impairment loss of investments and the same has shown as Exceptional items, due to which company has incurred losses during the year.

SOURCE OF FUNDS

Share Capital

There is no change in equity share capital as on 31 March 2023, which is at ₹ 3,260.93 lakhs.

Other Equity

Other equity saw a decrease of ₹ 35,773 lakhs from ₹ 38,249 lakhs as on 31 March 2022 to ₹ 2,476 lakhs as on 31 March 2023 largely on account of Net loss during the year, which is relatively due to provision of investments as exceptional items during the year.

Non-Current Liabilities

Non-Current liabilities saw an increase of only ₹ 206 lakhs from ₹ 16,882 lakhs as on 31 March 2022 to ₹ 17,088 lakhs as on 31 March 2023, mainly due to interest provision of credit facilities.

Non – Current Financial Liabilities

Financial Liabilities saw an increase of ₹ 262 lakhs from ₹ 11,351 lakhs of 31 March 2022 to ₹ 11,613 lakhs of 31 March 2023 on account of increase in credit facilities by ₹ 347 lakhs towards interest provision and decrease in Lease liabilities by ₹ 140 lakhs.

Non – Current Other Liabilities

Other Liabilities saw a decrease of ₹ 56 lakhs from ₹ 5,531 lakhs of 31 March 2022 to ₹ 5,475 lakhs of 31 March 2023 largely on account of discounting of security deposit received at present value as per IND AS adjustments.

Current Liabilities

Current liabilities saw a net increase of ₹ 1,669 lakhs from ₹ 19,143 lakhs as on 31 March 2022 to ₹ 20,812 lakhs as on 31 March 2023, largely on account of increase in advance receipts of student enrollment from franchisees.

APPLICATION OF FUNDS

Non-Current Assets

Non-Current Assets saw a net decrease of ₹ 26,549 lakhs from ₹ 63,037 lakhs as on 31 March 2022 to ₹ 36,488 lakhs as on 31 March 2023, largely on account of provision of non-current investments of ₹ 27,812 lakhs.

Current Assets

Current assets saw a decrease of ₹ 7,349 lakhs from ₹ 14,497 lakhs as on 31 March 2022 to ₹ 7,149 lakhs as on 31 March 2023, largely on account of provision in current investment of ₹ 10,855 lakhs.

Financial Review - Consolidated Results

Income

The Company's Consolidated Revenue from operations increased by 31% to ₹ 32,417 lakhs in FY23 over ₹ 24,788 lakhs in FY22 mainly on account of increase in revenue of Holding company.

Total income increased correspondingly by 22% to ₹ 34,441 lakhs in FY23 over ₹ 28,226 lakhs of FY22.

Expenditure

Total expenditure increased by 33% to ₹ 37,455 lakhs in FY23 against ₹ 28,143 lakhs in FY22 largely on account of selling and marketing expenses, operational cost and other expenses.

Operational Expenses

Operational expenses increased by 77% to ₹ 9,787 lakhs in FY23 against ₹ 5,519 lakhs in FY22 due to increase in sales.

Employee Benefit Expenses

Employee benefits expenses decreased by 10% to ₹ 10,382 lakhs in FY 23 over ₹ 9,417 lakhs in FY 22 on account of increase in top management staff, recruitment & training cost.

Selling and Marketing Expenses

Marketing expenses increased by ₹ 1,485 lakhs in view of increase in Marketing activities like Digital Campaign, Search Engine Optimization (SEO) / Search Engine Marketing (SEM), Banners and Hoardings, Newspapers and Magazines, Free Gifts and Samples, New Branding of Péntemind and Mindonics. Also increase in freight cost in line with increase in sales.

Other Expenditure

Other expenditure increased by 78% to ₹ 7,108 lakhs in FY 23 against ₹ 3,984 lakhs in FY 22 largely on account of provision for allowances of credit losses and provision for impairment of assets.

Finance Costs

Finance costs are relatively same in line with last year finance cost.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased by 13 % to ₹ 3,209 lakhs in FY23 against ₹ 3,669 lakhs in FY22 on account of IND AS adjustment of Lease accounting.

EBIDTA

The Company's EBIDTA achieved at ₹ 2,527 lakhs in FY23 against 4,740 lakhs in FY22 on account of increase in expenses more effectively against increase in sales.

EBIDTA % to Operating Revenue achieved at 8% in FY 23 against 19% in FY 22.

SOURCE OF FUNDS

Share Capital

There is no change in equity share capital as on 31 March 2023, which is at ₹ 3,260.93 lakhs.

Equity attributable of Equity Holder of the parents

Equity attributable of Equity Holder of parents stands at ₹ 1,924 lakhs as on 31 March 2023 over ₹ 46,255 lakhs of 31 March 2022 largely on account of Net loss during the year, which is relatively due to provision of investments as exceptional items during the year.

Non-Current Liabilities

Non-Current liabilities saw a Increase of only ₹ 1,798 lakhs from ₹ 43,539 lakhs as on 31 March 2022 to ₹ 45,338 lakhs as on 31 March 2023, mainly due to interest provision of credit facilities.

Non – Current Financial Liabilities

Financial Liabilities saw an increase of ₹ 2,691 lakhs from ₹ 27,622 lakhs of 31 March 2022 to ₹ 30,313 lakhs of 31 March 2023 on account of increase in credit facilities by ₹ 1,978 lakhs towards interest provision and increase in Lease liabilities by ₹ 539 lakhs.

Non – Current Other Liabilities

Other Liabilities saw a decrease of ₹ 894 lakhs from ₹ 15,918 lakhs of 31 March 2022 to ₹ 15,025 lakhs of 31 March 2023 largely on account of discounting of security deposit received at present value as per IND AS adjustments.

Current Liabilities

Current liabilities saw a net increase of ₹ 1,977 lakhs from ₹ 40,986 lakhs as on 31 March 2022 to ₹ 42,964 lakhs as on 31 March 2023, largely on account of increase in advance receipts of student enrollment from franchisees.

APPLICATION OF FUNDS

Non-Current Assets

Non-Current Assets saw a net decrease of ₹ 38,717 lakhs from ₹ 125,077 lakhs as on 31 March 2022 to ₹ 85,360 lakhs as on 31 March 2023, largely on account of provision of Goodwill of ₹ 31,324 lakhs.

Current Assets

Current assets saw a decrease of ₹ 3,654 lakhs from ₹ 19,673 lakhs as on 31 March 2022 to ₹ 16,018 lakhs as on 31 March 2023, largely on account of provision of expected credit loss in one of the subsidiary company.

INTERNAL CONTROLS

The company has in place adequate internal control systems, by ensuring operational efficiency, safeguarding assets, preventing fraud, and complying with regulations. Company is designing effective control by categorizing the risk of operations, financial reporting, and compliance based on their impact and likelihood by ensuring smoothness of operations and compliance with applicable legislation. Company is assigning responsibilities in a way that prevents any one person from having complete control over a critical process, this helps prevent errors and fraud by requiring multiple individuals to collaborate on important tasks. Company is ensuring proper IT controls are in place to secure data and systems. This includes user access controls, regular software updates, firewalls, and intrusion detection systems. Company is conducting regular reconciliations of financial statements, accounts, and inventory, so that any discrepancies should be investigated and resolved promptly. The company has a well-defined system of management reporting and periodic review of business to ensure timely decision-making. Internal audit is conducted by professionally qualified financial personnel, which conducts periodic audits/review to maintain a proper system of checks and control. All operating parameters are monitored and controlled, any material change in the business outlook is reported to the Board.

HUMAN RESOURCES

The company's HR strategy is in line with its business objectives and it remains committed to create a diverse, engaged and empowered talent pool. Zee Learn has built a progressive people culture that fosters a culture of meritocracy with an emphasis on employee well-being, ensuring employees are effectively recruited, developed, managed, and motivated to contribute to the achievement of the company's objectives. The Company continuously identifies and rewards talent and strives to offer a conducive working environment that enables them to maximise their potential. To empower its workforce, the Company organises employee engagement initiatives that create awareness, encourage conversation, and provide opportunities to express concerns.

Key ratios

Standalone

Ratios	2022-23	2021-22
Trade receivable turnover ratio	17.62	7.91
Inventory Turnover ratio	3.83	3.10
Current Ratio	0.34	0.76
Debt Equity Ratio	3.45	0.48
Operating Profit Margin	31%	23%

Consolidated

Ratios	2022-23	2021-22
Trade receivable turnover ratio	5.01	2.55
Inventory Turnover	6.29	7.08
Current Ratio	0.37	0.48
Debt Equity Ratio	2.99	0.66
Operating Profit Margin	30%	22%

Business Outlook

Financial Year 2022-23 was a period of rapid revival, retention of business partners and improving the sentiments of various stakeholders like business partners, employees and vendors of Kidzee pre-primary business. Some of it was also achieved through introduction of brand-new pedagogy "**Péntemind**" which was well received not only by our franchisees, but also by the students and parents. It was also a year of consolidation for the MLZS K12 Business. The business sentiment was further boosted by settlement of major debt related obligations of the company with the lenders. It is the intention of the company to align its curriculum and pedagogy of its MLZS K12 segment with the NEP, 2020 and NCF, 2022. The company intends to build on these building blocks to expand the franchisee network, increase the enrollments and grow revenues.

SWOT Analysis

S — Strengths

- Pan-India presence in more than 600 cities and towns in pre-school and K12 segment.
- Well recognised and highly reputed brands like Kidzee, Mount Litera, Lakshya and Mahesh Tutorials.
- Wide-spread and dedicated Franchisee network of Business partners.
- World-class pedagogy based on latest teaching methods, updated curriculum, innovative academics and interactive approach.
- Strong and Creative Academic and Content delivery team.
- **Blended approach:** Offline presence along with offline and online academic delivery through apps and internet.

W — Weakness

- High dependency on Business Partners and Franchises for business development, operations and execution.
- Difficulty in availability of good quality and trained teaching staff.
- Lack of adequate Infrastructure.
- Weak global market and slow economic revival.
- Shortage of paper and other raw materials related to learning resources in the market creating weaknesses in the supply chain.

O — Opportunities

- Low penetration of pre-school segments in lower tier towns and semi-urban areas indicating huge potential in enrolments.
- Majority of the pre-school operates outside the formal sector creating a huge opportunity for conversions to Kidzee and Ankurum brand.
- Aspiration of the parents to be associated with prestigious brands like Kidzee and Mount Litera coupled with migration of schools and parents from the various state boards to CBSE boards.
- Digital transformations driving better teaching and learning engagements.
- Strong sectoral reforms and sustained investments in the education sector.

T — Threats

- Possibility of lockdowns in the future impacting the offline academic delivery mode
- Rise of Edtech companies in the formal education space
- Changing government priorities and regulations.

Board's Report

To
The Members,

The Board of Directors of the Company have great pleasure in presenting the 13th Annual Report of the Company, providing an overview of the business and operations of the Company together with the Annual Audited Financial Statements for the financial year ended March 31, 2023.

1. FINANCIAL HIGHLIGHTS

The highlight of the financial performance of the Company for the year ended March 31, 2023 is summarized as follows:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations	19,046.10	10,400.38	32,417.07	24,788.27
Other Income	1,489.80	3,415.07	2,024.18	3,437.59
Total Income	**20,535.90**	**13,815.45**	**34,441.25**	**28,225.86**
Total Expenses	16,519.08	9,998.38	37,454.69	28,142.74
Profit/(Loss) before tax before exceptional items	**4,016.82**	**3,817.07**	**(3,013.44)**	**83.12**
Less : Exceptional items	38,667.23	11,000.00	42,178.64	-
Profit/(Loss) before tax after exceptional items	**(34,650.41)**	**(7,182.93)**	**(45,192.08)**	**83.12**
Provision for Taxation (Net)	1,131.88	1,019.49	966.78	1,398.96
Profit/(Loss) after Tax	**(35,782.29)**	**(8,202.42)**	**(46,158.86)**	**(1,315.84)**
Other Comprehensive Income	(0.70)	38.04	0.91	50.72
Total Comprehensive Income/(Loss)	**(35,782.99)**	**(8,164.38)**	**(46,157.95)**	**(1,265.12)**

2. BUSINESS AND FINANCIAL PERFORMANCE OVERVIEW

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. During the year there have been no material changes in the nature of business of the Company.

FINANCIAL PERFORMANCE OVERVIEW

ON STANDALONE BASIS

During the year under review, the Company has earned a Total Income of ₹ 20,535.90 Lakhs as against ₹ 13,815.45 Lakhs in the previous financial year.

The Company has recorded a Profit before tax before exceptional items of ₹ 4,016.82 Lakhs for the year ended March 31, 2023 as compared to ₹ 3,817.07 Lakhs in the previous financial year.

After considering the exceptional item of ₹ 38,667.23 Lakhs the Company's operations resulted in Loss before tax after exceptional items of ₹ 34,650.41 Lakhs for the year ended March 31, 2023 as compared to ₹ 7,182.93 Lakhs in the previous financial year. (Refer note 43 of Standalone Financial Statements).

The Loss after tax for the year ended March 31, 2023 stood at ₹ 35,782.29 Lakhs as compared to ₹ 8,202.42 Lakhs in the previous financial year.

ON CONSOLIDATED BASIS

During the year under review, the Company has earned a Total Income of ₹ 34,441.25 Lakhs as against ₹ 28,225.86 Lakhs in the previous financial year.

The Company has recorded a Loss before tax before exceptional items of ₹ (3,013.44) Lakhs for the year ended March 31, 2023 as compared to Profit before tax of ₹ 83.12 Lakhs in the previous financial year.

After considering exceptional item of ₹ 42,178.64 Lakhs, Company's operations during the year resulted in Loss before tax after exceptional items of ₹ 45,192.08 Lakhs. (Refer note 63 of Consolidated Financial Statements)

The Loss after Tax for the year ended March 31, 2023 stood at ₹ 46,158.86 Lakhs as compared to ₹ 1,315.84 Lakhs in the previous financial year.

3. CAPITAL STRUCTURE & LIQUIDITY

Authorized Share Capital

The Authorized Share Capital of the Company as on March 31, 2023 was ₹ 1,00,00,00,000 (Rupees Hundred Crore) divided into 1000000000 shares of ₹ 1/- each.

Issued and Paid Up Capital

The paid up Equity Share Capital as on March 31, 2023 was ₹ 32,60,92,725 (Rupees Thirty-Two Crore Sixty Lakhs Ninety-Two Thousand Seven Hundred Twenty Five Only) divided into 326092725 shares of ₹ 1/- each.

During the year under review the Company has neither issued any shares or convertible securities with differential voting rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) or warrants to the employees of the Company under any scheme. As on March 31, 2023, none of the Directors of the Company hold instruments convertible into equity shares of the Company. During the year the Company has not allotted any shares pursuant to exercise of Options granted under Employee Stock Option Scheme.

Listing of Securities

The Company's equity shares continue to be listed and traded on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'), both these Stock Exchanges have nation-wide trading terminals and hence facilitate the shareholders/investors of the Company in trading of shares. The Company has paid the annual listing fee for the financial year 2023-24 to the said Stock Exchanges.

Depositories

The Company has arrangements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), the Depositories, for facilitating the Members to trade in the equity shares of the Company in Dematerialized form. The Annual Custody fees for the financial year 2023-24 has been paid to both the Depositories.

NON-CONVERTIBLE DEBENTURES

The Company had allotted 650 (Six Hundred Fifty) Rated, Unlisted, Redeemable, Non-Convertible Debentures ("Debentures" Or "NCDs") of the Face Value of ₹ 10,00,000/- (Rupees Ten Lakhs Only) each, for cash, aggregating upto ₹ 65,00,00,000/- (Rupees Sixty Five Crores Only) in terms of the Information Memorandum circulated on Private Placement basis. The terms of the Debentures had been earlier revised dated July 14, 2020 according to which 650, 10.02% (revised coupon rates) NCD of ₹ 6.85 lakhs (revised face value) were redeemable by July 13, 2022 in 6 installments starting from January 13, 2021.

The tem of the debentures have been further revised by an amendment deed dated June 17, 2022 and the revised date of redemption is agreed to be August 13, 2023. The Company has failed payments towards its debt servicing under the said NCD since August 2022. 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.

4. EMPLOYEES STOCK OPTION SCHEME

The Company has implemented an Employees Stock Option Scheme called ZLL ESOP 2010 – AMENDED 2015 Scheme in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for grant of stock options to its eligible employees of the Company and its Subsidiaries. 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.

During the year under review, 40,000 Stock Options were granted on August 2, 2022; 1,05,000 Stock Options were granted on November 11, 2022 and 3,00,000 Stock Options were granted on February 24, 2023.

These options when vested as per the terms and conditions of the Scheme, would entitle the option holder to apply for and be allotted equal number of equity shares of face value of ₹ 1/- each at an exercise price of ₹ 6.64, ₹ 7.20 and ₹ 3.12 per share respectively.

The exercise price is the closing market price of the equity shares of the Company as on August 1, 2022 on BSE Limited, November 10, 2022 on National Stock Exchange India Limited and February 23, 2023 on BSE Limited respectively.

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 after the expiry of 1 year from the date of the grant, 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. The Directors believe that this Scheme will help create long term value for shareholders and operate as a long term incentive to attract and retain employees of the Company. Requisite disclosures as required under Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity)

Regulations, 2021 as available on the Investor Section on the website of the Company i.e www.zeelearn.com and a Certificate from the Secretarial Auditor as per Regulation 13 is annexed to this report as "**Annexure A**".

5. SUBSIDIARY/ASSOCIATE/JOINT VENTURES

WHOLLY-OWNED SUBSIDIARIES

The Company has three Wholly-Owned Subsidiaries as on March 31, 2023, which are as follows:

- Digital Ventures Private Limited
- Liberium Global Resources Private Limited
- Academia Edificio Private Limited

SUBSIDIARIES

As on March 31, 2023 MT Educare Limited is the Subsidiary of Zee Learn Limited.

STEP DOWN SUBSIDIARIES

The Company's Subsidiary MT Educare Limited has Seven Subsidiaries in view of which the Company has Seven Step-Down Subsidiaries as on March 31, 2023 which are as follows:

- MT Education Services Private Limited
- Lakshya Forrum For Competitions Private Limited
- Chitale's Personalised Learning Private Limited
- Sri Gayatri Educational Services Private Limited
- Robomate Edu Tech Private Limited
- Letspaper Technologies Private Limited
- Labh Ventures India Private Limited

During the year, the Board of Directors have reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared the consolidated financial statements of the Company, which form part of this Annual Report.

Further, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended as an Annexure to the financial statements. The statement also provides details of the performance and financial position of the subsidiary.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Audited Annual Financial Statements of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company i.e www.zeelearn.com. The Company does not have joint venture or associate companies within the meaning of Section 2(6) of the Companies Act, 2013.

MATERIAL SUBSIDIARIES:

The Board has adopted a Policy for determining Material Subsidiaries in accordance with the requirements of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy, as approved by the Board, is uploaded on the Company's website (www.zeelearn.com). In terms of the criteria laid down in the Policy and as per the definition of material subsidiary provided in Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Consolidated Financial Results for the financial year ended March 31, 2023, following Subsidiaries are identified as Material Subsidiaries:

- Digital Ventures Private Limited
- MT Educare Limited
- Liberium Global Resources Private Limited

DIVIDEND

The Board intends to retain its internal accrual to support the Company's future business needs and growth. As a result no dividend has been proposed for the year ended March 31, 2023. The Company has not given any interim dividend during the financial year under review.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company has an appropriate mix of Executive, Non-Executive Non-Independent and Independent Directors representing a blend of professionalism, knowledge and experience which ensures that the Board independently performs its governance and management functions. The Company profess the importance of diversity at Board and at all levels within the organization.

Composition of Board

The Board of Directors of the Company comprises of One (1) Executive Director, One (1) Non-Executive Director Non-Independent and Four (4) Independent Directors, including One (1) Women Independent Director as on March 31, 2023.

During the year under review, the following changes in composition of the Board of Directors took place:

- Ms. Nanette D'sa, Mr. Dattatraya Kelkar and Mr. Roshanlal Kamboj were re-appointed for a second term of their Independent Directorship with effect from March 23, 2023, December 30, 2022 and May 18, 2022 respectively, by the Members of the Company at the Annual General Meeting held on September 27, 2022.

- Mr. Manish Rastogi was appointed by the Board of Directors as an Additional Director & Whole-time Director of the Company with effect from March 22, 2023. Further the Members of the Company had vide resolution passed by Postal Ballot on June 19, 2023 approved the appointment of Mr. Manish Rastogi as a Director, liable to retire by rotation and also his appointment as Whole-time Director for a period of 5 years w.e.f. March 22, 2023.
- Mr. Ritesh Handa; Whole time Director of the Company resigned with effect from February 16, 2023.

Your Board places on record its appreciation for the rich contribution made by Mr. Ritesh Handa and the guidance provided by him during his tenure as the Whole-time Director and Chief Executive Officer of the Company.

No further change in the composition of the Board of Directors took place subsequent to the closure of the financial year.

Mr. Surender Singh; Director of the Company shall be liable to retire by rotation at the 13th Annual General Meeting of the Company. He being eligible offers himself for reappointment subject to the approval of the Members at the Annual General Meeting and the said proposal forms part of the Notice of the meeting.

Notice of ensuing Annual General Meeting includes a proposal for re-appointment of Mr. Karunn Kandoi as an Independent Director for second term of five years. Your Board recommends the proposal for approval of the Shareholders.

The information as required to be disclosed under the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 ('Listing Regulations') in case of appointment/ re-appointment of the director, if any, is provided in Report on Corporate Governance which forms part of this Report and in the Notice of the ensuing Annual General Meeting.

The disclosure in pursuance of Schedule V to the Companies Act, 2013 ('Act') and Listing Regulations pertaining to the remuneration, incentives etc. paid to the Directors is given in the Corporate Governance Report.

Key Managerial Personnel ('KMP')

In terms of the provisions of Sections 2(51) and 203 of the Act, as on March 31, 2023, the following were the KMP's of the Company:

Mr. Manish Rastogi; Whole-time Director & Chief Executive Officer

Mr. Anish Shah; Chief Financial Officer

Mr. Anil Gupta; Company Secretary

There were changes in the Key Managerial Personnel of the Company during the financial year. The details of which are constituted below:

Appointment

Mr. Manish Rastogi was appointed as the Chief Executive Officer of the Company with effect from February 24, 2023.

Mr. Manish Rastogi was appointed as an Additional Director & Whole-time Director under the Category of Executive Director on the Board of the Company with effect from March 22, 2023.

Resignation

Mr. Ritesh Handa had resigned from his position of Chief Executive Officer and Whole-time Director from the Company with effect from February 16, 2023.

Board Meetings

The meetings of the Board are scheduled at regular intervals to discuss and decide on matters of business performance, policies, strategies and other matters of significance. The notice along with agenda of the meetings is circulated in advance, to ensure proper planning and effective participation. In certain exigencies, decisions of the Board are also accorded through circulation. The Directors of the Company are given the facility to attend the meetings through video conferencing, in case they so desire, subject to compliance with the specific requirements under the Act.

The Board met 6 (Six) times during the Financial Year 2022-23, the details of which are given in the Corporate Governance Report which forms part of this Annual Report. The intervening period between any two Board Meetings was within the maximum time permissible under the Act and Listing Regulations.

Declaration by Directors/Independent Directors

All Directors of the Company have confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or order of any other such authority. The Directors, Key Managerial Personnel and Senior Management have affirmed compliance with the Code of Conduct laid down by the Company.

Independent Directors provide declarations, both at the time of appointment as well as annually, confirming that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. Further, in terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent

Directors, the Board has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

A declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, along with a declaration as provided in the Notification dated October 22, 2019, issued by the Ministry of Corporate Affairs (MCA), regarding the requirement relating to enrollment in the Data Bank for Independent Directors as stipulated under Section 150 of the Act, has been received from all the Independent Directors, along with declaration made under Section 149(6) of the Act.

There are no pecuniary relationships or transactions between the Independent Directors and the Company, except for the payment of Sitting Fee and / or Commission, within the limits approved by the members and Board of Directors of the Company.

Annual Performance Evaluation

The Board evaluation framework has been designed in compliance with the provisions of the Companies Act, 2013 and the Listing Regulations. The Independent Directors of your Company, in a separate meeting held without presence of other Directors and management, evaluated the performance of the Chairman and other Non-Independent Directors along with the performance of the Board based on various criteria. A report on such evaluation done by the Independent Directors was taken on record by the Board and further your Board, in compliance with requirements of the Act, evaluated performance of all the Directors, Board as a whole, based on various parameters including attendance, contribution etc.

At the Board meeting that followed the meeting of the Independent Directors, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated. The details of the evaluation process are set out in the Corporate Governance Report which forms part of this Report.

Committees of Board

In compliance with the requirements of Companies Act, 2013 and Listing Regulations, your Board had constituted various 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.

Vigil Mechanism and Whistle Blower Policy

The Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Vigil Mechanism and Whistle Blower Policy, which provides a robust framework for dealing with genuine concerns & grievances. The policy provides access to Directors / Employees / Stakeholders of the Company to report concerns about unethical behavior, actual or suspected fraud of any Director and / or Employee of the Company or any violation of the Code of Conduct. The policy safeguards whistleblowers from reprisals or victimization, in line with the Regulations. Any incidents that are reported are investigated and suitable action is taken in line with the Policy. Further during the year under review, no case was reported under the Vigil Mechanism. In terms of the said policy, no personnel have been denied access to the Audit Committee of the Board.

The Vigil Mechanism and Whistle Blower policy has been posted on the website of the Company at www.zeelearn.com.

7. CORPORATE SOCIAL RESPONSIBILITY

In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility Committee (CSR Committee). The CSR Committee as on March 31, 2023 comprised of Ms. Nanette D'sa; Independent Director as Chairperson, Mr. Roshan Lal Kamboj, Independent Director and Mr. Dattatraya Kelkar, 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 Learn is all about creating sustainable programs that actively contribute to and support the social and economic development of the society. The Company has spent towards CSR activities as per the policy of the Company. The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in **"Annexure B"** of this report.

8. AUDITORS

STATUTORY AUDITOR

As per provisions of Section 139 of the Companies Act, 2013, Ford Rhodes Parks & Co. LLP., Chartered Accountants (Firm Registration No. 102860W/W100089) have been appointed as the Statutory Auditors of the Company at the Tenth Annual General Meeting of the Company for a period of five years till the conclusion of the Annual General Meeting to be held for the financial year 2024-25, with the approval of the Members in the Annual General Meeting of the Company.

During the year, the Statutory Auditors have confirmed that they satisfy the independence criteria required under Companies Act, 2013 and Code of Ethics issued by Institute of Chartered Accountants of India.

The audit report given by Ford Rhodes Parks & Co. LLP., Chartered Accountants on the financial statements of the Company for the financial year ended March 31, 2023 forms the part of the Annual Report. The Auditors have issued a modified opinion in its report on the financial statements of the Company and the management's reply on the same is annexed to this Report in **"Annexure C"**.

During the year under review, the Statutory Auditors have 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.

COST AUDITOR

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the cost accounts are maintained by the Company in respect of its education services, and are audited by the Cost Auditors in compliance to the provisions as applicable to the Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company had appointed 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 2023-24.

As required under the Companies Act, 2013, a resolution seeking member's approval for remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M P Sanghavi & Associates LLP to undertake the Secretarial Audit of the Company for the financial year 2022-23. The report issued by the Secretarial Auditor is annexed as **"Annexure D"** and forms part of the Board's Report.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015 the Secretarial Audit Report of the material subsidiaries of the Company namely Digital Ventures Private Limited and Liberium Global Resources Private Limited are annexed to this report. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Act and rules framed there under.

The said report does not contain any qualifications, reservations, or adverse remarks or disclaimer.

During the year under review, the Secretarial 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.

Annual Secretarial Compliance Report

In compliance with the Regulation 24A of the Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Company has undertaken an audit for the financial year 2022-23 for all applicable compliances as per SEBI Regulations and Circulars/ Guidelines issued thereunder. The Annual Secretarial Compliance Report duly issued by M P Sanghavi & Associates LLP, Practicing Company Secretaries is submitted to the Stock Exchanges within the prescribed timelines.

The said report does not contain any qualifications, reservations, or adverse remarks or disclaimer.

9. CORPORATE GOVERNANCE REPORT

The fundamental principle of Corporate Governance is achieving sustained growth ethically and in the best interest of all stakeholders. It is not a mere compliance of laws, rules and regulations but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility.

In order to maximize shareholder value on a sustained basis, your Company constantly assesses and benchmarks itself with well-established Corporate Governance practices besides strictly complying with the requirements of Listing Regulations and applicable provisions of the Act.

In terms to the requirements of Regulation 34 read with Schedule V of the Listing Regulations, a detailed report on Corporate Governance along with Compliance Certificate issued by M P Sanghavi & Associates LLP, Practicing Company Secretaries forms an integral part of this Annual Report.

10. DISCLOSURES

a. Particulars of loans, guarantees and investments:

During the year, Company has converted outstanding unsecured loan (including interest thereon) receivable from Digital Ventures Private Limited (DVPL) into 0.01 %, Unsecured Unrated Unlisted Optionally Convertible Debentures (OCD). The particulars of loans, guarantees and investments made by the Company as required under Section 186 (4) of the Companies Act, 2013 and the aforesaid conversion are contained in note 40 and note 7(3) to the Standalone Financial Statements which forms part of this Annual Report.

b. Transactions with Related Parties:

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were on arm's length basis, in the ordinary course of business and in compliance with applicable provisions of the Companies Act, 2013 and Listing Regulations. During Financial Year 2022-23, there were no materially significant related party transactions by the Company with the Promoters, Directors, Key Managerial Personnel and other designated persons which may have a potential conflict with the interest of the Company.

All related party transactions, specifying the nature, value and terms of the transactions including the arms-length justification, are placed before the Audit Committee for its approval and a statement of all related party transactions carried out is placed before the Audit Committee for its review on quarterly basis.

During the year under review, there have been no materially significant transactions prescribed under Section 188(1) with related parties as defined under Section 2(76) of the Act and accordingly the information as prescribed under Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 are not provided.

c. Risk Management

The Company has defined operational processes to ensure that risks are identified, and the operating management is responsible for reviewing, identifying and implementing, mitigation plans for operational and process risk. Key strategic and business risks are identified, reviewed and managed by senior management team.

d. Internal Financial Controls and their Adequacy

The Company has adequate internal financial controls and processes for orderly and efficient conduct of the business including safeguarding of assets, prevention and detection of frauds and errors, ensuring accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The internal audit plan is dynamic and aligned to the business objectives of the Company and is evaluated by the Audit Committee periodically and at the end of each financial year.

During the year, such controls were assessed and no reportable material weakness in the design or operation were observed.

e. Public Deposits:

The Company has not invited or accepted any deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013 from public during the year under review.

f. Transfer of unclaimed dividend/shares to Investor Education and Protection Fund:

Pursuant to Section 125(2) of the Act, the Companies are required to credit to the Investor Education and Protection Fund (IEPF) any amount provided under clauses (a) to (n), within a period of thirty days of such amount becoming due to be credited to the 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 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. During the financial year 2022-23, the Company was not required to deposit any amount, transfer any unclaimed divided/shares to the Investor Education and Protection Fund.

g. Unclaimed Shares:

Pursuant to Regulation 39 of Listing Regulations, 39153 unclaimed shares remain outstanding, which were issued pursuant to the Scheme of Arrangement and are lying in the Suspense account as on March 31, 2023. Necessary steps were taken in compliance with the Listing Regulations, for sending the necessary reminders to the claimant of the said shares, at the address available in the database of the Depository/ Company.

h. Transfer to General Reserve:

The Company has not transferred any amount to the General Reserve during the financial year.

i. Disclosure under Section 197(14) of the Act:

During the financial year 2022-23, the Executive Director of the Company did not receive any remuneration or commission from Company's subsidiaries.

j. 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. Additionally, your Company has constituted Internal Complaints Committee functioning at various locations to redress complaints regarding sexual harassment.

During the year under review no complaints on sexual harassment were received.

k. Secretarial Standards:

Pursuant to the provisions of Section 118 of the Act, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

l. Annual Return:

Pursuant to Section 92 of the Act read with Companies (Management & Administration) Rules, 2014, the annual return of the Company in Form MGT-7 for the year ended March 31, 2023 can be accessed on the Company's website at www.zeelearn.com.

m. Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016:

Yes Bank Limited had initiated insolvency proceedings against the Company and Digital Ventures Private Limited ('DVPL') (Subsidiary of the Company) before Hon'ble National Company Law Tribunal ('NCLT') under Insolvency and Bankruptcy Code, 2016 in respect of corporate guarantee issued by the Company and DVPL upon default in repayment of credit facilities of various trust.

On December 30, 2022 the Company and Digital Ventures Private Limited were informed by Yes Bank Limited that it had assigned and transferred the said credit facilities (refer note 57 of Standalone Financial Statements) to J.C. Flowers Asset Reconstruction Private Limited (J. C. Flowers).

On February 10, 2023 Hon'ble NCLT, had by an order admitted the Company in Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code, 2016 in respect of the application made before it by Yes Bank Limited. An appeal was filed against the said order of the Hon'ble NCLT by Mr. Surender Singh (Director) before the Hon'ble National Company Law Appellate Tribunal ('NCLAT').

On February 16, 2023 Hon'ble NCLAT had by an order set aside the order passed by Hon'ble NCLT on February 10, 2023 against the Company.

Subsequently J. C. Flowers had filed Special Leave Petition (SLP) in the Hon'ble Supreme Court for setting aside of the order passed by Hon'ble NCLAT on February 16, 2023. The matter is currently pending for hearing before the Hon'ble Supreme Court.

MT Educare Limited (Listed Subsidiary of the Company) was admitted to Corporate Insolvency Resolution Process by an order passed by the Hon'ble NCLT dated December 16, 2022 and by the said order appointed Mr. Ashwin Bhavanji Shah as the Interim Resolution Professional (IRP).

Mr. Vipin Choudhry (Director) had challenged the order of Hon'ble NCLT dated December 16, 2022 before Hon'ble NCLAT, New Delhi. The Hon'ble NCLAT by an order dated January 6, 2023 had ordered to hold the formation of Committee of Creditors (COC) till further hearing. There has been continuation of stay on Constitution of COC by Hon'ble NCLAT from time to time and accordingly the COC is not yet formed.

n. Significant material orders passed by the regulators or Courts:

Further no significant or material orders were passed by the regulators or courts or tribunals other than as mentioned in point (m) above which impact the going concern status and Company's operations in future.

o. Material changes and commitments affecting the financial position between the end of the financial year and the date of the report:

The Company along with DVPL and four trusts/entity have entered into settlement agreement with J.C Flowers to settle obligations with respect to loans borrowed by the said four trusts/entity. Till the time the loans are settled in terms thereof and the legal proceedings initiated in connection therewith are either settled/withdrawn, the matters covered under the aforesaid legal proceedings shall remain sub-judice. Further, a settlement agreement with J.C. Flowers has been signed for settlement of obligations in a time bound manner in respect of the loans borrowed and the matter will continue to be sub-judice.

There were no other material changes and commitments affecting the financial position of the Company that

have occurred between the end of the financial year on March 31, 2023 to which the financial statements relate and the date of this report.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The 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:

The 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.

Technology Absorption:

In its endeavor to deliver the best to its users and business partners, Company has been constantly active in harnessing and tapping the latest and best technology in the industry.

12. FOREIGN EXCHANGE EARNING AND OUTGO

During the year under review, there were no Foreign Exchange Earnings and the particulars of Foreign Exchange out go are given in Note 51(2) of the Standalone financial statements.

13. HUMAN RESOURCE MANAGEMENT

Human Resource Management remains a top priority for our company, as we believe that a committed talent pool is the key to achieving excellent business results. Our constant endeavour is to foster a work culture that promotes collaboration, innovation, high performance, and agility. This has led us on a path of a new world of possibilities, requiring us to work on a new set of challenges for a future-ready workforce. To achieve this, we have adopted a strategic approach of harmonizing people practices, incorporating the best aspects, aligning with market-best practices, and building a future-ready organization.

At our company, we acknowledge the critical role of human resources in driving growth, and we prioritize their satisfaction and well-being. Our HR policies are designed to attract, retain, and develop the best talent required for the business to thrive. We invest in regular training programs to ensure that our employees receive skill upgrades and personal development opportunities at every level of the organization.

Recognizing the value of our talent pool, we strive to retain our best employees by providing ample growth opportunities. Our focus is on continuous skill enhancement and development across the workforce. We conduct workshops nationwide to instill the company's values in our employees' work and behavior.

Our directors express their heartfelt appreciation for the significant contributions made by all employees. Their competence, dedication, hard work, cooperation, and support have enabled the company to achieve remarkable milestones consistently. We remain committed to nurturing our talent pool and fostering a culture of growth and success within the organization.

Particulars of Employees

The information required under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 along with the statement showing names and other particulars of top 10 employees including employees drawing remuneration in excess of the limits prescribed under the said rules is annexed to this report in **"Annexure E"**.

14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013 ('the Act'), with respect to Directors Responsibility Statement it is hereby confirmed:

a) The Financial Statements of the Company - comprising of the Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss for the year ended as 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, 2023, and, of the profits and loss 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.

15. CAUTIONARY STATEMENT

Statements in this Report, particularly which relate to 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 and 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.

16. ACKNOWLEDGMENTS

The Directors takes this opportunity to extend their heartfelt gratitude for the unwavering support provided by the Company's stakeholders, and for the trust they have placed. The Directors firmly believe that nurturing a strong bond with the business constituents has been instrumental in the past success and will continue to drive the Company's future achievements.

The Directors highly value the professionalism and dedication displayed by all employees across the Company and its subsidiaries. Their significant contributions at every level have been pivotal in driving the Company's success.

The Board also acknowledges with deep appreciation the cooperation and support received from various government bodies, including the Central and State Governments, Ministry of Human Resource Development, Ministry of Finance as well as the Stock Exchanges and other stakeholders. We are equally thankful to franchisees, business partners, vendors, bankers, investors, service providers/partners, and other regulatory and government authorities for their continued trust and collaboration.

The Board further also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued stakeholders.

For and on behalf of the Board

MANISH RASTOGI
WHOLE-TIME DIRECTOR & CEO
DIN: 10056027

NANETTE D'SA
DIRECTOR
DIN: 05261531

Date: August 10, 2023
Place: Mumbai

Annexure A

Disclosures under Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Sr. No	Particulars	Details
1	Relevant disclosures in terms of the Guidance Note on Accounting for employees share-based payments issued by ICAI or any other relevant Accounting Standards as prescribed from time to time	Refer note 17(f) of Standalone financial statements for the financial year ended March 31, 2023 for details.
2	Diluted EPS on issue of shares pursuant to all the Schemes covered under the regulations shall be disclosed in accordance with Accounting Standard 20 – Earning Per Share issued by ICAI or any other relevant accounting standards as prescribed from time to time	Diluted EPS as per Indian Accounting Standards-33 is ₹ (10.97) (Refer note 47 of Standalone financial statements for details)
3	Details relating to ESOS	
i	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS including:	Presently the Company has an Employee Stock Option Scheme, namely ZLL ESOP 2010 - AMENDED 2015 ('ZLL ESOP Scheme') which was amended to align the Scheme in line with the requirements of Companies Act, 2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('ESOP Regulations') and to provide flexibility to the Nomination & Remuneration Committee for determination of exercise price.
a	Date of Shareholders approval	December 18, 2015
b	Total No. of Options approved under ESOP	1,60,07,451 Stock Options.
c	Vesting Requirements	Options granted under ZLL ESOP Scheme would vest not less than one year and not more than five years from the date of grant of such options. Vesting of options would be subject to continued employment/ association with the Company and / or its Subsidiary companies and/or its Associate companies and/or its holding company and thus the options would vest on passage of time. In addition to this, the Nomination & Remuneration Committee may also specify certain performance parameters, if applicable, subject to which the options would vest. The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the document given to the option grantee at the time of grant of options.
d.	Exercise Price or pricing formula	The exercise price shall be equal to the closing market price on the day previous to the grant date or such other price (minimum being the value equivalent to face value of ₹ 1 per equity share) as may be decided by the Nomination & Remuneration Committee.
e	Maximum term of Options granted	Options granted under ZLL ESOP Scheme shall be capable of being exercised within a period of four years from the date of Vesting of the respective Employee Stock Options. By a special resolution passed by the Members at the Annual General Meeting of the Company held on December 30, 2020 the exercise period for the term of options whether vested or not but yet to be exercised was extended by four years from the date of approval of shareholders in the aforesaid Annual General Meeting.
f	Source of shares (primary, secondary or combination)	Primary

Sr. No	Particulars	Details
g	Variation in terms of Options	None
ii	Method used to account for ESOS – Intrinsic or Fair value	Fair Value
iii	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable as the Company has accounted for the Stock Option at Fair Value using the Black-Scholes-Merton Model based on assumptions detailed in note 17 (j) of the standalone financial statements for financial year 2022-23.
iv	Option movement during the year	
	Number of options outstanding at the beginning of FY 22-23	66,95,461
	Number of Options granted during FY 22-23	4,45,000
	Number of options forfeited / lapsed during FY 22-23	6,50,345
	Number of options vested during FY 22-23	4,36,712
	Number of options exercised during FY 22-23	Nil
	Number of shares arising as a result of exercise of options	Nil
	Money realized by exercise of options (₹), if scheme is implemented directly by the company	Nil
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of options outstanding at the end of FY 22-23	64,90,116
	Number of options exercisable (vested) at the end of FY 22-23	60,45,116
v	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	2.45
vi	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to (a) Senior Managerial Personnel; (b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and (c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Name: **Himanshu Yagnik** Designation: Chief Operating Officer No. of options granted: 40000 Exercise Price: ₹ 6.64 Name: **Abha Nair** Designation: Head – Human Resources No. of options granted: 50000 Exercise Price: ₹ 7.20 Name: **Anish Shah** Designation: Chief Financial Officer No. of options granted: 40000 Exercise Price: ₹ 7.20 Name: **Manish Rastogi** Designation: Whole-time Director & CEO No. of options granted: 300000 Exercise Price: ₹ 3.12

Sr. No	Particulars	Details
vii	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information viz. (a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model; (b) the method used and the assumptions made to incorporate the effects of expected early exercise; (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and (d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	Refer note 17 (f to k) to the Notes to standalone financial statements for financial year 2022-23 for description of method and significant assumptions used to estimate fair value of Options granted during financial year 2022-23.

For and on behalf of the Board

MANISH RASTOGI
WHOLE-TIME DIRECTOR & CEO
DIN: 10056027

NANETTE D'SA
DIRECTOR
DIN: 05261531

Date: August 10, 2023
Place: Mumbai

Compliance Certificate

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members of
Zee Learn Limited
CIN: L80301MH2010PLC198405

We M P Sanghavi & Associates LLP, Company Secretaries, have been appointed as Secretarial Auditor of **Zee Learn Limited** (hereinafter referred to as **'the Company'**), having CIN: L80301MH2010PLC198405 and having its registered office at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400018. This certificate is issued under Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as **"the Regulations"**), for the year ended 31st March 2023.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the ESOP Scheme including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

As per Special Resolution passed on October 13, 2010, the Company had implemented an Employee Stock Option Scheme viz. **"ZLL – ESOP 2010"**. The said Scheme was modified and renamed as **"ZLL – ESOP 2010 - AMENDED 2015"** (hereinafter referred to as 'ESOP Scheme') pursuant to Special Resolution passed by Shareholders on December 18, 2015.

For the purpose of verifying the compliance of the Regulations and issuing this Certificate, we have examined the following:

1. Copy of ESOP Scheme received from the Company;
2. Copy of In-principal approval granted by BSE Limited (Ref No. DCS/AMAL/BS/ESOP-IP/083/2012-13 dated 15th May 2012) and National Stock Exchange of India Limited (Ref No. NSE/LIST/166674-Z dated 25th April 2012) for listing of 61,36,930 Equity Shares to be issued pursuant to ESOP Scheme;
3. Copy of In-principal approval granted by BSE Limited (Ref No. DCS/IPO/MN/ESOP-IP/866/2015-16 dated March 29, 2016) and National Stock Exchange of India Limited (Ref No. NSE/LIST/67560 dated March 30, 2016) for listing of 98,70,521 Equity Shares to be issued pursuant to ESOP Scheme;
4. Articles of Association of the Company;
5. The following Special Resolution(s) passed by the Shareholders in connection with ESOP Scheme:
   (i) On October 13, 2010 authorising implementation of ZLL ESOP 2010 Scheme for issuance of upto 61,36,930 Options;
   (ii) On August 08, 2012 extending benefits of ZLL ESOP 2010 to eligible employees of any present and future subsidiary/holding companies;
   (iii) On 18th December 2015 approving modification by increasing ESOP Pool to 1,60,07,451 Options and renaming the Scheme as ZLL – ESOP 2010 - AMENDED 2015; and
   (iv) On December 30, 2020 approving repricing of outstanding Stock Options
6. Resolutions passed by the Nomination and Remuneration Committee of the Board of Directors of the Company during FY 2022-23 on 2nd August 2022, 11th November 2022 and 24th February 2023 for grant of Stock Options along with Certificates from Professionals confirming closing price of the Equity Shares of the Company on Stock Exchanges on a day prior to the date of grant of options.
7. Sample of ESOP Grant Letter along with documents / agreement annexed thereto issued to the Option Grantees.
8. Audited financial statement for FY 2022-23 including Auditors report and Notes on financial statement inter alia confirming compliance of relevant Accounting Standards as prescribed by the Central Government;
9. Exercise Price/Pricing formula as per ESOP Scheme is Market Price as per the Regulations;
10. ESOP Disclosures for year ended March 31, 2022 uploaded on Company's website.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the ESOP Scheme in accordance with the applicable provisions of the Regulations and Special Resolution(s) passed by Shareholders of the Company from time to time.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. 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.
4. This certificate is solely for your information, and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For M P Sanghavi & Associates LLP
Company Secretaries
FRN: L2020MH007000

Mita Sanghavi
Designated Partner
FCS: 7205 / CP No: 6364
Peer Review Certificate No: 2972/2023
UDIN: F007205E000750079

Date: 10th August, 2023
Place: Mumbai

Annexure B

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2022-2023

1. Brief outline on CSR Policy of the Company:

The Board of Directors of Zee Learn Limited have pursuant to Section 135 of the Companies Act, 2013 after taking into account the recommendations of the CSR Committee, approved the CSR Policy of the Company. As per the CSR policy, Education, Health Care, Women Empowerment and Sports are the focus areas for CSR engagement. Besides these focus areas, the CSR Policy also allows the Company to undertake such other CSR activities, as listed in Schedule VII of the Companies Act, 2013, as amended from time to time. The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013.

2. Composition of CSR Committee:

As at March 31, 2023 the CSR Committee is comprised of the following three (3) Members: -

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee	
			held during the year	attended during the year
1.	Ms. Nanette D'sa	Chairperson/ Independent Director	2	2
2.	Mr. Dattatraya Kelkar	Member/ Independent Director	2	2
3.	Mr. Roshan Lal Kamboj	Member/ Independent Director	2	1

3. The web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:

Composition of the CSR committee is available on the Company's website on – https://zeelearn.com/investor-relations/corporate-governance/

CSR policy of the Company is available on the Company's website on – https://zeelearn.com/wp-content/uploads/CSR-POLICY.pdf

Details of CSR projects undertaken by the Company are available on the Company's website on – https://zeelearn.com/wp-content/uploads/List-of-CSR-Projects-for-FY-2022-23-approved-by-the-Board-1.pdf

4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014: Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year:

Sr. No.	FY	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set- off for the financial year, if any (in ₹)
1	22-23	92,369	-

6. Average net profit of the company as per section 135(5): ₹ 49,72,20,954/-

7. **(a) Two percent of average net profit of the company as per section 135(5):** ₹ 99,44,419/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year: ₹ 92,369/-

(d) Total CSR obligation for the financial year (7a+7b- 7c): ₹ 98,52,050/-

8. **(a) CSR amount spent or unspent for the financial year 2022-23:**

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)= NIL				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer.
1,21,00,000	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

1	2	3	4	5		6	7	8	9	10	11	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implem-entaion Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
				State	District						Name	CSR Registration number

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5		6	7	11	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in ₹).	Mode of impleme-ntation - Direct (Yes/No)	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR registration number.
1.	CSR Project	Promoting Education	No	Karnataka	Chikkaballapura	11,00,000	No	Prashanthi Balamandira Trust	CSR00000226
2.	CSR Project	Promoting Education	No	Gujarat	Ahemdabad Mehsana Anand	20,00,000	No	TALEEM Research Foundation	CSR00018659
3.	CSR Project	Promoting Education	No	Gujarat Haryana	Ahemdabad Hisar	85,00,000 5,00,000	No	Subhash Chandra Foundation	CSR00006618

(d) Amount spent in Administrative Overheads: **Nil**

(e) Amount spent on Impact Assessment: **Nil**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **₹ 1,21,00,000/-**

(g) Excess amount for set off: **₹ 21,55,581/-**

Sr. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	99,44,419
(ii)	Total amount spent for the Financial Year	1,21,00,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	21,55,581
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	92,369
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	22,47,950

9. (a) Details of Unspent CSR amount for the preceding three financial years

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
1.	19-20	-	-	-	-	-	-
2.	20-21	-	-	Prime Minister's National Relief Fund	1,63,14,948	28.02.2023	-
3.	21-22	-	-	-	-	-	-

Note: For the amount pertaining to FY 19-20 the Company has not spent the CSR amount of ₹ 1,08,84,647 and the same had been disclosed in the Board's Report in compliance with the Companies Act, 2013.

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

1	2	3	4	5	6	7	8	9
Sr. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project. (in ₹)	Amount spent on the project in the reporting Financial Year. (in ₹)	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project Completed / Ongoing.
-	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

(a) Date of creation or acquisition of the capital asset(s): **Nil**

(b) Amount of CSR spent for creation or acquisition of capital asset: **Nil**

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: **Nil**

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **Nil**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **NA**

MANISH RASTOGI
WHOLE-TIME DIRECTOR & CEO
DIN: 10056027

NANETTE D'SA
DIRECTOR
DIN: 05261531

Annexure C

Management's Reply to Auditor's Qualification

A. The Statutory Auditors qualification/ observation and the Management's reply on the aforesaid qualification/observation in the Standalone Financial Statements of the Company for the financial year ended March 31, 2023 is as follows:

1. The Company has investments in its wholly owned subsidiary viz Digital Ventures Private Limited (DVPL) in the form of Equity shares, Convertible Debentures and Preference shares (including redemption premium) of ₹ 45,202.62 lakhs, loan and receivables of ₹ 11,377.05 lakhs aggregating to ₹ 56,579.67 lakhs outstanding as at 31 March 2023. Further, as stated in the said note, the Company had in earlier years given loan to DVPL to support school operations and on account of delays in recovery of the loan, the Company had provided ₹ 11,000 lakhs towards impairment loss under the expected credit loss model against the said loan and the same was shown as Exceptional Item in the standalone financial results for the quarter/year ended 31 March 2022. As further explained in the said note, there are ongoing proceedings against DVPL w.r.t. Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) before the Hon'ble National Company Law Tribunal, Mumbai ("NCLT"), and accordingly, the Company out of abundant caution and prudent accounting practices, has provided ₹ 10,855 lakhs towards impairment of its investments (including redemption premium) in DVPL and the same has been shown as Exceptional Item during the quarter/year ended 31 March 2023.

   DVPL defaulted in repayment of its loans availed from two lenders and w.r.t. the said loans, the lenders invoked the Corporate guarantees given by the Company on behalf of DVPL (Refer note 6 of the Statement). Further, Yes bank Limited had also invoked Corporate Guarantee issued by the Company and DVPL w.r.t. credit facilities availed by four trusts/entity, and petitions have been filed by Yes Bank Limited against the Company and DVPL (as corporate guarantors) initiating Corporate Insolvency Resolution Process (CIRP) under section 7 of the IBC (Refer note 5 of the Statement). Accordingly, owing to above events and uncertainties, and further in the absence of sufficient and appropriate evidence to substantiate management's basis for providing partial amount of ₹ 10,855 lakhs towards impairment of its investment in DVPL, we are unable to comment on the appropriateness of the balance carrying value of its investment and outstanding receivables in DVPL and its consequential impact on the net loss, total comprehensive loss for the quarter/year ended 31 March 2023 and the financial position of the Company as at 31 March 2023.

   The Company has investments in its wholly owned subsidiary viz Digital Ventures Private Limited (DVPL) in the form of Equity shares, Convertible Debentures and Preference Shares (including redemption premium) of ₹ 45,202.62 lakhs, loan and receivables of ₹ 11,377.05 lakhs aggregating to ₹ 56,579.67 lakhs as at 31 March 2023. During earlier years, the Company had given loan to DVPL to support school operations. On account of delays in recovery of the same (including interest accrued thereon), the Company during the year ended 31 March 2022 had provided for ₹ 11,000 lakhs towards impairment loss under the expected credit loss model against the said loan/ receivables and the said impairment loss was disclosed as an "Exceptional item" in the standalone financials results for the year ended 31 March 2022. Further, there are ongoing proceedings against DVPL w.r.t Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) before the Hon'ble National Company Law Tribunal (NCLT) Mumbai (Refer Note 5 below). Accordingly, the Company, out of abundant caution and prudent accounting practices, has provided ₹ 10,855 lakhs towards impairment of its investments (including premium) and the same has been shown as an Exceptional Item during the quarter/year ended 31 March 2023.

2. Yes Bank Limited (Yes Bank) had invoked the Corporate Guarantee issued by the Company and its subsidiary i.e. Digital Ventures Private Limited (DVPL) upon non-repayment of credit facilities availed by Four Trusts/ entity, and called upon the Company and DVPL to make payment of an amount of ₹ 44,962.56 lakhs (including interest and other charges upto 31 July 2021). As further stated in the note, the Company and DVPL have received notices from Yes Bank regarding filing of petitions under section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) to initiate Corporate Insolvency Resolution Process (CIRP) of the Company and DVPL (as corporate guarantors) before the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai. Also as stated in the said note, Yes Bank vide its letters dated 30 December 2022 has informed the Company and DVPL that it has assigned and transferred the above credit facilities to J.C. Flowers Asset Reconstructions Private Limited (J.C. Flowers) and the amount outstanding therein as at 30 November 2022 is ₹ 52,254.63 lakhs (including interest

and penal charges). However, the Company has not received any definitive document in support of such assignment for each of the credit facilities. As further explained in the said note, on 10 February 2023 the Hon'ble NCLT admitted the application filed by Yes Bank against the Company and DVPL and ordered the commencement of the CIRP under the IBC. However, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by the Company and NCLAT vide its order dated 16 February 2023 set aside the impugned order dated 10 February 2023 passed by the NCLT and disposed off the appeal in accordance with law. As further explained in the said note, subsequently J.C. Flowers filed Special Leave Petition (SLP) in the Hon'ble Supreme Court for setting aside of the final order dated 16 February 2023 passed by NCLAT. On 29 March 2023, the Hon'ble Supreme Court allowed the SLP and stayed the further proceedings of NCLT and the matter is currently pending for hearing before the Hon'ble Supreme Court.

As further stated in the said note, the four trusts/entity have started running their operations effectively under the brick and mortar model and, further since the above CIRP matter of the Company is sub-judice, and considering revival of education industry post Covid-19 pandemic, the Company is of the opinion that no liability is required to be provided as at 31 March 2023.

Despite the above invocation of Corporate Guarantee and further proceedings of CIRP, the Company has not provided for any liability against the invocation of the Corporate Guarantee as at 31 March 2023 as required by the applicable Indian Accounting Standard (Ind AS). Further, in the absence of sufficient and appropriate evidence to corroborate the management's conclusion on non-recognition of the liability towards Corporate Guarantee invocation, we are unable to comment upon adjustments, if any, on the net loss, total comprehensive loss for the quarter/year ended 31 March 2023 and the financial position of the Company as at 31 March 2023.

In respect of invocation of corporate guarantee of ₹ 52,254.63 lakhs.

The said trusts/entity have started running their operations effectively under the brick and mortar model and since the CIRP matter of the Company is sub-judice, and considering revival of education industry post Covid-19 pandemic, the Company is of the opinion that no liability is required to be provided as at 31 March 2023.

3 One of the subsidiaries viz. Digital Ventures Private Limited (DVPL) had defaulted in repayment of loans availed from two Lenders. In this regard, One of the Lenders vide its notice dated 14 February 2022 issued to the Company had invoked the Corporate Guarantee issued by the Company on behalf of DVPL, and called upon the Company to pay an amount of ₹ 9,162 lakhs outstanding as at 30 June 2021 with further interest w.e.f. 01 July 2021 as per the terms of the sanction letter. As further stated in said note, during the year, the Company has also received notice from the other Lender invoking the Corporate Guarantee issued by the Company on behalf of DVPL, and called upon the Company to pay an amount of ₹ 2,299.59 lakhs outstanding as at 30 June 2021.

As stated in the said note, Covid-19 Pandemic had caused disruption in the activities especially in the education sector, however, the schools have opened up and students are being enrolled. Further as stated in the said note, DVPL has started making repayment of its loan through an agreed mechanism as per discussions with the Lenders. In view of above, the Company is of the opinion that no liability is required to be provided as at 31 March 2023.

However, the Company has not provided for liability against above invocation of the Corporate Guarantees as at 31 March 2023 as required by the applicable Indian Accounting Standard (Ind AS). Further, in the absence of sufficient and appropriate evidence to corroborate management's conclusion on the non-recognition of the liability, we are unable to comment upon adjustments, if any, on the net loss, total comprehensive loss for the quarter/year ended 31 March 2023 and the financial position of the Company as at 31 March 2023.

In respect of invocation of corporate guarantee of ₹ 11,461.59 lakhs.

The Covid-19 pandemic had caused disruption in the activities especially in the education sector and there were restrictions on carrying out the operations of schools under the brick and mortar model. However, the schools have opened up and students are being enrolled in the schools. Further, DVPL has started making repayment of its loan through an agreed mechanism as per discussions with the Lenders. In view of above, the Company is of the opinion that no liability is required to be provided as at 31 March 2023.

B. Further, the Auditors of the Company in their Report have also given certain qualification on consolidated Financial Statements of the company for the year ended March 31, 2023. The qualified opinion of the statutory Auditors and the management reply there to is as follows:-

1) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial results of MTEL reported that MTEL has recognized net deferred tax assets of ₹ 7,548.55 lakhs based on the estimate that sufficient taxable

profits would be available in future years against which deferred tax assets can be utilized. In the opinion of the other auditor, due to losses during the year and earlier years and pendency of Corporate Insolvency Resolution Process (CIRP), it is uncertain that MTEL would achieve sufficient taxable income in the future against which deferred tax assets can be utilized. Accordingly, the other auditor is unable to obtain sufficient appropriate audit evidence to corroborate the Management's/ Interim Resolution Professional's (IRP's) assessment of recognition of deferred tax assets as at 31 March 2023. Had the deferred tax assets not been recognized, the net loss for the year ended 31 March 2023 would have been higher by ₹ 7,548.55 lakhs and net worth as at that date would have been lower by the said amount. The Other auditor's opinion on the Consolidated annual financial results of MTEL was also qualified for the year ended 31 March 2022 in respect of this matter.

Pursuant to an application filed by Connect Residuary Private Limited before the National Company Law Tribunal, Mumbai Bench ("NCLT") in terms of Section 9 of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder ("Code"), the NCLT had admitted the application and ordered the commencement of corporate insolvency resolution process ("CIRP") of MT Educare Limited ("Corporate Debtor", "the Company") vide its order dated December 16, 2022. The NCLT had appointed Mr. Ashwin B. Shah as the interim resolution professional for the Corporate Debtor vide its order dated December 16, 2022. Interim Resolution Professional took charge of the affairs of the corporate debtor on 23rd December, 2022. Director Mr. Vipin Choudhry challenged the order of Hon'ble NCLT dated 16-12-2022 before Hon'ble NCLAT, New Delhi. The Hon'ble National Company Law Appellate Tribunal ("NCLAT") by an order dated January 6, 2023 had ordered to hold the formation of COC till further hearing i.e till 21st February, 2023. There has been continuation of stay on Constitution of COC by Hon'ble NCLAT from time to time till 26th May, 2023 and accordingly the COC is not yet formed.

The Business operation of the Corporate Debtor is continued as going concern. In accordance with IBC Objective, the IRP is required to ensure that business operation of the Corporate Debtor is continued as going concern as far as possible to maximise the value of the Corporate Debtor. Since the constitution of COC is not yet formed, IRP has continued the business as Going Concern.

2) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the audited consolidated annual financial results of MTEL reported that the MTEL Group has not provided for interest of ₹ 1,200.63 lakhs excluding penal interest, if any, on outstanding borrowings. Had the interest expenses been recognized, the net loss for the year ended 31 March 2023 would have been higher by ₹ 1,200.63 lakhs and net worth as on that date would have been lower by the said amount. Non-provision of interest is not in compliance with Ind AS 23 "Borrowing Costs". The Other auditor's opinion on the Consolidated annual financial results of MTEL was also qualified for the year ended 31 March 2022 in respect of this matter.

In respect of MT Educare Limited (Holding Company) the Secured creditors have submitted their claims with IRP for the dues till 16th December, 2022. The Impact recording of Interest liability till 16th December 2022 shall be subject to outcome of CIRP proceedings of the Holding Company. However, Interest liability post 16th December, 2022 cannot be recognized as claim shall be submitted by Creditor for dues including Interest as of 16th December, 2022. And in respect of other entities being subsidiary companies the similar treatment is continued.

3) Yes Bank Limited (Yes Bank) had invoked the Corporate Guarantee issued by the Holding Company and its subsidiary i.e. Digital Ventures Private Limited (DVPL) upon non-repayment of credit facilities availed by Four Trusts/entity, and called upon the Holding Company and DVPL to make payment of an amount of ₹ 44,962.56 lakhs (including interest and other charges upto 31 July 2021). As further stated in the note, the Holding Company and DVPL have received notices from Yes Bank regarding filing of petitions under section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) to initiate Corporate Insolvency Resolution Process (CIRP) of the Holding Company and DVPL (as corporate guarantors) before the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai. Also as stated in the said note, Yes Bank vide its letters dated 30 December 2022 has informed the Holding Company and DVPL that it has assigned and transferred the above credit facilities to J.C. Flowers Asset Reconstructions Private Limited (J.C. Flowers) and the amount outstanding therein as at 30 November 2022 is ₹ 52,254.63 lakhs (including interest and penal charges). However, the Holding Company has not received any definitive document in support of such assignment for each of the credit facilities. As further explained in the note, on 10 February 2023 the Hon'ble NCLT admitted the application filed by Yes Bank against the Holding Company and DVPL and ordered the commencement of the CIRP under the IBC. However, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by the Holding Company and NCLAT vide its order dated 16 February 2023 set aside the impugned order dated 10 February 2023 of NCLT and disposed off the appeal in accordance with law. As further explained in the said note, subsequently J.C. Flowers filed Special Leave Petition (SLP) in the Hon'ble Supreme Court for setting aside of the final order dated 16 February 2023 passed by NCLAT. On 29 March 2023, the Hon'ble Supreme Court allowed the SLP and stayed the further proceedings of NCLT and the matter is currently pending for hearing before the Hon'ble Supreme Court.

As further stated in the said note, the four trusts/entity have started running their operations effectively under the brick and mortar model and, further since the above CIRP matter of the Holding Company is sub-judice, and considering revival of education industry post Covid-19 pandemic, the Holding Company is of the opinion that no liability is required to be provided as at 31 March 2023.

Despite the above invocation of Corporate Guarantee and further proceedings of CIRP, the Holding Company has not provided for liability against the invocation of the Corporate Guarantee as at 31 March 2023 as required by the applicable Indian Accounting Standard (Ind AS). Further, in the absence of sufficient and appropriate evidence to corroborate the management's conclusion on non-recognition of the liability towards Corporate Guarantee invocation, we are unable to comment upon adjustments, if any, on the net loss, total comprehensive loss for the quarter/year ended 31 March 2023 and the financial position of the Company as at 31 March 2023. Our opinion for the quarter/year ended 31 March 2022 was also qualified in respect of this matter.

The said trusts/entity have started running their operations effectively under the brick and mortar model and since the CIRP matter of the Holding Company is sub-judice, and considering revival of education industry post Covid-19 pandemic, the Holding Company is of the opinion that no liability is required to be provided as at 31 March 2023.

4) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial results of MTEL reported that MTEL has outstanding loans, trade receivables and other receivables of ₹ 8,709.24 lakhs (net of provisions on consolidated basis) as at 31 March 2023, which are overdue/rescheduled. The management/IRP envisages the same to be good and recoverable. However, owing to the aforementioned overdues/rescheduling, the other auditor is unable to comment upon adjustments, if any, that may be required to the carrying value of the said outstanding amounts and the consequential impact on the consolidated annual financial results of MTEL. The Other auditor's opinion on the Consolidated annual financial results of MTEL was also qualified for the year ended 31 March 2022 in respect of this matter.

The management is of the opinion that the parties are facing difficulties in ramping the business which has resulted in deferment of recovery process beyond what has been envisaged. We anticipate progress in business in the coming quarters which will enable recovery of the receivables in an orderly manner. At this present juncture, the management considers the outstanding dues to be good and recoverable.

5) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the audited consolidated annual financial results of MTEL reported regarding admission of MTEL into CIRP and pending determination of obligations and liabilities with regard to various claims submitted by the operational/financial/other creditors and employees including claims for guarantee obligation and interest payable on loans. The other auditor is unable to comment on adjustments, if any, pending reconciliation and determination of final obligation.

The Claim submission and upgradation till finalisation of resolution plan is dynamic process and subject to approval of Committee of Creditors (COC's). The Constitution of COC is stayed by Hon'ble NCLAT till 26th May, 2023

6) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the audited consolidated annual financial results of MTEL reported that the other auditor has not received bank statement and confirmation of amounts for the balances lying current account of ₹ 12.96 lakhs. In the absence of sufficient appropriate audit evidence, the other auditor is unable to determine any possible impact thereof on the loss for the year ended 31 March 2023 and on the carrying value of cash and cash equivalents as at that date.

These are old and non-operative bank accounts wherein there no transactions during the year and which will not have any material impact

7) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the audited consolidated annual financial results of MTEL reported that in the absence of comprehensive review of carrying amount of certain assets (loans and advances, balances with government authorities, deposits, trade and other receivables) and liabilities, the other auditor is unable to comment upon adjustments, if any, that may be required to the carrying amount of such assets and liabilities and consequential impact, if any, on the reported losses for the quarter and the year ended 31 March 2023. Non-determination of fair value of financial assets and liabilities are not in compliance with Ind AS 109 "Financial Instruments" and Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets".

The Company had made excess provision in the earlier years and adjustments of provision to various loans and advances, balances with government authorities, deposits, trade and other receivables shall be subject to approval of COC's which is not yet constituted. Further deposit with Government Authorities in respect of disputed matter is subject to outcome of dispute.

ANNEXURE D-1

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2023
[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: L80301MH2010PLC198405

We have conducted Secretarial audit for 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 us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Unmodified Opinion:

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, the explanations and clarification given to us and the representations made by the Management, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2023 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, if any in the Company; - Not applicable during the Audit Period

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not applicable during the Audit Period

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; applicable during the Audit Period

   c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'); applicable during the Audit Period

   d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Not applicable during the Audit Period

e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; applicable during the Audit Period

f. The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021 – Not applicable during the Audit Period

g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act 2013 and dealing with client;

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021- Not applicable during the Audit Period

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable during the Audit Period

vi. The following laws specifically applicable to the industry to which the Company belongs, as identified, and compliance whereof as confirmed, by the management:

a. Employee Provident Fund and Miscellaneous Provisions Act, 1952

b. Employee State Insurance Act, 1948

c. Employees Liability Act, 1938

d. Equal Remuneration Act, 1976

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 also examined compliance with the applicable requirements of the following:

a. Secretarial Standards issued by the Institute of Company Secretaries of India with respect to board and general meetings.

b. The Listing Agreements entered by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Audit period under review, based on the said verifications and as per representations and clarifications provided by the management, we confirm that the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned hereinabove.

We 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.

We further report that as confirmed by Company Management, 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(s).

We further report that:

As at March 31, 2023, the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Except for meeting(s) convened and held at shorter notice, adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. As represented by the Management and recorded in the Minutes the decision at the Board Meetings were taken unanimously.

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

We further report that during the Audit Period, the following material events had occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations and guidelines:

- Company has submitted disclosures to the Stock Exchanges under Regulation 30, on

  a. April 25, 2022, informing that Yes Bank Limited had filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 for initiating Corporate Insolvency Resolution Process on the Company before Hon'ble National Company Law Tribunal, Mumbai Bench. The total claim of Yes Bank Limited in the said Petition was ₹ 468 Crores.

b. December 7, 2022, informing that Yes Bank has filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 for initiating Corporate Insolvency Resolution Process of Digital Ventures Private Limited (Wholly owned Subsidiary of Zee Learn Limited) before the Hon'ble National Company Law Tribunal, Mumbai.

c. December 19, 2022 informing admission of MT Educare Limited (Material Subsidiary of Zee Learn Limited) in Corporate Insolvency Resolution Process by Hon'ble National Company Law Tribunal, Mumbai Bench and appointment of Interim Resolution Professional under Section 9 of the Insolvency and Bankruptcy Code, 2016.

d. February 10, 2023 informing the order pronounced by Hon'ble National Company Law Tribunal, Mumbai Bench regarding admission of the Company in Corporate Insolvency Resolution Process under Section 7 of the Insolvency and Bankruptcy Code, 2016 on application filed by the Yes Bank.

e. February 13, 2023 informing about public announcement under Regulation 6 of Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 published in the Financial Express (English Newspaper) and Navakal (Marathi Newspaper)

f. February 17, 2023 informing Hon'ble NCLAT vide order dated February 16, 2023 directed to allow an appeal filed by Mr. Surender Singh the then suspended Director of the Company and set aside the NCLT Admission Order. Resultantly, the Board of the Company is out of suspension and stands reinstated.

- Company had submitted disclosure to the Stock Exchanges regarding notice from Tamilnad Mercantile Bank Limited for invocation of Corporate Guarantee amounting to ₹ 22.99 Crores granted in favour of Digital Venture Private Limited.

- Mr. Ritesh Handa resigned as Whole-time Director and CEO and Mr. Manish Rastogi was appointed as Whole-time Director and CEO of the Company.

- Unsecured Loans aggregating to ₹ 115.79 Crores provided by the Company to Digital Ventures Private Limited as wholly owned subsidiary, in past, were converted into 11,57,88,924 - 0.1% Optionally Convertible Debentures of ₹ 10 each.

For **M P Sanghavi & Associates LLP**
Company Secretaries
FRN: L2020MH007000

Mita Sanghavi
Designated Partner
FCS: 7205 / CP No: 6364
Peer Review Certificate No: 2972/2023
UDIN: F007205E000750081

Date: 10th August, 2023
Place: Mumbai

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

Annexure A

To,
The Members,
Zee Learn Limited
CIN: L80301MH2010PLC198405

Our Secretarial Audit report for financial year ended on March 31, 2023, of even date is to be read along with this letter.

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 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, including verification of electronic records, 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. Further the 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.

iv. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

v. 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.

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

For M P Sanghavi & Associates LLP
Company Secretaries
FRN: L2020MH007000

Mita Sanghavi
Designated Partner
FCS: 7205 / CP No: 6364
Peer Review Certificate No: 2972/2023
UDIN: F007205E000750081

Date: 10th August, 2023
Place: Mumbai

ANNEXURE D-2

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the financial Year ended March 31, 2023
[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

We 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), a Material Subsidiary of M/s. Zee Learn Limited, a Listed entity, in compliance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Modified Opinion:

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarification given to me and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

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

(ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made thereunder

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; - - Not Applicable to the Company during the Audit Period

(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; - Not Applicable to the Company during the Audit Period

(v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - Not Applicable to the Company during the Audit Period

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - Not Applicable to the Company during the Audit Period

c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'): Not Applicable to the Company during the Audit Period

d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not Applicable to the Company during the Audit Period

e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not Applicable to the Company during the Audit Period

f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not Applicable to the Company during the Audit Period

g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; - Not Applicable to the Company during the Audit Period

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - Not Applicable to the Company during the Audit Period; and

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. - Not Applicable to the Company during the Audit Period

(vi) As identified, no law is specifically applicable to the industry to which the Company belongs.

We 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, We confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned hereinabove, subject to following observation:

(i) The Company being subsidiary of a Public Limited, is required to have minimum of 3 Directors as per Section 149 of the Companies Act, 2013. As at March 31, 2023, the Board of Directors of the Company comprised of only 2 (two) Directors as against minimum mandated 3 (three) and therefore violated Section 149 of the Companies Act, 2013.

We further report that

- As mentioned in observation (1) above, the constitution of Board of Directors of the Company as at March 31, 2023 was not in compliance with the requirements of Section 149 of the Companies Act, 2013. There were no changes in the composition of the Board of Directors that took place during the period under review.
- Except for meetings held at shorter notice, adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes to agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions is carried through while the dissenting Member's views, if any, were captured and recorded as part of Minutes.

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

We further report that during the Audit period, following material event that had occurred, which had a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations and guidelines.

- The Company continued to be in default in repayment of loans due to consortium led by Axis Bank Limited and to Tamilnad Mercantile Bank Limited and the said loans have been classified as Non-Performing Asset by the said Banks. Axis Bank had invoked Corporate Guarantee issued by the Holding Company, Zee Learn Limited in connection with facilities availed by the Company.
- Yes Bank Limited vide during the previous year invoked Corporate Guarantee upon non-repayment of Credit facilities availed by four trusts/entity and called upon company to make the payment.

For M P SANGHAVI & ASSOCIATES LLP
Company Secretaries
(FRN: L2020MH007000)

Mita Sanghavi
Designated Partner
FCS No-7205 CP No- 6364
UDIN: F007205E000749859

Date: 8th August, 2023
Place: Mumbai

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

Annexure A

To,
The Members,
DIGITAL VENTURES PRIVATE LIMITED
CIN U72900MH2006PTC165215

Our Secretarial Audit report for financial year ended on March 31, 2023, of even date is to be read along with this letter.

i. 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 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, including verification of electronic record, 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. Further the 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.

iv. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

v. 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.

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

For M P SANGHAVI & ASSOCIATES LLP
Company Secretaries
(FRN: L2020MH007000)

Mita Sanghavi
Designated Partner
FCS No-7205 CP No- 6364
UDIN: F007205E000749859

Date: 8th August, 2023
Place: Mumbai

ANNEXURE D-3

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the financial Year ended March 31, 2023
[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,
LIBERIUM GLOBAL RESOURCES PRIVATE LIMITED
CIN U74999MH2017PTC293021

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Liberium Global Resources Private Limited** (hereinafter called 'the company'), a Material Subsidiary of M/s. Zee Learn Limited, a Listed entity, as per the requirements of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Unmodified Opinion:

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and sent to us for verification electronically and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarification given to me and the representations made by the Management, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

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

(ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made thereunder

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; - Not Applicable to the Company during the Audit Period

(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; - Not Applicable to the Company during the Audit Period

(v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - Not Applicable to the Company during the Audit Period

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - Not Applicable to the Company during the Audit Period

c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'): Not Applicable to the Company during the Audit Period

d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not Applicable to the Company during the Audit Period

e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not Applicable to the Company during the Audit Period

f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not Applicable to the Company during the Audit Period

g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; - Not Applicable to the Company during the Audit Period

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - Not Applicable to the Company during the Audit Period; and

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. - Not Applicable to the Company during the Audit Period

(vi) As identified, no law is specifically applicable to the industry to which the Company belongs.

We 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 period under review, based on the said verifications and as per representations and clarifications provided by the management, we confirm that the Company has complied with the provisions of the Act, Rules, Guidelines, Standards etc. as mentioned hereinabove.

We further report that

- The Board of Directors is duly constituted as at March 31, 2023. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda wherever applicable were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As recorded in the Minutes the decision taken at the Board Meetings and Meetings of Board Committees were unanimous.

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

We further report that there was no material event during the Audit Period. which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations and guidelines. We further report that in the Annual Return of the Company for FY 21-22, there was an error in number of shareholders at the beginning and end of the year, though list of Shareholders and transfers was correctly attached to the Annual Return.

For M P SANGHAVI & ASSOCIATES LLP
Company Secretaries
(FRN: L2020MH007000)

Mita Sanghavi
Designated Partner
FCS No-7205 CP No- 6364
Peer Review Certificate No: 2972/2023
UDIN: F007205E000749837

Date: 8th August 2023
Place: Mumbai

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

Annexure A

To,
The Members,
LIBERIUM GLOBAL RESOURCES PRIVATE LIMITED
CIN U74999MH2017PTC293021

Our Secretarial Audit report for financial year ended on March 31, 2023, of even date is to be read along with this letter.

i. 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 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, including verification of electronic record, 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. Further the 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.

iv. Wherever required, We have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

v. 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.

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

For M P SANGHAVI & ASSOCIATES LLP
Company Secretaries
(FRN: L2020MH007000)

Mita Sanghavi
Designated Partner
FCS No-7205 CP No- 6364
Peer Review Certificate No: 2972/2023
UDIN: F007205E000749837

Date: 8th August 2023
Place: Mumbai

Annexure - E

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. Particulars of increase in remuneration of each Director and Key Managerial personnel (KMP) during the financial year 2022-23 along with Ratio of remuneration of Directors to the Median remuneration of employees:

Name of Director/ Key Managerial Personnel	Percentage increase in remuneration	Ratio of Director's remuneration to median remuneration
Executive Directors		
[1]Mr. Manish Rastogi	NA	NA
[2]Mr. Ritesh Handa	NA	18.7:1
Non- Executive Directors		
Mr. Surender Singh	-	-
Independent Directors		
Mr. Dattatraya Kelkar	-	-
Ms. Nanette D'sa	-	-
Mr. Roshan Lal Kamboj	-	-
Mr. Karunn Kandoi	-	-
Key Managerial Personnel		
[1]Mr. Manish Rastogi	NA	NA
[2]Mr. Ritesh Handa	NA	NA
[3]Mr. Anish Shah	NA	NA
[4]Mr. Anil Gupta	NA	NA

Note:

The percentage increase in remuneration refers to the percentage increase in remuneration from FY 2021-22. The remuneration of the Non-Executive Directors excludes Sitting Fees. Non-Executive Directors Remuneration represents Commission for financial year 2022-23 and percentage increase is compared with Commission for financial year 2021-22 (annualized, if for a part of the year). Percentage increase in Remuneration is not applicable for Executive Director and KMP who were appointed/resigned during the financial years 2021-22 and 2022-23.

The Directors have not received any commission for the financial year 2022-23

1. Mr. Manish Rastogi was appointed as Chief Executive Officer w.e.f February 24, 2023, and as the Whole-time Director w.e.f March 22, 2023.
2. Mr. Ritesh Handa resigned as the Whole-time Director and Chief Executive Officer w.e.f. February 16, 2023.
3. Mr. Anish Shah was appointed as the Chief Financial Officer w.e.f January 18, 2022.
4. Mr. Anil Gupta was appointed as the Company Secretary and Compliance Officer w.e.f June 29, 2021.

Sr. No.	Requirements	Disclosure
1	The Percentage increase in median remuneration of employees in Financial Year	3.9
2	Number of permanent employees on the rolls of the Company	261 (As on March 31, 2023)

Sr. No.	Requirements	Disclosure
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 Company follows a market benchmarking process to determine the salary increments across all levels of the Company. Average percentage increase made in the salaries of employees other than the managerial personnel in the Financial Year i.e. 2021-22 was 7.5% whereas the increase in the managerial remuneration for the Financial Year 2021-22 was 8.3%.
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 Employees

1. Particulars of top ten (10) employees in terms of Remuneration drawn including employees drawing remuneration in excess of ₹ 8.50 lakhs per month or ₹ 1.02 Crores per annum during FY 2022-23.

Sr. No	Employee Name	Age	Designation	Qualification	Total Exp	Remuneration	Date of Joining	Last Employment
1	[1] Manish Rastogi	56	Whole-time Director & Chief Executive Officer	B.Tech, PGDM	31	32,07,942	24.02.2023	Vibgyor Group of Schools
2	[2] Ritesh Handa	48	Whole-time Director & Chief Executive Officer	B.Com, MBA & CA	27	1,12,35,364	14.06.2021	ALS Satellite Education Private Limited
3	[3] Himanshu Yagnik	47	Chief Operating Officer	B.Com, MAPRM	17	55,04,088	11.04.2022	GECOM Iternational Private Limited
4	[4] Abha Nair	51	Head-Human Resources	B.A, Masters in Personnel Management	22	24,09,334	12.09.2022	Spykar Lifestyles Private Limited
5	Anish Shah	49	Chief Financial Officer	B.com & CA	25	32,56,608	18.01.2022	IL&FS
6	Vivek Bhanot	49	Chief Growth Officer	B.Sc, MBA	27	39,72,007	03.11.2017	Millennium Education Management Private Limited
7	Santosh Gupta	46	Head-Information Technology	M.Com, MCA	25	27,62,110	11.12.2009	Capgemini India Private Limited
8	[5] Vikas Srivastava	46	National Manager - MLZS	B.Sc, PGDBA	23	15,31,404	01.09.2022	Lighthouse Learning Private Limited
9	[6] Hardik Shah	33	Business Head - COCO	B.Com & CA	10	26,49,050	01.09.2021	Service Saathi
10	Kingston Dsouza	57	National Academic Manager - Kidzee	MA, B. Phil & B.Ed	30	23,00,613	15.11.2010	Mount Mary High School

2. Employed for part of the year and in receipt of remuneration aggregating ₹8.50 lacs per month.

Sr. No	Employee Name	Age	Designation	Qualification	Total Exp	Remuneration	Date of Joining	Last Employment
1	[1] Manish Rastogi	56	Whole-time Director & Chief Executive Officer	B.Tech, PGDM	31	32,07,942	24.02.2023	Vibgyor Group of Schools
2	[2] Ritesh Handa	48	Whole-time Director & Chief Executive Officer	B.Com, MBA & CA	27	1,12,35,364	14.06.2021	ALS Satellite Education Private Limited

Note:

- All appointments are contractual and terminable by notice on either side.
- Remuneration includes Salary, Allowances, Variable Pay, Company's contribution to Provident Fund, Medical Benefits, Leave Travel Allowance & other perquisites and benefits valued as per Income Tax Act, 1961 and in case of employees resigned during the year the remuneration includes terminal benefits.
- Performance Linked Incentive: The Performance Linked Incentive of employees is based on clearly laid out criteria and measures, which are linked to the desired performance and business objectives of the organization.
- None of the Employees hold 2% or more of the Equity Shares of the Company.

1. Mr. Manish Rastogi was appointed as Chief Executive Officer w.e.f February 24, 2023, and as the Whole-time Director w.e.f March 22, 2023.
2. Mr. Ritesh Handa resigned as the Whole-time Director and Chief Executive Officer w.e.f. February 16, 2023.
3. Mr. Himanshu Yagnik; Chief Operating Officer was appointed w.e.f. April 11, 2022.
4. Mrs. Abha Nair, Head - Human Resources was appointed w.e.f September 12, 2022
5. Mr. Vikas Srivastava, National Manager – MLZS was Appointed w.e.f. September 1, 2022.
6. Mr. Hardik Shah; Business Head-COCO resigned w.e.f. July 31, 2023.

EXTRACT OF REMUNERATION POLICY

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

i) Objective:

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

ii) Guiding Principles:

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

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

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

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

iii) Remuneration of Executive Members on the Board :

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

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

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

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

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

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

The remuneration payable to the Non-Executive member(s) / Independent Directors of the Board shall be limited to a fixed amount of Commission each year, as may be determined and approved by the Board based on the time devoted, contribution made in the progress and guiding the Company for future growth. Aggregate of such sum shall not exceed

1% of net profit of the year on a stand-alone basis or such sum as may be prescribed by the Government from time to time, calculated in accordance with the provisions of the Companies Act, 2013 and relevant rules framed thereunder. The performance of the non-executive members of the Board shall be reviewed by the Board on an annual basis.

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

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

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

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

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

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

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

Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense.

Corporate Governance practice are reflection of one's value, culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of Corporate Governance. When adhered to and implemented in the best of spirit, Corporate Governance positively impacts the activities, processes and policies of an organization, portrays a positive vision to investors and enhances the trust and confidence of the stakeholders. It can also influence its immediate corporate environment and the society at large in a positive way and have a healthy impact on the national economy.

Over the years, we have strengthened governance practices. These practices define the way how business is conducted and value is generated. Good Corporate Governance practices enable a Company to attract financial and human capital and leverage these resources to maximize long-term shareholder value, while preserving the interest of multiple stakeholders, including the society at large. We strongly believe in ensuring good conduct and governance by following transparency, fairness, integrity, equity and accountability in all dealings with customers, vendors, employees, viewers, regulatory bodies, investors and community at large. Your Company has laid strong foundation for making Corporate Governance a way of life by constituting a Board with 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 system, process and technology.

The governance principles ingrained in the value system of the Company are based on conscience, openness, fairness and professionalism, which have built strong foundation of trust and confidence in the minds of our stakeholders.

A report on compliance with the principles of Corporate Governance as prescribed under Listing Regulations is given below:

BOARD OF DIRECTORS

The Board of Directors is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides strategic direction and leadership and oversees the management policies and their effectiveness, looking at long-term interests of Shareholders and other Stakeholders. The Company's policy is to have a blend of executive, independent and non-independent directors to maintain independence of the Board and to separate the Board functions of governance from that of management. All statutory and other significant and material information are placed before the Board to enable it to discharge its fiduciary duties keeping in mind the interests of all its stakeholders and the Company's corporate governance philosophy.

1. Composition & Category of Directors

As on March 31, 2023, the Board comprised of 6 (Six) Directors, which includes 1 (One) Executive, 1 (One) Non-Executive Non-Independent and 4 (Four) Independent Directors, including 1 (One) Independent Woman Director.

There have been no changes in the composition of the Board after the closure of the financial year and therefore as on the date of the report the composition of the Board remains the same.

The size and composition of the Board meet the requirements of Regulation 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 149 of the Companies Act, 2013 ('Act').

2. Independent Directors

Eminent people having an independent standing in their respective field/profession and who effectively contribute to the Company's business and policy decisions form part of the Board as Independent Directors. The Independent Directors contribute to the strategic direction, operational excellence and corporate governance of the Company. In accordance with the criteria set for selection of the Independent Directors and for determining their independence, the Nomination and Remuneration Committee of the Board, inter alia, considers the qualifications, positive attributes, areas of expertise, declarations and Directorships/Committee memberships held by these individuals in other companies. The Board considers the Nomination and Remuneration Committee's recommendation and takes appropriate decisions in the appointment of the Independent Directors. None of the Independent Directors hold more directorships than the permissible limits under the Companies Act, 2013 and Listing Regulations.

Independent Directors provide declarations both at the time of appointment and annually, confirming that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and also Regulation 16(1)(b) of Listing Regulations, and that they are not aware of any circumstances

or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Independent Directors of the Company have also confirmed that they are registered with the Independent Directors' Data Bank pursuant to the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Based on the disclosure received from all the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions of independence as specified in the Act and Listing Regulations and that the Independent Directors are independent of the management.

None of the Independent Directors hold any shares in the Company. During Financial Year 2022-23, none of the Independent Directors have resigned from the Company before the expiry of his/her tenure.

3. Board Meetings

During the financial year under review, 6 (Six) meetings of the Board of Directors were held, i.e on May 30, 2022, August, 02, 2022, November 11, 2022, February 08, 2023, February 24, 2023, and March 22, 2023.

The necessary quorum was present for all the meetings. The intervening period between any two Board Meetings was within the maximum time permissible under the Act and Listing Regulations. The Board also meets to review the quarterly performance and financial results of the Company.

4. Particulars of Directors and their Attendance

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the financial year 2022-23 and also their other directorships/ memberships held in Indian Public Companies (excluding Foreign Companies and Section 8 Companies of Companies Act, 2013) and Membership/Chairpersonship of Audit Committee and Stakeholder Relationship Committee of other Public Companies as at March 31, 2023 are as follows:

Name of Director	Attendance at		No. of Directorship in Other Public Companies	No. of Committee positions held in public Companies	
	Board Meeting (6 held during the FY 2022-23)	12th AGM held on September 27, 2022		Member	Chairperson
Whole-time Director					
[1]Mr. Manish Rastogi	-	-	-	-	-
[2]Mr. Ritesh Handa	4	Yes	-	-	-
Non Executive Director					
Mr. Surender Singh	4	Yes	3	3	0
Non- Executive Independent Director					
Mr. Karunn Kandoi	5	Yes	2	2	-
Mr. Roshan Lal Kamboj	5	Yes	3	4	2
Mr. Dattatraya Kelkar	4	Yes	2	4	-
Ms. Nanette D'sa	6	Yes	4	5	3

Note:

- Directorships in other Companies does not include alternate directorships, directorship in foreign bodies corporate, private companies.
- In accordance with Regulation 26 of the Listing Regulations, Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted including Deemed Public Limited Companies) except Foreign Companies, Private Companies, companies registered under Section 8 of the Act has been considered. Further, Chairpersonship has also been counted in membership.

1 Mr. Manish Rastogi was appointed as Chief Executive Officer w.e.f. February 24, 2023 and as Whole-time Director w.e.f March 22, 2023.

2 Mr. Ritesh Handa resigned as a Whole-time Director and Chief Executive Officer w.e.f. February 16, 2023.

5. Details of other Directorships of Directors in the Listed entities as at March 31, 2023 are as under:

Sr No.	Name of the Director	Directorship in other Listed Companies	Category of Directorship
1	[1]Mr. Manish Rastogi	-	Whole-time Director
2	Mr. Surender Singh	MT Educare Limited ZEE Media Corporation Limited	Non-Executive Director Non-Executive Director
3	Mr. Roshan Lal Kamboj	MT Educare Limited	Independent Director
4	Mr. Dattatraya Kelkar	MT Educare Limited	Independent Director
5	Ms. Nanette D'sa	Vidli Restaurants Limited MT Educare Limited	Independent Director Independent Director
6	Mr. Karunn Kandoi	MT Educare Limited	Independent Director

Note:
[1]Mr. Manish Rastogi was appointed as Chief Executive Officer w.e.f. February 24, 2023 and Whole-time Director w.e.f March 22, 2023.

6. Woman Independent Director

As on March 31, 2023, in compliance with Regulation 17(1) of Listing Regulations and applicable provisions of the Act, the Board is comprised of One Woman Independent Director i.e., Ms. Nanette D'sa.

7. Compliance with Directorship limits and Committee positions

None of the Directors of your Company is a Director in more than twenty companies (including ten public companies) or acts as an Independent Director in more than seven listed companies, or three listed companies in case they serve as a Whole-time Director in any listed company.

Disclosures have been made by the Directors regarding their Chairpersonships/Memberships of mandatory Committees of the Board and the same are within the permissible limits as stipulated under Regulation 26(1) of the Listing Regulations. Accordingly, none of the Directors on the Board of your Company are a member of more than ten Committees and Chairperson of more than five Committees, across all Indian public limited companies in which they are a Director.

8. Inter-se relationship between Directors

None of the Directors of the Company are inter-se related to each other.

9. Shares and Convertible Instruments held by Non-Executive Directors

As on March 31, 2023, the Company does not have any convertible instruments and none of the Non-Executive Directors held any shares of the Company as on March 31, 2023.

10. Familiarization Program for Independent Directors

All new Independent Directors are taken through an induction and familiarization program when they join the Board of your Company. 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. 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.

The details of Familiarization Program can be viewed on Company's website at https://zeelearn.com/wp-content/uploads/Details-of-Familiarisation-Program-n.pdf

11. Code of Conduct

The Company has adopted a Code of Conduct for the Board of Directors and Senior Management and all the Directors and senior management personnel 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 at https://zeelearn.com/wp-content/uploads/2015/08/Code-of-Conduct.pdf

A declaration by Mr. Manish Rastogi; Whole-time Director and Chief Executive Officer affirming compliance with the Code of Conduct by the Members of the Board and Senior Management personnel is given below:

Declaration

[Pursuant to Part D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Manish Rastogi, Whole-time Director & Chief Executive Officer of Zee Learn Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2023.

Manish Rastogi
Whole-time Director & CEO

Date: May 23, 2023
Place: Mumbai

12. Key Skills/expertise/competencies identified by the Board of Directors:

The Board comprises of qualified and experienced members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees and direct the organisation.

In terms of requirement of Listing Regulations, the Board has identified the following skills / expertise / competencies of the Directors on the Board as on March 31, 2023 and as on the date of this report:

Business Leadership	Leadership experience including in areas of business development, strategic planning, succession planning, driving change and long-term growth and guiding the Company and its senior management towards its vision and values.
Financial Expertise	Knowledge and skills in accounting, finance, treasury management, tax and financial management of large corporations with understanding of capital allocation, funding and financial reporting processes.
Risk Management	Ability to understand and assess the key risks to the organization, legal compliances and ensure that appropriate policies and procedures are in place to effectively manage risk.
Global Experience	Global mindset and staying updated on global market opportunities, competition experience in driving business success around the world with an understanding of diverse business environments, economic conditions and regulatory frameworks.
Merger & Acquisition	Ability to assess 'build or buy' & timing of decisions, analyze the fit of a target with the company's strategy and evaluate operational integration plans
Corporate Governance & ESG	Experience in implementing good corporate governance practices, reviewing compliance and governance practices for a sustainable growth of the company and protecting stakeholders' interest.
Technology & Innovations	Experience or knowledge of emerging areas of technology such as digital, artificial intelligence, cyber security, data centre, data security etc.

In the table below, the specific areas of focus or expertise of individual board members have been highlighted.

Name of Directors	Areas of Skills/ Expertise						
	Business Leadership	Financial Expertise	Risk Management	Global Experience	Corporate Governance & ESG	Merger & Acquisition	Technology & Innovation
Manish Rastogi	✓	✓	✓	✓	✓	✓	✓
Surender Singh	✓	✓	✓	✓	✓	✓	✓
Roshan Lal Kamboj	✓	✓	✓	✓	✓	✓	✓
Dattatraya Kelkar	✓	✓	✓	✓	✓	✓	
Nanette D'sa	✓	✓	✓	✓	✓	✓	✓
Karunn Kandoi	✓	✓	✓	✓	✓	✓	✓

Note - Each Director may possess varied combinations of skills / expertise within the described set of parameters and it is not necessary that all Directors possess all skills / expertise listed therein.

13. Board/Committee Meeting Procedure

A well-defined system of convening at least 4 (Four) Board meetings annually is currently in place in the Company. In addition to the said Board meetings, meetings are convened either in physical or through electronic mode, from time to time, as per the specific requirements by giving appropriate notice. Agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. Wherever it is not possible to convene or mandatory to hold a Board Meeting, resolutions are passed by circulation, in order to meet the business exigencies. The Directors of the Company are given the facility to attend the meetings through video conferencing, in case they so desire, subject to compliance with the specific requirements under the Act.

The Company's guidelines relating to the Board meetings are applicable to the Committee meetings. The composition and terms of reference of all the Committees are in compliance with the Companies Act, 2013 and the Listing Regulations, as applicable.

Upon the advice of the Board / Committees, senior management personnel / outside experts, advisors are invited to the Board / Committee meetings to apprise and make presentations on relevant issues or provide necessary insights into the operations / working of the Company and corporate strategies.

14. Board Support and Role of Company Secretary in the Overall Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures (including committees thereof) are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements, to provide guidance to Directors and to facilitate convening of meetings.

The Company Secretary assists the Chairman in management of the Board's administrative activities such as meetings, schedules, agenda, communications and documentation. The Company Secretary interfaces between the management and regulatory authorities for governance matters.

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed, investor queries are handled promptly and reports to the Board about compliance with the applicable statutory requirements and laws. The Company Secretary attends the meetings of the Board and its Committees and ensures appropriate recording of minutes of the meetings.

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s) ensures adherence to all applicable laws and regulations, including the Act read with rules issued there under, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

BOARD COMMITTEES

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation, which concern the Company and need a closer review. Your Board has constituted Committees for smooth and efficient operation of day-to-day business of the Company. The Board has delegated its functioning in relevant areas to designated Board Committees to effectively deal with complex or specialized issues. The Committees of the Board have been constituted as per the applicable provisions of the Act and the Listing Regulations and business requirements. The minutes of the meetings of the Committees are placed before the Board. The Board Committees can request special invitees to join the meeting, as appropriate.

Particulars of Meetings of Board Committees held during the FY 2022-23 along with details of Directors' attendance at such Committee Meeting(s) are detailed herein:

Particulars	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
No. of Meetings held	4	5	1	2
Directors attendance				
Mr. Roshan Lal Kamboj	3	4	1	1
Mr. Dattatraya Kelkar	2	3	1	2
Ms. Nanette D'sa	4	5	1	2
Mr. Surender Singh	2	3	-	-
Mr. Karunn Kandoi	2	4	-	-

Details of Board Committees are as follows:

a. Audit Committee

Constitution

As on April 1, 2022, the Audit Committee of the Board comprised of three (3) Directors, including Ms. Nanette D'sa, Independent Director as Chairperson, Mr. Dattatraya Kelkar, Independent Director and Mr. Roshan Lal Kamboj, Independent Director as Members. Subsequently, on July 20, 2022, the Audit Committee was reconstituted with the induction of new Members Mr. Karunn Kandoi, Independent Director, and Mr. Surender Singh, Non-Executive Director as Members of the Audit Committee.

Audit Committee Meetings

During the year under review, four (4) meetings of the Audit Committee were held on May 30, 2022, August 02, 2022, November 11, 2022, and February 08, 2023.

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 brief terms of reference of Audit Committee, inter alia 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:

  i. Management discussion and analysis of financial condition and results of operations;

ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;

iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;

iv. Internal audit reports relating to internal control weaknesses; and

v. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

vi. 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, and representative of the Statutory Auditors of the Company. The Company Secretary acts as the secretary to the Audit Committee.

b. Nomination & Remuneration Committee

Constitution

As on April 1, 2022, Nomination & Remuneration Committee comprised of Mr. Roshan Lal Kamboj, Independent Director, Mr. Dattatraya Kelkar, Independent Director and Ms. Nanette D'sa, Independent Director as Members of the Committee. Subsequently, on July 20, 2022, the Nomination & Remuneration Committee was reconstituted with the induction of Mr. Karunn Kandoi, Independent Director, and Mr. Surender Singh, Non-Executive Director as Members of the Committee. The Company Secretary of the Company acts as Secretary of Nomination & Remuneration Committee.

Nomination & Remuneration Committee Meetings

During the year under review, the Committee met 5 (Five) times on April 28, 2022, August 02, 2022, November 11, 2022, February 24, 2023 and March 22, 2023.

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.
- To formulate, implement, manage Employee Stock Option and/or other incentive programmes;

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 an Annexure to Directors Report.

Remuneration paid to Executive Director(s)

During the year under review, there were two Executive Directors i.e Mr. Manish Rastogi and Mr. Ritesh Handa. Following are the details of remuneration paid to them during the year.

Particulars	Mr. Manish Rastogi	Mr. Ritesh Handa
Salary & Allowances	31,32,513	1,08,57,361
Profits in Lieu of Salary	-	-
Commission as a % of Profit		
Provident Fund Contribution	74,429	3,78,003
Total	**32,07,942**	**1,12,35,364**

Note:

Mr. Manish Rastogi was appointed as Chief Executive Officer w.e.f. February 24, 2023 and as Whole-time Director w.e.f. March 22, 2023. Mr. Ritesh Handa resigned as Whole-time Director & Chief Executive Officer w.e.f. February 16, 2023.

The remuneration paid to Executive Director is commensurate with his role and responsibilities and is within the limits prescribed under the Companies Act, 2013. Mr. Manish Rastogi also acts as the Whole-time Director and Chief Executive Officer of the Company designated as The notice period in terms of the appointment is six months or basic pay in lieu thereof, for Mr. Manish Rastogi.

Remuneration to Non-Executive Director(s)

Non-Executive Director and Non-Executive Independent Directors were entitled to sitting fees for every meeting of the Board and the Committees of the Board of the Company attended by them either physically or through video-conferencing or any other audio visual means. Sitting fees for attendance at the meeting of Board and the Committees physically was ₹ 20,000 and through video-conferencing or any other audio visual means was ₹ 10,000.

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 in the Annual General Meeting held on December 30, 2020. Within the aforesaid limit, the commission payable each year is determined by the NRC and the Board, based inter alia on the performance of, and regulatory provisions applicable to the Company. As per the current policy, the Company pays equal amount of commission to Non-Executive Directors on a pro-rata basis.

Particulars of Sitting Fees paid and Commission payable to Non-Executive Directors of the Company for financial year 2022-23 are as follows:

Name of Director	Sitting Fees	Commission	Total
Mr. Roshan Lal Kamboj	2,30,000	-	2,30,000
Mr. Dattatraya Kelkar	2,20,000	-	2,20,000
Ms. Nanette D'sa	3,10,000	-	3,10,000
Mr. Surender Singh	1,50,000	-	1,50,000
Mr. Karunn Kandoi	1,70,000	-	1,70,000
Total	**10,80,000**	**-**	**10,80,000**

Employee Stock Options

In addition to remuneration paid to the Executive Directors as detailed above they have been granted Stock Options [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 and Sweat Equity) Regulations, 2021.

Particulars of Stock Options granted under the ESOP Scheme and their outstanding as at March 31, 2023, are as follows:

Name of Director	Grant no. 17	Options Vested	Options Exercised
[1]Mr. Manish Rastogi Whole-time Director & CEO	3,00,000	0	0

Note:

[1]Mr. Manish Rastogi was appointed as Chief Executive Officer w.e.f. February 24, 2023 and Whole-time Director w.e.f March 22, 2023

Independent Directors of the Company are not eligible for Stock Options. 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.

c. Stakeholders' Relationship Committee

Constitution

As at March 31, 2023, the Stakeholders Relationship Committee of the Board comprised of Ms. Nanette D'sa, Independent Director as Chairperson, Mr. Dattatraya Kelkar, Independent Director and Mr. Roshan Lal Kamboj, Independent Director as Members.

Stakeholders' Relationship Committee Meeting

During the year under review, Stakeholder Relationship Committee met one (1) time on February 08, 2023.

Terms of Reference

The terms of reference of Stakeholder Relationship Committee 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.

The Company has established a designated email for investor service and correspondence "investor_relations@zeelearn.com".

Investor Complaints

During Financial Year 2022-23, the Company had not received any complaint from shareholders/investors. Therefore there were no complaints pending as at the end of the year.

d. Corporate Social Responsibility Committee

The Corporate Social Responsibility ('CSR') Committee is responsible for formulation, recommendation of the CSR policy of the Company and monitoring of the CSR spent by the Company.

Constitution

In compliance with requirements of Section 135 read with Schedule VII of the Companies Act, 2013, the Board has constituted the Corporate Social Responsibility Committee, as on March 31, 2023 the Committee comprised of Ms. Nanette D'sa, Independent Director, Mr. Dattatraya Kelkar, Independent Director and Mr. Roshan Lal Kamboj, Independent Director as its Members.

Corporate Social Responsibility Committee Meeting

During the year under review, CSR Committee convened two meetings on August 02, 2022 and February 08, 2023.

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 February 08, 2023 to review the performance of Chairperson 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.

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, 2023 the Committee comprises of Mr. Roshan Lal Kamboj, Independent Director and Mr. Dattatraya Kelkar as Members. No meetings of ESOP Allotment Sub-Committee were held during the year.

ii) Finance Sub-Committee

The Finance Sub-Committee of the Board as on March 31, 2023 comprised of Mr. Roshan Lal Kamboj, Independent Director as the Chairperson, Mr. Dattatraya Kelkar, Independent Director and Ms. Nanette D'sa, Independent Director as its 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. No Meeting of Finance Sub-Committee was held during the year.

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. As on March 31, 2023 the Committee comprised of Mr. Manish Rastogi, Whole-time Director and Chief Executive Officer, Mr. Anish Shah, Chief Financial Officer and Mr. Anil Gupta, Company Secretary of the Company.

The 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 as on March 31, 2022 comprising of Mr. Roshan Lal Kamboj, Independent Director as Chairperson and Mr. Dattatraya Kelkar Independent Director as its member. No Meeting of Issue and Allotment Committee was held during the year.

SENIOR MANAGEMENT

Senior Management shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

In addition to the Key Managerial Personnel of the Company (refer Boards Report) Mr. Santosh Gupta; Head-Information Technology, Mr. Vivek Bhanot; Chief Growth Officer, Mr. Himanshu Yagnik; Chief Operating Officer (appointed w.e.f April 11, 2022) and Ms. Abha Nair; Head-Human Resources (appointed w.e.f September 12, 2022) form part of the Senior Management Personnel of the Company.

GENERAL MEETINGS

The 13th (Thirteenth) Annual General Meeting of the Company for the financial year 2022-23 will be held on Wednesday, September 27, 2023 at 03:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

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
2019-20	Wednesday, December 30, 2020 at 04:00 P.M.	To authorise repricing of outstanding Stock Options granted under Company's Employee Stock Option Scheme.	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2020-21	Wednesday, September, 29, 2021 at 04:00 P.M.	None	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2021-22	Tuesday, September 27, 2022 at 3:00 P.M.	1. To re-appoint Mr. Roshan Lal Kamboj as the Independent Director of the Company. 2. To re-appoint Mr. Dattatraya Kelkar as the Independent Director of the Company. 3. To re-appoint Ms. Nanette D'sa as the Independent Director of the Company.	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

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

No Resolutions were passed by way of Postal Ballot during financial year 2022-23.

MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly financial results, press releases (if any) 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 'Business Standard/Free Press Journal' and in a vernacular language newspaper 'Mumbai Lakshadeep/Navshakti' (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.

DISCLOSURES

Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' of Schedule III of the Listing Regulations including material information having a bearing on the performance/ operations of the Company and other price sensitive information, if any. All information is filed electronically on BSE Corporate & Listing Centre (Listing Centre), online portal of BSE and on NSE Electronic Application Processing System (NEAPS), the online portal of NSE.

a. Related Party Transactions:

All transactions entered into by the Company with related parties during the financial year 2022-23 were in ordinary course of business and on arms-length basis. The related party transactions undertaken by the Company during the year under review were in compliance with the applicable provisions of Companies Act, 2013 and Listing Regulations. The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of the Annual Report. All ongoing related party transactions along with the estimated transaction value and terms thereof are approved by the Audit Committee before the commencement of financial year and thereafter reviewed on quarterly basis by the 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. The Policy on related party transaction is available on the Company's website and is accessible at https://zeelearn.com/wp-content/uploads/Related-Party-Transaction-Policy.pdf.

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

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, the Company had received a warning letter from SEBI on dated August 18, 2021, in regard to delay in filing in respect of disclosure of Credit rating.

c. Vigil Mechanism/Whistle Blower Policy:

The Company promotes ethical behavior in all its business activities and accordingly in terms of Section 177 of the Act and Regulation 22 of the Listing Regulations, 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 Policy is uploaded on the website of the Company and is accessible at https://zeelearn.com/wp-content/uploads/Whistle-Blower-and-Vigil-Mechanism-Policy-ZLL-1.pdf.

The Board affirms that no personnel have been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

d. Compliance with Non-Mandatory Requirements:

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and applicable requirements of Regulation 46 of the Listing Regulations, as amended.

e. Material Subsidiary Companies:

Pursuant to Regulation 16 of the Listing Regulations, material subsidiary shall mean a subsidiary, whose income or net worth exceeds 10% percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Pursuant to the said regulations and the Policy of Determination of Material Subsidiary of the Company, the following are material subsidiaries of the Company.

Sr. No	Name of the Companies	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of appointment
1	Digital Ventures Private Limited	October 20, 2006	Mumbai	Heena Raj Patangia; Chartered Accountants	September 27, 2019
2	Liberium Global Resources Private Limited	March 27, 2017	Mumbai	B.H Sharma & Co; Chartered Accountants	September 29, 2017
3	MT Educare Limited	August 19, 2006	Mumbai	MGB & Co. LLP; Chartered Accountant	November 9, 2020

The policy on determination of Material Subsidiary of the Company is available on the website of the Company at https://zeelearn.com/wp-content/uploads/2016/04/Policy-on-Material-Subsidiary.pdf.

f. Commodity price risk, foreign exchange risk and hedging activities:

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

g. Details of utilization of funds raised through preferential allotment or qualified institutions placement:

The Company has not raised any funds through preferential allotment or qualified institutional placement during the financial year 2022-23.

h. Certificate from Company Secretary in Practice:

The Company has obtained a certificate from M P Sanghavi & Associates LLP, Company Secretaries 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 same is annexed to this report.

i. Recommendation of Committees:

All recommendations/submissions made by various Committees of the Board during the financial year 2022-23 were accepted by the Board.

j. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:

During the FY 2022-23, the Company has paid the total fees aggregating to ₹ 24.63 Lakhs, to Ford Rhodes Parks & Co. LLP, Chartered Accountants, Statutory Auditors of the Company and all entities in the network firm/network entity of which the statutory auditor is a part.

k. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

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. No complaints were received by the Company on sexual harassment during the year under review.

l. Disclosure by listed entity and its subsidiaries of 'loans and advances in the nature of loans to firms/companies in which directors are interested:

The Company and its Subsidiaries have not granted any loans and advances in the nature of loans to firms / companies in which Company's Directors are interested.

m. Compliance with Corporate Governance Requirements specified in Regulation 17 to 27 and Regulation 46(2):

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. The Certificate from M P Sanghavi & Associates LLP that the Company has complied with the conditions of Corporate Governance forms part of this Report.

n. Company Policies:

The Board has in accordance with the requirements of Act and the Listing Regulations, approved and adopted policy for Determining Material Events, Policy for Preservation of Documents & Archival of Records, Corporate Social Responsibility Policy etc

o. 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.

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 can be viewed at https://zeelearn.com/wp-content/uploads/2020/05/PIT-Policy.pdf and the Policy for Fair Disclosure of Unpublished Price Sensitive Information can be viewed at https://zeelearn.com/wp-content/uploads/2020/05/Policy-of-Fair-Disclosure-of-UPSI.pdf.

CERTIFICATION ON FINANCIAL STATEMENTS

In terms of the provisions of Regulation 17(8) of the Listing Regulations, the certification on the financial statements of the Company, as certified by the Chief Executive Officer and Chief Financial Officer of your Company is annexed to this Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on Management Discussion and Analysis is provided separately as a part of this Annual Report.

GENERAL SHAREHOLDERS INFORMATION

The required information is provided in Shareholders Information Section.

General Shareholders' Information

This section inter alia provides information pertaining to the Company, its shareholding pattern, means of dissemination of information, share price movements and such other information in terms of Listing Regulations relating to Corporate Governance.

1. Thirteenth Annual General Meeting

Day & Date:	Wednesday, September 27, 2023
Time:	03:00 p.m.
Venue:	AGM will be held through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting. Deemed venue of the meeting shall be Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai-400 018

2	**Financial Year**	April 1, 2022 till March 31, 2023
3	**Date of Book Closure**	From, Wednesday, September 20, 2023 to Wednesday, September 27, 2023
4	**Dividend Payment Date**	NA
5	**Address for Correspondence**	**Investor Relations Officer** Mr. Anil Gupta Zee Learn Limited Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. **Tel:** +91 22 7154 1895 **Email:** investor_relations@zeelearn.com **Website:** www.zeelearn.com
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. 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

11. Investor Relations Officer

Mr. Anil Gupta, Company Secretary
Zee Learn Limited
Continental Building, 135,
Dr. Annie Besant Road, Worli,
Mumbai - 400 018.
Tel: +91 22 7154 1895
E-mail: investor_relations@zeelearn.com

12. Listing Fee:

The Company has paid the Annual Listing fees for the financial year 2023-24 to the stock exchanges where the shares of the Company are listed (viz NSE & BSE).

13. PAN & Change of Address

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

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

14. Share Transfer System

Equity Shares sent for physical transfer or for dematerialisation are generally registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents. Further, in compliance with Notification No. SEBI/LAD-NRO/GN/2018/24 issued by SEBI, the Company has ceased to accept physical transfer of shares w.e.f. April 1 2019, except in case of transmission of securities.

15. Dematerialisation of Equity Shares & Liquidity

To facilitate trading in demat form the Company has made arrangements with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders may open account with any of the Depository Participant registered with any of these two depositories. 325917996 equity shares constituting 99.95% of the outstanding shares were held in dematerialized form as on March 31, 2023. Entire Equity shareholding of the promoters in Company is held in dematerialized form.

16. Unclaimed Shares

As per Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) 2015, 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, 2022	218	39153
Fresh undelivered cases during the Financial Year 2022-2023	NIL	NIL
Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2023	NIL	NIL
Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2023	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2023	218	39153

The voting rights on the Equity shares outstanding in the suspense account as on March 31, 2023 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	28.09.2017	27.10.2024
2017-18	Final	0.10	24.09.2018	23.10.2025
2018-19	Final	0.10	26.09.2019	25.10.2026

Shareholders who have not yet encashed their dividend warrants for the previous years may approach with unencashed dividend warrants to the Company, at its Registered 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 Company Secretary at the Registered office of the Company.

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, 2023.

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 ₹ 10/- each to Re. 1/- each	5,00,000	22.01.2010
Issued to the Shareholders of Zee Entertainment Enterprises Limited pursuant to Scheme	12,22,38,599	14.10.2010
Issued to the Shareholders of 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

Particulars	No. of Shares issued	Date of Issue
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
Allotment under ESOP	14,000	08.08.2019
Issue & Paid- up Capital as on 31.03.2023	**32,60,92,725**	

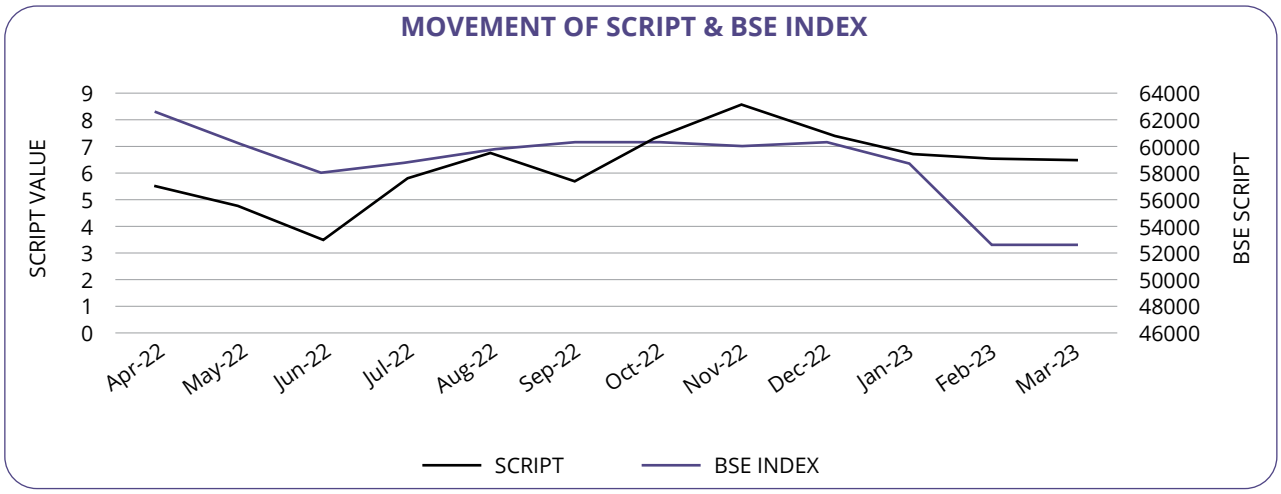
22. Stock Market Data Relating to Shares Listed in India

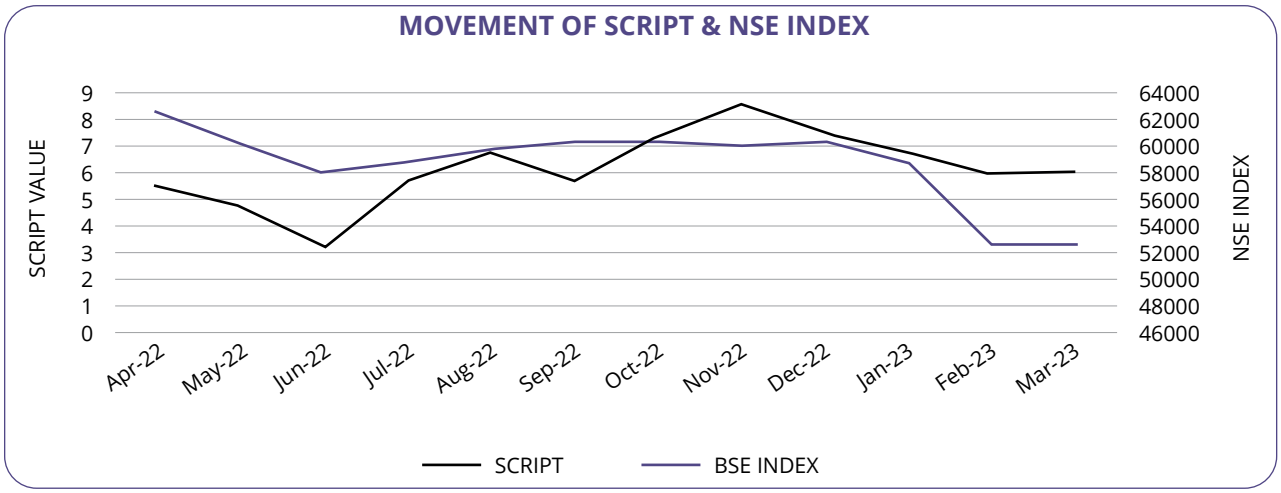
Monthly high and low quotations and volume of Equity Shares traded on BSE and NSE for the financial year 2022-23.

Months	BSE			NSE		
	High (₹)	Low (₹)	Volume of shares traded	High (₹)	Low (₹)	Volume of shares traded
April 2022	15.3	8.11	11402118	8.35	8.1	3212803
May 2022	7.88	5.72	23033444	7.3	7.05	902323
June 2022	7.5	5.71	2890773	6.15	5.95	244830
July 2022	6.6	5.9	1825320	6.3	6.05	672788
August 2022	7.3	6.38	3254864	7.05	6.75	1047068
September 2022	8.97	6.81	8216023	7.3	7.15	348691
October 2022	7.65	7	1981547	7.2	7.1	343797
November 2022	7.39	6.8	1912506	7.1	7	326867
December 2022	7.95	6.52	4626399	7.15	6.9	501044
January 2023	7.15	6.1	2264959	6.6	6.3	545596
February 2023	6.7	2.85	4750964	3.3	3.3	148842
March 2023	4.54	3.15	13288534	3.45	3.2	2868544

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

Months	BSE		NSE	
	Script	S & P BSE SENSEX	Script	NSE NIFTY 50
April 2022	8.11	57060.87	8.1	17102.55
May 2022	7.12	55566.41	7.15	16584.55
June 2022	6.04	53018.94	6	15780.25
July 2022	6.33	57570.25	6.3	17158.25
August 2022	6.91	59537.07	6.9	17759.3
September 2022	7.19	57426.92	7.2	17094.35
October 2022	7.15	60746.59	7.15	18012.2
November 2022	7.08	63099.65	7.05	18758.35
December 2022	7.05	60840.74	7.05	18105.3
January 2023	6.39	59549.9	6.4	17662.15
February 2023	3.26	58962.12	3.3	17303.95
March 2023	3.27	58991.52	3.25	17359.75





24. Distribution of Shareholding as on March 31, 2023

Range of Shares	Number of Shareholders	% of Holders	Total Shares for the range	% of Issued Capital
Up to 500	125314	78.13	11576839	3.55
501 - 1000	14023	8.74	11877539	3.64
1001 - 2000	8722	5.44	13747562	4.22
2001 - 3000	3667	2.29	9557138	2.93
3001 - 4000	1691	1.05	6131556	1.88
4001 - 5000	1916	1.19	9188248	2.82
5001 - 10000	2809	1.75	21641755	6.64
10001 and Above	2252	1.40	242372088	74.33
Total	**160394**	**100**	**326092725**	**100**

25. Categories of Equity Shareholders as on March 31, 2023

Category	March 31, 2023	
	No. of shares held	% of shareholding
Promoters	49087388	15.05
Individuals, HUF, Clearing Member, IEPF, Trusts, NBFC	152988660	46.92
Domestic Companies/Body Corporates	80005220	24.53
Financial Institution, Mutual Funds, Banks & Insurance Companies	23020	0.01
FIIs, OCBs, NRIs, GDRs, Foreign Nationals, NRI & other foreign entities	43988437	13.49
Total	**326092725**	**100.00**

26. Particulars of Shareholding

a) Promoter Shareholding as on March 31, 2023

Sr. No	Name of Shareholder	No of Shares held	% of shareholding
1	Essel Holdings Limited	28874238	8.85
2	Jayneer Infrapower & Multiventures Private Limited	16900000	5.18
3	Asian Satellite Broadcast Private Limited	3258250	1.00
4	Jayneer Enterprises LLP	40000	0.01
5	Essel Media Ventures Private Limited	11036	0.00
6	Sprit Infrapower & Multiventures Private Limited	3864	0.00
7	Essel Infraprojects Limited	0	0.00
	Total	**49087388**	**15.05**

b) Top ten (10) Public Shareholding as on March 31, 2023

Sr. No	Name of Shareholder	Shares	%
1	Rattanindia Finance Private Limited	20950000	6.4246
2	Moon Capital Trading Pte. Ltd.	17663621	5.4167
3	Housing Development Finance Corporation Limited	15805000	4.8468
4	Coeus Global Opportunities Fund	14700000	4.5079
5	L And T Finance Limited	12560000	3.8517
6	Vyoman India Private Limited	4949506	1.5178
7	L And T Finance Ltd	3885000	1.1914
8	Veena Investments Private Limited	3449013	1.0577
9	L And T Finance Limited	3225000	0.9890
10	Naravi Infra And Utilities Private Limited	3205218	0.9829
	Total	100392358	30.7864

27. Commodity price risk or foreign exchange risk and hedging activities;

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

28. Credit Rating:

The credit rating during the financial year 2022-23 for Overdraft Term Loan of the Company from Brickworks are as follows:

Overdraft Term Loan During the year the rating was changed from BWR D Downgrade to BWR D Reaffirmation.

Auditor's Certificate on Corporate Governance

To
The Members of
Zee Learn Limited
CIN - L80301MH2010PLC198405

We have examined the compliance of conditions of Corporate Governance by **Zee Learn Limited** ('the Company') for the year ended March 31, 2023 as stipulated in Regulation 17 to 27 and Clause (b) to (i) of Sub-regulation (2) of Regulation 46 and para C and D of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Management's Responsibility:

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. This responsibility includes the design, implementation, and maintenance of procedures by the Company for ensuring the compliance of conditions of Corporate Governance stipulated in SEBI Listing Regulations.

Auditor's Responsibility:

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance stipulated in SEBI Listing Regulations. It is neither an audit nor an expression of opinion on financial statements of the Company.

We have examined relevant records and documents maintained by the Company for the purpose of providing reasonable assurance of the compliance with Corporate Governance requirements by the Company.

Opinion:

Based on examination of relevant records and according to the information and explanation provided to us and representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and Clause (a) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations.

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 M P Sanghavi & Associates LLP
Company Secretaries
FRN: L2020MH007000

Mita Sanghavi
Designated Partner
FCS: 7205 / CP No: 6364
Peer Review Certificate No: 2972/2023
UDIN: F007205E000749936

Date: 10th August, 2023
Place: Mumbai

Certification on Financial Statements of the Company

We, the undersigned, in our capacities as the "Chief Executive Officer" and "Chief Financial Officer" of Zee Learn Limited ("the Company"}, certify that:

1. We have reviewed the Financial Statements and Cash Flow Statement of the Company for the year ended March 31, 2023 and that to the best of our knowledge and belief:

   (i) These Statement do not contain any materially untrue statement or omit any material fact or contain statements 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.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2023 which are fraudulent, illegal or violative of the Company's code of conduct;

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

4. We have indicated to the Auditors and the Audit Committee that during the year:

   (i) There has not been 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 the management or other employees, having significant role in the Company's internal control system over financial reporting.

MANISH RASTOGI
WHOLE-TIME DIRECTOR &
CEO

ANISH SHAH
CHIEF FINANCIAL OFFICER

DATE: MAY 25, 2023
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,
Zee Learn Limited

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

In our opinion and to the best of the information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company, as stated below as at 31st March, 2023 have been debarred or disqualified from being appointed or continued as Directors by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Authority.

Sr. No.	Name of the Director	Category	Director Identification Number	Date of Appointment	Date of Cessation
1	Nanette D'sa Ralph	Independent Director	05261531	31/03/2020	-
2	Roshan Lal Kamboj	Independent Director	01076066	17/05/2019	-
3	Dattatraya Kelkar	Independent Director	00118037	30/12/2019	-
4	Surender Singh	Non-Executive Director	08206770	31/07/2020	-
4	Karunn Kandoi	Non-Executive –Director	01344843	03/03/2021	-
5	Ritesh Handa	Executive Director	02725365	07/08/2021	16/02/2023
6	Manish Rastogi	Additional Director – CEO & WTD	10056027	24/03/2023	-

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

For M P Sanghavi & Associates LLP
Company Secretaries
FRN: L2020MH007000

Mita Sanghavi
Designated Partner
FCS: 7205 / CP No: 6364
Peer Review Certificate No: 2972/2023
UDIN: F007205E000750057

Date: 10th August, 2023
Place: Mumbai

Independent Auditor's Report

To the Members of **Zee Learn Limited**

1. Qualified opinion

We have audited the accompanying standalone financial statements of **Zee Learn Limited** ("the Company"), which comprise the balance sheet as at 31 March 2023, 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, except for the possible effects of the matters described in the 'Basis for qualified opinion' section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, 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 Company as at 31 March 2023, and its loss, total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

2. Basis for qualified opinion

a) As stated in note 57 of the standalone financial statements, Yes Bank Limited (Yes Bank) had invoked the Corporate Guarantee issued by the Company and its subsidiary i.e. Digital Ventures Private Limited (DVPL) upon non-repayment of credit facilities availed by Four Trusts/entity, and called upon the Company and DVPL to make payment of an amount of Rs. 44,962.56 lakhs (including interest and other charges upto 31 July 2021). As further stated in the note, the Company and DVPL have received notices from Yes Bank regarding filing of petitions under section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) to initiate Corporate Insolvency Resolution Process (CIRP) of the Company and DVPL (as corporator guarantors) before the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai. Also as stated in the said note, Yes Bank vide its letters dated 30 December 2022 has informed the Company and DVPL that it has assigned and transferred the above credit facilities to J.C. Flowers Asset Reconstructions Private Limited (J.C. Flowers) and the amount outstanding therein as at 30 November 2022 is Rs. 52,254.63 lakhs (including interest and penal charges). However, the Company has not received any definitive document in support of such assignment for each of the credit facilities. As further explained in the said note, on 10 February 2023 the Hon'ble NCLT admitted the application filed by Yes Bank against the Company and DVPL and ordered the commencement of the CIRP under the IBC. However, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by the Company and NCLAT vide its order dated 16 February 2023 set aside the impugned order dated 10 February 2023 passed by the NCLT and disposed off the appeal in accordance with law. As further explained in the said note, subsequently J.C. Flowers filed Special Leave Petition (SLP) in the Hon'ble Supreme Court for setting aside of the final order dated 16 February 2023 passed by NCLAT. On 29 March 2023, the Hon'ble Supreme Court allowed the SLP and stayed the further proceedings of NCLT and the matter is currently pending for hearing before the Hon'ble Supreme Court.

As further stated in the said note, the four trusts/entity have started running their operations effectively under the brick and mortar model and, further since the above CIRP matter of the Company is sub-judice, and considering revival of education industry post Covid-19 pandemic, the Company is of the opinion that no liability is required to be provided as at 31 March 2023.

Despite the above invocation of Corporate Guarantee and further proceedings of CIRP, the Company has not provided for any liability against the invocation of the Corporate Guarantee as at 31 March 2023 as required by the applicable Indian Accounting Standard (Ind AS). Further, in the absence of sufficient and appropriate evidence to corroborate the management's conclusion on non-recognition of the liability towards Corporate Guarantee invocation, we are unable to comment upon adjustments, if any, on the net loss, total comprehensive loss for the year ended 31 March 2023 and the financial position of the Company as at 31 March 2023.

b) As stated in note 33 of the standalone financial statements, one of the subsidiaries viz. Digital Ventures Private Limited (DVPL) had defaulted in repayment of loans availed from two Lenders. In this regard, one of the Lenders vide its notice dated 14 February 2022 issued to the Company had invoked the Corporate Guarantee issued by the Company on behalf of DVPL, and called upon the Company to pay an amount of Rs.

9,162 lakhs outstanding as at 30 June 2021 with further interest w.e.f. 01 July 2021 as per the terms of the sanction letter. As further stated in said note, during the year, the Company has also received notice from the other Lender invoking the Corporate Guarantee issued by the Company on behalf of DVPL, and called upon the Company to pay an amount of Rs. 2,299.59 lakhs outstanding as at 30 June 2021.

As stated in the said note, Covid-19 Pandemic had caused disruption in the activities especially in the education sector, however, the schools have opened up and students are being enrolled. Further as stated in the said note, DVPL has started making repayment of its loan through an agreed mechanism as per discussions with the Lenders. In view of above, the Company is of the opinion that no liability is required to be provided as at 31 March 2023.

However, the Company has not provided for liability against above invocation of the Corporate Guarantees as at 31 March 2023 as required by the applicable Indian Accounting Standard (Ind AS). Further, in the absence of sufficient and appropriate evidence to corroborate management's conclusion on the non-recognition of the liability, we are unable to comment upon adjustments, if any, on the net loss, total comprehensive loss for the year ended 31 March 2023 and the financial position of the Company as at 31 March 2023.

c) As stated in note 43(i) of the standalone financial statements, the Company has investments in its wholly owned subsidiary viz Digital Ventures Private Limited (DVPL) in the form of Equity shares, Convertible Debentures and Preference shares (including redemption premium) of Rs 45,202.62 lakhs, loan and receivables of Rs. 11,377.05 lakhs aggregating to Rs. 56,579.67 lakhs outstanding as at 31 March 2023. Further, as stated in the said note, the Company had in earlier years given loan to DVPL to support school operations and on account of delays in recovery of the loan, the Company had provided Rs. 11,000 lakhs towards impairment loss under the expected credit loss model against the said loan and the same was shown as Exceptional Item in the standalone financial statements for the year ended 31 March 2022. As further explained in the said note, there are ongoing proceedings against DVPL w.r.t. Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) before the Hon'ble National Company Law Tribunal, Mumbai ("NCLT"), and accordingly, the Company out of abundant caution and prudent accounting practices, has provided Rs. 10,855.01 lakhs towards impairment of its investments (including redemption premium) in DVPL and the same has been shown as Exceptional Item during the year ended 31 March 2023.

DVPL defaulted in repayment of its loans availed from two lenders and w.r.t. the said loans, the lenders invoked the Corporate Guarantees given by the Company on behalf of DVPL (Refer note 33 of the standalone financial statements). Further, Yes bank Limited had also invoked Corporate Guarantee issued by the Company and DVPL w.r.t. credit facilities availed by four trusts/entity, and petitions have been filed by Yes Bank Limited against the Company and DVPL (as corporate guarantors) initiating Corporate Insolvency Resolution Process (CIRP) under section 7 of the IBC (Refer note 57 of the standalone financial statements). Accordingly, owing to above events and uncertainties, and further in the absence of sufficient and appropriate evidence to substantiate management's basis for providing partial amount of Rs. 10,855.01 lakhs towards impairment of its investment in DVPL, we are unable to comment on the appropriateness of the balance carrying value of its investment and outstanding receivables in DVPL and its consequential impact on the net loss, total comprehensive loss for the year ended 31 March 2023 and the financial position of the Company as at 31 March 2023.

Our Opinion on the audited standalone financial statements for the previous year ended 31 March 2022 was also qualified in respect of the matters stated in para (a) and (b) above.

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

3. Material Uncertainty relating to Going Concern

As stated in note 46 of the standalone financial statements, the Covid-19 pandemic had caused an adverse impact on the business operations of the Company and its financial health. Also, the Company and its subsidiaries default¬ed in repayments of their debt and other obligations. Further as stated in para (a) and (b) above under Basis for qualified opinion, the Corporate Guarantees issued by the Company and its subsidiary, were invoked by the lenders amounting to Rs. 63,716.22 lakhs and one of the lenders also filed a petition

initiating Corporate Insolvency Resolution Process (CIRP) of the Company and its subsidiary (as corporate guarantors) before the Hon'ble National Company Law Tribunal (NCLT). These events indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, considering the management's reevaluation and conclusion that the Company will have sufficient liquidity to continue its operations, demand for its product portfolio, improvement in projected cashflows and further based on business potential and the mitigating steps taken by the Company, the standalone financial statements have been prepared on going concern basis.

Our opinion is not modified in respect of the above matter

4. 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 2023. 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.

In addition to the matters described in the 'Basis for qualified opinion' section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Revenue recognition (Refer notes 2(A)(o), 25 and 42 of the standalone financial statements) Revenue is a key business driver for the Company and is therefore, susceptible to misstatement. Revenue recognition under Ind AS 115, 'Revenue from contracts with customers' ('Ind AS 115') involves significant judgement by the management in identification of separate performance obligations in contracts with multiple performance obligations, determining transaction price, allocation of such transaction price to the identified performance obligations to ensure the revenue is booked in correct periods. Further cut off is the key assertion in so far as revenue recognition is concerned and the revenue is also deferred for part services which have not been rendered. Considering significant volume of transactions, the materiality of amount involved, and significant judgements involved as mentioned above, revenue recognition was identified as a key audit matter in our audit of the standalone financial statements.	Our audit procedures included, but were not limited, to the following: • Obtained and updated our understanding of the revenue business process. • Assessed the appropriateness of Company's revenue recognition policy prepared as per Ind AS 115. • Evaluated and verified the key controls over the recognition and measurement of revenue. • Evaluated the appropriateness of disclosures made in the Standalone financial statements with respect to revenue recognised during the year in accordance with Ind AS 115. • Assessing the revenue recognized with substantive analytical procedures.

5. Information other than the standalone financial statements and Auditor's Report thereon

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

Our opinion on the standalone financial statements does not cover the other information and we 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we will communicate the matter to those charged with governance.

6. Management's responsibility 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 management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

8. Report on other Legal and Regulatory requirements

I. As required by the Companies (Auditor's Report) Order, 2020, 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, to the extent applicable.

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

a) We have sought and except for the possible effects of the matters described in the 'Basis for qualified opinion' paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) Except for the possible effects of the matters described in the 'Basis for qualified opinion' section, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

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

d) Except for the possible effects of the matters described in the 'Basis for qualified opinion' paragraph, 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) The matters described in the 'Basis for qualified opinion' paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;

f) On the basis of written representations received from the directors of the Company as on 31 March 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the 'Basis for qualified opinion' paragraph above;

h) 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";

i) 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 Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

j) 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 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 are no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year.

iv. (a) The Management has represented that, to the best of its knowledge and belief as disclosed in note 58(a) of the standalone financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend

or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief as disclosed in note 58(b) of the standalone financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. No dividend has been declared or paid by the Company during the financial year covered by our audit.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31 March 2023.

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Mumbai, 25 May 2023
UDIN: 23215336BGXFAS3272

Partner
Membership Number 215336

Annexure - A to the Independent Auditor's Report

Annexure referred to in paragraph 8(I) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of the Company on the standalone financial statements for the year ended 31 March 2023

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

(a) (B) The Company has maintained proper records showing full particulars of Intangible assets.

(b) As explained to us, the property, plant and equipment have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) 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 (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(d) The Company has not revalued any of its Property, Plant and Equipment (including Right to Use assets) and intangible assets during the year and hence clause (i)(d) of the Order is not applicable.

(e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, and hence clause (i)(e) of the Order is not applicable.

ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.

(b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from two banks on the basis of security of movable assets including current assets. According to the information and explanations given to us and on the basis of examination of records, no quarterly returns or statements are required to be submitted to the banks.

iii (a) According to the information and explanations given to us, the Company has not provided any guarantee or security during the year. The Company has not made any investments during the year except conversion of loan (including trade receivables) given to its wholly owned subsidiary viz Digital Ventures Private Limited (DVPL) into Optionally Convertible Debentures of DVPL {Refer note 7(3) of the standalone financial statements}. The aggregate amount of loans granted during the year and balances outstanding as at the balance sheet date with respect to such loans given during the year are as under:

Name of the Party	Relationship	Amount during the year (Rs. in lakhs) *	Balance outstanding (Rs. in lakhs)
Digital Ventures Private Limited	Subsidiary	398.22	10,932.05 #
Academia Edificio Private Limited	Subsidiary	1.00	14.90
MT Educare Limited	Subsidiary	185.00	242.86
Lakshya Forrum for Competitions Private Limited	Subsidiary	250.00	250.07
Mount Litera Education Foundation	Other Party	59.00	304.64

* excludes interest accrued for the year converted into loan

\# The amount is provided for in the books of account

(b) In respect of loans granted during the year, in our opinion, the terms and conditions of such loans granted are, prima facie, not prejudicial to the interest of the Company. Further, investment in OCDs of its wholly owned subsidiary upon conversion of unsecured loan and trade receivables (Refer note 7(3) of the standalone financial statements) is also, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated. However, loan granted to its subsidiary viz MT Educare Limited (MTEL) of Rs. 242.86 lakhs (including interest) was due as at 31 March 2023 and the same was not paid by MTEL. The said amount has been provided for in the books of account during the year ended 31 March 2023.

(d) In respect of loans granted by the Company, there is no overdue amount for more than ninety days as at the balance sheet date.

(e) According to the information and explanations given to us and on the basis of examination of records, no fresh loans have been granted during the year to settle the overdues of existing loans to the same parties.

(f) According to the information and explanations given to us and on the basis of examination of records, there are no loans or advances in the nature of loans granted during the year that are either repayable on demand or without specifying any terms or period of repayment.

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.

v The Company has not accepted any deposits or amounts which are deemed to be deposits, from the public within the directives issued by Reserve Bank of India and within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder.

vi The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Act. 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 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 except for few delays in depositing Employee Provident Fund, Maharashtra Labour Welfare Fund and goods and services tax. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31 March 2023 for a period of more than six months from the date they became payable except Employee Provident fund amounting to Rs 0.19 lakhs.

b) There are no statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2023 on account of disputes except 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	FY 2005-2006	Deputy Commissioner of Sales Tax, Appeals
	Sales Tax	20.97	FY 2010-2011	Joint Commissioner of Sales Tax, Appeals
	Sales Tax	3.44	FY 2012-2013	Joint Commissioner of Sales Tax, Appeals
The Maharashtra Value Added Tax Act, 2002	Value Added Tax	74.64	FY 2005-2006	Deputy Commissioner of Sales Tax, Appeals
	Value Added Tax - Penalty	46.55		
Finance Act, 1994	Service Tax	17.90	FY 2009-2010 to FY 2011-2012	Central Excise and Service Tax Appellate Tribunal
	Service Tax	19.49	FY 2007-2008 to FY 2010-2011	Central Excise and Service Tax Appellate Tribunal
	Service Tax	11.51	FY 2011-2012 and FY 2012-2013	Central Excise and Service Tax Appellate Tribunal
	Service tax	512.33	FY 2011-2012 to FY 2014-2015	Central Excise and Service Tax Appellate Tribunal
	Service Tax - Penalty	553.97		
	Service Tax	238.41	FY 2016-2017 to FY 2017-2018	Central Excise and Service Tax Appellate Tribunal

viii According to the records of the Company examined by us, and information and explanations given to us, there were no transactions related to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix (a) 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 any lender except as stated below.

S n	Nature of borrowings	Name of Lender	Amount not paid on due date (Rs. in lakhs)	Whether Principal or Interest	No of days delay or unpaid	Remark, If any
1	Debentures	Zee Entertainment Enterprises Limited	600.00	Principal	0-90	
			600.00	Principal	0-90	Overdue as at 31 March 23
			600.00	Principal	91-180	
			400.00	Principal	181-365	
			93.23	Interest	0-90	
			59.51	Interest	0-90	Overdue as at 31 March 23
			42.24	Interest	91-180	
2	Term Loan	Abu Dhabi Commercial Bank	1,472.47	Principal	>365	Overdue as at 31 March '23
			83.82	Opening Interest	>365	
			77.03	Interest	0-90	
			37.56	Interest	91-180	
			55.08	Interest	181-270	
			52.69	Interest	271-365	
3	Overdraft	Abu Dhabi Commercial Bank	138.43	Opening Interest	>365	Overdue as at 31 March '23
			101.48	Interest	0-90	
			49.43	Interest	91-180	
			72.44	Interest	181-270	
			69.23	Interest	271-365	

(b) According to the records of the Company examined by us, and information and explanations given to us, the Company has not been declared willful defaulter by any bank or government or any government authority.

(c) According to the records of the Company examined by us, and information and explanations given to us, the Company has not raised any term loans during the year and hence clause (ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us, and on an overall examination of the financial statements of the Company, we report that funds raised on short-term basis have, prima facie, not been used for long-term purposes by the Company.

(e) According to the records of the Company examined by us, and information and explanations given to us, the Company has not taken any funds from entities during the year to meet the obligations of its subsidiaries.

(f) According to the records of the Company examined by us, and information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

x (a) 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).

(b) 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 or optionally convertible debentures during the year.

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

(b) During the year, no report under sub-section 12 of Section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) According to the records of the Company examined by us, and information and explanations given to us, there were no whistle blower complaints received by the Company during the year.

xii The Company is not a Nidhi company and hence clause (xii) of the Order is not applicable.

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

xiv (a) In our opinion, and based on our examination, the Company has an adequate Internal Audit system commensurate with the size and the nature of its business.

(b) The internal audit reports of the Company issued till date of our Audit Report, for the period under audit have been considered by us.

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 (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, and hence clause (xvi) (a), (b) and (c) of the Order is not applicable

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii According to the records of the Company examined by us, and information and explanations given to us, the Company has not incurred any cash losses in the current financial year and also in the immediately preceding financial year.

xviii There has been no resignation of statutory auditor during the year and hence clause (xviii) of the Order is not applicable.

xix As referred to in 'Material uncertainty related to Going concern' paragraph in our main audit report and on the basis of the financial ratios disclosed in note 49 of the standalone financial statements and ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions and further as stated in note 46 of the standalone financial statements, there exists a material uncertainty that may cast significant doubt on the Company's capability of meeting its liabilities existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date.

xx (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.

(b) There are no unspent amounts as at 31 March 2023 towards Corporate Social Responsibility (CSR) in respect of ongoing projects requiring a transfer to a special account in compliance with proviso of sub-section (6) of Section 135 of the said Act.

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Mumbai, 25 May 2023
UDIN: 23215336BGXFAS3272

Partner
Membership Number 215336

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 8(II)(h) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of the Company on the standalone financial statements for the year ended 31 March 2023

We have audited the Internal Financial Controls over financial reporting of **Zee Learn Limited** ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's responsibility for Internal Financial Controls

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

Basis for qualified opinion

According to the information and explanations given to us and based on our audit, the following material weakness has been identified in the Company's internal financial controls over financial reporting as at 31 March 2023:

The Company's internal financial control with regard to the compliance with the applicable Indian Accounting Standards (Ind AS) and evaluation of carrying values of assets and other matters, as fully explained in the 'Basis for qualified opinion' of our main report, were not operating effectively, which could result in the Company not providing for adjustments, if any, that may be required to be made and its consequential impact on the standalone financial statements.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified opinion

In our opinion, to the best of our information and according to the explanations given to us, except for the possible effects of the material weakness described in the 'Basis for qualified opinion' paragraph above on the achievement of the objectives of the control criteria, the Company has maintained, 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 of 31 March 2023, 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.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company as at and for the year ended 31 March 2023, and the material weakness has affected our opinion on the standalone financial statements of the Company and we have issued a Qualified opinion on the standalone financial statements.

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Mumbai, 25 May 2023
UDIN: 23215336BGXFAS3272

Partner
Membership Number 215336

Standalone Balance Sheet

as at 31 March 2023

(₹ in Lakhs)

	Note	31 March 2023	31 March 2022
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	212.12	246.16
(b) Right-of-use assets	4	344.75	491.82
(c) Investment property	5	5.85	5.85
(d) Intangible assets	6	73.67	131.88
(e) Intangible assets under development	6	5.15	-
(f) Financial assets			
(i) Investments	7	34,347.82	50,604.82
(ii) Loans	8	569.62	10,831.67
(iii) Other financial assets	9	57.00	72.73
(g) Deferred tax assets	10	761.19	530.00
(h) Non-current tax assets (net)	11	9.93	5.43
(i) Other non-current assets	12	100.99	116.74
Total non-current assets		**36,488.09**	**63,037.10**
Current assets			
(a) Inventories	13	2,620.19	492.72
(b) Financial assets			
(i) Investments	14	-	9,572.00
(ii) Trade receivables	15	1,110.79	1,051.15
(iii) Cash and cash equivalents	16 (a)	1,770.00	1,923.54
(iv) Bank balances other than (iii) above	16 (b)	376.32	96.41
(v) Other financial assets	9	39.06	1,232.43
(c) Other current assets	12	1,232.49	129.24
Total current assets		**7,148.85**	**14,497.49**
Total Assets		**43,636.94**	**77,534.59**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	17	3,260.93	3,260.93
(b) Other equity	18	2,476.20	38,248.75
Total Equity		**5,737.13**	**41,509.68**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	10,670.65	10,323.72
(ii) Lease liabilities	20	175.53	315.35
(iii) Others	21 (b)	766.67	711.71
(b) Provisions	22	156.64	147.34
(c) Other liabilities	23	5,318.38	5,383.54
Total non-current liabilities		**17,087.87**	**16,881.66**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	9,108.38	9,395.83
(ii) Lease liabilities	20	223.29	245.52
(iii) Trade payables	21 (a)		
(1) total outstanding dues of micro enterprises and small enterprises		795.69	911.88
(2) total outstanding dues of creditors other than micro enterprises and small enterprises		257.75	764.66
(iv) Other financial liabilities	21 (b)	2,832.05	2,941.85
(b) Other current liabilities	23	6,717.65	4,447.68
(c) Provisions	22	35.39	29.51
(d) Current tax liabilities (net)	24	841.74	406.32
Total current liabilities		**20,811.94**	**19,143.25**
Total Liabilities		**37,899.81**	**36,024.91**
Total Equity and Liabilities		**43,636.94**	**77,534.59**
Notes forming part of the standalone financial statements	1-62		

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Partner
Membership Number 215336

Place: Mumbai
Date: 25 May 2023

For and on behalf of the board

Manish Rastogi
Director
DIN: 10056027

Surender Singh
Director
DIN: 08206770

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Standalone Statement of Profit and Loss

for the year ended 31 March 2023

(₹ in Lakhs)

	Note	31 March 2023	31 March 2022
Income			
Revenue from operations	25	19,046.10	10,400.38
Other income	26	1,489.80	3,415.07
Total Income		**20,535.90**	**13,815.45**
Expenses			
Operational cost	27	5,957.97	2,413.52
Employee benefits expense	28	2,997.50	2,095.05
Finance costs	29	2,639.87	2,423.10
Depreciation and amortisation expense	30	436.98	541.41
Other expenses	31	4,486.76	2,525.30
Total Expenses		**16,519.08**	**9,998.38**
Profit before tax before exceptional items		**4,016.82**	**3,817.07**
Less : Exceptional items	43	38,667.23	11,000.00
Profit / (loss) before tax		**(34,650.41)**	**(7,182.93)**
Less : Tax expense	32		
Current tax		1,362.84	919.28
Deferred tax charge / (credit)		(230.96)	100.21
Total Tax Expense		**1,131.88**	**1,019.49**
Profit/(loss) for the year	(A)	**(35,782.29)**	**(8,202.42)**
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
- Remeasurement gain/(loss) on defined benefit plan		(0.93)	50.83
Income tax effect on above		0.23	(12.79)
Other comprehensive income / (loss) for the year	(B)	**(0.70)**	**38.04**
Total comprehensive income / (loss) for the year	(A+B)	**(35,782.99)**	**(8,164.38)**
Earnings per equity share (face value ₹ 1 each)	47		
Basic (₹)		(10.97)	(2.52)
Diluted (₹)		(10.97)	(2.52)
Notes forming part of the standalone financial statements	1-62		

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Partner
Membership Number 215336

Place: Mumbai
Date: 25 May 2023

For and on behalf of the board

Manish Rastogi
Director
DIN: 10056027

Surender Singh
Director
DIN: 08206770

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Standalone Statement of Changes in Equity

for the year ended 31 March 2023

A. Equity share capital	Note	(₹ in Lakhs)
Balance as at 01 April 2021	17	**3,260.93**
Changes in equity share capital	17(a)	-
Balance as at 31 March 2022	17	**3,260.93**
Changes in equity share capital	17(a)	-
Balance as at 31 March 2023		**3,260.93**

The Company did not make any changes in Equity Share Capital due to prior period errors.

B. Other equity	Reserves and surplus					Total other equity
	Securities premium	Debenture redemption reserve	Share options outstanding account	General reserve	Retained earnings	
Balance as at 01 April 2021	**12,527.01**	**1,421.88**	**713.85**	**13,971.80**	**17,724.30**	**46,358.84**
Loss for the year	-	-	-	-	(8,202.42)	(8,202.42)
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	38.04	38.04
Total comprehensive income / (loss) for the year	-	-	-	-	(8,164.38)	(8,164.38)
	12,527.01	**1,421.88**	**713.85**	**13,971.80**	**9,559.92**	**38,194.46**
- Share based payment expense (net)	-	-	54.27	-	-	54.27
- Transferred to retained earnings on lapse of vested options	-	-	(63.54)	-	63.54	-
	-	**-**	**(9.27)**	**-**	**63.54**	**54.27**
Balance as at 31 March 2022	**12,527.01**	**1,421.88**	**704.60**	**13,971.80**	**9,623.46**	**38,248.75**
Loss for the year	-	-	-	-	(35,782.29)	(35,782.29)
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	(0.70)	(0.70)
Total comprehensive income / (loss) for the year	-	-	-	-	(35,782.99)	(35,782.99)
	12,527.01	**1,421.88**	**704.60**	**13,971.80**	**(26,159.53)**	**2,465.76**
- Share based payment expense (net)	-	-	10.44	-	-	10.44
- Transferred to retained earnings on lapse of vested options	-	-	(56.98)	-	56.98	-
	-	**-**	**(46.54)**	**-**	**56.98**	**10.44**
Balance as at 31 March 2023	**12,527.01**	**1,421.88**	**658.06**	**13,971.80**	**(26,102.55)**	**2,476.20**

Standalone Statement of Changes in Equity

for the year ended 31 March 2023

1) Securities premium is used to record premium on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

2) Debenture redemption reserve is created out of the profits is for the purpose of redemption of debentures.

3) Share options outstanding account is related to share options granted by the Company to its employees under its employee share option plan.

4) General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. General Reserve includes ₹/Lakhs 8881.25 (₹/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.

6) The Company did not make any changes in Other Equity due to prior period errors.

Notes forming part of the standalone financial statements 1-62

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Partner
Membership Number 215336

Place: Mumbai
Date: 25 May 2023

For and on behalf of the board

Manish Rastogi
Director
DIN: 10056027

Surender Singh
Director
DIN: 08206770

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Standalone Statement of Cash Flows

for the year ended 31 March 2023

(₹ in Lakhs)

	31 March 2023	31 March 2022
A. Cash flow from operating activities		
Net profit / (loss) before tax and after exceptional items	(34,650.41)	(7,182.93)
Adjustments for :		
Depreciation and amortisation expense	436.98	541.41
Liabilities no longer required / excess provision written back	(322.88)	(217.06)
Share based payment expense	10.44	54.27
Loss on sale / discard of property, plant and equipment / intangible assets (net)	5.47	107.14
Fair value loss on financial instrument at fair value through profit or loss	25.48	-
Interest expense	2638.27	2,420.52
Allowances for credit losses	485.97	256.91
Gain on derecognition of right-of-use of assets	(11.43)	(96.06)
Exceptional items (Refer note 43)	38,667.23	11,000.00
Unwinding of discount on security deposits / Financial guarantee obligation	(264.29)	(328.42)
Dividend income	(0.01)	(0.01)
Interest income	(751.22)	(2,351.51)
Operating profit before working capital changes	**6,269.60**	**4,204.26**
Changes in working capital :		
(Increase) / Decrease in inventories	(2,127.46)	573.07
(Increase) / Decrease in trade and other receivables	(1,223.00)	563.99
Increase / (Decrease) in trade and other payables	1,572.03	1,019.49
Cash generated from operations	**4,491.17**	**6,360.81**
Income tax paid (net)	931.91	(949.91)
Net cash flow from operating activities (A)	**3559.26**	**5,410.90**
B. Cash flow from investing activities		
Purchase of property, plant and equipment / intangible assets / intangible assets under development	(148.83)	(160.95)
Sale of property, plant and equipment / intangible assets	2.49	16.13
Decrease/(Increase) in other bank balances	(276.00)	(41.74)
Loans given to subsidiary companies	(834.22)	(1,247.76)
Receipt of loans given to subsidiary companies	61.75	108.50
Loans given to others	(59.00)	(160.00)
Loans repaid by others	-	47.60
Dividend received	(0.01)	-
Interest received	14.83	2.78
Net cash flow used in investing activities (B)	**(1,238.99)**	**(1,435.44)**

Standalone Statement of Cash Flows

for the year ended 31 March 2023

(₹ in Lakhs)

	31 March 2023	31 March 2022
C. Cash flow from financing activities		
Repayment of non-current borrowings	(1,626.15)	(1,000.43)
Proceeds from current borrowings	-	200.00
Repayment of current borrowings	-	(200.00)
Payment of lease liabilities (including interest)	(303.74)	(359.74)
Interest paid	(543.92)	(778.60)
Net cash flow used in financing activities (C)	**(2,473.81)**	**(2,138.77)**
Net cash flow during the year (A+B+C)	(153.54)	1,836.69
Cash and cash equivalents at the beginning of the year	1,923.54	86.85
Net cash and cash equivalents at the end of the year	**1770.00**	**1,923.54**
Add : Balances earmarked	376.32	96.41
Cash and bank balances at the end of the year	**2146.32**	**2,019.95**

Notes:

(₹ in Lakhs)

1.	Components of cash and bank balances is as follows	31 March 2023	31 March 2022
	Cash and cash equivalents	1,770.00	1,923.54
	Bank Balances other than cash and cash equivalents	376.32	96.41
	Total	**2,146.32**	**2,019.95**

2. During the year, the Company has converted loan (including interest) given to its wholly owned subsidiary of ₹ 11,578.89 lakhs into Optionally Convertible Debentures and the same being non-cash transaction, not disclosed in the above standalone statement of cash flows.

3. As required by Ind AS 7 "Statement of Cash Flows", a reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities is given in note 53.

4. The above statement of cash flows has been prepared in accordance with the "Indirect method" as set out in the Ind AS-7 on "Cash Flow Statements".

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Partner
Membership Number 215336

Place: Mumbai
Date: 25 May 2023

For and on behalf of the board

Manish Rastogi
Director
DIN: 10056027

Surender Singh
Director
DIN: 08206770

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Notes forming part of the Standalone 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 standalone financial statements of the Company for the year ended 31 March 2023, were authorised for issue by the Board of Directors at their meeting held on 25 May 2023.

2 A Basis of preparation and Other significant accounting policies

a Basis of preparation

i) These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 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 standalone financial statements have been prepared and presented under the historical cost convention, on the accrual 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.

ii) Functional and Presentation currency

These standalone financial statements are presented in Indian Rupees, which is also the Company's functional currency.

All amounts disclosed in the standalone 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 '0.00' denotes amount less than ₹ 500/-.

iii) 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 (a) Property, plant and equipment

(i) Freehold land is carried at cost. Other property, plant and equipment acquired are measured on initial recognition at cost. Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognised. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in standalone statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

(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 (b) Right of use of assets

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

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 under development

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

Notes forming part of the Standalone Financial Statements

Expenditure incurred on acquisition / development of intangible assets which are not put/ready to use at the reporting date is disclosed under intangible assets under development.

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

Depreciable amount for property, plant and equipment / right of use assets / intangible 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 or useful life of asset, whichever is lower.

(iii) Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

(iv) Intangible assets are amortised on straight line basis over their respective individual useful lives estimated by the management. The useful life of intangible assets are 3 years.

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 standalone 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 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.

g Derecognition of property, plant and equipment / right of use assets / intangibles / investment property

The carrying amount of an item of property, plant and equipment / right of use assets / 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 / right of use of assets / intangibles is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the standalone statement of profit and loss when the item is derecognised.

h Leases

(i) The Company's lease asset classes primarily consist of leases for building premises . The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use assets ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-

Notes forming part of the Standalone Financial Statements

term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

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

(ii) Operating lease / Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of rented premises (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

i Cash and cash equivalents

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

(ii) For the purpose of the standalone statement of cash flows, cash and cash equivalents consist of cash at bank and on hand, short-term deposits and balances earmarked, as defined as they are considered an 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 standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1 —** Quoted (unadjusted) 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.

Initial recognition and measurement of financial assets and financial liabilities

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

Notes forming part of the Standalone Financial Statements

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 standalone statement of profit and loss.

(A) Financial assets

(1) Subsequent measurement

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.

(i) 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 standalone statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to standalone 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 standalone statement of profit and loss.

(ii) Equity investments

The Company measures 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 standalone statement of profit and loss. Dividends from such investments are recognised in standalone statement of profit and loss as other income when the Company's right to receive payment is established.

(iii) Investment in subsidiaries

Investment in subsidiaries are carried at cost less impairment loss in accordance with Ind AS 27 on "Separate Financial Statements".

(2) 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

Notes forming part of the Standalone Financial Statements

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.

(3) Impairment of financial assets

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

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.

Expected credit loss :

The company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following.

i) Trade receivables

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

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

In case of trade receivables, the company follows a simplified approach wherein an amount equal to lifetime ECL measured and recognised as loss allowance. Loss allowances for trade receivable are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12 month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In case of other assets, the company determines if there has been a significant increased in credit risk of the financial assets since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12 months ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

(B) Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

(i) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

(ii) Financial liabilities

Financial liabilities 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.

1 Subsequent measurement

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

Financial liabilities measured at amortised cost

Financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or

Notes forming part of the Standalone Financial Statements

premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the standalone statement of profit and loss.

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 standalone statement of profit or loss.

2 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 standalone statement of profit or loss.

(C) Offsetting financial instruments

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

(D) 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 standalone 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 standalone 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

A. Revenue from contract with customers

Revenue from contract with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. When the Company acts in the capacity of an agent rather than as the principal in a transaction, the revenue recognised is the net amount of commission earned by the Company.

Notes forming part of the Standalone Financial Statements

(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.

(v) Other income including financial guarantee commission and premium on redeemable preference shares is recognised as per terms of agreement.

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 balances

Contract assets

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 liablities

Contract liabilities primarily relate to consideration received in advance from customers, for which the performance obligation is yet to be satisfied.

Trade receivables

A receivable represents the Companie's right to an amount of consideration under the contract with a customer that is unconditional and relizable on the due date.

D. Variable consideration

If the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which the Company will be entitled in exchange for transferring the promised goods or services to the customer. Where customers are provided with discounts, rebates etc, such discounts and rebates will give rise to variable consideration. The Company follows the 'most likely amount' method in estimating the amount of variable consideration.

p Retirement and other employee benefits

(i) Short-term benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the standalone statement of profit and loss for the year in which the related services are rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

(ii) Defined benefit plans

a) Post-employment and other long-term employee benefits are recognized as an expense in the standalone statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques.

b) Re-measurement of the net defined benefit liability, which comprises of actuarial gains and losses, the return on plan assets (excluding

Notes forming part of the Standalone Financial Statements

interest) and the effect of the asset ceiling (if any, excluding interest) are recognised in other comprehensive income in the period in which they occur.

(iii) Defined contribution plans

Payments to defined contribution retirement benefit schemes are charged to the standalone statement of profit and loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

(iv) Leave entitlement and compensated absences

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on a actuarial valuation, similar to that of gratuity benefit. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the standalone statement of profit and loss in the period in which they occur.

q Transactions in foreign currency

(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 prevalent at the date of the transaction.

r Income taxes

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 is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Notes forming part of the Standalone Financial Statements

Presentation of current and deferred tax

Current and deferred tax are recognized as income or an expense in the standalone 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.

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 standalone 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 standalone 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

Equity settled share based compensation benefits are provided to employees under the various Employee Stock Option Schemes.The fair value of options granted under the Employee Stock Option Scheme is recognised as an employee benefits expense with a corresponding increase in equity as "Share options outstanding account". The total amount to be recognised is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees holdings shares for a specific period of time).

The total expenses are amortised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the service and non-market performance vesting conditions. It recognises the impact of the revision to original estimates, if any, in the standalone statement of profit and loss, with a corresponding adjustment to equity. In case vested options forfeited or expires unexercised, the related balance standing to the credit of the "Share options outstanding account" is transferred to "Retained earnings".

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.

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.

Notes forming part of the Standalone Financial Statements

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 occasions, 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 standalone financial statements.

2 B Critical accounting judgment and estimates

The preparation of standalone 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 standalone 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, right of use assets and intangible assets at each financial year end.

c Impairment testing

i Impairment of financial assets

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

ii Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the future years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate.

d Income Taxes

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.

Notes forming part of the Standalone Financial Statements

e Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the standalone 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 48-, 'Employee benefits'.

f Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

g Share-based payments

Estimating fair value for share-based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them.

h Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

2 C Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

Notes forming part of the Standalone Financial Statements

3 Property, plant and equipment

(₹ in Lakhs)

Description of Assets	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Leasehold Improvements	Total
I. Gross carrying amount as at 01 April 2021	**51.90**	**21.57**	**379.42**	**206.87**	**274.20**	**933.96**
Additions during the year	2.46	-	1.42	33.06	62.13	99.07
Disposals during the year	9.52	-	108.23	1.89	135.92	255.56
Balance as at 31 March 2022	**44.84**	**21.57**	**272.61**	**238.04**	**200.41**	**777.47**
Additions during the year	1.33	-	7.00	64.86	22.30	95.49
Disposals during the year	2.72	-	12.25	7.23	15.13	37.33
Balance as at 31 March 2023	**43.45**	**21.57**	**267.36**	**295.67**	**207.58**	**835.63**
Accumulated depreciation						
II. Depreciation upto 31 March 2021	**20.58**	**6.18**	**190.92**	**160.25**	**129.97**	**507.90**
Depreciation charge for the year	4.13	2.70	59.22	34.72	54.94	155.71
Disposals during the year	2.83	-	61.54	1.59	66.34	132.30
upto 31 March 2022	**21.88**	**8.88**	**188.60**	**193.38**	**118.57**	**531.31**
Depreciation charge for the year	3.72	2.70	48.49	29.68	36.97	121.56
Disposals during the year	1.58	-	10.85	6.63	10.30	29.36
upto 31 March 2023	**24.02**	**11.58**	**226.24**	**216.43**	**145.24**	**623.51**
Net carrying value						
Balance as at 31 March 2023	**19.43**	**9.99**	**41.12**	**79.24**	**62.34**	**212.12**
Balance as at 31 March 2022	**22.96**	**12.69**	**84.01**	**44.66**	**81.84**	**246.16**

(₹ in Lakhs)

Net carrying value	31 March 2023	31 March 2022
Property, plant and equipment	212.12	246.16

Notes :-

(i) The amount of contractual commitment for the acquisition of property, plant and equipment is disclosed in note 36(a).

(ii) For details of property, plant and equipment pledged as security, Refer note 52

(iii) There are no property, plant and equipment acquired through business combination during the year

(iv) There are no property, plant and equipment revalued during the year

(v) There are no impairment losses or reversal of such loss during the year

Notes forming part of the Standalone Financial Statements

4 Right-of-use assets

(₹ in Lakhs)

Description of Assets	Leased Premises
I. Gross carrying amount as at 01 April 2021	**2,201.54**
Additions during the year	247.42
Disposals during the year	1,369.21
Balance as at 31 March 2022	**1,079.75**
Additions during the year	149.70
Disposals during the year	207.78
Balance as at 31 March 2023	**1,021.67**
II. Amortization upto 31 March 2021	**985.42**
Amortisation for the year	311.37
Disposals during the year	708.86
upto 31 March 2022	**587.93**
Amortisation for the year	251.75
Disposals during the year	162.76
upto 31 March 2023	**676.92**
Net carrying value	
Balance as at 31 March 2023	**344.75**
Balance as at 31 March 2022	**491.82**

5 Investment property

(₹ in Lakhs)

Description of Assets	Freehold Land #
I. Gross carrying amount as at 01 April 2021	**5.85**
Additions during the year	-
Disposals during the year	-
Balance as at 31 March 2022	**5.85**
Additions during the year	-
Disposals during the year	-
Balance as at 31 March 2023	**5.85**
II. Depreciation upto 31 March 2021	
Depreciation charge for the year	-
Disposals during the year	-
upto 31 March 2022	**-**
Depreciation charge for the year	-
Disposals during the year	-
upto 31 March 2023	**-**
Net carrying value	
Balance as at 31 March 2023	**5.85**
Balance as at 31 March 2022	**5.85**
Fair value *	
As at 31 March 2023	**14.13**
As at 31 March 2022	**13.53**

Mortgaged against the Secured Debentures.

* The fair value of the Company's investment property has been arrived by the management on the basis of an appropriate ready reckoner value. The fair value measurement is categorised as Level 3.

Expenses incurred and revenue earned out of investment property is Nil (Nil).

Notes forming part of the Standalone Financial Statements

6 Intangible assets

(₹ in Lakhs)

Description of Assets	Content Development	Software	Total
I. Gross carrying amount as at 01 April 2021	**945.26**	**167.56**	**1,112.82**
Additions during the year	80.16	12.04	92.20
Disposals during the year	-	-	-
Balance as at 31 March 2022	**1,025.42**	**179.60**	**1,205.02**
Additions during the year	0.26	5.20	5.46
Disposals during the year	-	-	-
Balance as at 31 March 2023	**1,025.68**	**184.80**	**1,210.48**
II. Amortization upto 31 March 2021	**856.37**	**142.44**	**998.81**
Amortisation for the year	50.92	23.41	74.33
Disposals during the year	-	-	-
upto 31 March 2022	**907.29**	**165.85**	**1,073.14**
Amortisation for the year	56.80	6.87	63.67
Disposals during the year	-	-	-
upto 31 March 2023	**964.09**	**172.72**	**1,136.81**
Net carrying value			
Balance as at 31 March 2023	**61.59**	**12.08**	**73.67**
Balance as at 31 March 2022	**118.13**	**13.75**	**131.88**

Details of Intangible Assets under Development

(₹ in Lakhs)

	31 March 2023	31 March 2022
Opening balance	-	12.20
Add : Addition during the year	5.15	-
Less : Capitalized during the year	-	12.20
Closing balance	**5.15**	**-**

Intangible assets under development ageing schedule for balance as at 31 March 2023

(₹ in Lakhs)

Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	5.15	-	-	-	5.15

There are no intangible assets under development as on 31 March 2022.

(₹ in Lakhs)

Net carrying value	31 March 2023	31 March 2022
Intangible Assets	73.67	131.88
Intangible Assets under Development	5.15	-

For details of intangible assets and intangible assets under development pledged as security, Refer note 52.

Notes forming part of the Standalone Financial Statements

7 Non-current investments

(₹ in Lakhs)

	31 March 2023	31 March 2022
A. Investments carried at cost		
Investment in Equity instruments		
In wholly owned subsidiaries - Unquoted		
5,010,000 (5,010,000) Equity shares of ₹ 10/- each of Digital Ventures Private Limited (Refer note 1 below)	10,601.00	10,601.00
1,000 (1000) Equity shares of ₹ 10/- each of Academia Edificio Private Limited	0.10	0.10
1,000 (1000) Equity shares of ₹ 10/- each of Liberium Global Resources Private Limited	0.10	0.10
In subsidiaries - Quoted		
42,701,173 (42,701,173) Equity shares of ₹ 10/- each of MT Educare Limited (extent of holding) 59.12% (59.12%)	27,812.22	27,812.22
Less: Impairment in the value of Investment (Refer note 43(ii))	(27,812.22)	-
B. Investment in Convertible Debentures (at cost)		
In wholly owned subsidiary-unquoted		
11,324,025 (11,324,025) 0.01 %, Compulsorily Convertible Debentures of ₹ 100/- of Digital Ventures Private Limited (Refer note 2 below)	11,331.75	11,330.73
C. Investment carried at fair value through profit and loss		
Wholly owned subsidiary-unquoted		
115,788,924 (Nil) 0.01%, Optionally Convertible Debentures of ₹ 10/- of Digital Ventures Private Limited (Refer note 3 below)	11,554.20	-
D. Fair value of financial guarantee issued to wholly owned subsidiary i.e Digital Ventures Private Limited (at cost)	860.67	860.67
Total	**34,347.82**	**50,604.82**

(All the above securities are fully paid up)

1. Non disposal undertaking given to banks 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.

3. During the year, Company has converted outstanding unsecured loan (including interest thereon) and receivables from Digital Ventures Private Limited (DVPL) into 0.01 %, Unsecured Unrated Unlisted Optionally Convertible Debentures (OCD) of DVPL ₹ 10 each at par value amounting to ₹/lakhs 11,578.89 for non cash consideration, with the conversion tenure of 10 years at the option of the issuer or OCD holder to be exercised any time during the tenure and shall be convertible into Equity shares of ₹ 10 each of DVPL at issue price of ₹ 17.36 per Equity shares, thus 1000 OCD of ₹ 10 each shall be convertible into 576 Equity shares of DVPL of ₹ 10 each at premium of ₹ 7.36 per share. Further any OCD not converted into Equity shares at the end of the tenure shall be redeemed at par value.

(₹ in Lakhs)

	31 March 2023	31 March 2022
Aggregate amount of quoted Investments	27,812.22	27,812.22
Aggregate amount of unquoted Investments	34,347.82	22,792.60
Aggregate impairment in the value of investments	(27,812.22)	-

Notes forming part of the Standalone Financial Statements

8 Loans

(₹ in Lakhs)

	Non-Current	
	31 March 2023	31 March 2022
Unsecured and considered good		
- Related parties (Refer note 50)	264.98	10,615.37
- Others	304.64	216.30
(A)	**569.62**	**10,831.67**
Unsecured and considered doubtful		
- Loan to related parties (Refer note 50)	11,174.91	11,000.00
- Less: Allowances for doubtful loan (Refer note 43(i)) *	(11,174.91)	(11,000.00)
(B)	**-**	**-**
Total (A+B)	**569.62**	**10,831.67**

*Includes allowances for doubtful loan of MT Educare Limited of ₹/lakhs 234.77 (Nil)

9 Other financial assets

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Deposit with banks having maturity period of more than twelve months (Refer note 16 (b))	1.53	3.48	-	-
Advances and deposits - unsecured and considered good				
- to others	55.47	69.25	74.06	89.42
Less: Allowances for doubtful deposits	-	-	(35.00)	-
	55.47	**69.25**	**39.06**	**89.42**
Premium accrued on redeemable Preference shares of wholly owned subsidiary (Refer note 50)	-	-	1,283.00	1,143.00
Less: Impairment of financial assets (Refer note 43(i))	-	-	(1,283.00)	-
	-	**-**	**-**	**1,143.00**
Dividend receivable - wholly owned subsidiary (Refer note 50)	-	-	0.01	0.01
Less: Impairment of financial assets (Refer note 43(i))	-	-	(0.01)	-
	-	**-**	**-**	**0.01**
Total	**57.00**	**72.73**	**39.06**	**1,232.43**

10 Deferred tax assets

The components of deferred tax balances are as under:

(₹ in Lakhs)

	31 March 2023	31 March 2022
Deferred tax assets		
Employee benefits obligation	48.33	44.51
Depreciation and amortization	213.99	233.34
Allowances for credit losses	252.36	182.88
Disallowances under section 40(a) of the Income Tax Act, 1961	231.76	51.89
Difference in Right-of-use assets and lease liabilities	14.75	17.38
Deferred tax assets	**761.19**	**530.00**

Notes forming part of the Standalone Financial Statements

11 Non-current tax assets (net)

(₹ in Lakhs)

	31 March 2023	31 March 2022
Balances with government authorities		
- Direct taxes (net of provisions for taxes)	9.93	5.43
Total	**9.93**	**5.43**

12 Other assets

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Capital advances (unsecured)				
- Credit impaired	33.71	33.71	-	-
Less: Allowances for doubtful advances	(33.71)	(33.71)	-	-
	-	-	-	-
Other advances (unsecured)				
- Considered good	-	-	1,141.23	71.74
Prepaid expenses	-	-	36.91	33.50
Balance with government authorities				
- Indirect taxes	100.99	116.74	54.35	24.00
Total	**100.99**	**116.74**	**1,232.49**	**129.24**

13 Inventories

(₹ in Lakhs)

	31 March 2023	31 March 2022
Educational goods and equipment (Refer note (a) below)	2,620.19	492.72
(includes Goods In Transit ₹/lakhs 540.99 (₹/lakhs 155.14)		
Total	**2,620.19**	**492.72**

a. Inventories were written down to net realisable value by ₹/lakhs 514.93 (₹/lakhs 507.68)

b. For details of inventories pledged as security, Refer note 52.

14 Current investments

(₹ in Lakhs)

	31 March 2023	31 March 2022
Investment at amortised cost		
Investment in preference shares - unquoted		
Wholly owned subsidiary		
100,000 (100,000) 0.1%, Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up of Digital Ventures Private Limited *	9,572.00	9,572.00
Less: Impairment in the value of Investment (Refer note 43(i))	(9,572.00)	-
Total	**-**	**9,572.00**

(₹ in Lakhs)

	31 March 2023	31 March 2022
Aggregate amount of unquoted Investments	9,572.00	9,572.00
Aggregate impairment in value of investments	(9,572.00)	-

*0.1% Non-Convertible Non-Cumulative Redeemable Preference Shares are redeemable anytime at the request of the investor on or before 31 March 2022 at a premium of ₹ 10,705 per share. However, during the previous year the Board of Directors in its meeting held on 04 February 2022 extended the tenure of the above preference shares by another five years and accordingly these preference shares are now redeemable at the request of the investor on or before 31 March 2027 at a premium of ₹ 11,405 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 Standalone Financial Statements

15 Trade receivables (Unsecured)

(₹ in Lakhs)

	31 March 2023	31 March 2022
Considered good	828.87	976.22
Which have significant increase in credit risk	875.61	403.82
Credit impaired	408.98	397.73
	2,113.46	1,777.77
Less : Allowances for significant increase in credit risk	(593.69)	(328.89)
Less : Allowances for credit impaired receivables	(408.98)	(397.73)
Total	**1,110.79**	**1,051.15**

Refer Note 50 for receivables from related parties.

Trade receivables are non-interest bearing and the credit period extended to them is 0-180 days.

The Company's exposure to credit risk related to trade receivables is disclosed in note 51.

Trade receivables ageing as at 31 March 2023

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables – considered good	349.60	-	0.24	479.03	-	828.87
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	90.74	623.84	115.46	45.57	-	875.61
(iii) Undisputed Trade Receivables – credit impaired	-	58.10	6.41	64.90	257.69	387.10
Total Undisputed Trade Receivables (A)	**440.34**	**681.94**	**122.11**	**589.50**	**257.69**	**2,091.58**
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	12.23	-	9.65	-	21.88
Total Disputed Trade Receivables (B)	**-**	**12.23**	**-**	**9.65**	**-**	**21.88**
Total Trade Receivables (A+B)	**440.34**	**694.17**	**122.11**	**599.15**	**257.69**	**2,113.46**
Less : Allowances for significant increase in credit risk	37.56	395.10	115.46	45.57	-	593.69
Less : Allowances for credit impaired receivables	-	70.32	6.42	74.55	257.69	408.98
Total	**402.78**	**228.75**	**0.23**	**479.03**	**-**	**1,110.79**

Trade receivables ageing as at 31 March 2022

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables – considered good	400.83	70.94	347.39	132.04	-	951.20
(ii) Undisputed Trade Receivables – which have significant increase in credit risk.	333.39	24.71	35.40	10.32	-	403.82
(iii) Undisputed Trade Receivables – credit impaired	-	-	41.14	236.59	2.00	279.73
Total undisputed trade receivables (A)	**734.22**	**95.65**	**423.93**	**378.95**	**2.00**	**1,634.75**

Notes forming part of the Standalone Financial Statements

15 Trade receivables (Unsecured) (Contd..)

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(iv) Disputed Trade Receivables–considered good	19.18	5.84	-	-	-	25.02
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	88.06	29.94	118.00
Total disputed trade receivables (B)	**19.18**	**5.84**	**-**	**88.06**	**29.94**	**143.02**
Total Trade Receivables (A+B)	**753.40**	**101.49**	**423.93**	**467.01**	**31.94**	**1,777.77**
Less : Allowances for significant increase in credit risk	258.46	24.71	35.40	10.32	-	328.89
Less : Allowances for credit impaired receivables	-	-	41.14	324.65	31.94	397.73
Total	**494.94**	**76.78**	**347.39**	**132.04**	**-**	**1,051.15**

16 Cash and bank balances

(₹ in Lakhs)

	31 March 2023	31 March 2022
a Cash and cash equivalents		
Balances with banks in Current accounts	1,770.00	1,923.54
Total (A)	**1,770.00**	**1,923.54**
b Bank balances other than 16(a) above		
Balances with banks -		
- Unclaimed dividend account - Bank balance @	23.42	23.42
- In deposits with banks having maturity period upto twelve months #	352.90	72.99
- In deposits with banks having maturity period of more than twelve months #	1.53	3.48
	377.85	**99.89**
Disclosed under "Other non-current financial assets" (Refer note 9)	(1.53)	(3.48)
Total (B)	**376.32**	**96.41**
Total (A+B)	**2,146.32**	**2,019.95**

@ The company can utilise these balances only towards settlement of unclaimed dividend.

Pledged/Lien for Term Loan/Overdraft ₹/lakhs 347.26 (₹/lakhs 12.75), Lien for Government authorities ₹/lakhs 0.17 (₹/lakhs 0.74), Lien for others ₹/lakhs 4.32 (₹/lakhs 62.98)

17 Equity share capital

(₹ in Lakhs)

	31 March 2023	31 March 2022
Authorised		
1,000,000,000 (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		
326,092,725 (326,092,725) Equity Shares of ₹ 1/- each fully paid up	3,260.93	3,260.93
Total	**3,260.93**	**3,260.93**

Notes forming part of the Standalone Financial Statements

17 Equity share capital (Contd..)

a) Reconciliation of number of Equity shares and Share capital

	31 March 2023		31 March 2022	
	Number of equity shares	₹ in Lakhs	Number of equity shares	₹ in Lakhs
At the beginning of the year	32,60,92,725	3,260.93	32,60,92,725	3,260.93
Add : Issued during the year	-	-	-	-
Outstanding at the end of the year	**32,60,92,725**	**3,260.93**	**32,60,92,725**	**3,260.93**

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 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 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 shares issued for consideration other than cash or bought back equity shares during the five years preceding 31 March 2023.

d) Details of Equity Shareholders holding more than 5 % of the aggregate Equity shares

Name of the Shareholders	31 March 2023		31 March 2022	
	Number of equity shares	% Shareholding	Number of equity shares	% Shareholding
Essel Holdings Limited	2,88,74,238	8.85%	2,88,74,238	8.85%
Rattanindia Finance Private Limited	2,09,50,000	6.42%	2,09,50,000	6.42%
Moon Capital Trading Pte. Limited	1,76,63,621	5.42%	2,09,55,327	6.43%
Jayneer Infrapower & Multiventures Private Limited	1,69,00,000	5.18%	1,69,00,000	5.18%

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) Shares held by promoters at the end of the year

Sr. No.	Promoters name	31 March 2023		31 March 2022		% Change during the year*
		Number of equity shares	% Shareholding	Number of equity shares	% Shareholding	
1	Essel Holdings Limited	2,88,74,238	8.85%	2,88,74,238	8.85%	0.00%
2	Jayneer Infrapower & Multiventures Private Limited	1,69,00,000	5.18%	1,69,00,000	5.18%	0.00%
3	Asian Satellite Broadcast Private Limited	32,58,250	1.00%	1,48,98,250	4.57%	-3.57%
4	Jayneer Enterprises LLP	40,000	0.01%	40,000	0.01%	0.00%
5	Essel Media Ventures Private Limited	11,036	0.003%	11,036	0.003%	0.00%
6	Sprit Infrapower & Multiventures Private Limited	3,864	0.001%	3,864	0.001%	0.00%
	Total	**4,90,87,388**	**15.05%**	**6,07,27,388**	**18.62%**	**-3.57%**

* percentage change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

Notes forming part of the Standalone Financial Statements

17 Equity share capital (Contd..)

f) Employees Stock Option Scheme (ESOP)

The Company had 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 Bases 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 subsidiaries as amended in board resolution dated 30 September 2016 at the market price determined as per the Securities and Exchange Board Of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021. The said Scheme is administered by the Nomination and Remuneration Committee of the Board.

g) Summary of options granted under the Scheme

	31 March 2023		31 March 2022	
	Average exercise price per share option ₹	Number of options	Average exercise price per share option ₹	Number of options
Opening balance	14.19	66,95,461	14.10	72,29,193
Granted during the year	5.65	4,45,000	14.85	1,50,000
Exercised during the year	-	-	-	-
Forfeited/lapsed during the year	14.21	6,50,345	14.10	6,83,732
Closing balance		**64,90,116**		**66,95,461**
Vested and exercisable		60,45,116		60,42,795

h) Expiry date and exercise prices of the share options outstanding at the end of the year:

Grant Number	Grant date	Expiry date	Exercise price ₹	Revised Expiry date (Refer note i)	Revised Exercise price(Refer note i) ₹	Share options	
						31 March 2023	31 March 2022
3rd Grant	09 Oct 2013	09 Oct 2020	20.85	30 Dec 2024	14.10	4,961	6,026
5th Grant	29 Sep 2014	29 Sep 2021	35.25	30 Dec 2024	14.10	58,075	72,325
6th Grant	28 Oct 2015	28 Oct 2022	31.80	30 Dec 2024	14.10	21,52,490	21,52,490
8th Grant	30 Sep 2016	30 Sep 2023	34.15	30 Dec 2024	14.10	6,30,584	7,04,684
10th Grant	19 Feb 2018	19 Feb 2025	42.20	19 Feb 2025	14.10	2,87,507	3,98,705
12th Grant	22 Oct 2019	22 Oct 2026	18.70	22 Oct 2026	14.10	29,11,499	31,51,231
13th Grant	24 Apr 2020	24 Apr 2027	14.10	24 Apr 2027	14.10	-	60,000
14th Grant	14 June 2021	14 June 2028	14.85	14 Jun 2028	14.85	-	1,50,000
15th Grant	02 Aug 2022	02 Aug 2029	6.64	2 Aug 2029	6.64	40,000	-
16th Grant	10 Nov 2022	10 Aug 2029	7.20	10 Nov 2029	7.20	1,05,000	-
17th Grant	24 Feb 2023	24 Feb 2030	3.12	24 Feb 2029	3.12	3,00,000	-
Total						**64,90,116**	**66,95,461**
Weighted average remaining contractual life of options outstanding at end of period (in years)						2.45	3.71

i) During the earlier years, the Company modified/repriced 82,70,157 outstanding (as on 31 Dec 2019) stock option granted (whether vested or not but yet to be exercised) to option grantees, in one or more tranches under the Employees Stock Option Scheme 2010 as amended in 2015 (hereinafter referred to as "Scheme"), exercisable into not more than 82,70,157 (as on 31 Dec 2019) fully paid-up equity shares of face value of ₹ 1/- (Rupee one) each upon payment of the Exercise price ranging from ₹ 18.70 to ₹ 42.20 per option, as above to ₹ 14.10 per option w.e.f 24 April 2020, and as a consequence thereof and as connected therewith, extend the exercise period by four years from the date of shareholders approval in Annual General Meeting held on 30 December 2020.

Notes forming part of the Standalone Financial Statements

17 Equity share capital (Contd..)

j) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	3rd Grant	5th Grant	6th Grant
Grant date	9-Oct-2013	29-Sep-2014	28-Oct-2015
Weighted average fair value of options granted ₹	7.98	13.30	3.03
Revised Exercise price (Refer note i above) ₹	14.10	14.10	14.10
Share price at the grant date ₹	22.25	35.30	32.15
Expected volatility	36.90%	38.82%	38.87%
Risk free interest rate	7.01%	7.15%	7.21%
Dividend yield	0.00%	0.00%	0.00%
Expected life of the options (years)	1.72	2.25	2.79

Scheme	8th Grant	10th Grant	12th Grant
Grant date	30-Sep-2016	19-Feb-2018	22-Oct-2019
Weighted average fair value of options granted ₹	4.80	15.15	10.05
Revised Exercise price (Refer note i above) ₹	14.10	14.10	14.10
Share price at the grant date ₹	35.20	42.75	17.80
Expected volatility	35.81%	35.05%	79.00%
Risk free interest rate	6.38%	7.04%	6.30%
Dividend yield	0.00%	0.00%	0.00%
Expected life of the options (years)	2.75	3.40	3.72

Scheme	13th Grant	14th Grant	15th Grant	16th Grant	17th Grant
Grant date	24-Apr-2020	14-Jun-2021	2-Aug-2022	10-Nov-2022	24-Feb-2023
Weighted average fair value of options granted ₹	8.10	6.63	2.46	2.24	2.25
Exercise price (Refer note i above) ₹	14.10	14.85	6.64	7.20	3.12
Share price at the grant date ₹	14.65	15.45	6.64	7.20	3.12
Expected volatility	68.00%	31.99%	59.42%	59.75%	80.35%
Risk free interest rate	4.58%	6.06%	7.14%	6.93%	7.01%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	3.78	5.88	1.84	2.00	6.00

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.

k) Expense arising from share based payments transactions

(₹ in Lakhs)

	31 March 2023	31 March 2022
Gross expense / (reversal) arising from share based payments	10.44	54.27
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 28)	**10.44**	**54.27**

Notes:

(i) The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2023 was ₹ 11.86 (₹ 14.19).

Notes forming part of the Standalone Financial Statements

18 Other equity

(₹ in Lakhs)

	31 March 2023	31 March 2022
Reserves and surplus		
Securities premium		
As per last Balance sheet	12,527.01	12,527.01
Debenture redemption reserve		
As per last Balance sheet	1,421.88	1,421.88
Share option outstanding account		
As per last Balance Sheet	704.60	713.85
Add: Share based payment expense (net)	10.44	54.27
Less : Transferred to retained earnings on lapse of vested options	(56.98)	(63.54)
	658.06	**704.60**
General reserve		
As per last Balance Sheet	13,971.80	13,971.80
Retained earnings		
Opening balance	9,623.46	17,724.30
Add : Profit / (loss) for the year	(35,782.29)	(8,202.42)
Add : Transferred from share options outstanding account on lapse of vested options	56.98	63.54
Re-measurement gains on defined benefit plans (net of tax)	(0.70)	38.04
	(26,102.55)	**9,623.46**
Total	**2,476.20**	**38,248.75**

19 Borrowings

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Debentures (Refer note (i) below) - Secured	-	-	2,667.17	3,369.38
Intercorporate deposits - Unsecured (Refer note (ii) below) [(Including interest ₹/lakhs 1,173.06 (₹/lakhs 1,048.12)]	10,670.65	10,323.72	-	-
Term loan from (Secured)				
- Bank (Refer note (iii) below)	-	-	-	1,556.28
- Financial institution (Refer note (v) below)	-	-	3.39	8.06
Term loan from (Unsecured)				
- Bank (Refer note (iii) below)	-	-	1,778.64	-
Overdraft facilities from Banks (Refer note (iv) below) - Secured	-	-	2,380.15	4,462.11
Overdraft facilities from Banks (Refer note (iii) below) - Unsecured	-	-	2,279.03	-
Total	**10,670.65**	**10,323.72**	**9,108.38**	**9,395.83**

For transactions relating to related party, refer note 50.

(i) Debentures

650 (650) 10.40% Rated, Unlisted, Secured, Redeemable Non- Convertible Debentures (NCDs) of ₹/lakhs 10.00 each fully paid up aggregating to ₹/lakhs 2,667.17 (₹/lakhs 3,369.38) [including interest of ₹/lakhs 116.07 (₹/lakhs 18.28)], are issued for a period of 5 years and 3 months from the date of allotment as per original terms. The terms of the NCDs were revised w.e.f. 14 July 2020. As per the revised terms 650, 10.02% (revised coupon rate) NCDs of ₹/lakhs 6.85 (revised face value) were redeemable by 13 July 2022 in three installments starting from 13 January 2021. During the previous year, the terms of NCDs were revised again and accordingly were redeemable till 13 March 2023. Further during the year, the terms of NCDs were revised again and accordingly are now redeemable till 13 August 2023. However, the company has defaulted in redemption of debentures and payment of interest on such debentures during the year. The overdue amount of debentures as at 31 March 2023 is ₹/lakhs 1,701.25 (including interest accrued), the details whereof are given in note X(a) and X(b) below. The NCDs are secured by first pari passu charge on all the fixed and current assets, all the rights, titles and interest to provide security cover of 1.1 times on outstanding amount.

Notes forming part of the Standalone Financial Statements

19 Borrowings (Contd..)

(ii) Intercorporate deposits - Unsecured

During the previous year, an assignment agreement was entered between Asian Satellite Broadcast Private Limited (the "Assignor") and Digital Subscriber Management Consultancy Services Private Limited (DSMCSPL) (the "Assignee") wherein the assignor assigned the outstanding ICD amount ₹/lakhs 8,537.16 as at 01 April 2021 to the to the assignee and accordingly the Company was discharged from its liabilities to the extent of the said amount payable to the assignor. The ICD carries interest @ 12.5% p.a. and is repayable on or before 04 April 2024, outstanding amount is ₹/lakhs 10,670.65 (₹/lakhs 9,497.59).

(iii) Abu Dhabi Commercial Bank (ADCB) had sanctioned term loan of ₹/lakhs 3,500.00 and overdraft facility of ₹/lakhs 1,900.00 vide credit facility sanction letter dated 18 July 2017 (together referred as credit facilities), which was secured by way of first charge ranking pari pasu over movable assets including current assets, loans and advances with minimum coverage of 1.25x for entire tenure of the facility which includes charge on the accounts that receive cash from franchisee/revenue of the Company plus DSRA equivalent to one month interest to be maintained upfront and one immediate instalment to be maintained one month prior to its schedule payment. However, ADCB assigned the said credit facilities to DCB Bank Limited (DCB) as per the Deed of Assignment and Subrogation Agreement both dated 31 March 2020 with same terms and conditions as per the original sanction letter. Further, the Company opted to defer the tenure of its term loan under Moratorium benefits and the outstanding amount of ₹/lakhs 1,472.47 was payable in three equal monthly instalments starting from July 2021. However the Company had defaulted in repayment of all three instalments including interest to DCB and accordingly outstanding term loan balance of ₹/lakhs 1,556.28 (including interest till 31 March 2022) was overdue as at 31 March 2022.

During the year, the Company continued defaulting the repayment of the said credit facilities including interest to DCB. The Company has been providing interest (including penal interest) on outstanding term loan and overdraft facility till 31 March 2023. The outstanding balances as at 31 March 2023 are Term Loan ₹/lakhs 1,778.64 (including interest) and Overdraft facility ₹/lakhs 2,279.03 (including interest). As the Company has been defaulting in repayment of loan, DCB as per the terms of the Subrogation Agreement referred above may have recovered the amount due from ADCB and issued No Dues Certificate to the Company during the year. Further, DCB has also satisfied the charges on the said outstanding credit facilities and Company has also filed CHG-4 with the ROC for satisfaction of charge. In view of above, the said credit facilities have been classified as Unsecured as at 31 March 2023.

(iv) Overdraft facility from banks of ₹/lakhs 2,380.15 (₹/lakhs 4,462.11) 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 facility carries interest 6 months MCLR plus 4% spread.

(v) Vehicle loan from Kotak Mahindra Prime Limited ₹/lakhs 3.39 (₹/lakhs 8.06) is secured against hypothecation of respective vehicle. The rate of interest is 8.92% p.a.

(vi) Satisfaction of charge is yet to be registered with Registrar of Companies (ROC) in respect of loan of ₹/lakhs 1,000.00 (₹/lakhs 1,000.00) sanctioned by Yes Bank Limited as the Company has not received No Objection Certificate from the bank.

(vii) The Company is not required to submit quarterly returns or statements of current assets to banks.

(viii) Details of defaults as at 31 March 2023

(a) Details of delays (continuing default) in repayment of principal

Lender	Principal			Remarks
	(₹ in Lakhs)	Due Date	Delay Days	
Abu Dhabi Commercial Bank - Term loan-Opening Bal	1,472.47		>365	Unpaid
Zee Entertainment Enterprises Limited - NCD	200.00	13 August 2022	230	Unpaid
Zee Entertainment Enterprises Limited - NCD	200.00	13 September 2022	199	Unpaid
Zee Entertainment Enterprises Limited - NCD	200.00	13 October 2022	169	Unpaid
Zee Entertainment Enterprises Limited - NCD	200.00	13 November 2022	138	Unpaid
Zee Entertainment Enterprises Limited - NCD	200.00	13 December 2022	108	Unpaid
Zee Entertainment Enterprises Limited - NCD	200.00	13 January 2023	77	Unpaid
Zee Entertainment Enterprises Limited - NCD	200.00	13 February 2023	46	Unpaid
Zee Entertainment Enterprises Limited - NCD	200.00	13 March 2023	18	Unpaid

Notes forming part of the Standalone Financial Statements

19 Borrowings (Contd..)

(b) Details of delays (continuing default) in repayment of interest

Lender	Interest			Remarks
	(₹ in Lakhs)	Due Date	Delay Days	
Abu Dhabi Commercial Bank - Term loan-Opening Bal	83.82		>365	Unpaid
Abu Dhabi Commercial Bank - Overdraft-Opening Bal	138.43		>365	Unpaid
Abu Dhabi Commercial Bank - Term loan	17.18	30 April 2022	335	Unpaid
Abu Dhabi Commercial Bank - Term loan	17.95	31 May 2022	304	Unpaid
Abu Dhabi Commercial Bank - Term loan	17.57	30 June 2022	274	Unpaid
Abu Dhabi Commercial Bank - Term loan	18.35	31 July 2022	243	Unpaid
Abu Dhabi Commercial Bank - Term loan	18.56	31 August 2022	212	Unpaid
Abu Dhabi Commercial Bank - Term loan	18.17	30 September 2022	182	Unpaid
Abu Dhabi Commercial Bank - Term loan	18.98	31 October 2022	151	Unpaid
Abu Dhabi Commercial Bank - Term loan	18.58	30 November 2022	121	Unpaid
Abu Dhabi Commercial Bank - Term loan	19.41	31 December 2022	90	Unpaid
Abu Dhabi Commercial Bank - Term loan	19.63	31 January 2023	59	Unpaid
Abu Dhabi Commercial Bank - Term loan	17.93	28 February 2023	31	Unpaid
Abu Dhabi Commercial Bank - Term loan	20.06	31 March 2023	1	Unpaid
Abu Dhabi Commercial Bank - Overdraft	22.56	30 April 2022	335	Unpaid
Abu Dhabi Commercial Bank - Overdraft	23.58	31 May 2022	304	Unpaid
Abu Dhabi Commercial Bank - Overdraft	23.09	30 June 2022	274	Unpaid
Abu Dhabi Commercial Bank - Overdraft	24.13	31 July 2022	243	Unpaid
Abu Dhabi Commercial Bank - Overdraft	24.41	31 August 2022	212	Unpaid
Abu Dhabi Commercial Bank - Overdraft	23.90	30 September 2022	182	Unpaid
Abu Dhabi Commercial Bank - Overdraft	24.98	31 October 2022	151	Unpaid
Abu Dhabi Commercial Bank - Overdraft	24.46	30 November 2022	121	Unpaid
Abu Dhabi Commercial Bank - Overdraft	25.56	31 December 2022	90	Unpaid
Abu Dhabi Commercial Bank - Overdraft	25.86	31 January 2023	59	Unpaid
Abu Dhabi Commercial Bank - Overdraft	23.63	28 February 2023	31	Unpaid
Abu Dhabi Commercial Bank - Overdraft	26.44	31 March 2023	1	Unpaid
Zee Entertainment Enterprises Limited - NCD	0.05	13 October 2022	169	Unpaid
Zee Entertainment Enterprises Limited - NCD	21.60	13 November 2022	138	Unpaid
Zee Entertainment Enterprises Limited - NCD	20.59	13 December 2022	108	Unpaid
Zee Entertainment Enterprises Limited - NCD	20.84	13 January 2023	77	Unpaid
Zee Entertainment Enterprises Limited - NCD	20.47	13 February 2023	46	Unpaid
Zee Entertainment Enterprises Limited - NCD	18.20	13 March 2023	18	Unpaid

(c) Details of delays (other than continuing default) in repayments of principal

Lender	Principal		
	(₹ in Lakhs)	Due Date	Delay Days
Zee Entertainment Enterprises Limited - NCD	200.00	13 May 2022	10
Zee Entertainment Enterprises Limited - NCD	200.00	13 June 2022	15
Zee Entertainment Enterprises Limited - NCD	200.00	13 July 2022	26

Notes forming part of the Standalone Financial Statements

19 Borrowings (Contd..)

(d) Details of delays (other than continuing default) in repayments of interest

Lender	Interest		
	(₹ in Lakhs)	Due Date	Delay Days
Zee Entertainment Enterprises Limited - NCD	25.94	13 May 2022	10
Zee Entertainment Enterprises Limited - NCD	25.11	13 June 2022	15
Zee Entertainment Enterprises Limited - NCD	22.65	13 July 2022	26
Zee Entertainment Enterprises Limited - NCD	19.53	13 August 2022	16

20 Lease liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Lease liabilities (Refer note 34)	175.53	315.35	223.29	245.52
Total	**175.53**	**315.35**	**223.29**	**245.52**

21 Financial liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
a Trade payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 39)	-	-	795.69	911.88
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	257.75	764.66
Total (a)	**-**	**-**	**1,053.44**	**1,676.54**
b Other financial liabilities				
Deposits received - Customers	-	10.45	-	2.00
Deposits received - Others	592.55	527.14	-	-
Financial guarantee obligation	174.12	174.12	-	-
Unclaimed dividend payable #	-	-	23.42	23.42
Employee benefits payable	-	-	45.33	178.05
Creditors for capital expenditure				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 39)	-	-	0.69	16.27
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	15.99	47.43
Other payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 39)	-	-	60.02	51.95
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	2,686.60	2,622.73
Total (b)	**766.67**	**711.71**	**2,832.05**	**2,941.85**
Total (a+b)	**766.67**	**711.71**	**3,885.49**	**4,618.39**

For transactions relating to related party payables Refer note 50.

Trade payable and others are non-interest bearing and the credit term the for same is generally in the range of 0-90 days.

There are no amounts due and outstanding to be credited to Investors Education and Protection Fund as on 31 March 2023.

The Company's exposure towards currency and liquidity risk related to trade payable is disclosed in note 51.

Notes forming part of the Standalone Financial Statements

21 Financial liabilities (Contd..)

Trade payable ageing schedule for outstanding as on 31 March 2023

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	234.87	125.32	68.56	123.87	243.07	795.69
(ii) Others	198.32	21.53	4.85	1.69	31.36	257.75
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**433.19**	**146.85**	**73.41**	**125.56**	**274.43**	**1,053.44**

Trade payable ageing schedule for outstanding as on 31 March 2022

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	319.19	246.01	58.59	239.83	48.26	911.88
(ii) Others	72.67	22.88	212.52	448.77	7.82	764.66
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**391.86**	**268.89**	**271.11**	**688.60**	**56.08**	**1,676.54**

22 Provisions

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Provision for employee benefits				
- Gratuity	131.30	110.09	11.32	9.92
- Leave benefits	25.34	37.25	24.07	19.59
Total	**156.64**	**147.34**	**35.39**	**29.51**

23 Other liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Contract liabilities (Refer note 42)	-	-	6,309.20	3,721.68
Statutory dues payable	-	-	146.36	267.70
Deferred deposit	5,318.38	5,383.54	262.09	458.30
Total	**5,318.38**	**5,383.54**	**6,717.65**	**4,447.68**

Notes forming part of the Standalone Financial Statements

24 Current tax liabilities

(₹ in Lakhs)

	31 March 2023	31 March 2022
Provision for taxation (net of advances)	841.74	406.32
Total	**841.74**	**406.32**

25 Revenue from operations

(₹ in Lakhs)

	31 March 2023	31 March 2022
Services		
- Course fees/Royalty	3,689.31	2,455.23
- Franchisee fees	1,307.37	1,122.78
- Others	31.17	15.26
Sales - Educational goods and equipments	14,006.09	6,801.98
Other operating revenue	12.16	5.13
Total	**19,046.10**	**10,400.38**

26 Other income

(₹ in Lakhs)

	31 March 2023	31 March 2022
Interest income on financial assets at amortised cost		
- on bank deposits	16.45	2.74
- on loans and advances to related parties (Refer note 50)	700.14	2,336.20
- on loans and advances to others	32.60	11.45
Interest income others		
- On Compulsorily convertible debentures (Refer note 50)	1.13	1.13
- Optionally convertible debentures (Refer note 50)	0.87	-
Dividend income from related party on preference shares (Refer note 50)	0.01	0.01
Premium on redeemable preference shares - related party (Refer note 50)	140.00	140.00
Financial guarantee commission	-	282.00
Unwinding of discount of security deposits / Financial guarantee obligation	264.29	328.42
Reversal of provision / liabilities no longer required	322.88	217.06
Gain on derecognition of right-of-use assets	11.43	96.06
Total	**1,489.80**	**3,415.07**

Notes forming part of the Standalone Financial Statements

27 Operational cost

(₹ in Lakhs)

	31 March 2023	31 March 2022
a) Educational goods and equipments		
Opening - Inventories	492.72	1,065.78
Add: Purchases	7,805.11	1,518.61
Less: Closing - Inventories (Refer note 13)	(2,620.19)	(492.72)
Total (a)	**5,677.63**	**2,091.67**
b) Other educational operating expenses		
- Electricity	5.25	11.46
- Manpower cost and other professional fees	173.82	205.45
- Others	101.27	104.94
Total (b)	**280.34**	**321.85**
Total (a) + (b)	**5,957.97**	**2,413.52**

28 Employee benefits expense

(₹ in Lakhs)

	31 March 2023	31 March 2022
Salaries and allowances	2,597.60	1,752.98
Share based payment expense (Refer note 17 (k))	10.44	54.27
Contribution to provident and other funds	138.12	139.35
Staff welfare expenses	251.34	148.45
Total	**2,997.50**	**2,095.05**

29 Finance costs

(₹ in Lakhs)

	31 March 2023	31 March 2022
Interest expenses on -		
- Borrowings	2,319.59	2,174.06
- Defined benefit obligation (Refer note 48)	7.78	8.73
- Lease liabilities (Refer note 34)	52.98	72.31
- Others	192.51	107.22
Unwinding of discount on interest free deposits	65.41	58.20
Other financial charges	1.60	2.58
Total	**2,639.87**	**2,423.10**

30 Depreciation and amortisation expense

(₹ in Lakhs)

	31 March 2023	31 March 2022
Depreciation on property, plant and equipment	121.56	155.71
Amortisation of right-of-use assets	251.75	311.37
Amortisation of intangible assets	63.67	74.33
Total	**436.98**	**541.41**

Notes forming part of the Standalone Financial Statements

31 Other expenses

(₹ in Lakhs)

	31 March 2023	31 March 2022
Rent	68.21	78.93
Repairs and maintenance - others	78.57	152.80
Insurance	14.13	31.77
Rates and taxes	32.88	21.60
Electricity and water charges	4.38	9.91
Communication expenses	95.18	88.67
Printing and stationery	67.09	43.77
Travelling and conveyance expenses	692.30	322.94
Legal and professional charges	441.53	288.97
Payment to auditors (Refer note 38)	24.63	20.15
Freight and packing charges	960.42	538.57
Directors sitting fees	10.80	6.80
Bad debts / advances written off	20.42	-
Loss on sale / discard of property, plant and equipment (net)	5.47	107.14
Allowances for credit losses	485.97	256.91
Marketing, advertisement and publicity expenses	1,328.82	242.47
Fair value loss on financial instrument at fair value through profit or loss	25.48	-
Corporate social responsibility expenditure (Refer note 44)	121.00	293.15
Miscellaneous expenses	9.48	20.75
Total	**4,486.76**	**2,525.30**

32 Tax expense

a) The major components of income tax for the year are as under:

(₹ in Lakhs)

	31 March 2023	31 March 2022
Income tax related to items recognised directly in the standalone statement of profit and loss		
Current tax - current year	1,306.28	879.56
- earlier years	56.56	39.72
Deferred tax charge / (credit)	(230.96)	100.21
Total	**1,131.88**	**1,019.49**

b) A reconciliation of income tax expense applicable to profit / (loss) before income tax at statutory rate to the income tax expense at Company's effective income tax rate for the year ended 31 March 2023 and 31 March 2022 is as follows:

(₹ in Lakhs)

	31 March 2023	31 March 2022
Profit / (loss) before tax	**(34,650.41)**	**(7,182.93)**
Income tax rate of 25.17% (25.17%)	(8,720.82)	(1,807.80)
Tax effect on non-deductible expenses	9,776.21	2,747.07
Other temporary difference	19.93	40.49
Tax of earlier years	56.56	39.72
Tax expense recognised in the standalone statement of profit and loss	**1,131.88**	**1,019.49**

Notes forming part of the Standalone Financial Statements

32 Tax expense (Contd..)

c) Deferred tax recognized in other comprehensive income

(₹ in Lakhs)

For the year ended	31 March 2023	31 March 2022
Defined benefits obligation	0.23	(12.79)

d) The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 25.17% (25.17%) for the year ended 31 March 2023.

e) The Company does not have any temporary differences in respect of unutilized tax losses.

f) Deferred tax recognized in standalone statement of profit and loss

(₹ in Lakhs)

For the year ended	31 March 2023	31 March 2022
Defined benefits obligation	(3.59)	(0.49)
Depreciation and amortization	19.35	(20.30)
Provision for expected credit losses	(69.48)	139.73
Difference of Right-of-use assets and lease liabilities	2.63	20.74
Other temporary difference	(179.87)	(39.47)
Total	**(230.96)**	**100.21**

(₹ in Lakhs)

g) Reconciliation of deferred tax assets / (liabilities) net:	31 March 2023	31 March 2022
Opening balance	530.00	642.99
Deferred tax (charge)/credit recognised in		
- Standalone Statement of profit and loss	230.96	(100.20)
- Recognised in other comprehensive income	0.23	(12.79)
Total	**761.19**	**530.00**

33 During the previous year, one of the subsidiaries viz Digital Ventures Private Limited (DVPL) had defaulted in repayment of loans availed from two Lenders. In this regard, one of the Lenders vide its notice dated 14 February 2022 issued to the Company, had invoked the Corporate Guarantee issued by the Company on behalf of DVPL and called upon the Company to make payment of an amount of ₹/lakhs 9,162.00 outstanding as at 30 June 2021 with further interest w.e.f. 01 July 2021 as per the terms of sanction letters. Further, during the year, the Company has also received notice from the other lender invoking Corporate Guarantee issued by the Company on behalf of DVPL and called upon the Company to make payment of an amount of ₹/lakhs 2,299.59 outstanding as at 30 June 2021. The Covid-19 pandemic had caused disruption in the activities especially in the education sector and there were restrictions on carrying out the operations of schools under the brick and mortar model. However, the schools have opened up and students are being enrolled in the schools. Further, DVPL has started making repayment of its loan through an agreed mechanism as per discussions with the Lenders. In view of above, the Company is of the opinion that no liability is required to be provided as at 31 March 2023.

Notes forming part of the Standalone Financial Statements

34 Disclosure as per Ind-AS 116 (Leases)

Right of Use Asset (ROU)

(a) ROU asset' comprises leased assets of office/branch premises that do not meet the definition of investment property.

(₹ in Lakhs)

	31 March 2023	31 March 2022
Opening Balance	491.82	1,216.12
Additions during the year	149.70	247.42
Amortisation during the year	251.75	311.37
Disposal during the year (net)	45.02	660.35
Closing Balance	**344.75**	**491.82**

The aggregate amortisation expense on right-of-use asset is included under depreciation and amortisation expense in the standalone statement of profit and loss.

(b) The following is the break-up of current and non-current lease liabilities

(₹ in Lakhs)

	31 March 2023	31 March 2022
Current lease liabilities	223.29	245.52
Non current lease liabilities	175.53	315.35
Total	**398.82**	**560.87**

(c) The following is the movement in lease liabilities

(₹ in Lakhs)

	31 March 2023	31 March 2022
Opening Balance	560.87	1,357.29
Additions	149.70	247.42
Interest on lease liability	52.98	72.31
Payment of lease liabilities	303.74	359.74
Disposal / Derecognition of Lease Liability	60.99	756.41
Closing Balance	**398.82**	**560.87**

(d) Lease liabilities Maturity Analysis

(₹ in Lakhs)

	31 March 2023	31 March 2022
Maturity analysis - contractual undiscounted cash flows		
Less than one year	281.94	303.71
One to five years	242.07	697.88
Total undiscounted lease liabilities	**524.01**	**1,001.59**

(e) Lease rentals of ₹/lakhs 68.21 (₹/lakhs 78.93) pertaining to short term leases and low value asset has been charged to standalone statement of profit and loss.

Notes forming part of the Standalone Financial Statements

35 A) Contingent liabilities (to the extent not provided for) :

(₹ in Lakhs)

		31 March 2023	31 March 2022
a)	Claims against the company not acknowledged as debts (Refer note (i) and (ii) below)	258.28	436.79
b)	Disputed indirect taxes	1,650.17	1,866.74

(i) Amount represents the best possible estimates. The Company has engaged reputed professionals to protect its interest and has been advised that it has firm legal position against such disputes.

(ii) The company has received legal notices of claims/law suits filed against it relating to other matters. In the opinion of the management, no material liability is likely to arrive on account of such claims/law suits.

B) 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. The Company has received and filed legal notices of claims. The management is of the view that no material liability is likely to arrive on account of these claims.

36 Capital and other commitments

a) Estimated amount of contracts remaining to be executed on capital account as at 31 March 2023 is Rs nil (nil).

b) Non disposal undertaking given to banks for 51% shares held by the Company in Digital Ventures Private Limited for loan taken by subsidiary Company.

37 Managerial remuneration

Remuneration paid or provided in accordance with Section 197 of the Companies Act, 2013 to Managing Director, included in Note 28 "Employee benefits expense" is as under :

(₹ in Lakhs)

	31 March 2023	31 March 2022
Salary and allowances (Refer notes below)	144.43	97.93
Total	**144.43**	**97.93**

Notes :

a) Mr. Vikash Kar had resigned from the position of Whole Time Director w.e.f 14 June 2021.

b) Mr. Ritesh Handa was appointed as Chief Executive Officer w.e.f 14 June 2021 and Whole-Time Director w.e.f 31 August 2021 and resigned from the position of Chief Executive Officer and Whole Time director w.e.f 16 February 2023.

c) Mr. Manish Rastogi is appointed as Chief Executive Officer w.e.f 24 February 2023 and Whole-Time Director w.e.f 22 March 2023.

d) 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 actuarial valuation.

38 Payment to auditors

(₹ in Lakhs)

	31 March 2023	31 March 2022
Audit fees (including limited review)	21.00	17.50
Tax audit fees	2.50	2.50
Certification and others	1.13	0.15
Total	**24.63**	**20.15**

Notes forming part of the Standalone Financial Statements

39 Micro, small and medium enterprises

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 ("The Act") are given as follows.

(₹ in Lakhs)

	31 March 2023	31 March 2022
a) The principal amount remaining unpaid to any supplier at the end of each accounting year	469.70	669.59
b) The interest due thereon remaining unpaid to any supplier at the end of each accounting year	76.19	71.15
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	386.70	310.51
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.	-	-

40 I.Disclosures as required by Schedule V (A) (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(a) Loan given to subsidiary company (Loanee)

(₹ in Lakhs)

	Balance as at		Maximum amount outstanding during the year	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Digital Venture Private Limited (DVPL)	10,932.05	21,501.20	21,501.20	21,501.20
Academia Edificio Private Limited	14.90	12.42	14.90	12.42
MT Educare Limited	111.10	101.75	111.10	101.75
Lakshya Forrum for Competitions Private Limited	250.07	-	250.07	-

The loans have been given for general business purpose of the entity and carries interest @ 12.5% p.a. The above figures are including interest accrued. However, considering the financial and cash flow position of DVPL, the Board of Directors of the Company during the year has approved to waive interest on loan given to DVPL for the period 1 July 2022 to 31 March 2023 and accordingly interest has not been charged to DVPL for the said period.

Notes forming part of the Standalone Financial Statements

40 (Contd..)

(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

(₹ in Lakhs)

Name of the party	31 March 2022	Given	Converted into OCD (Note 7(3))	Repaid	31 March 2023
Digital Ventures Private Limited (DVPL)	21,501.20	1,009.74	11,578.89	-	10,932.05
Academia Edificio Private Limited	12.42	2.48	-	-	14.90
MT Educare Limited	101.75	202.86	-	61.75	242.86
Mount Litera Education Foundation	216.30	88.34	-	-	304.64
Lakshya Forrum for Competitions Private Limited	-	250.07	-	-	250.07
	21,831.67	**1,553.49**	**11,578.89**	**61.75**	**11,744.52**

The loans have been given for general business purpose of the entity and carries interest @ 12.5% p.a. The above figures are including interest accrued. However, considering the financial and cash flow position of DVPL, the Board of Directors of the Company during the year has approved to waive interest on loan given to DVPL for the period 1 July 2022 to 31 March 2023 and accordingly interest has not been charged to DVPL for the said period.

ii) Investments made

There are no investments made during the year except those mentioned in Note 7 and Note 14.

iii) Securities given

The Company has given securities of ₹/lakhs 5406.51 (₹/lakhs 5406.51) for loan taken by wholly owned subsidiary - Digital Ventures Private Limited.

41 Dividend

No Dividend on equity shares is paid or proposed by the Board of Directors for the year ended 31 March 2023.

42 Disclosures as required by Ind AS 115

A. Reconciliation of Revenue recognised in the statement of profit and loss with the contracted price :

(₹ in Lakhs)

	31 March 2023	31 March 2022
Revenue which should have been recognised as per contracted price	19,191.42	10,558.38
Less : Credits/Discounts given	145.32	158.00
Revenue Recognised in the statement of profit and loss	**19,046.10**	**10,400.38**

Notes forming part of the Standalone Financial Statements

42 Disclosures as required by Ind AS 115 (Contd..)

B. Revenue Disaggregation by Industrial Vertical & Geography is as follows :

(₹ in Lakhs)

Revenue by offerings :	31 March 2023	31 March 2022
Educational Services / India	19,046.10	10,400.38
Total	**19,046.10**	**10,400.38**

C. Timing of Revenue Recognition :

(₹ in Lakhs)

Revenue by offerings :	31 March 2023	31 March 2022
Services and goods transferred at point in time	15,356.79	7,945.15
Services and goods transferred over period of time	3,689.31	2,455.23
Total	**19,046.10**	**10,400.38**

D. Reconciliation of contract liabilities as at the beginning and at the end of the year

(₹ in Lakhs)

	31 March 2023	31 March 2022
Opening balance of contract liabilities	3,721.68	2,471.21
Add: Contract liabilities recognized during the year	21,633.62	11,650.85
Less: Revenue recognized out of contract liabilities	19,046.10	10,400.38
Closing balance of contract liabilities as at 31 March	**6,309.20**	**3,721.68**

E. Reconciliation of contract assets as at the beginning and at the end of the year

(₹ in Lakhs)

	31 March 2023	31 March 2022
Opening balance of contract assets	1,051.15	1,578.89
Add: Contract assets recognized during the year	59.64	-
Less: Invoices raised out of contract assets	-	527.74
Closing balance of contract assets as at 31 March	**1,110.79**	**1,051.15**

F. Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2023 ₹/lakhs 6,309.20 will be recognised as revenue during the year ended 31 March 2024.

43 Exceptional items

i The Company has investments in its wholly owned subsidiary viz Digital Ventures Private Limited (DVPL) in the form of Equity shares, Convertible Debentures and Preference Shares (including redemption premium) of ₹/lakhs 45,202.62, loan and receivables of ₹/lakhs 11,377.05 aggregating to ₹/lakhs 56,579.67 as at 31 March 2023. During earlier years, the Company had given loan to DVPL to support school operations. On account of delays in recovery of the same (including interest accrued thereon), the Company during the year ended 31 March 2022 had provided for ₹/lakhs 11,000 towards impairment loss under the expected credit loss model against the said loan/receivables and the said impairment loss was disclosed as an "Exceptional item" in the standalone financials statements for the year ended 31 March 2022. Further, there are ongoing proceedings against DVPL w.r.t Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) before the Hon'ble National Company Law Tribunal (NCLT) Mumbai. Accordingly, the Company during the year, out of abundant caution and prudent accounting practices, has provided ₹/lakhs 10,855.01 towards impairment of its investments (including redemption premium) in DVPL and the same has been shown as an Exceptional Item during the year ended 31 March 2023.

Notes forming part of the Standalone Financial Statements

43 Exceptional items (Contd..)

ii The Company has investment in equity shares of its subsidiary company viz MT Educare Limited (MTEL or Corporate Debtor) which is carried at cost of ₹/lakhs 27,812.22. During the year, the Hon'ble National Company Law Tribunal (NCLT) Mumbai, has admitted the application filed by an Operational Creditor and ordered the commencement of Corporate Insolvency Resolution Process (CIRP) of MTEL under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC). The NCLT has also appointed an Interim Resolution Professional (IRP) for the Corporate Debtor. However, during the year, an appeal was filed before Hon'ble National Company Law Appellate Tribunal ("NCLAT") and NCLAT vide its order dated 6 January 2023 stayed the constitution of Committee of Creditors ("COC"). Considering the above ongoing CIRP proceedings and appointment of IRP, the Company, out of abundant caution and prudent accounting practices, the Company has provided the amount of ₹/lakhs 27,812.22 towards impairment of its investments in MTEL and the same has been shown as an Exceptional Item during the year ended 31 March 2023.

44 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, the Company has a CSR Committee. The Company is required to spend ₹/lakhs 99.44 (₹/lakhs 129.08) for the year against which ₹/lakhs 121.00 (₹/lakhs 130.00) has been spent on activities specified in Schedule VII of the Companies Act, 2013.

(₹ in Lakhs)

		31 March 2023	31 March 2022
(i)	Amount required to be spent by the Company during the year	99.44	129.08
(ii)	Amount of expenditure incurred	121.00	130.00
(iii)	Shortfall / (Excess) at the end of the year	(22.48)	(0.92)
(iv)	Total of previous years shortfall (Refer note below)	-	163.15
(v)	Reason for shortfall	-	Covid 19
(vi)	Nature of CSR activities	Promotion for Education of Children	Promotion for Education of Children
(vii)	Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard (Refer note 50)	90.00	NA
(viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	NA

Note : During the previous year ended 31 March 2022, the Company had provided ₹/lakhs 163.15 being the unspent CSR amount for the financial year 2020-21 which is transferred to a fund (Prime Minister Relief Fund) as specified in Schedule VII to the Companies Act, 2013 during the current year.

45 Segment information

The Company has presented Segment information on the basis of the consolidated financial statements as permitted by Ind AS 108 - Operating Segments.

46 Going Concern

The Covid-19 pandemic had caused an adverse impact on the business operations of the Company and its financial health. The Company and its subsidiary company had received notices from Yes Bank and other lenders for invocation of corporate guarantees and there are Corporate Insolvency Resolution Process (CIRP) proceedings filed against the Company and its subsidiary as corporate guarantors. These events indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the management has re-evaluated and concluded that the Company will have sufficient liquidity to continue its operations in an uninterrupted manner, considering demand for its product portfolio and improvement in projected cash flows through normal operations and timely monetization of assets. In view of above and further based on business potential and the mitigating steps being taken by the Company, these standalone financial statements have been prepared on going concern basis.

Notes forming part of the Standalone Financial Statements

47 Earnings per share (EPS)

	31 March 2023	31 March 2022
Profit/(Loss) after Tax (₹ lakhs)	(35,782.29)	(8,202.42)
Weighted Average number of equity shares for Basic EPS (in numbers)	32,60,92,725	32,60,92,725
Weighted Average number of equity shares for Diluted EPS (in numbers)	32,62,40,675	32,61,04,402
Face value of equity shares (₹)	1.00	1.00
Basic EPS (₹)	(10.97)	(2.52)
Diluted EPS (₹)*	(10.97)	(2.52)

* Diluted EPS for the year ended 31 March 2023 and 31 March 2022 are anti-dilutive and hence the basic and diluted EPS are same.

48 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 28 "Employee benefit expenses" of the Standalone 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.

(₹ in Lakhs)

I.	Expenses recognised during the year	Gratuity (Non Funded)	
		31 March 2023	31 March 2022
1	Current Service Cost	26.62	35.55
2	Interest Cost	7.78	8.73
3	Past Service cost	-	-
	Total Expenses	**34.40**	**44.28**

(₹ in Lakhs)

II.	Amount recognized in other comprehensive income (OCI)	31 March 2023	31 March 2022
1	Opening amount recognized in OCI	(113.07)	(62.24)
2	Remeasurement during the period due to experience adjustments		
	- Changes in financial assumptions	(5.03)	(5.24)
	- Changes in experience charges	5.97	(45.59)
3	**Closing amount recognized in OCI**	**(112.13)**	**(113.07)**

(₹ in Lakhs)

III.	Net Asset / (Liability) recognised in the Balance Sheet as at 31 March	31 March 2023	31 March 2022
1	Present value of defined benefit obligation (DBO)	142.62	120.02
2	Net Asset / (Liability)	(142.62)	(120.02)

Notes forming part of the Standalone Financial Statements

48 Employee Benefits (Contd..)

(₹ in Lakhs)

IV.	Reconciliation of Net Asset / (Liability) recognised in the Balance Sheet as at	31 March 2023	31 March 2022
1	Net Asset / (Liability) at the beginning of year	(120.02)	(149.73)
2	Expense as per I above	(34.40)	(44.28)
3	Other comprehensive income as per II above	(0.93)	50.83
4	Benefits paid	12.73	23.16
	Net Asset / (Liability) at the end of the year	**(142.62)**	**(120.02)**

(₹ in Lakhs)

V.	The following payments are expected to defined benefit plan in future years :	31 March 2023	31 March 2022
1	Expected benefits for year 1	11.32	9.92
2	Expected benefits for year 2 to year 5	51.10	43.19
3	Expected benefits beyond year 5	60.88	51.37

(₹ in Lakhs)

VI.	Actuarial Assumptions	31 March 2023	31 March 2022
1	Discount rate	7.29%	6.85%
2	Expected rate of salary increase	6.00%	6.00%
3	Mortality	IALM (2012-14) ULT	IALM (2012-14) ULT
4	Attrition Rate	8.00%	8.00%

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

(₹ in Lakhs)

	Discount Rate	Salary Escalation rate
Impact of increase in 50 bps on DBO	66.10	77.00
Impact of decrease in 50 bps on DBO	77.25	66.23

Notes:

(a) The current service cost recognized as an expense is included in Note 28 '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.

Notes forming part of the Standalone Financial Statements

48 Employee Benefits (Contd..)

VIII. The Company is exposed to various actuarial risks which are as follows:

(a) Interest rate risk - The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the defined benefit and will thus result in an increase in the value of the liability.

(b) Liquidity risk - This is the risk that the Company is not able to meet the short-term benefit payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

(c) Salary escalation risk - The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

(d) Demographic risk - The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse as compared to the assumptions.

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 28 'Employee benefits expense'.

49 Ratio Disclosure

		31 March 2023	31 March 2022	Variance	Numerator	Denominator
(a)	Current ratio	0.34	0.76	-54.6%	Current assets	Current liabilities
(b)	Debt equity ratio	3.45	0.48	625.7%	Total debt	Equity
(c)	Debt service coverage ratio	-1.67	-0.39	331.8%	Net operating income	Total debt
(d)	Return on equity ratio	-623.7%	-19.76%	3056.3%	Net income	Equity
(e)	Inventory turnover ratio	3.83	3.10	23.6%	Cost of goods sold	Average inventory
(f)	Trade receivable turnover ratio	17.62	7.91	122.8%	Total sales	Average trade receivables
(g)	Trade payable turnover ratio	4.36	1.33	227.4%	Total purchase	Average trade payables
(h)	Net capital turnover ratio	3.32	0.25	1225.0%	Total sales	Equity
(i)	Net profit ratio	-187.87%	-78.87%	138.2%	Net income	Total sales
(j)	Return on capital employed	-140.24%	-8.15%	1620.4%	Earning before interest and taxes	Capital employed

Reasons for variance more than 25%

(a) Current ratio decrease due to provision for current investment.

(b) Debt equity ratio increase due to loss after exceptional item provided during the year.

(c) Debt service coverage ratio decrease/negative during the year, because of increase in Loss after exceptional items during the year.

(d) Return on equity ratio decrease/negative during the year, because of increase in Loss after exceptional items during the year.

(e) Trade receivables turnover ratio improved due to increase in revenue during the year.

(f) Trade payable turnover ratio improves due to decreased in outstanding payables during the year.

(g) Net capital turnover ratio improves due to increase in turnover of company during the year.

(h) Net profit ratio is negative due to exceptional loss during the year.

(i) Return on capital employed decrease/negative during the year, because of Loss after exceptional items during the year.

Notes forming part of the Standalone Financial Statements

50 Related party disclosures

(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 (extent of holding - 59.12% [59.12%])

Step down subsidiary companies (held through MT Educare Limited)

Lakshya Forrum for Competitions 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) Board of Directors & Key Managerial Personnel

Mr. Roshan Lal Kamboj - Non-Executive Independent Director

Mr. Dattatraya Kelkar - Non-Executive Independent Director

Ms. Nanette D'sa - Non-Executive Independent Director

Mr. Surender Singh- Non-Executive Non-Independent Director

Mr. Karunn Kandoi - Non-Executive Independent Director

Mr. Vikash Kar - Chief Executive Officer and Whole-Time Director (Resigned w.e.f. 14 June 2021)

Mr. Ritesh Handa - Chief Executive Officer (Appointed w.e.f 14 June 2021) and Whole-Time Director (Appointed w.e.f 31 August 2021), resigned w.e.f 16 February 2023

Mr. Rakesh Agarwal - Chief Financial Officer (Resigned w.e.f. 01 July 2021)

Mr. Anil Gupta - Company Secretary (Appointed w.e.f. 29 June 2021)

Mr. Anish Shah - Chief Financial Officer (Appointed w.e.f. 18 January 2022)

Mr. Manish Rastogi- Chief Executive Officer (Appointed w.e.f 24 February 2023) and Whole-Time Director (w.e.f 22 March 2023)

Notes forming part of the Standalone Financial Statements

50 Related party disclosures (Contd..)

(iii) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the financial year.

Digital Subscriber and Management Consultancy Services Private Limited, Creantum Security Solutions Private Limited., Subhash Chandra Foundation, Zee Entertainment Enterprises Limited *, Essel Corporate LLP *, Pan India Network Infravest Private Limited*, Jay Properties Private Limited *, Diligent Media Corporation Limited *, Zee Studios Limited *

* The Company during the year carried out review of related party relationship. Based on such review, which is also taken note by the Audit Committee and the Board of Directors, these parties are not related parties w.e.f. 01 April 2022.

(₹ in Lakhs)

(A)	Transactions with related parties	31 March 2023	31 March 2022
	Repayment of Long- term borrowings	**826.12**	**0.43**
	Subsidiary company		
	Liberium Global Resources Private Limited	826.12	0.43
	Redemption of Non Convertible Debentures	**-**	**1,000.00**
	Other related parties		
	Zee Entertainment Enterprises Limited (Refer note 19 (i)) *	-	1,000.00
	Interest expense	**1,279.39**	**1,555.86**
	Subsidiary company		
	Liberium Global Resources Private Limited	92.19	92.31
	Other related party		
	Digital Subscriber Management and Consultancy Services Private Limited (Refer note 19 (ii))	1,187.20	1,067.15
	Zee Entertainment Enterprises Limited (Refer note 19 (i)) *	-	396.40
	Conversion of loan into optionally convertible debentures	**11,578.89**	**-**
	Subsidiary company		
	Digital Ventures Private Limited (Refer note 7(3))	11,578.89	-
	Loans given	**834.22**	**1,247.76**
	Subsidiary companies		
	Digital Ventures Private Limited	398.22	1,067.20
	MT Educare Limited	185.00	180.00
	Lakshya Forrum for Competitions Private Limited	250.00	-
	Academia Edificio Private Limited	1.00	0.56
	Loans given repaid	**61.75**	**108.50**
	Subsidiary companies		
	Digital Ventures Private Limited	-	28.50
	MT Educare Limited	61.75	80.00
	Allowances/(reversals) for doubtful loans and receivables	**306.67**	**11,000.00**
	Subsidiary companies		
	Digital Ventures Private Limited	(67.95)	11,000.00
	MT Educare Limited	374.62	-
	Impairment of Investments (including redemption premium)	**38,667.23**	**-**
	Subsidiary companies		
	MT Educare Limited	27,812.22	-
	Digital Ventures Private Limited	10,855.01	
	Sales and services	**92.00**	**0.24**
	Subsidiary companies		
	Digital Ventures Private Limited	-	0.24
	MT Educare Limited	92.00	-

Notes forming part of the Standalone Financial Statements

50 Related party disclosures (Contd..)

(₹ in Lakhs)

(A)	Transactions with related parties	31 March 2023	31 March 2022
	Other income	**842.15**	**2,477.34**
	Dividend income		
	Subsidiary company		
	Digital Ventures Private Limited	0.01	0.01
	Premium on redeemable 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	1.13
	Interest on optionally convertible debentures		
	Subsidiary company		
	Digital Ventures Private Limited	0.87	-
	Interest on loans and advances		
	Subsidiary companies		
	Digital Ventures Private Limited	679.47	2,332.86
	Academia Edificio Private Limited	1.65	1.39
	MT Educare Limited	18.94	1.95
	Lakshya Forrum for Competitions Private Limited	0.08	-
	Fair value loss on optionally convertible debentures of	**25.47**	**-**
	Subsidiary company		
	Digital Ventures Private Limited	25.47	-
	Purchase of Property, plant and equipment and Intangible assets	**-**	**80.00**
	Subsidiary company		
	MT Educare Limited	-	20.00
	Other related parties		
	Essel Corporate LLP *	-	60.00
	Purchase of Services	**126.63**	**361.90**
	Subsidiary companies		
	MT Educare Limited	-	2.00
	Liberium Global Resources Private Limited	106.05	83.14
	Other related parties		
	Pan India Network Infravest Private Limited *	-	3.26
	Digital Subscriber Management and Consultancy Services Private Limited	7.33	10.61
	Creantum Security Solutions Private Limited	13.25	7.86
	Zee Entertainment Enterprises Limited *	-	55.03
	Essel Corporate LLP *	-	120.00
	Jay Properties Private Limited *	-	80.00
	Corporate Social Responsibility expenditure	**90.00**	**-**
	Other related party		
	Subhash Chandra Foundation	90.00	-
	Remuneration	**186.64**	**120.98**
	Key Managerial personnel		
	Mr. Vikash Kar	-	30.13
	Mr. Rakesh Agarwal	-	9.48
	Mr. Ritesh Handa	112.35	67.80

Notes forming part of the Standalone Financial Statements

50 Related party disclosures (Contd..)

(₹ in Lakhs)

(A)	Transactions with related parties	31 March 2023	31 March 2022
	Mr. Manish Rastogi	32.08	-
	Mr. Anish Shah	32.57	6.74
	Mr. Anil Gupta	9.64	6.83
	Directors sitting fees	**10.80**	**6.80**
	Mr. Karunn Kandoi	1.70	0.70
	Ms. Nanette D'sa	3.10	2.00
	Mr. Surender Singh	1.50	0.80
	Mr. Dattatraya Kelkar	2.20	1.30
	Mr. Roshan Lal Kamboj	2.30	2.00

(₹ in Lakhs)

(B)	Balances outstanding as at	31 March 2023	31 March 2022
	Long- term borrowings	**10,670.65**	**13,693.10**
	Subsidiary company		
	Liberium Global Resources Private Limited	-	826.13
	Other related party		
	Zee Entertainment Enterprises Limited (Refer note 19 (i)) *	-	3,369.38
	Digital Subscriber Management and Consultancy Services Private Limited (Refer note 19 (ii))	10,670.65	9,497.59
	Investments in Subsidiary companies	**73,015.04**	**61,319.82**
	Equity shares of Digital Ventures Private Limited	10,601.00	10,601.00
	Preference shares of Digital Ventures Private Limited (including redemption premium)	10,855.00	10,715.00
	Compulsorily Convertible Debentures of Digital Ventures Private Limited (including redemption premium)	11,331.75	11,330.73
	Optionally Convertible Debentures of Digital Ventures Private Limited	11,554.20	-
	Fair value of financial guarantee issued of Digital Ventures Private Limited	860.67	860.67
	Equity shares of MT Educare Limited	27,812.22	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
	Allowances for doubtful loans	**11,174.91**	**11,000.00**
	Subsidiary company		
	Digital Ventures Private Limited	10,932.05	11,000.00
	MT Educare Limited	242.86	-
	Allowances for doubtful receivables	**131.76**	**-**
	Subsidiary company		
	MT Educare Limited	131.76	-
	Impairment of investments (including redemption premimum)	**38,667.23**	**-**
	Subsidiary company		
	MT Educare Limited	27,812.22	-
	Digital Ventures Private Limited	10,855.01	-
	Loans given	**11,308.12**	**21,615.37**
	Subsidiary companies		
	Digital Ventures Private Limited	10,932.05	21,501.20
	Academia Edificio Private Limited	14.90	12.42
	MT Educare Limited	111.10	101.75
	Lakshya Forrum for Competitions Private Limited	250.07	-

Notes forming part of the Standalone Financial Statements

50 Related party disclosures (Contd..)

(₹ in Lakhs)

(B) Balances outstanding as at	31 March 2023	31 March 2022
Dividend receivable	**0.01**	**0.01**
Subsidiary company		
Digital Ventures Private Limited	0.01	0.01
Trade receivables	**603.78**	**511.29**
Subsidiary companies		
Digital Ventures Private Limited	444.99	444.99
Liberium Global Resources Private Limited	27.03	33.90
MT Educare Limited	131.76	32.40
Other payables	**0.85**	**795.52**
Subsidiary company		
MT Educare Limited	-	23.76
Other related parties		
Digital Subscriber Management and Consultancy Services Private Limited	-	1.49
Creantum Security Solutions Private Limited	0.85	1.14
Zee Entertainment Enterprises Limited *	-	240.79
Diligent Media Corporation Limited *	-	281.02
Essel Corporate LLP *	-	135.45
Zee Studios Limited *	-	25.47
Jay Properties Private Limited *	-	86.40

Note: 1) Details of remuneration to director are disclosed in Note 37.

2) The above transactions and disclosures are after considering Ind AS adjustments.

Notes forming part of the Standalone Financial Statements

51 Financial instruments

(i) Financial risk management objective and policies

The Company's principal financial liabilities, comprise borrowings, trade and other payables, lease liabilities and other financial liabilities. 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, cash and cash equivalents, other bank balances and other financial assets 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.

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 borrowings from banks and financial institutions. Non-convertible Debentures and Intercorporate deposits carry 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/(loss) before tax is affected through the impact of change in interest rate of borrowings, as follows:

(₹ in Lakhs)

	Increase / decrease in basis points	Effect on Profit before tax
As on 31 March 2023	+ 50 / - 50	32.21
As on 31 March 2022	+ 50 / - 50	30.13

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.

Notes forming part of the Standalone Financial Statements

51 Financial instruments (Contd..)

Foreign Currency sensitivity analysis

There are no foreign currency monetary assets and liabilities at balance sheet date.

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 and loans based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss (ECL) is based on actual credit loss experienced and past trends based on the historical data.

I Trade Receivables (Unsecured)

(₹ in Lakhs)

Ageing of trade receivables	As at 31 March 2023	As at 31 March 2022
Trade Receivables (Unsecured)		
Over six months	1,673.12	1,024.37
Less than six months	440.34	753.40
Total (A)	**2,113.46**	**1,777.77**

(₹ in Lakhs)

	As at 31 March 2023	As at 31 March 2022
Movement in allowance for credit loss during the year was as follows :		
Opening Balance	726.62	1,281.80
Add :- Provided during the year	276.05	256.91
Less :- Bad debts written off during the year	-	812.09
Closing balance as at (B)	1,002.67	726.62
Net Trade receivable (A-B)	**1,110.79**	**1,051.15**

II Loans given (Unsecured)

(₹ in Lakhs)

	As at 31 March 2023	As at 31 March 2022
Non current loans	11,744.53	21,831.67
Current loans	-	-
Total (A)	**11,744.53**	**21,831.67**

(₹ in Lakhs)

	As at 31 March 2023	As at 31 March 2022
Movement in allowance for credit loss during the year was as follows :		
Opening Balance	11,000.00	-
Add :- Provided during the year	174.91	11,000.00
Closing balance as at (B)	**11,174.91**	**11,000.00**
Net Loans outstanding (A-B)	**569.62**	**10,831.67**

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 other debt instruments.

Notes forming part of the Standalone Financial Statements

51 Financial instruments (Contd..)

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 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 is 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 bank balances other than cash and cash equivalents provides adequate liquidity in short term as well as in the long term.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2023

(₹ in Lakhs)

	Less than 1 year	1 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	3,885.49	174.12	592.55
Borrowings	9,108.38	10,670.65	-
Lease liabilities	223.29	175.53	-
Total	**13,217.16**	**11,020.30**	**592.55**

Notes forming part of the Standalone Financial Statements

51 Financial instruments (Contd..)

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2022

(₹ in Lakhs)

	Less than 1 year	1 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	4,618.39	174.12	537.59
Borrowings	9,395.83	10,323.72	-
Lease liabilities	245.52	315.35	-
Total	**14,259.74**	**10,813.19**	**537.59**

(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

(₹ in Lakhs)

	As at 31 March 2023	As at 31 March 2022
Gross Debt (inclusive long term and short term debt)	19,779.03	19,719.55
Less: Cash and cash equivalents and Other Bank Balances	(2,122.90)	(1,996.53)
Net Debt	17,656.13	17,723.02
Total Equity	5,737.13	41,509.68
Total Capital	**23,393.26**	**59,232.70**
Gearing ratio	**75.48%**	**29.92%**

(iii) Categories of financial instruments and fair value thereof

(₹ in Lakhs)

	As at 31 March 2023		As at 31 March 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets (other than investment in subsidiary companies carried at cost)				
i) Measured at amortised cost				
Trade Receivables	1,110.79	1,110.79	1,051.15	1,051.15
Cash and cash equivalents and bank balances	2,146.32	2,146.32	2,019.95	2,019.95
Other financial assets	1,414.07	96.06	1,305.16	1,305.16
Loans	11,744.53	569.62	21,831.67	10,831.67
Current Investment	9,572.00	-	9,572.00	9,572.00
ii) Measured at fair value through profit and loss				
Investments				
0.01%, Optionally Convertible Debentures	11,579.67	11,554.20	-	-

Notes forming part of the Standalone Financial Statements

51 Financial instruments (Contd..)

(₹ in Lakhs)

	As at 31 March 2023		As at 31 March 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
B) Financial liabilities				
i) Measured at amortised cost				
Trade Payables	1,053.44	1,053.44	1,676.54	1,676.54
Borrowings (Non current)	10,670.65	10,670.65	10,323.72	10,323.72
Borrowings (Current)	9,108.38	9,108.38	9,395.83	9,395.83
Lease Liabilities	398.82	398.82	560.87	560.87
Other Financial Liabilities	3,598.72	3,598.72	3,653.56	3,653.56

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

All other financial assets and liabilities at amortised cost are in level 3 of fair value hierarchy and have been considered at carrying amount .

The fair values of the financial assets and financial liabilities included in the level 3 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.

Following table provides the fair value measurement hierarchy of the company's assets and liablities

(a) Quantitative disclosure of fair value measurement hierarchy for assets and liabilities

(₹ in Lakhs)

Financial assets	Valuation technique and key input used	31 March 2023	31 March 2022
Investments			
0.01%, Optionally Convertible Debentures	Black - Scholes Model	11,554.20	-

All other financial assets and liabilities are considered to be approximately equal to their fair value due to the short term maturities of these financial assets and liabilities

(b) Financial assets measured at fair value through profit and loss at each reporting date

(₹ in Lakhs)

Financial assets	31 March 2023		31 March 2022	
	Level 3	Carrying amount	Level 3	Carrying amount
Investments				
0.01%, Optionally Convertible Debentures	11,554.20	11,579.67	-	-

Notes forming part of the Standalone Financial Statements

51 Financial instruments (Contd..)

(b) Reconciliation of level 3 category of financial liabilities and assets

(₹ in Lakhs)

Financial assets	31 March 2023	31 March 2022
Opening balance	-	-
Conversion (Refer note 7(3))	11,578.89	-
Interest @ 0.01%	0.79	
Net (gain)/ loss recognised	25.48	-
Closing balance	**11,554.20**	**-**

(c) During the year mentioned above, there have been no transfers amongst the levels of hierarchy.

52 Collateral / Security Pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the company and subsidiary companies are as under ;

(₹ in Lakhs)

	31 March 2023	31 March 2022
Property, plant and equipment (includes Investment property, Intangible assets and Intangible assets under development)	296.79	383.89
Inventories	2,620.19	492.72
Other current and non-current asset & financial assets	10,507.44	20,719.69
Total assets pledged	**13,424.42**	**21,596.30**

53 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:

(₹ in Lakhs)

	As at 31 March 2022	Cash Inflows	Cash Outflows	Non Cash Changes		As at 31 March 2023
				Interest Accrued	Other Changes	
Long Term Borrowings	10,323.72	-	(1,744.14)	2,091.07	-	10,670.65
Short Term Borrowings (Including Current maturities)	9,395.83	-	(425.93)	138.49	-	9,108.38
(For Bank, Financial Institution and intercorporate deposits etc.)						
Lease liabilities (including interest)	560.87	-	(303.74)	-	141.69	398.82

(₹ in Lakhs)

	As at 31 March 2021	Cash Inflows	Cash Outflows	Non Cash Changes		As at 31 March 2022
				Interest Accrued	Other Changes	
Long Term Borrowings	11,064.53	-	(1,779.03)	1,038.22	-	10,323.72
Short Term Borrowings (Including Current maturities)	8,431.03	200.00	(200.00)	964.80	-	9,395.83
(For Bank, Financial Institution and intercorporate deposits etc.)						
Lease liabilities (including interest)	1,357.29	-	(359.74)	-	(436.68)	560.87

Notes forming part of the Standalone Financial Statements

54 Relationship with Struck off companies

(₹ in Lakhs)

Name of struck off company	Nature of transactions with struck off company	Balance outstanding	Relationship with the struck off company
MangoSense Private Limited	Capital advance	33.71	Vendor

55 The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

56 No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

57 Yes Bank Limited (Yes Bank) vide its notices dated 2 August 2021 and 9 August 2021 (received on 10 August 2021) addressed to the Company and its subsidiary, viz Digital Ventures Private Limited (DVPL) respectively, had invoked the Corporate Guarantee upon non-repayment of credit facilities (during COVID-19 pandemic) availed by four trusts/entity, and called upon the Company and DVPL to make payment of an amount of ₹/lakhs 44,962.56 (including interest and other charges upto 31 July 2021). Also, the Company and DVPL received notices dated 22 April 2022 and 01 December 2022 respectively, regarding filing of petitions by Yes Bank under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) to initiate Corporate Insolvency Resolution Process (CIRP) of the Company and DVPL (as corporate guarantors) before the Hon'ble National Company Law Tribunal (NCLT), Mumbai. Further, Yes Bank vide its letters dated 30 December 2022 has informed the Company and DVPL that it has assigned and transferred the above credit facilities to J.C. Flowers Asset Reconstructions Private Limited (J.C. Flowers) and the amount outstanding therein as at 30 November 2022 is ₹/lakhs 52,254.63 (including interest and penal charges). However, the Company has not received any definitive document in support of such assignment for each of the credit facilities. Further on 10 February 2023, the Hon'ble NCLT, Mumbai admitted the application filed by Yes Bank against the Company and ordered the commencement of CIRP under the IBC. However, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal (""NCLAT"") by the Company and NCLAT vide its order dated 16 February 2023 set aside the impunged order dated 10 February 2023 passed by the NCLT and disposed off the appeal in accordance with law. Subsequently, J.C. Flowers filed Special Leave Petition (SLP) in the Hon'ble Supreme Court for setting aside of the final order dated 16 February 2023 passed by the NCLAT. On 29 March 2023, the Hon'ble Supreme court allowed the SLP and stayed the further proceedings of NCLT. The matter is currently pending for hearing before the Hon'ble Supreme Court. However, the said trusts/entity have started running their operations effectively under the brick and mortar model and since the CIRP matter of the Company is sub-judice, and considering revival of education industry post Covid-19 pandemic, the Company is of the opinion that no liability is required to be provided as at 31 March 2023.

58 a) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Notes forming part of the Standalone Financial Statements

59 There are no transactions related to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

60 The Company has not traded or invested in Crypto currency or virtual currency during the financial year.

61 The Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and postemployment received Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on 13 November 2020 draft rules were published and invited for stakeholders' suggestions. The Central Government on 30 March 2021 has deferred the implementation of the said Code and the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will account for the related impact in the period the Code becomes effective.

62 Prior year comparatives

Previous year's figures have been regrouped / rearranged wherever necessary to correspond with the current year's classifications / disclosures, figures in brackets pertain to previous year.

Consolidated Financial Statements

Independent Auditor's Report on the Consolidated Financial Statements

To the Members of **Zee Learn Limited**

1. Qualified opinion

We have audited the accompanying consolidated financial statements of **Zee Learn Limited** ('the Company' or '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 2023, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity, the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements including a summary of significant accounting policies and other explanatory information (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 statements and on the other financial information of subsidiaries referred to in the 'Other matters' paragraph below, except for the effects/possible effects of the matters described in the "Basis for qualified opinion" section of our report, 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 consolidated state of affairs of the Group as at 31 March 2023, and their consolidated loss, their consolidated total comprehensive loss, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

2. Basis for qualified opinion

a) As stated in note 55 of the consolidated financial statements, Yes Bank Limited (Yes Bank) had invoked the Corporate Guarantee issued by the Holding Company and its subsidiary i.e. Digital Ventures Private Limited (DVPL) upon non-repayment of credit facilities availed by Four Trusts/entity, and called upon the Holding Company and DVPL to make payment of an amount of Rs. 44,962.56 lakhs (including interest and other charges upto 31 July 2021). As further stated in the note, the Holding Company and DVPL have received notices from Yes Bank regarding filing of petitions under section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) to initiate Corporate Insolvency Resolution Process (CIRP) of the Holding Company and DVPL (as corporator guarantors) before the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai. Also as stated in the said note, Yes Bank vide its letters dated 30 December 2022 has informed the Holding Company and DVPL that it has assigned and transferred the above credit facilities to J.C. Flowers Asset Reconstructions Private Limited (J.C. Flowers) and the amount outstanding therein as at 30 November 2022 is Rs. 52,254.63 lakhs (including interest and penal charges). However, the Holding Company has not received any definitive document in support of such assignment for each of the credit facilities. As further explained in the note, on 10 February 2023 the Hon'ble NCLT admitted the application filed by Yes Bank against the Holding Company and DVPL and ordered the commencement of the CIRP under the IBC. However, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by the Holding Company and NCLAT vide its order dated 16 February 2023 set aside the impugned order dated 10 February 2023 of NCLT and disposed off the appeal in accordance with law. As further explained in the said note, subsequently J.C. Flowers filed Special Leave Petition (SLP) in the Hon'ble Supreme Court for setting aside of the final order dated 16 February 2023 passed by NCLAT. On 29 March 2023, the Hon'ble Supreme Court allowed the SLP and stayed the further proceedings of NCLT and the matter is currently pending for hearing before the Hon'ble Supreme Court.

As further stated in the said note, the four trusts/ entity have started running their operations effectively under the brick and mortar model and, further since the above CIRP matter of the Holding Company is sub-judice, and considering revival of education industry post Covid-19 pandemic, the Holding Company is of the opinion that no liability is required to be provided as at 31 March 2023.

Despite the above invocation of Corporate Guarantee and further proceedings of CIRP, the Holding Company has not provided for liability against the invocation of the Corporate Guarantee as at 31 March 2023 as required by the applicable Indian Accounting Standard (Ind AS). Further, in the absence of sufficient and appropriate evidence to corroborate the management's conclusion on non-recognition of the liability towards Corporate Guarantee invocation, we are unable to comment upon adjustments, if any, on the net loss, total comprehensive loss for the year ended 31 March 2023 and the financial position of the Holding Company as at 31 March 2023. Our opinion for the year ended 31 March 2022 was also qualified in respect of this matter.

b) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported that MTEL has recognized net deferred tax assets of Rs. 7,548.55 lakhs based on the estimate that sufficient taxable profits would be available in future years against which deferred tax assets can be utilized. In the opinion of the other auditor, due to losses during the year and earlier years and pendency of Corporate Insolvency Resolution Process (CIRP), it is uncertain that MTEL would achieve sufficient taxable income in the future against which deferred tax assets can be utilized. Accordingly, the other auditor is unable to obtain sufficient appropriate audit evidence to corroborate MTEL's Management's/ Interim Resolution Professional's (IRP's) assessment of recognition of deferred tax assets as at 31 March 2023. Had the deferred tax assets not been recognized, the net loss for the year ended 31 March 2023 would have been higher by Rs. 7,548.55 lakhs and net worth as at that date would have been lower by the said amount. The Other auditor's opinion on the Consolidated annual financial statements of MTEL was also qualified for the year ended 31 March 2022 in respect of this matter.

c) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported that MTEL has outstanding loans, trade receivables and other receivables of Rs 8,709.24 lakhs (net of provisions on consolidated basis) as at 31 March 2023, which are overdue/rescheduled. The management/IRP envisages the same to be good and recoverable. However, owing to the aforementioned overdues/reschedulement, the other auditor is unable to comment upon adjustments, if any, that may be required to the carrying value of the said outstanding amounts and the consequential impact on the consolidated annual financial statements of MTEL. The Other auditor's opinion on the Consolidated annual financial statements of MTEL was also qualified for the year ended 31 March 2022 in respect of this matter.

d) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported that the MTEL Group has not provided for interest of Rs. 1,200.63 lakhs excluding penal interest, if any, on outstanding borrowings. Had the interest expenses been recognized, the net loss for the year ended 31 March 2023 would have been higher by Rs. 1,200.63 lakhs and net worth as on that date would have been lower by the said amount. Non-provision of interest is not in compliance with Ind AS 23 "Borrowing Costs". The Other auditor's opinion on the Consolidated annual financial statements of MTEL was also qualified for the year ended 31 March 2022 in respect of this matter.

e) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported regarding admission of MTEL into CIRP and pending determination of obligations and liabilities with regard to various claims submitted by the operational/financial/other creditors and employees including claims for guarantee obligation and interest payable on loans. The other auditor is unable to comment on adjustments, if any, pending reconciliation and determination of final obligation.

f) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported that the other auditor has not received bank statement and confirmation of amounts for the balances lying current account of Rs. 12.96 lakhs. In the absence of sufficient and appropriate audit evidence, the other auditor is unable to determine any possible impact thereof on the loss for the year ended 31 March 2023 and on the carrying value of cash and cash equivalents as at that date.

g) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported that in the absence of comprehensive review of carrying amount of certain assets (loans and advances, balances with government authorities, deposits, trade and other receivables) and liabilities, the other auditor is unable to comment upon adjustments, if any, that may be required to the carrying amount of such assets and liabilities and consequential impact, if any, on the reported losses

for the year ended 31 March 2023. Non-determination of fair value of financial assets and liabilities are not in compliance with Ind AS 109 "Financial Instruments" and Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets".

The net worth of the Group excludes the possible effects of the above qualifications which are non-quantifiable as referred therein.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibility' 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 qualified audit opinion on the consolidated financial statements.

3. Material uncertainty relating to Going Concern

As stated in Note 45 of the consolidated financial statements, the Covid-19 pandemic had caused an adverse impact on the business operations of the Group and its financial health. Also, the Holding Company and its subsidiaries defaulted in repayments of their debt and other obligations. Further as stated in para (a) above under Basis for qualified opinion, the Corporate Guarantee issued by the Holding Company and its subsidiary, were invoked by one of the lenders amounting to Rs. 52,254.63 lakhs and the said lender has also filed a petition initiating Corporate Insolvency Resolution Process (CIRP) of the Holding Company and its subsidiary (as corporate guarantors) before the Hon'ble National Company Law Tribunal (NCLT). Further, as stated in Note 62 of the consolidated financial statements, the Hon'ble NCLT has also admitted a petition under Insolvency and Bankruptcy Code 2016 (IBC) against one of the Subsidiaries viz MT Educare Limited. These events indicate the existence of material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. However, considering the management's reevaluation and conclusion that the Group will have sufficient liquidity to continue its operations, demand for its product portfolio, improvement in projected cashflows and further based on business potential and the mitigating steps taken by the Group, these Consolidated Financial Statements has been prepared on going concern basis.

Our opinion is not modified in respect of this matter.

4. 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 2023. 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.

In addition to the matters described in the "Basis for qualified opinion" section we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Revenue recognition (Refer notes 2(A)(q), 27 and 42 of the consolidated financial statements) Revenue is a key business driver for the Group and is therefore, susceptible to misstatement. Revenue recognition under Ind AS 115, 'Revenue from contracts with customers' ('Ind AS 115') involves significant judgement by the management in identification of separate performance obligations in contracts with multiple performance obligations, determining transaction price in view of discount offered to customers, allocation of such transaction price to the identified performance obligations to ensure the revenue is booked in correct periods. Further cut off is the key assertion in so far as revenue recognition is concerned and the revenue is also deferred for part services which have not been rendered. Considering significant volume of transactions, the materiality of amount involved, and significant judgements involved as mentioned above, revenue recognition was identified as a key audit matter in our audit of the consolidated financial statements.	Our audit procedures included, but were not limited, to the following: • Obtained and updated our understanding of the revenue business process. • Assessed the appropriateness of Holding Company's revenue recognition policy prepared as per Ind AS 115. • Evaluated and verified the key controls over the recognition and measurement of revenue. • Evaluated the appropriateness of disclosures made in the consolidated financial statements with respect to revenue recognised during the year in accordance with Ind AS 115. • Assessing the revenue recognized with substantive analytical procedures.

5. Information other than the consolidated financial statements and auditor's report thereon

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

Our opinion on the consolidated financial statements does not cover the other information and we 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we will communicate the matter to those charged with governance.

6. 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 requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements

that give a true and fair view and are free from material misstatement, whether due to fraud or error, 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, 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 is responsible for overseeing the financial reporting process of the Group.

7. 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, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company 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 consolidated 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.

8. Other matter

We did not audit the annual financial statements of eleven subsidiaries whose annual financial statements/ consolidated financial statements (before consolidation adjustments) reflect total assets of Rs. 1,01,746.46 lakhs as at 31 March 2023, total revenues of Rs.15,109.88 lakhs, total net loss after tax of Rs. 18,279.58 lakhs, total comprehensive loss of Rs. 18,277.98 lakhs and total cash inflows of Rs. 161 lakhs for the year ended on that date, as considered in the consolidated financial statements. These annual financial statements/consolidated annual financial statements have been audited by other auditors whose reports have been furnished to us 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 matter with regard to our reliance on the work done and the reports of the other auditors.

9. Report on other Legal and Regulatory requirements

I. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of Section 143(11) of the Act ("the Order"), based on our audit and on the consideration of reports of the other auditors on the financial statements / consolidated financial statements and other financial information of the subsidiary companies, incorporated in India, referred to in the Other Matter paragraph, 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, to the extent applicable.

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

a) We have sought and except for the effects/possible effects of the matters described in the 'Basis for qualified opinion' paragraph above, 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) Except for the effects/possible effects of the matters described in the 'Basis for qualified opinion' paragraph, 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 and the reports of the other auditors;

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

d) Except for the effects/possible effects of the matters described in the 'Basis for qualified opinion' paragraph above, 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) The matters described in the 'Basis for qualified opinion' paragraph above, in our opinion may have an adverse effect on the functioning of the group.

f) On the basis of written representations received from the directors of the Holding Company as at 31 March 2023 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of the subsidiary companies incorporated in India, none of the

directors of the Group companies incorporated in India is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act;

g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the 'Basis for qualified opinion' paragraph above;

h) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";

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

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

j) 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 and based on the consideration of the reports of the other auditors on the financial statements / consolidated financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group

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

iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India except in one of the subsidiaries viz MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported in their Auditor's Report the following instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund (IEPF):

Year	Amount (Rs. in lakhs)	Due date	Transferred to IEPF on	Delay in no. of days
F.Y. 2014-15	0.75	04 October 2022	27 November 2022	53
F.Y. 2015-16	0.34	03 January 2023	11 April 2023	96

iv. (a) The Management has represented that, to the best of its knowledge and belief as disclosed in Note 65 (a) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief as disclosed in Note 65 (b) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary companies from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. No dividend has been declared or paid by the Holding Company and its subsidiary companies during the financial year covered by our audit and the immediately preceding financial year.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Group with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31 March 2023

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number: 102860W/W100089

Nitin Jain
Partner
Membership Number: 215336

Mumbai, 25 May 2023
UDIN: 23215336BGXFAU5079

Annexure - A to the Independent Auditor's Report

Annexure referred to in paragraph 9(I) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of Zee Learn Limited on the consolidated financial statements for the year ended 31 March 2023.

In our opinion and according to the information and explanations given to us, following subsidiary companies incorporated in India and included in the consolidated financial statements, have unfavorable remarks, qualifications or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

S n	Name of the entities	CIN	Clause number of the CARO report which is unfavorable or qualified or adverse
A.	**Wholly owned subsidiaries**		
1	MT Educare Limited	L80903MH2006PLC163888	(iii), (vii), (ix), (xi), (xvii) and (xix)
2	Digital Ventures Private Limited	U72900MH2006PTC165215	(vii)(a), (ix)(a) and (xvii)
3	Liberium Global Resources Private Limited	U74999MH2017PTC293021	(vii)(a)
B.	**Indirect subsidiaries**		
1	Lakshya Forrum for Competitions Private Limited	U80301MH2012PTC238011	(iii), (vii), (ix), (xvii) and (xix)
2	Chitale's Personalised Learning Private Limited	U80301MH2009PTC197141	(vii), (xvii) and (xix)
3	Letspaper Technologies Private Limited	U74999MH2016PTC289017	(xvii) and (xix)
4	MT Education Services Private Limited	U80301MH2010PTC199012	(xvii) and (xix)
5	Robomate Edutech Private Limited	U74999MH2016PTC286570	(xvii) and (xix)
6	Sri Gayatri Educational Services Private Limited	U80904MH2014PTC255536	(xvii) and (xix)
7	Labh Ventures India Private Limited	U74999MH2015PTC262045	(ix)

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 9(II)(h) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of Zee Learn Limited on the consolidated financial statements for the year ended 31 March 2023.

We have audited the internal financial controls over financial reporting of **Zee Learn Limited** ("the Company" or "the Holding Company") and its subsidiary companies incorporated in India as of 31 March 2023, in conjunction with our audit of the consolidated financial statements of the Holding 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 Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 matter' paragraph below, is sufficient and appropriate to provide a basis for our qualified 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 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.

Basis for qualified opinion

According to the information and explanations given to us and based on our audit and consideration of the reports of the other auditors as referred to in 'Other matter' paragraph below, the following material weaknesses have been identified as at 31 March 2023:

i) The Holding Company's internal financial control with regard to the compliance with the applicable Indian Accounting Standards (Ind AS) and evaluation of carrying values of assets and other matters, as fully explained in the 'Basis for qualified opinion' of our main report, were not operating effectively, which could result in the Holding Company not providing for adjustments, if any, that may be required to be made and its consequential impact on the consolidated financial statements.

ii) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported following material weaknesses in the internal financial controls of MTEL and certain of its subsidiaries (MTEL Group) as at 31 March 2023:

   a) MTEL Group's internal process with regard to evaluation of the recognition of deferred tax assets;

   b) MTEL Group's internal process with regard to confirmation and reconciliation of balance of trade receivables, banks balances, loans and advances, trade payables, other liabilities including claims of operational/financial/other creditors and employees and claims for guarantee obligations which are not providing for adjustments, which are required to be made to the carrying values of such assets and liabilities;

   c) In respect of delays in payment of certain statutory/ financial dues and filing of certain statutory returns during the year with the respective authorities;

   d) MTEL Group's internal process with regard to comprehensive review of carrying amount of certain assets (loans and advances, balances with government authorities, deposits, trade and other receivables) and liabilities; and

   e) MTEL Group's internal financial control with regard to compliance with the applicable Ind AS and evaluation of carrying values of assets and liabilities and other matters, as fully explained in the 'Basis for qualified opinion' of Other auditor's main report, were not operating effectively, which could result in the MTEL not providing for adjustments, if any, that may be required to be made and its consequential impact on the MTEL's consolidated financial statements

   A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified opinion

In our opinion, 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 matter' paragraph below, except for the effects/possible effects of the material weaknesses described in the 'Basis for qualified opinion' paragraph above on the achievement of the objectives of the control criteria, the Holding Company and its subsidiaries incorporated in India have maintained, 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 of 31 March 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Holding Company as at and for the year ended

31 March 2023, and the material weaknesses have affected our opinion on the consolidated financial statements of the Group and we have issued a qualified opinion on the consolidated financial statements.

Other matter

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 with reference to these consolidated financial statements in so far as it relates to eleven subsidiary companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary companies incorporated in India.

Our opinion is not modified in respect of this matter.

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number: 102860W/W100089

Nitin Jain
Partner
Membership Number: 215336

Mumbai, 25 May 2023
UDIN: 23215336BGXFAU5079

Consolidated Balance Sheet

as at 31 March 2023

(₹ in Lakhs)

	Note	31 March 2023	31 March 2022
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	2,553.57	3,220.02
(b) Right-of-use assets	4	3,687.83	3,583.32
(c) Capital work-in-progress	3	21.83	56.79
(d) Investment property	5	22,570.41	23,614.74
(e) Investment property under development	5	32,144.88	31,219.85
(f) Goodwill	6	-	31,323.64
(g) Other intangible assets	7	3,977.25	5,721.61
(h) Intangible assets under development	7	5,250.60	5,245.45
(i) Financial assets			
(i) Investments	8	0.36	0.36
(ii) Loans	9	3,008.25	8,277.45
(iii) Other financial assets	10	381.37	593.73
(j) Deferred tax assets (net)	11	8,304.68	7,808.09
(k) Non-current tax assets (net)	12	2,901.09	2,822.42
(l) Other non-current assets	13	1,557.74	1,589.55
Total non-current assets		**86,359.86**	**1,25,077.02**
Current assets			
(a) Inventories	14	2,620.19	492.72
(b) Financial assets			
(i) Investments	15	-	0.01
(ii) Trade receivables	16	2,637.53	10,299.74
(iii) Cash and cash equivalents	17 (A)	2,570.86	2,563.40
(iv) Bank balances other than (iii) above	17 (B)	927.66	624.16
(v) Loans	9	3,755.87	2,831.31
(vi) Other financial assets	10	1,796.85	2,528.92
(c) Other current assets	13	1,709.37	332.43
Total current assets		**16,018.33**	**19,672.69**
Total Assets		**1,02,378.19**	**1,44,749.71**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	18	3,260.93	3,260.93
(b) Other equity	19 (A)	(1,337.09)	42,994.08
Equity attributable to owners of the parent (a+b)		**1,923.84**	**46,255.01**
Non-controlling Interests	19 (B)	12,153.15	13,969.49
Total Equity		**14,076.99**	**60,224.50**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	24,832.83	22,855.21
(ii) Lease liabilities	21	3,801.72	3,262.77
(iii) Other financial liabilities	22 (B)	1,678.35	1,503.60
(b) Deferred tax liabilities	23	159.48	80.09
(c) Provisions	24	308.57	538.83
(d) Other liabilities	25	14,556.69	15,298.94
Total non-current liabilities		**45,337.64**	**43,539.44**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	17,268.77	17,087.99
(ii) Lease liabilities	21	370.99	528.17
(iii) Trade payables	22 (A)		
(1) total outstanding dues of micro enterprises and small enterprises		1,604.50	1,088.59
(2) total outstanding dues of creditors other than micro enterprises and small enterprises		5,415.70	6,285.68
(iv) Other financial liabilities	22 (B)	6,731.35	7,466.18
(b) Other current liabilities	25	10,308.30	7,900.11
(c) Provisions	24	403.88	157.40
(d) Current tax liabilities (net)	26	860.07	471.65
Total current liabilities		**42,963.56**	**40,985.77**
Total Liabilities		**88,301.20**	**84,525.21**
Total Equity and Liabilities		**1,02,378.19**	**1,44,749.71**

Notes forming part of the consolidated financial statements **1-69**

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Partner
Membership Number 215336

Place: Mumbai
Date: 25 May 2023

For and on behalf of the board

Manish Rastogi
Director
DIN: 10056027

Surender Singh
Director
DIN: 08206770

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Consolidated Statement of Profit and Loss

for the year ended 31 March 2023

(₹ in Lakhs)

	Note	31 March 2023	31 March 2022
Income			
Revenue from operations	27	32,417.07	24,788.27
Other income	28	2,024.18	3,437.59
Total Income		**34,441.25**	**28,225.86**
Expenses			
Operational cost	29	9,787.00	5,518.62
Employee benefits expense	30	10,382.10	9,417.33
Finance costs	31	4,355.15	4,425.38
Depreciation and amortisation expense	32	3,209.14	3,669.45
Other expenses	33	9,721.30	5,111.96
Total Expenses		**37,454.69**	**28,142.74**
Profit / (Loss) before exceptional items		**(3,013.44)**	**83.12**
Less: Exceptional items	63	42,178.64	-
Profit / (Loss) before tax		**(45,192.08)**	**83.12**
Less : Tax expense			
Current tax	34	1,395.38	1,280.41
Deferred tax charge / (credit)		(428.60)	118.55
Total Tax Expense		**966.78**	**1,398.96**
Profit / (Loss) for the year (A)		**(46,158.86)**	**(1,315.84)**
Profit / (Loss) for the year attributable to			
Owners of the parent		(44,342.47)	(272.42)
Non-controlling interest		(1,816.39)	(1,043.42)
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
- Remeasurement gain/(loss) on defined benefit plan		0.88	67.66
Income tax effect on above		0.03	(16.94)
Other comprehensive income for the year (B)		**0.91**	**50.72**
Other comprehensive income attributable to			
Owners of the parent		0.86	46.62
Non-controlling interest		0.05	4.10
Total comprehensive income / (loss) for the year (A+B)		**(46,157.95)**	**(1,265.12)**
Total comprehensive income / (loss) attributable to			
Owners of the parent		(44,341.60)	(225.80)
Non-controlling interest		(1,816.35)	(1,039.32)
Earnings per equity share (face value ₹ 1 each)	46		
Basic (₹)		(13.60)	(0.08)
Diluted (₹)		(13.60)	(0.08)

Notes forming part of the consolidated financial statements **1-69**

As per our attached report of even date

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Partner
Membership Number 215336

Place: Mumbai
Date: 25 May 2023

For and on behalf of the board

Manish Rastogi
Director
DIN: 10056027

Surender Singh
Director
DIN: 08206770

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Consolidated Statement of Changes in Equity

for the year ended 31 March 2023

A. Equity share capital	Note	(₹ in Lakhs)
Balance as at 01 April 2021	18	**3,260.93**
Changes in equity share capital	18(a)	-
Balance as at 31 March 2022	18	**3,260.93**
Changes in equity share capital	18(a)	-
Balance as at 31 March 2023		**3,260.93**

The Company did not make any changes in Equity Share Capital due to prior period errors.

(₹ in Lakhs)

B. Other equity	Reserves and surplus						Total attributable to owners of the parent	Non Controlling interest	Total
	Capital reserve	Securities Premium	Debenture redemption reserve	Share options outstanding account	General reserve	Retained earnings			
Balance as at 01 April 2021	**17.49**	**12,962.59**	**1,421.88**	**614.02**	**14,043.91**	**14,105.73**	**43,165.62**	**15,008.81**	**58,174.43**
Loss for the year	-	-	-	-	-	(272.42)	(272.42)	(1,043.42)	(1,315.84)
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	-	46.62	46.62	4.10	50.72
Total comprehensive income/ (loss) for the year	-	-	-	-	-	(225.80)	(225.80)	(1,039.32)	(1,265.12)
	17.49	**12,962.59**	**1,421.88**	**614.02**	**14,043.91**	**13,879.93**	**42,939.82**	**13,969.49**	**56,909.31**
- Share based payment expense (net)	-	-	-	54.27	-		54.27	-	54.27
- Transferred to retained earnings on lapse of vested options	-	-	-	(63.54)	-	63.54	-	-	-
Balance as at 31 March 2022	**17.49**	**12,962.59**	**1,421.88**	**604.75**	**14,043.91**	**13,943.47**	**42,994.08**	**13,969.49**	**56,963.58**
Loss for the year	-	-	-	-	-	(44,342.47)	(44,342.47)	(1,816.39)	(46,158.86)
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	-	0.86	0.86	0.05	0.91
Total comprehensive income / (loss) for the year	-	-	-	-	-	(44,341.60)	(44,341.60)	(1,816.34)	(46,157.95)
	17.49	**12,962.59**	**1,421.88**	**604.75**	**14,043.91**	**(30,398.14)**	**(1,347.54)**	**12,153.15**	**10,805.61**
- Share based payment expense (net)	-	-	-	10.44	-	-	10.44	-	10.44
- Transferred to retained earnings on lapse of vested options	-	-	-	(56.98)	-	56.98	-	-	-
	-	**-**	**-**	**(46.52)**	**-**	**56.98**	**10.44**	**-**	**10.44**
Balance as at 31 March 2023	**17.49**	**12,962.59**	**1,421.88**	**558.20**	**14,043.91**	**(30,341.16)**	**(1,337.09)**	**12,153.15**	**10,816.06**

1) Capital Reserve is created on account of gain on bargain purchase of an indirect subsidiary.

2) Securities premium is used to record premium on issue of shares. It is utilised in accordance with the provisions of Companies Act, 2013.

3) Debenture redemption reserve created out of the profits is for the purpose of redemption of debentures.

Consolidated Statement of Changes in Equity

for the year ended 31 March 2023

4) Share options outstanding account is related to share options granted by the group to its employees under its employee share option plan.

5) General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. General Reserve includes ₹/Lakhs 8,881.25 (₹/Lakhs 8,881.25) 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.

6) Retained earnings represent the accumulated earnings net of losses if any made by the group over the years.

7) The Company did not make any changes in Other Equity due to prior period errors.

Notes forming part of the consolidated financial statements **1-69**

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Partner
Membership Number 215336

Place: Mumbai
Date: 25 May 2023

For and on behalf of the board

Manish Rastogi
Director
DIN: 10056027

Surender Singh
Director
DIN: 08206770

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Consolidated Statement of Cash Flows

for the year ended 31 March 2023

(₹ in Lakhs)

		31 March 2023	31 March 2022
A.	**Cash flow from operating activities**		
	Net profit / (loss) before tax and after exceptional items	(45,192.08)	83.12
	Adjustments for :		
	Depreciation and amortisation expense	3,209.14	3,669.45
	Liabilities no longer required / excess provision written back	(552.52)	(1,274.07)
	Share based payment expenses	10.44	54.27
	Loss on sale / discard of property, plant and equipment / intangible assets (net)	620.80	326.66
	Impairment loss on Property, plant and equipment / Intangible assets (net)	991.65	48.22
	Impairment of non current investments	0.01	-
	Gain on derecognition of right-of-use assets	(11.43)	(395.92)
	Exceptional items (Refer note 63)	42,178.64	-
	Interest expense	4,260.99	4,273.66
	Allowances for credit losses	2,404.58	865.59
	Unwinding of discount on security deposits / Financial guarantee obligation	(264.29)	(284.89)
	Interest income	(1,104.59)	(1,136.80)
	Operating profit before working capital changes	**6,551.34**	**6,229.29**
	Changes in working capital :		
	(Increase) / Decrease in inventories	(2,127.48)	573.07
	(Increase) / Decrease in trade and other receivables	(243.44)	(147.26)
	Increase / (Decrease) in trade and other payables	1,102.84	615.50
	Cash generated from operations	**5,283.26**	**7,270.60**
	Income tax paid (net)	(1,085.32)	(1,020.29)
	Net cash flow from operating activities (A)	**4,197.94**	**6,250.31**
B.	**Cash flow from investing activities**		
	Purchase of property, plant and equipment / intangible assets / investment property / capital work-in-progress / intangible assets under development / investment property under development	(417.18)	(111.42)
	Sale of property, plant and equipment / intangible assets	24.69	54.83
	Decrease/(Increase) in other bank balances	(299.59)	131.28
	Loans given to others	(937.34)	(1,472.50)
	Loans repaid by others	270.76	717.81
	Interest received	156.48	116.37
	Net cash flow used in investing activities (B)	**(1,202.18)**	**(563.63)**

Consolidated Statement of Cash Flows

for the year ended 31 March 2023

(₹ in Lakhs)

	31 March 2023	31 March 2022
C. Cash flow from financing activities		
Proceeds from non-current borrowings	231.31	-
Repayment of non-current borrowings	(800.00)	(1,220.43)
Proceeds from current borrowings	-	525.98
Repayment of current borrowings	(109.00)	(826.89)
Payment of lease liabilities (including interest)	(1,591.95)	(1,090.58)
Interest paid	(718.66)	(1,077.63)
Net cash flow used in financing activities (C)	**(2,988.30)**	**(3,689.55)**
Net cash flow during the year (A+B+C)	7.46	1,997.13
Cash and cash equivalents at the beginning of the year	2,563.40	566.27
Net cash and cash equivalents at the end of the year	**2,570.86**	**2,563.40**
Add : Balances earmarked	927.66	624.16
Cash and bank balances at the end of the year	**3,498.52**	**3,187.56**

Notes:

(₹ in Lakhs)

1. Components of cash and bank balances is as follows	31 March 2023	31 March 2022
Cash and cash equivalents	2,570.86	2,563.40
Bank Balances other than cash and cash equivalents	927.66	624.16
Total	**3,498.52**	**3,187.56**

2. As required by Ind AS 7 "Statement of Cash Flows", a reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities is given in note 57.

3. The above statement of cash flows has been prepared in accordance with the " Indirect Method " as set out in the Ind AS -7 on" Cash Flow Statements".

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Nitin Jain
Partner
Membership Number 215336

Place: Mumbai
Date: 25 May 2023

For and on behalf of the board

Manish Rastogi
Director
DIN: 10056027

Surender Singh
Director
DIN: 08206770

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Notes forming part of the Consolidated Financial Statements

1 A Corporate Information

Zee Learn Limited ("the Company" or "the Holding Company) was incorporated in State of Maharashtra on 4 January 2010. 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 of the Group for the year ended 31 March 2023, were authorised for issue by the Board of Directors at their meeting held on 25 May 2023.

B Basis of preparation of Consolidated financial statements

i) These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as 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 accrual 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.

ii) Functional and Presentation currency

These consolidated financial statements are presented in Indian Rupees, which is also the Group's functional currency.

All amounts disclosed in the consolidated 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 '0.00' denotes amount less than ₹ 500/-

iii) 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

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 consolidated financial statements are prepared by applying uniform accounting policies in use at the Group.

The consolidated financial statements incorporate the financial statements of the Holding Company and its subsidiaries (as listed in the table below).

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
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 (MTEL)	Education support and coaching services	59.12 % (59.12 %)	India

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 (held through MTEL)			
Lakshya Forrum for Competitions Private Limited	Education support and coaching services	100 % (100 %)	India
MT Education Services Private Limited	Education support and coaching services	100 % (100 %)	India
Chitale's Personalised Learning Private Limited	Education support and coaching services	100 % (100 %)	India
Sri Gayatri Educational Services Private Limited	Education support and coaching services	75 % (75 %)	India
Robomate Edutech Private Limited	Education support and coaching services	100 % (100 %)	India
Letspaper Technologies Private Limited	Education support and coaching services	100 % (100 %)	India
Labh Ventures India Private Limited	Acquiring and leasing properties	100 % (100 %)	India

2 A Summary of significant accounting policies

a Property, plant and equipment

(i) Freehold land is carried at cost. Other property, plant and equipment acquired are measured on initial recognition at cost. Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognised. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in consolidated statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

(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.

Notes forming part of the Consolidated Financial Statements

b Right of use of assets

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

c Investment property / Investment property under development

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 less accumulated depreciation and accumulated impairment, if any.

Expenditure incurred on acquisition / development of investment property which are not ready to use at the reporting date is disclosed under investment property under development.

d Intangible assets / Intangible assets under development

Intangible assets acquired or developed are measured on initial recognition at cost and stated at cost less accumulated amortisation and impairment loss, if any. Expenditure incurred on acquisition / development of intangible assets which are not put/ ready to use at the reporting date is disclosed under intangible assets under development.

e Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets classified as held for sale are not depreciated or amortized.

f 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 consolidated statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

g Depreciation / amortisation on property, plant and equipment / right of use assets / intangible assets / investment property

Depreciable amount for property, plant and equipment / right of use assets / intangible assets / investment property 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) Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

Notes forming part of the Consolidated Financial Statements

(iii) Leasehold Improvements are amortised over the period of Lease or useful life of asset, whichever is lower.

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

The useful life of intangible assets are as follows ;

Intangible assets	Useful life (in years)
Brand	7
Software including SAP	3-5
Content development	3
Development rights	30

(v) Depreciation / amortisation of investment property is provided on straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

h Impairment of Property, plant and equipment / intangible assets/ investment property

The carrying amounts of the Group's property, plant and equipment, intangible assets and investment property 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 consolidated 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 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.

i Derecognition of property, plant and equipment / right of use assets / intangibles assets / investment property

The carrying amount of an item of property, plant and equipment / right of use assets / 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 / right of use assets / intangibles / investment property is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the consolidated statement of profit and loss when the item is derecognised.

j Leases

(i) The Group's lease asset classes primarily consist of leases for building premises . The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (i) the contract involves the use of an identified asset (ii) the group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the group has the right to direct the use of the asset. At the date of commencement of the lease, the group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Notes forming part of the Consolidated Financial Statements

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

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

(ii) Operating lease / Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of rented premises (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

k Cash and cash equivalents

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

(ii) For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash at bank and on hand, short-term deposits and balances earmarked, as defined as they are considered as integral part of Group's cash management.

l 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.

m 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 consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) 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 Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

n 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.

Notes forming part of the Consolidated Financial Statements

Initial recognition and measurement of financial assets and financial liabilities

Financial assets are recognized when the group 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 consolidated statement of profit and loss.

(A) Financial assets

(1) Subsequent measurement

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.

(i) 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 Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the consolidated statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to consolidated 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 consolidated statement of profit and loss."

Notes forming part of the Consolidated Financial Statements

(ii) Equity investments

The Group measures 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 consolidated statement of profit and loss. Dividends from such investments are recognised in consolidated statement of profit and loss as other income when the Group's right to receive payment is established.

(2) 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.

(3) Impairment of financial assets

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

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.

Expected credit loss :

The Group applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following.

i) Trade receivables

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

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

In case of trade receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL measured and recognised as loss allowance. Loss allowances for trade receivable are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12 month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

In case of other assets, the Group determines if there has been a significant increased in credit risk of the financial assets since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12 months ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

Notes forming part of the Consolidated Financial Statements

(B) Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

(i) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

(ii) Financial liabilities

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

(a) Subsequent measurement

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

Financial liabilities measured at amortised cost

Financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the consolidated statement of profit and loss.

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 consolidated statement of profit or loss.

(b) 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 consolidated statement of profit or loss.

(C) Offsetting financial instruments

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

(D) 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

Notes forming part of the Consolidated Financial Statements

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.

o 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 consolidated 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.

p 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 consolidated 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.

q Revenue recognition

A. Revenue from contract with customers

Revenue from contract with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. When the Group acts in the capacity of an agent rather than as the principal in a transaction, the revenue recognised is the net amount of commission earned by the Group.

(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 Group 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 / Management fees are recognized as per the agreed terms of the agreement.

c) Revenue related to coaching services to students/government is recognised based on time elapsed mode and revenue is straight lined over the period of course duration.

d) Revenue from sale of hardware/ content is recognised upfront at the point in time when the hardware / content is delivered to the customer via online/offline delivery, wherever applicable, while the Group retains neither managerial involvement nor the effective control.

Notes forming part of the Consolidated Financial Statements

In arrangements of providing both coaching services as well as hardware/content to students, the Group has applied the guidance in Ind AS 115 "Revenue from Contract with Customers", by applying the revenue recognition criteria for each distinct performance obligation. For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price.

e) Revenue from government projects includes fees for services rendered and is recognised over the period of the training and coaching service duration, after taking into account the uncertainty involved in condition to be fulfilled vide the terms of contract.

f) Manpower supply services/ Reimbursement of expenses are recognised as per the agreed terms of agreement

g) Onboarding and recruitment charges are accounted when services are completed as per agreed terms.

h) 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 Group 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.

(v) Other income including financial guarantee commission is recognised as per terms of agreement.

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 balances

Contract assets

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 liablities

Contract liabilities primarily relate to consideration received in advance from customers, for which the performance obligation is yet to be satisfied.

Trade receivables

A receivable represents the Group's right to an amount of consideration under the contract with a customer that is unconditional and realisable on the due date.

D. Variable consideration

If the consideration promised in a contract includes a variable amount, the Group estimates the amount of consideration to

Notes forming part of the Consolidated Financial Statements

which the Group will be entitled in exchange for transferring the promised goods or services to the customer. Where customers are provided with discounts, rebates etc, such discounts and rebates will give rise to variable consideration. The Group follows the 'most likely amount' method in estimating the amount of variable consideration."

r Retirement and other employee benefits

(i) Short-term benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the consolidated statement of profit and loss for the year in which the related services are rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

(ii) Defined benefit plans

a) Post-employment and other long-term employee benefits are recognized as an expense in the consolidated statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques.

b) Re-measurement of the net defined benefit liability, which comprises of actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognised in other comprehensive income in the period in which they occur.

(iii) Defined contribution plans

Payments to defined contribution retirement benefit schemes are charged to the consolidated statement of profit and loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

(iv) Leave entitlement and compensated absences

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on a actuarial valuation, similar to that of gratuity benefit. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the consolidated statement of profit and loss in the period in which they occur.

s Transactions in foreign currency

(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 prevalent at the date of the transaction.

t Income taxes

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,

Notes forming part of the Consolidated Financial Statements

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 is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses."

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Presentation of current and deferred tax

Current and deferred tax are recognized as income or an expense in the consolidated 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.

u 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 consolidated 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 consolidated statement of profit and loss if there has been a change in the estimate of recoverable amount.

v 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.

w Share based payments

Equity settled share based compensation benefits are provided to employees under the various Employee Stock Option Schemes.The fair value of options granted under the Employee Stock Option Scheme is recognised as an employee benefits expense with a corresponding increase in equity as "Share options outstanding account". The total amount to be recognised is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)

Notes forming part of the Consolidated Financial Statements

- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees holdings shares for a specific period of time).

The total expenses are amortised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the service and non-market performance vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statement of profit and loss, with a corresponding adjustment to equity. In case vested options forfeited or expires unexercised, the related balance standing to the credit of the "Share options outstanding account" is transferred to "Retained earnings"

x 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.

y. 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."

z. 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.

aa Exceptional items

Certain occasions, 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 consolidated financial statements.

2 B Critical accounting judgment and estimates

The preparation of consolidated 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 consolidated financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

Notes forming part of the Consolidated Financial Statements

b Useful life and residual values

The Group reviews the useful lives and residual values of property plant and equipment, right of use assets and intangible assets at each financial year end.

c Impairment testing

i Impairment of financial assets

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

ii Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the future years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate."

d Income Taxes

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.

e Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the consolidated 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 47, 'Employee benefits'.

f Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

g Share-based payments

Estimating fair value for share-based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them.

Notes forming part of the Consolidated Financial Statements

h Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

2 C Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023 as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

Notes forming part of the Consolidated Financial Statements

3. Property, plant and equipment

(₹ in Lakhs)

Description of Assets	Freehold Land	Building	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Leasehold Improvements	Total
I. Gross carrying amount as at 01 April 2021	**445.49**	**2,475.82**	**2,045.20**	**4,061.83**	**52.89**	**379.43**	**2,738.12**	**274.20**	**12,472.98**
Additions during the year	-	-	3.66	10.26	-	1.42	31.92	62.13	109.39
Disposals during the year	-	-	38.71	57.35	-	108.23	215.41	135.92	555.62
Balance as at 31 March 2022	**445.49**	**2,475.82**	**2,010.15**	**4,014.74**	**52.89**	**272.62**	**2,554.63**	**200.41**	**12,026.75**
Additions during the year	-	-	38.77	213.02	-	7.00	111.90	22.30	392.99
Disposals during the year	-	-	1,450.86	2,872.84	15.06	12.25	1,006.08	15.13	5,372.22
Balance as at 31 March 2023	**445.49**	**2,475.82**	**598.06**	**1,354.92**	**37.83**	**267.37**	**1,660.45**	**207.58**	**7,047.52**
Accumulated depreciation									
II. Depreciation upto 01 April 2021	**-**	**886.25**	**1,722.53**	**2,913.16**	**35.92**	**190.92**	**2,470.20**	**129.97**	**8,348.95**
Depreciation charge for the year	-	68.45	66.76	258.55	2.70	59.22	88.78	54.94	599.40
Disposals during the year	-	-	35.91	55.52	-	61.54	183.89	66.34	403.20
Provision for Impairment	-	-	0.72	260.49	-	-	0.37	-	261.58
upto 31 March 2022	**-**	**954.70**	**1,754.10**	**3,376.68**	**38.62**	**188.60**	**2,375.46**	**118.57**	**8,806.73**
Depreciation charge for the year	-	135.47	65.68	87.56	2.70	48.49	66.77	36.97	443.64
Disposals during the year	-	-	1,349.50	2,444.76	14.31	10.85	926.70	10.30	4,756.42
upto 31 March 2023	**-**	**1,090.17**	**470.28**	**1,019.48**	**27.01**	**226.24**	**1,515.53**	**145.24**	**4,493.95**
Net carrying value									
Balance as at 31 March 2023	**445.49**	**1,385.65**	**127.78**	**335.44**	**10.82**	**41.13**	**144.92**	**62.34**	**2,553.57**
Balance as at 31 March 2022	**445.49**	**1,521.12**	**256.05**	**638.06**	**14.27**	**84.02**	**179.17**	**81.84**	**3,220.02**

Details of Capital work-in-progress

(₹ in Lakhs)

	31 March 2023	31 March 2022
Opening balance	56.79	-
Add : Addition during the year	-	56.79
Less : Written off during the year	10.17	-
Less : Capitalized during the year	24.79	-
Closing balance	**21.83**	**56.79**

Notes forming part of the Consolidated Financial Statements

3. Property, plant and equipment (Contd..)

Capital work-in-progress ageing schedule for balance as at 31 March 2023

(₹ in Lakhs)

Capital work-in-progress	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	21.83	-	-	21.83
Projects temporarily suspended	-	-	-	-	-

Capital work-in-progress ageing schedule for balance as at 31 March 2022

(₹ in Lakhs)

Capital work-in-progress	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	56.79	-	-	-	56.79
Projects temporarily suspended	-	-	-	-	-

(₹ in Lakhs)

Net carrying value	31 March 2023	31 March 2022
Property, plant and equipment	2,553.57	3,220.02
Capital work-in-progress	21.83	56.79

Notes :-

(i) The amount of contractual commitment for the acquisition of property, plant and equipment is disclosed in note 38.

(ii) There are no property, plant and equipment acquired through business combination during the year

(iii) There are no property, plant and equipment revalued during the year

(iv) Mortgage is created in favour of bank for limits granted to various trusts pursuant to the long term partnership arrangement entered. Refer note 37.4

(v) The title deeds of immovable property are in the name of the Group.

Notes forming part of the Consolidated Financial Statements

4 Right-of-use assets

all figures should be two place decimal, kindly correct all fig as per excel

(₹ in Lakhs)

Description of Assets		Leased Premises
I.	**Gross carrying amount as at 01 April 2021**	**9,668.75**
	Additions during the year	922.04
	Disposals during the year	3,630.49
	Balance as at 31 March 2022	**6,960.30**
	Additions during the year	1,143.17
	Disposals during the year	267.39
	Balance as at 31 March 2023	**7,836.08**
II.	**Amortisation upto 01 April 2021**	4,063.76
	Amortisation for the year	1,203.88
	Disposals during the year	1,890.66
	upto 31 March 2022	**3,376.98**
	Amortisation for the year	934.50
	Disposals during the year	163.23
	upto 31 March 2023	**4,148.25**
	Net carrying value	
	Balance as at 31 March 2023	**3,687.83**
	Balance as at 31 March 2022	**3,583.32**

5 Investment property

(₹ in Lakhs)

Description of Assets		Building	Freehold Land (#)	Furniture and Fixtures	Office Equipment	Computer	Total
I.	**Gross carrying amount as at 01 April 2021**	**26,079.65**	**1,687.64**	**733.08**	**543.29**	**194.66**	**29,238.32**
	Additions during the year	-	-	-	3.05	15.79	**18.84**
	Balance as at 31 March 2022	**26,079.65**	**1,687.64**	**733.08**	**546.34**	**210.45**	**29,257.16**
	Additions during the year	-	-	-	22.05	13.87	**35.92**
	Balance as at 31 March 2023	**26,079.65**	**1,687.64**	**733.08**	**568.39**	**224.32**	**29,293.08**
II.	**Depreciation upto 01 April 2021**	**3,660.65**	**-**	**333.22**	**405.78**	**161.12**	**4,560.77**
	Depreciation charge for the year	982.78	-	71.40	25.37	2.10	**1,081.65**
	upto 31 March 2022	**4,643.43**	**-**	**404.62**	**431.15**	**163.22**	**5,642.42**
	Depreciation charge for the year	982.79	-	70.23	18.08	9.15	**1,080.25**
	upto 31 March 2023	**5,626.22**	**-**	**474.85**	**449.23**	**172.37**	**6,722.67**
	Net carrying value						
	Balance as at 31 March 2023	**20,453.43**	**1,687.64**	**258.23**	**119.16**	**51.95**	**22,570.41**
	Balance as at 31 March 2022	**21,436.22**	**1,687.64**	**328.46**	**115.19**	**47.23**	**23,614.74**

Notes forming part of the Consolidated Financial Statements

5 Investment property (Contd..)

Details of Investment property under development

(₹ in Lakhs)

	31 March 2023	31 March 2022
Opening balance	31,219.85	30,305.62
Add : Addition during the year	925.03	1,173.08
Less : Capitalized during the year	-	-
Less : Expensed off during the year	-	258.85
Closing balance	**32,144.88**	**31,219.85**

(₹ in Lakhs)

Net book value	31 March 2023	31 March 2022
Investment property	22,570.41	23,614.74
Investment property under development	32,144.88	31,219.85

(₹ in Lakhs)

Fair value	Land	Building	Category
Balance as at 31 March 2023	2,268.75	37,124.05	Level 3
Balance as at 31 March 2022	2,268.75	37,124.05	Level 3

₹/lakhs 5.85 (₹/lakhs 5.85) Mortgaged against the Secured Debentures.

The fair value of the Group's investment property has been arrived by the management on the basis of an appropriate ready reckoner value/book value rate.

6 Goodwill

(₹ in Lakhs)

	Description of Assets	Goodwill*
I.	**Gross carrying amount as at 01 April 2021**	**31,323.64**
	Additions during the year	-
	Disposals during the year	-
	Balance as at 31 March 2022	**31,323.64**
	Additions during the year	-
	Disposals during the year	-
	Balance as at 31 March 2023	**31,323.64**
II.	**Amortisation upto 01 April 2021**	
	Amortisation for the year	-
	Disposals during the year	-
	upto 31 March 2022	**-**
	Amortisation for the year	-
	Disposals during the year	-
	Impairment during the year (Refer note 63 (ii))	31,323.64
	upto 31 March 2023	**31,323.64**
	Net carrying value	
	Balance as at 31 March 2023	**-**
	Balance as at 31 March 2022	**31,323.64**

* Arising on acquisition of MT Educare Limited.

Notes forming part of the Consolidated Financial Statements

7 Other intangible assets

(₹ in Lakhs)

Description of Assets	Brands	Software	Content Development	Development Rights *	Total
I. Gross carrying amount as at 01 April 2021	**3,203.80**	**290.46**	**945.26**	**5,176.85**	**9,616.37**
Additions during the year	-	12.04	80.16	-	**92.20**
Balance as at 31 March 2022	**3,203.80**	**302.50**	**1,025.42**	**5,176.85**	**9,708.57**
Additions during the year	-	5.20	0.26	-	**5.46**
Disposals during the year	-	-	-	-	**-**
Balance as at 31 March 2023	**3,203.80**	**307.70**	**1,025.68**	**5,176.85**	**9,714.03**
II. Amortisation upto 01 April 2021	**1,296.78**	**217.46**	**856.37**	**822.89**	**3,193.50**
Amortisation for the year	457.65	46.80	50.92	229.15	**784.52**
Provision for Impairment	-	8.94	-	-	**8.94**
upto 31 March 2022	**1,754.43**	**273.20**	**907.29**	**1,052.04**	**3,986.96**
Amortisation for the year	457.72	14.57	56.80	221.66	**750.75**
Provision for Impairment	991.65	-	-	-	**991.65**
upto 31 March 2023	**3,203.80**	**287.77**	**964.09**	**1,281.12**	**5,729.36**
Net carrying value					
Balance as at 31 March 2023	**-**	**19.93**	**61.59**	**3,895.73**	**3,977.25**
Balance as at 31 March 2022	**1,449.37**	**29.30**	**118.13**	**4,124.81**	**5,721.61**

Details of Intangible Assets under development

(₹ in Lakhs)

	31 March 2023	31 March 2022
Opening balance	5,245.45	5,257.65
Add : Addition during the year	5.15	-
Less : Capitalized during the year	-	12.20
Closing balance	**5,250.60**	**5,245.45**

Intangible Assets under development ageing schedule for balance as at 31 March 2023

(₹ in Lakhs)

Intangible Assets under development	Amount in Intangible Assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	5.15	-	-	5,245.45	**5,250.60**
Projects temporarily suspended	-	-	-	-	**-**

Intangible Assets under development ageing schedule for balance as at 31 March 2022

(₹ in Lakhs)

Intangible Assets under development	Amount in Intangible Assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	5,245.45	**5,245.45**
Projects temporarily suspended	-	-	-	-	**-**

Notes forming part of the Consolidated Financial Statements

7 Other intangible assets (Contd..)

(₹ in Lakhs)

Net carrying value	31 March 2023	31 March 2022
Intangible Assets	3,977.25	5,721.61
Intangible Assets under Development	5,250.60	5,245.45

*Developments rights are a (i) right to execute development work, (ii) right to set up, run, operate and administer, and manage the school, institutes and units set up on the allocated plot and undertake other ancillary operations in accordance with the terms of the Agreements; (iii) the first right to receive all funds, receivables, revenues, profits and other incomes in respect of the operations of the school, institutes and Units from all parties in accordance with terms of arrangement between parties.

Expenses incurred for execution of work as per terms of arrangement under development rights yet to be ready to use is shown as intangible assets under development.

The amount of contractual commitment for the acquisition of intangible assets is disclosed in note 38.

8 Non-current investments

(₹ in Lakhs)

	31 March 2023	31 March 2022
Investments in equity instrument (fully paid up)		
Investment carried at fair value through profit and loss - Unquoted		
1,250 (1,250) Equity Shares of ₹ 25 each fully paid up of The Shamrao Vithal Co-operative Bank Limited	0.31	0.31
475 (475) Equity shares of ₹ 10 each fully paid up of The Shamrao Vithal Co-operative Bank Limited	0.05	0.05
Total	**0.36**	**0.36**

(₹ in Lakhs)

	31 March 2023	31 March 2022
Aggregate amount of unquoted investments	0.36	0.36

9 Loans

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Loans and advances				
Others - considered good (Unsecured)	12,078.74	13,955.74	13,384.68	10,993.70
Less: Allowances for doubtful loans and advances	(9,070.49)	(5,678.29)	(9,628.81)	(8,162.39)
Net Loans receivables	**3,008.25**	**8,277 .45**	**3,755.87**	**2,831 .31**

For loans given to related parties, Refer note 49

Notes forming part of the Consolidated Financial Statements

10 Other financial assets

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Deposit with banks having maturity period of more than twelve months (Refer note 17 B)	1.53	3.48	0.65	0.62
Advances and deposits - unsecured and considered good				
- to others	379.84	590.25	1,344.05	969.82
Less: Allowances for doubtful deposits	-	-	(1,116.70)	-
	379.84	**590.25**	**227.35**	**969.82**
Contract assets (Refer note 42)	-	-	684.27	1,311.24
Other receivables (net)	-	-	884.58	247.24
Total	**381.37**	**593.73**	**1,796.85**	**2,528.92**

11 Deferred tax assets (net)

The components of deferred tax balances are as under:

(₹ in Lakhs)

	31 March 2023	31 March 2022
Deferred tax assets		
Employee benefits obligation	174.94	205.40
Depreciation and amortization	792.98	1,094.17
Provision for doubtful debts	5,621.67	5,512.14
Disallowances under section 40(a) of the Income Tax Act, 1961	231.76	51.89
Business loss and unabsorbed depreciation carried forward	661.70	323.40
Others	854.56	625.13
Total (A)	**8,337.61**	**7,812.13**
Deferred tax liabilities		
Depreciation and amortization	32.93	15.41
Total (B)	**32.93**	**15.41**
MAT credit entitlement	-	11.37
Total (C)	**-**	**11.37**
Deferred tax assets (net) (A-B+C)	**8,304.68**	**7,808.09**

12 Non-current tax assets (net)

(₹ in Lakhs)

	31 March 2023	31 March 2022
Balances with government authorities		
- Direct taxes (net of provisions for taxes)	2,901.09	2,822.42
Total	**2,901.09**	**2,822.42**

Notes forming part of the Consolidated Financial Statements

13 Other assets

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Capital advances (unsecured)				
- Considered good	622.75	638.81	-	-
- Considered doubtful	33.71	33.71	-	-
	656.46	**672.52**	**-**	**-**
Less: Allowances for doubtful advances	(33.71)	(33.71)	-	-
	622.75	**638.81**	**-**	**-**
Other loans and advances (unsecured)				
- Considered good	834.00	834.00	1,239.55	183.45
Prepaid expenses	-	-	93.13	116.83
Gratuity Fund	-	-	5.15	5.15
Unbilled revenue	-	-	245.30	-
Balance with government authorities				
- Indirect taxes	100.99	116.74	126.24	27.00
Total	**1,557.74**	**1,589.55**	**1,709.37**	**332.43**

14 Inventories

(₹ in Lakhs)

	31 March 2023	31 March 2022
Educational goods and equipment (Refer note (a) below)	2,620.19	492.72
(includes Goods In Transit ₹/lakhs 540.99 (₹/lakhs 155.14)		
Total	**2,620.19**	**492.72**

a. Inventories were written down to net realisable value by ₹/lakhs 514.93 (₹/lakhs 507.68)

b. For details of inventories pledged as security

15 Current investments

(₹ in Lakhs)

	31 March 2023	31 March 2022
Investments carried at fair value through Profit and loss		
Mutual funds - Quoted (at face value of ₹ 1000 each)		
0.355 (0.355) units of HDFC Liquid - Direct Plan - Growth option (Face value of ₹ 1000 each)	0.01	0.01
Less: Impairment in the value of investment	(0.01)	-
Total	**-**	**0.01**

(₹ in Lakhs)

	31 March 2023	31 March 2022
Aggregate amount of quoted investments	0.01	0.01
Aggregate impairment in value of investments	(0.01)	-

Notes forming part of the Consolidated Financial Statements

16 Trade receivables (Unsecured)

(₹ in Lakhs)

	31 March 2023	31 March 2022
Considered good	9,391.82	9,317.54
Which have significant increase in credit risk	3,533.85	5,936.97
Credit impaired	5,491.29	3,378.32
	18,416.96	**18,632.83**
Less : Allowances for credit losses	(15,779.43)	(8,333.09)
Total	**2,637.53**	**10,299.74**

Refer note 49 for receivables from related parties.

Trade receivables are non-interest bearing and the credit period extended to them is 0-180 days.

There are no debts due by directors or other officers of the Group or any of them either severally or jointly with any other person or debts due by firms or private companies in which any director is a partner or a director or a member.

The Group's exposure to credit risk related to trade receivable is disclosed in note 53.

Trade receivables (Unsecured) ageing schedule for balance as at 31 March 2023

(₹ in Lakhs)

		Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables – considered good	669.75	927.29	3,444.08	3,653.62	697.08	**9,391.82**
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	90.74	623.83	115.46	649.93	2,053.89	**3,533.85**
(iii)	Undisputed Trade Receivables – credit impaired	61.51	64.28	18.92	143.33	5,181.37	**5,469.41**
	Total Undisputed Trade Receivables (A)	**822.00**	**1,615.40**	**3,578.46**	**4,446.88**	**7,932.34**	**18,395.08**
(iv)	Disputed Trade Receivables– considered good	-	-	-	-	-	**-**
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	**-**
(vi)	Disputed Trade Receivables – credit impaired	-	12.23	-	9.65	-	**21.88**
	Total Disputed Trade Receivables (B)	**-**	**12.23**	**-**	**9.65**	**-**	**21.88**
	Total Trade Receivables (A+B)	**822.00**	**1,627.63**	**3,578.46**	**4,456.53**	**7,932.34**	**18,416.96**
	Less : Allowances for credit losses	66.92	497.58	3,217.83	4,064.76	7,932.34	**15,779.43**
	Total	**755.08**	**1,130.05**	**360.63**	**391.77**	**-**	**2,637.53**

Notes forming part of the Consolidated Financial Statements

16 Trade receivables (Unsecured) (Contd..)

Trade receivables (Unsecured) ageing schedule for balance as at 31 March 2022

(₹ in Lakhs)

		Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables – considered good	644.67	3,238.03	3,921.49	1,466.40	21.93	**9,292.52**
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	333.39	24.71	1,209.86	1,243.44	3,125.57	**5,936.97**
(iii)	Undisputed Trade Receivables – credit impaired	7.65	48.39	48.24	898.89	1,977.42	**2,980.59**
	Total Undisputed Trade Receivables (A)	**985.71**	**3,311.13**	**5,179.59**	**3,608.73**	**5,124.92**	**18,210.08**
(iv)	Disputed Trade Receivables– considered good	19.18	5.84	-			**25.02**
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-			**-**
(vi)	Disputed Trade Receivables – credit impaired	-	-	41.14	324.65	31.94	**397.73**
	Total Disputed Trade Receivables (B)	**19.18**	**5.84**	**41.14**	**324.65**	**31.94**	**422.75**
	Total Trade Receivables (A+B)	**1,004.89**	**3,316.97**	**5,220.73**	**3,933.38**	**5,156.86**	**18,632.83**
	Less :Allowances for credit losses	266.11	73.10	391.99	2,466.98	5,134.91	**8,333.09**
	Total	**738.78**	**3,243.87**	**4,828.74**	**1,466.40**	**21.95**	**10,299.74**

17 Cash and bank balances

(₹ in Lakhs)

		31 March 2023	31 March 2022
A.	**Cash and cash equivalents**		
	Balances with banks in Current accounts	2,570.86	2,563.39
	Cash on hand	-	0.01
	Total (A)	**2,570.86**	**2,563.40**
B.	**Other balances with banks**		
	Balances with banks -		
	- Unclaimed dividend account - Bank balance @	25.18	26.27
	- In deposits with banks having maturity period upto twelve months #	902.48	597.89
	- In deposits with banks having maturity period of more than twelve months #	2.18	4.10
		929.84	**628.26**
	Disclosed under "Other current and non-current financial assets" (Refer note 10)	(2.18)	(4.10)
	Total (B)	**927.66**	**624.16**
	Total (A+B)	**3,498.52**	**3,187.56**

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

a) Pledged/Lien for Term Loan/Overdraft ₹/lakhs 347.26 (₹/lakhs 12.75), Lien for Government authorities ₹/lakhs 0.17 (₹/lakhs 0.74), Lien for others ₹/lakhs 4.32 (₹/lakhs 62.98).

b) Held as lien by bank against bank guarantees issued ₹/lakhs 100.77 (₹/lakhs 95.92) and Held as lien by bank against bank overdraft ₹/lakhs 287.11 (₹/lakhs 274.62).

Notes forming part of the Consolidated Financial Statements

18 Equity share capital

(₹ in Lakhs)

	31 March 2023	31 March 2022
Authorised		
1,000,000,000 (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		
326,092,725 (326,092,725) Equity Shares of ₹ 1/- each fully paid up	3,260.93	3,260.93
Total	**3,260.93**	**3,260.93**

a) Reconciliation of number of Equity shares and Share capital

(₹ in Lakhs)

	31 March 2023		31 March 2022	
	Number of equity shares	₹ in Lakhs	Number of equity shares	₹ in Lakhs
At the beginning of the year	32,60,92,725	3,260.93	32,60,92,725	3,260.93
Add : Issued during the year	-	-	-	-
Outstanding at the end of the year	**32,60,92,725**	**3,260.93**	**32,60,92,725**	**3,260.93**

b) Terms / rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of ₹ 1 each. The Holding Company 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 Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) The Holding Company has not issued any bonus shares or shares issued for consideration other than cash or bought back equity shares during the five years preceding 31 March 2023.

d) Details of Equity Shareholders holding more than 5 % of the aggregate Equity shares of the Holding Company

Name of the Shareholders	31 March 2023		31 March 2022	
	Number of equity shares	% Shareholding	Number of equity shares	% Shareholding
Essel Holdings Limited	2,88,74,238	8.85%	2,88,74,238	8.85%
Rattanindia Finance Private Limited	2,09,50,000	6.42%	2,09,50,000	6.42%
Moon Capital Trading Pte. Limited	1,76,63,621	5.42%	2,09,55,327	6.43%
Jayneer Infrapower & Multiventures Private Limited	1,69,00,000	5.18%	1,69,00,000	5.18%

As per the records of the Holding 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.

Notes forming part of the Consolidated Financial Statements

18 Equity share capital (Contd..)

e) Shares held by promoters at the end of the year

Sr. No.	Promoters name	31 March 2023		31 March 2022		% Change during the year*
		Number of equity shares	% Shareholding	Number of equity shares	% Shareholding	
1	Essel Holdings Limited	2,88,74,238	8.85%	2,88,74,238	8.85%	0.00%
2	Jayneer Infrapower & Multiventures Private Limited	1,69,00,000	5.18%	1,69,00,000	5.18%	0.00%
3	Asian Satellite Broadcast Private Limited	32,58,250	1.00%	1,48,98,250	4.57%	-3.57%
4	Jayneer Enterprises LLP	40,000	0.01%	40,000	0.01%	0.00%
5	Essel Media Ventures Private Limited	11,036	0.003%	11,036	0.003%	0.00%
6	Sprit Infrapower & Multiventures Private Limited	3,864	0.001%	3,864	0.001%	0.00%
	Total	**4,90,87,388**	**15.05%**	**6,07,27,388**	**18.62%**	**-3.57%**

* percentage change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

f) Employees Stock Option Scheme (ESOP)

The Holding Company had 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 Bases 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 Holding Company to the employees of the Holding Company and its subsidiaries as amended in board resolution dated 30 September 2016 at the market price determined as per the Securities and Exchange Board Of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021. The said Scheme is administered by the Nomination and Remuneration Committee of the Board.

g) Summary of options granted under the Scheme

	31 March 2023		31 March 2022	
	Average exercise price per share option ₹	Number of options	Average exercise price per share option ₹	Number of options
Opening balance	14.19	66,95,461	14.10	72,29,193
Granted during the year	5.65	4,45,000	14.85	1,50,000
Exercised during the year	-	-	-	-
Forfeited / lapsed during the year	14.21	6,50,345	14.10	6,83,732
Closing balance		**64,90,116**		**66,95,461**
Vested and exercisable		60,45,116		60,42,795

Notes forming part of the Consolidated Financial Statements

18 Equity share capital (Contd..)

h) Expiry date and exercise prices of the share options outstanding at the end of the year:

Grant Number	Grant date	Expiry date	Exercise price ₹	Revised Expiry date (Refer note i)	Revised Exercise price (Refer note i) ₹	Share options	
						31 March 2023	31 March 2022
3rd Grant	09 Oct 2013	09 Oct 2020	20.85	30 Dec 2024	14.10	4,961	6,026
5th Grant	29 Sep 2014	29 Sep 2021	35.25	30 Dec 2024	14.10	58,075	72,325
6th Grant	28 Oct 2015	28 Oct 2022	31.80	30 Dec 2024	14.10	21,52,490	21,52,490
8th Grant	30 Sep 2016	30 Sep 2023	34.15	30 Dec 2024	14.10	6,30,584	7,04,684
10th Grant	19 Feb 2018	19 Feb 2025	42.20	19 Feb 2025	14.10	2,87,507	3,98,705
12th Grant	22 Oct 2019	22 Oct 2026	18.70	22 Oct 2026	14.10	29,11,499	31,51,231
13th Grant	24 Apr 2020	24 Apr 2027	14.10	24 Apr 2027	14.10	-	60,000
14th Grant	14 June 2021	14 June 2028	14.85	14 Jun 2028	14.85	-	1,50,000
15th Grant	02 Aug 2022	02 Aug 2029	6.64	2 Aug 2029	6.64	40,000	-
16th Grant	10 Nov 2022	10 Aug 2029	7.20	10 Nov 2029	7.20	1,05,000	-
17th Grant	24 Feb 2023	24 Feb 2030	3.12	24 Feb 2029	3.12	3,00,000	-
Total						**64,90,116**	**66,95,461**
Weighted average remaining contractual life of options outstanding at end of period (in years)						2.45	3.71

i) During the earlier years, the Company modified/repriced 82,70,157 outstanding (as on 31 Dec 2019) stock option granted (whether vested or not but yet to be exercised) to option grantees, in one or more tranches under the Employees Stock Option Scheme 2010 as amended in 2015 (hereinafter referred to as "Scheme"), exercisable into not more than 82,70,157 (as on 31 Dec 2019) fully paid-up equity shares of face value of ₹ 1/- (Rupee one) each upon payment of the Exercise price ranging from ₹ 18.70 to ₹ 42.20 per option, as above to ₹ 14.10 per option w.e.f 24 April 2020, and as a consequence thereof and as connected therewith, extend the exercise period by four years from the date of shareholders approval in Annual General Meeting held on 30 December 2020.

j) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	3rd Grant	5th Grant	6th Grant
Grant date	9-Oct-2013	29-Sep-2014	28-Oct-2015
Weighted average fair value of options granted ₹	7.98	13.3	3.03
Revised Exercise price (Refer note i above) ₹	14.10	14.10	14.10
Share price at the grant date ₹	22.25	35.30	32.15
Expected volatility	36.90%	38.82%	38.87%
Risk free interest rate	7.01%	7.15%	7.21%
Dividend yield	0.00%	0.00%	0.00%
Expected life of the options (years)	1.72	2.25	2.79

Notes forming part of the Consolidated Financial Statements

18 Equity share capital (Contd..)

Scheme	8th Grant	10th Grant	12th Grant
Grant date	30-Sep-2016	19-Feb-2018	22-Oct-2019
Weighted average fair value of options granted ₹	4.80	15.15	10.05
Revised Exercise price (Refer note i above) ₹	14.10	14.10	14.10
Share price at the grant date ₹	35.20	42.75	17.80
Expected volatility	35.81%	35.05%	79.00%
Risk free interest rate	6.38%	7.04%	6.30%
Dividend yield	0.00%	0.00%	0.00%
Expected life of the options (years)	2.75	3.40	3.72

Scheme	13th Grant	14th Grant	15th Grant	16th Grant	17th Grant
Grant date	24-Apr-2020	14-Jun-2021	2-Aug-2022	10-Nov-2022	24-Feb-2023
Weighted average fair value of options granted ₹	8.10	6.63	2.46	2.24	2.25
Exercise price (Refer note h above) ₹	14.10	14.85	6.64	7.20	3.12
Share price at the grant date ₹	14.65	15.45	6.64	7.20	3.12
Expected volatility	68.00%	31.99%	59.42%	59.75%	80.35%
Risk free interest rate	4.58%	6.06%	7.14%	6.93%	7.01%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	3.78	5.88	1.84	2.00	6.00

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.

k) Expense arising from share based payments transactions

(₹ in Lakhs)

	31 March 2023	31 March 2022
Gross expense / (reversal) arising from share based payments	10.44	54.27
Less: Options granted/(forfeited) to/(from) employees of subsidiaries recognised as deemed investment in subsidiaries	-	-
Employee share based payment expense /(reversal) recognised in consolidated statement of profit and loss (Refer note 30)	**10.44**	**54.27**

Notes:

(i) The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2023 was ₹ 11.86 (₹ 14.19).

Notes forming part of the Consolidated Financial Statements

19 (A) Other equity

(₹ in Lakhs)

	31 March 2023	31 March 2022
Reserves and surplus		
Capital Reserve		
As per last Balance Sheet	17.49	17.49
Securities premium		
As per last Balance Sheet	12,962.59	12,962.59
Debenture redemption reserve		
As per last Balance Sheet	1,421.88	1,421.88
Share options outstanding account		
As per last Balance Sheet	604.74	614.02
Add: Share based payment expense (net)	10.44	54.27
Less : Transferred to retained earnings on lapse of vested options	(56.98)	(63.54)
	558.20	**604.74**
General reserve		
As per last Balance Sheet	14,043.91	14,043.91
Retained earnings		
Opening Balance	13,943.47	14,105.73
Add : Loss for the year	(44,342.47)	(272.42)
Add :Transferred from share options outstanding account on lapse of vested options	56.98	63.54
Re-measurement gains / (losses) on defined benefit plans (net of tax)	0.86	46.62
	(30,341.16)	**13,943.47**
Total	**(1,337.09)**	**42,994.08**

19 (B) Non-controlling Interest

(₹ in Lakhs)

	31 March 2023	31 March 2022
As per last Balance Sheet	13,969.49	15,008.81
Add : Loss for the year	(1,816.34)	(1,039.32)
Total	**12,153.15**	**13,969.49**

Notes forming part of the Consolidated Financial Statements

20 Borrowings

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Debentures (Refer note (i) below) - Secured	-	-	2,667.17	3,369.38
Intercorporate deposits - Unsecured (Refer note (ii) below) [(Including interest ₹/lakhs 1,173.06 (₹/lakhs 1,048.12)]	11,245.01	9,497.59	-	206.50
Term loan from (Secured)				
- Banks (Refer note (iii) below)	15,022.85	13,993.94	3,092.50	4,648.78
- Other parties (Refer note (v) and (vi) below)	3,020.37	3,020.37	3.39	8.06
Term loan from (Unsecured)				
- Bank (Refer note (iii) below)	-	-	1,778.64	-
Bank overdraft facility (Refer note (iv) below) - Secured	-	-	2,992.64	5,379.76
Bank overdraft facility (Refer note (iii) below) - Unsecured	-	-	2,279.03	-
Current maturities of non current borrowings and interest accrued and due thereon	(4,455.40)	(3,656.69)	4,455.40	3,475.51
Total	**24,832.83**	**22,855.21**	**17,268.77**	**17,087.99**

For transactions relating to related party. Refer note 49.

i Debentures

650 (650) 10.40% Rated, Unlisted, Secured, Redeemable Non- Convertible Debentures (NCDs) of ₹/lakhs 10.00 each fully paid up aggregating to ₹/lakhs 2,667.17 (₹/lakhs 3,369.38) [including interest of ₹/lakhs 116.07 (₹/lakhs 18.28)], are issued for a period of 5 years and 3 months from the date of allotment as per original terms. The terms of the NCDs were revised w.e.f. 14 July 2020. As per the revised terms 650, 10.02% (revised coupon rate) NCDs of ₹/lakhs 6.85 (revised face value) were redeemable by 13 July 2022 in three installments starting from 13 January 2021. During the previous year, the terms of NCDs were revised again and accordingly were redeemable till 13 March 2023. Further during the year, the terms of NCDs were revised again and accordingly are now redeemable till 13 August 2023. However, the company has defaulted in redemption of debentures and payment of interest on such debentures during the year. The overdue amount of debentures as at 31 March 2023 is ₹/lakhs 1,701.25 (including interest accrued), the details whereof are given in note X(a) and X(b) below.The NCDs are secured by first pari passu charge on all the fixed and current assets, all the rights, titles and interest to provide security cover of 1.1 times on outstanding amount.

ii Intercorporate deposits - Unsecured

During the previous year, an assignment agreement was entered between Asian Satellite Broadcast Private Limited (the "Assignor") and Digital Subscriber Management Consultancy Services Private Limited (DSMCSPL) (the "Assignee") wherein the assignor assigned the outstanding ICD amount of ₹/lakhs 8,537.16 as at 01 April 2021 to the assignee and accordingly the Holding Company was discharged from its liabilities to the extent of the said amount payable to the assignor. The ICD carries interest @ 12.5% p.a. and is repayable on or before 04 April 2024, outstanding amount is ₹/lakhs 10,670.65 (₹/lakhs 9,497.59).

iii Term loans from banks

a) Abu Dhabi Commercial Bank (ADCB) had sanctioned term loan of ₹/lakhs 3,500.00 and overdraft facility of ₹/lakhs 1,900.00 vide credit facility sanction letter dated 18 July 2017 (together referred as credit facilities), which was secured by way of first charge ranking pari pasu over movable assets including current assets, loans and advances with minimum coverage of 1.25x for entire tenure of the facility which includes charge on the accounts that receive cash from franchisee/revenue of the Holding Company plus DSRA equivalent to one month interest to be maintained upfront and one immediate instalment

Notes forming part of the Consolidated Financial Statements

20 Borrowings (Contd..)

to be maintained one month prior to its schedule payment. However, ADCB assigned the said credit facilities to DCB Bank Limited (DCB) as per the Deed of Assignment and Subrogation Agreement both dated 31 March 2020 with same terms and conditions as per the original sanction letter. Further, the Holding Company opted to defer the tenure of its term loan under Moratorium benefits and the outstanding amount of ₹/lakhs 1,472.47 was payable in three equal monthly instalments starting from July 2021. However the Holding Company had defaulted in repayment of all three instalments including interest to DCB and accordingly outstanding term loan balance of ₹/lakhs 1,556.28 (including interest till 31 March 2022) was overdue as at 31 March 2022.

During the year, the Holding Company continued defaulting the repayment of the said credit facilities including interest to DCB. The Holding Company has been providing interest (including penal interest) on outstanding term loan and overdraft facility till 31 March 2023. The outstanding balances as at 31 March 2023 are Term Loan ₹/lakhs 1,778.68 (including interest) and Overdraft facility ₹/lakhs 2,279.03 (including interest). As the Holding Company has been defaulting in repayment of loan, DCB as per the terms of the Subrogation Agreement referred above may have recovered the amount due from ADCB and issued No Dues Certificate to the Holding Company during the year. Further, DCB has also satisfied the charges on the said outstanding credit facilities and Holding Company has also filed CHG-4 with the ROC for satisfaction of charge. In view of above, the said credit facilities have been classified as Unsecured as at 31 March 2023.

b) (i) Term loan from Axis Bank Limited ₹/lakhs 10,418.99 (₹/lakhs 9,869.45) [including interest accrued of ₹/lakhs 2357.78 (₹/lakhs 1,233.83) 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 beginning from 4th year i.e Financial year 2018. Also Refer note 59.

(ii) Term loan from Tamilnad Mercantile Bank Limited ₹/lakhs 2,607.37 (₹/lakhs 2,471.92) [including interest of ₹/lakhs 590.37 (₹/lakhs 309.53) carries interest @ bank's base plus spread rate of 2.65% p.a viz., 12.90% p.a. The loan is repayable in 37 quarterly installments beginning from 4th year i.e Financial year 2018. Also Refer note 59.

(iii) The above loans are secured by first charge on all present and future immovable, movable 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 subsidiary company viz Digital Ventures Private Limited (DVPL) 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 DVPL is party to including contractor guarantees, liquidated damages and all other contracts or letter of credit, guarantee, performance bond provided by any party to DVPL 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 DVPL.

c) (i) Term loan from Axis Bank Limited ₹/lakhs 348.53 (₹/lakhs 455.13) is secured by, first pari passu hypothecation charge on the entire current assets and movable assets (except vehicle) of the subsidiary company both present and future, pledge of shares and personal guarantee given by the promoter of the subsidiary company. The said loan is repayable in 8 Half yearly installment starting from September 2018. Last Installment due in February 2022. Rate of interest is 2.5% over banks 12 months Marginal Cost of Funds based Lending Rate (MCLR).

(ii) Term loan from SVC Co-operative Bank Ltd ₹/lakhs 4,740.46 (₹/lakhs 4,289.95) is secured by mortgage of immovable property at Mangalore. The said loan was restructured in accordance with Resolution Framework for Covid-19-related Stress issued by Reserve Bank of India dated 06 August 2020 bearing reference number DOR.No.BP.BC/3/21.04.048/2020-21 with sanction letter dated 22 March 2021. As per the revised sanction letter the loan is repayable in 36 monthly EMI of ₹/lakhs 49.60 from January 2023 to December 2025, 36 monthly EMI of ₹/lakhs 57.30 from January 2026 to December 2028, 9 monthly EMI of ₹/lakhs 66.10 from January 2029 to September 2031, further the subsidiary company has received Moratorium of 2 years from January 2021 to December 2022.

Notes forming part of the Consolidated Financial Statements

20 Borrowings (Contd..)

iv i) Overdraft facility from Yes bank of ₹/lakhs 2,380.15 (₹/lakhs 2,475.65) 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 facilities carries interest 6 months MCLR plus 4% spread.

ii) Overdraft facility from Axis Bank Limited and ICICI Bank Limited of ₹/lakhs 612.49 (₹/lakhs 917.65) is secured by fixed deposits (FD) (carries interest rate @ 1% pa over FD interest) and is repayable on demand. The subsidiary company MT Educare Limited (MTEL) and its subsidiary companies (MTEL Group) has exceeded the limit sanctioned in overdraft facility on various dates and also as at 31 March 2023 and 31 March 2022.

v Vehicle loan from Kotak Mahindra Prime Limited ₹/lakhs 3.39 (₹/lakhs 8.06) is secured against hypothecation of respective vehicle. The rate of interest is 8.92% p.a.

vi Term Loan from Xander Finance Private Limited assigned to Assets Care and Restructuring Enterprise Limited (ACRE). Term loan from Xander Finance Private Limited ₹/lakhs 3,020.37 (₹/lakhs 3,020.37) is secured by way of first pari passu hypothecation charge on the entire current assets and movable assets of the subsidiary companies both present and future; personal guarantee given by one of the promoter of the subsidiary company. Repayable in 10 half yearly installments starting from October 2018. Last installment due in March 2023. Rate of interest is 13.75%.

vii Satisfaction of charge is yet to be registered with Registrar of Companies (ROC) in respect of loan of ₹/lakhs 1,000.00 (₹/lakhs 1,000.00) sanctioned by Yes Bank Limited as the Holding Company has not received No Objection Certificate from the bank.

viii The subsidiary company MT Educare Limited (MTEL) and its subsidiary company has applied for One Time Restructuring (OTR) in accordance with Resolution Framework for Covid-19-related Stress issued by Reserve bank of India dated 06 August 2020, bearing reference number DOR.No.BP.BC/3/21.04.048/2020-21 but was rejected by the lender on 28 June 2021 and accordingly was declared as Non-Performing Assets (NPA). Subsequently the lender filed petition in National Company Law Tribunal (NCLT) against the company which was pending for admission in the NCLT. Since there are disputes w.r.t the claims and the matter is before NCLT, the Group has not recognised the interest expense there upon w.e.f 01 October 2021 amounting to ₹/lakhs 1,200.63 lakhs (₹/lakhs 257.74) (excluding penal interest if any) of the Group.

ix The Holding company, subsidiary company MT Educare Limited (MTEL) and its subsidiary companies (MTEL Group) are not required to submit quarterly statement as the borrowings are considered Non performing asset by bank and other parties.

Notes forming part of the Consolidated Financial Statements

20 Borrowings (Contd..)

x Details of continuing defaults as at 31 March 2023

a.	Lender	Principal			
		(₹ in Lakhs)	Due Date	Delay Days	Remarks
	Abu Dhabi Commercial Bank - Term loan-Opening Bal	1,472.47		>365	Unpaid
	Zee Entertainment Enterprises Limited - NCD	200.00	13 Aug 2022	230	Unpaid
	Zee Entertainment Enterprises Limited - NCD	200.00	13 Sep 2022	199	Unpaid
	Zee Entertainment Enterprises Limited - NCD	200.00	13 Oct 2022	169	Unpaid
	Zee Entertainment Enterprises Limited - NCD	200.00	13 Nov 2022	138	Unpaid
	Zee Entertainment Enterprises Limited - NCD	200.00	13 Dec 2022	108	Unpaid
	Zee Entertainment Enterprises Limited - NCD	200.00	13 Jan 2023	77	Unpaid
	Zee Entertainment Enterprises Limited - NCD	200.00	13 Feb 2023	46	Unpaid
	Zee Entertainment Enterprises Limited - NCD	200.00	13 Mar 2023	18	Unpaid
	Axis Bank Limited - MTEL Group **	215.27	Various Dates	Upto 607 Days	Unpaid
	Assets Care and Restructuring Enterprise Limited - MTEL Group **	2,666.59	Various Dates	Upto 913 Days	Unpaid
	SVC Co-operatvie Bank Limited **	181.20	Various Dates	Upto 89 Days	Unpaid
	Axis Bank Limited	299.59	31 Dec 2021	455	Unpaid
	Axis Bank Limited	300.00	31 Mar 2022	365	Unpaid
	Axis Bank Limited	300.00	30 Jun 2022	274	Unpaid
	Axis Bank Limited	300.00	30 Sep 2022	182	Unpaid
	Axis Bank Limited	300.00	31 Dec 2022	90	Unpaid
	Axis Bank Limited	300.00	31 Mar 2023	1	Unpaid
	Tamilnad Mercantile Bank Limited	73.11	31 Dec 2021	455	Unpaid
	Tamilnad Mercantile Bank Limited	75.00	31 Mar 2022	365	Unpaid
	Tamilnad Mercantile Bank Limited	75.00	30 Jun 2022	274	Unpaid
	Tamilnad Mercantile Bank Limited	75.00	30 Sep 2022	182	Unpaid
	Tamilnad Mercantile Bank Limited	75.00	31 Dec 2022	90	Unpaid
	Tamilnad Mercantile Bank Limited	75.00	31 Mar 2023	1	Unpaid

b.	Lender	Principal			
		(₹ in Lakhs)	Due Date	Delay Days	Remarks
	Abu Dhabi Commercial Bank - Term loan-Opening Bal	83.82		>365	Unpaid
	Abu Dhabi Commercial Bank - Overdraft- Opening Bal	138.43		>365	Unpaid
	Abu Dhabi Commercial Bank - Term loan	17.18	30 Apr 2022	335	Unpaid
	Abu Dhabi Commercial Bank - Term loan	17.95	31 May 2022	304	Unpaid
	Abu Dhabi Commercial Bank - Term loan	17.57	30 Jun 2022	274	Unpaid
	Abu Dhabi Commercial Bank - Term loan	18.35	31 Jul 2022	243	Unpaid
	Abu Dhabi Commercial Bank - Term loan	18.56	31 Aug 2022	212	Unpaid
	Abu Dhabi Commercial Bank - Term loan	18.17	30 Sep 2022	182	Unpaid
	Abu Dhabi Commercial Bank - Term loan	18.98	31 Oct 2022	151	Unpaid
	Abu Dhabi Commercial Bank - Term loan	18.58	30 Nov 2022	121	Unpaid
	Abu Dhabi Commercial Bank - Term loan	19.41	31 Dec 2022	90	Unpaid
	Abu Dhabi Commercial Bank - Term loan	19.63	31 Jan 2023	59	Unpaid
	Abu Dhabi Commercial Bank - Term loan	17.93	28 Feb 2023	31	Unpaid
	Abu Dhabi Commercial Bank - Term loan	20.06	31 Mar 2023	1	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	22.56	30 Apr 2022	335	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	23.58	31 May 2022	304	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	23.09	30 Jun 2022	274	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	24.13	31 Jul 2022	243	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	24.41	31 Aug 2022	212	Unpaid

Notes forming part of the Consolidated Financial Statements

20 Borrowings (Contd..)

b.	Lender	Principal			
		(₹ in Lakhs)	Due Date	Delay Days	Remarks
	Abu Dhabi Commercial Bank - Overdraft	23.90	30 Sep 2022	182	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	24.98	31 Oct 2022	151	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	24.46	30 Nov 2022	121	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	25.56	31 Dec 2022	90	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	25.86	31 Jan 2023	59	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	23.63	28 Feb 2023	31	Unpaid
	Abu Dhabi Commercial Bank - Overdraft	26.44	31 Mar 2023	1	Unpaid
	Zee Entertainment Enterprises Limited - NCD	0.05	13 Oct 2022	169	Unpaid
	Zee Entertainment Enterprises Limited - NCD	21.60	13 Nov 2022	138	Unpaid
	Zee Entertainment Enterprises Limited - NCD	20.59	13 Dec 2022	108	Unpaid
	Zee Entertainment Enterprises Limited - NCD	20.84	13 Jan 2023	77	Unpaid
	Zee Entertainment Enterprises Limited - NCD	20.47	13 Feb 2023	46	Unpaid
	Zee Entertainment Enterprises Limited - NCD	18.20	13 Mar 2023	18	Unpaid
	Assets Care and Restructuring Enterprise Limited - MTEL Group **	112.34*	31 Mar 2021	731 Days	Unpaid
	Assets Care and Restructuring Enterprise Limited - MTEL Group **	41.27	Various dates	Upto 1065 Days	Unpaid
	Assets Care and Restructuring Enterprise Limited - MTEL Group **	200.15	Various dates	Upto 731 Days	Unpaid
	Axis Bank Limited - MTEL Group **	10.87*	31 Mar 2021	731 Days	Unpaid
	Axis Bank Limited - MTEL Group **	122.37	Various dates	Upto 789 Days	Unpaid
	SVC Co-operatvie Bank Limited **	21.59	Various dates	Upto 89 Days	Unpaid
	Axis Bank Limited	1,138.88		>365	Unpaid
	Axis Bank Limited	95.42	01 Apr 2022	364	Unpaid
	Axis Bank Limited	92.34	01 May 2022	334	Unpaid
	Axis Bank Limited	95.42	01 Jun 2022	303	Unpaid
	Axis Bank Limited	92.34	01 Jul 2022	273	Unpaid
	Axis Bank Limited	95.42	01 Aug 2022	242	Unpaid
	Axis Bank Limited	95.42	01 Sep 2022	211	Unpaid
	Axis Bank Limited	92.34	01 Oct 2022	181	Unpaid
	Axis Bank Limited	95.42	01 Nov 2022	150	Unpaid
	Axis Bank Limited	92.34	01 Dec 2022	120	Unpaid
	Axis Bank Limited	95.42	01 Jan 2023	89	Unpaid
	Axis Bank Limited	95.42	01 Feb 2023	58	Unpaid
	Axis Bank Limited	86.18	01 Mar 2023	30	Unpaid
	Tamilnad Mercantile Bank Limited	285.14		>365	Unpaid
	Tamilnad Mercantile Bank Limited	23.89	01 Apr 2022	364	Unpaid
	Tamilnad Mercantile Bank Limited	23.12	01 May 2022	334	Unpaid
	Tamilnad Mercantile Bank Limited	23.89	01 Jun 2022	303	Unpaid
	Tamilnad Mercantile Bank Limited	23.12	01 Jul 2022	273	Unpaid
	Tamilnad Mercantile Bank Limited	23.89	01 Aug 2022	242	Unpaid
	Tamilnad Mercantile Bank Limited	23.89	01 Sep 2022	211	Unpaid
	Tamilnad Mercantile Bank Limited	23.12	01 Oct 2022	181	Unpaid
	Tamilnad Mercantile Bank Limited	23.89	01 Nov 2022	150	Unpaid
	Tamilnad Mercantile Bank Limited	23.12	01 Dec 2022	120	Unpaid
	Tamilnad Mercantile Bank Limited	23.89	01 Jan 2023	89	Unpaid
	Tamilnad Mercantile Bank Limited	23.89	01 Feb 2023	58	Unpaid
	Tamilnad Mercantile Bank Limited	21.58	01 Mar 2023	30	Unpaid

Notes forming part of the Consolidated Financial Statements

20 Borrowings (Contd..)

(c) Details of delays (other than continuing default) in repayments

Lender	Principal		
	(₹ in Lakhs)	Due Date	Delay Days
Zee Entertainment Enterprises Limited - NCD	200.00	13 May 2022	10
Zee Entertainment Enterprises Limited - NCD	200.00	13 Jun 2022	15
Zee Entertainment Enterprises Limited - NCD	200.00	13 Jul 2022	26
Axis Bank Limited - MTEL Group	112.59	Various dates	Upto 607 Days

(d) Details of delays (other than continuing default) in repayments

Lender	Interest		
	(₹ in Lakhs)	Due Date	Delay Days
Zee Entertainment Enterprises Limited - NCD	25.94	13 May 2022	10
Zee Entertainment Enterprises Limited - NCD	25.11	13 Jun 2022	15
Zee Entertainment Enterprises Limited - NCD	22.65	13 July 2022	26
Zee Entertainment Enterprises Limited - NCD	19.53	13 Aug 2022	16

* The subsidiary company MT Educare Limited (MTEL) and its subsidiary companies (MTEL Group) had availed to defer scheduled Term Loan as per RBI Circular of 27 March 2020 and 23 May 2020 on Moratorium for debt servicing for period 1 March 2020 till 31 August 2020. Accordingly, MTEL Group had deferred interest on term loan amounting to ₹/lakhs 112.34 and shall be repayable not later than 31 March 2021.

** The MTEL Group has considered delays/defaults as per the original sanction letter and as per RBI Circular of 27 March 2020 and 23 May 2020 on Moratorium.

21 Lease liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Lease liabilities (Refer note 36)	3,801.72	3,262.77	370.99	528.17
Total	**3,801.72**	**3,262.77**	**370.99**	**528.17**

22 Financial liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
A. Trade payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 40)	-	-	1,604.50	1,088.59
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	5,415.70	6,285.68
Total (A)	**-**	**-**	**7,020.20**	**7,374.27**

Notes forming part of the Consolidated Financial Statements

22 Financial liabilities (Contd..)

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
B. Other financial liabilities				
Deposits received - Customers	-	10.45	-	2.00
Deposits received - Others	1,678.35	1,493.15	5.77	5.77
Unclaimed dividend payable	-	-	25.17	26.26
Employee benefits payable	-	-	1,104.69	1,469.68
Creditors for capital expenditure				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 40)	-	-	48.21	41.05
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	514.90	410.78
Other payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 40)	-	-	262.39	154.29
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	4,770.22	5,356.35
Total (B)	**1,678.35**	**1,503.60**	**6,731.35**	**7,466.18**
Total (A+B)	**1,678.35**	**1,503.60**	**13,751.55**	**14,840.45**

Trade payable and others are non-interest bearing and are normally settled in normal trade cycle.

The Group's exposure currency and liquidity risk related to trade payable is disclosed in note 53.

Ageing schedule for outstanding as on 31 March 2023

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	234.87	810.14	78.01	164.65	256.45	1,544.12
(ii) Others	198.32	1,440.27	61.89	325.44	646.44	2,672.36
(iii) Disputed dues – MSME	-	6.69	7.14	8.39	38.16	60.38
(iv) Disputed dues - Others	-	48.63	17.10	42.39	170.14	278.26
Add: Provision for Expenses	-	-	-	-	2,465.08	2,465.08
Total	**433.19**	**2,305.73**	**164.14**	**540.87**	**3,576.27**	**7,020.20**

Notes forming part of the Consolidated Financial Statements

22 Financial liabilities (Contd..)

Ageing schedule for outstanding as on 31 March 2022

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	319.19	265.54	101.12	268.06	50.32	**1,004.23**
(ii) Others	72.67	881.81	102.24	1,096.87	319.17	**2,472.76**
(iii) Disputed dues – MSME	-	6.87	8.05	54.91	14.53	**84.36**
(iv) Disputed dues - Others	-	95.59	30.46	76.49	5.64	**208.18**
Add: Provision for Expenses	-	-	-	-	3,604.74	**3,604.74**
Total	**391.86**	**1,249.81**	**241.87**	**1,496.33**	**3,994.40**	**7,374.27**

23 Deferred tax liabilities

(₹ in Lakhs)

	Non-Current	
	31 March 2023	31 March 2022
Deferred tax liabilities		
Other temporary differences	159.48	80.09
Total	**159.48**	**80.09**

24 Provisions

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Provision for employee benefits				
- Gratuity	240.05	437.91	267.57	43.47
- Leave benefits	68.52	100.92	119.20	113.93
- Bonus	-	-	17.11	-
Total	**308.57**	**538.83**	**403.88**	**157.40**

25 Other liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Contract liabilities (Refer note 42) #	71.56	199.11	8,628.82	5,358.05
Deferred deposit	14,485.13	15,099.83	717.33	913.54
Statutory dues payable	-	-	864.44	1,579.34
Others	-	-	97.71	49.18
Total	**14,556.69**	**15,298.94**	**10,308.30**	**7,900.11**

Fees collected in advance from students to the extent of revenue which will not be recognised within the Group's operating cycle have been classified as "Other non current liabilites".

Notes forming part of the Consolidated Financial Statements

26 Current tax liabilities

(₹ in Lakhs)

	31 March 2023	31 March 2022
Provision for taxation (net of advances)	860.07	471.65
Total	**860.07**	**471.65**

27 Revenue from operations

(₹ in Lakhs)

	31 March 2023	31 March 2022
Services		
- Course fees/royalty	3,689.30	2,583.77
- Franchisee fees	1,307.36	994.24
- Lease rental	1,203.74	2,638.37
- Manpower supply & reimbursement of expenses	6,439.97	4,447.31
- Sale of municipal waste	-	2,019.43
- Coaching and teaching services (net of discount and concession)	5,688.84	5,206.44
- Others	31.17	15.26
Sales - Educational goods and equipments	14,006.09	6,801.78
Sales - Hardware and content	38.42	74.99
Other operating revenue	12.18	6.68
Total	**32,417.07**	**24,788.27**

28 Other income

(₹ in Lakhs)

	31 March 2023	31 March 2022
Interest income on financial assets at amortised cost		
- on bank deposits	16.45	2.72
- on loans and advances to others	870.70	808.24
Interest income others		
- others	217.44	289.85
Financial guarantee commission	2.06	283.83
Unwinding of discount of security deposits / Financial guarantee obligation	264.29	320.87
Gain on derecognition of right-of-use assets	11.43	395.92
Profit on sale of property, plant and equipment (net)	-	2.77
Reversal of provision / liabilities no longer required	552.52	276.38
Miscellaneous income	89.29	1,057.01
Total	**2,024.18**	**3,437.59**

For transactions with related parties, Refer note 49.

Notes forming part of the Consolidated Financial Statements

29 Operational cost

(₹ in Lakhs)

	31 March 2023	31 March 2022
a) Educational goods and equipments		
Opening - Inventories	492.72	1,065.78
Add: Purchases	7,805.11	1,518.61
Less: Closing - Inventories (Refer note 14)	(2,620.19)	(492.72)
Total (a)	**5,677.63**	**2,091.67**
b) Other educational operating expenses		
- Rent	446.08	452.67
- Electricity	168.45	121.15
- Manpower cost and other professional fees	2,908.62	2,379.42
- Student material and test expenses	331.66	271.26
- Others	254.56	202.45
Total (b)	**4,109.37**	**3,426.95**
Total (a+b)	**9,787.00**	**5,518.62**

30 Employee benefits expense

(₹ in Lakhs)

	31 March 2023	31 March 2022
Salaries and allowances	9,254.80	8,297.56
Share based payment expense (Refer note 18 (k))	10.44	54.27
Contribution to provident and other funds	828.24	891.99
Training and recruitment cost	217.57	113.57
Staff welfare expenses	71.05	59.94
Total	**10,382.10**	**9,417.33**

31 Finance costs

(₹ in Lakhs)

	31 March 2023	31 March 2022
Interest expenses on -		
- Borrowings	3,434.52	3,586.07
- Defined benefit obligation	9.28	8.73
- Lease liabilities (Refer note 36)	408.64	416.98
- Others	224.20	97.14
Unwinding of discount on interest free deposits	184.35	164.74
Other financial charges	94.16	151.72
Total	**4,355.15**	**4,425.38**

Notes forming part of the Consolidated Financial Statements

32 Depreciation and amortisation expense

(₹ in Lakhs)

	31 March 2023	31 March 2022
Depreciation on property, plant and equipment	443.64	599.40
Amortisation of right-of-use assets	934.50	1,203.88
Depreciation on investment property	1,080.25	1,081.65
Amortisation of intangible assets	750.75	784.52
Total	**3,209.14**	**3,669.45**

33 Other expenses

(₹ in Lakhs)

	31 March 2023	31 March 2022
Rent	77.21	87.93
Repairs and maintenance - others	403.54	297.93
Insurance	45.50	73.46
Rates and taxes	61.63	114.56
Electricity and water charges	4.38	9.91
Communication expenses	163.71	124.01
Printing and stationery	117.81	68.75
Travelling and conveyance expenses	983.10	593.86
Legal and professional charges	912.10	739.82
Payment to auditors (Refer note 39)	66.55	62.27
Freight and packaging charges	960.42	538.57
Directors sitting fees	15.80	13.40
Bad debts / advances written off	22.58	-
Loss on sale / discard of property, plant and equipments (net)	620.80	329.43
Allowances for credit losses	2,404.58	876.42
Marketing, advertisement and publicity expenses	1,652.94	589.47
Provision for impairment of investments	0.01	-
Provision for Impairment of Property, plant and equipment and Intangible assets	991.65	48.22
Corporate social responsibility expenditure (Refer note 43)	121.00	307.65
Miscellaneous expenses	95.99	236.30
Total	**9,721.30**	**5,111.96**

Notes forming part of the Consolidated Financial Statements

34 Tax expense

a) The major components of income tax for the year are as under:

(₹ in Lakhs)

	31 March 2023	31 March 2022
Income tax related to items recognised directly in the consolidated statement of profit and loss		
Current tax - current year	1,324.61	944.56
- earlier years	70.77	335.85
Deferred tax charge / (credit)	(428.60)	118.55
Total	**966.78**	**1,398.96**

b) A reconciliation of income tax expense applicable to profit / (loss) before income tax at statutory rate to the income tax expense at Group's effective income tax rate for the year ended 31 March 2023 and 31 March 2022 is as follows:

(₹ in Lakhs)

	31 March 2023	31 March 2022
Profit / (loss) before tax	(45,192.08)	83.12
Income tax rate of 25.17% (25.17%)	(11,374.85)	20.92
Tax effect on non-deductible expenses	10,513.33	3,433.03
Additional allowances for tax purposes	(777.46)	(858.08)
Other temporary difference	2,605.76	(1,172.16)
Effect of change in tax rate	-	(64.47)
Tax of earlier years	-	39.72
Tax expense recognised in the consolidated statement of profit and loss	**966.78**	**1,398.96**

c) Deferred tax recognized in statement of other comprehensive income

(₹ in Lakhs)

For the year ended	31 March 2023	31 March 2022
Defined benefits obligation	0.03	(16.94)

d) The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 25.17% (25.17%) for the year ended 31 March 2023.

e) Deferred tax recognized in consolidated statement of profit and loss

(₹ in Lakhs)

For the year ended	31 March 2023	31 March 2022
Defined benefits obligation	30.43	40.59
Depreciation and amortization	318.71	12.12
Provision for expected credit losses	(109.53)	201.77
Business loss and unabsorbed depreciation carried forward	(338.30)	-
Difference in Right-of-use assets and lease liabilities	-	-
Other temporary difference	(329.91)	(135.93)
Total	**(428.60)**	**118.55**

Notes forming part of the Consolidated Financial Statements

34 Tax expense (Contd..)

f. Reconciliation of deferred tax assets / (liabilities) net:

(₹ in Lakhs)

Reconciliation of deferred tax assets / (liabilities) net:	31 March 2023	31 March 2022
Opening balance (net)	**7,728.00**	**7,852.12**
Deferred tax (charge)/credit recognised in		
- Statement of profit and loss	428.60	(118.55)
- Recognised in other comprehensive income	0.03	(16.94)
Total	**8,156.63**	**7,716.63**
Other temporary difference	(11.43)	-
MAT Credit entitlement	-	11.37
Grand Total	**8,145.20**	**7,728.00**

g) The Group has unused tax losses of ₹/lakhs 8,005.93 (₹/lakhs 5,077.32). These losses are available for offsetting for eight years against future taxable income of the Company. Deferred tax assets of ₹/lakhs 1,363.65 (₹/lakhs 954.57)has been not recognised in respect unused tax losses of ₹/lakhs 5,417.76 (₹/lakhs 3,792.47) in absence of convincing evidence to generate sufficient future taxable profits. Significant management judgement has been considered in determining the provision for income tax, deferred tax assets and liabilities and recoverability of deferred tax assets. The recoverability of deferred tax assets is based on estimate of the taxable income for the period over which deferred tax assets will be recovered.

The Group has unabsorbed business loss / depreciation which according to the management will be used to set off taxable profit arising in next few years from the operations of the Group. However, deferred tax assets has not been recognised due to virtual certainty for realisability of such deferred tax assets.

Deferred tax asset on provision for doubtful debts, other advances and loans of ₹/lakhs 561.48 (₹/lakhs 151.00) is not created in absence of convincing evidence to generate sufficient future taxable profits.

35 Leases

A. Rent expenses :

During the year, the Group has incurred a total expenditure of ₹/lakhs 227.19 (₹/lakhs 280.71) on rent out of which ₹/lakhs 131.61 (₹/lakhs 224.11) has been transferred to Investment property under development. Classification of the expenditure in Investment property under development has been done since are under construction and hence yet to be capitalised.

B. Present business activities

The civil work of the Group for the balance construction of the building at Goa, Nagpur, Karnal, Patiala to the Educational Trusts are in progress. The development rights acquired by the Group is also for the said purpose.

Notes forming part of the Consolidated Financial Statements

36 Disclosure as per Ind-AS 116 (Leases)

Right-of-use assets

(a) ROU assets' comprises leased assets of office/branch premises that do not meet the definition of investment property.

(₹ in Lakhs)

	31 March 2023	31 March 2022
Opening Balance	3,583.32	5,604.99
Additions during the year	1,143.17	922.04
Amortisation during the year	934.50	1,203.88
Disposal during the year (net)	104.16	1,739.83
Closing Balance	**3,687.83**	**3,583.32**

The aggregate amortisation expense on right-of-use asset is included under depreciation and amortisation expense in the consolidated statement of profit and loss.

(b) The following is the break-up of current and non-current lease liabilities

(₹ in Lakhs)

	31 March 2023	31 March 2022
Current lease liabilities	370.99	528.17
Non current lease liabilities	3,801.72	3,262.77
Total	**4,172.71**	**3,790.94**

(c) The following is the movement in lease liabilities

(₹ in Lakhs)

	31 March 2023	31 March 2022
Opening Balance	3,790.94	5,715.20
Additions during the year	1,143.17	922.04
Interest on lease liability	408.64	416.98
Payment of lease liabilities	1,065.87	1,765.17
Disposal / Derecognition of Lease Liability	104.17	1,498.11
Closing Balance	4,172.71	3,790.94

(d) Lease liabilities Maturity Analysis

(₹ in Lakhs)

	31 March 2023	31 March 2022
Maturity analysis - contractual undiscounted cash flows		
Less than one year	636.04	3,262.56
One to five years	2,701.95	2,411.92
More than five years	8,401.69	8,699.95
Total undiscounted lease liabilities	**11,739.68**	**14,374.43**

Notes forming part of the Consolidated Financial Statements

36 Disclosure as per Ind-AS 116 (Leases) (Contd..)

(e) Lease rental of ₹/lakhs 523.29 (₹/lakhs 540.60) pertaining to short term leases and low value asset has been charged to consolidated statement of profit and loss.

(f) The Group has taken office, residential facilities and plant and machinery (including equipments) etc. under cancellable/non cancellable lease agreement 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.

37 A) Contingent liabilities (to the extent not provided for) :

(₹ in Lakhs)

		31 March 2023	31 March 2022
a)	Claims against the Group not acknowledged as debts (Refer note 37.1 and 37.2 below)	258.28	436.79
b)	Disputed direct taxes (Refer note 37.3)	949.27	809.78
c)	Disputed indirect taxes	8,052.32	3,569.37
d)	Corporate guarantee given against the loan outstanding ₹/lakhs 729.85 (₹/lakhs 699.19) (Refer note 37.4)	2,435.00	2,435.00
e)	Other statutory dues	168.14	373.39
f)	Invocation of Shares (Refer note 37.5)	681.21	-
g)	Interest not provided for borrowings (Refer note 37.6)	851.43	-
h)	Ministry of Minority Affairs (GOI) (Refer note 37.7)	355.03	-
i)	Claims received under IBC - in excess of accounts (Refer note 37.8)	1,168.31	-
j)	Operational Creditor (Refer note 37.9)	548.62	-
k)	Guarantee - IndusInd Bank (Refer note 37.10)	22.10	-
l)	Insolvency Resolution professional Fees	6.00	-
m)	Other matters (Refer note 37.2)	160.10	-

Notes forming part of the Consolidated Financial Statements

37 A) Contingent liabilities (to the extent not provided for) (Contd..):

37.1 Amount represents the best possible estimates. The Group has engaged reputed professionals to protect its interest and has been advised that it has firm legal position against such disputes.

37.2 The Group has received legal notices of claims/law suits filed against it relating to other matters. In the opinion of the management, no material liability is likely to arrive on account of such claims/law suits.

37.3 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.

37.4 The Group has provided Corporate guarantees to various trusts pursuant to the long term partnership arrangement entered. Corporate Guarantee is utilised for business purposes.

37.5 The Group had taken loan from a Bank and other lenders which was secured against the pledge of equity shares of MT Educare Limited (MTEL) held by one of its promoters. The pledge was invoked by the lender and was adjusted against the dues owed by the Group. Total Amount of shares pledged and Invoked was ₹/lakhs 974.41 as received by the Group in IBC claim from its Promoter Mr. Mahesh Shetty, out of which ₹/lakhs 293.20 was pertaining to the Group and has been already provided for in the books of accounts, balance ₹/lakhs 681.21 is pertaining to MTEL Group and has been considered above as contingent liability.

37.6 The Group has not recognised interest expense on term loan from Axis Bank and ACRE (Non Banking Finance Company) w.e.f 01 October 2021 amounting to ₹/lakhs 851.43 lakhs (₹/lakhs 175.86) (excluding penal interest if any).

37.7 As per Notice received dated 30 January 2023 from Ministry of Minority Affairs (GOI), the Group has failed to comply with the Ministry's guidelines/office orders/terms and conditions mentioned in the MOU and also the Group failed to furnish satisfactory responses to the Show Cause Notice dated 26 July 2022 received from Ministry and accordingly the Ministry decided to barred the Group for a period of 5 years from all initiatives / schemes of MoMA. In addition to barring, the grants released to the Group by the Ministry would be recovered along with 10% penal interest per annum as mentioned in General Financial Rules (GFR) 2017.

37.8 During the current year, The Group has received claims under CIRP pertaining to NCLT order dated 16 December, 2022 (Refer note 62). The amount taken as Contingent liability is to the extent of claim amount received from various vendors over and above the liability accounted in the books of accounts.

37.9 Connect Residuary Private limited (Operational Creditor) had filed petition in NCLT seeking to initiate Corporate Insolvency Resolution Process (CIRP) against the MT Educare Limited by invoking the provisions of Section 9 of Insolvency and Bankruptcy code, 2016 read with Rule 6 of Insolvency & Bankruptcy (Application to Adjudicating Authority) Rules, 2016 for resolution of unresolved operational debt of ₹/ lakhs 548.62, pertaining to which the MT Educare Limited received NCLT order dated 16 December 2022 (Refer note 62).

37.10 The Group received claim from IndusInd Bank towards Guarantee for ₹/lakhs 22.10 under IRP. However, the said claim was rejected by CIRP since the guarantee was already expired as on date on submission of claim.

B) 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. The Group has received and filed legal notices of claims. The management is of the view that no material liability is likely to arrive on account of these claims.

38 Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) as at 31 March 2023 is ₹/lakhs 7.43 (₹/lakhs 4,862.82)

As on date, the Group has not made any Capex budget nor it has any plans to spend any amount on long term assets or any business expansions except as mentioned above.

Notes forming part of the Consolidated Financial Statements

39 Payment to auditors

For Holding Company

(₹ in Lakhs)

	31 March 2023	31 March 2022
Audit fees (including limited review)	21.00	17.50
Tax audit fees	2.50	2.50
Certification and Others	1.13	0.15
Total	**24.63**	**20.15**

For subsidiaries

(₹ in Lakhs)

	31 March 2023	31 March 2022
Audit fees	35.93	35.62
Tax audit fees	5.15	5.81
Certification and Others	0.84	0.69
Total	**41.92**	**42.12**

40 Micro, small and medium enterprises

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 ("The Act") are given as follows.

(₹ in Lakhs)

		31 March 2023	31 March 2022
a)	The principal amount remaining unpaid to any supplier at the end of each accounting year.	1,508.82	967.86
b)	The interest due thereon remaining unpaid to any supplier at the end of each accounting year.	95.77	76.70
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.	406.28	316.07
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 Consolidated Financial Statements

41 Dividend

No Dividend on equity shares is paid or proposed by the Board of Directors for the year ended 31 March 2023.

42 Disclosures as required by Ind AS 115

(a) Reconciliation of revenue recognised in the consolidated statement of profit and loss with the contracted of price :

(₹ in Lakhs)

	31 March 2023	31 March 2022
Revenue which should have been recognised as per contracted price	33,551.25	27,158.16
Adjustments for unearned revenue	555.70	(173.55)
Less : Credits/Discount given	(1,689.88)	(2,196.34)
Revenue Recognised in the consolidated statement of profit and loss	**32,417.07**	**24,788.27**

(b) Revenue Disaggregation by Industrial Vertical & Geography is as follows :

(₹ in Lakhs)

Revenue by offerings :	31 March 2023	31 March 2022
Educational Services / India	24,773.36	15,683.17
Construction and leasing (for education) / India	1,203.74	2,638.37
Training, Manpower and related activities / India	6,439.97	6,466.73
Total	**32,417.07**	**24,788.27**

(c) Timing of Revenue Recognition :

(₹ in Lakhs)

Revenue by offerings :	31 March 2023	31 March 2022
Services transferred at point in time	15,395.22	9,912.37
Services transferred over period of time	17,021.85	14,875.90
Total	**32,417.07**	**24,788.27**

(d) Contract balances :

(₹ in Lakhs)

	31 March 2023	31 March 2022
Trade receivables relating to contract with customers	2,637.53	10,299.74
Contract assets - Unbilled receivables (net of impairment allowances)	684.27	1,311.24
Contract liabilities - Advance fees current	8,628.82	5,358.05
Contract liabilities - Advance fees non current	71.56	199.11

(e) Management expects that transaction price allocated to the unsatisfied contracts as of 31 March 2023 ₹/lakhs 8,700.38 will be recognised as revenue upto 31 March 2024.

Notes forming part of the Consolidated Financial Statements

43 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, the Group is required to spend ₹/lakhs 99.44 (₹/lakhs 129.08) for the year against which ₹/lakhs 121.00 (₹/lakhs 130.00) has been spent on activities specified in Schedule VII of the Companies Act, 2013.

(₹ in Lakhs)

		31 March 2023	31 March 2022
(i)	Amount required to be spent by the Group during the year	99.44	129.08
(ii)	Amount of expenditure incurred	121.00	144.50
(iii)	Shortfall / (Excess) at the end of the year	(36.98)	(15.42)
(iv)	Total of previous years shortfall	-	163.15
(v)	Reason for shortfall	-	Covid 19
(vi)	Nature of CSR activities	Promotion for Education of Children	Promotion for Education of Children
(vii)	Details of related party transactions, e.g., contribution to a trust controlled by the Group in relation to CSR expenditure as per relevant Accounting Standard (Refer note 49)	90.00	NA
(viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	NA

Note : During the previous year ended 31 March 2022, the Group had provided ₹/lakhs 163.15 being the unspent CSR amount for the financial year 2020-21 which is transferred to a fund (Prime Minister Relief Fund) as specified in Schedule VII to the Companies Act, 2013 during the current year.

44 The Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and postemployment received Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on 13 November 2020 draft rules were published and invited for stakeholders' suggestions. The Central Government on 30 March 2021 has deferred the implementation of the said Code and the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will account for the related impact in the period the Code becomes effective.

45 Going Concern

The Covid-19 pandemic had caused an adverse impact on the business operations of the Group and its financial health. The Holding company and certain subsidiary companies had defaulted in their debt obligations and also the Holding Company/ one subsidiary company had received notices from Yes Bank Limited and other lenders for invocation of corporate guarantees. Further, Yes Bank Limited has filed petitions in National Company Law Tribunal (NCLT) to initiate Corporate Insolvency Resolution Process (CIRP) against the Holding Company and its subsidiary company as corporate guarantors (Refer note 55). Also in the case of one subsidiary company viz MT Educare Limited NCLT has admitted the application and ordered the commencement of CIRP. These events indicate the existence of material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. However, the management has re-evaluated and concluded that the Group will have sufficient liquidity to continue its operations in an uninterrupted manner, demand for its product portfolio and improvement in projected cash flows through normal operations and timely monetization of assets. In view of above and further based on business potential and the mitigating steps being taken by the Group, these consolidated financial statements have been prepared on going concern basis.

Notes forming part of the Consolidated Financial Statements

46 Earnings per share (EPS)

	31 March 2023	31 March 2022
Profit/ (Loss) after Tax (₹ lakhs)	(44,342.47)	(272.42)
Weighted Average number of equity shares for Basic EPS (in numbers)	32,60,92,725	32,60,92,725
Weighted Average number of equity shares for Diluted EPS (in numbers)	32,62,40,675	32,61,04,402
Face value of equity shares (₹)	1	1
Basic EPS (₹)	(13.60)	(0.08)
Diluted EPS (₹)*	(13.60)	(0.08)

* Diluted EPS for the year ended 31 March 2023 and 31 March 2022 are anti-dilutive and hence the basic and diluted EPS are same.

47 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 30 "Employee benefit expenses" of the consolidated 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 gratuity at the group level is non-funded except in the case of MT Educare Limited and its subsidiaries (MTEL Group) where the said obligation is funded. The obligation for leave benefits (non funded) is also recognised using the projected unit credit method.

(₹ in Lakhs)

I.	Expenses recognised during the year	31 March 2023	31 March 2022
		Gratuity	
1.	Current Service Cost	46.74	60.69
2.	Interest Cost	28.64	36.05
	Total Expenses	**75.38**	**96.74**

(₹ in Lakhs)

II.	Amount recognized in other comprehensive income (OCI)	31 March 2023	31 March 2022
1.	Opening amount recognized in OCI	(149.36)	(82.00)
2.	Remeasurement during the period due to		
	- Changes in financial assumptions	8.40	(5.44)
	- Changes in experience charges	(2.32)	(61.92)
3.	Closing amount recognized in OCI	(143.28)	(149.36)

Notes forming part of the Consolidated Financial Statements

47 Employee Benefits (Contd..)

(₹ in Lakhs)

III.	Net Asset /(Liability) recognised in the Balance Sheet as at	31 March 2023	31 March 2022
1.	Present value of defined benefit obligation (DBO)	(535.78)	498.19
2.	Fair value of planned assets	31.75	21.98
3.	Net Asset / (Liability)	(504.03)	(476.22)

(₹ in Lakhs)

IV.	Amount classified as:	31 March 2023	31 March 2022
1.	Current provision (Refer note 24)	267.57	43.47
2.	Non-current provision (Refer note 24)	240.05	437.91
3.	Other Current Asset (Refer note 13)	5.15	5.15

(₹ in Lakhs)

V.	Reconciliation of Net Asset / (Liability) recognised in the Balance Sheet as at	31 March 2023	31 March 2022
1.	Net Asset / (Liability) at the beginning of year	(498.19)	(639.29)
2.	Expense as per I above	(75.38)	(96.74)
3.	Other comprehensive income as per II above	(6.22)	66.22
4.	Benefits paid	44.01	171.62
	Net Asset / (Liability) at the end of the year	**(535.78)**	**(498.19)**

(₹ in Lakhs)

VI.	Changes in the fair value of plan assets:	31 March 2023	31 March 2022
1.	Fair value of plan assets as at the beginning of the year	21.98	20.51
2.	Expected return on plan assets	1.30	1.21
3.	Contributions	8.00	-
4.	Actuarial loss on plan assets	0.47	0.25
	Fair value of plan assets as at the end of the year	**31.75**	**21.98**

(₹ in Lakhs)

VII.	The following payments are expected to defined benefit plan in future years :	31 March 2023	31 March 2022
1.	Expected benefits for year 1	299.53	260.64
2.	Expected benefits for year 2 to year 5	134.23	132.76
3.	Expected benefits beyond year 5	103.78	106.78

(₹ in Lakhs)

VIII.	Actuarial Assumptions	31 March 2023	31 March 2022
1.	Discount rate	7.32%	6.89%
2.	Expected rate of salary increase	6.33%	6.25%
3.	Mortality	IALM (2012-14)	IALM (2012-14)
4.	Attrition Rate	14.38%	9.88%

Notes forming part of the Consolidated Financial Statements

47 Employee Benefits (Contd..)

IX. 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 100 basis points.

(₹ in Lakhs)

	Discount Rate	Salary Escalation rate
Impact of increase in 100 bps on DBO	73.14	85.44
Impact of decrease in 100 bps on DBO	85.68	73.36

Notes:

(a) The current service cost recognized as an expense is included in Note 30 '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.

X. The Company is exposed to various actuarial risks which are as follows:

(a) Interest rate risk - The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the defined benefit and will thus result in an increase in the value of the liability.

(b) Liquidity risk - This is the risk that the Company is not able to meet the short-term benefit payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

(c) Salary escalation risk - The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

(d) Demographic risk - The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse as compared to the assumptions.

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 30 'Employee benefits expense'.

Notes forming part of the Consolidated Financial Statements

48 Ratio Disclosure

		31 March 2023	31 March 2022	Variance	Numerator	Denominator
(a)	Current ratio	0.37	0.48	-22.3%	Current assets	Current liabilities
(b)	Debt equity ratio	2.99	0.66	350.9%	Total debts	Equity
(c)	Debt service coverage ratio	(0.94)	0.12	-893.6%	Net operating income	Total debt
(d)	Return on equity ratio	-327.90%	-2.18%	14907.8%	Net income	Equity
(e)	Inventory turnover ratio	6.29	7.08	-11.2%	Cost of goods sold	Average inventory
(f)	Trade receivable turnover ratio	5.01	2.55	96.5%	Total sales	Average trade receivable
(g)	Trade payable turnover ratio	1.36	0.67	104.4%	Total purchase	Average trade payable
(h)	Net capital turnover ratio	2.30	0.41	459.5%	Total sales	Equity
(i)	Net profit ratio	-142.39%	-5.31%	2582.4%	Net income	Total sales
(j)	Return on capital employed	-68.73%	4.34%	-1681.9%	Earning before interest and taxes	Capital employed

Reasons for variance more than 25%

(a) Debt equity ratio increased during the year due to net loss during the year as compared to previous year.

(b) Debt service coverage ratio decreased during the year due to net loss during the year as compared to previous year.

(c) Return on equity ratio deteriorated during the year due to net loss during the year as compared to previous year.

(d) Trade receivable turnover ratio improved due to increase in revenue during the year.

(e) Trade payable turnover ratio improved due to decrease in outstanding payable during the year.

(f) Net capital turnover ratio improved due to increase in total sales during the year as compared to previous year.

(g) Net profit ratio decreased due to net loss during the year.

(h) Return on capital employed decreased due to net loss during the year.

49 Related party disclosures

(i) Board of Directors & Key Managerial Personnel

Mr. Roshan Lal Kamboj - Non-Executive Independent Director

Mr. Dattatraya Kelkar - Non-Executive Independent Director

Ms. Nanette D'sa - Non-Executive Independent Director

Mr. Surender Singh- Non-Executive Non-Independent Director

Mr. Karunn Kandoi - Non-Executive Independent Director

Mr. Vikash Kar - Chief Executive Officer and Whole-Time Director (Resigned w.e.f. 14 June 2021)

Mr. Ritesh Handa - Chief Executive Officer (Appointed w.e.f 14 June 2021) and Whole-Time Director (Appointed w.e.f 31 August 2021), resigned w.e.f 16 February 2023

Mr. Rakesh Agarwal - Chief Financial Officer (Resigned w.e.f. 01 July 2021)

Notes forming part of the Consolidated Financial Statements

49 Related party disclosures (Contd..)

Mr. Anil Gupta - Company Secretary (Appointed w.e.f. 29 June 2021)

Mr. Anish Shah - Chief Financial Officer (Appointed w.e.f. 18 January 2022)

Mr. Manish Rastogi- Chief Executive Officer (Appointed w.e.f 24 February 2023) and Whole-Time Director (w.e.f 22 March 2023)

(ii) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the financial year.

Digital Subscriber and Management Consultancy Services Private Limited, Creantum Security Solutions Private Limited., Subhash Chandra Foundation, Pan India Infrastructures Private Limited, Essel Damoh Jabalpur Toll Road Limited, Essel Sagar Damoh Toll Road Limited, Essel Highways Limited, Essel Ludhiana Talwandi Toll Road Private Limited, Jabalpur MSW Private Limited, Jabalpur Waste Collection and Transportation Management Private Limited, Kundli Manesar Expreeways Limited, NRSS XXXVI Transmission Limited, Varanasi STP Projects Private Limited, Western Mp Infrastructure & Toll Roads Private Limited, Navi AMC Limited, Zee Entertainment Enterprises Limited *, Essel Corporate LLP *, Pan India Network Infravest Private Limited*, Jay Properties Private Limited *, Diligent Media Corporation Limited *, Zee Studios Limited *.

* The Holding Company during the year carried out review of related party relationship. Based on such review, which is also taken note by the Audit Committee and the Board of Directors of the Holding Company, these parties are not related parties w.e.f. 01 April 2022.

(₹ in Lakhs)

A) Transactions with related parties	31 March 2023	31 March 2022
Long- term borrowings	**1,187.20**	**1,067.15**
Other related parties		
Digital Subscriber Management and Consultancy Services Private Limited (Refer note 20 (ii))	1,187.20	1,067.15
Redemption of Non Convertible Debentures	**-**	**1,000.00**
Other related parties		
Zee Entertainment Enterprises Limited*		1,000.00
Interest expense	**-**	**396.40**
Other related parties		
Zee Entertainment Enterprises Limited*		396.40
Sales and services	**480.55**	**1,279.74**
Other related parties		
Essel Damoh Jabalpur Toll Road Limited	3.99	24.59
Essel Highways Limited	2.79	17.44
Essel Ludhiana Talwandi Toll Road Private Limited	-	2.16
Jabalpur MSW Private Limited	39.97	132.38
Jabalpur Waste Collection and Transportation Management Private Limited	38.55	906.77
Kundli Manesar Expreeways Limited	37.07	34.18
NRSS XXXVI Transmission Limited.	-	0.66
Varanasi STP Projects Private Limited	-	1.46
Western Mp Infrastructure & Toll Roads Private Limited	354.99	146.48
Navi AMC Ltd	-	1.23
Creantum Security Solutions Private Limited	3.19	12.39
Purchase of Property, plant and equipment and Intangible assets	**-**	**60.00**
Other related parties		
Essel Corporate LLP*	-	60.00
Purchase of Services	29.58	276.76
Other related parties		
Digital Subscriber Management and Consultancy Services Private Limited	7.33	10.61
Pan India Network Infravest Private Limited *	-	3.26
Zee Entertainment Enterprises Limited *	-	55.03

Notes forming part of the Consolidated Financial Statements

49 Related party disclosures (Contd..)

(₹ in Lakhs)

A) Transactions with related parties	31 March 2023	31 March 2022
Essel Corporate LLP *	-	120.00
Jay Properties Private Limited *	-	80.00
Creantum Security Solutions Private Limited	22.25	7.86
Corporate Social Responsibility expenditure	**90.00**	**-**
Other related party		
Subhash Chandra Foundation	90.00	-
Remuneration	**186.64**	**120.98**
Key Managerial personnel		
Mr. Vikash Kar	-	30.13
Mr. Rakesh Agarwal	-	9.48
Mr. Ritesh Handa	112.35	67.80
Mr. Manish Rastogi	32.08	-
Mr. Anish Shah	32.57	6.74
Mr. Anil Gupta	9.64	6.83
Directors sitting fees	**10.80**	**6.80**
Key Managerial personnel		
Mr. Karunn Kandoi	1.70	0.70
Ms. Nanette D'sa	3.10	2.00
Mr. Surender Singh	1.50	0.80
Mr. Dattatraya Kelkar	2.20	1.30
Mr. Roshan Lal Kamboj	2.30	2.00

(₹ in Lakhs)

B) Balances outstanding as at 31 March	31 March 2023	31 March 2022
Long-term borrowings	**10,670.65**	**12,866.97**
Other related parties		
Zee Entertainment Enterprises Limited*	-	3,369.38
Digital Subscriber Management and Consultancy Services Private Limited (Refer note 20 (ii))	10,670.65	9,497.59
Loans given	**1,451.06**	**1,451.06**
Other related parties		
Pan India Infrastructure Private Limited	1,451.06	1,451.06
Trade receivables	**81.52**	**180.33**
Other related parties		
Essel Highways Limited	38.85	44.89
Essel Ludhiana Talwandi Toll Road Private Limited	-	2.00
Essel Sagar Damoh Toll Road Limited	-	0.79
Jabalpur MSW Private Limited	5.53	14.00
Jabalpur Waste Collection and Transportation Management Private Limited	18.86	65.98
NRSS XXXVI Transmission Limited	-	2.66
Navi AMC Limited	-	0.02
Creantum Security Solutions Private Limited	-	14.37
Varanasi STP Projects Private Limited	-	10.03
Western MP Infrastructure & Toll Road Private Limited	18.28	25.59

Notes forming part of the Consolidated Financial Statements

49 Related party disclosures (Contd..)

(₹ in Lakhs)

B) Balances outstanding as at 31 March	31 March 2023	31 March 2022
Other payables	**6.09**	**771.84**
Other related parties		
Zee Entertainment Enterprises Limited *	-	240.79
Diligent Media Corporation Limited *	-	281.02
Essel Corporate LLP *	-	135.45
Zee Studios Limited *	-	25.47
Jay Properties Private Limited *	-	86.40
Digital Subscriber Management and Consultancy Services Private Limited	-	1.49
Kundli Manesar Expreeways Limited	5.24	0.08
Creantum Security Solutions Private Limited	0.85	1.14

Note: 1) Figures considered based on the IND AS financials of the Group.

50 Segment reporting

The Group follows Ind AS 108 "Operating Segment" relating to the reporting of financial and descriptive information above their operating segments in consolidated 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 2023.

(₹ in Lakhs)

Particulars	31 March 2023	31 March 2022
Segment revenue		
- Educational services and related activities	24,865.34	15,705.36
- Construction and leasing (for education)	1,203.74	2,638.37
- Training, Manpower and related activities	6,613.60	6,600.54
Total segment revenue	**32,682.68**	**24,944.27**
Less: Inter segment revenue	265.61	156.00
Net Sales / Income from operations	**32,417.07**	**24,788.27**
Segment results (Profit before tax and interest from ordinary activities)		
- Educational services and related activities	(333.80)	(201.89)
- Construction and leasing (for education)	(103.24)	1,232.64
- Training, Manpower and related activities	(245.44)	40.16

Notes forming part of the Consolidated Financial Statements

50 Segment reporting (Contd..)

(₹ in Lakhs)

Particulars	31 March 2023	31 March 2022
Total segment results	**(682.48)**	**1,070.91**
Add / (Less) :		
Finance cost	(4,355.15)	(4,425.38)
Interest income	1,104.59	1,100.80
Exceptional items (Refer note 63)	(42,178.64)	-
Other income	919.60	2,336.79
Total profit / (loss) before tax from ordinary activities	**(45,192.08)**	**83.12**
Less : Tax expenses		
Current tax - current year	1,324.61	944.56
- earlier period	70.77	335.85
Deferred tax charge / (credit)	(428.60)	118.55
Profit / (loss) after tax	**(46,158.86)**	**(1,315.84)**
Capital employed (Segment assets less Segment liabilities) *		
- Educational services and related activities	(14,185.55)	24,534.12
- Construction and leasing (for education)	54,823.45	65,756.14
- Training, Manpower and related activities	1,182.65	1,217.19
- Unallocable (net)	(39,896.71)	(45,252.44)
Net capital employed	**1,923.84**	**46,255.01**
Capital expenditure		
- Educational services and related activities	567.37	257.56
- Construction and leasing (for education)	966.10	920.86
- Training, Manpower and related activities	24.45	7.70
	1,557.92	**1,186.12**
Depreciation		
- Educational services and related activities	1,861.94	2,318.61
- Construction and leasing (for education)	1,341.13	1,350.12
- Training, Manpower and related activities	6.07	0.72
	3,209.14	**3,669.45**

* After inter segment eliminations of ₹/lakhs 17,114.82 (₹/lakhs 22,032.84)

51 Educational Infrastructure Projects under execution

During the earlier years, 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.

52 Holding company and subsidiaries forming part of the Group have not been declared willful defaulter by any bank or financial institution or other lenders.

Notes forming part of the Consolidated Financial Statements

53 Financial Instruments

i) Financial risk management objective and policies

The group's principal financial liabilities, comprise borrowings, trade and other payables, lease liabilities and other financial liabilities. 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, cash and cash equivalents, other bank balances and other financial assets 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 borrowings from banks, 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 / (loss) before tax is affected through the impact of change in interest rate of borrowings, as follows:

(₹ in Lakhs)

	Increase / decrease in basis points	Effect on profit / (loss) before tax
As on 31 March 2023	+ 50 / - 50	140.95
As on 31 March 2022	+ 50 / - 50	134.35

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.

Foreign Currency sensitivity analysis

There are no foreign currency monetary assets and liabilities at balance sheet date.

Notes forming part of the Consolidated Financial Statements

53 Financial Instruments (Contd..)

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 and loans based historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss (ECL) is based on actual credit loss experienced and past trends based on the historical data.

I Trade Receivables (Unsecured)

Ageing of trade receivables

(₹ in Lakhs)

	As at 31 March 2023	As at 31 March 2022
Trade Receivables (Unsecured)		
Over six months	17,594.96	17,627.94
Less than six months	822.00	1,004.89
Total (A)	**18,416.96**	**18,632.83**

(₹ in Lakhs)

	As at 31 March 2023	As at 31 March 2022
Movement in allowance for credit loss during the year was as follows :		
Opening Balance	8,333.09	9,131.01
Add :- Provided during the year	7,446.34	
Less :- Reversal during the year	-	797.92
Closing balance as at (B)	**15,779.43**	**8,333.09**
Net Trade receivable (A - B)	**2,637.53**	**10,299.74**

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 other debt instruments.

II Loans given (Unsecured)

(₹ in Lakhs)

	As at 31 March 2023	As at 31 March 2022
Non current loans	12,078.74	13,955.74
Current loans	13,384.68	10,993.70
Total (A)	**25,463.42**	**24,949.44**

Notes forming part of the Consolidated Financial Statements

53 Financial Instruments (Contd..)

(₹ in Lakhs)

	As at 31 March 2023	As at 31 March 2022
Movement in allowance for credit loss during the year was as follows :		
Opening Balance	13,840.68	13,566.90
Add :- Provided during the year	4,858.62	273.78
Closing balance as at (B)	**18,699.30**	**13,840.68**
Net Loans outstanding (A-B)	**6,764.12**	**11,108.76**

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 2023.

(₹ in Lakhs)

	Less than 1 year	2 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	9,470.27	4,281.28	1,678.35
Borrowings	17,268.77	24,832.83	-
Lease liabilities	370.99	3,801.72	-
Total	**27,110.03**	**32,915.83**	**1,678.35**

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2022.

(₹ in Lakhs)

	Less than 1 year	2 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	9,107.85	5,732.61	1,503.60
Borrowings	17,087.99	22,855.21	-
Lease liabilities	528.17	3,262.77	-
Total	**26,724.01**	**31,850.59**	**1,503.60**

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 net debt divided by total capital.

Notes forming part of the Consolidated Financial Statements

53 Financial Instruments (Contd..)

(₹ in Lakhs)

	31 March 2023	31 March 2022
Gross Debt (inclusive long term and short term debt but excluding lease liabilities)	42,101.60	39,943.21
Less: Cash and cash equivalents and Other Bank Balances (excluding balance in dividend account)	(3,473.34)	(3,161.29)
Net Debt	38,628.26	36,781.92
Total Equity	14,076.99	60,224.50
Total Capital	**52,705.25**	**97,006.42**
Gearing ratio (Net debt / Total capital)	**73.29%**	**37.92%**

iii) Categories of financial instruments and fair value thereof

(₹ in Lakhs)

	As at 31 March 2023		As at 31 March 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets				
i) Measured at amortised cost				
Trade Receivables	2,637.53	2,637.53	10,299.74	10,299.74
Cash and cash equivalents and bank balances	3,498.52	3,498.52	3,187.56	3,187.56
Other financial assets	3,294.92	2,178.22	3,122.65	3,122.65
Loans	25,463.42	6,764.12	24,949.43	11,108.76
ii) Measured at Fair value through profit or loss				
Non-Current Investments	0.36	0.36	0.36	0.36
Current Investment	0.01	-	0.01	0.01
B) Financial liabilities				
Measured at amortised cost				
Trade Payables	7,020.20	7,020.20	7,374.27	7,374.27
Borrowings (Non current)	24,832.83	24,832.83	22,855.21	22,855.21
Borrowings (Current)	17,268.77	17,268.77	17,087.99	17,087.99
Other Financial Liabilities	8,409.70	8,409.70	8,969.78	8,969.78

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.

Notes forming part of the Consolidated Financial Statements

53 Financial Instruments (Contd..)

iv) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the group's assets and liabilities.

Quantitative disclosures of fair value measurement hierarchy for assets and liabilities as at 31 March 2023

(₹ in Lakhs)

Financial assets	Fair Value as at		Fair Value Hierarchy	Valuation Technique(s) & key inputs used
	31 March 2023	31 March 2022		
Investment in Mutual funds	-	0.01	Level 1	Quoted in an active market
Total	-	**0.01**		

Investments measured at fair value are tabulated above. All other financial assets and liabilities at amortised cost are in Level 3 of fair value hierarchy.

The fair values of the financial assets included in the level 1 category above has been determined in accordance with instrument quoted in active market.

54 Events after the reporting period

No significant events have occurred after the balance sheet date which requires adjustment or disclosure in the consolidated financial statements of the Group.

55 Yes Bank Limited (Yes Bank) vide its notices dated 2 August 2021 and 9 August 2021 (received on 10 August 2021) addressed to the Holding Company and its subsidiary, viz Digital Ventures Private Limited (DVPL) respectively, had invoked the Corporate Guarantee upon non-repayment of credit facilities (during COVID-19 pandemic) availed by four trusts/entity, and called upon the Holding Company and DVPL to make payment of an amount of ₹/lakhs 44,962.56 (including interest and other charges upto 31 July 2021). Also, the Holding Company and DVPL received notices dated 22 April 2022 and 01 December 2022 respectively, regarding filing of petitions by Yes Bank under Section 7 of the Insolvency and Bankruptcy Code, 2016 to initiate Corporate Insolvency Resolution Process (CIRP) of the Holding Company and DVPL (as corporate guarantors) before the Hon'ble National Company Law Tribunal (NCLT), Mumbai. Further, Yes Bank vide its letters dated 30 December 2022 has informed the Holding Company and DVPL that it has assigned and transferred the above credit facilities to J.C. Flowers Asset Reconstructions Private Limited (J.C. Flowers) and the amount outstanding therein as at 30 November 2022 is ₹/lakhs 52,254.63 (including interest and penal charges). However, the Holding Company has not received any definitive document in support of such assignment for each of the credit facilities. Further on 10 February 2023, the Hon'ble NCLT, Mumbai admitted the application filed by Yes Bank against the Holding Company and ordered the commencement of CIRP under the IBC. However, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by the Holding Company and NCLAT vide its order dated 16 February 2023 set aside the impunged order dated 10 February 2023 passed by the NCLT and disposed off the appeal in accordance with law. Subsequently, J.C. Flowers filed Special Leave Petition (SLP) in the Hon'ble Supreme Court for setting aside of the final order dated 16 February 2023 passed by the NCLAT. On 29 March 2023, the Hon'ble Supreme court allowed the SLP and stayed the further proceedings of NCLT. The matter is currently pending for hearing before the Hon'ble Supreme Court. However, the said trusts/entity have started running their operations effectively under the brick and mortar model and since the CIRP matter of the Holding Company is sub-judice, and considering revival of education industry post Covid-19 pandemic, the Holding Company is of the opinion that no liability is required to be provided as at 31 March 2023.

Notes forming part of the Consolidated Financial Statements

56 Pradhan Mantri Rojgar Protsahan Yojana (PMPRY Scheme)

In connection with the incentive scheme of Employers contribution of 8.33% (Employers Pension Scheme) under the Pradhan Mantri Rojgar Protsahan Yojana (PMPRY Scheme), one of the subsidiary i.e. Liberium Global Resources Private Limited (LGRPL) is yet to ascertain the amount of benefit to be credited to Profit and Loss in respect of eligible employees, since their employment with the LGRPL is in continuation and the same will be ascertained and accounted for in the year when it is ascertainable under the PMPRY scheme.

57 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:

(₹ in Lakhs)

	As at 31 March 2022	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2023
				Interest Accured	Other Changes	
Long Term Borrowings	22,855.21	231.31	(1,518.66)	3,264.97	-	24,832.83
Short Term Borrowings (Including Current maturities)	17,087.99	-	(109.00)	289.78	-	17,268.77
(For Bank, Financial Institution and intercorporate deposits etc.)						
Lease liabilities (including interest)	3,790.95	-	(1,591.95)	-	1,973.71	4,172.71

(₹ in Lakhs)

	As at 31 March 2021	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2022
				Interest Accured	Other Changes	
Long Term Borrowings	25,067.31	-	(2,212.10)	-	-	22,855.21
Short Term Borrowings (Including Current maturities)	13,614.89	525.98	(826.89)	3,774.01	-	17,087.99
(For Bank, Financial Institution and intercorporate deposits etc.)						
Lease liabilities (including interest)	5,715.20	-	(1,090.58)	-	(833.67)	3,790.95

Notes forming part of the Consolidated Financial Statements

58 Additional Information as required by Schedule III of the Companies Act 2013

(₹ in Lakhs)

Name of the entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or (loss)	
	% of consolidated net assets	Amount	% of consolidated Profit	Amount
1. Parent -				
Zee Learn Limited	15.32%	5,737.13	66.19%	(35,782.29)
2. Subsidiaries -				
MT Educare Limited (Consolidated financial statements)	15.17%	5,682.92	11.23%	(6,070.74)
Digital Ventures Private Limited	66.93%	25,068.63	22.69%	(12,267.39)
Academia Edificio Private Limited	-0.04%	(14.25)	0.00%	(1.95)
Liberium Global Resources Private Limited	2.62%	979.98	-0.11%	60.48

(₹ in Lakhs)

Name of the entity	Shares in Other Comprehensive Income/ (loss)		Share in Total Comprehensive Income / (loss)	
	% of consolidated profit	Amount	% of consolidated Profit	Amount
1. Parent -				
Zee Learn Limited	-77.11%	(0.70)	66.19%	(35,782.99)
2. Subsidiaries -				
MT Educare Limited (Consolidated financial statements)	13.25%	0.12	11.23%	(6,070.62)
Digital Ventures Private Limited	110.03%	1.00	22.69%	(12,266.39)
Academia Edificio Private Limited	0.00%	-	0.00%	(1.95)
Liberium Global Resources Private Limited	53.83%	0.49	-0.11%	60.97
Non Controlling Interest in subsidiaries	0.00%	-	0.00%	-

Note: Net assets / Share of Profit (loss) of subsidiary are considered based on the respective audited standalone/consolidated financial statements without considering eliminations / consolidation IND AS adjustments.

59 During the previous year, one of the subsidiaries viz Digital Ventures Private Limited (DVPL) had defaulted in repayment of loans taken from two Lenders. In this regard, one of the Lenders vide its notice dated 14 February 2022 issued to the Holding Company had invoked the Corporate Guarantee issued by the Holding Company on behalf of DVPL and called upon the Holding Company to make payment of an amount of ₹/lakhs 9,162.00 outstanding as at 30 June 2021 with further interest w.e.f. 01 July 2021 as per the terms of sanction letters. Further, during the year, the Holding Company has also received notice from the other lender invoking Corporate Guarantee issued by the Holding Company on behalf of DVPL and called upon the Holding Company to make payment of an amount of ₹/lakhs 2,299.59 outstanding as at 30 June 2021. The Covid-19 pandemic had caused disruption in the activities especially in the education sector and there were restrictions on carrying out the operations of schools under the brick and mortar model. However, the schools have opened up and students are being enrolled in the schools. Further, DVPL has started making repayment of its loan through an agreed mechanism as per discussions with the Lenders.

Notes forming part of the Consolidated Financial Statements

60 MT Educare Limited (MTEL) and its subsidiaries (MTEL group) have loans, trade and other receivables of ₹/lakhs 8,709.24 (net of provisions on consolidated basis) outstanding as at 31 March 2023 from other parties having operations in the education sector, which are overdue/rescheduled. Management anticipates progress in business in the coming period which will enable recovery of the receivables in an orderly manner. At this present juncture, the management considers the outstanding dues to be good and recoverable.

61 MTEL group had taken loan from Bank and Financial Institution and others ("lenders"). The MTEL Group has not recognised interest expense (excluding penal interest if any) cumulative of ₹/lakhs 1200.63 lakhs upto year ended 31 March 2023. The claims are submitted by financial creditors, however the adjustments, if any, thereof including other claims shall be done in accordance with the outcome of the CIRP.

62 Pursuant to an application filed by Connect Residuary Private Limited (Operational Creditor of MTEL) before the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") in terms of Section 9 of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder ("Code"), the NCLT has admitted the application and ordered the commencement of corporate insolvency resolution process ("CIRP") of one of its subsidiaries i.e. MT Educare Limited ("Corporate Debtor", "MTEL") vide its order dated 16 December 2022. The NCLT appointed Mr. Ashwin Bhavanji Shah as the Interim Resolution Professional (IRP) for the Corporate Debtor vide its order, dated 16 December 2022. Interim Resolution Professional took charge of the affairs of the corporate debtor on 22 December 2022. Director Mr. Vipin Choudhry challenged the order of Hon'ble NCLT dated 16 December 2022 before Hon'ble NCLAT, New Delhi. The Hon'ble National Company Law Appellate Tribunal ("NCLAT") by an order dated 6 January 2023 had ordered to hold the formation of Committee of Creditors (COC) till further hearing i.e till 21 February 2023. There has been continuation of stay on Constitution of COC by Hon'ble NCLAT from time to time till 26 May 2023 and accordingly the COC is not yet formed. Considering various factors including admission of the Corporate Debtor in CIRP and appointment of IRP, there are various claims submitted by the operational creditors, the financial creditors including corporate guarantee, employees and other creditors. The overall obligations and liabilities including obligation for interest on loans shall be determined during the CIRP and accounting impact if any will be given on completion of CIRP.

Further with respect to the financial statements of MTEL for the year ended 31 March 2023, the IRP has signed the said financial statements solely for the purpose of ensuring compliance by the Corporate Debtor with applicable laws, and subject to the following disclaimers:

(i) The IRP has furnished and signed the report in good faith and accordingly, no suit, prosecution or other legal proceeding shall lie against the RP in terms of Section 233 of the Code;

(ii) No statement, fact, information (whether current or historical) or opinion contained herein should be construed as a representation or warranty, express or implied, of the IRP including, his authorized representatives and advisors;

(iii) The IRP, in review of the financial statements and while signing the financial statements, has relied upon the assistance provided by the directors of the Corporate Debtor, and certifications, representations and statements made by the directors of the Corporate Debtor, in relation to the financial statements. The financial statements of the Corporate Debtor for the year ended 31 March, 2023 have been taken on record by the IRP solely on the basis of and on relying the aforesaid certifications, representations and statements of the aforesaid directors and the management of the Corporate Debtor. For all such information and data, the IRP has assumed that such information and data are in the conformity with the Companies Act, 2013 and other applicable laws with respect to the preparation of the financial statements and that they give true and fair view of the position of the Corporate Debtor as of the dates and period indicated therein. Accordingly, the IRP is not making any representations regarding accuracy, veracity or completeness of the data or information in the financial statements.

(iv) In terms of the provisions of the Code, the IRP is required to undertake a review of certain transactions. Such review has been completed.

Notes forming part of the Consolidated Financial Statements

63 Exceptional items

(i) In one of the subsidiaries viz Digital Ventures Private Limited (DVPL) there are Loans of ₹/lakhs 6,798.90 given to various trusts and receivables of ₹/lakhs 7,672.88 from various trusts, aggregating to ₹/lakhs 14,471.78 outstanding as at 31 March 2023. During the year, DVPL has provided for ₹/lakhs 10,855.00 towards impairment loss under the expected credit loss model against the said outstanding loans and receivables, and considers the balance outstanding amount of ₹/lakhs 3,616.78 as at 31 March 2023 as good and recoverable. The said impairment loss of ₹/lakhs 10,855.00 is disclosed as an Exceptional item during the year ended 31 March 2023.

(ii) The Audited consolidated financial statements include goodwill having carrying value of ₹/lakhs 31,323.64 as at 31 March 2023 pertaining to acquisition of its subsidiary company viz MT Educare Ltd (MTEL). During the year, the Hon'ble National Company Law Tribunal (NCLT) Mumbai, has admitted the application filed by an Operational Creditor and ordered the commencement of Corporate Insolvency Resolution Process (CIRP) of MTEL under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC). The NCLT has also appointed an Interim Resolution Professional (IRP) for the Corporate Debtor. However, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") and NCLAT vide its order dated 6 January 2023 stayed the constitution of Committee of Creditors ("COC"). Considering the above ongoing CIRP proceedings and appointment of IRP, the Holding Company, out of abundant caution and prudent accounting practices, has provided ₹/lakhs 31,323.64 towards impairment of Goodwill and the same has been shown as an Exceptional Item during the year ended 31 March 2023.

64 Relationship with Struck off companies

(₹ in Lakhs)

Name of struck off company	Nature of transactions with struck off company	Balance outstanding	Relationship with the struck off company
MangoSense Private Limited	Capital advance	33.71	Vendor

65 a) The Group has not advanced or loaned or invested funds during the year (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The Group has not received any fund during the year from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

66 The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

67 No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

Notes forming part of the Consolidated Financial Statements

68 i) An employee of one of the subsidiary company MT Educare Limited (MTEL) Mr. Ashish Srivastava has committed fraud against MTEL over the past few years by transferring salaries to the account of non existing employees. In doing such fraudulent transfer, he has committed falsification of documents. The fraud is discovered by MTEL during the year. The MTEL has identified initial fraud of ₹/lakhs 50.00 (approx) and the matter is under investigation to determine the final quantum. The MTEL had terminated the service with immediate effect and the employee had been asked to repay the amount to MTEL by 31 January, 2023. However, out of total receivable, the MTEL has only recovered ₹/lakhs 18.00 till date.

ii) An employee of one of the subsidiary company MT Educare Limited (MTEL) Mr. Harshad Kabule has committed fraud during the year, by transferring funds to certain bank accounts. In doing such fraudulent transfers, he had committed falsification of documents, impersonation and other criminal acts. MTEL had identified fraud of ₹/lakhs 123.00 (approx) and the matter is under investigation. MTEL had terminated the service with immediate effect and the employee had been asked to repay the amount to MTEL.

69 Prior year comparatives

Previous year's figures have been regrouped / rearranged wherever necessary to correspond with the current year's classifications / disclosures, figures in brackets pertain to previous year.

Annexure to Financial Statements

AOC-1

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

Part "A": Subsidiaries

Sr. No.	Particulars	Details			
1.	Name of the subsidiary	Digital Ventures Private Limited	Liberium Global Resources Private Limited	Academia Edificio Private Limited	MT Educare Limited (Consolidated)
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Reporting period same as Holding Company	Reporting period same as Holding Company	Reporting period same as Holding Company	Reporting period same as Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4.	Share capital	501.00	0.10	0.10	7,222.81
5.	Reserves and Surplus	24,567.63	979.89	(14.35)	(1,539.87)
6.	Total Assets	69,904.98	2,395.44	1.04	29,444.97
7.	Total Liabilities (Excluding Share Capital and Reserves & Surplus)	44,836.35	1,415.46	15.29	23,762.03
8.	Investments	0	0	0	0.36
9.	Turnover (Revenue from Operations)	1,203.74	6,613.59	0	5,819.26
10.	Profit/(Loss) before Taxation	(12,267.39)	105.85	(1.95)	(6,297.09)
11.	Provision for taxation	0	45.37	0	(226.36)
12.	Profit/(Loss) after Taxation	(12,267.39)	60.48	(1.95)	(6,070.73)
13.	Proposed Dividend	0	0	0	0
14.	% of shareholding	100	100	100	59.12

Notes:

1. Names of subsidiaries which are yet to commence operations: Not Applicable
2. Names of subsidiaries which have been liquidated or sold during the year: Not Applicable

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures – Not Applicable

MANISH RASTOGI
WHOLE-TIME DIRECTOR & CEO
DIN: 10056027

NANETTE D'SA
DIRECTOR
DIN: 05261531

ANISH SHAH
CHIEF FINANCIAL OFFICER

ANIL GUPTA
COMPANY SECRETARY

NOTICE

NOTICE is hereby given that the **Thirteenth** (13th) Annual General Meeting of the Members of Zee Learn Limited (CIN: L80301MH2010PLC198405) will be held on **Wednesday, September 27, 2023** at 3:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following businesses:

ORDINARY BUSINESS:

1. **Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023.**

   To receive, consider and adopt

   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, including the Audited Balance sheet as on March 31, 2023, Statement of Profit & Loss and Cash Flow Statement for the year ended as on that date together with the Reports of the Board of Directors and Auditors thereon.

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, including the Audited Balance Sheet as on March 31, 2023, Statement of Profit & Loss and Cash Flow Statement for the year ended as on that date together with the Reports of the Auditors thereon.

2. **Retirement of Director by rotation and re-appointment thereof**

   To appoint a Director in place of Mr. Surender Singh (DIN: 08206770) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Payment of Remuneration to M/s. Vaibhav P. Joshi., Cost Accountants (Firm Registration No. 101734), the Cost Auditors of the Company for the Financial Year 2023-24.**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and 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 only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. Vaibhav P. Joshi, Cost Accountants (Firm Registration No. 101329) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2024 as recommended by the Audit Committee and approved by the Board of Directors;

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **To re-appoint Mr. Karunn Kandoi as the Independent Director of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for time being in force), consent and approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Karunn Kandoi (DIN: 01344843), as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 years commencing from March 04, 2024 until March 03, 2029.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

For and on behalf of the Board of Directors
ZEE LEARN LIMITED

Date: August 10, 2023 ANIL GUPTA
Place: Mumbai 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. In compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 13th Annual General Meeting ("AGM") of the Company is being held through VC / OAVM without the physical presence of Members at a common venue. The deemed venue for the 13th AGM will be the Registered Office of the Company – Zee Learn Limited, 135, Continental Building, Dr Annie Besant Rd, Worli, Mumbai, Maharashtra 400018.

2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special Business under Item No. 4 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in respect of Directors seeking appointment/reappointment at this Annual General Meeting is annexed.

3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, proxy form, attendance slip and route map are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC / OAVM, participate thereat, and cast their votes through e-voting.

4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. In line with the General Circular Nos. 20/2020 dated May 05, 2020 and No. 02/2021 dated January 13, 2021, and the relevant circulars issued by SEBI, the Notice of this AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA. For the physical copy of Annual Report, the Members may send requests to the Company's dedicated investor email-id: investor_relations@zeelearn.com. The Notice of 13th Annual General Meeting and Annual Report for FY 2022-23 is also available on the Company's website - www.zeelearn.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL https://www.evoting.nsdl.com.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER: -

The remote e-voting period begins on **Sunday, September 24, 2023 at 09.00 A.M (IST)** and ends on **Tuesday, September 26, 2023 at 05.00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 20, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 20, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of **NSDL** Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under "Login" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mita@mpsanghavi.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or or Contact Ms. Megha Malviya from NSDL at the designated email Ids: MeghaM@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor_relations@zeelearn.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor_relations@zeelearn.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at investor_relations@zeelearn.com or anil.gupta@zeelearn.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance prior to meeting mentioning their name, demat account number / folio number, email id, mobile number investor_relations@zeelearn.com or anil.gupta@zeelearn.com. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Annexure to Notice

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

Item No. 3

The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Vaibhav P. Joshi, 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, 2024 at 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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2024.

Your Board recommends the ordinary resolution as set out in Item No. 3 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no. 3.

Item No. 4

The Board of Directors had appointed Mr. Karunn Kandoi as an Additional Director of the Company through Resolution by Circulation by the Board passed on March 03, 2021 and to hold office till the next Annual General Meeting. Further, the Members through Annual General Meeting had appointed Mr. Karunn Kandoi as an Independent Director to hold office for a term of 3 years w.e.f. March 03, 2021. Accordingly, the tenure of Mr. Karunn Kandoi, as an Independent Director is due for expiry on March 03, 2024.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for a further period of five consecutive years on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report., the Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Mr. Karunn Kandoi to act as the Director in the prescribed Form under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). After taking into account the performance evaluation during his first term of three years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Karunn Kandoi during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee had on August 10, 2023 approved re-appointment of Mr. Karunn Kandoi for a second term of five years with effect from March 4, 2024 to the Board of Director for their approval. The Board of Directors had at its meeting held on August 10, 2023 approved the proposal for reappointment of Mr. Karunn Kandoi as an Independent Director for a second term of five consecutive years with effect from March 4, 2024, subject to shareholders approval .

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the Notice.

Except Mr. Karunn Kandoi, being the appointee, no other Director or Key Managerial Personnel of the respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution.

Annexure to the Notice dated September 27, 2023

Details of Directors seeking appointment/re-appointment at the 13th AGM to be held on September 27, 2023.

(Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting)

The profile and specific areas of expertise of Mr. Surender Singh is provided as below:

Name of Director	Mr. Surender Singh
DIN	08206770
Age	67
Date of First Appointment on the Board	July 31, 2020
Qualification	-BA (Hons) in Political Science -MA in History
Experience and Expertise	Mr. Surender Singh is a retired IPS with experience in all matters pertaining to Security management including cyber security and forensic; risk analysis; data analysis; intelligence; security audit; protection of intellectual property and people/asset management. Apart from the education qualification mentioned above and after graduating from the National Police Academy, Hyderabad, Mr. Singh had attended many courses / development programs including inter alia Course of Indian Revenue Services – Income Tax, Basic Course at Civil Defence and Fire Service, Management Development Program at Indian Institute of Public Administration, Overseas Command Course at Wakefield, UK; Major Case Management Course at Washington DC under the aegis of Federal Bureau of Investigation (FBI) etc. Mr. Surender Singh had an illustrious career of over three decades in Indian Police Services (IPS), including inter alia as • Head/ Joint Director/ Additional Director/ Special Director of Intelligence Bureau; • First Secretary (Consular) in the High Commission of India at Dhaka- Bangladesh; • Director General of CISF etc. During his professional career, Mr. Singh was awarded India Police Medal for Meritorious Service (2001) and President's Police Medal for Distinguished Service (2007).
No. of Equity shares held in the Company	Nil
Terms and Conditions of Appointment/Re-appointment	Appointment as Non- Executive Non Independent Director of the Company, liable to retire by rotation
Last drawn Remuneration	NA
Remuneration proposed to be paid	NA
Number of Board Meeting attended during the financial year 2022-23	Please refer Corporate Governance Report
Directorship held in other public companies (excluding Private and Section 8 Companies) as on March 31, 2023	MT Educare Limited Zee Media Corporation Limited
Membership/Chairmanship held in committees of other public companies (excluding Private and Section 8 Companies) as on March 31, 2023	Nil
Relationship with any other Directors / Key Managerial Personnel	None

The profile and specific areas of expertise of Mr. Karunn Kandoi is provided as below:

Name of Director	Karunn Kandoi
DIN	01344843
Effective date of re-appointment	04/03/2024
Qualification	He is skilled in creating and expanding businesses, Operations Management, Management, driving growth for technology led products, Leadership, and Marketing. Karunn Kandoi is a B.E. from Bangalore Institute of Technology and an MBA from the University of Washington, specialized in Product Management & Marketing.
Experience and Expertise	Mr. Karunn Kandoi, heads business operations and is Executive Director for the ApplyBoard- India, a recent UniCorn, since August 2020. Before this, Karunn Kandoi has worked with Extramarks Education India Private Limited as Whole Time Director & President Global Business. Prior to joining Extramarks, he founded Shree Eduserve Private Limited. He is an EdTech Professional with over 20 years of experience and has a demonstrated history of working in the education industry.
No. of Equity Shares held	Nil
Directorships Held in Indian Public Companies as on date of Notice	MT EDUCARE LTD
Relationship with any other Director inter-se	None

For and on behalf of the Board of Directors
ZEE LEARN LIMITED

Date: August 10, 2023
Place: Mumbai

ANIL GUPTA
COMPANY SECRETARY

Registered Office:
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018
CIN: L80301MH2010PLC198405
E-mail: investor_relations@zeelearn.com

Notes

Notes

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